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THE ATTACHED DOCUMENT IS IN PRELIMINARY FORM ONLY, IS NOT COMPLETE AND CONTAINS INFORMATION THAT IS SUBJECT TO COMPLETION AND CHANGE.

THE ATTACHED DOCUMENT MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, REDISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORISED AND WILL NOT BE ABLE TO PURCHASE ANY OF THE NOTES DESCRIBED IN THE ATTACHED DOCUMENT. NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF NOTES FOR SALE IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO.

THE NOTES (THE “**NOTES**”) REFERENCED IN THE ATTACHED DOCUMENT HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND THE NOTES DESCRIBED IN THE ATTACHED DOCUMENT MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.

Confirmation of your Representation: In order to be eligible to view the attached document or make an investment decision with respect to the Notes, prospective investors must be either (1) qualified institutional buyers (“**QIBs**”) (within the meaning of Rule 144A under the Securities Act) or (2) purchasing outside the United States in accordance with Regulation S under the Securities Act. The attached document is being sent to you at your request, and by accessing the attached document you shall be deemed to have represented to the Issuer and the Joint Bookrunners that (1) either (a) you and any customers you represent are QIBs or (b) you and any customers you represent are located outside the United States and the electronic mail address that you have provided and to which this email has been delivered is not located in the United States, its territories and possessions, any state of the United States or the District of Columbia and (2) you consent to delivery of the attached document by electronic transmission.

In addition, in the United Kingdom, the attached document is being distributed only to and is directed only at: (a) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”); (b) high net worth entities and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order; and (c) persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000, as amended (“**FSMA**”)) in connection with the issue or sale of any securities of the Issuer or any member of its Group (as defined herein) may otherwise lawfully be communicated or caused to be communicated (all such persons together referred to as “**relevant persons**”). Any investment or investment activity to which the document relates is available only in the United Kingdom to relevant persons and will be engaged in only with such persons.

This document has been delivered to you on the basis that you are a person into whose possession this document may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located.

Manufacturer target market (MiFID II product governance and UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No European Economic Area (the

“EEA”) or United Kingdom (the “UK”) PRIIPs key information document has been prepared as the Notes will not be made available to retail investors in the EEA or in the UK.

Neither this electronic transmission nor the attached document constitutes or contains any offer to sell or invitation to subscribe or make commitments for or in respect of any securities in any jurisdiction where such an offer or invitation would be unlawful. This document has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently neither the Issuer, the Joint Bookrunners, the Trustee, the Principal Paying Agent, the Paying Agents, the Registrar (each as defined herein) nor any person who controls any of them, nor any director, officer, employee or agent of any of them, nor any affiliate of any such person, accepts any liability or responsibility whatsoever in respect of any difference between this document distributed to you in electronic format and the hard copy version available to you on request from the Joint Bookrunners.

No representation or warranty, expressed or implied, is made or given by or on behalf of the Joint Bookrunners, the Trustee, the Principal Paying Agent, the Paying Agents, the Registrar nor any person who controls any of them, nor any director, officer, employee or agent of any of them, nor any affiliate of any such person, as to the accuracy, completeness or fairness of the information or opinions contained in this document and such persons do not accept responsibility or liability for any such information or opinions.

The Notes will not be offered for circulation, distribution, placement, sale or purchase in the territory of the Republic of Uzbekistan.



JOINT-STOCK COMPANY "UZAUTO MOTORS"
(incorporated in the Republic of Uzbekistan)

U.S.\$350,000,000 7.375 per cent. Notes due 2030

Issue Price 100.00 per cent.

JSC "UzAuto Motors" (the "**Issuer**" or the "**Company**"), a joint-stock company incorporated under the laws of the Republic of Uzbekistan, is issuing an aggregate principal amount of the U.S.\$350,000,000 7.375 per cent. Notes due 2030 (the "**Notes**"). The Notes will be constituted by, subject to, and have the benefit of a trust deed to be dated 19 November 2025 (as may be amended or supplemented from time to time, the "**Trust Deed**") between the Issuer and Citibank, N.A., London Branch as trustee (the "**Trustee**") for the benefit of Noteholders (as defined in the "*Terms and Conditions of the Notes*").

Interest on the Notes will accrue from 19 November 2025 (the "**Closing Date**") and will be payable semi-annually in arrear on 19 May and 19 November of each year (each an "**Interest Payment Date**"), commencing on 19 May 2026 (the "**Interest Commencement Date**").

The Notes mature on 19 November 2030 the ("**Maturity Date**") but may be redeemed before then at the option of the Issuer in whole, but not in part, at any time prior to the date falling three months prior to the Maturity Date, but on one occasion only, on giving not less than 30 nor more than 60 days' irrevocable notice, at a price equal to the principal amount thereof, plus the Make Whole Premium (as defined in the "*Terms and Conditions of the Notes – Redemption and Purchase – Redemption at Make Whole*"). The Issuer may also redeem the Notes in whole, but not in part, at their principal amount together with any accrued and unpaid interest, if the Issuer has or will become obliged to pay certain additional amounts as further described under "*Terms and Conditions of the Notes—Redemption and Purchase—Redemption for tax reasons*". If at any time (other than when early redemption pursuant to Condition 7.4 applies) at least 80% or more of the aggregate principal amount of the Notes (including for these purposes, any Additional Notes issued pursuant to Condition 16) have been redeemed or purchased by the Issuer or any Subsidiary of the Issuer and not resold, then the Issuer may redeem the Notes in whole, at a redemption price equal to 100% of the principal amount thereof, plus any accrued and unpaid interest and additional amounts (if any), up to but excluding the date of redemption, as further described under "*Terms and Conditions of the Notes – Redemption and Purchase – Redemption of Residual Amount Outstanding at the Option of the Issuer*". The Notes are also subject to redemption, in whole, but not in part, at their principal amount, together with any accrued and unpaid interest and additional amounts (if any), at the option of the Issuer at any time on or after the date falling three months prior to the Maturity Date. See "*Terms and Conditions of the Notes—Redemption and Purchase—Optional Redemption at Par*". If a Change of Status (as defined in the "*Terms and Conditions of the Notes—Redemption and Purchase—Redemption at the option of Noteholders upon a Change of Status*") occurs, the Issuer shall, at the option of a holder of any Note, redeem or purchase such Note on the Change of Status Put Date (as defined in the "*Terms and Conditions of the Notes—Redemption and Purchase—Redemption at the option of Noteholders upon a Change of Status*") at 100 per cent. of its principal amount together with (or, where purchased, together with an amount equal to) interest accrued to (but excluding) the Change of Status Put Date. See "*Terms and Conditions of the Notes—Redemption and Purchase—Redemption at the option of Noteholders upon a Change of Status*".

Application has been made to the London Stock Exchange plc (the "**London Stock Exchange**") for the Notes to be admitted to trading on the London Stock Exchange's International Securities Market (the "**ISM**"). References in this Offering Memorandum to Notes being "**listed**" (and all related references) shall mean that the Notes have been admitted to trading on the ISM. **The ISM is a market designated for professional**

investors. Notes admitted to trading on the ISM are not admitted to the Official List of the Financial Conduct Authority. The London Stock Exchange has not approved or verified the contents of this Offering Memorandum. This Offering Memorandum comprises admission particulars for the purposes of the admission to trading of the Notes on the ISM.

Investing in the Notes involves risks. See “Risk Factors” starting on page 10 for a discussion of certain factors that should be considered in connection with an investment in the Notes.

The Notes are expected to be rated “BB-” by Fitch Ratings Ltd (“**Fitch**”) and “Ba3” by Moody’s Investors Service Middle East Limited (“**Moody’s**”). A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency. Fitch is established in the United Kingdom and registered under the Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the EUWA, as amended (the “**UK CRA Regulation**”). Moody’s is not established in the United Kingdom, but the rating it has given to the Notes is endorsed by Moody’s Investors Service Limited, which is established in the United Kingdom and registered under the UK CRA Regulation.

The Notes have not been, and will not be, registered under the U.S. Securities Act of 1933 (the “**Securities Act**”), and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Notes are being offered and sold outside the United States (such Notes, the “**Regulation S Notes**”) in reliance on Regulation S under the Securities Act (“**Regulation S**”) and within the United States (such Notes, the “**Rule 144A Notes**”) to qualified institutional buyers (“**QIBs**”) as defined in Rule 144A under the Securities Act (“**Rule 144A**”) in reliance on and in compliance with Rule 144A. Prospective purchasers are hereby notified that sellers of any Rule 144A Note may be relying upon the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. For a description of these and certain further restrictions on offers, sales and transfers of the Notes and distribution of this Offering Memorandum, see “*Subscription and Sale*” and “*Transfer Restrictions*”.

The Notes will be offered and sold in registered form and without interest coupons attached in denominations of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof.

The Regulation S Notes will be represented by beneficial interests in an unrestricted global note (the “**Regulation S Global Note**”), in registered form and without interest coupons attached. The Regulation S Global Note will be deposited with a common depositary for Euroclear Bank SA/NA (“**Euroclear**”) and Clearstream Banking, S.A. (“**Clearstream, Luxembourg**”) and registered in the name of a nominee of such common depositary on or about the Closing Date. The Rule 144A Notes will be represented by beneficial interests in a restricted global note (the “**Rule 144A Global Note**” and, together with the Regulation S Global Note, the “**Global Notes**”) in registered form, without interest coupons attached, which will be deposited on or about the Closing Date with a custodian for, and registered in the name of Cede&Co. as nominee for, The Depository Trust Company (“**DTC**”).

The Global Notes will be exchangeable in certain limited circumstances in whole, but not in part, for Notes in definitive, registered, form, without interest coupons. See “*Summary of the Provisions relating to the Notes when in Global Form*”. Interests in the Rule 144A Global Note will be subject to certain restrictions on transfer. See “*Transfer Restrictions*”. Beneficial interests in the Global Notes will be shown on, and transfers thereof will be effected only through, records maintained by DTC, Euroclear and Clearstream, Luxembourg and their participants. It is expected that delivery of the Global Notes will be made on or about the Closing Date. Except as described herein, certificates for Notes will not be issued in exchange for beneficial interests in the Global Notes.

Joint Bookrunners and Joint Lead Managers

Citigroup

J.P. Morgan

**Société Générale
Corporate & Investment Banking**

Offering Memorandum dated 17 November 2025

IMPORTANT INFORMATION ABOUT THIS OFFERING MEMORANDUM

The Issuer accepts responsibility for the information contained in this Offering Memorandum. To the best of the knowledge of the Issuer, having taken all reasonable care to ensure that such is the case, the information contained in this Offering Memorandum is in accordance with the facts and this Offering Memorandum makes no omission likely to affect its import.

THE NOTES ARE OF A SPECIALIST NATURE AND SHOULD ONLY BE BOUGHT AND TRADED BY INVESTORS WHO ARE PARTICULARLY KNOWLEDGEABLE IN INVESTMENT MATTERS. AN INVESTMENT IN THE NOTES IS SPECULATIVE, INVOLVES A HIGH DEGREE OF RISK AND MAY RESULT IN THE LOSS OF ALL OR PART OF THE INVESTMENT.

No person is authorised to give any information or to make any representation in connection with the offer or sale of the Notes other than as contained in this Offering Memorandum and any information or representation not so contained must not be relied upon as having been authorised by the Issuer, the Trustee, any Agent (as defined herein) or any Joint Bookrunner (as defined in “*Subscription and Sale*”). Neither the delivery of this Offering Memorandum nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the business and affairs of the Issuer or the Issuer and its consolidated subsidiaries taken as a whole (the “**Group**”) since the date hereof or that there has been no adverse change in the financial position of the Issuer or the Group since the date hereof or that the information contained in it is correct as at any time subsequent to the date on which it is supplied. No representation or warranty, express or implied, is made by any Joint Bookrunner, any Agent or the Trustee as to the accuracy or completeness of such information. None of the Joint Bookrunners, the Agents or the Trustee accepts any responsibility whatsoever for the contents of this Offering Memorandum or for any other statement made or purported to be made by it, or on its behalf, in connection with the Issuer or the Notes. Each of the Joint Bookrunners, the Agents and the Trustee accordingly disclaims all and any liability whether arising in tort, contract or otherwise which it might otherwise have in respect of this Offering Memorandum or any such statement.

This Offering Memorandum does not constitute an offer to sell, or a solicitation to subscribe for or purchase, by or on behalf of the Issuer, any Joint Bookrunner or any other person, any of the Notes in any jurisdiction where it is unlawful for such person to make such offer or solicitation. The distribution of this Offering Memorandum and the offer and sale of the Notes in certain jurisdictions is restricted by law. Persons into whose possession this Offering Memorandum may come are required by the Issuer and the Joint Bookrunners to inform themselves about and to observe such restrictions. This Offering Memorandum may not be used for, or in connection with, any offer to, or solicitation by, anyone in any jurisdiction or under any circumstances in which such offer or solicitation is not authorised or is unlawful. Further information with regard to restrictions on offers and sales of the Notes and the distribution of this Offering Memorandum is set out under “*Subscription and Sale*”.

No action has been or will be taken to permit a public offering of the Notes or the distribution of this Offering Memorandum (in any form) in any jurisdiction where action is required for such purposes.

None of the Issuer, the Joint Bookrunners, the Agents, the Trustee, or any of its or their respective representatives or affiliates makes any representation to any offeree or purchaser of Notes offered hereby regarding the legality of an investment by such offeree or purchaser under applicable legal, investment or similar laws. The contents of this Offering Memorandum should not be construed as legal, financial, business or tax advice. Each prospective investor should consult his or her own legal adviser, financial adviser or tax adviser for legal, financial or tax advice in relation to any purchase or proposed purchase of Notes.

To the fullest extent permitted by law, the Joint Bookrunners, the Agents and the Trustee accept no responsibility whatsoever for the Notes, the Trust Deed or the Paying Agency Agreement (each as defined herein) (including the effectiveness thereof) or the contents of this Offering Memorandum or for any other statement made or purported to be made by a Joint Bookrunner, the Agents or the Trustee or on its behalf in connection with the Issuer or the issue and offering of the Notes. Each Joint Bookrunner, the Agents and the Trustee accordingly disclaims all and any liability whether arising in tort or contract or otherwise which it might otherwise have in respect of the Notes, the Trust Deed, the Paying Agency Agreement, this Offering Memorandum or any such statement.

In connection with the offering of the Notes, the Joint Bookrunners and any of their affiliates, acting as investors for their own accounts, may purchase Notes and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Notes and other securities of the Issuer or related investments in connection with the offering of the Notes or otherwise. Accordingly, references in this Offering Memorandum to the Notes being issued, offered, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or acquisition, placing or dealing by, the Joint Bookrunners and any of their affiliates acting as investors for their own accounts. The Joint Bookrunners do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Recipients of this Offering Memorandum are authorised to use it solely for the purpose of considering an investment in the Notes and may not reproduce, forward or distribute this Offering Memorandum, in whole or in part, and may not disclose any of the contents of this Offering Memorandum or use any information herein for any purpose other than considering an investment in the Notes. Persons into whose possession this Offering Memorandum comes are required by the Issuer and the Joint Bookrunners to inform themselves about and to observe any such restrictions. Any consents or approvals that are needed in order to purchase any Notes must be obtained. The Issuer and the Joint Bookrunners are not responsible for compliance with these legal requirements. The appropriate characterisation of any Notes under various legal investment restrictions, and thus the ability of investors subject to these restrictions to purchase such Notes, is subject to significant interpretative uncertainties. None of the Issuer, the Trustee, the Agents, the Group or the Joint Bookrunners or any of the respective representatives is making any representation to any offeree or purchaser of the Notes regarding the legality of an investment by such offeree or purchaser under relevant legal investment or similar laws. Such investors should consult their legal advisers regarding such matters.

The Joint Bookrunners and their respective affiliates may have performed and expect to perform in the future various financial advisory, investment banking and commercial banking services for, and may arrange loans and other non-public market financing for, and enter into derivative transactions with, the Issuer and its affiliates (including its shareholders).

Prior to making any decision as to whether to invest in the Notes, prospective investors should read this Offering Memorandum. In making an investment decision, prospective investors must rely upon their own examination of the Issuer and the Group and the terms of this Offering Memorandum, including the risks involved. Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Notes and, in particular, the information contained or incorporated by reference in this Offering Memorandum;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, the merit and risks of an investment in the Notes and the impact the Notes will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes;
- understand thoroughly the terms of the Notes; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic considerations, interest rate volatility and other factors that may affect its investment and its ability to bear the applicable risks.

If investors are in any doubt about the contents of this Offering Memorandum, investors should consult a stockbroker, bank manager, solicitor, accountant or other financial adviser.

Any investment in the Notes does not have the status of a bank deposit and is not within the scope of the deposit protection scheme operated by the Fund of Guarantee of Citizens' Deposits in Banks of the Republic of Uzbekistan.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET

Solely for the purpose of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in the UK MiFIR; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EUROPEAN ECONOMIC AREA RETAIL INVESTORS

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**IDD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No. 1286/2014 (as amended, the "**EU PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO THE UNITED KINGDOM RETAIL INVESTORS

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement the IDD, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.

Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

NOTICE TO PROSPECTIVE INVESTORS IN SINGAPORE

Singapore SFA Product Classification: In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore, as modified or amended from time to time (the "**SFA**") and the Securities and

Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are ‘prescribed capital markets products’ (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in Monetary Authority of Singapore (the “**MAS**”) Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

NOTICE TO PROSPECTIVE U.S. INVESTORS

The Notes have not been approved or disapproved by the United States Securities and Exchange Commission, any State securities commission in the United States or any other regulatory authority in the United States nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Notes or the accuracy or adequacy of this Offering Memorandum. Any representation to the contrary is a criminal offence in the United States. The Notes have not been and will not be registered under the Securities Act and, subject to certain exceptions, may not be offered or sold within the United States. The Notes are being offered and sold outside the United States in reliance on Regulation S and within the United States to QIBs in reliance on the exemption from registration provided by Rule 144A (see “*Subscription and Sale*”). Prospective purchasers are hereby notified that sellers of any Rule 144A Note may be relying upon the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. For a description of certain restrictions on transfers of the Notes, see “*Transfer Restrictions*”.

SALES TO POTENTIAL INVESTORS IN UZBEKISTAN

The Notes have not been and will not be registered with the authorized state body in the Republic of Uzbekistan for public placement or circulation in the Republic of Uzbekistan.

Pursuant to Article 15 of the Law of the Republic of Uzbekistan “On the Securities Market”, securities are allowed for placement and circulation in the territory of the Republic of Uzbekistan only after their state registration, unless otherwise provided by law. Pursuant to Article 3 of the same Law, an international bond is defined as a tradable equity security issued by an issuer and placed by a group of financial organisations, offered in one or more countries other than the issuer’s country, and initially acquired (including by subscription) only through such group.

Accordingly, the Notes are being issued as international bonds and may not be offered, sold or otherwise transferred in the Republic of Uzbekistan except in compliance with applicable Uzbek law. This Offering Memorandum does not constitute an offer or an invitation to subscribe for or purchase any Notes in Uzbekistan.

STABILISATION

In connection with the issue of the Notes, Citigroup Global Markets Limited (the “**Stabilising Manager**”) or any person acting on behalf of the Stabilising Manager may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager (or any persons acting on behalf of the Stabilising Manager) will undertake stabilisation action. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the Notes and 60 days after the date of the allotment of the Notes. Any stabilisation action or over-allotment shall be conducted in accordance with all applicable laws and rules.

LIMITATIONS ON ENFORCEMENT OF ARBITRAL AWARDS AND JUDGMENTS

The majority of the Issuer's directors and executive officers reside in Uzbekistan. All or a substantial portion of their and the Group's assets are located in Uzbekistan. As a result, it may not be possible for you to:

- effect service of process outside Uzbekistan upon substantially all of the Issuer's directors and executive officers; or
- enforce non-Uzbek court judgments obtained against the Issuer or substantially all of its directors and executive officers in non-Uzbek courts in any action.

In addition, it may be difficult for you to enforce, in original actions brought in courts in jurisdictions located outside the United Kingdom, liabilities predicated upon English law, as applicable.

The United Kingdom is not party to a treaty on mutual recognition and enforcement of judgments with the Republic of Uzbekistan and even if an applicable international treaty is in effect, the recognition and enforcement in Uzbekistan of a foreign judgment will in all events be subject to exceptions and limitations provided for in the laws of the Republic of Uzbekistan. In the absence of such agreements, the courts of Uzbekistan may recognise and enforce a foreign judgment on the basis of the principle of reciprocity. The Uzbek legislation does not include clear rules on the application of the principle of reciprocity. Thus, there can be no assurance that the courts of Uzbekistan will recognise and enforce a judgment rendered by courts of a jurisdiction with which Uzbekistan has no agreement on the basis of the principle of reciprocity.

The Trust Deed will be governed by English law and will provide the option for disputes, controversies and causes of action brought by any party thereto against the Issuer to be settled by arbitration in accordance with the LCIA Rules in London, England. The Republic of Uzbekistan and the United Kingdom are parties to the United Nations (New York) Convention on the Recognition and Enforcement of Foreign Arbitral Awards of 1958 (the "**New York Convention**"). However, an Uzbek court may refuse the recognition and enforcement of foreign arbitral awards in full or in part if one of the following grounds exists:

- a party to the arbitration agreement is in any way incapable by the law applicable to it or the arbitration agreement is invalid under the chosen governing law, and in the absence of such governing law — according to the law of the country where a foreign arbitral award has been rendered;
- a party against which a foreign arbitral award is rendered has not been timely and duly notified about the appointment of the arbitrator or the proceedings, their time and place or due to other reasons could not provide its explanations;
- a foreign arbitral award is rendered in a dispute not provided for or not subject to the terms of the arbitration agreement or arbitration clause in the contract, or contains rulings on matters beyond the scope of the arbitration agreement or arbitration clause in the contract, unless rulings on matters covered by the arbitration agreement either by such agreement or reservation may be separated from those not covered by such agreement or reservation;
- a composition of the arbitration body or the arbitration process did not comply with the agreement of the parties or, in the absence thereof, did not comply with the law of the country where the arbitration took place;
- a foreign arbitral award is not final for the parties or cancelled, or suspended by the competent authority of the state where it was rendered, or of the country the laws of which are being applied; or
- a dispute was resolved by an incompetent foreign court or arbitration.

The court may also refuse to recognise and enforce a foreign arbitral award if:

- enforcement of a foreign arbitral award will contradict the "public policy" of the Republic of Uzbekistan;
- the subject matter of the dispute may not be subject to arbitration under the laws of the Republic of Uzbekistan; or
- the statute of limitations for the enforcement of a foreign arbitral award has expired.

Recognition and enforcement of foreign arbitral awards in Uzbekistan may still be difficult, in particular, if the enforcement of a foreign arbitral award conflicts with the “public policy” of Uzbekistan. The laws of Uzbekistan do not provide any clear guidelines for determining what the “public policy” of Uzbekistan actually is. The ambiguity of the “public policy” concept may be used by Uzbek courts to deny recognition and enforcement of foreign arbitral awards rendered against Uzbekistan or threatening its interests.

In addition, an Uzbek court will ignore any dispute resolution agreement of the parties if it finds that under the Uzbekistan legislation it has exclusive jurisdiction over such disputes.

Although Uzbek law recognises choice of law principles for contractual obligations, the choice of foreign law will not exclude the application of mandatory rules of Uzbek law which cannot be derogated from by the agreement of the parties. According to Uzbek law, regardless of the choice of law applicable to the relations of the parties, certain mandatory rules of Uzbek law still shall be applied.

In Uzbekistan, upon receipt of a foreign arbitral award, the party seeking to enforce the award must submit an application for the recognition and enforcement of the foreign arbitral award to the relevant economic courts in the Republic of Uzbekistan. The court will review the award to ensure there are no grounds (as discussed above) to refuse recognition and enforcement. Upon a finding that the foreign arbitral award is satisfactory, the court will adapt a ruling on recognition and enforcement and issue a writ of execution, which must be submitted to the Bureau of Mandatory Enforcement within three years of the court’s ruling on the foreign arbitral award.

As a condition for admissibility in evidence of any documents, the courts of Uzbekistan will require the submission of such documents either (i) as originally executed counterparts, or (ii) as duly notarised copies. In addition, in case of an official document issued outside Uzbekistan, unless a valid international agreement of Uzbekistan provides otherwise, such official document will be admissible in evidence by a court of Uzbekistan if (i) such official document is legalised by an Uzbek consul in the country of its issuance and a duly certified Uzbek language translation of such official document is notarised by an Uzbek notary or (ii) the apostil is affixed to such official document by the competent authority of the country of its issuance subject to the Convention Abolishing the Requirement of Legalisation for Foreign Public Documents dated 5 October 1961 and a duly certified Uzbek language translation of such official document is notarised by an Uzbek notary.

See “Risk Factors–Risks related to Republic of Uzbekistan and other countries where the Group operates–Enforcement of judgements or arbitral awards against the Group can be difficult”.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Offering Memorandum are not historical facts but constitute “forward-looking statements” within the meaning of section 27A of the Securities Act and Section 21E of the U.S. Exchange Act of 1934. Forward-looking statements include statements regarding the Group’s future financial position and results of operations, strategy, plans, objectives, goals and targets, future developments in the markets in which the Group participates or seeks to participate, and any statements preceded by, followed by or that include the words “believes”, “expects”, “aims”, “intends”, “plans”, “will”, “may”, “anticipates” or similar expressions or the negative thereof, are forward-looking statements. These forward-looking statements include, amongst other things, statements concerning:

- the Group’s strategic initiatives;
- expected market conditions and trends in the automotive industry;
- the anticipated impact of laws, regulations and governmental policies; and
- the expected outcome of disputes, legal, regulatory or other proceedings.

The forward-looking statements included in this Offering Memorandum involve known and unknown risks, uncertainties and other factors which may cause the Group’s actual results, performance, achievements or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding present and future business strategies and the environment in which the Group will operate in the future. You should be aware that a number of important factors provided above could cause the industry’s or the Group’s own actual results or performance to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements.

This list of important factors is not exhaustive. Additional factors that could cause actual results, performance or achievements to differ materially include those discussed under “*Risk Factors*”. When considering forward-looking statements, you should carefully consider the foregoing factors and other uncertainties and events, especially in light of the political, economic, social and legal environment in which the Group operates. Such forward-looking statements speak only as at the date on which they are made, and the Issuer expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any change in their expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. The Issuer does not make any representation or warranty that the results anticipated by such forward-looking statements will be achieved.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Historical financial statements

The financial statements relating to the Group and included in this Offering Memorandum are:

- unaudited interim condensed consolidated financial information for the six-month period ended 30 June 2025 (the “**Interim Financial Statements**”);
- audited consolidated financial statements for the year ended 31 December 2024 (the “**2024 Annual Financial Statements**”); and
- audited consolidated financial statements for the year ended 31 December 2023 (the “**2023 Annual Financial Statements**” and, together with the 2024 Annual Financial Statements, the “**Annual Financial Statements**” and, together with the Interim Financial Statements, the “**Financial Statements**”).

The Financial Statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (“**IFRS Accounting Standards**”).

The financial information presented herein as at and for the six months ended 30 June 2025 and 2024 has been derived, without material adjustment, from the Interim Financial Statements included elsewhere in this Offering Memorandum. The financial information presented herein as at and for the years ended 31 December 2024 and 2023 has been derived, without material adjustment, from the 2024 Annual Financial Statements included elsewhere in this Offering Memorandum. The financial information presented herein as at and for the year ended 31 December 2022 has been derived, without material adjustment, from the comparative information in the 2023 Annual Financial Statements included elsewhere in this Offering Memorandum.

Restatement of Prior Year Figures

Subsequent to the issuance of the Group’s 2023 Financial Statements, the Group’s management identified an error in the recognition of goods in transit as of 31 December 2023. Inventories and relevant liabilities were not appropriately recorded in the consolidated statement of financial position as of 31 December 2023. Therefore, the related comparative information has been restated in the 2024 Annual Financial Statements. As a result, certain information for the year ended 31 December 2023 presented in this Offering Memorandum differs from the information in the 2023 Annual Financial Statements included herein.

In addition, subsequent to the issuance of the Group’s financial statements for the year ended 31 December 2022, the Group’s management identified certain errors requiring restatement. These included (i) the application of IFRS 15 (Revenue from Contracts with Customers) in respect of contract revenue recognition in one of the Group’s subsidiaries, and (ii) the classification of certain advances paid to GM Korea, which were initially recorded as property, plant and equipment rather than advances to suppliers. The Group has corrected these items retrospectively. Accordingly, the comparative information has been restated in the 2023 Annual Financial Statements, comprising the restatement of the Group’s consolidated statement of financial position as at 1 January 2022 and the restatement of the Group’s consolidated statements of profit or loss and other comprehensive income and cash flows for the year ended 31 December 2022.

Independent Auditors

The Annual Financial Statements included elsewhere in this Offering Memorandum have been audited by Deloitte & Touche Audit Organization LLC (“**Deloitte**”), 75 Mustakillik Avenue, Tashkent 100000, Republic of Uzbekistan, independent auditors, as stated in their reports appearing herein.

The Interim Financial Statements included in this Offering Memorandum have been reviewed by Deloitte, independent auditors, as stated in their review report appearing herein. However, their report states they did not audit and they do not express an audit opinion on the Interim Financial Statements. Accordingly, the degree of reliance on their report on the Interim Financial Statements should be restricted in light of the limited nature of the review procedures applied.

Non-IFRS Measures

In this Offering Memorandum, the Issuer presents certain financial measures, including Adjusted EBITDA, Adjusted EBITDA margin, Return on equity, Return on assets, Total Indebtedness/ Adjusted EBITDA, Total Net Indebtedness/ Adjusted EBITDA, Net debt/ Adjusted EBITDA, payables turnover and inventory turnover that are not required by, or presented in accordance with, IFRS Accounting Standards (“**Non-IFRS Measures**”).

Management uses Adjusted EBITDA and Adjusted EBITDA margin, together with return on equity and return on assets, to assess operating performance and returns on invested capital. Total Indebtedness/ Adjusted EBITDA, Total Net Indebtedness/ Adjusted EBITDA and net debt/ Adjusted EBITDA to monitor indebtedness and debt-servicing capacity; and payables turnover and inventory turnover to evaluate liquidity, efficiency of operations and supplier management. Investors may also find these measures useful, as they are commonly applied in the automotive sector to compare performance and financial position across companies and periods.

These Non-IFRS Measures have limitations. Profitability ratios such as Adjusted EBITDA margin, return on assets and return on equity may be affected by accounting policies, non-recurring items or capital structure, and EBITDA-based measures exclude significant cash requirements such as interest, taxes, capital expenditure and working capital. Leverage ratios such as Total Indebtedness/ Adjusted EBITDA, Total Net Indebtedness/ Adjusted EBITDA, and Net debt/ Adjusted EBITDA depend on Adjusted EBITDA and therefore do not capture actual cash flows available for debt service. Working capital ratios such as payables turnover and inventory turnover can fluctuate materially with seasonal or structural factors and may not be predictive of future liquidity. Moreover, Non-IFRS Measures are not uniformly defined and may be calculated differently by other companies, reducing comparability. Accordingly, undue reliance should not be placed on the Non-IFRS Measures presented in this Offering Memorandum, and they should be regarded only as supplementary information.

For a reconciliation of certain of these measures to IFRS, see “*Selected Financial and Other Information — Non-IFRS Information*”.

As used in this Offering Memorandum, the following terms have the following meanings:

- Adjusted EBITDA is calculated as profit for the year/period adjusted to add back or subtract, as the case may be, finance costs, finance income, income tax expense/(credit), net foreign exchange gain/(loss), and depreciation and amortisation (included in cost of sales, general and administrative expenses, and selling expenses).
- Adjusted EBITDA margin is calculated as profit for the year/period adjusted to add back or subtract, as the case may be, finance costs, finance income, income tax expense/(credit), net foreign exchange gain/(loss), and depreciation and amortisation (included in cost of sales, general and administrative expenses, and selling expenses), divided by revenue from contracts with customers. For LTM June 2025 and LTM June 2024, Adjusted EBITDA margin is calculated on an LTM basis.
- Return on equity is calculated as profit for the year / period divided by average total equity as at the end of the year. Average total equity is calculated as the sum of the balance at the start and end of each year divided by two.
- Return on assets is calculated as profit for the year/period divided by average total assets as at the end of the year. Average total assets are calculated as the sum of the balance at the start and end of each year divided by two.
- Total indebtedness/ Adjusted EBITDA is calculated as total borrowings and guarantee divided by Adjusted EBITDA.
- Total net indebtedness/ Adjusted EBITDA is calculated as total net indebtedness (borrowings and guarantee, less cash and cash equivalents and less restricted cash) divided by Adjusted EBITDA.
- Net debt/ Adjusted EBITDA is calculated as net debt (defined as total borrowings, less cash and cash equivalents and less restricted cash) divided by Adjusted EBITDA.

- Payables turnover is calculated as average trade and other payables divided by cost of sales for the year and multiplied by 365. Average trade and other payables are calculated as the sum of the balance at the start and end of each year divided by two.
- Inventory turnover is calculated as average inventories divided by cost of sales for the year and multiplied by 365. Average inventories are calculated as the sum of the balance at the start and end of each year divided by two.

Unaudited Financial Information for the Last Twelve Months Ended 30 June 2025 and 2024

- In this Offering Memorandum, we also present certain unaudited financial information for the twelve months period ended 30 June 2025 and 2024 for the Group, including gross profit margin, adjusted EBITDA, operating margin, return on equity, return on assets, Total indebtedness/Adjusted EBITDA, Total Net indebtedness/Adjusted EBITDA, Net debt/Adjusted EBITDA, payable turnover and inventory turnover, all on a last twelve months (“**LTM**”) basis (together “**LTM June 2025/2024**”). Such unaudited financial information for the last twelve months is calculated as the sum of (a) the respective line item balance in the interim condensed consolidated statement of profit or loss and other comprehensive income for the six months ended 30 June 2025/2024 and (b) the difference between the respective line item balances in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December of the preceding year and the respective line item balances in the interim condensed consolidated statement of profit or loss and other comprehensive income for the six months ended 30 June of that preceding year.
- The LTM June 2025/2024 measures are not necessarily indicative of the results that may be expected for the year ending 31 December 2025 and should not be used as the basis for or prediction of an annualised calculation. Such financial information has not been audited, is not required by or presented in accordance with IFRS Accounting Standards, or any other generally accepted accounting principles and has been prepared for illustrative purposes only. The LTM June 2025/2024 measures are non-IFRS Measures.

Currencies

Unless otherwise indicated, in this Offering Memorandum, all references to:

- “**soum**” or “**UZS**” are to the lawful currency of Uzbekistan; and
- “**U.S. dollars**”, “**USD**” and “**U.S.\$**” are to the lawful currency of the United States.

The functional currency of the Group is the soum. However, the Group presents its consolidated financial statements in U.S. dollars, as management believes it is a more convenient presentation currency for its users and a common presentation currency in the automotive industry.

Certain Definitions

In this Offering Memorandum, all references to:

- “**the Company**”, “**the Issuer**” or “**UzAuto Motors**” are to JSC “UzAuto Motors”;
- “**the Government**” are to the Government of the Republic of Uzbekistan;
- “**CIS**” are to the Commonwealth of Independent States and its member states as at the date of this Offering Memorandum, being Russia, Armenia, Azerbaijan, Belarus, Kazakhstan, Kyrgyzstan, Tajikistan, Turkmenistan (associate member) and Uzbekistan;
- “**EU**” are to the European Union;
- “**Listing Rules**” are to the International Securities Market Rulebook of London Stock Exchange plc; and
- “**US**” are to the United States of America.

Production

References in this document to cars being **produced** by the Group (and related expressions) are references to both the cars that it manufactures in Uzbekistan on a complete knock down basis (“**CKD**”) and the cars that it imports on either a semi-knocked down (“**SKD**”) or single unit packed (“**SUP**”) basis.

Third party and market share data

This Offering Memorandum contains information regarding the Group’s business and the industry in which it operates and competes, which the Group has obtained from third party sources. Where third party information has been used in this Offering Memorandum, the source of such information has been identified.

In some cases, independently determined industry data is not available. In these cases, any Group market share data included in this Offering Memorandum is referred to as having been estimated. All such estimates have been made by the Group using its own information and other market information that is publicly available. The Issuer believes that these estimates of market share are helpful as they give prospective investors a better understanding of the industry in which the Group operates as well as its position within that industry. Although all such estimations have been made in good faith based on the information available and the Group’s knowledge of the market within which it operates, the Issuer cannot guarantee that a third-party expert using different methods would reach the same conclusions.

Statistical information relating to Uzbekistan included in this Offering Memorandum has been derived from official public sources, including The National Statistics Committee of the Republic of Uzbekistan and the Central Bank of Uzbekistan (the “**CBU**”). All such statistical information may differ from that stated in other sources for a variety of reasons, including the use of different definitions and cut-off times. This data may subsequently be revised as new data becomes available, and any such revised data will not be circulated by the Group to investors who have purchased the Notes.

Where information has not been independently sourced, it is the Group’s own information.

No incorporation of website information

The Issuer’s website is <https://www.uzautomotors.com/>. The information on this website or any other website mentioned in this Offering Memorandum or any website directly or indirectly linked to these websites has not been verified and is not incorporated by reference into this Offering Memorandum, and investors should not rely on it.

Rounding

Certain data in this Offering Memorandum, including financial, statistical and operating information, has been rounded. As a result, the totals of certain data presented in this Offering Memorandum may vary slightly from the actual arithmetic totals of such data. In addition, certain percentages have been rounded and accordingly may not add up to 100%.

Exchange Rate

The table below sets forth, for the periods and dates indicated, certain information regarding the exchange rate between the Uzbek soum and the U.S. dollar, based on the official exchange rate quoted by the CBU.

Fluctuations in the exchange rates between the Uzbek soum and the U.S. dollar in the past are not necessarily indicative of fluctuations that may occur in the future.

Year	Uzbek soum per U.S.\$1.00			
	High	Low	Average ⁽¹⁾	Period end
2025 (up to and including 30 September 2025)....	13,003.95	12,067.76	12,535.86	12,067.76
2024.....	12,928.70	12,341.54	12,652.57	19,920.48
2023.....	12,389.97	11,246.81	11,737.16	12,338.77
2022.....	11,571.99	10,800.55	11,051.22	11,225.46
2021.....	10,848.58	10,449.44	10,609.98	10,837.66
2020.....	10,476.92	9,500.54	10,055.78	10,476.92

Source: CBU

Note:

(1) The average rate is calculated based on annualised weekly exchange rates to determine the annual or monthly average rate (as the case may be).

Translations

The language of this Offering Memorandum is English. Certain legislative references and technical terms have been cited in their original language in order that the correct technical meaning may be ascribed to them under applicable law. All translations in this Offering Memorandum are direct and accurate translations of the original text.

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OVERVIEW OF THE GROUP

This overview highlights certain information concerning the business of the Group and the Notes. It does not contain all information that may be important to an investor in the Notes or an investment decision in relation to the Notes. This overview should be carefully read in conjunction with, and is qualified in its entirety by reference to, the more detailed information in this Offering Memorandum, including the Financial Statements. Investors should also consider the matters set forth in “Risk Factors” before deciding to invest in the Notes. Certain statements in this Offering Memorandum include forward-looking statements which also involve risk and uncertainties as described under “Cautionary Statement Regarding Forward-Looking Statements”.

OVERVIEW

The Company is the largest automobile producer in Central Asia, holding an estimated 81% share of the Uzbekistan passenger car market in 2024. The Company’s principal business is the production and sale of passenger cars and associated spare parts, primarily in Uzbekistan and other countries in the CIS, particularly Kazakhstan.

The Company, headquartered in Asaka, Uzbekistan, is indirectly 99.7% owned by JSC “Uzavtosanoat”, a state-owned enterprise and the largest automobile manufacturing group in Central Asia and the CIS. Uzavtosanoat comprises about 50 enterprises across the automotive value chain, including vehicle assembly plants, component suppliers and a large dealer network.

Vehicles and spare parts are sold in Uzbekistan under the Chevrolet brand and, for export sales, pursuant to the agreement with General Motors Company (“GM”), branded as Ravon between 2015 and 2020 and, since then, under the Chevrolet brand. The Group operates in an alliance with GM to produce low-cost, entry-level vehicles on GM’s Global Emerging Markets (“GEM”) platform.

The Group has an aggregate annual production capacity of over 515,000 Chevrolet passenger cars through its production facilities in Asaka in the Andijan region and Pitnak in the Khorezm region. Most of the Group’s passenger cars are produced on a CKD basis (meaning that the Group purchases car components and materials from which it manufactures cars in its production facilities), with more than 51% of the value of components, including engines, sourced locally in Uzbekistan. The Group’s current CKD models include the Damas, Labo, Cobalt, Tracker and Onix.

Since 2019, the Group has supplemented its CKD output with imports of Chevrolet passenger cars on a SUP basis (meaning that the entire completed car is imported) for sale in Uzbekistan and, in certain cases, for dismantling into a SKD kits for export assembly. The Group’s SUP sales comprise imported Chevrolet models including the Malibu, Captiva, Equinox, Traverse and Tahoe, which are sold in Uzbekistan and selected neighbouring markets.

In each of 2024, 2023 and 2022, the Group produced 391,903, 395,395 and 327,639 cars, respectively, of which 5,578, 8,761 and 10,978 cars were imported on an SUP basis.

For the six months ended 30 June 2025 and 2024, the Group produced 181,817 and 176,200 cars, respectively, with 1,093 and 2,790 cars imported on an SUP basis.

As at 1 September 2025, the Group employed 14,686 employees, and as at 30 June 2025 it had total assets of U.S.\$2,497 million.

In the six months ended 30 June 2025 and 2024, the Group sold 156,493 and 171,896 cars, respectively, generating revenue from contracts with customers of U.S.\$1,644 million and U.S.\$ 1,869 million and recording a profit for the period of U.S.\$147 million and U.S.\$177 million, respectively.

STRENGTHS

The Group’s principal strengths are set out below.

The alliance with GM

The master alliance agreement with GM, together with a suite of implementation agreements, ensures that the Group’s quality, reputation, brands and research and development capabilities are all aligned with those of GM.

The Group's Asaka plant has secured BIQ IV accreditation, permitting quality assurance and troubleshooting locally at the plant. In terms of reputation and brands, the Group produces CKD Chevrolet models (Cobalt, Onix, Tracker, Damas and Labo) and sells SUP models (Malibu, Captiva, Equinox, Traverse and Tahoe) to the same standards that GM does and thus benefits from the strength of the GM and Chevrolet brands. The Company's alliance with GM also gives it access to GM's research and development in relation to the GM models that it produces, as well as to GM-approved supplier network.

The Group's reputation is also boosted by its after-sales service, which is provided in Uzbekistan and in export markets through its existing dealer network for the full warranty period of three years or 100,000 kilometres, whichever comes first. Following the end of the warranty period, servicing may continue to be carried out by authorised dealers, and spare parts are also sold directly to authorised dealers and to the wider market.

Strategic importance to Uzbekistan economic strategy

The automotive sector plays an important role in Uzbekistan's economy, accounting for 6% of the country's \$103 billion GDP in 2023 and 9% of its \$115 billion GDP in 2024. The Group has been a central participant in the Government's strategy to develop a domestic automotive industry since Uzbekistan's independence. Its partnership with GM has facilitated a steady increase in localisation, including the domestic manufacture of engines for most models, and supported the development of an extensive automotive supply chain, employing 14,686 people, largely in skilled positions, and contributing substantial tax revenues. In 2024, the Group was among the ten largest taxpayers in Uzbekistan, contributing approximately 1.7% of state budget revenues, while JSC "Uzavtosanoat" companies (including the Group) stood as the nation's second-largest employer. Reflecting both its importance and the Government's continued role in shaping the sector, the Company has also been included on the Government's list of major state-owned enterprises approved for privatisation.

Employment in the sector has expanded significantly in recent years, with further growth supported by increasing levels of localisation within the Group and the expansion of production capacity among both state-owned and private automotive manufacturers.

Although this expansion has introduced increased competition for the Group, the Government continues to exercise strict control over which brands and models may enter the market, thereby ensuring that the Group retains a dominant position in the mass-market passenger vehicle segment.

The Government also plays an active role in shaping the Group's strategy and has previously supported capacity expansion through loans on preferential terms. Recent regulatory measures affect privately imported electric vehicles, including a utility fee of U.S.\$3,500 per car and mandatory compliance certification. These requirements are intended both to protect consumers from vehicles lacking warranties and service agreements, and to establish a reserve fund for the future disposal of EV batteries. At the same time, they make privately imported vehicles significantly less cost-effective than the Group's models.

Low labour and utilities costs and significant barriers to entry

The Group believes that its low labour and utilities costs are a significant strength. The average monthly salary in Uzbekistan in the first half of 2025 was around U.S.\$470. By comparison, the average monthly salaries in Kazakhstan, China and Germany were around U.S.\$815 (first quarter of 2025), U.S.\$1,425 (2024) and U.S.\$5,066 (2024), respectively.

The cost of electricity (average industrial electricity tariff for commercial consumers) in Uzbekistan is around U.S.\$0.082 per kWt (as at April 2025) compared to U.S.\$0.048 per kWt (July 2025) in Kazakhstan, U.S.\$0.088 per kWt (2024 average) in China and U.S.\$0.19 per kWt (2024) in Germany.

In 2024, payroll costs accounted for 2.8% of the Group's total cost of sales (U.S.\$101.2 million out of U.S.\$3,657.4 million in total cost of sales). Utility costs remained well below 1% of cost of sales. For industry-leading car manufacturers globally, the typical contribution of labour and utilities costs is around 5-10% and 1-3%, respectively.

The Group believes that a new entrant to its market in Uzbekistan would face significant barriers to entry. More than 50% of the value of each CKD model is comprised of locally sourced parts and components, developed over more than 15 years with cumulative investment exceeding U.S.\$2 billion. In particular, the Group has a

local supply base with more than 130 local suppliers, which manufacture a wide range of components, including engines, body parts, stamping and seats.

Strong sales and dealer network in Uzbekistan

As at 1 September 2025, the Group had a network of 85 sales and dealership centres in all 14 regions of Uzbekistan. These dealership centres are responsible for selling the Group's new vehicles and for providing technical maintenance and repair services, both during and after the warranty period. All dealership centres are equipped with the necessary facilities and equipment to carry out maintenance and repair services. Additionally, dealership centres act as a distribution channel for spare parts and new components.

The Group's nationwide coverage is unmatched by its principal competitors. Competing manufacturers such as ADM Jizzakh, BYD and others operate significantly smaller networks, typically ranging from five to 25 dealerships in the country. This extensive sales and service network supported strong domestic demand, and in 2024 Uzbekistan ranked as the second-largest market worldwide for Chevrolet passenger vehicles sales.

Strong market fundamentals

The Group believes that the Uzbekistan passenger car market offers significant potential for growth. Uzbekistan is the second most populous country in the CIS, with an estimated population of approximately 37.9 million as at 30 June 2025. In addition, based on the Company's internal estimates, vehicle penetration in Uzbekistan increased by 17% from 103 passenger cars per 1,000 people in 2022 to 120 per 1,000 in 2024, driven by strong demand and increased domestic production. By contrast, according to the European Automobile Manufacturers Association, the penetration rate was over 340 in Latvia (lowest in EU) and more than 690 in Luxembourg (highest in EU). According to the Uzbekistan National Statistics Committee, vehicle penetration rate is projected to rise to 140 per 1,000 people by 2027. Average annual domestic demand exceeded 450,000 units in 2024, according to the data prepared by JSC "Uzavtosanoat". Based on the same source, the Group held an estimated 81% share of the Uzbekistan passenger car market in 2024.

Co-operation with a range of international universities with a presence in Uzbekistan

Turin Polytechnic University in Tashkent was opened in 2009 as a co-operation between JSC "Uzavtosanoat" and Politecnico di Torino in Italy to develop engineering talent aligned with international educational standards. It currently educates over 2,000 students and has produced around 1,500 graduates. TTPU maintains near-100% employment placement, with many alumni joining the Group and other automotive sector employers, which specialises in the technical and automobile field. In addition, the Company actively cooperates with a range of international and local universities operating in Uzbekistan, including the Management Development Institute of Singapore, Sharda University, INHA University, and AMITY University, as well as various state-run higher education institutions. These partnerships provide a key source of qualified specialists in finance, management, information technology, engineering, machinery, and other technical and professional disciplines.

STRATEGY

The Company is pursuing a strategic plan aligned with Uzbekistan's 2020–2030 automotive industry development programme and the Uzbekistan-2030 national strategy, with the objective of maintaining domestic market leadership, expanding exports and developing next-generation vehicles, while responding to intensifying competition from international and regional manufacturers.

Alignment with Uzbekistan-2030 and market-driven growth

The Government has announced a strategic objective of achieving annual production of up to 1 million vehicles by 2030, positioning Uzbekistan as a key automotive hub in Central Asia. In line with this policy framework, national production is expected to reach approximately 500,000 units annually by the end of 2025, subject to market conditions, investment priorities and demand growth. The Group's own development plans, including capacity expansions at Asaka and Pitnak and product portfolio upgrades, are aligned with these national objectives.

The Group aims to capitalise on Uzbekistan's favourable market fundamentals – including projected GDP per capital growth of 168% by 2027 (IMF), a 6% increase in population (+2% annually), and rising vehicle penetration from 120 cars per 1,000 people in 2024 to 140 by 2027 – by maintaining its leading market share

and capturing incremental demand from an average annual domestic market. To achieve this, the Group intends to accelerate model portfolio renewal, grow localisation to over 58% by 2027, expand exports to new and existing CIS and regional markets, such as Kyrgyzstan, Tajikistan and Turkmenistan, and increase production from 391,903 units in 2024 to 450,000 units by 2027.

Transformation of manufacturing and business process

Building on the operational and manufacturing transformation completed in 2020-2024 – including the IFRS adoption, the introduction of a new enterprise resource planning (“**ERP**”) system, enhanced digitalisation and IT integration, and strengthened compliance policies - the Group will continue to optimise manufacturing and business processes, deepen cost efficiency through advanced analytics and automation, and maintain disciplined working capital management to support growth and profitability. Cost efficiency initiatives will include optimising the production footprint, reducing imported component dependency through accelerated localisation, and improving procurement terms with strategic suppliers.

Portfolio renewal and GEM platform

The launch of the Chevrolet Tracker (GEM platform) in July 2022 and the Chevrolet Onix (CKD) in February 2023 marked the first phase of the Group’s model portfolio renewal. In light of a measurable increase in competition from other producers, the Group plans to expand the GEM-based range — which covers hatchback, sedan, station wagon and crossover/SUV body styles — with feature upgrades, variant diversification, and competitive pricing strategies to maintain leadership in the B and SUV-B segments. The Group is also preparing to expand its SUV model offering more broadly, with several new models currently under development and expected to be introduced in the near term. These initiatives will be complemented by selective imports of premium SUP models (including Malibu, Captiva, Equinox, Traverse and Tahoe) to capture higher-margin segments. In early 2026, the Company plans to launch sales of the Chevrolet Suburban in Uzbekistan through SUP. Taken together, the portfolio expansion is expected to support domestic and export sales growth while optimising the mix between CKD and SUP offerings.

Electric vehicles

In December 2022, BYD Company Limited signed an investment agreement with the Ministry of Investment, Industry and Trade of Uzbekistan and JSC “Uzavtosanoat” to establish a joint venture for electric and hybrid vehicle production at a new facility in Jizzakh. While the Company is not a shareholder in the joint venture, it will support localisation efforts and may supply selected components for the production of electric and hybrid vehicles by the joint venture. In parallel, the Group plans to potentially introduce GM electric vehicle models in 2026 on a SUP/SKD basis to assess market readiness.

Export expansion

Under the 2017 alliance agreement with GM and related implementation agreements, the Group retains the right to export Chevrolet passenger vehicles and spare parts produced by it to the CIS region. Kazakhstan remains the Group’s largest export market and a key hub for regional expansion. In November 2023, the Group launched CKD production of the Onix in Kazakhstan through Saryarka AvtoProm, a facility operated by Allur Group, one of the country’s leading automotive companies, with an annual capacity of 15,000 units.

The Group has also broadened its export footprint beyond Kazakhstan to other CIS and neighbouring markets. In September 2023, it established its first dealership in Armenia, followed by its first dealership in Mongolia in August 2024, and in September 2024 commenced official sales in Georgia through a new dealership in Tbilisi. Further expansion is underway, with CKD assembly of the Cobalt scheduled to begin in Azerbaijan in the third quarter of 2026, also with an annual capacity of 15,000 units.

These initiatives demonstrate the Group’s ability to leverage its export rights and strategic alliance with GM to diversify sales channels and strengthen its position in both traditional and newly entered markets. Looking ahead, the Group intends to expand further into the Caucasus, Central Asia and, potentially, into Latin America through the export of vehicles and powertrains.

In addition, Uzbekistan is assessing prospects of accession to the World Trade Organization (“**WTO**”) and the Eurasian Economic Union (“**EAEU**”). Membership in these organisations could expand opportunities for international trade and investment and provide Uzbek manufacturers, including the Group, with broader access

to export markets. At present, the Group benefits from the CIS Free Trade Agreement, which allows for duty-free exports and imports of products with at least 50% local content; similar rules would apply under the EAEU framework.

RECENT DEVELOPMENTS

The Unaudited Q3 Results (as defined below) are not comparable with the Financial Statements presented elsewhere in this Offering Memorandum, as they are prepared under different accounting standards and for a different reporting period. These results are provided solely to illustrate recent operating trends and should not be interpreted as an indication of the Company's actual performance under IFRS Accounting Standards.

Since the publication of its Interim Financial Statements, the Company has reported unaudited, unreviewed interim management accounts prepared in accordance with local statutory accounting standards for the third quarter ended 30 September 2025 ("**Unaudited Q3 Results**"). The Company reported the Unaudited Q3 Results in accordance with Uzbek regulatory requirements for joint-stock companies.

The Unaudited Q3 Results show an improvement in performance during the third quarter of 2025 compared to the performance during the six months ended 30 June 2025. In the first half of 2025, the Company sold approximately 15 thousand fewer vehicles compared to the first half of 2024, primarily due to changes in its instalment programme. The programme was temporarily put on hold in September 2024 to manage strong demand and cash flow and was resumed in March 2025 with revised terms, including a reduction in the maximum repayment period from up to 36 months to 24-30 months. These changes reduced affordability for customers and resulted in lower sales volumes in the first half of 2025.

Compared with the third quarter of 2024, revenue decreased by around 13%, while net profit declined by only about 4%, supported by lower production costs and changes in the sales and financing structure. According to the Unaudited Q3 Results, total assets and equity increased between 1 July and 30 September 2025, reflecting earnings retention and partial repayment of bank borrowings.

Starting in June 2025, the Company replaced its internally financed instalment programme with a bank-financed model. Under this model, the Company receives full payment for vehicles upfront, while the associated credit risk is carried by the financing banks. The roll-out of the new model is taking place in two stages:

- Stage 1 – commenced in June 2025 – offering 0% interest loans for up to 24 months, with down-payments at 50%. Down-payments can be reduced to 20% with repayment terms of up to 60 months, with low (below market) interest rates. During the third quarter of 2025, sales of Tracker and Onix models reached approximately 8 thousand vehicles, still below levels recorded in 2024.
- Stage 2 – commenced in October 2025 – offering 0% interest loans for up to 36 months, with 40-50% down-payments. Similar to Stage 1, down-payments can be reduced to 20% and repayment terms extended to up to 60 months, at low (below market) interest rates. This structure provides terms similar to the 2024 instalment programme but is fully financed by partner banks. In October 2025, sales exceeded 18 thousand vehicles.

For the year-to-date ending 30 October 2025, sales under the Company's special financing programmes for Tracker and Onix models amounted to 47,111 vehicles, surpassing total 2024 sales of 40,144 vehicles under such programmes.

OVERVIEW OF THE OFFERING

The following overview contains basic information about the Notes and is not intended to be complete. For a more complete understanding of the Notes, please refer to the Terms and Conditions of the Notes (“Conditions”). Capitalised terms not defined in this section have the meanings given to them in the Conditions.

Issuer	JSC “UzAuto Motors”
Joint Bookrunners and Joint Lead Managers	Citigroup Global Markets Limited, J.P. Morgan Securities plc and Société Générale
Notes Offered	U.S.\$350,000,000 aggregate principal amount of 7.375 per cent. Notes due 2030
Trustee	Citibank, N.A., London Branch
Principal Paying Agent and Transfer Agent	Citibank, N.A., London Branch
Registrar	Citibank Europe Plc
Issue Price	100.00 per cent.
Closing Date	19 November 2025
Maturity Date	Unless previously redeemed, or purchased and cancelled, the Notes will be redeemed at their principal amount on 19 November 2030
Interest Rate	The Notes bear interest at the rate of 7.375 per cent. per annum payable in equal instalments semi-annually in arrear on 19 May and 19 November in each year, commencing on 19 May 2026
Risk Factors	An investment in the Notes involves a high degree of risk. See “ <i>Risk Factors</i> ”.
Use of Proceeds	The Issuer will use the net proceeds from the issuance of the Notes for general corporate purposes, for purchases of U.S.\$300,000,000 4.85 per cent. Notes due 2026 (the “ 2026 Notes ”) validly tendered by holders in connection with the tender offer on the terms and subject to conditions set out in the Tender Offer Memorandum dated on or around 10 November 2025, and repayment and refinancing of loans from other financial institutions. For more information, see “ <i>Use of Proceeds</i> ”.
Form	The Notes will be in registered form, without interest coupons attached, in denominations of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof. The Notes will be issued in the form of a Regulation S Global Note and a Rule 144A Global Note, each in registered form and without interest coupons attached. The Regulation S Global Note will be deposited with the common depositary for Euroclear and Clearstream, Luxembourg and registered in the name of a nominee of such common depositary. The Rule 144A Global Note will be deposited with a custodian for, and registered in the name of, Cede & Co., as nominee of DTC. Ownership interests in the Regulation S Global Note and Rule 144A Global Note will be shown on, and transfer thereof will be effected only through, records maintained by Euroclear, Clearstream, Luxembourg, DTC and their respective participants. Notes in definitive form will be issued only in limited circumstances.

Ranking of the Notes

The Notes constitute direct, general, unsubordinated and (subject to Condition 4) unsecured obligations of the Issuer and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of the Issuer under the Notes shall, save for such exceptions as may arise by mandatory operation of law and subject to Condition 4, at all times rank at least equally with all other present and future unsecured and unsubordinated obligations of the Issuer.

Negative Pledge and Covenants

The Conditions contain restrictions on or impose requirements to be complied with when conducting certain activities of the Issuer and its subsidiaries, including, without limitation:

- (a) limitation on the incurrence of certain liens;
- (b) limitation on incurrence of indebtedness;
- (c) requirement for the provision of certain financial information;
- (d) limitation on prepayment of subordinated debt and paying dividends on or redeeming or repurchasing share capital or making other distributions;
- (e) limitations on engaging in mergers and consolidations;
- (f) limitation on asset sales;
- (g) limitation on engaging in affiliate transactions;
- (h) requirement for the maintenance of authorisations;
- (i) limitation on change of business; and
- (j) requirement for the compliance with environmental laws.

There are significant exceptions to the requirements contained in these covenants, as more fully described in Condition 4 and Condition 5.

Events of Default

If an Event of Default occurs and is continuing, the Trustee at its discretion may, and if so requested in writing by the holders of not less than one-quarter in principal amount of the Notes then outstanding or if so directed by an Extraordinary Resolution shall, (subject in each case to being indemnified and/or secured and/or prefunded to its satisfaction) give notice to the Issuer that the Notes are, and that they shall immediately become, due and repayable at their principal amount together with accrued interest, as more fully described in Condition 10.

Optional Redemption for Tax Reasons

The Notes may be redeemed at the option of the Issuer in whole, but not in part, at any time on giving not less than 30 nor more than 60 days' notice, at the principal amount thereof together with accrued and unpaid interest to (but excluding) the date fixed by the Issuer for redemption, if the Issuer is or would be required to pay additional amounts (as described in the Conditions) (subject to certain conditions) as a result of any change in, or amendment to, the laws or regulations of the Republic of Uzbekistan, occurring on or after the Issue Date as more fully described in Condition 7.2.

Make-Whole Call Option

The Issuer may, at its option, redeem the Notes, in whole, but not in part, at any time prior to the date falling three months prior to the Maturity Date on giving not less than 30 and not more than 60 days irrevocable notice, at a price equal to the principal amount thereof, plus the Make Whole Premium, plus any accrued and unpaid interest, up to but

excluding the date of redemption, as more fully described in Condition 7.3.

Optional Redemption at Par

The Issuer may, at any time on or after the date falling three months prior to the Maturity Date, on giving not less than 30 nor more than 60 days' irrevocable notice to the Noteholders, redeem the Notes in whole, but not in part, at the principal amount thereof, together with interest accrued and unpaid and additional amounts (if any) to but excluding the Par Optional Redemption Date, as more fully described in Condition 7.4.

Clean Up Call

If at any time (other than when early redemption pursuant to Condition 7.4 applies) at least 80 per cent. or more of the aggregate principal amount of the Notes have been redeemed or purchased by the Issuer or any Subsidiary of the Issuer and not resold, then the Issuer may, on giving not less than 30 nor more than 60 days' irrevocable notice, redeem the Notes in whole but not in part, at a redemption price equal to 100 per cent. of the principal amount thereof, plus any accrued and unpaid interest, up to but excluding the date of redemption, as more fully described in Condition 7.5.

Optional Redemption by the Noteholders upon a Change of Status

If a Change of Status occurs, the holder of each Note will have the option to require the Issuer to redeem that Note on the Change of Status Put Date at 100 per cent. of its principal amount together with interest accrued to (but excluding) the Change of Status Put Date, as more fully described in Condition 7.8.

Withholding Tax

All payments in respect of interest and principal on the Notes will be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatsoever nature imposed, levied, collected, withheld or assessed by or within the Republic of Uzbekistan or any political subdivision or any authority thereof or therein having power to tax, unless such withholding or deduction is required by law. If any such taxes, duties, assessments or governmental charges are payable, the Issuer shall (subject to certain exceptions) pay such additional amounts as will result in the receipt by the Noteholders of such amounts as would have been received had no such deduction or withholding been required, as more fully described in Condition 9.

Listing of Notes

Application has been made to the London Stock Exchange for the Notes to be admitted to trading on the ISM. The ISM is not a regulated market for the purposes of UK MiFIR.

Original Issue Discount

The Notes may be issued with original issue discount ("OID") for U.S. federal income tax purposes. If the stated principal amount of the Notes exceeds their "issue price" by an amount equal to or more than a statutorily defined *de minimis* amount, the Notes will be treated as issued with OID for U.S. federal income tax purposes. In such case, U.S. Holders (as defined in "*Taxation — Certain U.S. Federal Income Tax Considerations*") would be required to include any amounts representing OID in gross income (as ordinary income) on a constant yield to maturity basis for U.S. federal income tax purposes in advance of the receipt of cash payments to which such income is attributable regardless of their regular method of accounting for U.S. federal income tax purposes. For further discussion, see "*Taxation — Certain U.S. Federal Income Tax Considerations*".

Ownership Restrictions	None of DTC, Euroclear or Clearstream, Luxembourg, will monitor compliance with any transfer or ownership restrictions.
Governing Law and Arbitration	The Notes and the Trust Deed and any non-contractual obligations arising out of or in connection with any of them shall be governed by and construed in accordance with English law and contain provisions for arbitration in London, England.
Selling Restrictions	United States, United Kingdom, Uzbekistan, Singapore and any other jurisdiction relevant to the offering of the Notes. See “ <i>Subscription and Sale</i> ”.
Ratings	The Notes are expected to be rated “BB-” by Fitch and “Ba3” by Moody’s. Fitch is established in the United Kingdom and registered under the UK CRA Regulation. Moody’s is not established in the United Kingdom, but the rating it has given to the Notes is endorsed by Moody’s Investor Services Limited, which is established in the United Kingdom and registered under the UK CRA Regulation. Credit ratings assigned to the Notes do not necessarily mean that the Notes are a suitable investment. A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating organisation. Similar ratings on different types of notes do not necessarily mean the same thing. Credit ratings do not relate to the liquidity of the Notes or consider whether there is a market for the Notes. Any change in the credit rating of the Notes or of the Issuer could adversely affect the price that a subsequent purchaser would be willing to pay for the Notes. The significance of each rating should be analysed independently from any other rating.
Security Identification	Regulation S Notes - ISIN: XS3187746097 - Common Code: 318774609 Rule 144A Notes: - ISIN: US46653NAB82 - Common Code: 318318158 - CUSIP: 46653NAB8
Legal Entity Identifier	25490082QA3E2MKBZI88

RISK FACTORS

In purchasing Notes, investors assume the risk that the Issuer may become insolvent or otherwise be unable to make all payments due in respect of the Notes. There is a wide range of factors which individually or together could result in the Issuer becoming unable to make all payments due. The Issuer may not be aware of all relevant factors and certain factors which it currently deems not to be material may become material as a result of the occurrence of events outside the Issuer's control. The Issuer has identified in this Offering Memorandum a number of factors which could materially adversely affect its business and ability to make payments due.

In addition, factors which are material for the purpose of assessing the market risks associated with the Notes are also described below.

Prospective investors should also read the detailed information set out elsewhere in this Offering Memorandum and reach their own views prior to making any investment decision.

Risks related to the Group's business and the automotive industry in Uzbekistan

The Group receives strategic support from the Government which ensures the Group's dominant position in the Uzbekistan automotive industry but there is no guarantee that such support will continue

The Group is strategically important for the Government as it employs more than 15,000 employees. In addition, as at the date of this Offering Memorandum, the controlling shareholder of the Issuer holding 99.7% of the Issuer is "UzAuto PV Management" LLC, which in turn is wholly owned by JSC "Uzavtosanoat", a state-owned company that acts as the dominant controlling body (the equivalent of a government ministry) of the automotive industry within Uzbekistan.

The Government supports the automotive industry through various measures, historically including high custom duties on imported vehicles, which deter other manufacturers from entering the domestic market. At the same time, Uzbekistan has selectively liberalised aspects of its import regime in recent years. For example, customs duties were lowered for certain small-engine cars in 2023 (in force until 1 January 2028), and electric vehicles have been exempted from customs duties and excise taxes (other vehicle taxes also waived) — although VAT still applies. In 2025, the authorities increased/clarified a recycling (utilisation) fee on EV imports (up to roughly UZS 45 million, about U.S.\$3,500), which materially raises import costs despite the duty/excise exemptions.

Liberalisation and EV-specific incentives have coincided with rising competition from foreign brands and a growing EV share of the market (with Chinese OEMs gaining share), even as policy changes have made import dynamics more volatile.

While all borrowings available to the Group from domestic banks are on market terms as at the date of this Offering Memorandum, the Group also has access to low-cost funding from its parent, JSC "Uzavtosanoat", or from domestic banks due to its strategic importance.

A change in the Government's level or form of support for the domestic automotive industry, including a reduction in its ownership in the Group, could materially and adversely affect the Group's business, results of operations, financial condition, and prospects. A reduction in government support or ownership may also adversely affect the credit ratings of the Issuer, which, in turn, could hinder its ability to attract funding on the local and international markets on favourable terms or at all. Alternatively, if the Group were to relinquish certain of its government support to prepare for a more competitive domestic market, as it did with the cancellation of its tax preferences in 2019, or introduce policy that leads to increased competition from foreign manufacturers, the Group's business, results of operations, financial condition, cash flows and prospects could be materially and adversely affected.

The Group relies on its alliance with GM to manufacture new models in its portfolio

The master alliance agreement with GM, together with a suite of implementation agreements, provides the Group with a licence to manufacture certain GM-designed car models, distribute them in Uzbekistan and certain other export territories; use certain of GM's trademarks such as "Chevrolet" and the Chevrolet emblem; and access GM's know-how and internal systems, including those relating to purchasing, manufacturing, quality

control and distribution. These rights are critical to the Group's ability to develop new products and to operate efficiently, and the Group is heavily reliant on the continuation of the alliance to sustain its business model.

Although the alliance agreement is executed for an indefinite term, the technology licence is currently structured to cover the period from 2017 to 2027, while new projects with GM concerning product updates and production are typically reviewed every two to three years. In addition, the alliance is sensitive to the broader geopolitical environment, particularly the relationship between the United States and Uzbekistan. Any deterioration in that relationship, or heightened geopolitical tensions more generally, could adversely affect the alliance or the willingness of GM to continue to cooperate on favourable terms.

There can be no assurance that the Group's alliance with GM will be maintained beyond its current term, that new projects will be approved, or that the alliance will continue on terms as favourable to the Group as those currently in place. Any termination or significant adverse change in the terms of the alliance – including any revision resulting in reduced profitability, significantly higher research and development costs, or restricted access to GM technology, trademarks or distribution channels – would have a material adverse effect on the Group's business, financial condition, cash flows, results of operations and prospects.

The automotive industry is competitive and cyclical

The Group faces intense competition from other vehicle manufacturers and distributors in Uzbekistan and its export markets. In Uzbekistan, the Group competes primarily with KIA, Haval and Chery, produced locally by ADM Jizzakh, and with BYD Uzbekistan, particularly in the SUV and EV segments that have grown following recent market liberalisation measures. The competitive landscape is rapidly evolving, with new brands such as Changan, Deepal, Soueast, MG and Nevo entering the market. In Kazakhstan, the Group's main competitors are Hyundai, KIA, Chery and Jetour. Although the Group's Chevrolet Cobalt has remained Uzbekistan's best-selling vehicle for the past three years, this position is subject to increasing pressure. The Group has sought to strengthen its footprint through a CKD production partnership with Saryarka AvtoProm (Allur Group), but the Kazakhstan government's promotion of domestic production may benefit competitors and intensify competition.

The markets in which the Group operates are competitive on multiple fronts, including product quality, innovation, pricing, fuel economy, reliability, safety, customer service and financing options. Many of the Group's competitors may have greater capital resources and larger market shares. While current government policies in Uzbekistan support local suppliers and original equipment managers ("OEMs"), a reduction in these protections could expose the Group to heightened competition from larger international players. In November 2024, the President of Uzbekistan announced initiatives to expand localisation and production, including a target of up to 500,000 electric vehicles and hybrids per year by the early 2030s. Although the Group does not expect this policy to materially affect its core CKD business, it anticipates greater competition in the premium segment. There can be no assurance that such changes in government policy, or otherwise increasing competition, will not have a material adverse effect on the Group's business, financial condition, cash flows, results of operations and prospects.

The automotive industry is also cyclical and sensitive to economic conditions, consumer confidence, and the availability of financing. Sales may decline in economic downturns or following the introduction of government measures reducing demand. The industry further requires constant product renewal; the Group's ability to do so depends in part on its alliance with GM. Failure to adapt to market changes, combined with the Group's relatively more limited capital resources, could place it at a disadvantage compared to better-capitalised competitors.

The Group also competes with alternative modes of transportation, such as ridesharing platforms, app-based taxi-hailing services, delivery providers and public transport. Expansion of such services, or increased consumer preference for them due to economic or environmental considerations, could reduce demand for the Group's vehicles.

In addition, global vehicle production capacity significantly exceeds current demand. If industry sales decline and overcapacity increase, competitors may attempt to gain market share through vehicle enhancements, subsidised financing, price reductions or other incentives. These competitive measures could adversely affect the Group's sales volumes, profitability and brand perception. Finally, the Group's competitiveness depends on its ability to maintain customer relationships and meet service requirements; failure to do so could harm its

reputation and customer loyalty, with a material adverse effect on its business, financial condition, cash flows, results of operations and prospects.

The Group is subject to currency risk

The Group is exposed to fluctuations in foreign currency exchange rates, principally in relation to goods and spare parts imported from foreign suppliers. In the six months ended 30 June 2025, 89% of the Group's revenue was denominated in soum, while approximately 52% of the Group's costs related to raw materials, spare parts and components were denominated in foreign currencies, principally U.S. dollars and euros. As such, changes in currency exchange rates have historically had, and may in the future have, an impact on the cost of the raw materials and spare parts that the Group requires which, in turn, may significantly impact the Group's total cost of sales.

In addition, the Group has obtained, and may in the future obtain, financing denominated in currencies other than soum, the functional currency of the Group. As a result, a devaluation of the soum against such currencies would increase the Group's debt service burden. Furthermore, the Group presents its consolidated financial statements in U.S. dollars and, consequently, its results have historically been, and may in the future be, adversely affected by currency translation differences, including those arising from devaluations of the soum.

The Group's most significant exposure is to the U.S. dollar, followed by the euro and, since 2024, the Chinese yuan due to component imports from PRC-based suppliers. This shift in supplier profile, partly driven by geopolitical tensions affecting traditional sourcing markets, has altered the Group's cost base and increased its exposure to the Chinese yuan. While the change has allowed the Group to maintain supply continuity, it has also introduced additional risks, including potential concentration of supply, greater sensitivity to trade policy changes and increased vulnerability to fluctuations in CNY/US\$ exchange rates. Exchange rates between the soum and these currencies have fluctuated significantly in recent years and may continue to do so. In 2024, the soum depreciated by approximately 5% against the U.S. dollar, reaching around US\$12,920 per US\$1.00 in December 2024, compared to US\$12,338 per US\$1.00 a year earlier. In 2025 to date, the exchange rate has fluctuated within the range of US\$12,800 to US\$13,000 per US\$1.00, reflecting periods of both slight depreciation and temporary appreciation, but overall remaining broadly stable compared to year end 2024 levels. Prolonged or further devaluation of the soum could have a material adverse effect on the Group's operating costs and financial condition.

While the Group seeks to limit its exposure by diversifying currencies and applying limited natural hedging (through matching foreign currency revenues and costs), it does not enter into foreign exchange contracts or other hedging arrangements. There can be no assurance that currency volatility or significant local currency devaluations will not have a material adverse effect on the Group's business, financial condition, cash flows, results of operations and prospects.

The Group may be unable to manage its purchase costs or secure timely access to raw materials, parts and components at reasonable prices

The Group uses a variety of raw materials, including steel, aluminium, lead, resin, lithium, copper, precious metals such as platinum, palladium and rhodium, as well as energy. Prices for these raw materials are subject to fluctuation, and substantial increases would raise the Group's operating costs and could reduce profitability if the additional costs cannot be offset by vehicle price adjustments or productivity gains.

Certain raw materials are sourced from a limited number of suppliers and countries, creating a concentration risk that may be exacerbated by geopolitical trade restrictions, supplier instability or regulatory interventions in source markets. More generally, the price of raw materials may be substantially affected by changes in global supply and demand, along with weather conditions, governmental controls, the impact of current and future tariffs imposed by the governments, including the U.S., in response to geopolitical tensions, and other factors. A disruption affecting one of the Group's key suppliers could therefore have a disproportionate effect on production continuity and costs. Natural disasters, civil unrest or other events beyond the Group's control may also adversely affect raw materials availability and pricing.

As with raw materials, the Group is also at risk for supply disruption and shortages in parts and components used in its vehicles. Such risks may arise from supplier disputes, supplier financial distress, tight credit conditions, natural disasters, or production difficulties. The automotive industry continues to face residual

semiconductor supply shortages, particularly in advanced chips used in infotainment and safety systems. While the Group has mitigated recent disruptions through its relationship with GM, there can be no assurance that future shortages will not arise. Any significant or sustained shortage could cause production delays, reduced sales volumes and a material adverse impact on the Group's business, financial condition, and prospects.

The Group has sought to manage purchase costs by implementing cost control measures, including supply chain streamlining and localisation of production. In recent years, these measures have supported stable profit margins despite high raw material costs. In the six months ended 30 June 2025 and 2024, as well as in 2024, 2023, and 2022, the Group's profit margin was 8.9%, 9.5%, 7.4%, 7.2% and 7.2%, respectively. In 2024, raw materials and spare parts costs were U.S.\$3,348,004 thousand; (2023: U.S.\$3,879,198 thousand; 2022: U.S.\$2,881,775 thousand), representing the largest component of total cost of sales of 91.5% (2023: 97.5%; 2022: 100.5%). However, there can be no assurance that such measures will remain effective or sustainable, and failure to manage purchase costs could materially and adversely affect the Group's financial condition and results of operations.

Disruptions to transportation and logistics may increase costs, delay shipments and adversely affect the Group's supply chain and sales

The Group is exposed to transportation and logistics risks in the shipment and movement of raw materials, parts and components. Maritime transport is subject to weather disruption, political unrest, oil spills, port strikes and other events, each of which could delay or interrupt shipments. Cross-border land transport, particularly with neighbouring CIS markets, is subject to congestion, customs clearance delays, infrastructure limitations and geopolitical tensions, which may extend lead times, increase freight costs and disrupt deliveries. In addition, the Group is obligated to comply with multiple sanctions on the Russian Federation, which may restrict sourcing options, limit transit routes or increase costs. Seasonal congestion at ports and on railway networks can also materially extend transit times and increase uncertainty of delivery schedules.

Such disruptions and constraints may compound existing supply chain pressures, lead to elevated costs, disrupt production planning and weaken the Group's ability to deliver vehicles on schedule. Although the Group typically sources raw materials and parts from multiple suppliers to mitigate supply risks, there is no assurance that its needs will always be met in a timely manner or at reasonable prices. Any significant increase in purchase costs or sustained disruption to transportation and logistics would likely decrease profitability and have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group may not be able to identify or launch popular models that meet changing regulatory requirements, market trends and consumer preferences, including increasing consumer interest in sustainability with respect to modes of transportation, which could limit the Group's ability to sell its traditional product lines at current volume levels

Consumer demands for passenger vehicles evolve over time based on factors such as economic conditions, regulatory requirements, consumption patterns and disposable income, many of which are outside the Group's control. To remain competitive, the Group must introduce new models in a timely and cost-effective manner that both satisfy consumer preferences and comply with applicable regulations throughout their commercial life.

Several of the models currently manufactured by the Group were last redesigned several years ago and may no longer fully align with current consumer expectations in terms of design, technology, and efficiency. To address this, the Group has partnered with GM to manufacture new models on GM's GEM automotive platform, which offers a line-up of GM models specifically designed for emerging markets. Under this platform, the Group launched the Chevrolet Tracker in July 2022 and the Chevrolet Onix in February 2023, with production volumes reaching 48,082 Trackers and 30,596 Onix vehicles in 2023, and 45,918 Trackers and 41,661 Onix vehicles in 2024. While the Group initially planned to produce a combined 100,000 units of GEM models in 2025, actual volumes may be affected by market conditions, competitive pressures and industry trends.

The Group also plans to introduce electric and hybrid vehicles under the Chevrolet brand as part of SKD and SUP production, potentially starting from the end of 2025 or 2026. However, there can be no assurance that the Group's efforts to manufacture, launch and market new products will be successful, completed on schedule or achieve anticipated sales levels. Success will depend on factors such as the appeal of the models to customers, the effectiveness of the Group's marketing strategy, customer perceptions and the continuation of its cooperation with GM. In addition, compliance with fuel efficiency, greenhouse gas and emissions standards

does not guarantee that vehicles will be attractive to consumers or generate sufficient sales at profitable price levels.

If the Group fails to identify, produce or gain market acceptance for new models, its brand image, business, financial condition, results of operations and prospects could be materially and adversely affected.

The future success of the Group depends on its ability to offer innovative and high-quality products and services that meet evolving consumer demand

The automotive industry is undergoing rapid transformation driven by electrification, digitalisation, safety standards, and evolving consumer expectations. In Uzbekistan and the Group's export markets, consumers are increasingly focused on affordability, quality, reliability, modern design, infotainment systems, safety features, and the availability of affordable after-sales service and spare parts. In addition, competition is intensifying from both established global OEMs and new entrants, particularly Chinese automotive brands with strong electric and hybrid offerings.

The Group's long-term success will depend not only on its ability to introduce new vehicle models on schedule, but also on its ability to maintain and enhance product quality, adopt innovative technologies, expand electrification capabilities, and deliver competitive after-sales services and financing solutions. Failure to anticipate or respond effectively to these evolving trends could weaken the Group's competitive position, reduce its market share, and have a material adverse effect on its business, financial condition, results of operations and prospects.

The Group relies on dealers, distributors and sales agents in Uzbekistan and the countries to which it exports its vehicles to sell its cars and may face risks in respect of these relationships, particularly outside of Uzbekistan

The Issuer sells vehicles and spare parts under the Chevrolet brand to dealers and distributors in Uzbekistan and a range of export markets, including certain CIS countries as well as new markets entered since 2023 such as Armenia, Mongolia and Georgia.

Outside of Uzbekistan, the Group sells substantially all of its cars primarily through distributors located in those countries to which it exports automobiles. Therefore, the Group's success in its export markets depends on its ability to retain and attract distributors. As at 30 June 2025, the Group exported its products to seven countries, three of which are covered by distributor agreements and four of which by dealer agreements. The Group has not exported to Russia and Belarus since the introduction of sanctions in 2022.

While the Group has expanded into new export markets since 2023, certain markets still account for a significant share of export volumes. Overreliance on a small number of countries exposes the Group to concentrated market, regulatory, and geopolitical risks. A downturn in demand, change in import policy, or disruption to distribution arrangements in any of these core export markets could materially impact the Group's overall sales performance.

There is no assurance that the Group will be able to successfully renew its existing sales contracts upon their expiration on favourable terms, or at all. Competition for distributors is intense, as the Group must compete with other leading passenger vehicle brands for sales agents in markets where it has operations or has plans to enter. Such competitors may benefit from higher visibility, greater brand recognition, greater financial resources and a broader product offering than the Group does, which may provide them with a competitive advantage in securing distributors. The Group's competitors may also enter into long-term or exclusive agreements that effectively prevent their distributors from selling the Group's products. Consequently, engaging distributors, maintaining relationships with existing distributors and replacing them can be difficult and time consuming. Any disruption to the Group's distribution network, including a failure on its part to renew its existing agreements with its preferred distributors or to attract new distributors, or closure of dealers/distributors due to economic, geopolitical or regulatory factors could negatively affect the Group's ability to effectively sell its products to its end-user customers which in turn could materially and adversely affect its business, financial condition, results of operations and prospects.

In addition, the Group has limited ability to manage and control the activities of its dealers, distributors and sales agents in those countries to which it exports vehicles and spare parts. Such parties could take certain actions that potentially have a material adverse effect on the Group's reputation, business and prospects, such

as selling products that compete with the Group's products, focusing only on the sales of those products that provide them with higher margins or commissions thus undermining the Group's efforts to maintain a well-balanced portfolio of its products, selling the Group's products outside their designated territory, failing to adequately promote the Group's products or conducting their business in violation of relevant laws or regulations in their respective jurisdictions. The Group's reputation, business and prospects could be adversely affected as a result of any improper or illegal actions taken by its dealers, distributors and sales agents.

Any material disruption to the Group's production facilities may materially and adversely affect its business, financial condition and results of operations

All of the Group's production facilities are located in two cities in Uzbekistan, Andijan and Khorezm. If operations at any of the Group's facilities were to be materially disrupted as a result of equipment failure, natural disasters, diseases such as COVID-19 or other epidemics/pandemics, power outages, explosions, adverse weather conditions, strikes, civil unrest, geopolitical tensions affecting supply chains, cyberattacks or other operational incidents, its business, financial condition and results of operations may be materially and adversely affected. The occurrence of any of these significant events could also require the Group to make significant unanticipated capital expenditures. Interruptions in production may limit the Group's production capacity and cause a reduction or delay in its sales.

The Group is also subject to risks relating to energy supply disruptions, which could adversely affect its production capacity and costs. The Group's production facilities rely heavily on stable electricity and natural gas supplies. In Uzbekistan, energy infrastructure constraints, seasonal demand spikes, or government rationing measures have in the past resulted in periodic outages and load-shedding for industrial users. Any prolonged or repeated energy supply disruption could delay production, increase operating costs, and affect the timely delivery of vehicles to customers, which could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group's insurance policies may not cover lost sales or increased costs incurred as a result of disruption of operations, and prolonged business disruptions could result in a loss of customers. In addition, any extended shutdowns could delay the launch of new models or the fulfilment of export commitments, particularly in recently entered markets. If any of the aforesaid events were to materialise, the Group's business, financial condition and results of operations may be materially and adversely affected.

The Group is subject to product liability exposure which could harm its reputation and materially and adversely affect its business, financial condition, results of operations and prospects

The Group's products can expose the Group to potential product liability claims if they fail to perform as expected, are found or alleged to be defective, or if their use causes, results in or is alleged to have caused or resulted in personal injuries, property damage or other adverse effects. Any product liability claim, whether relating to personal injuries or property damage, or regulatory action could prove costly, and time consuming to defend and has the potential to harm the reputations of the Group and its brands. If successful, product liability claims may require the Group to pay substantial damages.

The Group does not currently maintain product liability insurance and may be unable to or choose not to obtain sufficient product liability insurance coverage on commercially reasonable terms, or at all.

Furthermore, certain product liability claims may be the result of defects from parts and components purchased from third party suppliers. Such third-party suppliers may not indemnify the Group for defects as to such parts and components or may only provide the Group with limited indemnification that is insufficient to cover the Group's damages resulting from such product liability claims. Product liability claims, with or without merit, may result in significant negative publicity and thus materially and adversely affect the marketability of the Group's products and its reputation. Moreover, a material design, manufacturing or quality-related failure or defect in the Group's products or other safety issues could warrant a product recall by the Group and result in increased product liability claims (see "*Product recalls and warranty obligations may result in significant costs, reputational damage and loss of vehicles sales*" below).

In addition, in certain countries in which the Group has operations, violation of product quality and safety requirements may subject the Group to monetary and injunctive penalties, including orders to cease sales of relevant products or to cease operations pending the required rectification. For serious violations, the Group's

licenses to sell relevant products could potentially be revoked, and the Group could be subject to criminal liability. In the context of the Group's recent expansion into new export markets, failure to meet the product liability, safety or homologation standards of these jurisdictions could result in suspension of sales or reputational damage in those markets.

Product recalls and warranty obligations may result in significant costs, reputational damage and loss of vehicle sales

The costs of vehicle recalls can be significant, including the cost of replacement parts and labour. The scale of these costs depends on the nature of the remedy and the number of vehicles affected, and such costs may arise many years after a vehicle is sold. Product recalls may also harm the Group's reputation, force it to halt the sale of certain vehicles and undermine consumer confidence in the safety and reliability of its products.

In 2021, the Group terminated sales of the Chevrolet Captiva (model code CN202S) following reports of engine performance issues, overheating warnings and heating system deficiencies. Supply of the model to Uzbekistan was suspended until the deficiencies were addressed, and the Group compensated customers approximately US\$0.6 million for 462 cancelled contracts.

In 2022, the Group recalled 8,148 vehicles (Cobalt, Nexia T250 and Gentra J200) due to defects in rear windows. In 2023, the Group recalled 2,585 vehicles to replace the rear side windows with tinted versions, a step aimed at improving vehicle operating conditions and enhancing driving comfort, consistent with the Company's strategy to strengthen product quality and customer experience.

In September 2024, the Committee for the Development of Competition and Protection of Consumer Rights of Uzbekistan mandated the recall of 37 Lacetti L-Style MT 2023 vehicles from the same production batch for technical inspection. The recall followed incidents involving vehicle fires allegedly linked to manufacturing defects. Proceedings were initiated against the Company and an authorised dealer for violations of consumer protection laws, and the affected vehicle owners were provided with replacement vehicles and compensation. As of the date of this Offering Memorandum, no recalls have been recorded in 2025.

Any costs incurred, or lost vehicle sales, resulting from product recalls could materially adversely affect the Group's financial condition and results of operations. Moreover, if the Group faces consumer complaints or negative assessments from vehicle rating services and fails to issue a recall, or if it does not do so on a timely basis, the Group's reputation may also be harmed, and it may lose future vehicle sales. There can be no assurance that the Group will not face additional recalls in the future, particularly as it introduces new models, enters new markets with different regulatory standards, or adopts new technologies.

The Group is also exposed to warranty risks. Under its warranty agreements, the Group is required to repair or replace parts at its own expense for a specified period. Any increase in failure rates above the Group's assumptions could have a material adverse effect on its business, financial condition, results of operations and prospects.

Current and future laws, regulations and governmental policies, including those regarding increased fuel efficiency requirements and reduced greenhouse gas and tailpipe emissions, could have a significant effect on how the Group does business, may increase its cost of compliance and negatively affect its operations and results, and for part of broader climate-related risks

As the Group seeks to comply with government regulations in each of the jurisdictions in which it operates, particularly those related to fuel efficiency, vehicle safety and greenhouse gas and tailpipe emissions standards, it must devote significant financial and management resources to these legal requirements. For example, the President of Uzbekistan adopted a decree "On Approval of the Concept of Environmental Protection of the Republic of Uzbekistan until 2030" in 2019. According to this decree, from 1 January 2022, it will be prohibited to import into Uzbekistan wheeled vehicles of categories "M" and "N", both used and new, equipped with gasoline and diesel engines, the toxicity levels of which do not meet the requirements of the ecological class "EURO-4". EURO-4 is an environmental standard that regulates the content of harmful substances in exhaust gases. In furtherance of the aforementioned initiatives, the President of the Republic of Uzbekistan has issued a Decree entitled "On the State Programme for the Implementation of the Strategy 'Uzbekistan – 2030' in the Year of Support for Youth and Business" in 2024. The decree introduces a phased restriction on the use of vehicles in Tashkent, Nukus, and other regional centres that do not comply with the EURO-5 emissions

standard. Furthermore, the 2025 decree “On the State Programme for the Implementation of the Strategy ‘Uzbekistan – 2030’ in the ‘Year of Environmental Protection and Green Economy’” directs authorities to “make every effort and utilize all available resources” to limit the use of AI-80 petrol during that year. While the models the Group plans to produce under the GEM platform are fully compliant with current and prospective environmental legislation (EURO-5 standard), there can be no assurance that the applicable regulations will not change in the future, including potentially to implement policies that require manufacturers to produce a minimum proportion of electric vehicles. The Group expects the number and scope of these regulatory requirements, along with the costs associated with compliance, to increase significantly in the future, and these costs could be difficult to pass through to consumers, particularly if the acceptance rate for such vehicles is low.

In addition, the Group faces broader risks related to climate change. These include the potential for reduced demand for internal combustion engine (“ICE”) vehicles as consumer and investor preferences shift towards electric and hybrid models; reputational risks if the Group’s practices are seen as misaligned with evolving environmental and sustainability standards; and increased disclosure and supply chain requirements that may result in higher costs. The Group remains dependent on GM’s strategy and product pipeline for the introduction of electric vehicles and hybrids, and there can be no assurance that such models will achieve sufficient consumer acceptance or profitability to offset declining ICE sales.

Finally, climate change may also exacerbate physical risks. An increase in the intensity, frequency or duration of severe weather events such as storms, droughts or floods could disrupt production, logistics, supplier operations and delivery of vehicles to customers, and may adversely affect consumer demand by reducing disposable income. Any of these factors could have a material adverse effect on the Group’s business, financial condition, results of operations and prospects.

A significant malfunction, disruption or security breach compromising the operation of the Group’s information technology systems could damage the Group’s reputation, disrupt its business and adversely impact its ability to compete

The Group’s business depends on the functional and efficient operation of its information, data processing and telecommunications systems, including its vehicle manufacturing, inventory tracking and billing and payment systems. For details on the Group’s IT systems, see “Description of the Group – Information Technology”.

A significant or large-scale malfunction or interruption, including through the exploitation of a weakness in its systems or the systems of its vendors, or failures in critical systems such as the SAP ERP platform (implemented in stages from 2019 to 2024), or the Global Product Description System hosted by GM, could have a material adverse effect on the Group’s ability to manage and keep its manufacturing and other operations running effectively, and damage its reputation.

In addition to supporting its operations, the Group uses its systems to collect and store confidential and sensitive data, including information about its business, consumers and employees. As its technology evolves and vehicles become more connected, the volume of sensitive data will increase, raising to both wilful and accidental breaches. Much of the Group’s value is derived from its confidential business information, including proprietary technology and trade secrets, and a significant compromise of such information could erode its competitive advantage. The Group also collects, retains and uses personal information, including customer, employee and consumer data. A breach exposing such information could trigger notification obligations, lawsuits, fines and regulatory enforcement, as well as reputational damage that could divert sales to competitors.

The Group has previously experienced cybersecurity incidents, including ransomware attacks affecting its 1C and QlikSense platforms. In both cases, the affected systems were swiftly restored from backups and no material data loss or business interruption occurred. While these incidents were contained, they underscore the ongoing risk of future attacks of greater scale or severity.

The Group is also exposed to cybersecurity risks originating from its supply chain and distribution network. Suppliers, logistics providers, and authorised dealers increasingly share data with the Group through integrated IT platforms that may be vulnerable. A cyber incident at a third-party partner could disrupt production, logistics or customer service, and expose the Group to reputational damage and regulatory liabilities, even if the breach occurs outside its own network.

Furthermore, regulators are increasingly focused on cybersecurity preparedness, incident reporting and data protection. Compliance with evolving requirements may result in significant costs and operational changes, and non-compliance could lead to penalties. Ultimately, any significant compromise in the integrity of the Group's IT systems or data security could have a material adverse effect on its business, financial condition, results of operations and prospects.

The Group's business and financial condition may be materially and adversely affected if it fails to manage inventory level or collect accounts receivable

The Group's inventories mainly comprise goods in transit, raw materials and spare parts, finished goods and work in progress. As at 30 June 2025, 31 December 2024, 2023 and 2022, the Group's inventories amounted to U.S.\$1,243 million, U.S.\$993 million, U.S.\$1,241 million and U.S.\$1,182 million, respectively, representing 68.8%, 60.5%, 63.3% and 51.2% of its total current assets, respectively. The Group seeks to manage its inventory level by aligning its procurement with its sales based on confirmed purchase orders and projected sales. However, forecasting sales accurately is inherently difficult. Inaccurate forecasts of market demand and a mismatch between purchases of the Group's raw materials and sales of its finished products could lead to excess or obsolete inventory. Ageing inventories also require provisions for impairment, which may reduce profitability. Any failure to effectively manage inventory levels could adversely affect cash flow, constrain working capital and impair the Group's ability to fund operations and service its debt.

Further, as at 30 June 2025, 31 December 2024, 2023 and 2022, the Group's trade and other receivables were U.S.\$377 million, U.S.\$310 million, U.S.\$170 million and U.S.\$181 million, respectively, representing 20.9%, 18.9%, 8.7% and 7.8% of its total current assets, and its expected credit loss allowance as at the same dates was U.S.\$19 million, U.S.\$30 million, U.S.\$21 million and U.S.\$24 million, respectively, with the majority of credit loss allowance being in respect of foreign customers, as sales to domestic customers are generally carried out on a full or partial prepayment basis, reducing the Group's exposure to credit risk in the domestic market. The Group's financial condition may be adversely affected if it fails to collect accounts receivable in full or on time, which may in turn affect the Issuer's ability to make payments under the Notes (see "– The Group may be subject to disputes, legal, regulatory or other proceedings").

Failure to maintain adequate accounting systems, financial reporting as well as effective information security and internal controls could have a material adverse effect on the Group's business

The Group's management information system, financial reporting function and system of internal controls relating to the preparation of the IFRS financial statements and management accounts may not be as sophisticated and robust as those of companies with a longer history of compliance with internal control over financial reporting functions. In particular, certain deficiencies in accounting processes and information security arrangements have been observed, which are in the process of being addressed by the Group. Notwithstanding the above, the Group intends to continue preparing the financial statements in accordance with IFRS in the future in line with its continuing obligations in accordance with the Listing Rules.

There can be no assurance that the Group's existing internal controls would be sufficient to prevent inaccuracies or fraud related to reporting practices. This may have regulatory and reputational implications and could result in investigations and/or fines for the Group, which could have a material adverse effect on the Group's business, results of operations, financial condition and the Group's ability to service its payment obligations under the Notes or the trading price of the Notes.

The Issuer depends on key management and qualified personnel

The Issuer's senior management team contributes significant experience and expertise in the automotive industry. The Issuer's ability to retain, motivate and attract qualified and experienced personnel in the automotive industry is vital to its operations. There can be no assurance that the Issuer will be able to successfully recruit or retain qualified personnel. Any loss or diminution in the services of members of its senior management team or an inability to recruit, train or retain necessary personnel could affect the implementation of the Group's business strategies which, in turn, could materially and adversely affect its financial condition, results of operations and prospects as well as impair its ability to achieve its strategic objectives.

The Group's strategy is determined by the Government as its controlling shareholder, whose interests may conflict with those of the Noteholders

As at the date of this Offering Memorandum, the Issuer's controlling shareholder, "UzAuto PV Management" LLC, holds 99.7% of the Issuer and is wholly owned by JSC "Uzavtosanoat", a state-owned company that acts as the dominant controlling body for the automotive industry in Uzbekistan.

The Government therefore ultimately controls the Issuer and is able to determine the outcome of all material matters concerning the Group, including the appointment of the Issuer's directors and management. Accordingly, the Government may cause the Issuer to pursue transactions that implement government policy rather than benefit the Group or the Noteholders, even where such transactions involve greater risk for the Group and, consequently, for the Noteholders. Although the Issuer retains autonomy in day-to-day commercial matters, its overall strategy is prescribed by the Government.

Further, the Company is also included on the Government's list of major state-owned enterprises approved for privatisation. Should such privatisation take place and depending on who the new investor is, the reduced ownership stake of the Government in the Company may also adversely affect the credit ratings of the Company, hindering its ability to attract funding on the local and international capital markets at favourable terms.

The Government's influence also extends to the Group's pricing policy. The Group sets vehicle prices independently, taking into account cost of production, market analysis and target profitability, but pricing must comply with Government directives including the "Regulation on the composition of costs for the production and sale of products (works, services) and on the procedure for generating financial results," approved by the Resolution of the Cabinet of Ministers of the Republic of Uzbekistan dated 15 February 1999 No. 54. In addition, prices are subject to approval by the Supervisory Board of the Group, whose members are appointed by the controlling shareholder which is ultimately controlled by the Government. As a result, pricing decisions may reflect broader state policy objectives (such as consumer affordability or inflation control), which could constrain the Group's ability to adjust prices in response to cost increases, competitive pressures or foreign exchange fluctuations, which may in turn adversely affect the Group's profitability and cash flows.

The interests of the Issuer's shareholders and management may, in some circumstances, conflict with the interests of the Noteholders, and any such conflict could have a material adverse effect on the Noteholders' investment in the Notes.

Notwithstanding that the Group is indirectly controlled by the Government, the Notes are not guaranteed by the Government, and the Government is under no obligation to extend financial support to the Group

Although the Government indirectly holds 99.7% of the Group, the Notes are not obligations of the Government and are not guaranteed by it. Noteholders therefore do not benefit from any legally enforceable government backing. Although the Government has in the past provided financial and other support to companies in which it holds ownership interests, including the Group, it is under no obligation to do so in the future. The Group's ability to meet its obligations under the Notes is solely dependent on its ability to fund such amounts from the Group's operations, profit and cash flow or from external borrowings.

The Group may not be able to successfully execute its strategic initiatives

The Group has strategic initiatives aimed to secure its leading position in the domestic market, increase its export potential, optimise its manufacturing and business processes, reduce costs and increase profitability. The Company plans to import electric and hybrid vehicles under the Chevrolet brand as part of SKD and SUP production, starting from the end of 2025. The Group plans to further expand its distribution network into new and existing export markets, including Kazakhstan, Armenia, Mongolia, Georgia and Azerbaijan. Planned initiatives include the introduction of CKD production in certain markets, the establishment of new dealerships and the expansion of model offerings.

Successful execution of the Group's strategy is not assured and depends upon a number of factors, many of which are outside of the Group's control. These include the ability to penetrate new and existing markets, secure the required capital expenditure, increase localisation of parts and components, strengthen supply chain resilience and adopt new technologies such as digitalisation of production and sales platforms.

If the Group fails to implement its strategy effectively, if anticipated benefits do not materialise, or if costs of execution exceed expectations, it may be unable to achieve its objectives. In addition, ineffective management of the increased size and complexity of the Group's business as a result of these initiatives could have a material adverse effect on its business, financial condition, results of operations and prospects.

The Group's insurance policies may not cover, or may sufficiently cover, certain losses

The Group maintains insurance policies covering its assets, operations and certain employees in line with general business practices in Uzbekistan and applicable laws, including a comprehensive insurance policy with highly rated Uzbek insurers. These policies cover a range of risks, including property, logistics-related damage, employer's liability insurance, customs warehouse insurance, hazardous sites and company vehicles, as well as financial risks for export trade debtors.

However, there can be no assurance that all potential losses are insured or that policy limits will be adequate. The Group's insurance policies do not cover environmental damage, natural disasters, such as floods, or losses arising from war or terrorist activity. As a result, there may be circumstances in which the Group is not covered or compensated for certain damages and liabilities. Any uninsured loss, or a loss in excess of insured limits, could have a material adverse effect on the business, financial condition, results of operations and prospects.

The Group may be subject to disputes, legal, regulatory or other proceedings

The Group may from time to time be involved in disputes with dealers, distributors, suppliers, business partners, customers and other third parties. Claims may be brought against the Group for a variety of reasons, including defective vehicles. If claims cannot be resolved or through negotiation or mediation, the Group may be required to participate in litigation or arbitration proceedings, which can be lengthy, costly and divert management resources. In the event that the Group prevails, there can be no assurance that judgments or awards will be effectively enforced. If a judgment or award is rendered against the Group, liabilities may not be fully covered by insurance or by provisions already made. Any material charges could have a material adverse effect on the Group's financial condition, results of operations or cash flows.

The Group is currently involved in bankruptcy proceedings in respect of CJSC JV "UzDaewoo-Voronezh" and LLC "UzavtoRus" located in Russia. Bankruptcy trustees and creditors have sought to hold the Group and other parties liable under subsidiary liability and to invalidate certain supply agreements. The maximum claim against the Group is estimated at 10.0 billion Russian Roubles (approximately U.S.\$120 million).

In related proceedings, Russian and Uzbek courts have issued rulings regarding the enforcement of claims and supply agreements but further claims or appeals may continue. There can be no assurance that these or other cases will be dismissed or resolved favourably. Any adverse outcome could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Labour laws and the collective bargaining agreement may limit the Group's ability to reduce costs or restructure its operations, and disputes could result in work stoppages

Unlike businesses operating in different industries and/or in different geographical regions, all of the Group's production employees are represented by a trade union committee, and are covered by a collective bargaining agreement and/or are protected by labour relations regulations which restrict the Group's ability to modify operations and reduce personnel costs quickly in response to changes in market conditions and demand for its products. Provisions in the collective bargaining agreement may also impede the Group's ability to restructure its business to compete more effectively, particularly against manufacturers whose employees are not unionised or are subject to less stringent regulations.

The Group may be subject to work stoppages if it cannot agree with the trade union committee on the renewal or amendment of collective bargaining agreement terms, or if other disputes arise. While no labour disruptions have occurred to date and none are currently anticipated, the possibility of such events in the future cannot be excluded. Any such work stoppage could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group may not be able to obtain external financing on favourable terms, or at all, to fund its operations and expansion

The Group requires significant capital to fund its ongoing operations, capital expenditure, investment plans and other financing needs, including the expansion and upgrade of its plans to increase production capacity. The Group principally funds their requirements through cash generated from its operations and bank borrowings.

The availability of external funding is subject to factors beyond the Group's control, including governmental approvals, prevailing capital market conditions, credit availability, volatility in global debt markets, interest rate increases and the Group's own performance. Financing may not be available in the required amounts or on acceptable terms, or at all. Any failure by the Group to arrange sufficient funding in a timely manner or on satisfactory terms could materially adversely affect its business, financial condition, results of operations and prospects.

The Group is exposed to risks with respect to its borrowings, which may impair its operational and financial flexibility

As at 30 June 2025, 31 December 2024, 2023 and 2022, the Group had borrowings classified as current liabilities of U.S.\$460 million, U.S.\$69 million, U.S.\$59 million and U.S.\$10 million, respectively, compared to total current liabilities of U.S.\$1,317 million, U.S.\$1,171 million, U.S.\$1,748 million and U.S.\$2,321 million, respectively. Any significant deterioration in liquidity may impair operating and financial flexibility and could require it to dedicate a significant portion of cash flow from operations to debt service obligations, depending on prevailing interest rates, the level of borrowings and foreign currency exchange rate fluctuations. This could reduce funds available for capital expenditure, investment, acquisitions and other expenditure.

The Group's liquidity position may also limit its ability to borrow additional funds, reduce its flexibility in responding to changes in technology, customer demand, competitive pressures and industry developments, place it at a competitive disadvantage relative to less leveraged peers and increase its vulnerability to both general and industry-specific adverse conditions.

If conditions in credit markets are unfavourable and/or its credit ratings are downgraded or placed on negative credit watch, the marketability and trading value of the Notes may be materially diminished, and the Group may not be able to obtain new sources of financing or may face higher costs and more onerous conditions.

Any of the factors listed above may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group is required to comply with financial and other restrictive covenants under its financing arrangements

The agreements governing certain of the Group's outstanding financing arrangements contain covenants that restrict the ability of the Issuer to, among other things:

- incur additional debt beyond agreed thresholds;
- make certain investments or capital commitments;
- dispose of assets, merge with or into other companies or undertake corporate reorganisations;
- use assets as security in other transactions; and
- enter into sale and leaseback transactions.

In some cases, these covenants also require the maintenance of specified financial ratios, such as debt service coverage, interest coverage and leverage ratios, and may restrict distributions to shareholders if such ratios are not met. Compliance with these covenants may constrain the Group's financial and operational flexibility. A breach or perceived breach could lead to default, accelerate repayment obligations or restrict access to further funding, any of which could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group is exposed to credit risk in respect of cash balances held with a limited number of local banks, and Uzbekistan's banking sector remains vulnerable to external shocks

As at 30 June 2025, 97% of the Group's cash and cash equivalents were held with three financial institutions, and 99% of its restricted cash was held with a single local bank: Asakabank (Ba3, Moody's); Kapitalbank (B+, S&P) and Infinbank (B1, Moody's). Although the Group has reduced its reliance on Asakabank in trade finance by developing relationships with international banks, its cash position remains concentrated. Failure of Asakabank or any other key banking counterparty due to bankruptcy, liquidity shortfalls, operational failures, regulatory intervention, or other causes could materially adversely affect the Group's liquidity, business, financial condition, results of operations and prospects.

Uzbekistan's banking sector remains relatively concentrated and underdeveloped, with high loan concentration to state-owned enterprises and susceptibility to macroeconomic shocks, including exchange rate volatility. Although the Government has announced banking sector reforms, including privatisation of most state-owned banks while retaining control of three (the National Bank for Foreign Economic Activity, JSCB "Agrobank", and JSC "Microcreditbank"), progress has been gradual. However, there can be no assurance that planned reforms will be completed on schedule or will strengthen the banking sector.

Deficiencies in the Uzbek banking sector may make it more vulnerable to future global credit market downturns and economic slowdowns. The Uzbek banking sector also remains susceptible to foreign currency fluctuations. There is no assurance that future turmoil in the global banking sector or the wider economy will not have a negative effect on Uzbekistan's banking sector, including the banks with which the Group maintains significant balances.

The Group may face risks associated with its car financing solutions

The Group continues to sell vehicles either on a fully paid basis (including prepayments) or through car loans provided by partner banks. These banks underwrite, fund and service the consumer loans on their own balance sheets. The Group does not operate a lending subsidiary, does not originate consumer loans and does not generally provide guarantees on bank credit. From time to time, the Group may support promotion initiatives (such as interest rate subsidies or dealer incentives) to enhance affordability, which can reduce margins.

Since 2024, the Group has increasingly relied on instalment-based sales channels through partner banks. While this model has broadened affordability for customers and supported sales volumes, it has also changed the timing of the Group's cash inflows, as revenue is recognised in line with the structure of the arrangements rather than entirely upon delivery. Although the credit risk of individual customers remains with the banks, the shift away from traditional prepayment-based sales may reduce advance cash receipts, increase working capital requirements and heighten the Group's reliance on the continued participation and financial health of its banking partners.

The Group has also expanded its export sales, in some cases on deferred-payment terms. While this supports revenue diversification, it increases receivable balances, lengthens the cash conversion cycle and introduces counterparty risks. Any delay or default in payments from foreign distributors could negatively affect the Group's liquidity and profitability.

Any increased reliance on third-party financing could expose the Group to indirect credit, operational and regulatory risks. For bank-financed sales, potential risks include reputational harm from lending disputes, adverse changes in consumer-finance regulation, chargeback or buy-back obligations where applicable under specific programmes, and the financial impact of promotional subsidies. If these risks were to materialise, they could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Risks related to the Republic of Uzbekistan and other countries in which the Group operates

The Group may be adversely affected by changes in Uzbekistan's economic, political and other conditions

The Group's operations are primarily located in, and the majority of its revenue (88.3% in 2024) is sourced from Uzbekistan. As a result, the Group's results of operations are, and are expected to continue to be, significantly affected by financial and economic developments in or affecting Uzbekistan and, in particular, by the level of economic activity in the country. The Group's results are also impacted by political, social and

legal developments in the country. Significant movements in GDP, inflation, interest rates as well as unemployment and personal income have a material impact on the level of customer demand for the Issuer's products and a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Global and regional economic conditions remain volatile, and there is significant economic uncertainty. According to the National Statistics Committee of the Republic of Uzbekistan, real GDP grew by 6.5% in 2024 and by 7.2% year-on-year in the first half of 2025. According to the IMF's World Economic Outlook Update published in January 2025, real GDP growth in Uzbekistan is projected at 5.7% in 2025. Despite this growth, Uzbekistan continues to face risks associated with the exchange rate, financial stability, inflation and capital flight.

The Uzbek soum remains volatile. In 2017, the currency was devalued by approximately 92% as part of liberalisation measures. As at 1 September 2025, the soum stood at UZS 12,560 per U.S.\$1. Any depreciation of the soum against the U.S. dollar or other foreign currencies, as well as devaluations in the currencies of Uzbekistan's trading partners (including Russia), may adversely affect the Group's costs and the purchasing power of its customers. Restrictions imposed by Uzbek banks on foreign currency exchange operations in response to geopolitical tensions have also led to shortages of U.S. dollars and euros, increasing uncertainty for importers such as the Group.

According to the National Statistics Committee of the Republic of Uzbekistan, annual inflation was 9.8% in 2024, 8.8% in 2023 and 12.3% in 2022. More recently, annual inflation stood at 8.9% in July 2025 and eased slightly to 8.8% in August 2025, while cumulative inflation since December 2024 reached 4.5%. Although inflation has moderated compared to the 10.5% rate in July 2024, it remains elevated. The Central Bank of Uzbekistan is in the process of transitioning to an inflation-targeting regime with a medium-term target of 5%. Sustained high inflation could erode consumer purchasing power, increase production costs and negatively impact the Group's margins.

Uzbekistan remains relatively reliant on energy exports, which accounted for 4.9% of total exports in 2024. The economy is indirectly exposed to fluctuations in global energy prices through its trading relationships with Russia and China, as well as through remittances from Uzbek nationals working abroad, particularly in Russia. Sustained volatility in energy markets could weaken Government revenues, dampen consumer demand and adversely affect the Group's business.

Uzbekistan is continuing to implement wide-ranging structural reforms in areas including economic liberalisation, the financial system, taxation and trade. The eventual success of these reforms may be affected by weak institutions, corruption risks and limited regulatory transparency. In addition, Uzbekistan is pursuing accession to the World Trade Organization and considering membership of the Eurasian Economic Union. While these initiatives could deepen economic integration, they may also expose Uzbekistan to external shocks and increase competition from international companies.

Uzbekistan's economy is also vulnerable to external and regional risks. These include volatile global conditions, Russia's invasion of Ukraine and related sanctions, regional geopolitical tensions, a slowdown in China, and conflict in the Middle East. Any deterioration in global or regional economic conditions, or any reversal of domestic reform policies, could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Implementation of market-based reforms may not be effective, which may slow the growth of Uzbekistan's economy, or may make Uzbekistan more vulnerable to external shocks

Since early 2017, the Government introduced a number of measures aimed at liberalisation of the Uzbek economy to encourage growth and foreign investment. These reforms include currency and trade liberalisation, reforms of the tax and state budget processes, the restructuring and privatisation of state-owned entities and the reform of the agriculture and financial sectors. According to the Uzbekistan Development Strategy for 2022-2026, the country's GDP is expected to increase by 160% over the next five years and by 2030 reach up to U.S.\$4,000 per capita.

A number of actions were taken in order to liberalise foreign trade operations. These measures included the abolition of, *inter alia*, (i) licensing procedures for wholesale trade activities and special orders for taxation of

trade entities, (ii) special orders for accounting for the realised proceeds of exclusive excise tax on goods (automobiles, vegetable oil and others) and their use, (iii) requirements to obtain permission for export trade and (iv) the special regime requiring approval from the Competition Promotion and Consumer Rights Protection Committee of the Republic of Uzbekistan for product placement on exchange trades and the introduction of a notification procedure for their approval.

The Government's market liberalisation programme is aimed at raising Uzbekistan's competitiveness and openness, ensuring freedom of economic activity, strengthening macroeconomic stability and boosting economic growth, modernising and diversifying leading sectors of the economy, reforming the financial and banking sector, protecting private property and entrepreneurship, expanding foreign economic activity, drawing foreign investment, developing tourism and implementing structural changes in agriculture.

There is no assurance that planned reforms aimed at liberalising Uzbekistan's economy will be carried out in full or that such reforms as are implemented will be successful in improving economic growth or encouraging foreign direct investment. Any such failure could have a material adverse effect on Uzbekistan's economy and, in turn, on the Group's business, financial condition, results of operations and prospects.

Furthermore, should the Government succeed in the implementation of market reforms, Uzbekistan's economy would be more integrated into the world trading system and inter-linked with the global economy and economies of the main trade partners and neighbouring states of Uzbekistan, which may make Uzbekistan's economy more vulnerable to external shocks, such as global economic crises and currency and commodity price volatility. There can be no assurance that weaknesses in the global economy, or a future external economic crisis, will not have a negative effect on Uzbekistan's economy and, in turn, on the Group's business, financial condition, results of operations and prospects.

Uzbekistan is undertaking a number of reforms in its legal system, some of which may not happen in the time period planned or may take longer than expected, which could impact economic and other reforms.

Uzbekistan's legal system is continuing to develop since Uzbekistan achieved independence from the Union of Soviet Socialist Republics (the "USSR") in 1991 and is therefore subject to greater risks and uncertainties than a more mature legal system. In particular, risks associated with Uzbekistan's legal system include:

- The laws of Uzbekistan relating to currency regulation grant to each of the President of Uzbekistan, the Cabinet of Ministers of Uzbekistan and the CBU the right to change the sub-legislative acts on the currency regulation regime (i.e. to restrict or suspend any currency transactions for the purposes of implementing international obligations and when emergency situations arise; however, such emergency situations are not clearly defined under the laws of Uzbekistan).
- In contractual documentation entered into with Uzbek entities, foreign law shall not apply where the application of such foreign law would be contrary to the public policy of Uzbekistan. The concept of public policy is not well developed in Uzbekistan; it is possible, however, that such considerations could apply in specific circumstances where, for example, the interests of creditors, employees, the national or local economy, public health and safety or national security are involved. The Civil Code of Uzbekistan further provides that the application of foreign law cannot be refused solely on the basis of differences in legal, political or economic systems between a foreign state and Uzbekistan.
- Pursuant to the Civil Code of Uzbekistan, certain mandatory provisions of Uzbek law shall apply irrespective of the choice of foreign law. Potentially, these mandatory provisions could include the fundamental principles of Uzbek law which generally underpin such areas as tax, administrative and criminal law, licensing and registration, public health, construction and safety requirements, labour law, insurance, competition, embargoes, foreign exchange and other public regulations. The Civil Code does not specify any reasons for applying such mandatory provisions.
- The laws of Uzbekistan governing commercial activities are evolving and reflect the transition which the economy and the government of Uzbekistan are undergoing to modernise the Uzbek economy. Such factors may cause rapid changes in legislation, adoption of new legislation (on occasion with a retroactive effect), and a failure, delay or misinterpretation in the implementation of legislation. In addition, the legal system of Uzbekistan is unfamiliar with certain international commercial law

terminology, concepts and practices used in connection with legal documentation commonly used in international transactions.

- The laws of Uzbekistan may contain unpublished, secret, or otherwise classified provisions. The market practice remains in Uzbekistan that presidential decrees or decrees of the Cabinet of Ministers may include redacted or confidential provisions, access to which may be strictly limited.

Each of the above can cause uncertainty in transactions between foreign investors and Uzbek residents. Further, the commitment of Government officials and agencies to comply with legal obligations and negotiated agreements has not always been reliable and there is a tendency for the authorities to take arbitrary action. Legal redress for breach or unlawful action may not be readily available or may be subject to significant delays. These and other factors that have an impact on Uzbekistan's legal system make foreign investments in Uzbekistan subject to greater risks and uncertainties than an investment in a country with a more mature legal system, which may negatively impact foreign investment and could, in turn, have a negative effect on Uzbekistan's economy and the Group's business, financial condition, results of operations and prospects.

In addition, the judicial system, judicial officials and other Government officials in Uzbekistan may not be fully independent of external social, economic and political forces. Therefore, judicial or administrative decisions could be unduly influenced. The possible lack of judicial and administrative independence may adversely affect the willingness of foreign investors to make investments in Uzbekistan and could, in turn, have a negative effect on Uzbekistan's economy and the Group's business, financial condition, results of operations and prospects. Any of the above factors could also have a material adverse effect on the liquidity and the trading price of the Notes.

The Group may be adversely affected by changes in the economic, political and other conditions of Kazakhstan and other countries in which it operates

In addition to its primary market of Uzbekistan, the Group also exports products to a number of other countries in the CIS and neighbouring regions. As at 31 December 2024, exports accounted for 10.8% of the Group's total sales volume (43,000 units), compared to 9.8% in 2023 and 12.9% in 2022. In the six months ended 30 June 2025, exports represented 9.3% of total sales, compared to 6.9% in the corresponding period of 2024. The Group's largest export market is Kazakhstan, where it also commenced CKD production of the Chevrolet Onix in November 2023 through Saryarka AvtoProm, a facility operated by Allur Group. The Group has also recently expanded its distribution network into Armenia (September 2023), Mongolia (August 2024) and Georgia (September 2024), and intends to begin CKD assembly of the Chevrolet Cobalt in Azerbaijan in the third quarter of 2026. The Group no longer exports vehicles to the Russian Federation and does not maintain any distribution operations there.

Any deterioration in the economic, political or other conditions of these countries, and in particular an economic downturn in Kazakhstan, could reduce demand for the Group's products and hinder the execution of its export growth strategy. The economies of several CIS countries remain vulnerable to external shocks, including commodity price volatility, exchange rate fluctuations and spill-over effects from sanctions imposed in connection with the ongoing conflict between Russia and Ukraine. See "*—The ongoing conflict between Russia and Ukraine and sanctions imposed on certain Russian and Ukrainian persons and entities could have an adverse impact on Uzbekistan's economy*" below.

While Uzbekistan and its neighbours—particularly Tajikistan and Kyrgyzstan—historically experienced border tensions, the status of regional relations has markedly improved. In March 2025, the presidents of Uzbekistan, Kyrgyzstan and Tajikistan signed both the trilateral Junction Point Treaty and the Khujand Declaration of Eternal Friendship, conclusively resolving long-standing territorial disputes. These agreements have since been ratified in national legislatures, and have been accompanied by increased cross-border cooperation and infrastructure development. Although these developments significantly reduce the likelihood of border-related disruptions, implementation challenges and local sensitivities remain, meaning that risks cannot be fully excluded. Any deterioration of regional relations or renewed discord could adversely affect the Uzbek economy, the Group's export operations or the supply of raw materials, spare parts and components, which in turn could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Enforcement of judgements or arbitral awards against the Group can be difficult

The Issuer has not submitted to the jurisdiction of any foreign courts in connection with the Notes. The Conditions stipulate that arbitration shall be the exclusive remedy for any dispute relating to the Notes. If a Noteholder obtains a monetary award in arbitration proceedings concerning the Notes, it may seek to enforce that award in Uzbekistan by applying to an Uzbek court for recognition and enforcement and obtaining a corresponding court judgment. In addition, Uzbekistan and the United Kingdom are parties to the New York Convention and, accordingly, an arbitral award should generally be recognised and enforceable in Uzbekistan provided the conditions to enforcement set out in the New York Convention are met and subject to compliance with Uzbek law. See “*Limitations on Enforcement of Arbitral Awards and Judgments*” for more information on enforcing an arbitral award in Uzbekistan.

Uzbekistan’s courts may not enforce a judgment obtained in a court outside Uzbekistan unless there is a treaty in effect between the relevant country and Uzbekistan providing for reciprocal enforcement of judgments. There is no such treaty in effect between Uzbekistan and the United Kingdom. Even if an applicable international treaty is in effect or a foreign judgment might otherwise be recognised and enforced on the basis of reciprocity, the recognition and enforcement of a foreign judgment will in all events be subject to exceptions and limitations provided for in Uzbek law.

For example, an Uzbekistan court may refuse to recognise or enforce a foreign arbitral award or a foreign judgement thereon if its recognition or enforcement would be contrary to Uzbekistan public policy. As a result, it may be difficult to obtain recognition or enforcement of a foreign arbitral award or a foreign judgement thereon in respect of the Notes.

It may also be difficult to enforce a foreign arbitral award or a foreign judgement thereon in Uzbekistan due to a number of factors, including the lack of experience of Uzbek courts in international commercial transactions and certain procedural irregularities, all of which could introduce delay and unpredictability into the process of enforcing any foreign arbitral award or a foreign judgement thereon in Uzbekistan. In addition, the judicial system and judicial officials in Uzbekistan may not be fully independent of external social, economic and political forces. Therefore, judicial decisions could be unduly influenced.

Corporate governance standards in Uzbekistan differ from those in Western jurisdictions

The Issuer complies with corporate governance standards applicable under Uzbek law and the Issuer’s internal corporate governance policies, which are not of the same standard as those in the United Kingdom. Accordingly, there are fewer protections for investors than would otherwise be the case if the Issuer was required to comply with corporate governance principles or standards applicable to public companies in the United Kingdom. Furthermore, should the Issuer fail to comply with existing corporate governance standards applicable under Uzbek law, it could have a material adverse effect on the Group’s business, financial condition, results of operations and prospects.

The ongoing conflict between Russia and Ukraine and sanctions imposed on certain Russian and Ukrainian persons and entities could have an adverse impact on Uzbekistan’s economy

On 24 February 2022, Russian forces invaded Ukraine, which, in conjunction with sanctions imposed by governments in response, has led to significant volatility and disruption in the global credit markets and the global economy. The United States, the United Kingdom and the EU (as well as other nations, such as Australia, Canada, Japan and Switzerland) have imposed several rounds of sanctions on certain Russian and Ukrainian persons and entities since 2014, which have intensified since the outbreak of the current conflict between Russia and Ukraine in 2022. The sanctions, combined with a substantial decline in global oil prices, had an adverse effect on the Russian economy, prompting downward revisions to the credit ratings of the Russian Federation and a number of major Russian companies that are ultimately controlled by the Russian Federation, caused extensive capital outflow from Russia and severely impaired the ability of Russian issuers to access the international capital markets.

Russia’s invasion has had an immediate impact on international capital markets, investor sentiment and commodity prices (including oil and gas, which has led to rising fuel prices), contributed and may continue to contribute to the fragmentation of the world economy into geopolitical blocs leading to changes in trade, foreign direct investment, and financial flows to the Central Asian region, and, in particular, to Uzbekistan, as well as

diminish the effectiveness of multilateral and regional cooperation on particular matters. In addition, increased uncertainty, higher production costs, disrupted global supply chains and weaker external demand may lead to the postponement of investment plans and may possibly discourage foreign investments in Uzbekistan particularly if the military conflict escalates, posing significant downside risks to the global and regional outlook. United States and other countries could continue imposing wider sanctions and could take other actions should the conflict further intensify.

While Uzbekistan maintains independent diplomatic relationships with both Russia and Ukraine and has confirmed its neutral position with respect to the tensions between Russia and Ukraine, Uzbekistan has significant economic and political relations with Russia. Russia is the main trade and economic partner of Uzbekistan. Sanctions imposed on certain Russian persons and entities by the United States, the United Kingdom, the EU and other countries in connection with the conflict in Ukraine and any other action by Russia which may result in further sanctions, could prevent Uzbekistan from trading with certain Russian counterparties, which could have a material adverse impact on Uzbekistan's trade and consequently the country's economy. In addition, given Uzbekistan's close economic relationship with Russia, there can be no assurances that individuals or businesses located in Uzbekistan, including Group's counterparties, will not themselves become subject to sanctions imposed by the United States, the United Kingdom and the EU, among other countries. The Group has historically sourced certain raw materials from Russian suppliers, including entities now subject to U.S., U.K. and EU sanctions, however, since the introduction of sanctions the Group has replaced them with alternative suppliers, such as those based in China, and no longer procures from Russian counterparties. Following the replacement of a Russian steel supplier with an alternative source, the Group identified a notable increase in steel procurement costs, which management considers to have had a material impact on the Group's operations. While the Group considers the risk of indirect exposure to Russian-origin materials through third-party suppliers to be remote, it cannot be fully excluded given the nature of the supply chain and the Group's geographic proximity to Russia. Should the existing sanctions regime be widened or should new and/or secondary sanctions be introduced in respect of the individuals or businesses located in Uzbekistan, including Group's counterparties, the Group and/or the automotive sector in Uzbekistan in general, Group's business could be adversely affected.

The Group is not subject to any sanctions prohibitions or restrictions, has no exposure to sanctioned Russian banks and does not currently have contracts or transactions with persons or entities subject to the applicable sanctions, including with any parties included in the Specially Designated Nationals and Blocked Persons List maintained by the Office of Foreign Assets Control (OFAC), or similar sanctions-related lists of designated persons maintained by EU, UK and other relevant sanctions authorities. While the Group has not experienced any material impact on its operations as a result of the Russian invasion of Ukraine apart from the increase in steel procurement costs resulting from the substitution of a Russian supplier, there remains great uncertainty as to the duration, intensity and impact of the war and the Group cannot assure that further sanctions will not be implemented or that such negative impact will not materialise in the future.

Risks Related to the Notes

Insolvency and administrative laws in the Republic of Uzbekistan could negatively affect the ability of Noteholders to enforce their rights

Uzbekistan insolvency law provides that transactions or payments entered into or made within specified time periods before a bankruptcy petition is filed or at or after the time when a bankruptcy petition is filed may be declared void by an Uzbek court. After a bankruptcy petition is filed, the subject company is prohibited from paying any debt outstanding prior to the bankruptcy proceedings, subject to specified exceptions. After the subject company becomes insolvent, creditors of that company may not effectively pursue any legal action to obtain an order for payment of indebtedness, to set aside a contract for non-payment or to enforce the creditor's rights against any asset of the debtor outside the framework of the bankruptcy proceedings. Contractual provisions, which would accelerate the payment of the debtor's obligations upon the occurrence of certain bankruptcy events, are not enforceable under Uzbekistan law. In addition, an administrator may renounce or set aside executory contracts.

Additionally, if a court orders bankruptcy proceedings, it can prohibit the sale of an asset that it deems to be essential to the continued business of the debtor, and it can postpone the payment of debts owed by the debtor. Uzbekistan insolvency law assigns priority to the payment of certain creditors, including creditors on personal

injury obligations, employees, secured creditors, the government, tort plaintiffs and certain post-petition creditors.

The Notes are pari passu securities

Subject to the restrictions on levels of indebtedness in other agreements and under prudential norms, there is no restriction on the amount of securities the Issuer may issue and which may rank equally in right of payment with the Notes. The issue of any such securities may reduce the amount investors may recover in respect of the Notes in certain scenarios as the incurrence of additional debt could affect the Issuer's ability to repay principal of, and make payments of interest on, the Notes. This could have a material adverse effect on the trading price of the Notes.

The Notes constitute unsecured obligations of the Issuer

The Issuer's obligations under the Notes will constitute unsecured obligations of the Issuer. Accordingly, any claims against the Issuer under the Notes would be unsecured claims, which would be satisfied only after any secured creditors, if at all. The ability of the Issuer to pay such claims will depend upon, among other factors, its liquidity, overall financial strength and ability to generate asset flows.

There is no public market for the Notes

There is no existing market for the Notes, and there can be no assurance regarding the future development of a market for the Notes. Application has been made to the London Stock Exchange for the Notes to be listed on the ISM. However, an active trading market in the Notes may not develop or be maintained after listing. No assurance can be made as to the liquidity of any market that may develop for the Notes, the ability of Noteholders to sell the Notes or the price at which Noteholders may be able to sell the Notes. The liquidity of any market for the Notes will depend on the number of Noteholders, prevailing interest rates, the market for similar securities and other factors, including general economic conditions and the Issuer's financial condition, performance and prospects, as well as recommendations of securities analysts. Disruptions in the global capital markets may lead to reduced liquidity, increased credit risk premiums and a reduction in investment in securities. If an active trading market does not develop or cannot be maintained, this could have a material adverse effect on the liquidity and the trading price of the Notes.

The trading price of the Notes may be volatile

The trading price of the Notes could be subject to significant fluctuations in response to actual or anticipated variations in the Issuer's operating results and those of the Issuer's competitors, adverse business developments, changes to the regulatory environment in which the Issuer operates, changes in financial estimates by securities analysts and the actual or expected sale of a large number of Notes, as well as other factors, including the credit rating of the Issuer. Historically, the market for non-investment grade debt, such as the Notes, has been subject to disruptions that cause substantial volatility in the prices of such securities. In addition, in recent years the global financial markets have experienced significant price and volume fluctuations which, if repeated in the future, could adversely affect the trading price of the Notes without regard to the Issuer's operating results, financial conditions or prospects or credit rating.

The Notes may or must be redeemed prior to maturity for certain reasons

On the occurrence of one of the early redemption events described in Condition 7, the Issuer may, or in some cases must, redeem the Notes in whole or in part together with accrued and unpaid interest at any time, and the Issuer shall redeem all outstanding Notes in accordance with the Conditions. On such redemption, or at maturity, the Issuer may not have the funds to fulfil its obligations under the Notes and it may not be able to arrange for additional financing. Further, if the Issuer is able or perceived to be able to redeem the Notes prior to their maturity then this may adversely affect the market price of the Notes from time to time.

Redemption for tax reasons – The Issuer will have the right to redeem the Notes upon the occurrence of certain changes requiring it to pay withholding taxes in excess of current levels, if any, applicable to interest or other payments on the Notes

As provided in Condition 9, all payments of principal, interest and other amounts in respect of the Notes by the Issuer shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of any nature whatsoever imposed, levied, collected, withheld or assessed by or within the Republic of Uzbekistan or any political subdivision or any authority thereof or therein having power to tax, unless such withholding or deduction is required by law. In the event that any such withholding or deduction is required by law, the Issuer shall (subject to certain exceptions) pay such additional amounts as will result in the receipt by the Noteholders of such amounts as would have been received by them had no such withholding or deduction been required as more fully described in Condition 9.

As described in Condition 7.8 the Issuer will have the right to redeem the Notes in whole, but not in part, at any time, if (i) the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 9 as a result of any change in, or amendment to, the laws or regulations of the Republic of Uzbekistan or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations, which change or amendment has become or becomes effective on or after the Issue Date and (ii) such obligation cannot be avoided by the Issuer taking certain reasonable measures available to it. Upon such a redemption, investors in such Notes might not be able to reinvest the amounts received at a rate that will provide the same rate of return as their investment in the Notes. This redemption feature is also likely to limit the market value of the Notes at any time when the Issuer has the right to redeem them as provided above, as the market value at such time will generally not rise substantially above the price at which they can be redeemed. This may similarly be true in the period before such time when any relevant change in law or regulation is yet to become effective.

Modification and waivers

The Conditions contain provisions for calling meetings of the Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority. The Conditions also provide that the Trustee may, without the consent of Noteholders, agree to (i) any modification of certain provisions of the Notes, the Paying Agency Agreement or the Trust Deed which in the opinion of the Trustee is of a formal, minor or technical nature and is made to correct a manifest error, (ii) any other modification thereof (subject as provided in the Trust Deed) or any waiver or authorisation of any breach or proposed breach thereof which in the opinion of the Trustee is not materially prejudicial to the interests of the Noteholders.

The Notes may only be transferred in accordance with the procedures of the depositaries in which the Notes are deposited and investors will have to rely on these procedures for transfer, payment and communication with the Issuer and any enforcement of their rights

Except in limited circumstances, the Notes will be only in global form, with interests therein held through the facilities of DTC and/or Euroclear and/or Clearstream, Luxembourg. Ownership of beneficial interests in the Notes is shown on, and the transfer of that ownership is effected only through, records maintained by DTC and/or Euroclear and/or Clearstream, Luxembourg, or their nominees and the records of their participants. The laws of some jurisdictions may require that certain purchasers of securities take physical delivery of such securities in definitive form. These laws may impair the ability to transfer beneficial interests in the Notes. Because DTC and/or Euroclear and/or Clearstream, Luxembourg, can only act on behalf of their participants, which, in turn, act on behalf of owners of beneficial interests held through such participants and certain banks, the ability of a person having a beneficial interest in a Note to pledge or transfer such interest to persons or entities that do not participate in the DTC and/or Euroclear and/or Clearstream, Luxembourg systems may be impaired.

While the Notes are represented by Global Notes, the Issuer will discharge its payment obligation under the Notes by making payment through the relevant clearing systems. A holder of a beneficial interest in a Global Note must rely on the procedures of the relevant clearing system and its participants to receive payments under

the Notes. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in any Global Note.

Holders of beneficial interests in a Global Note will not have a direct right to vote in respect of the notes so represented or to directly enforce their rights therein. Instead, such holders will be permitted to act only to the extent that they are enabled by the relevant clearing system and its participants to appoint appropriate proxies and otherwise in reliance on the procedures of DTC, Euroclear and Clearstream, Luxembourg and/or direct participants in such clearing systems. The Issuer cannot guarantee that procedures implemented for the granting of such proxies will be sufficient to enable holders of beneficial interests in the Global Notes to vote on any requested actions, enforce the rights of Noteholders with respect to the Global notes or take any other action on a timely basis or at all.

The Notes may be issued with OID for U.S. federal income tax purposes

The Notes may be issued with OID for U.S. federal income tax purposes. If the stated principal amount of the Notes exceeds their “issue price” by an amount equal to or more than a statutorily defined de minimis amount, the Notes will be treated as issued with OID for U.S. federal income tax purposes. In such case, U.S. Holders (as defined in “*Taxation — Certain U.S. Federal Income Tax Considerations*”) would be required to include any amounts representing OID in gross income (as ordinary income) on a constant yield to maturity basis for U.S. federal income tax purposes in advance of the receipt of cash payments to which such income is attributable regardless of their regular method of accounting for U.S. federal income tax purposes. For further discussion, see “*Taxation — Certain U.S. Federal Income Tax Considerations*”.

USE OF PROCEEDS

The net proceeds from this Offering, after payment of commissions related to the Offering, will be approximately U.S.\$349.3 million. This figure does not include expenses related to the Offering and admission to trading, estimated to be approximately U.S.\$1.5 million.

The Issuer will use the net proceeds from the issuance of the Notes for general corporate purposes, for purchases of the 2026 Notes validly tendered by holders in connection with the tender offer on the terms and subject to conditions set out in the Tender Offer Memorandum dated on or around 10 November 2025, and repayment and refinancing of loans from other financial institutions.

CAPITALISATION

The following table sets forth the Group's capitalisation as at 30 June 2025 and has been extracted or derived from the Financial Statements. For further information regarding the Group's financial position, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Financial Statements included elsewhere in this Offering Memorandum.

	As at 30 June 2025 (U.S.\$ thousand)
BORROWINGS	
Non-current borrowings	74,732
Current borrowings	459,610
Total borrowings	534,342
EQUITY	
Share capital	358,144
Share premium	4,643
Additional paid in capital	131,731
Other reserves	96,604
Retained earnings	686,294
Cumulative translation differences	(192,403)
Total equity	1,085,013
Total equity and non-current borrowings	1,619,355

There have been no material changes in the capitalisation of the Group since 30 June 2025, other than the following: (i) in July-August 2025, the Group declared dividends in the amount of U.S.\$11,295 thousand and fully paid all declared dividends, (ii) in July 2025, the Group also drew U.S.\$17,773 thousand under a loan agreement with Ipoteka Bank, and (iii) in August 2025, the Group repaid borrowings from Deutsche Bank in the amount of U.S.\$40 million.

SELECTED FINANCIAL INFORMATION

The following selected financial information covers the six months ended 30 June 2025 and 2024 and for the years ended 31 December 2024, 2023 and 2022.

The financial information presented in this discussion as at and for the six months ended 30 June 2025 and 2024 has been derived without material adjustment from the Interim Financial Statements. The financial information presented in this discussion as at and for the years ended 31 December 2024 and 2023 has been derived without material adjustment from the 2024 Annual Financial Statements included elsewhere in this Offering Memorandum. The financial information as at and for the year ended 31 December 2022 has been derived without material adjustment from the comparative information in the 2023 Annual Financial Statements included elsewhere in this Offering Memorandum. This section should be read in conjunction with the Financial Statements and the notes thereto, and the other financial information included elsewhere in this Offering Memorandum.

This discussion contains forward-looking statements that involve risks and uncertainties. See “Cautionary Statement Regarding Forward-Looking Statements”. Actual results could differ materially from those anticipated in such forward-looking statements as a result of a variety of factors, including the risks discussed in the “Risk Factors” section of this Offering Memorandum.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION DATA

The table below shows the Group’s consolidated statement of financial position as at 30 June 2025 and as at 31 December 2024, 2023 and 2022.

	As at 30 June	As at 31 December		
	2025	2024	2023 (Restated)	2022 (Restated)
	(U.S.\$ thousand)			
Assets				
Non-current assets				
Property, plant and equipment.....	368,477	391,783	431,091	454,518
Intangible assets	1,536	1,639	1,409	1,773
Restricted deposits.....	14,042	29,233	85,601	209,361
Bank deposits	98,245	166,939	349,361	175,781
Trade and other receivables.....	115,059	137,340	—	—
Loans issued	6,387	271	7,768	5,856
Other non-current assets	74,854	85,730	112,745	115,780
Investment in associate.....	10,410	9,695	14,322	15,068
Total non-current assets	689,010	822,630	1,002,297	978,137
Current assets				
Cash and cash equivalents.....	44,157	42,792	55,522	96,560
Restricted cash	9,842	15,779	10,561	65,613
Bank deposits	16	97,480	43,830	432,132
Restricted deposits.....	31,564	13,875	198,100	44
Loans issued	2,758	2,787	4,478	5,538
Trade and other receivables.....	377,257	310,380	170,107	180,519
Advances paid to suppliers.....	99,038	164,887	237,050	339,522
Income tax prepayments.....	—	—	464	8,054
Inventories.....	1,243,445	993,493	1,241,285	1,181,970
Total current assets	1,808,077	1,641,473	1,961,397	2,309,952
Total assets.....	2,497,087	2,464,103	2,963,694	3,288,089
Equity				
Share capital	358,144	358,144	358,144	357,790
Share premium	4,643	4,643	4,643	—
Additional paid in capital	131,731	131,731	131,731	131,611
Other reserves.....	96,604	96,604	96,604	96,604
Retained earnings/(Accumulated deficit)	686,294	531,479	370,292	163,896
Cumulative translation differences	(192,403)	(214,377)	(175,220)	(109,605)
Equity attributable to the Company’s owners	1,085,013	908,225	786,194	640,296
Non-controlling interest	—	576	519	513
Total equity	1,085,013	908,801	786,713	640,809
Liabilities				

	As at 30 June	As at 31 December		
	2025	2024	2023 (Restated)	2022 (Restated)
		(U.S.\$ thousand)		
Non-current liabilities				
Borrowings.....	74,732	364,025	401,032	302,707
Deferred income tax liability.....	16,823	16,176	21,501	23,578
Other non-current liabilities	3,873	3,794	6,385	4
Total non-current liabilities.....	95,428	383,995	428,918	326,289
Current liabilities				
Borrowings.....	459,610	68,633	58,962	9,870
Trade and other payables.....	654,822	608,267	809,803	495,267
Income tax payable.....	11,172	3,138	—	—
Other taxes payables.....	6,708	4,160	4,087	3,546
Contract liabilities	132,027	358,718	815,424	1,772,990
Dividends and in-kind distributions	49,622	124,951	57,528	30,165
Other liabilities.....	2,685	3,440	2,259	9,153
Total current liabilities	1,316,646	1,171,307	1,748,063	2,320,991
Total liabilities	1,412,074	1,555,302	2,176,981	2,647,280
Total equity and liabilities	2,497,087	2,464,103	2,963,694	3,288,089

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME DATA

The table below shows the Group's consolidated statement of profit or loss and other comprehensive income for six months ended 30 June 2025 and 2024 and years ended 31 December 2024, 2023 and 2022.

	Six months ended 30 June		Year ended 31 December		
	2025	2024	2024	2023	2022 (Restated)
			(U.S.\$ thousand)		
Revenue from contracts with customers.....	1,643,727	1,868,937	4,239,586	4,609,608	3,298,349
Cost of sales	(1,452,038)	(1,568,822)	(3,657,419)	(3,978,952)	(2,867,589)
Gross profit	191,689	300,115	582,167	630,656	430,760
General and administrative expenses	(31,763)	(31,962)	(61,064)	(71,972)	(77,542)
Selling expenses	(49,567)	(53,065)	(128,309)	(108,130)	(84,140)
Expected credit (losses)/recovery on trade and other receivables.....	11,602	(9,181)	(10,272)	691	(10,252)
Share of results of associate	501	(156)	173	654	697
Loss on decrease of ownership in associate	—	(4,268)	(4,239)	—	—
Other operating income	11,325	2,138	4,811	17,270	22,255
Operating profit.....	133,787	203,621	383,267	469,169	281,778
Finance income	44,227	29,671	65,562	44,325	38,003
Finance costs	(22,940)	(24,003)	(45,698)	(35,819)	(15,940)
Net foreign exchange gain/(loss).....	15,841	(4,634)	(25,609)	(82,284)	(29,717)
Profit before income tax.....	170,915	204,655	377,522	395,391	274,124
Income tax expense	(24,326)	(27,952)	(62,574)	(61,626)	(38,190)
Profit for the period	146,589	176,703	314,948	333,765	235,934
Other comprehensive loss:					
<i>Items that will not be reclassified to profit or loss:</i>					
Exchange differences on translation to presentation currency.....	21,974	(13,430)	(39,157)	(65,615)	(21,183)
Total comprehensive income for the period...	168,563	163,273	275,791	268,150	214,751
Profit is attributable to:					
Owners of the Company	146,595	176,708	314,970	333,759	235,959
Non-controlling interest	(6)	(5)	(22)	6	(25)
Total comprehensive income is attributable to:					
Owners of the Company	168,569	163,278	275,811	268,144	214,776
Non-controlling interest	(6)	(5)	(22)	6	(25)

SELECTED CONSOLIDATED STATEMENT OF CASH FLOWS DATA

The table below summarises the Group's consolidated statement of cash flows for six months ended 30 June 2025 and 2024 and years ended 31 December 2024, 2023 and 2022.

	Six months ended 30 June		Year ended 31 December		
	2025	2024	2024	2023	2022 (Restated)
	(U.S.\$ thousand)				
Operating cash flows before working capital changes	155,891	248,012	461,004	526,925	321,362
Operating cash flows after working capital changes	(199,687)	(171,284)	63,981	(185,410)	708,132
Net cash (used in)/from operating activities	(216,675)	(194,701)	2,113	(249,714)	676,437
Net cash from/(used in) investing activities	144,720	155,836	94,255	153,364	(606,179)
Net cash from/(used in) financing activities	73,562	(16,064)	(125,956)	61,746	(104,396)
Effect of exchange rate changes on cash and cash equivalents	(985)	21,644	21,324	(907)	(614)
The effect of translation to presentation currency	743	(9,900)	(4,446)	(5,527)	(4,708)
Cash and cash equivalents at the beginning of the period/ year	42,792	55,522	55,522	96,560	136,020
Cash and cash equivalents at the end of the period/ year	44,157	12,337	42,792	55,522	96,560

NON-IFRS INFORMATION

Adjusted EBITDA is calculated as profit for the year/period adjusted to add back or subtract, as the case may be, finance costs, finance income, income tax expense/(credit), net foreign exchange gain/(loss) and depreciation and amortisation. Adjusted EBITDA for LTM June 2025 and LTM June 2024 is calculated as the six-month Adjusted EBITDA plus the difference between the prior year's full-year Adjusted EBITDA and the prior year's first-half Adjusted EBITDA. Adjusted EBITDA is not a measure of performance under IFRS, see "Presentation of financial and other information—Non-IFRS measures".

The table below shows a reconciliation of the Group's Adjusted EBITDA and Adjusted EBITDA margin to its profit for each of years ended 31 December 2024, 2023 and 2024 and for the six months ended 30 June 2025 and the last twelve months ended 30 June 2025 and 2024.

	Six months period ended 30 June		Year ended 31 December			LTM June	
	2025	2024	2024	2023	2022 (Restated)	2025	2024
	(U.S.\$ thousand, except where otherwise stated)						
Profit for the period	146,589	176,703	314,948	333,765	235,934	284,834	406,865
Add/(subtract):							
Finance costs	22,940	24,003	45,698	35,819	15,940	44,635	44,995
Finance income	(44,227)	(29,671)	(65,562)	(44,325)	(38,003)	(80,118)	(50,249)
Income tax expense	24,326	27,952	62,574	61,626	38,190	58,948	73,043
Net foreign exchange gain/(loss)	(15,841)	4,634	25,609	82,284	29,717	5,134	77,288
Depreciation ⁽¹⁾	29,444	28,676	59,800	62,237	34,604	60,568	60,439
Adjusted EBITDA	163,231	232,297	443,067	531,406	316,382	374,001	612,381
Revenue from contracts with customers	1,643,727	1,868,937	4,239,586	4,609,608	3,298,349	4,014,376	4,534,660
Adjusted EBITDA margin	9.9%	12.4%	10.5%	11.5%	9.6%	9.3%	13.5%

Note:

- (1) Comprises depreciation included in cost of sales, general and administrative expenses and selling expenses. See note 21 to the Interim Financial Statements and notes 23, 24 and 25 to the Annual Financial Statements.

The table below shows selected consolidated ratios, including certain non-IFRS measures for the Group as at and for the six months ended 30 June 2025 and 2024, as at and for the years ended 31 December 2024, 2023

and 2022 and the last twelve months ended 30 June 2025 and 2024. Each of these ratios is an APM, see “Presentation of Financial and Other Information—Non-IFRS Measures”.

	As at/ Six months ended 30 June		As at / Year ended 31 December			As at 30 June / LTM June	
	2025	2024	2024	2023 (Restated)	2022 (Restated)	2025	2024
Gross profit margin ⁽¹⁾	11.7%	16.1%	13.7%	13.7%	13.1%	11.8%	15.8%
Adjusted EBITDA margin ⁽²⁾	9.9%	12.4%	10.5%	11.5%	9.6%	9.3%	13.5%
Operating margin ⁽³⁾	8.1%	10.9%	9.0%	10.2%	8.5%	7.8%	12.2%
Profit margin ⁽⁴⁾	8.9%	9.5%	7.4%	7.2%	7.2%	7.1%	9.0%
Return on equity ⁽⁵⁾	14.7%	20.7%	37.2%	46.8%	39.8%	28.5%	52.9%
Return on assets ⁽⁶⁾	5.9%	6.5%	11.6%	10.7%	8.6%	11.4%	15.2%
Total Indebtedness / Adjusted EBITDA ⁽⁷⁾	3.7x	2.3x	1.1x	1.0x	1.4x	1.6x	0.9x
Net Indebtedness / Adjusted EBITDA ⁽⁸⁾	3.4x	2.3x	1.0x	0.9x	0.9x	1.5x	0.9x
Net debt / Adjusted EBITDA ⁽⁹⁾	2.9x	1.9x	0.8x	0.7x	0.5x	1.3x	0.7x
Payables turnover ⁽¹⁰⁾ (days)....	159	157	71	60	60	62	50
Inventory turnover ⁽¹¹⁾ (days)....	281	291	112	111	123	129	119

Notes:

- (1) Gross profit divided by revenue from contracts with customers. For LTM June 2025 and LTM June 2024, gross profit and revenue from contracts with customers are calculated on an LTM basis. “LTM June 2025/2024” means the last twelve months ended 30 June 2025/2024, calculated as the sum of (a) the respective line item balance in the interim condensed consolidated statement of profit or loss and other comprehensive income for the six months ended 30 June 2025/2024 and (b) the difference between the respective line item balance in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December of the preceding year and the respective line item balance in the interim condensed consolidated statement of profit or loss and other comprehensive income for the six months ended 30 June of that preceding year.
- (2) Adjusted EBITDA divided by revenue from contracts with customers. For LTM June 2025 and LTM June 2024, Adjusted EBITDA and revenue from contracts with customers are calculated on an LTM basis.
- (3) Operating profit divided by revenue from contracts with customers. For LTM June 2025 and LTM June 2024, profit and revenue from contracts with customers are calculated on an LTM basis.
- (4) Profit for the year / period divided by revenue from contracts with customers.
- (5) Profit for the year / period divided by average total equity as at the end of the year/period. Average total equity is calculated as the sum of the balance at the start and end of each year/period divided by two. For LTM June 2025 and LTM June 2024, profit is calculated on an LTM basis, and average total equity is based on the opening and closing balances for the relevant twelve-month period.
- (6) Profit for the year/period divided by average total assets as at the end of the year/period. Average total assets are calculated as the sum of the balance at the start and end of each year/period divided by two. For LTM June 2025 and LTM June 2024, profit is calculated on an LTM basis, and average total assets is based on the opening and closing balances for the relevant twelve-month period.
- (7) Total indebtedness (defined as sum of total borrowings and guarantee) divided by Adjusted EBITDA, as set out in the table below; For LTM June 2025 and LTM June 2024, Adjusted EBITDA is calculated on an LTM basis.

	30 June		31 December		2022
	2025	2024	2024	2023	(Restated)
		(U.S.\$ thousand, except where otherwise stated)			
Total borrowings (as at)	534,342	456,685	432,658	459,994	312,577
Guarantee (as at).....	71,112	94,958	66,849	96,934	133,000
Total Indebtedness	605,454	551,643	499,507	556,928	445,577
Adjusted EBITDA (for the LTM in the period ended).....	374,001	612,381	443,067	531,406	316,382
Total Indebtedness / Adjusted EBITDA	1.6x	0.9x	1.1x	1.0x	1.4x

- (8) Total net indebtedness (defined as sum of total borrowings and guarantee, less cash and cash equivalents and less restricted cash) divided by Adjusted EBITDA, as set out in the table below; For LTM June 2025 and LTM June 2024, EBITDA is calculated on an LTM basis.

	30 June		31 December		2022
	2025	2024	2024	2023	(Restated)
		(U.S.\$ thousand, except where otherwise stated)			
Total borrowings (as at)	534,342	456,685	432,658	459,994	312,577

Guarantee (as at).....	71,112	94,958	66,849	96,934	133,000
Total Indebtedness	605,454	551,643	499,507	556,928	445,577
Cash and cash equivalents (as at).....	(44,157)	(12,337)	(42,792)	(55,522)	(96,560)
Restricted cash (as at)	(9,842)	(12,040)	(15,779)	(10,561)	(65,613)
Total Net Indebtedness	551,455	527,266	440,936	490,845	283,404
Adjusted EBITDA (for the LTM in the period ended).....	374,001	612,381	443,067	531,406	316,382
Total Net Indebtedness / Adjusted EBITDA...	1.5x	0.9x	1.0x	0.9x	0.9x

- (9) Net debt (defined as total borrowings, less cash and cash equivalents and less restricted cash) divided by Adjusted EBITDA, as set out in the table below. For LTM June 2025 and LTM June 2024, Adjusted EBITDA is calculated on an LTM basis.

	30 June		31 December		2022
	2025	2024	2024	2023	(Restated)
		<i>(U.S.\$ thousand, except where otherwise stated)</i>			
Total borrowings (as at).....	534,342	456,685	432,658	459,994	312,577
Cash and cash equivalents (as at).....	(44,157)	(12,337)	(42,792)	(55,522)	(96,560)
Restricted cash (as at)	(9,842)	(12,040)	(15,779)	(10,561)	(65,613)
Net debt	480,343	432,308	374,087	393,911	150,404
Adjusted EBITDA (for the LTM in the period ended)	374,001	612,381	443,067	531,406	316,382
Net debt / Adjusted EBITDA	1.3x	0.7x	0.8x	0.7x	0.5x

- (10) Average trade and other payables divided by cost of sales for the period and multiplied by 365. Average trade and other payables are calculated as the sum of the balance at the start and end of each year/period divided by two. For LTM June 2025 and LTM June 2024, cost of sales is calculated on an LTM basis.
- (11) Average inventories divided by cost of sales for the period and multiplied by 365. Average inventories are calculated as the sum of the balance at the start and end of each year/period divided by two. For LTM June 2025 and LTM June 2024, cost of sales is calculated on an LTM basis.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with the information set out in "Presentation of financial and other information", "Selected financial information" and the Financial Statements included elsewhere in this Offering Memorandum.

The discussion of the Group's financial condition and results of operations is based upon the Financial Statements which have been prepared in accordance with IFRS Accounting Standards. This discussion contains forward-looking statements that involve risks and uncertainties. The Group's actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those discussed below and elsewhere in this document, particularly under the headings "Cautionary statement regarding forward-looking statements" and "Risk factors".

See "Presentation of Financial and Other Information" for a discussion of the source of the numbers presented in this section and certain other relevant information.

Overview

The Company is the largest automobile producer in Central Asia, holding an estimated 81% share of the Uzbekistan passenger car market in 2024. The Company's principal business is the production and sale of passenger cars and associated spare parts, primarily in Uzbekistan and other countries in the CIS, particularly Kazakhstan.

The Company, headquartered in Asaka, Uzbekistan, is indirectly 99.7% owned by JSC "Uzavtosanoat", a state-owned enterprise and the largest automobile manufacturing group in Central Asia and the CIS. JSC "Uzavtosanoat" comprises about 50 enterprises across the automotive value chain, including vehicle assembly plants, component suppliers and a large dealer network.

Vehicles and spare parts are sold in Uzbekistan under the Chevrolet brand and, for export sales, pursuant to the agreement with GM, branded as Ravon between 2015 and 2020 and, since then, under the Chevrolet brand. The Group operates in an alliance with GM to produce low-cost, entry-level vehicles on GM's GEM platform.

The Group has an aggregate annual production capacity of over 515,000 Chevrolet passenger cars through its production facilities in Asaka in the Andijan region and Pitnak in the Khorezm region. Most of the Group's passenger cars are produced on a CKD basis (meaning that the Group purchases car components and materials from which it manufactures cars in its production facilities), with more than 51% of the value of components, including engines, sourced locally in Uzbekistan. The Group's current CKD models include the Damas, Labo, Cobalt, Tracker and Onix.

Since 2019, the Group has supplemented its CKD output with imports of Chevrolet passenger cars on a SUP basis (meaning that the entire completed car is imported) for sale in Uzbekistan and, in certain cases, for dismantling into a SKD kits for export assembly. The Group's SUP sales comprise imported Chevrolet models including the Malibu, Captiva, Equinox, Traverse and Tahoe, which are sold in Uzbekistan and selected neighbouring markets.

In each of 2024, 2023 and 2022, the Group produced 391,903, 395,395 and 327,639 cars, respectively, of which 5,578, 8,761 and 10,978 cars were imported on an SUP basis.

For the six months ended 30 June 2025 and 2024, the Group produced 181,817 and 176,200 cars, respectively, with 1,093 and 2,790 cars imported on an SUP basis.

As at 1 September 2025, the Group employed 14,686 employees, and as at 30 June 2025 it had total assets of U.S.\$2,497 million.

In the six months ended 30 June 2025 and 2024, the Group sold 156,493 and 171,896 cars, respectively, generating revenue from contracts with customers of U.S.\$1,644 million and U.S.\$1,869 million and recording a profit for the period of U.S.\$147 million and U.S.\$177 million, respectively.

Segment Reporting

The Group has two operating segments:

- CKD – manufacturing of automobiles in Asaka and Pitnak regions and selling them in Uzbekistan and Kazakhstan. The models include Damas, Labo, Cobalt, Onix and Tracker;
- SUP – selling imported automobiles on a local market. The models include Chevrolet Tahoe, Traverse, Equinox, Captiva and Malibu which are imported from China, Republic of Korea and USA.

The Group's management does not review the segments by assets. All other segments – manufacturing and sale of spare parts in Uzbekistan and Kazakhstan and other activities, which are not reportable operating segments, as they are not separately reviewed by the management to make decisions about resources to be allocated and assess its performance. The Group does not have material operations outside of the Republic of Uzbekistan.

All other segments – manufacturing and sale of spare parts in Uzbekistan and Kazakhstan and other activities, which are not reportable operating segments, as they are not separately reviewed by the management in order to make decisions about resources to be allocated and assess its performance.

Restatement of Prior Year Figures

Subsequent to the issuance of the Group's 2023 Financial Statements, the Group's management identified an error in the recognition of goods in transit as at 31 December 2023. Inventories and relevant liabilities were not appropriately recorded in the consolidated statement of financial position as at 31 December 2023.

Management has subsequently accounted for goods in transit and corresponding liabilities, and have retrospectively corrected the consolidated statement of financial position for the year ended 31 December 2023 as below:

	As previously reported	Adjustment (U.S.\$ thousand)	As restated
Inventories.....	1,212,770	28,515	1,241,285
Total current assets	1,932,882	28,515	1,961,397
TOTAL ASSETS	2,935,179	28,515	2,963,694
Trade and other payables.....	781,288	28,515	809,803
Total current liabilities.....	1,719,548	28,515	1,748,063
TOTAL LIABILITIES	2,148,466	28,515	2,176,981
TOTAL EQUITY AND LIABILITIES	2,935,179	28,515	2,963,694

In addition, subsequent to the issuance of the Group's financial statements for the year ended 31 December 2022, the Group's management identified certain errors requiring restatement. These included (i) the application of IFRS 15 (Revenue from Contracts with Customers) in respect of contract revenue recognition in one of the Group's subsidiaries, and (ii) the classification of certain advances paid to GM Korea, which were initially recorded as property, plant and equipment rather than advances to suppliers. The Group has corrected these items retrospectively. Accordingly, the comparative information has been restated in the 2023 Annual Financial Statements, comprising the restatement of the Group's consolidated statement of financial position as at 1 January 2022 and the restatement of the Group's consolidated statements of profit or loss and other comprehensive income and cash flows for the year ended 31 December 2022.

RECENT DEVELOPMENTS

The Unaudited Q3 Results (as defined below) are not comparable with the Financial Statements presented elsewhere in this Offering Memorandum, as they are prepared under different accounting standards and for a different reporting period. These results are provided solely to illustrate recent operating trends and should not be interpreted as an indication of the Company's actual performance under IFRS Accounting Standards.

Since the publication of its Interim Financial Statements, the Company has reported unaudited, unreviewed interim management accounts prepared in accordance with local statutory accounting standards for the third

quarter ended 30 September 2025 (“**Unaudited Q3 Results**”). The Company reported the Unaudited Q3 Results in accordance with Uzbek regulatory requirements for joint-stock companies.

The Unaudited Q3 Results show an improvement in performance during the third quarter of 2025 compared to the performance during the six months ended 30 June 2025. In the first half of 2025, the Company sold approximately 15 thousand fewer vehicles compared to the first half of 2024, primarily due to changes in its instalment programme. The programme was temporarily put on hold in September 2024 to manage strong demand and cash flow and was resumed in March 2025 with revised terms, including a reduction in the maximum repayment period from up to 36 months to 24-30 months. These changes reduced affordability for customers and resulted in lower sales volumes in the first half of 2025.

Compared with the third quarter of 2024, revenue decreased by around 13%, while net profit declined by only about 4%, supported by lower production costs and changes in the sales and financing structure. According to the Unaudited Q3 Results, total assets and equity increased between 1 July and 30 September 2025, reflecting earnings retention and partial repayment of bank borrowings.

Starting in June 2025, the Company replaced its internally financed instalment programme with a bank-financed model. Under this model, the Company receives full payment for vehicles upfront, while the associated credit risk is carried by the financing banks. The roll-out of the new model is taking place in two stages:

- Stage 1 – commenced in June 2025 – offering 0% interest loans for up to 24 months, with down-payments at 50%. Down-payments can be reduced to 20% with repayment terms of up to 60 months, with low (below market) interest rates. During the third quarter of 2025, sales of Tracker and Onix models reached approximately 8 thousand vehicles, still below levels recorded in 2024.
- Stage 2 – commenced in October 2025 – offering 0% interest loans for up to 36 months, with 40-50% down-payments. Similar to Stage 1, down-payments can be reduced to 20% and repayment terms extended to up to 60 months, at low (below market) interest rates. This structure provides terms similar to the 2024 instalment programme but is fully financed by partner banks. In October 2025, sales exceeded 18 thousand vehicles.

For the year-to-date ending 30 October 2025, sales under the Company’s special financing programmes for Tracker and Onix models amounted to 47,111 vehicles, surpassing total 2024 sales of 40,144 vehicles under such programmes.

PRINCIPAL FACTORS AFFECTING RESULTS OF OPERATIONS

The following is a discussion of the principal factors that have affected, or are expected to affect, the Group’s results of operations.

Macroeconomic conditions

The Group’s results of operations and financial condition are substantially affected by macroeconomic developments in Uzbekistan, where all of its production facilities are located and where it sells the majority of its vehicles, as well as in other markets to which it exports passenger cars.

Uzbekistan’s economy continues to record robust growth, supported by structural reforms, rising domestic demand, and investment in key industries, including automotive manufacturing. Real GDP grew by 6.5% in 2024 and by 7.2% year-on-year in the first half of 2025, according to the National Statistics Committee. Growth in the January–June 2025 period was driven primarily by the services sector (contributing 4.0 percentage points to GDP growth), industry (1.6 percentage points) — with the automotive sector a notable contributor — construction (0.8 percentage points), and agriculture, forestry and fisheries (0.6 percentage points). The IMF projects real GDP growth of 5.9% in 2025, gradually stabilising at 5.7% by 2030, with nominal GDP forecast to rise from UZS 1,733 trillion (U.S.\$139.7 billion) in 2025 to UZS 3,277 trillion (U.S.\$264.2 billion) by 2030.

Despite the supportive macroeconomic backdrop, the Group’s revenue and profitability in the six months ended 30 June 2025 declined compared to the same period in 2024, primarily due to lower domestic vehicle sales volumes, an unfavourable shift in model mix, and margin pressure from imported input costs.

In addition, the investment and financing environment in Uzbekistan remains a key determinant of consumer purchasing power and vehicle affordability. Changes in domestic interest rates, access to auto loans, and government-backed consumer credit programmes can significantly affect sales volumes. Any tightening of credit conditions, whether due to monetary policy changes or banking sector constraints, could reduce demand for new vehicles, particularly in the mid - and lower-priced segments where financing plays a larger role.

	Year ended 31 December			
	2025F ⁽¹⁾	2024	2023	2022
Nominal GDP at current prices, <i>UZS trillion</i>	1,733	1,455	1,204	996
Real GDP growth year-on-year, total (%)	5.9	6.5	6.3	5.7
GDP per capita at current prices, <i>USD</i>	3,487	3,113	2,774	2,430
Inflation (%)	8.4	9.8	8.8	12.3

(1) Forecast. Sources: National Statistics Committee; IMF; Eurasian Development Bank.

Inflation remains elevated, at 8.4% in 2025, above the CBU's 5% medium-term target, prompting the CBU to raise its policy rate in March 2025. Planned phased increases in administered tariffs, as the Government moves towards full market pricing by 2027–2028, could add to inflationary pressures in the medium term.

The automotive sector continues to benefit from rising incomes, positive demographic trends, and increasing motorisation. As at June 2025, there were on average 59 passenger cars per 100 households, up from 49 in 2020 and 21 in 2010. As at 1 April 2025, 4.21 million passenger cars were registered to individuals, representing 93% of the total vehicle fleet, with an increase of almost 80,000 units in the first quarter alone. Domestic production has expanded sharply, with 764,800 automobile bodies produced in January–June 2025 — more than triple the output in the same period of 2024 — reflecting capacity expansion and strong demand.

While these trends support the Group's sales outlook, its performance remains sensitive to macroeconomic volatility. Changes in GDP growth, inflation, interest rates, currency exchange rates, consumer purchasing power, or government policy could materially affect vehicle affordability, financing availability, and demand. A slowdown in Uzbekistan's economic growth, or in the Group's key export markets, could negatively impact sales volumes, pricing power, and profitability.

Currency devaluation

The functional currency of each of the Group's consolidated entities is the soum and its presentation currency for the purposes of the Financial Statements is the U.S. dollar. In accordance with IFRS, monetary assets and liabilities in currencies other than soum are translated into soum at the official exchange rate of the CBU at the end of each reporting period (transactional currency risk), with any resulting gains or losses recognised in profit or loss. In addition, the Group's results and financial position are translated into U.S. dollars for presentation purposes (translation currency risk), with resulting exchange differences recognised in other comprehensive income/(loss).

The Group's cost base is highly sensitive to exchange rate movements because a substantial majority of raw materials, spare parts and components are imported and denominated in foreign currencies. In 2024, raw materials and spare parts costs were USD 3,348 million (2023: USD 3,879 million), representing approximately 91.5% of total cost of sales (2023: 97.5%). Most of these imports are priced in U.S. dollars, euro or, since 2024, Chinese yuan, while a large portion of domestic purchases from local suppliers are also FX-indexed. As a result, devaluation of the soum increases costs in local currency terms and can compress gross margins if not offset by price increases or efficiency gains.

Historically, periods of sharper soum depreciation — such as in 2020 and again in 2023–2024 — have increased the cost of imported inputs in soum terms, even when measured costs in U.S. dollar terms were stable or declining. In 2020, for example, the Group's cost of sales decreased in U.S. dollar terms but increased in soum terms following a significant depreciation of the soum against the U.S. dollar.

Looking forward, although the soum is forecast to remain relatively stable in 2025–2026, any renewed depreciation of 5–10% could erode gross margins by several percentage points, given the current import-cost share. In addition, FX volatility impacts the translation of export revenues into U.S. dollars and the servicing of any foreign-currency-denominated debt. The Group does not engage in material long-term hedging, relying

instead on limited natural hedges between foreign-currency revenues and costs, so its results remain exposed to currency movements.

In addition, the investment and financing environment in Uzbekistan remains a key determinant of consumer purchasing power and vehicle affordability. Changes in domestic interest rates, access to auto loans, and government-backed consumer credit programmes can significantly affect sales volumes. Any tightening of credit conditions, whether due to monetary policy changes or banking sector constraints, could reduce demand for new vehicles, particularly in the mid - and lower-priced segments where financing plays a larger role.

Changes in demand and prices

Uzbekistan is the largest vehicle producer in the CIS region, with sustained growth in domestic demand driven by favourable demographics, rising incomes, and still relatively low car ownership rates. According to the Uzbekistan National Statistics Committee, there were approximately 4.2 million passenger cars registered as at April 2025, equivalent to roughly 120 cars per 1,000 inhabitants, with the fleet growing by nearly 80,000 units in the first quarter alone.

The Group maintained a strong domestic market position over the review period. In the first half of 2025, total vehicle sales in Uzbekistan reached 177,872 units, of which the Group sold 156,493, with the share of 80% of the domestic market. ADM Jizzakh ranked second with 19,672 units sold (11%), while new entrants such as BYD Uzbekistan Factory achieved notable volumes, selling 9,708 units (5%). The Chevrolet brand remained the clear leader with 141,969 units sold across the market in the six months ended 30 June 2025, with the Chevrolet Cobalt, Damas and Tracker being the most popular models.

Domestic sales revenue decreased by USD 236.7 million, or 13.9%, from USD 1,703.2 million in the six months ended 30 June 2024 to USD 1,466.5 million in the six months ended 30 June 2025, primarily due to lower sales volumes of higher-margin CKD Asaka models, the impact of instalment sales introduced in late August 2024, and increased competition in certain segments. Export sales revenue increased by USD 11.5 million, or 6.9%, from USD 165.7 million in the six months ended 30 June 2024 to USD 177.2 million in the six months ended 30 June 2025, supported by higher shipments of Cobalt and GEM models to CIS markets, particularly Kazakhstan.

Domestic sales volumes for the Group increased from 283 thousand units in 2022 to 370 thousand units in 2023 and 354 thousand units in 2024, reflecting steady consumer demand and the successful introduction of new models under the GEM platform, such as the Chevrolet Onix and Tracker, alongside refreshed existing models. Exports also grew during this period, particularly to Kazakhstan, Armenia, Mongolia and Georgia, although a small number of markets still account for a disproportionate share of volumes, exposing the Group to concentration risks.

Pricing remains heavily influenced by imported materials and components, which are largely sourced from Korea, China and other countries and denominated in U.S. dollars, euros or yuan. Currency movements, including the approximately 10% depreciation of the soum against the U.S. dollar in 2023, have prompted periodic domestic and export price adjustments. Shifts in model mix towards higher-specification GEM-platform vehicles and the proportion of CKD and SUP configurations further influence average realised prices.

During the period under review, the Group has pursued supplier negotiations, localisation initiatives and operational efficiencies to mitigate rising costs. Going forward, the pricing strategy will need to balance inflationary and exchange rate pressures with competitive dynamics and consumer affordability, particularly given that vehicles priced below USD 11,000 continue to account for the majority of domestic sales.

Recent regulatory measures, including the introduction in 2025 of a recycling fee on electric vehicle imports and gradual increases in administered tariffs for certain goods, have had knock-on effects on vehicle pricing and competitive positioning. However, given that the Group sources components and materials across multiple jurisdictions, management believes that the direct impact of such tariffs on the Group's cost base is immaterial. Competitive pressure is nonetheless intensifying from both new domestic entrants and established foreign brands entering the Uzbek market, requiring the Group to balance price competitiveness with margin protection.

Sales model and payment terms

Starting in late August 2024, the Group (through its bank partners) introduced a revised instalment plan in response to restrictions imposed by the CBU on the credit portfolios of local commercial banks, particularly in relation to car loans. The plan reduced the required down payment to 40% and extended repayment periods to up to 36 months. While this initiative has supported sales volumes by broadening affordability and strengthening the Group's competitive position, it has also affected the timing of cash inflows. The programme increases the Group's exposure to collection risk and financing costs, although these effects are partly mitigated by the use of partner financial institutions and collateralisation mechanisms.

Looking ahead, the Company's long-term plan incorporates a planned facelift/upgrade cycle and replacement of current car models with new, more profitable ones to be marketed under prepayment or preorder arrangements with official distributors. This would represent a transition from the current production-driven sales model (where vehicles were primarily sold after completion and stock build-up) to a preorder and distributor-based model, improving cash flow visibility and reducing working capital requirements.

Production volume, capacity and utilisation

The Group's results are significantly influenced by production volumes and the utilisation rates of its facilities in Asaka (Andijan region) and Pitnak (Khorezm region). Higher utilisation supports better absorption of fixed costs and improves profitability, while disruptions or underutilisation can adversely affect margins.

From 2022 to 2024, Asaka remained the main production centre, with production volumes of 234,519 units in 2022, 281,583 units in 2023 and 265,303 units in 2024, while Pitnak's output increased from 93,120 units in 2022 to 113,812 units in 2023 and 126,600 units in 2024, following capacity expansions and the introduction of additional models. In the first half of 2025, the Group produced a total of 181,817 units, comprising 113,198 units at Asaka and 68,619 units at Pitnak.

Output growth in the six months ended 30 June 2025 was supported by stable component supply, operational efficiency gains, and sustained demand in core markets. Nevertheless, production performance remains sensitive to potential supply chain disruptions, energy availability constraints, and fluctuations in market demand, which could impact both capacity utilisation and sales volumes.

Production efficiency has also been influenced by the ongoing localisation programme, which aims to reduce dependence on imported components and mitigate FX risk. However, energy supply stability remains an operational risk; past seasonal electricity and natural gas shortages in Uzbekistan have affected industrial output, and any recurrence could constrain production capacity and increase costs.

Export sales performance

Exports remain an important driver of the Group's results, generally achieving higher average selling prices than domestic sales but carrying greater exposure to foreign exchange, tariff, and logistics risks. Their contribution to revenue fluctuated in 2022–2024 due to shifts in demand, entry into new markets such as Armenia, Mongolia, and Georgia.

In the six months ended 30 June 2025, export volumes and revenue grew modestly year-on-year, with the increase mainly concentrated in legacy models (Cobalt) and introducing new GEM models. While this helped support gross margins, the impact was insufficient to offset the decline in domestic revenue and in profit contribution from high-margin CKD units.

Export volumes and profitability are also affected by changes in customs regulations, tariff regimes, and cross-border logistics conditions in destination markets. Delays or disruptions in transit, particularly via key overland routes, can affect timely delivery and cash collection, while currency fluctuations in export markets can influence price competitiveness.

Cost of sales and input prices

The Group's cost of sales is primarily driven by raw materials and spare parts, which accounted for USD 1,326.4 million (91.3% of cost of sales) in 1H 2025, USD 3,348 million (91.5%) in 2024, USD 3,879 million (97.5%) in 2023, and USD 2,882 million (100.5%) in 2022. A substantial proportion of these inputs are imported, exposing the Group to global commodity price fluctuations and foreign exchange movements.

In 2024, the soum depreciated by around 4.7% (2023: 10%) against the U.S. dollar, increasing the local currency cost of dollar - and euro-denominated components. Localisation initiatives, supplier contract renegotiations, and supply chain optimisation partially offset these effects, but volatility in raw material prices and exchange rates continues to influence gross margins. In the six months ended 30 June 2025, the soum appreciated modestly against the U.S. dollar, easing some pressure on costs incurred to purchase imported components; however, exchange rate volatility and raw material price movements remain key factors affecting profitability.

Volatility in global steel, plastics, and semiconductor prices has contributed to fluctuations in the Group's cost base in recent years. While supplier negotiations and localisation efforts can potentially mitigate these increases, the Group remains exposed to swings in international commodity markets, which can occur independently of currency movements.

RESULTS OF OPERATIONS

Revenue from contracts with customers

The Group generates revenue primarily from the sale of vehicles, spare parts, and other automotive-related products. Revenue is recognised at a point in time when control of the goods is transferred to the customer. Sales are made in both the domestic and export markets, with pricing for each market approved by the Supervisory Board. This revenue is recognised net of discounts, returns, excise tax and VAT.

Domestic sales represent the largest share of total revenue and comprise mainly sales of passenger vehicles under the Chevrolet brand, as well as spare parts and other automotive products. Export sales are principally to Kazakhstan, with the remainder to other CIS countries, and include both vehicles and spare parts. Domestic sales are carried out through a network of local dealers, while export sales are executed via foreign dealers.

The table below shows the breakdown of the Group's revenue from contracts with customers in the six months ended 30 June 2025 and 2024 and in each of 2024, 2023 and 2022 by both major product lines and geographical regions.

<i>Domestic sales</i>	Six months ended 30 June		Year ended 31 December		
	2025	2024	2024	2023	2022 (Restated)
			<i>(U.S.\$ thousand)</i>		
Cars	1,434,668	1,662,280	3,659,271	3,980,254	2,734,154
Spare parts	19,760	17,250	44,350	47,143	42,561
Other	12,092	23,701	41,563	50,603	50,276
Total domestic sales	1,466,520	1,703,231	3,745,184	4,078,000	2,826,991
<i>Export sales</i>					
Cars	154,912	150,822	430,834	514,251	463,991
Spare parts	22,295	13,768	58,199	17,357	7,367
Other	—	1,116	5,369	1,810	—
Total export sales	177,207	165,706	494,402	531,608	471,358
Total revenue from contracts with customers	1,643,727	1,868,937	4,239,586	4,609,608	3,298,349

The table below shows the breakdown of the Group's revenue from contracts with customers by segment in six months ended 30 June 2025 and 2024 and in each of 2024, 2023 and 2022.

	Six months ended 30 June		Year ended 31 December		
	2025	2024	2024	2023	2022
			<i>(U.S.\$ thousand)</i>		
CKD Asaka	1,291,957	1,385,142	3,125,220	3,549,190	2,342,001
CKD Pitnak	323,679	379,585	904,564	722,438	608,685
SUP	28,829	99,219	201,752	316,116	314,656
Total revenue from contracts with customers	1,644,465	1,863,946	4,231,536	4,587,744	3,265,342

Six months ended 30 June 2025 and 2024 compared

Revenue from contracts with customers decreased by USD 225.2 million, or 12.1%, from USD 1,868.9 million in the six months ended 30 June 2024 to USD 1,643.7 million in the six months ended 30 June 2025. Total domestic sales decreased by USD 236.7 million, or 13.9%, from USD 1,703.2 million in the six months ended

30 June 2024 to USD 1,466.5 million in the six months ended 30 June 2025, primarily due to lower sales volumes of higher-margin models, reduced sales of other automotive products, and the continued effect of the instalment programme introduced in late 2024, which defers recognition of part of the revenue. Export sales increased by USD 11.5 million, or 6.9%, from USD 165.7 million in the six months ended 30 June 2024 to USD 177.2 million in the six months ended 30 June 2025, supported by higher spare parts sales, partly offset by weaker sales in other categories.

From a segment perspective, revenue from the CKD Asaka plant decreased by USD 93.1 million, or 6.7%, from USD 1,385.1 million in the six months ended 30 June 2024 to USD 1,292.0 million in the six months ended 30 June 2025, reflecting reduced domestic vehicle output and sales. Revenue from the CKD Pitnak plant decreased by USD 55.9 million, or 14.7%, from USD 379.6 million in the six months ended 30 June 2024 to USD 323.7 million in the six months ended 30 June 2025, mainly due to lower sales volumes. Revenue from the SUP segment decreased by USD 70.4 million, or 71.0%, from USD 99.2 million in the six months ended 30 June 2024 to USD 28.8 million in the six months ended 30 June 2025, primarily due to the intense competition from foreign brands, mainly from China.

2024 and 2023 compared

Total revenue from contracts with customers decreased by USD 370 million, or 8.0%, from USD 4,610 million in 2023 to USD 4,240 million in 2024. Domestic sales decreased by USD 333 million, or 8.2%, from USD 4,078 million in 2023 to USD 3,745 million in 2024, primarily due to reduced car sales volumes, the introduction of the instalment sales model in late 2024, and the discontinuation of the Lacetti. Export sales decreased by USD 38 million, or 7.1%, from USD 532 million in 2023 to USD 494 million in 2024, mainly due to lower vehicle shipments to Kazakhstan (USD 436 million in 2024 compared to USD 503 million in 2023).

From a segment perspective, revenue from the CKD Asaka plant decreased by USD 424 million, or 11.9%, from USD 3,549 million in 2023 to USD 3,125 million in 2024, reflecting reduced domestic vehicle output and sales. Revenue from the CKD Pitnak plant increased by USD 183 million, or 25.3%, from USD 722 million in 2023 to USD 905 million in 2024, supported by higher production utilisation and an increase in domestic volumes. Revenue from the SUP segment decreased by USD 114 million, or 36.1%, from USD 316 million in 2023 to USD 202 million in 2024, primarily due to the intense competition from foreign brands, mainly from China.

2023 and 2022 compared

Total revenue from contracts with customers increased by USD 1,312 million, or 39.8%, from USD 3,298 million in 2022 to USD 4,610 million in 2023. Domestic sales increased by USD 1,251 million, or 44.3%, from USD 2,827 million in 2022 to USD 4,078 million in 2023, driven by higher car sales volumes supported by increased production capacity, sustained consumer demand, and the successful launch of new GEM platform models (such as the Chevrolet Onix and Tracker) alongside refreshed existing models. Export sales increased by USD 61 million, or 12.8%, from USD 471 million in 2022 to USD 532 million in 2023, primarily due to higher vehicle shipments to Kazakhstan (USD 503 million in 2023 compared to USD 441 million in 2022).

From a segment perspective, revenue from the CKD Asaka plant increased by USD 1,207 million, or 51.5%, from USD 2,342 million in 2022 to USD 3,549 million in 2023, reflecting higher domestic sales volumes and improved production efficiency. Revenue from the CKD Pitnak plant increased by USD 113 million, or 18.6%, from USD 609 million in 2022 to USD 722 million in 2023, mainly due to increased production and high demand from customers. Revenue from the SUP segment increased marginally by USD 1 million, or 0.3%, from USD 315 million in 2022 to USD 316 million in 2023, remaining broadly in line with the prior year.

Cost of sales

The Group's cost of sales principally comprises the raw materials and spare parts used in the production of the vehicles and spare parts that it manufactures. They also include the royalty fees paid to GM for its license to manufacture car models designed by GM and its affiliates and to distribute them in Uzbekistan and certain export territories, payroll and related expenses for production employees, depreciation of production facilities, and other manufacturing overheads. It also reflects the effect of changes in inventories of finished goods and work in progress.

The table below shows the breakdown of the Group's cost of sales in the six months ended 30 June 2025 and 2024 and in each of 2024, 2023 and 2022.

	Six months ended 30 June		Year ended 31 December		
	2025	2024	2024	2023	2022 (Restated)
			(U.S.\$ thousand)		
Raw materials and spare parts	1,326,369	1,429,491	3,348,004	3,879,198	2,881,775
Payroll costs	44,497	44,487	101,235	76,512	72,112
Royalty fees	33,668	31,090	86,244	65,186	75,842
Depreciation	27,359	26,573	55,339	58,098	29,523
Other	20,119	36,685	64,907	38,448	54,609
Change in inventories of finished goods and work in progress	26	135	1,690	(138,490)	(246,272)
Total cost of sales	1,452,038	1,568,822	3,657,419	3,978,952	2,867,589

The table below shows the breakdown of the Group's cost of sales by segment in the six months ended 30 June 2025 and 2024 and in each of 2024, 2023 and 2022.

	Six months ended 30 June		Year ended 31 December		
	2025	2024	2024	2023	2022
			(U.S.\$ thousand)		
CKD Asaka	1,125,313	1,160,164	2,706,889	3,096,887	2,027,629
CKD Pitnak	228,202	267,891	635,256	531,244	464,644
SUP	24,864	82,086	169,584	245,985	252,931
Total cost of sales	1,378,379	1,510,141	3,511,740	3,874,116	2,745,204

Six months ended 30 June 2025 and 2024 compared

Cost of sales decreased by USD 116.8 million, or 7.4%, from USD 1,568.8 million in the six months ended 30 June 2024 to USD 1,452 million in the six months ended 30 June 2025. The decrease was mainly driven by lower production and sales volumes in the CKD Asaka and CKD Pitnak segments, which reduced raw material consumption and manufacturing costs, partially offset by cost inflation in certain imported components.

From a segment perspective, CKD Asaka cost of sales decreased by USD 34.9 million, or 3.0%, from USD 1,160.2 million in the six months ended 30 June 2024 to USD 1,125.3 million in the six months ended 30 June 2025, reflecting lower domestic vehicle production. CKD Pitnak cost of sales decreased by USD 39.7 million, or 14.8%, from USD 267.9 million to USD 228.2 million. SUP cost of sales decreased by USD 57.2 million, or 69.7%, from USD 82.1 million to USD 24.9 million, in line with the decline in spare parts and other product sales.

2024 and 2023 compared

Total cost of sales decreased by USD 322 million, or 8.1%, from USD 3,979 million in 2023 to USD 3,657 million in 2024. The decrease was primarily driven by a USD 531 million reduction in raw materials and spare parts costs, reflecting lower production volumes, partially offset by increases in payroll costs (up USD 25 million, or 32.3%), royalty fees (up USD 21 million, or 32.3%), depreciation (decrease of USD 3 million, or 4.7%), and other costs (up USD 26 million, or 68.8%). The change in inventories of finished goods and work in progress had a negative impact of USD 140 million in 2023 compared to a neutral impact in 2024.

From a segment perspective, CKD Asaka cost of sales decreased by USD 390 million, or 12.6%, from USD 3,097 million in 2023 to USD 2,707 million in 2024, reflecting lower vehicle output and reduced consumption of imported components. CKD Pitnak cost of sales increased by USD 104 million, or 19.6%, from USD 531 million in 2023 to USD 635 million in 2024, in line with increased production volumes. SUP cost of sales decreased by USD 76 million, or 30.9%, from USD 246 million in 2023 to USD 170 million in 2024, driven by lower spare parts and related product sales.

2023 and 2022 compared

Total cost of sales increased by USD 1,111 million, or 38.7%, from USD 2,868 million in 2022 to USD 3,979 million in 2023. This increase was primarily due to higher raw materials and spare parts costs (up USD 997

million, or 34.6%) resulting from increased production volumes, as well as higher depreciation (up USD 29 million, or 96.8%) following capacity expansions and starting to produce GEM models. Payroll costs increased by USD 4 million, or 6.1%, reflecting annual wage adjustments. These increases were partly offset by a greater positive impact from the change in inventories of finished goods and work in progress (USD 246 million in 2022 compared to USD 138 million in 2023).

From a segment perspective, CKD Asaka cost of sales increased by USD 1,069 million, or 52.7%, from USD 2,028 million in 2022 to USD 3,097 million in 2023, primarily due to higher production volumes and raw material costs. CKD Pitnak cost of sales increased by USD 66 million, or 14.2%, from USD 465 million in 2022 to USD 531 million in 2023, reflecting higher production activity. SUP cost of sales decreased slightly by USD 7 million, or 2.8%, from USD 253 million in 2022 to USD 246 million in 2023, due to marginally lower car sales.

Gross profit

Reflecting the above factors, gross profit decreased by USD 108.4 million, or 36.1%, from USD 300.1 million in the six months ended 30 June 2024 to USD 191.7 million in the six months ended 30 June 2025. The Group's gross profit was USD 582.2 million in 2024 compared to USD 630.7 million in 2023 and USD 430.8 million in 2022, a decrease of USD 48.5 million, or 7.7%, in 2024 compared to 2023 and an increase of USD 199.9 million, or 46.4%, in 2023 compared to 2022.

The Group's gross profit margins were 11.7% and 16.1% in the six months ended 30 June 2025 and 2024, respectively, 13.7% in 2024, 13.7% in 2023 and 13.1% in 2022. The decrease was mainly attributable to the decline in revenue, particularly in higher-margin product categories, instalment sales, and an unfavourable sales mix. The decrease in gross profit in 2024 compared to 2023 was primarily due to lower sales volumes in the CKD Asaka segment, which offset the positive effect of a higher contribution from the CKD Pitnak segment, where volumes and capacity utilisation increased. In 2024, the gross profit margin remained stable, as the impact of increased CKD prices was offset by higher instalment sales.

The increase in gross profit in 2023 compared to 2022 was mainly driven by higher sales volumes across the Group, supported by improved production capacity utilisation, particularly in the CKD Asaka segment. This led to better absorption of fixed manufacturing costs, resulting in a gross profit margin improvement from 13.1% in 2022 to 13.7% in 2023.

General and administrative expenses

The Group's general and administrative expenses principally comprise the payroll costs of employees directly engaged in administrative activities and fees and other charges relating to customs clearance and bank fees and commissions. They also include material expenses, charitable contributions, depreciation of property, plant and equipment and amortisation of intangible assets used in administrative activities, services such as engineering services costs charged by GM for technical assistance and taxes other than income tax.

The table below shows the breakdown of the Group's general and administrative expenses in the six months ended 30 June 2025 and 2024 and in each of 2024, 2023 and 2022.

	Six months ended 30 June		Year ended 31 December		
	2025	2024	2024	2023	2022
	(U.S.\$ thousand)				
Payroll costs	19,447	19,733	30,356	42,567	34,680
Fees and other charges.....	3,294	3,606	6,923	9,728	7,018
Material expenses	1,025	1,323	6,219	1,626	1,250
Taxes other than income tax	2,461	2,622	5,405	4,458	12,379
Services	1,763	2,028	5,843	6,305	12,150
Depreciation	1,490	1,336	3,114	2,851	3,391
Charity.....	11	134	292	—	3,669
Other.....	2,272	1,179	2,912	4,437	3,005
Total general and administrative expenses....	31,763	31,962	61,064	71,972	77,542

The table below shows the breakdown of the Group's selling, general and administrative expenses by segment in the six months ended 30 June 2025 and 2024 and in each of 2024, 2023 and 2022.

	Six months ended 30 June		Year ended 31 December		
	2025	2024	2024	2023	2022
	<i>(U.S.\$ thousand)</i>				
CKD Asaka	154,192	166,379	372,944	338,179	291,631
CKD Pitnak	25,161	20,693	50,442	27,684	23,444
SUP	1,842	3,156	7,217	9,276	9,769
Total selling, general and administrative expenses	181,195	190,228	430,603	375,139	324,844

Six months ended 30 June 2025 and 2024 compared

At the Group level, general and administrative expenses decreased slightly by USD 0.2 million, or 0.6%, from USD 32.0 million in the six months ended 30 June 2024 to USD 31.8 million in the six months ended 30 June 2025. The decrease was mainly attributable to ongoing cost control measures in administrative functions, partly offset by inflationary increases in certain overhead categories.

From a segment perspective (based on SG&A totals, which include selling expenses in addition to G&A), CKD Asaka SG&A expenses decreased by USD 12.2 million, or 7.3%, from USD 166.4 million in the six months ended 30 June 2024 to USD 154.2 million in the six months ended 30 June 2025, reflecting lower sales volumes. CKD Pitnak SG&A expenses increased by USD 4.5 million, or 21.7%, from USD 20.7 million to USD 25.2 million, mainly due to expanded marketing efforts to support exports and domestic sales, including programmes supported by commercial banks. SUP SG&A expenses decreased by USD 1.4 million, or 43.8%, from USD 3.2 million to USD 1.8 million, in line with lower spare parts sales.

2024 and 2023 compared

At the Group level, total general and administrative expenses decreased by USD 10.9 million, or 15.1%, from USD 72.0 million in 2023 to USD 61.1 million in 2024. The decrease was mainly due to lower payroll costs (down USD 12.2 million, or 28.7%) reflecting headcount optimisation and reduced bonus accruals, and lower fees and other charges (down USD 2.8 million, or 28.8%). These reductions were partly offset by increases in material expenses (up USD 4.6 million, or more than threefold) and taxes other than income tax (up USD 0.9 million, or 21.2%).

From a segment perspective (based on SG&A totals, which include selling expenses in addition to G&A), CKD Asaka expenses increased by USD 34.7 million, or 10.3%, from USD 338.2 million in 2023 to USD 372.9 million in 2024, mainly due to increased selling costs, mainly transportation costs and payroll costs. CKD Pitnak expenses increased by USD 22.7 million, or 81.9%, from USD 27.7 million in 2023 to USD 50.4 million in 2024, reflecting expanded operations and associated administrative overhead. SUP expenses decreased by USD 2.1 million, or 22.6%, from USD 9.3 million in 2023 to USD 7.2 million in 2024.

2023 and 2022 compared

Total general and administrative expenses decreased by USD 5.5 million, or 7.1%, from USD 77.5 million in 2022 to USD 72.0 million in 2023. The decrease was mainly attributable to lower taxes other than income tax (down USD 7.9 million, or 64.0%) and lower services costs (down USD 5.8 million, or 48.1%), partially offset by higher payroll costs (up USD 7.9 million, or 22.7%) and increased fees and other charges (up USD 2.7 million, or 38.6%).

In 2023 compared to 2022, CKD Asaka expenses increased by USD 46.6 million, or 16.0%, from USD 291.6 million in 2022 to USD 338.2 million in 2023, driven by higher staffing and administrative overheads. CKD Pitnak expenses increased by USD 4.3 million, or 18.4%, from USD 23.4 million in 2022 to USD 27.7 million in 2023, reflecting the scaling-up of operations. SUP expenses decreased slightly by USD 0.5 million, or 5.1%, from USD 9.8 million in 2022 to USD 9.3 million in 2023.

Selling expenses

The Group's selling expenses principally comprise the commissions it pays to the dealers through which it sells its vehicles and spare parts, its transportation costs and the payroll costs of employees engaged in selling activities. They also include services, fees and other charges and depreciation.

The table below shows the breakdown of the Group's selling expenses in the six months ended 30 June 2025 and 2024 and in each of 2024, 2023 and 2022.

	Six months ended 30 June		Year ended 31 December		
	2025	2024	2024	2023	2022
	(U.S.\$ thousand)				
Dealers' commission	16,572	23,666	52,771	57,576	37,790
Transportation costs.....	13,071	11,094	32,392	19,805	23,488
Payroll costs	10,440	10,101	21,596	16,873	11,218
Material expenses	6,736	6,164	15,964	8,523	7,736
Services	1,977	1,274	3,854	—	—
Depreciation	595	767	1,347	1,288	1,690
Other.....	176	(1)	385	4,065	2,218
Total selling expenses	49,567	53,065	128,309	108,130	84,140

Six months ended 30 June 2025 and 2024 compared total expenses decreased by USD 3.5 million, or 6.6%, from USD 53.1 million in the six months ended 30 June 2024 to USD 49.6 million in the six months ended 30 June 2025. The decrease was primarily driven by lower dealer commissions, reflecting lower sales volumes, partly offset by an increase in transportation costs and material expenses.

2024 and 2023 compared

Total selling expenses increased by USD 20.2 million, or 18.7%, from USD 108.1 million in 2023 to USD 128.3 million in 2024. The increase was mainly due to higher transportation costs (up USD 12.6 million, or 63.6%), payroll costs (up USD 4.7 million, or 28.0%), and material expenses (up USD 7.4 million, or 87.3%) as the Group expanded sales activities, particularly in export markets. These increases were partly offset by a reduction in dealers' commission (down USD 4.8 million, or 8.4%) reflecting changes in the commission structure and sales mix.

2023 and 2022 compared

Total selling expenses increased by USD 24.0 million, or 28.5%, from USD 84.1 million in 2022 to USD 108.1 million in 2023. The increase was driven primarily by higher dealers' commission (up USD 19.8 million, or 52.4%) in line with higher sales volumes, and increased payroll costs (up USD 5.7 million, or 50.4%) due to expansion of the sales force. Transportation costs decreased by USD 3.7 million, or 15.7%, reflecting optimisation of logistics arrangements.

Net impairment losses on financial assets

The Group recorded a net recovery of USD 11.6 million in the six months ended 30 June 2025 compared to a net impairment loss of USD 9.2 million in the six months ended 30 June 2024, an improvement of USD 20.8 million. This was primarily due to improved collection rates and reduced expected credit losses on trade receivables in 2025.

In 2024, the Group recognised net impairment losses on financial assets of USD 10.3 million, principally relating to trade and other receivables. In 2023, the Group recorded a net recovery of USD 0.7 million, while in 2022 it recognised net impairment losses of USD 10.3 million, primarily relating to receivables.

Operating profit

Reflecting the above factors and other operating income of USD 11.3 million and USD 2.1 million in the six months ended 30 June 2025 and 2024, respectively, the Group's operating profit decreased by USD 69.8 million, or 34.3%, from USD 203.6 million in the six months ended 30 June 2024 to USD 133.8 million in the six months ended 30 June 2025. The decrease reflected lower gross profit, partly offset by the recovery of impairment losses on trade receivables and higher other operating income.

Reflecting the above factors and other operating income of USD 4.8 million in 2024, USD 17.3 million in 2023 and USD 22.3 million in 2022, the Group's operating profit was USD 383.3 million in 2024 compared to USD 469.2 million in 2023 and USD 281.8 million in 2022, a decrease of USD 85.9 million, or 18.3%, in 2024 compared to 2023 and an increase of USD 187.4 million, or 66.5%, in 2023 compared to 2022.

Finance income and finance costs

The Group's finance income represents the interest it receives on its cash and bank balances. The Group's finance costs principally represent the interest it pays on its borrowings and the interest element of credit purchases of spare parts.

The table below shows the Group's finance income, finance costs and net foreign exchange loss in the six months ended 30 June 2025 and 2024 and in each of 2024, 2023 and 2022.

	Six months ended 30 June		Year ended 31 December		
	2025	2024	2024	2023	2022
(U.S.\$ thousand)					
Interest income from financial instruments measured at amortised costs					
Bank deposits	12,567	21,841	29,900	30,299	29,670
Interest income from installment sales (unwinding)	30,250	823	18,276	—	—
Restricted deposits	407	6,639	16,521	12,542	—
Other	1,003	369	865	1,484	8,333
Total finance income	44,227	29,671	65,562	44,325	38,003
Interest expenses on trade payables	9,411	9,390	17,226	13,297	7,717
Interest expenses on borrowings	13,110	14,076	27,457	21,341	8,195
Other	419	537	1,015	1,181	28
Total finance costs	22,940	24,003	45,698	35,819	15,940
Foreign exchange (gain)/loss on operating activities	(10,883)	2,815	18,653	82,641	21,066
Foreign exchange loss/(gain) on investing activities	3,656	(6,045)	(13,552)	(31,502)	(2,025)
Revaluation of bank loans	(8,614)	7,864	20,508	31,145	10,675
Total net foreign exchange (gain)/loss	(15,841)	4,634	25,609	82,284	29,717

Total finance income increased by USD 14.5 million, or 48.8%, from USD 29.7 million in the six months ended 30 June 2024 to USD 44.2 million in the six months ended 30 June 2025. The increase was mainly due to the interest income from instalment sales.

Total finance income increased by USD 21.3 million, or 48.1%, from USD 44.3 million in 2023 to USD 65.6 million in 2024. The increase was mainly due to the recognition of interest income from instalment sales (USD 18.3 million in 2024 compared to nil in 2023) and higher interest income from restricted deposits (up USD 4.0 million, or 31.7%). These increases were partially offset by a slight decrease in interest income from bank deposits (down USD 0.4 million, or 1.3%) and lower other income (down USD 0.6 million, or 41.7%).

Total finance income increased by USD 6.3 million, or 16.6%, from USD 38.0 million in 2022 to USD 44.3 million in 2023. The increase was driven by higher interest income from bank deposits and restricted deposits (up USD 13.2 million, or 44.4%), reflecting higher deposit balances and interest rates, partially offset by lower other income (down USD 6.8 million, or 82.2%), which in 2022 included one-off items not repeated in 2023.

Total finance costs decreased by USD 1.1 million, or 4.6%, from USD 24.0 million in the six months ended 30 June 2024 to USD 22.9 million in the six months ended 30 June 2025. The decrease was mainly due to lower average borrowings and reduced interest expense on trade payables.

Total finance costs increased by USD 9.9 million, or 27.7%, from USD 35.8 million in 2023 to USD 45.7 million in 2024. The increase was mainly due to higher interest expenses on borrowings (up USD 6.1 million, or 28.7%), reflecting a higher average level of debt and increased interest rates, and higher interest expenses on trade payables (up USD 3.9 million, or 29.6%) due to longer average payment terms and higher supplier financing costs. Other finance costs decreased slightly by USD 0.2 million, or 14.1%.

Total finance costs increased by USD 19.9 million, or more than twofold, from USD 15.9 million in 2022 to USD 35.8 million in 2023. The increase was primarily driven by higher interest expenses on borrowings (up USD 13.1 million, or 160.4%) reflecting increased borrowings, and higher interest expenses on trade payables (up USD 5.6 million, or 72.3%), in part due to changes in supplier credit arrangements.

Net foreign exchange loss

The Group's monetary assets and liabilities in foreign currencies are translated into soum at the official exchange rate of the CBU at the end of each reporting period. The gains and losses resulting from the settlement of transactions and from the translation of these assets and liabilities into soum are recognised in profit and loss as net foreign exchange gains or losses.

The Group recorded a net foreign exchange gain of USD 15.8 million in the six months ended 30 June 2025 compared to a net foreign exchange loss of USD 4.6 million in the six months ended 30 June 2024. The improvement was primarily attributable to favourable exchange rate movements on operating activities and a positive revaluation of foreign currency-denominated borrowings.

Total net foreign exchange loss decreased by USD 56.7 million, or 68.9%, from USD 82.3 million in 2023 to USD 25.6 million in 2024. The decrease was mainly due to a significant reduction in foreign exchange loss on operating activities (down USD 64.0 million, or 77.4%), partially offset by lower foreign exchange gains on investing activities (gain of USD 13.6 million in 2024 compared to USD 31.5 million in 2023) and a decrease in the negative impact from the revaluation of bank loans (USD 20.5 million in 2024 compared to USD 31.1 million in 2023).

Total net foreign exchange loss increased by USD 52.6 million, or more than twofold, from USD 29.7 million in 2022 to USD 82.3 million in 2023. The increase was primarily due to a sharp rise in foreign exchange loss on operating activities (up USD 61.6 million, or 292.3%) reflecting exchange rate volatility, and a higher negative impact from the revaluation of bank loans (up USD 20.5 million, or 191.8%). These increases were partially offset by higher foreign exchange gains on investing activities (gain of USD 31.5 million in 2023 compared to USD 2.0 million in 2022).

Profit before income tax

The Group's profit before income tax decreased by USD 33.8 million, or 16.5%, from USD 204.7 million in the six months ended 30 June 2024 to USD 170.9 million in the six months ended 30 June 2025. The decrease was primarily due to lower operating profit, partly offset by higher finance income, lower finance costs, and a positive swing in net foreign exchange results.

The Group's profit before income tax was USD 377.5 million in 2024 compared to USD 395.4 million in 2023 and USD 274.1 million in 2022, a decrease of USD 17.9 million, or 4.5%, in 2024 compared to 2023 and an increase of USD 121.3 million, or 44.3%, in 2023 compared to 2022. The decrease in 2024 was mainly due to lower operating profit and higher finance costs, partly offset by an improvement in net foreign exchange results and higher finance income. The increase in 2023 compared to 2022 reflected strong revenue growth and improved operating profit, partly offset by higher finance costs and a significant increase in net foreign exchange loss.

Income tax expense

Income tax expense decreased by USD 3.7 million, or 13.2%, from USD 28.0 million in the six months ended 30 June 2024 to USD 24.3 million in the six months ended 30 June 2025. The decrease was mainly due to changes in the composition of taxable income and a slightly higher effective tax rate.

Income tax expense was USD 62.6 million in 2024 compared to USD 61.6 million in 2023 and USD 38.2 million in 2022, an increase of USD 1.0 million, or 1.6%, in 2024 compared to 2023 and an increase of USD 23.4 million, or 61.3%, in 2023 compared to 2022.

The slight increase in 2024 was primarily due to a higher effective tax rate of 16.6% compared to 15.6% in 2023, driven mainly by a greater proportion of non-deductible expenses (USD 18.0 million in 2024 compared to USD 6.4 million in 2023), partly offset by a higher tax effect of non-taxable income.

The increase in 2023 compared to 2022 was driven by higher profit before income tax and an increase in the effective tax rate from 13.9% in 2022 to 15.6% in 2023. This reflected higher non-deductible expenses and a lower tax effect from other reconciling items, partly offset by increased non-taxable income.

Profit for the period

The Group's profit for the period decreased by USD 30.1 million, or 17.0%, from USD 176.7 million in the six months ended 30 June 2024 to USD 146.6 million in the six months ended 30 June 2025. Profit attributable to owners of the Company was USD 146.6 million in the six months ended 30 June 2025 compared to USD 176.7 million in the six months ended 30 June 2024. Loss attributable to non-controlling interest was USD 0.006 million in the six months ended 30 June 2025 compared to USD 0.005 million in the six months ended 30 June 2024.

The Group's profit for the year was USD 314.9 million in 2024 compared to USD 333.8 million in 2023 and USD 235.9 million in 2022, a decrease of USD 18.9 million, or 5.7%, in 2024 compared to 2023 and an increase of USD 97.9 million, or 41.5%, in 2023 compared to 2022.

The decrease in 2024 was mainly attributable to lower profit before income tax and a higher effective tax rate. The increase in 2023 compared to 2022 reflected higher profit before income tax, supported by strong revenue growth and improved operating performance, partially offset by higher finance costs and a significant increase in net foreign exchange loss.

Other comprehensive income/(loss)

Other comprehensive loss represents items that may be reclassified subsequently to profit or loss and, for the Group, consists solely of exchange differences arising on translation to the presentation currency.

Other comprehensive income for the six months ended 30 June 2025 was a gain of USD 22.0 million, compared to a loss of USD 13.4 million in the six months ended 30 June 2024, an improvement of USD 35.4 million. In both periods, the movement related entirely to exchange differences on translation to the presentation currency. The improvement in 2025 reflected more favourable foreign exchange rate movements on the Group's net assets compared to the prior period.

The Group recorded other comprehensive loss of USD 39.2 million in 2024 compared to USD 65.6 million in 2023 and USD 21.2 million in 2022, a decrease of USD 26.4 million, or 40.2%, in 2024 compared to 2023 and an increase of USD 44.4 million, or more than threefold, in 2023 compared to 2022. The decrease in 2024 reflected lower volatility in the foreign exchange rates applicable to the Group's net assets, while the increase in 2023 compared to 2022 was driven by a greater depreciation of the Uzbek soum against the U.S. dollar during the year.

LIQUIDITY AND CAPITAL RESOURCES

Overview

The Group's principal cash requirements are for working capital, the purchase of property, plant and equipment, debt service and repayment, dividend distributions, and tax payments. The Group's principal sources of funding to meet these requirements are its cash flows from operating activities, supplemented, where necessary, by proceeds from borrowings and the placement and maturity of bank deposits. In 2023, the Group also utilised proceeds from borrowings, while in 2024 funding needs were met primarily from internally generated cash and proceeds from matured bank deposits.

Cash flow

The table below summarises the Group's cash flow from operating activities, investing activities and financing activities for the six months ended 30 June 2025 and 2024 and years ended 31 December 2024, 2023 and 2022.

	Six months ended 30 June		Year ended 31 December		
	2025	2024	2024	2023	2022 (Restated)
			<i>(U.S.\$ thousand)</i>		
Net cash from / (used in) operating activities.....	(216,675)	(194,701)	2,113	(249,714)	676,437

Net cash from / (used in) investing activities	144,720	155,836	94,255	153,364	(606,179)
Net cash from / (used in) financing activities	73,562	(16,064)	(125,956)	61,746	(104,396)
Net increase/ (decrease) in cash and cash equivalents	1,365	(43,185)	(29,588)	(41,038)	(39,460)
Cash and cash equivalents at the beginning of the period / year	42,792	55,522	55,522	96,560	136,020
Effect of exchange rate changes on cash and cash equivalents	(985)	21,644	21,324	(907)	(614)
The effect of translation to presentation currency	743	(9,900)	(4,446)	(5,527)	(4,708)
Cash and cash equivalents at the end of the period / year	44,157	12,337	42,792	55,522	96,560

Net cash from/(used in) operating activities

The Group's operating cash flows before working capital changes principally comprise its profit before income tax adjusted to add back depreciation of property, plant and equipment, amortisation of intangible assets, net foreign exchange (gains)/losses, finance income and finance costs. The Group's working capital items include its contract liabilities, trade and other receivables, trade and other payables, advances paid to suppliers, inventories, restricted cash and deposits, other non-current assets and other liabilities.

Net cash used in operating activities was USD 216.7 million for the six months ended 30 June 2025, compared to USD 194.7 million for the six months ended 30 June 2024, an increase in cash outflow of USD 22.0 million, or 11.3%. The higher outflow was mainly due to a greater increase in inventories and lower restricted deposit inflows, partly offset by higher trade and other payables and lower advances paid to suppliers.

For the year ended 31 December 2024, net cash from operating activities was USD 2.1 million, compared to a net cash outflow of USD 249.7 million in 2023, an improvement of USD 251.8 million. This improvement was primarily due to a smaller working capital outflow, driven by a lower increase in trade receivables, a reduction in advances paid to suppliers, and lower restricted deposit placements, partly offset by higher inventories.

For the year ended 31 December 2023, net cash used in operating activities was USD 249.7 million, compared to net cash from operating activities of USD 676.4 million in 2022, a decrease of USD 926.1 million. This was principally due to a significant working capital outflow, driven by higher advances paid to suppliers, an increase in inventories, and substantial restricted deposit placements, despite higher profit before income tax.

Net cash from/(used in) investing activities

Net cash from investing activities was USD 144.7 million for the six months ended 30 June 2025, compared to USD 155.8 million for the six months ended 30 June 2024, a decrease of USD 11.1 million, or 7.1%. The decrease was mainly due to higher bank deposit placements in the 2025 period (USD 99.5 million compared to USD 254.8 million in 2024), partly offset by higher proceeds from matured bank deposits (USD 267.0 million compared to USD 438.8 million) and lower purchases of property, plant and equipment.

For the year ended 31 December 2024, net cash from investing activities was USD 94.3 million, compared to USD 153.4 million in 2023, a decrease of USD 59.1 million, or 38.5%. This reflected higher bank deposit placements and increased capital expenditure, partly offset by higher proceeds from matured deposits.

For the year ended 31 December 2023, net cash from investing activities was USD 153.4 million, compared to a net cash outflow of USD 606.2 million in 2022, an improvement of USD 759.6 million. The improvement was mainly due to a significant reduction in bank deposit placements and higher proceeds from matured deposits, partly offset by lower proceeds from borrowings and continued capital investment.

Net cash from/(used in) financing activities

Net cash from financing activities was USD 73.6 million for the six months ended 30 June 2025, compared to USD 16.1 million outflow for the six months ended 30 June 2024, an increase of USD 57.5 million. The increase was primarily due to proceeds from borrowings of USD 108.9 million in the 2025 period compared to nil in 2024, partly offset by higher charity and sponsorship payments in accordance with orders of state regulatory and supervisory authorities.

For the year ended 31 December 2024, net cash used in financing activities was USD 126.0 million, compared to net cash from financing activities of USD 61.7 million in 2023, a decrease of USD 187.7 million. The

movement from an inflow in 2023 to an outflow in 2024 was mainly due to the absence of proceeds from borrowings in 2024 and continued dividend and charity payments.

For the year ended 31 December 2023, net cash from financing activities was USD 61.7 million, compared to net cash used of USD 104.4 million in 2022. The improvement was mainly driven by the receipt of USD 150.6 million in borrowings in 2023, partly offset by higher dividend distributions.

Borrowings

The table below shows the Group's borrowings as at 30 June 2025 and 31 December 2024, 2023 and 2022.

	As at 30 June	As at 31 December		
	2025	2024	2023	2022
		(U.S.\$ thousand)		
Eurobonds due in 2026.....	303,193	303,153	302,905	301,944
Borrowings from banks.....	231,149	129,505	156,757	10,252
Other borrowings.....	—	—	332	381
Total borrowings	534,342	432,658	459,994	312,577
Less short-term portion	(459,610)	(68,633)	(58,962)	9,870
Total long-term borrowings.....	74,732	364,025	401,032	302,707

As at 30 June 2025, the Group's total borrowings amounted to USD 534.3 million, compared to USD 432.7 million as at 31 December 2024, reflecting new drawdowns under bank facilities partly offset by scheduled repayments under existing facilities. As at 30 June 2025, the Group's borrowings comprised USD 303.2 million 2026 Notes, USD 231.1 million in bank borrowings, and no other outstanding loans. The short-term portion was USD 459.6 million, with USD 74.7 million classified as long-term.

The Group's 2026 Notes are USD-denominated quasi-sovereign unsecured corporate bonds issued in April 2021, with a coupon rate of 4.85% per annum. These bonds are subject to covenants including a maximum consolidated net leverage ratio of 3.75 and a restriction on distributing more than 50% of accumulated net profit from the date of issuance. The Group remained in compliance with all covenants as at 30 June 2025.

Bank borrowings primarily include:

- A USD-denominated export credit agency (ECA) facility from UBS AG (following its merger with Credit Suisse AG) and Raiffeisen Bank International AG, signed in April 2022, totalling USD 48.0 million (USD 47.2 million drawn) maturing no later than December 2031, used to finance property, plant and equipment purchases.
- A senior unsecured syndicated term loan from Deutsche Bank AG and JSC Halyk Bank of Kazakhstan, signed in August 2023, amounting to USD 100.0 million, with USD 80.0 million outstanding as at 30 June 2025, maturing in September 2026.
- A UZS-denominated facility from Kapitalbank, signed in May 2025, totalling UZS 1,000 billion (fully drawn as at 30 June 2025) maturing in May 2028, used for working capital funding.
- A USD-denominated facility from Ipoteka Bank, signed in June 2025, totalling USD 50.0 million (partially drawn USD 32 million as at 30 June 2025) maturing in June 2027, used for procurement of spare parts and working capital funding.

These bank facilities carry covenants including a maximum consolidated net leverage ratio of 3.75, an interest coverage ratio above 5.00, and, for one facility, a gearing ratio below 2.25. The Group was in full compliance with all financial covenants as at 30 June 2025.

The weighted average interest rate on bank borrowings in the six months ended 30 June 2025 was approximately 6.0%. Total interest expense in the six months ended 30 June 2025 was USD 22.9 million, compared to USD 24.0 million in the six months ended 30 June 2024, reflecting a shift in debt composition and lower average interest on trade payables.

COMMITMENTS AND CONTINGENCIES

Legal proceedings

The Group is party to ongoing proceedings, each of which is described under “*Description of the Group—Litigation*”. See also, “*Risk factors—Risks related to the Group’s business and the automotive industry in Uzbekistan—The Group may be subject to disputes, legal, regulatory or other proceedings*”.

Capital expenditure commitments

The Group’s capital expenditure plan is focused on a number of projects, including the partial update of the Chevrolet Cobalt to extend its end-of-production life, which has launched in October 2025 (with the second stage in 2026). The current plan envisages approximately U.S.\$101 million of capital expenditure in 2025 with further U.S.\$115 million in 2026 and U.S.\$130 million in 2027.

Other significant capital expenditure projects include:

- U.S.\$39.4 million for the modernisation of the Asaka and Pitnak facilities in 2025 through the replacement of obsolete equipment;
- approximately U.S.\$50 million for the development of a new light commercial vehicle with passenger and van platforms at the Pitnak plant, expected to be launched in 2028;
- approximately U.S.\$13.5 million for a refresh of the Cobalt model, including design updates, expected to be launched in 2028; and
- approximately U.S.\$15.6 million for the establishment of a new tooling centre for the production of dies and moulds for vehicles.

No assurance can be given as to the actual amounts of capital expenditure that may be incurred in future periods. The timing and amount of capital expenditure is highly dependent on market conditions, the progress of projects, new opportunities that may arise and a range of other factors outside of the Group’s control.

As at 30 June 2025, the Group had contractual capital expenditure commitments in respect of the development of new SUV-B and B-segment models under the GEM platform totalling U.S.\$20.3 million (31 December 2024: U.S.\$30.8 million). The Group has already allocated the necessary resources in respect of these commitments. The Group believes that its future net income and funding will be sufficient to cover these and any similar commitments.

Guarantees

Guarantees are irrevocable assurances that the Group will make payments in the event that another party cannot meet its obligations. As at 30 June 2025, the Group has guaranteed obligations of debts of JSC UzAuto Motors Powertrain under loan agreements with Credit Suisse totalling USD 71,112 thousand (signed with the amount of USD 105,000 thousand). The Group estimates that overall impact of those guarantees would not be material to the financial statements, thus fair value of guarantees have not been calculated.

The Group estimates the costs that may be incurred under its assurance warranty obligations and records a liability in the amount of such costs when a product is sold and revenue is recognised. Factors that affect the Group’s warranty liability include the number of sold units, historical and anticipated rates of warranty claims of each model. Historically, there were no significant claims for warranties obligations.

DISCLOSURES ABOUT RISK

The Group’s principal financial risks are market risk (including foreign currency and interest rate risk), credit risk and liquidity risk, which the Group seeks to manage through appropriate risk limits. The Group also monitors operational risks and legal risks and its operational and legal risk management policies and procedures are designed to minimise both risk classes.

Credit risk

The Group's exposure to credit risk arises primarily from trade receivables and cash, deposits and restricted funds held with financial institutions. Domestic sales are largely conducted on a full or partial prepayment basis, which significantly limits exposure to default risk from local customers. The customer base is highly diversified, comprising both individuals and legal entities, and concentration of credit risk from trade receivables is low.

By contrast, the Group's cash and deposit balances are highly concentrated with a small number of financial institutions. As at 31 December 2024, two banks together held 98% of cash and cash equivalents (2023: one bank, 95%), one bank held 99% of restricted cash (2023: one bank, 99%), two banks held 80% of bank deposits (2023: one bank, 75%), and two banks held 90% of restricted deposits (2023: one bank, 97%). Although the collection of receivables could be affected by macroeconomic conditions, management believes that expected credit losses are adequately covered by provisions already recorded.

Market risk

The Group's market risks principally arise from its open positions in currency and interest rate, all of which are exposed to general and specific market movements.

Currency risk

The Group is exposed to foreign currency risk primarily through imports of goods and spare parts from foreign suppliers, as well as from borrowings denominated in U.S. dollars and euros. A substantial portion of its bank deposits and cash and cash equivalents is also held in foreign currencies, mainly U.S. dollars.

As at 31 December 2024, the Group's net monetary liabilities included U.S. dollar-denominated balances of USD 663,219 thousand (2023: USD 783,564 thousand), CNY-denominated balances of CNY 67,660 thousand (2023: CNY 1,223 thousand), euro-denominated balances of EUR 4,681 thousand (2023: EUR 957 thousand), and minor Russian rouble exposure.

A 10% strengthening of the U.S. dollar against the soum at year-end 2024 would have resulted in an estimated loss of USD 66,322 thousand (2023: USD 15,696 thousand), while the same movement in the euro would have resulted in a loss of USD 468 thousand (2023: USD 96 thousand). The Group monitors currency exposures on an ongoing basis and performs sensitivity analysis to ensure that potential impacts remain within planned parameters but does not engage in material long-term hedging.

Interest rate risk

The Group is exposed to interest rate risk on its financial instruments with floating interest rates, comprising both borrowings and bank deposits. As at 31 December 2024, the Group had UZS-equivalent USD 40.0 million in floating-rate bank deposits (2023: USD 15.9 million) and USD 120.1 million in floating-rate borrowings (2023: USD 146.4 million).

A 100-basis point increase in interest rates at year-end 2024 would have resulted in an estimated loss of USD 801 thousand (2023: USD 1,306 thousand), while a similar decrease would have had the opposite effect. The Group seeks to manage its exposure by maintaining a mix of fixed - and floating-rate instruments and monitors market rate trends to inform borrowing and investment decisions.

Liquidity risk

The Group manages liquidity risk to ensure that it can meet its financial obligations as they fall due. Liquidity is monitored through detailed budgeting, cash flow forecasting, and matching the maturity profile of financial assets and liabilities.

As at 31 December 2024, the Group had total financial liabilities of USD 1,165.9 million (2023: USD 1,327.3 million), comprising borrowings of USD 432.7 million, trade and other payables of USD 608.3 million, and dividends and charity payables of USD 125.0 million. Of these, USD 814.9 million (2023: USD 950.5 million) were due within one year.

The Group's ability to meet near-term obligations is supported by its operational cash flow generation, existing credit facilities, and active management of working capital. However, liquidity remains sensitive to fluctuations in sales volumes, input costs, and the timing of large capital expenditure programmes.

ACCOUNTING POLICIES AND JUDGEMENTS

For the Group's material accounting policy information, see Note 3 to the 2024 Annual Financial Statements and Note 3 to the 2023 Annual Financial Statements included herein. For the Group's critical accounting judgements and key sources of estimation uncertainty, see Note 4 to the 2024 Annual Financial Statements and Note 4 to the 2023 Annual Financial Statements included herein.

ADOPTION OF NEW AND REVISED STANDARDS

For a description of the adoption of new and revised standards and interpretations and the standards and interpretations issued but not yet effective, see Note 5 to the 2024 Annual Financial Statements.

DESCRIPTION OF THE GROUP

OVERVIEW

The Company is the largest automobile producer in Central Asia, holding an estimated 81% share of the Uzbekistan passenger car market in 2024. The Company's principal business is the production and sale of passenger cars and associated spare parts, primarily in Uzbekistan and other countries in the CIS, particularly Kazakhstan.

The Company, headquartered in Asaka, Uzbekistan, is indirectly 99.7% owned by JSC "Uzavtosanoat", a state-owned enterprise and the largest automobile manufacturing group in Central Asia and the CIS. Uzavtosanoat comprises about 50 enterprises across the automotive value chain, including vehicle assembly plants, component suppliers and a large dealer network.

Vehicles and spare parts are sold in Uzbekistan under the Chevrolet brand and, for export sales, pursuant to the agreement with GM, branded as Ravon between 2015 and 2020 and, since then, under the Chevrolet brand. The Group operates in an alliance with GM to produce low-cost, entry-level vehicles on GM's GEM platform.

The Group has an aggregate annual production capacity of over 515,000 Chevrolet passenger cars through its production facilities in Asaka in the Andijan region and Pitnak in the Khorezm region. Most of the Group's passenger cars are produced on a CKD basis (meaning that the Group purchases car components and materials from which it manufactures cars in its production facilities), with more than 51% of the value of components, including engines, sourced locally in Uzbekistan. The Group's current CKD models include the Damas, Labo, Cobalt, Tracker and Onix.

Since 2019, the Group has supplemented its CKD output with imports of Chevrolet passenger cars on a SUP basis (meaning that the entire completed car is imported) for sale in Uzbekistan and, in certain cases, for dismantling into SKD kits for export assembly. The Group's SUP sales comprise imported Chevrolet models including the Malibu, Captiva, Equinox, Traverse and Tahoe, which are sold in Uzbekistan and selected neighbouring markets.

In each of 2024, 2023 and 2022, the Group produced 391,903, 395,395 and 327,639 cars, respectively, of which 5,578, 8,761 and 10,978 cars were imported on an SUP basis.

For the six months ended 30 June 2025 and 2024, the Group produced 181,817 and 176,200 cars, respectively, with 1,093 and 2,790 cars imported on an SUP basis. As at 1 September 2025, the Group employed 14,686 employees, and as at 30 June 2025 it had total assets of U.S.\$2,497 million.

In the six months ended 30 June 2025 and 2024, the Group sold 156,493 and 171,896 cars, respectively, generating revenue from contracts with customers of U.S.\$1,644 million and U.S.\$1,869 million and recording a profit for the period of U.S.\$147 million and U.S.\$177 million, respectively.

HISTORY

The Company was founded in March 1993 as a closed joint stock company under the name "UzDaewooAuto" and began production in 1996 at its automotive plant in Asaka. The Group sold cars under the Daewoo brand in Uzbekistan until 2008, when it introduced the Chevrolet brand for the domestic market, and in its export markets until 2015, when it adopted the Ravon brand. Since 2020, all exports have been under the Chevrolet brand.

Following GM's acquisition of Daewoo Motors in 2001, GM acquired a 25% stake in the Company in 2008. In October 2017, JSC "Uzavtosanoat" and GM signed an alliance agreement granting the Group full control over the production and sale of Chevrolet passenger vehicles in Uzbekistan, as well as, from 2020, the right to export Chevrolet vehicles to Kazakhstan, the rest of the CIS and Afghanistan. In October 2018, JSC "Uzavtosanoat" acquired GM's 25% stake, and the Company was subsequently renamed JSC "UzAuto Motors". In 2019, the Group transitioned from the SKD to SUP production for selected models, and in December 2020 the Company secured GM's BIQ IV, or "built-in quality", accreditation at its Asaka plant. In May 2024, the Company extended its GM's BIQ IV accreditation to both Asaka and Pitnak plants, achieving the fourth of GM's five quality levels. This accreditation is renewed every two years and underscores the Company's strategy

to expand into new markets, strengthen its existing market position and maintain internationally recognised quality standards.

In July 2022, the company launched mass industrial production of the Chevrolet Tracker model on GM's GEM platform at the Asaka plant, with an annual capacity of approximately 80,000 vehicles. In February 2023, the Company began serial production of the Chevrolet Onix, also based on the GEM platform. Both Onix and Tracker are equipped with a domestically produced CSS Prime engine, which features high efficiency, low fuel consumption and a turbine. In November 2023, the Chevrolet Captiva B530 went on sale in Uzbekistan through the Company's dealer network. In March 2024, production of Chevrolet Onix models was launched at the Allur plant in Kazakhstan, using a semi-knocked down assembly process pursuant to an agreement between GM and the Group. In August 2025, the Company introduced the new Tahoe 2025 High Country to the Uzbek market, with sales commencing in early September through SUP imports.

Between 2023 and 2025, the Group expanded its SUP portfolio (including Malibu, Captiva, Equinox, Traverse and Tahoe), increased localisation to over 50% of the value of components in all CKD models and maintained aggregate production capacity at over 515,000 units per year. Exports grew within the CIS, with Kazakhstan remaining the principal foreign market, and the Group achieved an estimated 81% share of Uzbekistan's passenger car market in 2024.

In 2025, UzAuto Motors marked the production of its five millionth vehicle at the Asaka plant, reflecting more than three decades of domestic automotive manufacturing. That same year, UzAuto Motors entered into a U.S.\$50 million cooperation agreement with Ipoteka Bank (OTP Group) to expand dealer and consumer financing options in support of local production and sales growth.

The Company is indirectly controlled by JSC "Uzavtosanoat" (99.7%), which in turn is wholly owned by the Ministry of Economy and Finance of Uzbekistan.

STRENGTHS

The Group's principal strengths are set out below.

The alliance with GM

The master alliance agreement with GM, together with a suite of implementation agreements, ensures that the Group's quality, reputation, brands and research and development capabilities are all aligned with those of GM. The Group's Asaka plant has secured BIQ IV accreditation, permitting quality assurance and troubleshooting locally at the plant. In terms of reputation and brands, the Group produces CKD Chevrolet models (Cobalt, Onix, Tracker, Damas and Labo) and sells SUP models (Malibu, Captiva, Equinox, Traverse and Tahoe) to the same standards that GM does and thus benefits from the strength of the GM and Chevrolet brands. The Company's alliance with GM also gives it access to GM's research and development in relation to the GM models that it produces, as well as to GM-approved supplier network.

The Group's reputation is also boosted by its after-sales service, which is provided in Uzbekistan and in export markets through its existing dealer network for the full warranty period of three years or 100,000 kilometres, whichever comes first. Following the end of the warranty period, servicing may continue to be carried out by authorised dealers, and spare parts are also sold directly to authorised dealers and to the wider market.

Strategic importance to Uzbekistan economic strategy

The automotive sector plays an important role in Uzbekistan's economy, accounting for 6% of the country's \$103 billion GDP in 2023 and 9% of its \$115 billion GDP in 2024. The Group has been a central participant in the Government's strategy to develop a domestic automotive industry since Uzbekistan's independence. Its partnership with GM has facilitated a steady increase in localisation, including the domestic manufacture of engines for most models, and supported the development of an extensive automotive supply chain, employing 14,686 people, largely in skilled positions, and contributing substantial tax revenues. In 2024, the Group was among the ten largest taxpayers in Uzbekistan, contributing approximately 1.7% of state budget revenues, while JSC "Uzavtosanoat" companies (including the Group) stood as the nation's second-largest employer. Reflecting both its importance and the Government's continued role in shaping the sector, the Company has also been included on the Government's list of major state-owned enterprises approved for privatisation.

Employment in the sector has expanded significantly in recent years, with further growth supported by increasing levels of localisation within the Group and the expansion of production capacity among both state-owned and private automotive manufacturers.

Although this expansion has introduced increased competition for the Group, the Government continues to exercise strict control over which brands and models may enter the market, thereby ensuring that the Group retains a dominant position in the mass-market passenger vehicle segment.

The Government also plays an active role in shaping the Group's strategy and has previously supported capacity expansion through loans on preferential terms. Recent regulatory measures affect privately imported electric vehicles, including a utility fee of U.S.\$3,500 per car and mandatory compliance certification. These requirements are intended both to protect consumers from vehicles lacking warranties and service agreements, and to establish a reserve fund for the future disposal of EV batteries. At the same time, they make privately imported vehicles significantly less cost-effective than the Group's models.

Low labour and utilities costs and significant barriers to entry

The Group believes that its low labour and utilities costs are a significant strength. The average monthly salary in Uzbekistan in the first half of 2025 was around U.S.\$470. By comparison, the average monthly salaries in Kazakhstan, China and Germany were around U.S.\$815 (first quarter of 2025), U.S.\$1,425 (2024) and U.S.\$5,066 (2024), respectively.

The cost of electricity (average industrial electricity tariff for commercial consumers) in Uzbekistan is around U.S.\$0.082 per kWt (as at April 2025) compared to U.S.\$0.048 per kWt (July 2025) in Kazakhstan, U.S.\$0.088 per kWt (2024 average) in China and U.S.\$0.19 per kWt (2024) in Germany.

In 2024, payroll costs accounted for 2.8% of the Group's total cost of sales (U.S.\$101.2 million out of U.S.\$3,657.4 million in total cost of sales). Utility costs remained well below 1% of cost of sales. For industry-leading car manufacturers globally, the typical contribution of labour and utilities costs is around 5-10% and 1-3%, respectively.

The Group believes that a new entrant to its market in Uzbekistan would face significant barriers to entry. More than 50% of the value of each CKD model is comprised of locally sourced parts and components, developed over more than 15 years with cumulative investment exceeding U.S.\$2 billion. In particular, the Group has a local supply base with more than 130 local suppliers, which manufacture a wide range of components, including engines, body parts, stamping and seats.

Strong sales and dealer network in Uzbekistan

As at 1 September 2025, the Group had a network of 85 sales and dealership centres in all 14 regions of Uzbekistan. These dealership centres are responsible for selling the Group's new vehicles and for providing technical maintenance and repair services, both during and after the warranty period. All dealership centres are equipped with the necessary facilities and equipment to carry out maintenance and repair services. Additionally, dealership centres act as a distribution channel for spare parts and new components.

The Group's nationwide coverage is unmatched by its principal competitors. Competing manufacturers such as ADM Jizzakh, BYD, and others operate significantly smaller networks, typically ranging from five to 25 dealerships in the country. This extensive sales and service network supported strong domestic demand, and in 2024 Uzbekistan ranked as the second-largest market worldwide for Chevrolet passenger vehicles sales.

Strong market fundamentals

The Group believes that the Uzbekistan passenger car market offers significant potential for growth. Uzbekistan is the second most populous country in the CIS, with an estimated population of approximately 37.9 million as at 30 June 2025. In addition, based on the Company's internal estimates, vehicle penetration in Uzbekistan increased by 17% from 103 passenger cars per 1,000 people in 2022 to 120 per 1,000 in 2024, driven by strong demand and increased domestic production. By contrast, according to the European Automobile Manufacturers Association, the penetration rate was over 340 in Latvia (lowest in EU) and more than 690 in Luxembourg (highest in EU). According to the Uzbekistan National Statistics Committee, vehicle penetration rate is projected to rise to 140 per 1,000 people by 2027. Average annual domestic demand exceeded 450,000 units

in 2024, according to the data prepared by JSC “Uzavtosanoat”. Based on the same source, the Group held an estimated 81% share of the Uzbekistan passenger car market in 2024.

Co-operation with a range of international universities with a presence in Uzbekistan

Turin Polytechnic University in Tashkent was opened in 2009 as a co-operation between JSC “Uzavtosanoat” and Politecnico di Torino in Italy to develop engineering talent aligned with international educational standards. It currently educates over 2,000 students and has produced around 1,500 graduates. TTPU maintains near-100% employment placement, with many alumni joining the Group and other automotive sector employers, which specialises in the technical and automobile field. In addition, the Company actively cooperates with a range of international and local universities operating in Uzbekistan, including the Management Development Institute of Singapore, Sharda University, INHA University, and AMITY University, as well as various state-run higher education institutions. These partnerships provide a key source of qualified specialists in finance, management, information technology, engineering, machinery, and other technical and professional disciplines.

STRATEGY

The Company is pursuing a strategic plan aligned with Uzbekistan’s 2020–2030 automotive industry development programme and the Uzbekistan-2030 national strategy, with the objective of maintaining domestic market leadership, expanding exports and developing next-generation vehicles, while responding to intensifying competition from international and regional manufacturers.

Alignment with Uzbekistan-2030 and market-driven growth

The Government has announced a strategic objective of achieving annual production of up to 1 million vehicles by 2030, positioning Uzbekistan as a key automotive hub in Central Asia. In line with this policy framework, national production is expected to reach approximately 500,000 units annually by the end of 2025, subject to market conditions, investment priorities and demand growth. The Group’s own development plans, including capacity expansions at Asaka and Pitnak and product portfolio upgrades, are aligned with these national objectives.

The Group aims to capitalise on Uzbekistan’s favourable market fundamentals – including projected GDP per capital growth of 168% by 2027 (IMF), a 6% increase in population (+2% annually), and rising vehicle penetration from 120 cars per 1,000 people in 2024 to 140 by 2027 – by maintaining its leading market share and capturing incremental demand from an average annual domestic market. To achieve this, the Group intends to accelerate model portfolio renewal, grow localisation to over 58% by 2027, expand exports to new and existing CIS and regional markets, such as Kyrgyzstan, Tajikistan and Turkmenistan, and increase production from 391,903 units in 2024 to 450,000 units by 2027.

Transformation of manufacturing and business process

Building on the operational and manufacturing transformation completed in 2020-2024 – including the IFRS adoption, the introduction of a new enterprise resource planning (“**ERP**”) system, enhanced digitalisation and IT integration, and strengthened compliance policies - the Group will continue to optimise manufacturing and business processes, deepen cost efficiency through advanced analytics and automation, and maintain disciplined working capital management to support growth and profitability. Cost efficiency initiatives will include optimising the production footprint, reducing imported component dependency through accelerated localisation, and improving procurement terms with strategic suppliers.

Portfolio renewal and GEM platform

The launch of the Chevrolet Tracker (GEM platform) in July 2022 and the Chevrolet Onix (CKD) in February 2023 marked the first phase of the Group’s model portfolio renewal. In light of a measurable increase in competition from other producers, the Group plans to expand the GEM-based range — which covers hatchback, sedan, station wagon and crossover/SUV body styles — with feature upgrades, variant diversification, and competitive pricing strategies to maintain leadership in the B and SUV-B segments. The Group is also preparing to expand its SUV model offering more broadly, with several new models currently under development and expected to be introduced in the near term. These initiatives will be complemented by selective imports of premium SUP models (including Malibu, Captiva, Equinox, Traverse and Tahoe) to capture higher-margin segments. In early 2026, the Company plans to launch sales of the Chevrolet Suburban in Uzbekistan through

SUP. Taken together, the portfolio expansion is expected to support domestic and export sales growth while optimising the mix between CKD and SUP offerings.

Electric vehicles

In December 2022, BYD Company Limited signed an investment agreement with the Ministry of Investment, Industry and Trade of Uzbekistan and JSC “Uzavtosanoat” to establish a joint venture for electric and hybrid vehicle production at a new facility in Jizzakh. While the Company is not a shareholder in the joint venture, it will support localisation efforts and may supply selected components for the production of electric and hybrid vehicles by the joint venture. In parallel, the Group plans to potentially introduce GM electric vehicle models in 2026 on a SUP/SKD basis to assess market readiness.

Export expansion

Under the 2017 alliance agreement with GM and related implementation agreements, the Group retains the right to export Chevrolet passenger vehicles and spare parts produced by it to the CIS region. Kazakhstan remains the Group’s largest export market and a key hub for regional expansion. In November 2023, the Group launched CKD production of the Onix in Kazakhstan through Saryarka AvtoProm, a facility operated by Allur Group, one of the country’s leading automotive companies, with an annual capacity of 15,000 units.

The Group has also broadened its export footprint beyond Kazakhstan to other CIS and neighbouring markets. In September 2023, it established its first dealership in Armenia, followed by its first dealership in Mongolia in August 2024, and in September 2024 commenced official sales in Georgia through a new dealership in Tbilisi. Further expansion is underway, with CKD assembly of the Cobalt scheduled to begin in Azerbaijan in the third quarter of 2026, also with an annual capacity of 15,000 units.

These initiatives demonstrate the Group’s ability to leverage its export rights and strategic alliance with GM to diversify sales channels and strengthen its position in both traditional and newly entered markets. Looking ahead, the Group intends to expand further into the Caucasus, Central Asia and, potentially, into Latin America through the export of vehicles and powertrains. For a discussion of the Group’s export sales and markets, see “—Business—Marketing” and “—Business—Sales” below.

In addition, Uzbekistan is assessing prospects of accession to the WTO and the EAEU. Membership in these organisations could expand opportunities for international trade and investment and provide Uzbek manufacturers, including the Group, with broader access to export markets. At present, the Group benefits from the CIS Free Trade Agreement, which allows for duty-free exports and imports of products with at least 50% local content; similar rules would apply under the EAEU framework.

BUSINESS

The Group’s product portfolio

The Group is principally engaged in the manufacturing, marketing and distribution of passenger vehicles and their spare parts and components.

As at the date of the Offering Memorandum, the Group’s CKD production at its Asaka and Pitnak plants comprised the Chevrolet Damas, Labo, Cobalt, Tracker and Onix models. All models are sold domestically under the Chevrolet brand, which the Group has exclusively used in both domestic and export markets since 2020.

Since 2019, the Group has supplemented its CKD output with imported Chevrolet passenger models on an SUP basis for sale in Uzbekistan and selected neighbouring markets. SUP models currently include the Malibu, Captiva, Equinox, Traverse and Tahoe.

Through its cooperation agreement with GM, the Group has the right to manufacture certain car models designed by GM and its affiliates and distribute them in Uzbekistan and export them to the CIS countries; the right to use certain of GM’s trademarks such as “Chevrolet” and the Chevrolet emblem; and access to certain know-how of GM together with access to certain of GM’s internal systems and processes such as purchasing, manufacturing, quality control and distribution.

The following image depicts the Group's current product portfolio.



Business segments

The Group reports across two principal reporting segments, which relate to the different ways in which it produces or acquires its cars:

- CKD – manufacturing of vehicles in Asaka and Pitnak plants and selling them in Uzbekistan and Kazakhstan;
- SUP - selling fully built vehicles imported from China, South Korea and USA in Uzbekistan.

All other activities of the Group, principally the manufacture and sale of components and spare parts, are not reported on a segment basis, as they are not separately reviewed by the management in order to make decisions about resources to be allocated to assets its performance.

The table below shows the proportion of revenue from contracts with customers and segment profit before income tax generated by each segment in each of six months ended 30 June 2025 and years ended 31 December 2024, 2023 and 2022.

	For the six months ended 30 June		For the year ended 31 December		
	2025	2024	2024	2023	2022
			%		
Revenue from contracts with customers					
CKD Asaka.....	78.6	74.3	73.9	77.4	71.7
CKD Pitnak.....	19.7	20.4	21.4	15.7	18.6
SUP.....	1.8	5.3	4.8	6.9	9.7
Total.....	100.0	100.0	100.0	100.0	100.0
Segment profit before income tax					
CKD Asaka.....	45.8	49.2	28.5	44.3	27.5
CKD Pitnak.....	52.3	48.6	67.1	43.5	49.2
SUP.....	1.9	2.3	4.4	12.3	23.3
Total.....	100.0	100.0	100.0	100.0	100.0

In the six months ended 30 June 2025 and 2024, the Group's revenue from contracts with customers for vehicles produced at its Asaka and Pitnak plants totalled U.S.\$1,615.6 million and U.S.\$1,764.7 million, respectively. For the years ended 31 December 2024, 2023 and 2022, such revenue amounted to U.S.\$4,029.8 million, U.S.\$4,271.6 million and U.S.\$2,950.7 million, respectively.

Procurement

The Group uses GM's global sourcing network to obtain favourable price and procurement terms from third-party suppliers. The procurement team is responsible for establishing supplier, expert evaluation and pricing databases, managing the bidding process, conducting post-bidding inspections and coordinating with project teams for special procurements.

The Group's principal procurement categories are:

- **Imported parts and components** - including transmission, tyres and electronic power steering gear, sourced from GM units and other GM-approved third-party suppliers in markets such as the United States, Europe, South Korea, China, Brazil, Mexico and others.
- **Local parts and components** - including engines, body parts, interior and exterior plastic, lights and harnesses, sourced primarily from local suppliers.
- **Steel** – sourced from third-party suppliers, mainly from China (Baosteel). The Group usually enters into one-year procurement agreements with its steel suppliers and seeks to maintain good relationships with all of its steel suppliers to ensure the stable supply of steel at market cost.

To mitigate the risk of supply shortages, the Group applies a structured procurement strategy aligned with its annual vehicle production plan. At the beginning of each year, and when establishing new supplier relationships, the Group agrees an annual supply volume commitment with its suppliers, which is documented in the relevant contracts. These commitments are reviewed and adjusted in scheduled negotiation rounds to reflect market conditions and operational requirements.

Suppliers are contractually required to notify the Group at least six months to one year in advance of any expected disruption, including planned or unplanned shutdowns, product discontinuation or other technical challenges. In such circumstances, the Group seeks to diversify its sourcing base. GM supports this process by recommending alternative suppliers capable of producing the required parts. The process of approving and contracting with a new supplier typically requires approximately one year, and the Group applies strict qualification criteria to ensure that only reliable partners are selected.

In accordance with its annual production plan, the Group conducts negotiations with suppliers to confirm required volumes, which suppliers must guarantee in writing for the agreed period. Where additional quantities are required due to higher production capacity, the Group provides advance notice and negotiates with existing suppliers to secure the additional volumes. Any incremental production costs incurred by suppliers in meeting such requests are compensated by the Group, subject to mutual agreement.

This system provides a structured framework designed to ensure timely and quality supply volumes, with oversight and control applied throughout the process. Following the conclusion of supply agreements, delivery scheduling, operational planning (including monthly product requirements) and transportation logistics are managed and executed by the Group's Supply Chain Department.

Payment terms vary depending on the supplier. For GM, terms are structured around letters of credit issued by reputable local and global financial institutions, with optional deferred payment terms of up to 180 days. For other international suppliers, payments are generally made upon delivery, with terms of net 47 days after customs clearance plus an additional 60-day deferral. For local suppliers, the Group typically applies net 30 days after delivery.

The table below shows the Group's top five suppliers by transactional amount and percentage of the total transactional amount for all suppliers in each of the six months ended 30 June 2025 and 2024 and the years ended 31 December 2024, 2023 and 2022. Apart from GM, the largest suppliers are all located in Uzbekistan and are all related parties.

	For the six months ended 30 June				For the year ended 31 December					
	2025		2024		2024		2023		2022	
	U.S.\$ million	%	U.S.\$ million	%	U.S.\$ million	%	U.S.\$ million	%	U.S.\$ million	%
GM Korea.....	275.1	21%	251.4	19%	506.8	20%	726.6	23%	848.8	35%
GM Overseas Distribution.....	155.9	12%	224.0	17%	427.6	16%	597.5	19%	—	—
UzAuto Motors Powertrain	149.1	11%	153.5	12%	293.0	11%	353.0	11%	243.3	10%
Baosteel.....	136.0	10%	83.2	6%	168.2	6%	162.3	5%	—	—
Uz Tong Hong Kompani	58.5	4%	55.7	4%	112.1	4%	138.7	4%	101.6	4%
Total	774.6	59%	767.8	59%	1,507.7	58%	1,978.2	62%	1,193.8	49%

The table below shows the Group's top three suppliers for each of its three principal categories of components and raw materials by transactional amount and percentage of total transactional amount for that category in each of the six months ended 30 June 2025 and 2024 and the years ended 31 December 2024, 2023 and 2022. Apart from GM, the largest suppliers are all located in Uzbekistan and are all related parties.

	For the six months ended 30 June				For the year ended 31 December					
	2025		2024		2024		2023		2022	
	U.S.\$ million	%	U.S.\$ million	%	U.S.\$ million	%	U.S.\$ million	%	U.S.\$ million	%
Imported parts and components										
GM Korea	275.1	21%	251.4	19%	506.8	20%	726.6	23%	848.8	35%
GM Overseas Distribution	155.9	12%	224.0	17%	427.6	16%	597.5	19%	0.0	0%
Baosteel	136.0	10%	83.2	6%	168.2	6%	162.3	5%	0.0	0%
Total	567.0	43%	558.5	43%	1,102.5	42%	1,486.4	46%	848.8	35%
Local parts and components										
UzAuto Motors Powertrain	149.1	11%	153.5	12%	293.0	11%	353.0	11%	243.3	10%
Uz Tong Hong Kompani	58.5	4%	55.7	4%	112.1	4%	138.7	4%	0.0	0%
Uz Kodji	40.9	3%	40.2	3%	78.5	3%	86.0	3%	0.0	0%
Total	248.5	19%	249.5	19%	483.6	19%	577.7	18%	243.3	10%
Steel										
Baosteel	136.0	10%	83.2	6%	168.2	6%	162.3	5%	0.0	0%
Total	136.0	10%	83.2	6%	168.2	6%	162.3	5%	0.0	0%

The Group uses the ERP/SAP S4/HANA system to streamline procurement processes, monitor supplier performance, and remove under-performing suppliers from its approved vendor list.

Production

Production processes

The Group's production processes, which, except where specifically stated, apply equally to its production facilities at Asaka and Pitnak, include:

- **Stamping.** Steel plates are stamped into vehicle body parts. Most stamping operations are completed at the Asaka facility. Since 2021, most stamped body panels for the Damas and Labo models, which were previously imported as part of CKD kits, have been localised at the Khorezm branch of the Company, where the facility currently produces 281 panels with an average stamping speed of 7.5 strokes per minute;
- **Welding.** Vehicle bodies are formed by welding together stamped body parts produced in-house and those procured from suppliers. In 2021, the Group commissioned a new welding shop at Asaka, which produced approximately 233,000 Lacetti (Gentra) bodies over three years and five months of operation, averaging 68,200 units annually before the model's end of production in May 2024. In 2023, the Group also modernised its Damas welding line, increasing line speed from 12 to 16 jobs per hour, an improvement expected to add around 25,000 units of annual capacity;
- **Painting.** All semi-finished components and external parts are surface-treated and painted using advanced and automated processes. In 2023 and 2025, the Group implemented a series of automation and equipment upgrades across its painting facilities, including the installation of additional robotic

systems and process enhancements in coating and sealing lines. These investments were aimed at improving quality, productivity and material efficiency, and collectively increased paint shop throughput by approximately 7%, from 51 units per hour in 2021 to 54.6 units per hour in 2025;

- *Assembly.* All semi-finished components, external parts, tyres, engines and other standard outsourced parts are assembled into finished vehicles;
- *Testing and inspection.* Finished vehicles undergo testing, calibration and comprehensive final inspection before release; and
- *Warehousing and dispatch.* Completed vehicles are delivered to the Group's warehouses, to dealerships in Uzbekistan, or directly to overseas distributors, depending on the terms of sale. Vehicles with outstanding delivery obligations are shipped directly to dealerships, after which customers are notified to take delivery. For export vehicles, the Group's responsibility ceases upon shipment, after which the vehicles are transported to the designated dealer centres overseas.

Production capacity

The Group operates two manufacturing plants, Asaka Plant located in Andijan region and Pitnak plant in Khorezm region.

Asaka plant

The Group's flagship manufacturing site in Asaka (Andijan region) was commissioned in July 1996 with the current annual production capacity of approximately 365,000 units. Historically, it produced models such as Matiz (2001–2018) and Spark (2010–2023), before transitioning towards larger and more modern platforms in line with shifting customer preferences in Uzbekistan and globally. Nexia, in production since the plant's opening in 1996 and upgraded twice (most recently in 2015), was phased out in 2023.

The plant currently produces Cobalt (CKD, since 2012), Tracker (GEM platform, since July 2022) and Onix (GEM platform, since February 2023). In 2024, Cobalt volumes grew by 39.6% year-on-year to 164,887 units, making it the Group's highest-volume model, while Tracker production reached 45,918 units and Onix production rose by 36.2% to 41,661 units.

To support this shift to modern platforms, in 2021 the Group commissioned a new welding shop at Asaka, adding approximately 60,000 units of annual capacity. The shop is configured to support production of the Tracker and Onix models, with a combined capacity of up to 230,000 units per year. In August 2025, the Company launched its third pressing shop, marking another step in advancing Uzbekistan's automotive industry. The project is expected to enable production of an additional 140,000 vehicles per year, representing a 25.4% increase in annual output compared to the previous level.

Pitnak plant

The Pitnak plant (Khorezm region), opened in 2014 with the current annual production capacity of approximately 150,000 units, specialises in the production of the Group's microvan and mini-truck models. Production of the Damas was transferred from Asaka to Pitnak upon its opening, and production of the Labo commenced there in 2015.

In 2024, combined Damas/Labo production reached 126,600 units, an increase of 11.2% over 2023. The plant plays a key role in meeting domestic demand for light commercial and multifunctional utility vehicles, which are also exported in CKD form to selected markets. In July 2025, the Group commissioned a new SKD shop at Pitnak with a pilot-scale capacity of approximately 50 vehicles per year, intended to support initial production trials and potential future model launches.

Production volumes

The table below shows production by model in the six months ended 30 June 2025 and 2024 and the years ended 31 December 2024, 2023 and 2022:

	For the six months ended 30 June		For the year ended 31 December		
	2025	2024	2024	2023	2022
	<i>Number of units</i>				
Damas/Labo	68,619	51,688	126,600	113,812	93,120
Spark/Nexia (end of production ("EOP")).....	—	—	—	2,679	36,709
Cobalt	73,102	72,948	164,887	118,093	101,617
Lacetti (EoP)	EOP	12,635	12,837	82,133	87,105
Tracker	22,847	21,497	45,918	48,082	9,088
Onix.....	17,249	17,432	41,661	30,596	—
Total	181,817	176,200	391,903	395,395	327,639

Marketing and sales

Marketing

The Group's Marketing, Sales and Aftersales Maintenance department conducts market research and analysis covering both the domestic and international automobile markets, as well as product-specific analysis. Through this function, the Group identifies market needs, forecasts future industry trends and provides a basis for making decisions on new product developments.

The department also formulates the Group's sales and marketing activities, with a strategy aimed at enhancing brand image and increasing consumer awareness in target markets. In addition to maintaining a unified retail identity and dealer store layout, the Group undertakes promotional activities tailored to each market. In recent years, it has expanded into online sales channels, trade-in programmes and direct-to-customer vehicle deliveries.

Sales

The Group sells CKD production primarily through authorised dealers in Uzbekistan and, for exports, via distributors in international markets.

As at 1 September 2025, the domestic sales network comprised 85 dealerships and one distributor operating across all 14 regions of Uzbekistan. The Group contracts directly with its dealers, which are independent legal entities. The Group does not operate its own dealer offices.

In export markets, the Group enters into distribution agreements with independent distributors, who in turn establish dealer relationships within their respective territories for the resale of vehicles. In certain cases, the Group also enters into direct dealer agreements with overseas dealers for subsequent vehicle sales. Export distribution channels include partners in Kazakhstan (the largest export market), several countries formerly part of the CIS as well as newer markets entered since 2023, such as Armenia, Mongolia and Georgia.

Historically, the Group has produced vehicles based on market demand. Its best-selling models — Chevrolet Lacetti/Gentra, Cobalt, Damas and Labo — have consistently been manufactured under a prepayment system, in line with customer demand. These models have maintained high popularity in the market and continue to be sold under this arrangement, whereby customers place orders with delivery timelines typically ranging from three to six months. Production is carried out at maximum capacity to satisfy this demand.

The Group has more recently adopted production of new GM models, such as the Tracker and Onix. However, as these models are relatively new both in the Uzbek market and in certain international markets, it is expected that several years will be required before they achieve full acceptance among local consumers. At the same time, the entry of Chinese automotive brands into the domestic market has intensified competition. Consumers are increasingly focused on quality, affordability, competitiveness, the availability of cost-effective after-sales service and the accessibility of low-cost spare parts, all of which are key factors influencing the competitiveness of the Group's models.

To strengthen its position in both domestic and export markets, the Group is implementing a mix of financial and non-financial initiatives. Financial instruments include instalment-based payment plans, collaboration with

local banks to provide auto loans on preferential terms, and other discounted financing mechanisms designed to improve vehicle affordability. Non-financial measures include targeted marketing strategies, such as promotional campaigns and customer engagement activities, aimed at both attracting new customers and retaining existing ones.

In 2024, the Group sold 396,581 units (including 3,469 units of Onix CKD production in Kazakhstan), comprising 353,730 units sold domestically (89.2% of total sales), and 42,851 units exported, including CKD kits (10.8% of total sales). In 2023, the Group sold 410,350 units, of which 369,977 units were domestic sales (90.2%) and 40,373 units were export sales (9.8%). In 2022, the Group sold 324,947 units, of which 282,875 units were domestic sales (87.1%) and 42,072 units were export sales (12.9%).

For the six months ended 30 June 2025 and 2024, the Group sold 156,493 and 171,896 units, respectively. Of these 141,969 and 160,289 units were domestic sales (90.7% and 93.2% of total sales, respectively) and 14,524 and 11,607 units were export sales (9.3% and 6.8% of total sales, respectively).

The Group sells its local production through dealers in the domestic market and distributors in its international markets. Recent export network developments include: (i) launch of CKD production of Onix in Kazakhstan in November 2023 with an annual capacity of 15,000 units; (ii) establishment of the Group's first dealership in Armenia in September 2023; (iii) establishment of the Group's first dealership in Mongolia in August 2024; (iv) start of official sales in Georgia through a new dealership in Tbilisi in September 2024; and (v) planned start of CKD assembly of Cobalt in Azerbaijan in the third quarter of 2026 with an annual capacity of 15,000 units.

The table below shows the Group's sales volumes in the six months ended 30 June 2025 and 2024 and the years ended 31 December 2024, 2023 and 2022:

	For the six months ended 30 June		For the year ended 31 December		
	2025	2024	2024	2023	2022
	<i>Number of units, unless indicated otherwise</i>				
Sales volume (thousands)	156	172	397	410	325
Domestic sales (thousands)	142	160	354	370	283
Share of domestic sales (%)	90.7%	93.2%	89.2%	90.2%	87.1%
Exports (including CKD kits) (thousands)	15	12	43	40	42
Share of exports (%)	9.3%	6.8%	10.8%	9.8%	12.9%
Damas/Labo	48,157	55,076	131,614	109,713	93,269
Spark/Nexia (EoP)	23	211	276	7,695	41,808
Cobalt	80,844	73,608	162,870	125,613	94,293
Lacetti (EoP)	241	17,065	18,327	89,871	78,762
Tracker	17,399	13,884	39,836	43,340	5,824
Onix	8,736	9,262	38,080	25,357	13
SUP (Import)	1,093	2,790	5,578	8,761	10,978

While total volumes declined slightly between 2023 and 2024, the Group increased its export share from 9.9% to 10.8% of total sales, supported by growth in CKD kit exports and higher foreign sales of models such as the Onix. This reflects the Group's strategy of diversifying revenue streams by strengthening export markets to balance competitive pressures in the domestic market.

Between the first half of 2024 and the first half of 2025, total sales volumes also declined, primarily due to the end of production of the CKD Lacetti model and the replacement of certain SUP models with Chinese-manufactured alternatives. These effects were partially offset by significant increases in Tracker and Onix volumes.

Pricing and payment arrangements

The Group sets vehicle prices independently, taking into account cost of production, market analysis and target profitability. Pricing is determined in accordance with the Regulation "On the composition of costs for the production and sale of products (works, services) and on the procedure for generating financial results", approved by the Resolution of the Cabinet of Ministers of the Republic of Uzbekistan dated 15 February 1999 No. 54, and is subject to approval by the Group's Supervisory Board.

The Group's pricing policy is designed to allow adjustments in response to production modernisation and cost optimisation initiatives, as well as external factors such as currency devaluation, rising transportation costs and low margins on certain models. Prices are revised as necessary to maintain profitability at benchmark levels. In addition, the Group periodically offers promotional discounts and preferential sales terms in order to create more favourable conditions for consumers.

The Group currently sells its vehicles under the following arrangements:

- *Fully paid basis* - For the domestic market, the Company typically receives a 50% prepayment on retail vehicle sales, with the remaining 50% collected upon delivery. This structure supports strong liquidity and helps fund production activities. In export markets, sales to distributors are generally conducted on a prepayment basis or with deferred payment terms of up to 120 days, depending on the market and contractual arrangements. Trade payables mainly consist of short-term obligations to international suppliers and local vendors, particularly those providing spare parts (61 days in 2024).
- *Instalment basis* – Instalment sales are available through financing partners under agreed terms. In 2024, the Group introduced a revised instalment plan in response to restrictions imposed by the CBU on the credit portfolios of local commercial banks, particularly in relation to car loans. The plan reduced the required down payment to 40% and extended repayment periods to up to 36 months. As a result, approximately 10% of sales in 2024 were made under the revised instalment plan. Trade receivables saw a significant increase in 2024, primarily due to this one-time instalment programme in the domestic market, offering repayment periods of up to 3 years, as well as an increase in exports with deferred payment terms of up to 120 days.
- *Finance lease basis* - For finance leases, the Group receives the full payment from a leasing institution (typically a local bank or leasing company) upon delivery to the lessee or as otherwise specified in the relevant lease agreement.
- *Part exchange basis (trade-in)* – The Group accepts used vehicles as partial payment toward a new vehicle. The customer pays the difference between the assessed value of the trade-in and the price of the new vehicle. Trade-ins cars are subsequently resold by the Group on a full payment basis.

In 2024, the Group, together with a local partner, undertook targeted price reductions in Kazakhstan to sustain competitiveness and offset weaker domestic demand. For example, the Cobalt Optima trim was reduced from KZT 8.19 million to KZT 7.29 million, the base Onix with manual transmission dropped to KZT 6.99 million, and the Tracker's starting price was cut to KZT 9.99 million. Further discounts brought the Cobalt price to KZT 6.49 million. These adjustments responded to growing competition in the budget segment from Chinese brands and illustrate the Group's flexible pricing strategy in key export markets.

After-sales service

The Group provides a warranty for all vehicles sold that extends to the earlier of three years from the date of sale and 100,000 kilometres driven, which is in line with GM's global warranty policies and applicable laws and regulations.

Warranty servicing is performed by authorised dealerships and service centres in Uzbekistan, all of which are equipped to carry out required repairs and replacements. The Group estimates its potential exposure under product warranties at the time of sale based on historical data covering the nature, frequency and average cost of claims by model. As warranty-related costs remain immaterial relative to total sales, provisions are not separately disclosed in the Group's statement of financial position. Estimates are reviewed periodically and adjusted as necessary to reflect actual experience and emerging trends.

For export markets, warranty liability is typically borne by the distributor under the terms of the sales contract.

Quality control and product safety

The Group maintains a dedicated Quality Management Department responsible for strategic quality planning, quality system development, implementation of management platforms and training in quality control. The Group's quality management system monitors product quality throughout the vehicle lifecycle, from design and development to production and aftersales. The system is integrated with GM's global quality management and

control processes, which include supplier checks, in-process production controls, pre-sales inspections and aftersales monitoring.

The Group is committed to the continuous enhancement of its quality systems in alignment with GM's Global Manufacturing System ("GMS") and BIQ standards. In December 2020, the Company achieved GM's BIQ Level IV accreditation at its Asaka plant, enabling on-site troubleshooting and corrective action without returning parts to suppliers. Since then, the Group has continued to expand BIQ implementation across its operations, and as at the date of this Offering Memorandum the Asaka plant maintains its BIQ IV accreditation throughout periodic GM surveillance audits. Progress at the Pitnak plant and other facilities is ongoing in line with GM requirements, with structured actions in place to further elevate accreditation levels.

In 2021, the Company terminated contracting of the Captive CN202S model following reports of irregular engine performance, including power loss, heating system deficiencies and critical engine temperature warnings. GM's International Quality Director instructed that supply of the model to Uzbekistan be suspended until the deficiencies were resolved. Customers who had prepaid for the model were compensated in an aggregate amount of approximately U.S.\$0.6 million for 462 cancelled contracts.

In 2022, the Group recalled 8,148 vehicles (Cobalt, Nexia T250 and Gentra J200) due to defects in rear windows. In 2023, the Group recalled 2,585 vehicles to replace the rear side windows with tinted versions, a step aimed at improving vehicle operating conditions and enhancing driving comfort, consistent with the Company's strategy to strengthen product quality and customer experience.

In September 2024, the Competition Promotion and Consumer Rights Protection Committee of the Republic of Uzbekistan mandated the recall of 37 Lacetti L-Style MT 2023 vehicles from the same production batch for technical inspection. The recall followed incidents involving vehicle fires allegedly linked to manufacturing defects. Proceedings were initiated against the Company and an authorised dealer for violations of consumer protection laws, and the complainant was provided with a replacement vehicle and compensation. As of the date of this Offering Memorandum, no recalls have been recorded in 2025. See *"Risk Factors — Risks related to the Group's business and automotive industry in Uzbekistan — The Group may be subject to disputes, legal, regulatory or other proceedings."*

Following the recall decisions, the Group conducts internal reviews and targeted inspections to address the root cause. These actions form part of the Group's commitment to continuous improvement and compliance with both national and GM quality standards.

Parts and others

In addition to manufacturing and selling vehicles, the Group manufactures and sells components and spare parts for the vehicles it produces. These include body parts, bumpers, engines and engine components, windows, plastic components, cables, dashboards, exhaust systems, cooling system radiators and air conditioning, interior components, car seats, car door handles, door panels, fuel tank, headlights and wheel disks, all of which are locally produced or imported by the Group.

For the six months ended 30 June 2025, the Group generated revenue of U.S.\$42.1 million from spare parts sales, compared to U.S.\$31.0 million in the corresponding period of 2024.

For the full year 2024, the Group generated revenue of U.S.\$102.6 million from spare parts sales, comprising U.S.\$44.4 million from domestic markets and U.S.\$58.2 million from exports. This compares to U.S.\$64.5 million in 2023 (U.S.\$47.1 million domestic; U.S.\$17.4 million export) and U.S.\$50.0 million in 2022 (U.S.\$42.6 million domestic; U.S.\$7.4 million export).

RESEARCH AND DEVELOPMENT

The Group's engineering teams work closely with GM Korea under the GEM Project, which provides a line-up of GM models specifically designed for emerging markets. This collaboration spans the full vehicle development cycle, from design and engineering to validation, testing and regulatory certification, and provides access to GM's global R&D resources, including simulation tools, prototype evaluation and manufacturing process optimisation.

The GEM Project has supported the introduction of models such as the Chevrolet Tracker and Chevrolet Onix, both adapted for local market conditions and regulatory standards. Joint engineering activities have included localisation of components, calibration of powertrains for regional fuel and climate conditions, and adaptation of safety and emissions systems to comply with Uzbekistan's evolving technical requirements.

The Group has adopted GM's GMS, which provides standardized processes for quality, safety and efficiency. Employees regularly undergo training to comply with GMS requirements, and the Group's facilities are equipped with advanced machinery that ensures quality control at all production stages. Over the past three years, the Group has invested approximately U.S.\$35 million in modernisation, including robotic welding equipment and automated transport systems, energy-efficient systems such as compressors, LED lighting and furnaces, and digital production management (ERP) systems enabling real-time monitoring. These investments have also supported the introduction of GM-standard quality assurance systems, new tooling, robotics and advanced materials engineering.

The partnership has also supported upgrades to the Group's manufacturing processes, including GM-standard quality assurance systems, new tooling and robotics and advanced materials engineering. As at the date of this Offering Memorandum, the overall automation level of the production process had reached approximately 49%. To further increase automation and integrate advanced technologies, the Group established a dedicated division within its R&D centre focused on robotics and automation, digital twin technology (virtual modelling of production processes), intelligent technologies (AI, IoT, deep learning) and vision systems (camera-based automated inspection). Current projects include the development of real-time quality control systems using AI, expanded monitoring through IoT sensors, virtual testing of production lines using digital twins, the deployment of collaborative robots in manual operations, and the integration of environmentally friendly technologies such as solar panels, waste reduction systems and water recycling.

The Group's R&D Centre, operational since 2025, aims to reduce reliance on external technical sources, support localisation of components, modernise existing products and prepare new models for mass production. The centre also houses divisions for design and reverse engineering and for materials science, the latter focused on improving the properties of locally sourced automotive components.

Cooperation with GM is formalised through engineering, technical and IT services agreements with GM in Korea and the United States, ensuring alignment with global platforms and enabling the integration of future model updates. The Group's R&D agenda also includes the evaluation of alternative powertrain technologies in preparation for future entry into the electric and hybrid vehicle segments, consistent with Uzbekistan's green mobility policy.

INFORMATION TECHNOLOGY

The Group's IT systems are critical to its operational, commercial and administrative activities. They support production management, supply chain control, quality assurance, dealer and customer interfaces, and corporate functions. In production operations, the Group uses integrated systems to manage production data, control the supply and sequencing of parts, monitor assembly line operations, maintain and repair machinery and equipment, and conduct dynamic and static testing of finished vehicles.

Non-production systems cover accounting, payroll, inventory management, procurement, communications, and office automation. The Group's software and applications are either developed in-house or procured from third-party vendors, depending on business requirements. Any developments or changes to GM's global systems — such as the GM Global Architecture upgrade undertaken during the GEM Project launch — are implemented in coordination with GM's central IT teams.

In January 2021, the Group implemented a new enterprise resource planning (ERP) platform, SAP S/4HANA, covering finance, procurement, production, inventory, and sales modules. Since then, the ERP environment has been progressively expanded and upgraded through the addition of material planning tools, IFRS-based accounting integration, system stabilisation measures and a version upgrade completed in 2024. The platform has also been increasingly integrated with dealer management systems and supplier portals, improving end-to-end process visibility and operational efficiency.

The Group maintains IT security and continuity measures aligned with GM standards, including multi-layered cybersecurity protocols, regular penetration testing and access controls. Backup processes and redundancy

arrangements are in place for mission-critical systems, supported by a disaster recovery plan. In 2024, the Group established a dedicated Department of Information Security, formalising information risk management and data protection procedures, and adopting a corporate Information Security Policy.

In 2024, the Company implemented modern integrated security systems to strengthen the cybersecurity of its information infrastructure. As part of this initiative, a next-generation firewall was introduced to protect against DDoS attacks, together with a Web Application Firewall to safeguard web applications. Currently, all malicious traffic originating from external internet sources—including DDoS, exploits, brute force attempts, botnets, port scanning, zero-day exploits, and malware—is fully blocked at the technical level in real time through tools such as firewalls, intrusion prevention systems, DDoS filtering, application control, and SSL inspection. In addition, network access is managed through segmentation and continuous monitoring, ensuring the overall security of the corporate network. Modern cyber threats and attacks, including DDoS, hacking attempts, exploits, and scanning, targeting key platforms of the Group, are being effectively neutralised at the technical layer.

As part of its broader digitalisation programme, the Group is expanding the use of data analytics, industrial IoT sensors and predictive maintenance tools to improve production efficiency and reduce downtime. Real-time production and quality metrics are increasingly integrated into management dashboards to support faster decision-making and enhanced supply chain responsiveness. In addition, a digital sales platform for automotive spare parts has been launched.

INTELLECTUAL PROPERTY RIGHTS

The Group believes that its patents, trademarks, trade secrets, licences and other intellectual property rights are critical to sustaining its market position and competitive advantages. It is committed to the ongoing development, management, and protection of its intellectual property portfolio.

The Group licenses the Chevrolet trademark and associated brand assets from General Motors under the terms of the alliance agreement. It also holds the trademark for the Ravon brand, which is no longer in active use but remains registered.

The Group actively monitors the use of its intellectual property by third parties. In the event of unauthorised use of the Chevrolet brand or other GM intellectual property in the Group's markets, the Group is required to notify GM and, at GM's request, assist in enforcement actions. Similarly, the Group protects its own marks and other proprietary rights through administrative action or legal proceedings where necessary.

As at the date of this Offering Memorandum, no member of the Group is involved in any litigation or arbitration proceedings relating to intellectual property rights that could have a material adverse effect on the Group's business, results of operations, or financial condition.

COMPETITION

The Group's market share of new car sales in Uzbekistan was approximately 81% in 2024 (2023: 82%; 2022: 92%), based on the Group's internal marketing data. For the first six months of 2025, market share was 80%, reflecting increased competition from new domestic manufacturers and the growing presence of Chinese brands. Cobalt remained the most popular model, followed by Damas and Tracker.

In Kazakhstan, the Chevrolet market share of new car sales was approximately 15% in 2024 (2023: 23%; 2022: 28%), according to the Association of Auto Business of Kazakhstan.

The Uzbek automotive market has seen significant diversification in 2025, with ADM Jizzakh (11%), and BYD Uzbekistan Factory (5%) emerging as notable competitors. In addition, Chinese brands such as BYD, Chery, and Haval have expanded their offerings in Uzbekistan, particularly in the hybrid and electric segments. The Group's market share decline in early 2025 was influenced by a combination of factors, including increased domestic production capacity by competitors, expanding consumer choice in the budget segment, and growing demand for hybrids and electric vehicles in which the Group currently has no domestically produced offerings.

In Kazakhstan, competitors in the B-class and SUV-B segments (CKD models) include KIA, Chery, Hyundai, and Volkswagen, while in the premium SUV and sedan segments (SUP models) competitors include Toyota, JAC and Nissan, alongside an increasing number of Chinese manufacturers.

The Group believes it competes effectively based on industrial scale, brand recognition, product quality, pricing, localisation levels, and an extensive sales and aftersales network. The launch of GEM platform models has reinforced its position in the B-class and SUV-B segments, particularly in Kazakhstan.

Barriers to entry in Uzbekistan remain substantial, due to the significant capital investment required for manufacturing facilities, high production volumes necessary to achieve competitive unit costs, technological expertise, and the time and resources required to establish a national sales and service network. JSC “Uzavtosanoat”, the controlling shareholder of the Company, and the Group holds strategic importance to Uzbekistan. JSC “Uzavtosanoat” is one of the country’s largest employers and the Group is among the top ten taxpayers, underpinning their role in the domestic automotive sector. In addition, the Government maintains customs duties and other measures that support domestic manufacturing and discourage large-scale imports of fully built passenger cars.

See also, *“Risk factors—The automotive industry is competitive and cyclical”*.

ENVIRONMENTAL PROTECTION AND WORKPLACE SAFETY

Environmental protection and Workplace safety

The Group’s environment, health and safety (“EHS”) policy was re-developed in March 2023. The Group’s internal procedures to monitor and ensure compliance with its EHS policy include 15 EHS standards, 297 workplace safety instructions, more than 200 safety operations procedures and about 50 safeties in use instructions for chemicals. The Group has received the ISO 14001:2015 (environmental management); ISO 50001:2015 (energy management); and ISO 9001:2015 (quality management) accreditations.

In its ESG materiality assessment, the Group identified its highest-priority environmental topics as water management; waste management; energy efficiency and GHG emissions; and material efficiency and recycling. These guide its sustainability efforts and targets.

While Uzbekistan targets a 10% reduction in GHG emissions by 2030 and outlines a transition to 100% EV production via a 2020 decree, the Group already meets EURO-5 emissions standards across its GEM platform vehicles and is preparing for future upgrades. On social priorities, the Group’s materiality framework highlights health, safety and welfare; personnel training and development; cybersecurity and data privacy; HR management; and product safety. The Group remains fully compliant with labour and safety laws, operating safety systems and training across all facilities, and performing regular inspections and updates.

The Group has implemented internal compliance measures in line with international standards. In 2024, a total of 89 senior staff members received training through a specialised anti-corruption programme aligned with ISO 37001:2016. During the same period, 5,929 employees were trained, including all new hires and those in positions identified as carrying elevated corruption risk. The training programme covers whistleblower protection, conflict-of-interest declarations, recruitment protocols and risk assessments, with the objective of strengthening ethical conduct across the Group.

The Group is subject to the environmental laws and regulations in Uzbekistan, which empower government authorities to impose fees for the discharge of waste, levy fines or order the closure of non-compliant facilities.

As the Group’s production processes generate noise, wastewater, gases and other industrial waste, the Group is required to comply with applicable national and local environmental regulations. Any failure by the Group to control the use or to restrict adequately the discharge of hazardous substances could subject it to potentially significant monetary damages and fines, suspensions or closures of its business operations.

Uzbekistan is committed under the Paris Agreement to reduce greenhouse gas emissions by 10% from 2010 levels by 2030. A 2020 Cabinet of Ministers decree targets a full transition of the domestic automotive industry to electric vehicle production, supported by expert-led concept development and charging infrastructure roll-out. The Group is preparing to move from the current EURO-2 emissions standard to EURO-5, with all GEM platform vehicles meeting EURO-5 compliance.

As part of its ESG commitments, the Group issued its first official Sustainability Report for 2023. The report follows the Global Reporting Initiative (“GRI”) standards, with 78.5% of GRI indicators fully disclosed — the highest in Uzbekistan as of August 2024. The Sustainability Report is structured into nine chapters (in Russian

and English) and is based on a materiality assessment that identified 13 priority Sustainable Development Goals (“SDGs”) and high-priority ESG topics for disclosure.

Safety management

The Group operates under various labour and workplace safety regulations, supported by corporate safety requirements that promote safe manufacturing practices. Each plant applies site-specific safety rules, supported by production safety management systems, equipment operation guidelines, and regular inspections. Advanced technologies and certified equipment are used alongside mandatory safety training to reduce employee exposure to hazards.

The General Director is responsible for overall management of occupational health and safety. The Group has implemented procedures for the identification, assessment and management of risks. In November 2023, the Company introduced a standard on “Risk Identification, Assessment and Management,” based on the legislation of Uzbekistan and GM’s global standards.

Digitalisation has also been introduced into health, safety and environment processes. In 2016, the Company launched a dedicated electronic portal (safety.uzautomotors.com) to enhance monitoring and regulation of safety processes and to facilitate employee access to information. In 2024, this platform was incorporated into the “Safety” module of the centralised edo.uzautomotors.com system. This transition streamlined and centralised the management of electronic documentation across various operational areas, including HSE, Human Resources, Compliance, and other corporate functions.

INSURANCE

The Group currently maintains commercial property insurance, financial risks for export trade debtors’ insurance, coverage against damage in logistics, employer’s liability insurance, customs warehouse insurance, hazardous facilities insurance and company vehicle insurance. The Group’s insurance policies do not cover environmental damage arising from its operations or caused by natural disasters, such as floods, or war or terrorist activity. Accordingly, there may be circumstances in which the Group will not be covered or compensated for certain losses, damages and liabilities, which may in turn adversely affect its financial position and results of operations.

EMPLOYEES

JSC “Uzavtosanoat” and the Group together are one of the largest employers in Uzbekistan, contributing significantly to the national labour market and to the development of the country’s industrial workforce. As at 30 June 2025, the Group employed 15,071 people. Headcount increased from 14,399 in 2021 to 16,728 in 2023, reflecting expansion of production, before moderating to 15,234 at year-end 2024. The subsequent reduction in overall headcount primarily reflects the Group’s ongoing efforts to enhance productivity and cost efficiency through automation and process optimisation. The Group has implemented a structured onboarding and adaptation programme to support the integration of new employees.

All employees are unionised. The Group and the trade union committee have agreed a collective agreement that regulates labour, economic and professional relations between the Group and its employees.

The Group applies both time-based and output-based remuneration systems. Employees are compensated either under a time-based system with bonus payments or a direct output-based system with bonus payments. Remuneration is structured under a graded tariff scale, approved by the Group in coordination with the trade union committee.

The Group operates a KPI-based incentive system covering both company-wide KPIs — such as fulfilment of production plans, cost reduction, quality and procurement efficiency — and department-level KPIs aligned to strategic objectives. Performance is assessed quarterly, with potential bonuses of up to 60% of salary.

LITIGATION

The Issuer is currently party to the following ongoing legal proceedings.

Prior to 2018, the Issuer guaranteed the debts of certain related parties (dealers) operating in the Russian Federation under loan agreements with Russian banks. During the course of the bankruptcy proceedings of these dealers, some creditors filed lawsuits seeking to hold the Group and other parties liable for their obligations.

As a result, the Issuer has been involved in legal proceedings in Russia in connection with the bankruptcies of CJSC JV “UzDaewoo-Voronezh” and LLC “UzavtoRus”, all located in Russia. Bankruptcy trustees and creditors have sought to hold the Issuer and other parties liable under subsidiary liability and to invalidate certain supply agreements. The maximum claim against the Group is estimated at 10.0 billion Russian Roubles (approximately U.S.\$120 million).

CJSC JV “UzDaewoo-Voronezh”

On 31 January 2023, the Voronezh Regional Arbitration Court found that there were grounds to hold the Company, JSC “Uzavtosanoat” and LLC “Avtosanoat Invest” liable under subsidiary liability for the obligations of CJSC JV “UzDaewoo-Voronezh”. The Company, JSC “Uzavtosanoat” and LLC “Avtosanoat Invest” submitted an appeal to the judgement. On 28 August 2023, the Arbitral Court of Central District have found the judgement as lacking the grounds for considering the Company liable under subsidiary liability for the obligations of CJSC JV “UzDaewoo-Voronezh”, thus reverting the case for trial in Voronezh Regional Arbitration Court. The hearing has been postponed to 30 March 2026.

The Company believes the risk of an adverse outcome is below average, given that (i) the Company had no control over the bankrupt subsidiaries and therefore should not be considered a controlling entity under Russian bankruptcy law, and this has not been proven in any proceedings to date; (ii) the Company did not undertake any actions that could have caused the subsidiaries’ bankruptcy; and (iii) supply contracts with the subsidiaries were immaterial in scale and therefore not a basis for liability. The Arbitral Court of the Central District also noted these factors in remanding the case.

LLC “UzavtoRus”

On 22 June 2022, the Moscow Arbitration Court found that there were grounds to hold the Company and other parties liable under subsidiary liability for the obligations of LLC “UzavtoRus”. This ruling was upheld without changes by the Ninth Arbitration Court of Appeal on 26 September 2022 and by the Arbitration Court of the of Moscow Region on 20 December 2022. On 17 April 2023, the Supreme Court of the Russian Federation refused to accept the Company’s cassation appeal.

Claimants then sought recognition and enforcement of these rulings in Uzbekistan. On 12 December 2024, the Supreme Court of Uzbekistan, and on 14 February 2025, the Andijan Regional Court, annulled earlier lower-court decisions and issued final rulings refusing recognition and enforcement, citing procedural violations regarding notification of parties. The statutory period for further appeal has now expired, and no additional claims have been filed.

However, given the large number of creditors involved in this matter, a new claim was filed by another creditor, LLC “Financial Consultant No. 1,” with the Tashkent Regional Court on 30 May 2025. This claim was subsequently transferred to the jurisdiction of the Tashkent City Court, which issued a decision in favour of the Company in early October 2025.

Overall, the Group’s management believes that these proceedings are not expected to have a material adverse effect on the Group’s business, financial condition or results of operations.

CERTAIN REGULATORY MATTERS

The Group is subject to a number of laws and regulations that affect the Group and its business, including (but not limited to) automotive, environmental, intellectual property, competition, consumer protection and taxation laws and regulations.

Automotive Regulations

The automotive industry is subject to extensive government regulation. These regulations primarily include vehicle and engine requirements governing safety, emissions and fuel economy. As described below, regulations in Uzbekistan impose substantial testing, certification and verification requirements with respect to vehicle emissions, fuel economy and safety. The costs of complying with these requirements can be significant, and violations with respect to these requirements can result in fines, penalties, vehicle recalls and claims for personal injury or property damage.

Development of the automotive industry

In June 2017, the President of the Republic of Uzbekistan adopted a resolution “On measures for further improvement of governance and accelerated development of the automotive industry for 2017-2021” No. PP-3028 dated 1 June 2017 (“**Resolution PP-3028**”), which aims to further improve the corporate governance system of the automotive industry, ensure its sustainable development in the face of strong competition in foreign markets and liberalise foreign exchange policy, increase the production of competitive products and deepen the localisation of production of organisations in which JSC “Uzavtosanoat” is a participant (shareholder). In particular, Resolution PP-3028 determines the following most significant tasks and areas of activity of JSC “Uzavtosanoat” for 2017 to 2021:

- a) ensuring an increase in production volumes of automotive products that are competitive in the external and internal markets through the implementation, with the involvement of foreign investors, of investment projects aimed at the development of new modern types and brands of products;
- b) ensuring further diversification of sales markets and the range of exported products, strengthening positions in foreign markets;
- c) reducing the share of imports and reducing the cost of products due to the deepening of the localisation of the production of components and assemblies, the expansion of inter-industry cooperation in the development and increase in the production of basic raw materials and materials necessary for the development of the automotive industry, optimisation of production and operating costs;
- d) ensuring sustainable development of the industry in conditions of tough competition and liberalisation of foreign exchange policy, increasing profitability and financial support for the organisations of JSC “Uzavtosanoat”;
- e) improving the corporate governance of the organisations of JSC “Uzavtosanoat” by introducing modern international standards;
- f) strengthening the personnel potential of the industry, strengthening the cooperation of production organisations of JSC “Uzavtosanoat” with higher and secondary specialised, professional educational and scientific institutions, attracting young and talented specialists to the industry;
- g) cardinal improvement of the system of retail trade in domestically produced cars and service of the population, increasing the efficiency and transparency of sales by organisations of JSC “Uzavtosanoat” in accordance with modern requirements; and
- h) development and implementation of scientific and applied research and innovative developments in the processes of modernisation, technical and technological renewal of production, ensuring a closer connection between science and production.

In July 2019, the President of the Republic of Uzbekistan also adopted a resolution “On additional measures for accelerated development of the automotive industry of the Republic of Uzbekistan” No. PP-4397 dated 18 July 2019 (“**Resolution PP-4397**”), which aims to ensure the accelerated development and increase the investment attractiveness of the automotive industry, introduce modern market mechanisms and management methods

based on international best practices, as well as create production that is competitive in the domestic and foreign markets. In particular, Resolution PP-4397 prescribes, among other things, to establish the following main indicators of the development of the automotive industry of Uzbekistan from 2019 to 2023:

- a) increasing the annual production of passenger cars to 350,000 units;
- b) bringing the level of localisation of passenger cars to an average of 60%;
- c) increasing the annual production of trucks and buses up to 10,000 units;
- d) bringing the annual export volume of cars to 100,000 units;
- e) introducing modern methods of corporate governance, as well as an automated accounting system (ERP);
- f) updating the model range of cars, including the production of a new modern model of a passenger car, available to the general population; and
- g) attracting investors through an initial public offering on the domestic and international stock markets of shares of at least two joint-stock companies that are part of JSC “Uzavtosanoat”.

Although, the abovementioned indicators of the development of the automotive industry were established for 2019-2023 period, they are still in force and apply to the Issuer.

Resolution PP-4397 further exempted the Group from payment of the excise tax on cars produced under contracts concluded after 1 October 2019 and *provided that*, from 1 October 2019, the fee for the purchase of new vehicles of domestic production is paid by manufacturers of vehicles.

The President of the Republic of Uzbekistan adopted a resolution in July 2022 “On Organizational Measures for the Implementation of the Strategy for Innovative Development of the Republic of Uzbekistan for 2022 — 2026” No. PP-307 dated 6 July 2022 (“**Resolution PP-307**”), which established forecast indicators for the implementation of projects in the economic sectors involved in the development of science-intensive and innovative products. The Resolution PP-307 establishes the number of projects in innovative products for JSC “Uzavtosanoat” in 2025 – 26 projects and in 2026 – 31 projects.

Vehicle emissions

The Law of the Republic of Uzbekistan on Nature Protection No.754-XII dated 9 December 1992 (“**Law on Nature Protection**”) and the Law of the Republic of Uzbekistan on Atmospheric Air Protection No.353-I dated 27 December 1996 (“**Law on Air Protection**”) directed the Ministry of Ecology, Environmental Protection and Climate Change (“**Ministry of Ecology**”) to establish and enforce air quality standards, including emission control standards on transport vehicles. The Law on Air Protection further establishes certain criteria to assess air quality standards, including:

- the maximum permissible concentration of pollutants and biological organisms in the air for humans and objects of the surrounding natural environment; and
- the maximum permissible levels of acoustic, electromagnetic, ionising and other harmful effects of physical factors on air for humans and objects of the surrounding natural environment.

Furthermore, in accordance with the Decree of the President of the Republic of Uzbekistan “On approval of the Concept on Environmental Protection in the Republic of Uzbekistan until 2030” dated 30 October 2019 No. DP-5863 (the “**Decree DP-5863**”), from 1 January 2022, it is prohibited to place wheeled vehicles of categories “M” and “N” equipped with gas, gasoline and diesel engines whose toxicity level does not meet the requirements of the “Euro-4” environmental class under the customs regime of “temporary import” and “release for free circulation (import)” for the purpose of use and sale.

Effective from 19 September 2025, vehicles of categories “M”, and “N” equipped with gas, petrol and diesel engines and meeting the Euro-4 environmental class standard may be imported into Uzbekistan by corporations and individuals on the basis of:

- documents evidencing the enactment of legislative acts prohibiting the manufacture of vehicles in categories M and N that do not meet the Euro-4 environmental standards at the time of manufacture;
- an official letter from the manufacturer or its authorised representative confirming that vehicles in categories M and N comply with Euro-4 requirements;
- other technical documents confirming that vehicles in categories M and N meet the requirements of Euro-4 or higher.

Disposal charge

The Law of the Republic of Uzbekistan on Wastes No.362-II dated 5 April 2002 and the Law on Nature Protection establish a requirement on payment of a disposal charge in order to ensure environmental safety, protect the health of citizens and the environment from the harmful effects of waste generated after the loss of consumer characteristics of wheeled vehicles, self-propelled vehicles and trailers to them. In accordance with the Resolution of the Cabinet of Ministers of the Republic of Uzbekistan No.347 dated 2 June 2020, the disposal charge is applicable to certain types and categories of wheeled vehicles, self-propelled vehicles and trailers, in respect of which the utilisation fee is paid by:

- individuals and companies when importing (releasing for free circulation) vehicles into Uzbekistan; and
- companies in the production (including assembly and manufacture) of wheeled vehicles, self-propelled vehicles and trailers sold in Uzbekistan.

The approved rates were effective from 1 August 2020 and vary depending on the type, category and technical characteristics of the vehicle.

Fuel economy

The Cabinet of Ministers adopted a resolution “On improving the system of ecological certification of wheeled vehicles”. According to this resolution, from 1 January 2022, it will be prohibited to import into Uzbekistan wheeled vehicles of categories “M” and “N”, both used and new, equipped with gasoline and diesel engines, the toxicity level of which does not meet the requirements of the ecological class “EURO-4”. EURO-4 is an environmental standard that regulates the content of harmful substances in exhaust gases.

In 2017, the Government introduced the “General Technical Regulation on the Requirements for Automobile and Aviation Gasoline, Diesel and Marine Fuel, Jet Fuel and Fuel Oil”, approved by Resolution of the Cabinet of Ministers No. 931 dated 21 November 2017. According to the resolution, only clean fuel without impurities can be considered safe and therefore fuel must comply with the following requirements:

- motor gasoline must not contain metal-containing additives (such as manganese, lead and iron) and water. It is permitted to use a dye (except for green and red, which are used in aviation gasoline) and label substances; and
- in diesel fuel, the use of metal-containing additives (except for antistatic ones) is not permitted.

In furtherance of the aforementioned initiatives, the President of the Republic of Uzbekistan has issued a Decree entitled “On the State Programme for the Implementation of the Strategy ‘Uzbekistan – 2030’ in the ‘Year of Support for Youth and Business’” for the year 2024. This decree mandates a phased restriction on the use of vehicles in Tashkent, Nukus, and other regional centres that do not comply with the EURO-5 emissions standard. Additionally, the Decree titled “On the State Programme for the Implementation of the Strategy ‘Uzbekistan – 2030’ in the ‘Year of Environmental Protection and Green Economy’,” adopted in 2025, instructs authorities to “make every effort and utilize all available resources” to limit the use of AI-80 petrol throughout that year.

Vehicle safety

In 2017, the Government approved the “General Technical Regulation on the safety of wheeled vehicles” put into circulation by Resolution of the Cabinet of Ministers No. 237 dated 25 April 2017 (“**Technical Regulation No. 237**”), which the Government continues to update.

Under this regulation, vehicles (except for single vehicles where such vehicles are (a) manufactured in the Uzbekistan under mass production, the design of which was individually modified before release into circulation, (b) manufactured in the Uzbekistan individually from an assembly kit or as a result of individual technical creativity, or (c) imported into the territory of Uzbekistan by (i) national car manufacturers for research and development or (ii) an individual or legal entity for their own needs no more than once per calendar year) must comply with the climatic conditions of Uzbekistan with a temperate and cold, dry tropical climate. In addition, a ban was introduced on the use of ozone-depleting substances in the production of vehicles (a list of such substances was approved by the Cabinet of Ministers), as well as manufacturing using used components, with the exception of vehicles manufactured for personal use. The release into circulation of vehicles with right-hand drive is also prohibited. Technical Regulation No.237 also establishes a requirement on vehicle production in relation to internal noise and the content of harmful substances in the air of the driver’s cab and passenger compartment. Furthermore, the Group is also fully responsible for ensuring the vehicles comply with the technical regulations on safety requirements of export markets such as Kazakhstan.

Environmental and Safety Regulations

The Group is also subject to rules and regulations that regulate the environmental impact and the safety of the Group’s manufacturing operations. The costs of complying with these requirements can also be significant, and violations with respect to these requirements can result in fines, penalties, cleanup costs and reconfiguration of the Group’s facilities.

Maximum permissible emissions

The Instruction No. 3586 dated 19 December 2024 (the “**Instruction**”), approved by Order of the Minister of Ecology, Environmental Protection and Climate Change of the Republic of Uzbekistan in accordance with the Law on Air Protection, establishes the procedure and rules for conducting an inventory of sources of air pollution and normalizing emissions of pollutants into the atmosphere from stationary sources of enterprises of Uzbekistan.

Uzbek environmental legislation does not establish fixed emission standards. It depends on types of activity and its environmental impact. The steps to be taken to establish a maximum permissible emission (“**MPE**”) are as follows:

1. Undertaking an inventory of emissions, which is a systematization of information on the distribution of stationary sources of emissions of pollutants and emission sources across the enterprise, the amount and composition of emissions of pollutants.

Inventory work should include the following steps:

- a) preparatory;
 - b) carrying out measurements and calculations;
 - c) processing the results of the inventory and processing of the materials received; and
 - d) coordination and approval of inventory materials.
2. Based on the results of the inventory, the development of MPE standards is carried out by the Group. Structuring of draft MPE standards is carried out in accordance with the Instruction.

Approval of draft MPE standards is carried out by the head of the Group. After receiving a positive conclusion from the state environmental expert review on the Environmental Consequences Statement (**ECS**), the Deputy Minister of the Ministry of Ecology, Environmental Protection and Climate Change will issue a permit for air pollutant emissions. The MPE standards approved in the ECS are valid for three years. After this period, if necessary, an inventory of the existing enterprise is carried out and new MPE standards are developed.

Adopted in March 2024, Resolution of the Cabinet of Ministers “On Measures to Reduce the Negative Impact of Vehicles on Atmospheric Air” dated 29 March 2024 establishes the launch of the “Eco Transport” system starting from 1 March 2025 to monitor compliance of all vehicles with emission standards. The system will classify areas into “green,” “yellow,” and “red” ecological zones based on air quality, and vehicles into matching categories through diagnostic checks, issuing secure eco-stickers with electronic tags. Measures will include eco-compensation payments or restrictions on vehicles whose category does not match the zone. Implementation will be phased: 2025–2026 in Tashkent; 2026–2028 in Nukus, regional centres, and selected eco-zones; 2028–2030 nationwide. Penalties for violations will be directed to environmental protection. At the same time, owners of electric cars and motorcycles, as well as other vehicles less than three years old, can obtain ‘green’ stickers online without diagnostics.

Environmental impact assessments

The Law on Nature Protection specifically provides for environmental management, prevention and control of pollution and environmental degradation. It further supports the protection and conservation of the environment and sustainable management and use of natural resources and mandates strategic environmental assessments of proposed policies, government plans and programs which are likely to have an impact on the environment.

In pursuance of the aims and provisions of the Law on Nature Protection, the Government has adopted the Law of the Republic of Uzbekistan on Ecological Expertise No. 73-II dated 25 May 2000, which, *inter alia*, requires that any documentation regarding land plot allotment and construction design documentation undergo environmental analysis. Further, effective as at 25 August 2025 the above law has been substituted with its new edition - “On environmental expertise, environmental impact assessment and strategic environmental assessment”. The Law on Nature Protection further sets out the criteria for environmental experts, the procedures conducted in the course of analysis, the duration of such analysis and the financial obligations of applicants. Any such environmental analysis must first verify the compliance of the contemplated project with the applicable environmental legislation.

The Government adopted a Resolution of the Cabinet of Ministers of the Republic of Uzbekistan “On further development of mechanism for environmental impact assessment” No.541 dated 7 September 2020 (“**Resolution No. 541**”), which sets out the regulation on state environmental impact assessment and categorises activities that require environmental impact assessments. In particular, Resolution No.541 determines that, depending on the complexity and potential level of pollution caused by the project, it can be classified under 4 separate categories (I - high risk; II - medium risk; III - low risk; and IV - local impact). Machine-building industry is classified as a category I - high risk activity.

Compensation payments for environmental pollution

The Law on Nature Protection also provides for payments for special exploitation of natural resources and environmental pollution. Payments are charged for environmental pollution (such as emissions, discharge of pollutants and waste disposal) and other activities that have a harmful impact on the environment. Companies that produce emissions, discharge pollutants into the environment and dispose of waste in Uzbekistan are therefore subject to such compensation payments.

Pursuant to the Resolution of the Cabinet of Ministers “On Further Improving the Economic Mechanisms for Environmental Protection in the Republic of Uzbekistan” No. 202 dated 12 April 2021 (Regulation No. 202), the following factors are taken into account in the calculation of compensation payments:

- mass of emissions of pollutants into the atmosphere from stationary and mobile sources;
- mass of discharges of pollutants into bodies of water, as well as on the terrain;
- mass of toxic and non-toxic wastes disposed in Uzbekistan; and
- mass of excessive discharges of pollutants into the municipal sewerage systems of cities and other settlements.

Regulation No. 202 provides that the entities falling under the “I - High Risk” category shall make an advance compensation payment to the Ministry of Ecology, Environmental Protection and Climate Change on a quarterly

basis. Therewith, the amount of the compensation payments is calculated on the basis of the actual average monthly mass of the normative and excessive.

Environmental safety standards

On 18 February 2020, the Cabinet of Ministers approved the General Technical Regulations on Environmental Safety No. 95 (“**Technical Regulations**”) which came into force on 18 August 2020. The Technical Regulations established mandatory requirements for ensuring environmental safety in the process of production, storage, transportation and disposal of products. The primary objects of the Technical Regulations are the processes used in the production, storage, transportation and disposal of products at economic and other operating facilities. Government control over compliance with the requirements of the Technical Regulations is carried out by the Ministry of Ecology, Environmental Protection and Climate Change and other authorised state bodies.

For economic and other operating stationary facilities, the Technical Regulations established environmental standards for (i) the maximum permissible emissions of pollutants into the atmosphere, (ii) the maximum permissible runoffs of pollutants into surface water bodies and local reliefs, and (iii) the occurrence and disposal of waste.

In order to apply the Technical Regulations in the assessment of products, services, production processes, storage, transportation, disposal of products and the following forms of conformity assessment are conducted:

- state ecological analysis; and
- environmental certification (for environmentally hazardous products and waste).

Upon receipt of justified appeals from the public alleging violation of environmental safety and non-compliance with the requirements of the Technical Regulations, a public environmental review may be carried out.

Furthermore, part of the Group’s operational business involves the production and processing of synthetic polymeric materials, and such activity must comply with the sanitary rules of the Ministry of Health of the Republic of Uzbekistan on “Hygienic requirements for the production and processing of synthetic polymeric materials” SanPin No. 0273-09 dated 16 November 2009. These rules, among other things, prescribe requirements with respect to the noise, vibration and the permissible level of the electromagnetic fields at the workplace.

Industrial safety

Industrial safety is regulated by the Law “On Industrial Safety of Hazardous Production Facilities” No. ZRU-57 dated 28 September 2006 (“**Law on Industrial Safety**”) and other legislation.

As defined by the Law on Industrial Safety, hazardous production facilities are any facilities at which the following dangerous substances are used, produced, processed, generated, stored, transported, destroyed:

- harmful substances relating to class I, II and III of danger as per the level of effect on living organisms (extremely dangerous, highly dangerous and moderately dangerous) in accordance with approved standards;
- equipment operating under the pressure exceeding 0.07 megapascals or at temperatures exceeding the boiling point of the operating (treating) fluid at normal pressure; and
- permanently installed load-lifting mechanisms.

Industrial safety declaration

In accordance with the Law on Industrial Safety, companies which are using hazardous production facilities must develop and maintain what is called an “industrial safety declaration” (“**ISD**”).

The ISD is a document prepared internally by the Group which sets forth the following information:

- an evaluation of known risk factors;

- the identification of hazards;
- descriptions of the circumstances by which the harm could arise (i.e., scenarios);
- descriptions of the company's emergency response and prevention system; and
- plans of remedial actions.

The ISD is subject to approval by the Group's management and must be updated in case of changes in operational processes or due to safety regulation changes.

The ISD is provided to the state authorities and must be available to the public.

Industrial safety expertise

Examinations (referred to as “**expert reviews**”) are conducted to assess the facility's compliance with safety regulations when building, enhancement, reconstruction, technical upgrading, conservation and liquidation of hazardous production facilities.

The following are subject to state expert review:

- project documentation of hazardous production facilities;
- technical devices used at hazardous production facilities;
- buildings and facilities at hazardous production facilities;
- the industrial safety declaration; and
- other documents related to operation of hazardous production facilities.

An expert review is performed by accredited companies. The accredited companies will issue opinions following their examinations.

MANAGEMENT

The corporate governance structure of the Issuer comprises the following:

The General Meeting of Shareholders

The General Meeting of Shareholders, attended by the controlling shareholder of the Issuer, “UzAuto Passenger Vehicles Management” LLC, is responsible for matters that fall outside the competence of the Supervisory Board, as determined by law or by the Issuer’s charter, as well as other matters assigned to it by applicable legislation. The annual meeting, held within six months of the end of each financial year, approves the Issuer’s annual report, Business Plan, and the report of the Supervisory Board, along with any other documents required by law or charter.

The following matters are within its authority, among other things:

- amending or approving amendments and additions to the company charter or approving a new version of the company charter;
- reorganising or liquidating the company, appointing a liquidator and approving interim and final liquidation balances;
- determining the number of members of the Supervisory Board and minority shareholders committee, electing their members and terminating their powers;
- determining the maximum amount of issued shares;
- reducing authorised charter capital of the Issuer;
- purchasing own shares in cases stipulated by law;
- approving the organisational structure of the company;
- approving the company’s annual report, as well as its medium- and long-term strategy;
- distributing the company’s profits and losses;
- deciding on the disapplication of pre-emptive rights for share or exchangeable security issuances;
- approving the rules of the shareholders’ general meeting;
- dividing and consolidating shares;
- entering into significant transactions exceeding 50% of the company’s net assets (other than ordinary course transactions or placements of securities), subject to independent appraisal and external audit;
- entering into agreements with affiliates where required by law or the charter;
- adoption of Regulations regarding the General Meeting of Shareholders, Supervisory Board and the executive body of the Issuer;
- identifying operations related to the daily business activities of the Issuer;
- resolving other issues in accordance with laws and regulations.

Additionally, the decision regarding the payment of annual dividends per share is made by the General Meeting of Shareholders on the recommendation of the Supervisory Board, subject to an audit conclusion, and must be adopted within the timeframe set for the annual meeting.

The Supervisory Board

The Supervisory Board is a key body in the Issuer’s management structure, comprising nine members: five elected from within the Group, one representing the Polytechnic University of Turin, and three independent members.

The Supervisory Board is responsible for the general management of the Issuer’s activities, other than matters reserved by law or the Issuer’s charter for the General Meeting of Shareholders, to which it is accountable.

The Supervisory Board reviews quarterly reports on, among other things:

- progress against the annual business plan;
- procurement;
- localisation (substituting imports with local products and sourcing from domestic manufacturers);
- expansion of cooperation within the industry; and
- information technology.

The Supervisory Board also reviews reports from the Internal Audit Service concerning proposed transactions with affiliated persons and major transactions.

Scheduled meetings of the Supervisory Board take place every quarter, with *ad hoc* meetings held as necessary. The current members of the Supervisory Board are set forth in the table below.

Name	Date of Appointment to Supervisory Board	Position
Mr. Ilkhomjon Tagaev	2 June 2025	Chairperson
Mr. Olimjon Toychiev	2 June 2025	Member
Mr. Saidazim Gulyamov	2 June 2025	Member
Mr. Bakhrom Akhunov	2 June 2025	Member
Mr. Nozimjon Nabiev	2 June 2025	Member
Mr. Kudratjon Boymirzaev	2 June 2025	Member
Mr. Robert Walter Geist	2 June 2025	Member, Independent Director
Mr. Shariq Wali Khan	2 June 2025	Member, Independent Director
Mr. Philipp Kameron Johnston	29 July 2025	Member, Independent Director

Ilkhomjon Tagaev, Chairman of the Supervisory Board, has served since 2024 as Head of the Corporate Relations Division at UzAuto Passenger Vehicles Management LLC. He holds degrees in Law and Finance, including a Bachelor’s from Tashkent State Law Institute, a Master’s from the National University of Uzbekistan, and a Bachelor’s in Finance from Tashkent Financial Institute. He previously worked as Advisor to the Chairman of “Qovatosanoat” JSC, focusing on legal compliance and corporate governance.

Olimjon Toychiev, Member of the Supervisory Board, has served as Rector of Turin Polytechnic University in Tashkent since 2024. He holds Bachelor’s and Master’s degrees in Engineering, a PhD in Pedagogical Sciences, and a Doctor of Science (DSc) in Technical Sciences. He has extensive experience in higher education, science and innovation, and previously held senior leadership positions at the Ministry of Innovative Development and other institutions. He is a recipient of the State Medal of “Shuhrat” and an Honorary Professor by Kyungil University in South Korea.

Saidazim Gulyamov, Member of the Supervisory Board, has been General Director of UzAuto Motors Powertrain JSC since 2021. He holds degrees in Finance from Ouachita University and Arkansas State University. He has extensive experience in the automotive and financial sectors, having held senior roles at General Motors Powertrain – Uzbekistan and UzAuto Motors Powertrain JSC.

Bakhrom Akhunov, Member of the Supervisory Board, has been General Director of UzAuto Passenger Vehicles Management LLC since 2021. He holds a Bachelor’s degree in Law from Uzbekistan National University and a Master’s degree in Law from Tashkent State Law Institute. He is responsible for the strategic and operational management of the Group.

Nozimjon Nabiyeu, Member of the Supervisory Board, has been Head of the Accounting and Finance Department and Chief Accountant at UzAuto Passenger Vehicles Management LLC since 2022. He graduated from Tashkent State Technical University with a specialisation in Accounting and Finance and has over 10 years’ experience in financial management and accounting, including senior roles at UZ Truck and Bus Motors LLC.

Kudratjon Boymirzaev, Member of the Supervisory Board, has served since 2023 as Head of the Corporate and Property Relations Department at UzAuto Components LLC. He has more than 20 years' experience in finance, privatisation and corporate governance, and has held senior positions at the State Property Committee of Uzbekistan, Uzbekkumir JSC, Uzbekneftegaz JSC and other enterprises. He is a recipient of the state award "25th Anniversary of Independence of the Republic of Uzbekistan."

Robert Geist, Member of the Supervisory Board, is an automotive executive with more than 35 years' experience in engine and powertrain manufacturing at General Motors in the United States, Brazil and Uzbekistan. He holds degrees in Metallurgical Engineering from Michigan Technological University and The Ohio State University. From 2014 to 2015, he served as General Director of GM Powertrain Uzbekistan, and since 2019 has worked as a Manufacturing Consultant.

Shariq W. Khan, Member of the Supervisory Board, is a financial professional with international experience in credit risk, portfolio management and structured finance across the US and EMEA. He has held senior positions at Citigroup, BlackRock, ABN AMRO, and ING Bank, and since 2014 has worked as an independent Credit Advisor in Amsterdam, London and Geneva. Mr. Khan holds a Master's degree from Columbia University and a Bachelor's degree from Washington University in St. Louis.

Filipp (Fil) Kameron Johnston, Member of the Supervisory Board, is an automotive executive with more than 40 years of international leadership experience at General Motors, Toyota, Mercedes-Benz, and BAIC. He has overseen major vehicle launches and large-scale capacity expansions at Mercedes-Benz U.S. International and led joint Daimler-BAIC initiatives in China. Since 2019, he has managed his own consulting firm, Operations Solutions MCN, and since 2020 has served as Senior Automotive Consultant at PAC Group.

The Supervisory Board committees

The Supervisory Board has established the following committees:

Anti-Corruption and Ethics Committee

The Anti-Corruption and Ethics Committee is a permanent working body of the Supervisory Board and consists of three members, elected from among Supervisory Board members for the duration of their term, by majority vote on the recommendation of the Chairman of the Supervisory Board. The Chairman of the committee is elected from within the committee and approved by the Supervisory Board.

The committee develops and oversees the Issuer's internal anti-corruption policies and procedures, in line with Uzbek legislation and state programmes on combating corruption. It identifies and mitigates corruption risks, monitors compliance by officers and employees with anti-corruption requirements and reports its activities to the Supervisory Board and in the Issuer's annual report.

The committee currently comprises the following members:

- Ilkhomjon Tagaev, member of the Supervisory Board (chair of the Anti-Corruption and Ethics Committee);
- Bakhrom Akhunov, member of the Supervisory Board; and
- Robert Walter Geist, member of the Supervisory Board – Independent Member.

Appointments and Incentives Committee

The Appointments and Incentives Committee supports the Supervisory Board by attracting and developing qualified management specialists and establishing incentives for their effective performance.

The committee consists of three Supervisory Board members elected for a term coinciding with their tenure. Where possible, only independent members are elected. Members are required to have experience in managing middle and senior personnel. The committee is chaired by a member elected by majority vote.

The Appointments and Incentives Committee develops recommendations for the Supervisory Board on criteria for selecting and evaluating candidates for executive and managerial positions, conducts preliminary assessments, recommends contractual terms for senior executives, establishes performance evaluation systems

and formulates remuneration and incentive policies for Supervisory Board members and executives. The committee reports to the Supervisory Board.

The committee currently comprises the following members:

- Ilkhomjon Tagaev, member of the Supervisory Board (chair of the Appointments and Incentives Committee);
- Bakhrom Akhunov, member of the Supervisory Board; and
- Robert Walter Geist, member of the Supervisory Board – Independent Member.

Strategic Development and Finance Committee

The Strategic Development and Finance Committee is established to enhance the effectiveness of the Supervisory Board by determining the strategy, objectives and priorities of the Issuer, including dividend policy and assessment of long-term performance.

The committee consists of three Supervisory Board members elected by majority vote. Members are required to have relevant industry knowledge and experience. It is chaired by an independent Supervisory Board member, elected by majority vote.

The committee develops and reviews the Issuer's strategic plans, long-term objectives and priority areas of activity, including financial resource allocation, capital structure and dividend policy. It also advises the Supervisory Board on financing, investment and capital market operations.

The committee currently comprises the following members:

- Shariq Wali Khan, member of the Supervisory Board – Independent Member (chair of the Strategic Development and Finance Committee);
- Nozimjon Nabiev, member of the Supervisory Board; and
- Kudratjon Boymirzaev, member of the Supervisory Board.

Audit committee

The Audit Committee assists the Supervisory Board by producing reports to support the effective management of the Issuer.

The committee oversees the preparation of financial statements and ensures the reliability, transparency and completeness of financial reporting, including published information. It also monitors the effectiveness of the internal control system and liaises with the external auditor.

The committee consists of three Supervisory Board members, elected for a term coinciding with their tenure. The committee regularly reports on its activities to the Supervisory Board.

The committee currently comprises the following members:

- Shariq Wali Khan, member of the Supervisory Board – Independent Member (chair of the Audit Committee);
- Saidazim Gulyamov, member of the Supervisory Board; and
- Olimjon Toychiev, member of the Supervisory Board.

The Executive Body

The Executive Body is comprised solely of the General Director, appointed by the Supervisory Board. The Chairman of the Supervisory Board (or an authorised person) signs the employment contract on behalf of the Issuer. The Executive Body is accountable to the General Meeting of Shareholders and the Supervisory Board.

In this capacity, the General Director manages the Issuer's day-to-day operations and implements decisions of the General Meeting of Shareholders and the Supervisory Board, within the authority set out in the charter, the executive body regulations and the employment contract. The Supervisory Board may terminate the General Director's contract before expiry in the event of breaches of the charter or actions causing harm to the Issuer.

Powers of the General Director include, among others:

- acting on behalf of the Company without a power of attorney to represent its interests before third parties and government bodies;
- entering into significant transactions where the value is less than 15% of the Company's net assets, provided they do not fall within the competence of the General Meeting of Shareholders or the Supervisory Board;
- issuing power of attorney on behalf of the Company;
- opening bank accounts;
- issuing mandatory orders, instructions, and directives binding on all employees;
- making changes to the Issuer's management structure within the approved staffing limits;
- approval or regulation of branches and representative offices of the Issuer;
- approval of compensation limits for management of branches and representative offices of the Issuer;
- execution, amendment and termination of employment agreements with the Issuer's employees, as well as the appointment and dismissal of heads of branches;
- establishing charters regarding employee rewards, remuneration and salary increments and approving various additional payments and schemes for the social protection and compensation of employees; and
- appointing the head of the Compliance Service after the candidate's approval by the Supervisory Board, with authority to make interim appointments without such approval.

Senior Management of the Issuer

The General Director as sole member of the Executive Body oversees the Issuer's operating structure through an Executive Director, five Managing Directors and the Director of the Pitnak (Khorezm) branch. Each member of the senior management team reports to the General Director.

The General Director oversees the Executive Director, who oversees the other members of the Issuer's senior management team:

- Managing Director of the Pitnak (Khorezm) Regional Branch;
- Managing Director for Global Procurement and Supply System;
- Managing Director for Production;
- Managing Director for General Affairs;
- Managing Director for Finance;
- Managing Director for Sales and After-Sales Services.

The Managing Director for Global Procurement and Supply System is responsible for (i) the Department for Global Purchase, (ii) the Global Supply Chain Department, (iii) the Quality and Development of Suppliers Department.

The Managing Director for Production is responsible for: (i) the Production Department, (ii) the Engineering Products Department, (iii) the Quality Department, (iv) the Technology Department, and (v) the GMS Standards Compliance Department.

The Managing Director for General Affairs is responsible for (i) the Transportation Department, (ii) the Industrial Waste Recycling and Sales Department, (iii) the Road Safety Department, (iv) the Administration Department, (v) the Utilities services Department, (vi) the Capital Construction Department, and (vii) the Occupational and Industrial Safety, Ecological Department.

The Managing Director for Finance is responsible for (i) the Accounting Department, (ii) the Finance Planning Department, (iii) Treasury, and (iv) the Investor Relations Department.

The Managing Director for Sales and After-Sales Services is responsible for (i) the Sales Department, (ii) the Spare Parts Sales Department, (iii) the After-Sales Department, and (iv) the Dealership Development and Marketing Department.

The name, position and date of appointment of the Issuer's senior management team are set forth in the table below.

Name	Date of Appointment	Position
Mr. Janos Kovacs	June 2025	General Director
Mr. Sabir Jumaniyazov	July 2021	Managing Director
Mr. Sodik Mirzakhodjayev	August 2024	Managing Director
Mr. Dilshodbek Abdurakhmanov	August 2024	Managing Director
Mr. Rashod Vakhobov	August 2024	Managing Director
Mr. Furkat Otabekov	December 2024	Managing Director
Mr. Jurat Yuldashev	April 2025	Acting Managing Director

Janos Kovacs, General Director since June 2025, graduated from the Budapest University of Technology with a degree in Automotive Engineering. He has held senior positions at General Motors, Opel, GM Powertrain Uzbekistan, UzAuto Peugeot Citroën Automotive and VinFast Automotive. His experience covers quality management, production process optimisation and the operation of major automotive manufacturing plants.

Sabir Jumaniyazov has been Managing Director of the Khorezm Regional Branch since July 2021. Born in 1963 in Khiva, he graduated from Tashkent Polytechnic Institute in 1986 with a degree in Mining Engineering. He previously worked in the gas industry, held senior positions at UzNeftegazInspeksiya and UzGazSotish, and later became Director of the Urgench Oil Base. From 2007 to 2011, he served as Head of the Secretariat of the Khorezm Regional Governor and between 2011 and 2013 as head of KhorezmAvtoTexXizmat JSC, coordinating the Damas vehicle production project. He was Mayor of Khiva city from 2018 to 2020 and has been a Deputy of the Khorezm Regional and Khazarasp District Councils since 2015. With more than 30 years of experience in energy, automotive and public administration, he now manages UzAuto Motors' operations in the Khorezm region.

Sodik Mirzakhodjayev has been Managing Director for Global Procurement and Supply System since August 2024. Born in 1987 in Urta Chirchik, he graduated from the Tashkent Institute of Automobile and Roads in 2009 with a degree in Marketing (Automotive Transport). He began his career at the Tashkent Tractor Plant, later working in procurement roles at the Tashkent Agricultural Machinery Plant and Vostok State Enterprise. From 2021 to 2023, he was Head of Procurement and Logistics at Avtooyana LLC and then First Deputy General Director with responsibility for localisation, industrial cooperation and IT. Before his current role, he was Deputy Head of the Localisation and Direct Materials Procurement Department at UzAuto Motors. He has more than a decade of experience in procurement, logistics and industrial cooperation.

Dilshodbek Abdurakhmanov has been Managing Director for Production since August 2024. Born in 1981 in Balikhchi, Andijan region, he graduated from Andijan State University in 2003 with a degree in History and from the Andijan Institute of Mechanical Engineering in 2017 with a degree in Automation and Control of Technological Processes. He began his career at UzDaewoo Auto JSC as a translator and technical information engineer, later holding quality assurance roles. At GM Uzbekistan he worked as engineer-technologist, Head of Vehicle Launch and Body APQP Divisions and Deputy Director of Engineering Products and Supplier

Quality. From 2018 to 2024, he was Acting Director and later Managing Director of Engineering Products at UzAuto Motors. He brings over 20 years of technical and managerial experience in the automotive sector.

Rashod Vakhobov has been Managing Director for General Affairs since August 2024. Born in 1982 in Tashkent, he graduated from Tashkent State University of Economics in 2003 with a degree in Accounting and Auditing. He has more than 20 years' experience in Uzbekistan's automotive and industrial sectors, having held leadership positions at UzCase Tashkent Tractor, Tashkent Tractor Plant, Uzavtosanoat JSC, Tashkent Metro, Tashkent Passenger Carriage Building and Repair Plant, Tosavtota'mirxizmat, the National Center for State Cadastres and Avtooyuna LLC. Before his current appointment, he was Deputy Director for Indirect Materials Procurement at the Global Purchasing Department in Asaka. His expertise covers procurement, logistics, supply chain management and general administration.

Furkat Otabekov has been Managing Director for Sales and After-Sales Services since December 2024. Born in 1978 in Jizzakh, he graduated from the Tashkent State Institute of Law in 2002 with a degree in Law. He began his career at the Ministry of Justice's Information and Legal Centre, later working as Senior Legal Counsel at Asaka Bank and as a judicial officer. He has held senior legal and managerial roles at Asia Consulting Expert LLC, Mega Invest Industrial JV and GM Uzbekistan. Since 2018, he has worked at UzAuto Motors in business development, dealer network monitoring and sales, and served as Director of AvtoTexXizmat LLC in Tashkent region. His expertise spans legal affairs, project management, sales strategy and after-sales service development.

Jurat Yuldashev has been Acting Managing Director for Economics and Finance since April 2025. Born in 1991 in Tashkent, he graduated from the Tashkent Institute of Finance in 2014 with a degree in Accounting and Finance and obtained a Master's in Business Administration from the Singapore Institute of Management Development in Tashkent in 2018. He began his career at GM Powertrain Uzbekistan as an accountant and later internal auditor, before becoming Head of the Internal Audit Service. He later worked in treasury and IFRS implementation at Uzavtosanoat JSC. Since 2020, he has been with UzAuto Motors in roles including Head of Treasury, Director of the Treasury Department and Director of Investor Relations, and from 2024 to 2025 was Deputy Managing Director for Economics and Finance. His expertise spans financial management, treasury operations, IFRS implementation and investor relations.

Conflicts

There are no potential conflicts of interest between any duties of the members of the administrative, management or supervisory bodies of the Issuer towards the Issuer and their private interests and/or other duties.

The Internal Audit Service

The Internal Audit Service reports quarterly to and is accountable to the Supervisory Board. It ensures compliance by the Issuer's executive bodies, branches, subsidiaries and representatives with legislation, the charter and internal regulations. It verifies the accuracy of records and financial statements, monitors adherence to procedures, safeguards assets and audits compliance with corporate governance requirements.

The Internal Audit Service reviews business contracts for compliance, assists divisions in maintaining accounting records and preparing financial statements, and advises on taxation, finance and internal controls. It supports senior management in improving operational efficiency by identifying and addressing issues before they are detected in an external audit.

In addition, the Internal Audit Service provides risk management and safeguards against fraud, waste and abuse. It makes recommendations for improvements to processes, including IT systems and supply-chain management. The Internal Audit Service assists the Supervisory Board in preparing terms of reference and evaluating proposals for external auditors. It operates in accordance with Supervisory Board-approved regulations and performs other functions required by law and internal regulations.

The Compliance Service

The Compliance Service reports directly to the Supervisory Board and is responsible for implementing the Issuer's compliance programme in line with applicable laws and regulations. It promotes a culture of integrity and ethical conduct in dealings with employees, customers, partners, suppliers, dealers and contractors. It also

develops stakeholder relationships and ensures the Issuer's operations comply with rules and standards relating to labour protection, traffic, safety and ecology.

SHAREHOLDERS

As at the date of this Offering Memorandum, the Issuer's charter capital consists of 270,784,703 ordinary shares, all of which are fully paid, issued and outstanding and have a nominal value of 5,000 soums per share.

The following table sets forth the shareholders of record of the Issuer as at the date of this Offering Memorandum.

Shareholder	Number of shares	Percentage of the share capital
"UzAuto PV Management" LLC	270,000,000	99.7%
Others	784,703	0.3%
Total	270,784,703	100.0%

"UzAuto PV Management" LLC is wholly owned by JSC "Uzavtosanoat", a state-owned company that serves as the dominant controlling body of the automotive industry in the Republic of Uzbekistan. JSC "Uzavtosanoat" is wholly owned by the government of the Republic of Uzbekistan, the Ministry of Economy and Finance being the sole shareholder as at the date of this Offering Memorandum.

The Issuer is not aware of any arrangements in existence as at the date of this Offering Memorandum that could reasonably be expected to result in a change of control of the Issuer.

RELATED PARTY TRANSACTIONS

Parties are generally considered to be related if the parties are under common control or if one party has the ability to control the other party or can exercise significant influence or joint control over the other party in making financial and operational decisions.

The Company is a government-related entity, as it is ultimately controlled by the Government of Uzbekistan. The Company has applied the exemption in IAS 24: *Related Party Disclosures* in relation to its government-related transactions and outstanding balances, including commitments.

The table below shows the Group's outstanding balances and transactions with related parties.

	JSC "Uzavtosanoat"	Companies under common control and significant influence of JSC "Uzavtosanoat" (USD thousands)	Total
Loans issued	—	248	<u>248</u>
Trade and other receivables	68	1,255	<u>1,323</u>
Advances paid to suppliers	—	7,599	<u>7,599</u>
Trade and other payables	4,618	39,851	<u>44,469</u>
Dividends payable	49,552	7	<u>49,559</u>

	JSC "Uzavtosanoat"	Companies under common control and significant influence of JSC "Uzavtosanoat" (USD thousands)	Total
Sales of goods	—	9,530	<u>9,530</u>
Other income	—	108	<u>108</u>
Purchases from suppliers	—	325,173	<u>325,173</u>

For similar information as at and for the years ended 31 December 2024 and 2023, see note 7 to the 2024 Annual Financial Statements and as at and for the year ended 31 December 2022, see note 8 to the 2023 Annual Financial Statements.

Key management includes the General Director, 21 other members of the Executive Board and the Chief Accountant. Total key management compensation was U.S.\$648 thousand and U.S.\$1,708 thousand in the six months ended 30 June 2025 and 2024, respectively, and U.S.\$3,513 thousand in 2024 compared to U.S.\$3,653 thousand in 2023 and U.S.\$3,413 thousand in 2022.

TERMS AND CONDITIONS OF THE NOTES

The following is the text of the terms and conditions of the Notes, which, subject to amendment, will be endorsed on each Definitive Note and will (subject to the provisions thereof) apply to the Global Note.

The U.S.\$350,000,000 7.375 per cent. notes due 2030 (the “**Notes**”) which expression includes any further Notes issued pursuant to Condition 16 and forming a single series therewith of JSC “UzAuto Motors” (the “**Issuer**”) were authorised by a written resolution of the Supervisory Board of JSC “Uzavtosanoat” (the “**Issuer’s Parent Company**”) dated 6 October 2025. The Notes are constituted by a trust deed to be dated 19 November 2025 (the “**Trust Deed**”) made between the Issuer and Citibank, N.A., London Branch (the “**Trustee**”, which expression shall include all persons for the time being who are the trustee or trustees under the Trust Deed) as trustee for the holders of the Notes.

These terms and conditions (the “**Conditions**”) include summaries of, and are subject to, the detailed provisions of the Trust Deed. The Issuer will enter into a paying agency agreement, to be dated 19 November 2025 (the “**Paying Agency Agreement**”) with the Trustee, Citibank, N.A., London Branch as principal paying agent and transfer agent (the “**Principal Paying Agent**” and the “**Transfer Agent**” and, together with any other paying agents appointed under the Paying Agency Agreement, the “**Paying Agents**”) and Citibank Europe PLC as registrar (the “**Registrar**”). The Registrar, the Paying Agents and the Transfer Agent are together referred to herein as the “**Agents**”, which expression includes any successor or additional paying and transfer agents or registrars appointed from time to time in connection with the Notes.

Copies of the Trust Deed and the Paying Agency Agreement are available for inspection electronically from the Issuer or the Principal Paying Agent. The Noteholders (as defined below) are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed and are deemed to have notice of those provisions of the Paying Agency Agreement applicable to them. Capitalised terms used but not defined in these Conditions shall have the respective meanings given to them in the Trust Deed.

1. Form and Denomination

The Notes are issued in fully registered form, without interest coupons attached, in denominations of U.S.\$200,000 or integral multiples of U.S.\$1,000 in excess thereof (“**authorised denominations**”). Title to the Notes shall pass by registration in the register (the “**Register**”) which the Issuer shall procure to be kept by the Registrar. The Notes are represented by registered definitive Notes (“**Definitive Notes**”) and, save as provided in Condition 3.3, each Definitive Note shall represent the entire holding of Notes by the same holder.

2. Status

The Notes constitute direct, general, unsubordinated and (subject to Condition 4) unsecured obligations of the Issuer and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of the Issuer under the Notes shall, save for such exceptions as may arise by mandatory operation of law and subject to Condition 4, at all times rank at least equally with all its other present and future unsecured and unsubordinated obligations.

3. Register, Title and Transfers

- 3.1 Register:** The Registrar shall maintain the Register in respect of the Notes in accordance with the provisions of the Paying Agency Agreement. The Register shall be kept at the specified office for the time being of the Registrar and shall record the names and addresses of the holders of the Notes, particulars of the Notes and all transfers and redemptions thereof. In these Conditions, the “**holder**” of a Note means the person in whose name such Note is for the time being registered in the Register (or, in the case of a joint holding, the first named thereof) and “**Noteholder**” shall be construed accordingly.
- 3.2 Title:** Title to the Notes will pass by and upon registration in the Register. The holder of each Note shall (except as otherwise required by a court of competent jurisdiction or applicable law) be treated as the absolute owner of such Note for all purposes (whether or not it is overdue and regardless of any

notice of ownership, trust or any other interest therein, any writing on the Definitive Note relating thereto (other than the endorsed form of transfer) or any notice of any previous loss or theft of such Definitive Note) and no person shall be liable for so treating such holder.

- 3.3 Transfers:** Subject to Conditions 3.6 and 3.7 below, a holding of Notes may be transferred in whole or in part in an authorised denomination upon surrender (at the specified office of the Registrar or the Transfer Agent) of the relevant Definitive Note representing that Note, together with the form of transfer (including any certification as to compliance with restrictions on transfer included in such form of transfer endorsed thereon) (the “**Transfer Form**”), duly completed and executed, at the specified office of the Transfer Agent or of the Registrar, together with such evidence as the Transfer Agent or the Registrar may reasonably require to prove the title of the transferor and the authority of the persons who have executed the Transfer Form. In the case of a transfer of part only of a holding of Notes represented by one Definitive Note, a new Definitive Note shall be issued to the transferee in respect of the part transferred and a further new Definitive Note in respect of the balance of the holding not transferred shall be issued to the transferor. Neither the part transferred nor the balance not transferred may be less than the minimum authorised denomination. In the case of a transfer of Notes to a person who is already a holder of Notes, a new Definitive Note representing the enlarged holding shall only be issued against surrender of the Definitive Note representing the existing holding. No transfer of a Note will be valid unless and until entered on the Register.
- 3.4 Exercise of Option and Partial Redemption in Respect of Notes:** In the case of an exercise of a Noteholders’ option in respect of, and a partial redemption of, a holding of Notes represented by a single Definitive Note, a new Definitive Note shall be issued to the holder to reflect the exercise of such option or in respect of the balance of the holding not redeemed. New Definitive Notes shall only be issued against surrender of the existing Definitive Notes to the Registrar or the Transfer Agent.
- 3.5 Delivery of New Definitive Notes:** Each new Definitive Note to be issued pursuant to Condition 3.3 or 3.4 shall be available for delivery within three business days of receipt of a duly completed form of transfer or Change of Status Put Option Notice (as defined in Condition 7.8) and surrender of the existing Definitive Note(s). Delivery of the new Definitive Note(s) shall be made at the specified office of the Transfer Agent or of the Registrar (as the case may be) to whom delivery or surrender of such form of transfer, Change of Status Put Option Notice or Definitive Note shall have been made or, at the option of the holder making such delivery or surrender as aforesaid and as specified in the relevant form of transfer or Change of Status Put Option Notice or otherwise in writing, be mailed by uninsured post at the risk of the holder entitled to the new Definitive Note to such address as may be so specified, unless such holder requests otherwise and pays in advance to the Transfer Agent or the Registrar (as the case may be) the costs of such other method of delivery and/ or such insurance as it may specify. In this Condition 3.5, “**business day**” means a day, other than a Saturday or Sunday, on which banks are open for business in the place of the specified office of the Transfer Agent or the Registrar (as the case may be).
- 3.6 Transfer or Exercise Free of Charge:** Definitive Notes, on transfer or exercise of an option and partial redemption, shall be issued and registered without charge by or on behalf of the Issuer, the Registrar or the Transfer Agent, but upon payment by the person making such application for transfer or exercise of an option of any Tax or other governmental charges that may be imposed in relation to it (or the giving of such indemnity as the Registrar or the Transfer Agent may require).
- 3.7 Closed Periods:** No Noteholder may require the transfer of a Note to be registered (i) during the period of 15 days ending on (and including) the due date for redemption of that Note, (ii) after any such Note has been called for redemption, or (iii) during the period of seven days ending on (and including) any Record Date (as defined in Condition 8).
- 3.8 Regulations Concerning Transfer and Registration:** All transfers of Notes and entries on the Register are subject to the detailed regulations concerning the transfer and registration of Notes set out in Schedule 1 to the Paying Agency Agreement. The regulations may be changed by the Issuer with the prior written approval of the Trustee and the Agents (such approval not to be unreasonably withheld or delayed). A copy of the current regulations will be sent by the Registrar free of charge to any person

who so requests and will be available at the specified offices of the Registrar and at the specified office of the Transfer Agent.

4. Negative Pledge

So long as any Note remains outstanding (as defined in the Trust Deed), the Issuer will not, and will ensure that none of its Subsidiaries will create, or permit to arise or subsist any mortgage, charge, pledge, lien or other form of encumbrance or security interest including, without limitation, anything analogous to the foregoing under the laws of any jurisdiction (a “**Lien**”) other than a Permitted Lien upon the whole or any part of its property, assets or revenues, present or future, to secure any Indebtedness, unless in any such case at the same time or prior thereto, the Notes are secured equally and rateably with such other Indebtedness or have the benefit of such other arrangement as (i) the Trustee shall in its absolute discretion deem not materially less beneficial to the interest of the Noteholders or (ii) shall be approved by an Extraordinary Resolution (as defined in the Trust Deed) of the Noteholders.

5. Covenants

5.1 Incurrence of Indebtedness

5.1.1 So long as any Note remains outstanding, the Issuer will not, and will not permit any of its Subsidiaries to, Incur any Indebtedness, except that if on the date of such Incurrence and after giving effect thereto on a *pro forma* basis (a) no Potential Event of Default nor Event of Default shall have occurred and be continuing at the time, or would occur as a consequence, of the Incurrence of such Indebtedness and (b) the Consolidated Net Leverage Ratio would have been no more than 3.75 to 1.

5.1.2 Notwithstanding the foregoing Condition 5.1.1, the following shall be permitted:

- (i) The Incurrence by the Issuer or any of its Subsidiaries of Indebtedness outstanding on the Issue Date (other than Indebtedness described in paragraph (ii) of this Condition 5.1.2);
- (ii) the Incurrence by the Issuer of Indebtedness represented by the Notes (for the avoidance of doubt, no Additional Notes may be issued in reliance on this paragraph (ii));
- (iii) the Incurrence by the Issuer or any of its Subsidiaries of Refinancing Indebtedness in exchange, replacement or renewal for, or the net proceeds of which are used to refund, refinance, replace, defease or discharge Indebtedness (other than intercompany Indebtedness) that was permitted to be Incurred under Condition 5.1.1 or under paragraphs (i), (ii), (iii), (v) and (xiv) of this Condition 5.1.2;
- (iv) the Incurrence by the Issuer or any of its Subsidiaries of Indebtedness between or among the Issuer and any of its Subsidiaries; *provided, however, that:* (i) any subsequent issuance or transfer of Capital Stock that results in any such Indebtedness being held by a Person other than the Issuer or a Subsidiary of the Issuer and (ii) any sale or other transfer of any such Indebtedness to a Person that is neither the Issuer nor a Subsidiary of the Issuer will be deemed, in each case, to constitute an Incurrence of such Indebtedness by the Issuer or such Subsidiary, as the case may be, that was not permitted by this paragraph (iv);
- (v) the Incurrence by the Issuer or any of its Subsidiaries under any revolving credit facility solely for working capital purposes in the ordinary course of business of the Issuer or any of its Subsidiaries provided that the maturity of any advance thereunder is equal to or less than 365 days and the principal amount outstanding thereunder does not exceed U.S.\$50.0 million at any one time;

- (vi) the Incurrence by the Issuer or any of its Subsidiaries of Hedging Obligations in the ordinary course of business and are not entered into for speculative purposes (as determined in good faith by a responsible financial or accounting officer of the Issuer);
- (vii) the guarantee by the Issuer or any of its Subsidiaries of Indebtedness of the Issuer or a Subsidiary of the Issuer that was permitted to be Incurred by another provision of this Condition 5.1; *provided that* if the Indebtedness being guaranteed is subordinated in right of payment to the Notes, then such guarantee shall be subordinated to the same extent as the Indebtedness guaranteed;
- (viii) the Incurrence by the Issuer or any of its Subsidiaries of Indebtedness in respect of workers' compensation claims, self-insurance obligations, bankers' acceptances, bank guarantees, performance, bid, appeal, surety and similar bonds or letters of credit, completion guarantees, judgment, advance payment, customs, VAT, or other similar instruments issued for the for the account of the Issuer or any of its Subsidiaries or other similar obligations incurred in the ordinary course of business (including guarantees or indemnities related thereto);
- (ix) the Incurrence by the Issuer or any of its Subsidiaries of Indebtedness in respect of any customary cash management, cash pooling or netting or setting off arrangements in the ordinary course of business;
- (x) the Incurrence by the Issuer or any of its Subsidiaries of Indebtedness arising from the honouring by a bank or other financial institution of a check, draft or similar instrument inadvertently drawn against insufficient funds, so long as such Indebtedness is extinguished within five business days of Incurrence;
- (xi) the incurrence by the Issuer or any of its Subsidiaries of Indebtedness in the form of customer deposits and advance payments received in the ordinary course of business from customers for purchases in the ordinary course of business;
- (xii) the Incurrence by the Issuer or any of its Subsidiaries of Indebtedness arising from agreements of the Issuer or a Subsidiary of the Issuer providing for guarantees, indemnification, adjustment of purchase price, earn outs or similar obligations, in each case, Incurred or assumed in connection with the disposition of any business, assets or Capital Stock of a Subsidiary of the Issuer, other than guarantees of Indebtedness of the Subsidiary of the Issuer disposed of, or Incurred or assumed by any Person acquiring all or any portion of such business, assets or Capital Stock for the purpose of financing such acquisition; *provided that* the maximum liability of the Issuer and its Subsidiaries in respect of all such Indebtedness shall at no time exceed the gross proceeds in cash and Cash Equivalents actually received by the Issuer and its Subsidiaries in connection with such disposition;
- (xiii) the Incurrence by a Project Subsidiary of Project Finance Debt;
- (xiv) the Incurrence of Indebtedness either (x) of Persons that are acquired by the Issuer or any of its Subsidiaries or merged, consolidated, amalgamated or otherwise combined with (including pursuant to any acquisition of assets and assumption of related liabilities) the Issuer or any of its Subsidiaries or (y) by the Issuer in connection with or in contemplation of such acquisition, merger, consolidation, amalgamation or other combination; provided, however, that with respect to each of clause (x) and (y), on the date of such acquisition, merger, consolidation or amalgamation or combination or other transaction pursuant to which such Indebtedness was Incurred or deemed to be Incurred and after giving pro forma effect thereto, either (A) the Issuer would have been entitled to Incur at least U.S.\$1.00 of additional Indebtedness pursuant to Condition 5.1.1 or (B) the Consolidated Net Leverage Ratio would be equal to or less than it was immediately prior to giving pro forma effect to the Incurrence of such Indebtedness pursuant to this paragraph (xiv); and

- (xv) the Incurrence by the Issuer or any of its Subsidiaries of additional Indebtedness in an aggregate principal amount (or accreted value, as applicable) at any time outstanding, including all Refinancing Indebtedness Incurred to refund, refinance, replace, defease or discharge any Indebtedness Incurred pursuant to this paragraph (xv), not to exceed U.S.\$50.0 million at any time outstanding.
- 5.1.3 For the purposes of determining compliance with any U.S. dollar denominated restriction on the Incurrence of Indebtedness where the Indebtedness Incurred is denominated in a different currency, the amount of such Indebtedness will be the U.S. Dollar Equivalent determined on the date of the Incurrence of such Indebtedness; *provided, however, that* if any such Indebtedness denominated in a different currency is subject to a Currency Agreement with respect to U.S. dollars covering all principal, premium, if any, and interest payable on such Indebtedness, the amount of such Indebtedness expressed in U.S. dollars will be as provided in such Currency Agreement. The principal amount of any Refinancing Indebtedness Incurred in the same currency as the Indebtedness being Refinanced will be the U.S. Dollar Equivalent, as appropriate, of the Indebtedness Refinanced, except to the extent that (i) such U.S. Dollar Equivalent was determined based on a Currency Agreement, in which case the principal amount of such Refinancing Indebtedness will be determined in accordance with the preceding sentence, and (ii) the principal amount of the Refinancing Indebtedness exceeds the principal amount of the Indebtedness being Refinanced, in which case the U.S. Dollar Equivalent of such excess, as appropriate, will be determined on the date such Refinancing Indebtedness is Incurred. Notwithstanding any other provision of this Condition 5.1, the maximum amount that the Issuer, or its Subsidiaries may Incur pursuant to this Condition 5.1 shall not be deemed to be exceeded, with respect to outstanding Indebtedness, due solely as a result of fluctuations in the exchange rates of currencies.
- 5.1.4 Notwithstanding the foregoing, the Issuer will not Incur any Indebtedness pursuant to Condition 5.1.2 if the proceeds thereof are used, directly or indirectly, to Refinance any Subordinated Obligations of the Issuer unless such Indebtedness shall be subordinated to the Notes to at least the same extent as such Subordinated Obligations.
- 5.1.5 The Issuer will not Incur any Indebtedness (including permitted Indebtedness in accordance with Conditions 5.1.1 and 5.1.2 above) that is contractually subordinated in right of payment to any other Indebtedness of the Issuer unless such Indebtedness is also contractually subordinated in right of payment to the Notes on substantially identical terms; *provided, however, that* no Indebtedness will be deemed to be contractually subordinated in right of payment to any other Indebtedness of the Issuer solely by virtue of being unsecured or by virtue of being secured on a junior Lien basis or by virtue of not being guaranteed.
- 5.1.6 For the purposes of determining compliance with this Condition 5.1, if an item of Indebtedness (or any portion thereof) meets the criteria of more than one of the types of Indebtedness described above, or is entitled to be Incurred pursuant to Condition 5.1.1, the Issuer, in its sole discretion, will be permitted to classify and from time to time, to reclassify such item of Indebtedness (or any portion thereof) in any manner that complies with this Condition 5.1.
- 5.1.7 The accrual of interest, the accretion or amortisation of original issue discount, the payment of interest on any Indebtedness in the form of additional Indebtedness with the same terms, and the payment of dividends on Disqualified Stock in the form of additional shares of the same class of Disqualified Stock will not be deemed to be an Incurrence of Indebtedness or an issuance of Disqualified Stock for the purposes of this Condition 5.1.
- 5.1.8 The amount of any Indebtedness outstanding as of any date will be:
- (i) the accreted value of the Indebtedness, in the case of any Indebtedness issued with original issue discount;
 - (ii) the greater of the liquidation preference or the maximum fixed redemption or repurchase price of the Disqualified Stock, in the case of Disqualified Stock; and

- (iii) the principal amount of the Indebtedness, in the case of any other Indebtedness.

For the purposes of the foregoing, the “maximum fixed repurchase price” of any Disqualified Stock that do not have a fixed redemption or repurchase price shall be calculated in accordance with the terms of such Disqualified Stock as if such Disqualified Stock were redeemed or repurchased on any date of determination.

5.2 Restricted Payments: So long as any Note remains outstanding, the Issuer will not, and will not permit any of its Subsidiaries, directly or indirectly, to make a Restricted Payment, unless at the time of and after giving *pro forma* effect to, such Restricted Payment:

- 5.2.1 no Event of Default or Potential Event of Default shall have occurred and be continuing; and
- 5.2.2 together with the aggregate amount of all other Restricted Payments made by the Issuer and its Subsidiaries since the Issue Date does not exceed the sum, without duplication, of:
 - (i) 50 per cent. of the Consolidated Net Profit accrued during the period (treated as one accounting period) from the beginning of the first fiscal semi-annual period during which the Issue Date falls to the end of the most recent fiscal semi-annual period for which consolidated financial statements of the Issuer have been delivered to the Trustee pursuant to Condition 5.3 prior to the date of such Restricted Payment (or, in case such Consolidated Net Profit shall be a deficit, minus 100 per cent. of such deficit); *plus*
 - (ii) 100 per cent. of the aggregate net cash proceeds received by the Issuer subsequent to the Issue Date (i) as a contribution to its ordinary equity capital, (ii) from the issue or sale or exercise of Capital Stock of the Issuer (other than Disqualified Stock), (iii) from the issue or sale of convertible or exchangeable Disqualified Stock or convertible or exchangeable debt securities of the Issuer that have been converted into or exchanged for such Capital Stock (other than Capital Stock (or Disqualified Stock or debt securities) sold to a Subsidiary of the Issuer) or (iv) from the issue of Indebtedness of the Issuer or a Subsidiary of the Issuer for cash subsequent to the Issue Date that has been converted into or exchanged for such Capital Stock (other than Disqualified Stock),

provided, however, that in any financial year where the Issuer or any of its Subsidiaries is required under the Law on the State Budget, the Presidential Decree dated 29 June 2018 No. UP-5468, as amended or superseded from time to time (the “**Decree**”), or any law, Presidential or Governmental resolution having similar effect, to make any Restricted Payments to its shareholders or, a Person holding Capital Stock in the Issuer or any Parent Entity is required pursuant to any such law, Presidential or Governmental resolution as referred to above to make a payment that, if made by the Issuer or a Subsidiary would be deemed a Restricted Payment and subsequently assigns such payment obligation to the Issuer and, in each case, the mandatory amount of such Restricted Payments exceeds the threshold set out in paragraph (ii) above, such higher threshold as specified in the Law on the State Budget, the Decree or any law, Presidential or Governmental resolution having similar effect shall apply for the purposes of this Condition 5.2.

5.2.3 The preceding provisions will not prohibit:

- (i) the payment of any dividend within 60 days after the date of declaration of the dividend, if at the date of declaration the dividend payment would have complied with the provisions of these Conditions;
- (ii) the making of any Restricted Payment in exchange for, or out of the net cash proceeds of the substantially concurrent sale or issuance (other than to a Subsidiary of the Issuer) of, Capital Stock of the Issuer or any of its Subsidiaries (other than Disqualified Stock) or from the substantially concurrent contribution of ordinary equity capital to the Issuer or any of its Subsidiaries; *provided that* the amount of any such net cash proceeds that are utilised for any such Restricted Payment will be excluded from paragraph (ii) of Condition 5.2.2;

- (iii) the defeasance, redemption, repurchase or other acquisition of Subordinated Obligations of the Issuer or any of its Subsidiaries with the net cash proceeds from a substantially concurrent Incurrence of Refinancing Indebtedness in respect of such Subordinated Obligations;
- (iv) the repurchase of Capital Stock deemed to occur upon the exercise of stock options or warrants to the extent such Capital Stock represent a portion of the exercise price of such stock options or warrants;
- (v) the repurchase, redemption, or other acquisition for value of Capital Stock of the Issuer or any Subsidiary of the Issuer representing fractional shares of such Capital Stock in connection with a share dividend, distribution, share split, reverse share split, merger, consolidation, amalgamation or other business combination of the Issuer or such Subsidiary of the Issuer, in each case, permitted under these Conditions;
- (vi) so long as no Potential Event of Default or Event of Default has occurred and is continuing and no Potential Event of Default or Event of Default would be caused thereby, the declaration and payment of regularly scheduled or accrued dividends to holders of any class or series of Disqualified Stock of the Issuer or any of its Subsidiaries issued on or after the Issue Date in accordance with the Consolidated Net Leverage Ratio described under Condition 5.1.1;
- (vii) payments of cash, dividends, distributions, advance or other Restricted Payments by the Issuer or any of its Subsidiaries to allow the payment of cash in lieu of the issuance of fractional shares upon (x) the exercise of options or warrants or (y) the conversion or exchange of Capital Stock of the issuer or its Subsidiaries; *provided, however, that* any such cash payment shall not be for the purpose of evading the limitation of the covenant described in this Condition 5.2;
- (viii) payments or distributions to dissenting shareholders pursuant to applicable law in connection with or contemplation of a merger, consolidation or transfer of assets;
- (ix) so long as no Potential Event of Default or Event of Default has occurred and is continuing and no Potential Event of Default or Event of Default would be caused thereby, the payment of dividends to holders of Capital Stock of the Issuer not exceeding U.S.\$10 million in any financial year; or
- (x) so long as no Potential Event of Default or Event of Default has occurred and is continuing, other Restricted Payments in an aggregate amount not to exceed U.S.\$25.0 million (or, to the extent non-U.S. Dollar denominated, the U.S. Dollar Equivalent of such amount) since the Issue Date.

5.2.4 The amount of all Restricted Payments (other than cash) will be the Fair Market Value on the date of the Restricted Payment of the asset(s) or securities proposed to be transferred or issued by the Issuer or such Subsidiary of the Issuer, as the case may be, pursuant to the Restricted Payment. The Fair Market Value of any assets or securities that are required to be valued by this Condition 5.2 will be determined in good faith by the Supervisory Board whose resolution with respect thereto will be delivered to the Trustee along with an Officer's Certificate setting out the Fair Market Value. The Trustee may rely on such resolution and such Officer's Certificate without further enquiry and will not be responsible or liable to any Person for so doing.

5.3 Financial Statements Etc.: So long as any Note remains outstanding, the Issuer shall deliver to the Trustee:

5.3.1 not later than 180 days after the end of the Issuer's financial year, copies (in English) of the Issuer's audited consolidated financial statements for such financial year, prepared in accordance with IFRS consistently applied, together with the corresponding financial statements for the preceding period, and all such annual financial statements of the Issuer shall be accompanied by the audit report (in English) of the Auditors thereon and supplemented with

information as to the EBITDA of the Issuer, the Consolidated Indebtedness and Consolidated Net Leverage Ratio for and as of the end of such financial year; and

- 5.3.2 not later than 120 days after the end of the first six months of each of the Issuer's financial years, copies (in English) of the Issuer's unaudited consolidated financial statements for such six-month period, prepared in accordance with IFRS consistently applied, together with the corresponding financial statements for the preceding period and all such financial statements of the Issuer shall be accompanied by the review report (in English) of the Auditors thereon and supplemented with information as to the EBITDA of the Issuer, the Consolidated Indebtedness for and as of the end of such period and Consolidated Net Leverage Ratio for the twelve months then ended,

in the case of each of 5.3.1 and 5.3.2 above, together with a written notice in the form of an Officer's Certificate in the form set out in the Trust Deed stating whether since the date of the last certificate or, if none, the Issue Date an Event of Default or a Potential Event of Default shall have occurred and be continuing, describing all such Events of Default or Potential Events of Default and what action the Issuer is taking or proposes to take with respect thereto;

- 5.3.3 the Issuer shall also post such financial statements on its website within the time periods referred to in Condition 5.3.1 and Condition 5.3.2 above, as the case may be; and
- 5.3.4 so long as any of the Notes are restricted securities (as defined in Rule 144 under the Securities Act) and during any period during which the Issuer is not subject to the reporting requirements of the Exchange Act or exempt therefrom pursuant to Rule 12g3-2(b), the Issuer will furnish to any holder or beneficial owner of Notes initially offered and sold in the United States to Qualified Institutional Buyers pursuant to Rule 144A under the Securities Act, and to prospective purchasers in the United States designated by such holder or beneficial owners, upon request, the information required to be delivered pursuant to Rule 144A(d)(4) under the Securities Act.

5.4 Limitation on Mergers:

- 5.4.1 So long as any Note remains outstanding, the Issuer shall not (x) enter into any reorganisation (whether by way of a merger, accession, division, separation or transformation, as these terms may be construed under applicable Uzbek law) or undergo any other type of corporate reconstruction, or (y) in a single transaction or a series of related transactions, directly or indirectly, merge, consolidate, amalgamate or otherwise combine with or into another Person or sell, assign, lease, transfer, convey or otherwise dispose of all or substantially all of the properties or assets of the Issuer or the Group, to another Person, unless:
- (i) (A) the surviving or resulting entity or the transferee (the "**Issuer Successor Company**") is the Issuer or, (B) if not the Issuer, the Issuer Successor Company (x) assumes all the obligations (if any) of the Issuer under the Notes and the Trust Deed, and (y) retains or succeeds to all of the rights and obligations of the Issuer under all of its material government permits, licenses, consents and authorisations; and
 - (ii) such transaction(s) would not, individually or in the aggregate, have a Material Adverse Effect; and
 - (iii) promptly after such transaction(s), the Issuer Successor Company certifies to the Trustee that the transaction complies with these Conditions (upon which certification the Trustee shall be entitled to rely without further enquiry and without liability to any person).
- 5.4.2 Notwithstanding the foregoing, any Subsidiary of the Issuer may consolidate with, merge with or into, amalgamate or otherwise combine with or sell, assign, transfer, convey or otherwise dispose of all of its assets to the Issuer or another Subsidiary of the Issuer.

5.5 Asset Sales

5.5.1 So long as any Note remains outstanding, the Issuer shall not, and shall ensure that none of its Subsidiaries shall, directly or indirectly, consummate an Asset Sale, unless:

- (i) the Issuer (or the Subsidiary of the Issuer, as the case may be) receives consideration at the time of the Asset Sale at least equal to the Fair Market Value (measured as at the date of the definitive agreement with respect to such Asset Sale) of the assets or Capital Stock issued or sold or otherwise disposed of; and
- (ii) the Net Proceeds from such Asset Sale are:
 - (A) applied to repay permanently any Consolidated Indebtedness (other than Indebtedness subordinated to the Notes);
 - (B) applied to acquire or invest in Additional Assets;
 - (C) retained as cash deposited with a bank or invested in Cash Equivalents; and/or
 - (D) applied to acquire or invest in other assets that are not classified as current assets under IFRS and that are used or useful in a Permitted Business or applied to acquire or invest in the Capital Stock of any Person holding such property or assets, which is primarily engaged in a Permitted Business and will upon the acquisition by the Issuer or any of its Subsidiaries of such Capital Stock become a Subsidiary of the Issuer or any of its Subsidiaries,

in each case, within 360 days of the date when such proceeds are received; *provided that*, if the Net Proceeds are applied pursuant to Condition 5.5.1(ii)(C), the Issuer or such Subsidiary of the Issuer, as the case may be, shall apply or invest the Net Proceeds on or prior to the date falling 540 days after the date when such proceeds are received either to (i) repay permanently any Consolidated Indebtedness (other than Indebtedness subordinated to the Notes), (ii) acquire or invest in Additional Assets or (iii) applied to acquire or invest in other assets that are not classified as current assets under IFRS and that are used or useful in a Permitted Business or applied to acquire or invest in the Capital Stock of any Person holding such property or assets, which is primarily engaged in a Permitted Business and will upon the acquisition by the Issuer or any of its Subsidiaries of such Capital Stock become a Subsidiary of the Issuer or any of its Subsidiaries;

- (iii) the Issuer delivers to the Trustee, in each case not later than 10 days after the consummation of such Asset Sale, a resolution (or an extract therefrom) of the appropriate decision-making body of the Issuer or the relevant Subsidiary of the Issuer (in the English language), if applicable, along with an Officer's Certificate certifying that such Asset Sale complies with this Condition 5.4; and

5.5.2 The Trustee may rely on such resolution and such Officer's Certificate referred to in this Condition 5.5 without further enquiry and will not be responsible or liable to any person for so doing.

5.6 Affiliate Transactions: So long as any Note remains outstanding, the Issuer will not, and will not permit any of its Subsidiaries to, enter into or permit to exist any transaction or series of related transactions (including the purchase, sale, lease or exchange of any property or the rendering of any service) with, or for the benefit of, any Affiliate of the Issuer or such Subsidiary (an "**Affiliate Transaction**") unless:

5.6.1 the terms of the Affiliate Transaction are no less favourable to the Issuer or such Subsidiary of the Issuer than those that could be obtained at the time of the Affiliate Transaction in a comparable arm's-length transaction with a Person who is not an Affiliate of the Issuer or such Subsidiary of the Issuer; and

- 5.6.2 the Issuer delivers to the Trustee with respect to any Affiliate Transaction, or series of related Affiliate Transactions involving aggregate consideration in excess of U.S.\$35,000,000 (or, to the extent non-U.S. Dollar denominated, the U.S. Dollar Equivalent of such amount), a resolution of the Issuer's Supervisory Board (in the English language) along with an Officer's Certificate certifying that such Affiliate Transaction complies with this Condition 5.6 and that such Affiliate Transaction has been approved by the Issuer's meeting of shareholders, a majority of the disinterested members of the Issuer's Supervisory Board or such Subsidiary's Supervisory Board, or another competent body of such Subsidiary authorised to approve such Affiliate Transaction, (or, in the event there is only one disinterested member of the Issuer's or Subsidiary's Supervisory Board or another competent body of such Subsidiary, approved by such disinterested member); *provided, however, that* the provisions of these Conditions 5.6.1 and 5.6.2 shall not apply to:
- (i) any employment agreement, employee compensation arrangements, consulting agreement, employee benefit plan, officer and director indemnification agreement, including any stock option, stock appreciation rights, stock incentive or similar plans or any similar arrangement entered into by the Issuer or any of its Subsidiaries in the ordinary course of business and compensation (including bonuses and equity compensation) paid to and other benefits (including retirement, health and other benefit plans) and indemnification arrangements provided on behalf of directors, officers, consultants and employees of the Issuer or any of its Subsidiaries;
 - (ii) transactions (including a merger) between or among or solely for the benefit of the Issuer and/or its Subsidiaries;
 - (iii) payment of reasonable fees to, reimbursements of expenses and indemnity provided on behalf of, officers, directors, supervisory board members, employees or consultants of the Issuer or any of its Subsidiaries;
 - (iv) any issuance of Capital Stock of the Issuer to Affiliates of the Issuer or to any director, supervisory board member, officer, employee or consultant of the Issuer or the receipt of capital contributions by the Issuer from Affiliates of the Issuer;
 - (v) Restricted Payments permitted to be made pursuant to Condition 5.2;
 - (vi) any Affiliate Transaction undertaken by the Issuer or any of its Subsidiaries not involving, individually or in aggregate, payments or value in excess of U.S.\$10,000,000 (or its U.S. Dollar Equivalent);
 - (vii) transactions with customers, clients, suppliers, joint venture partners or purchasers or sellers or other providers of goods or services, or lessors or lessees of property, in each case in the ordinary course of business and otherwise in compliance with these Conditions which are fair to the Issuer or its Subsidiaries or on terms at least as favourable to the Issuer or its Material Subsidiaries as might reasonably have been obtained at such time from an unaffiliated party;
 - (viii) transactions effected pursuant to or contemplated by agreements or arrangements between any Person and an Affiliate of such Person existing at the time such Person is acquired by, merged into or amalgamated, arranged or consolidated with the Issuer or any of its Subsidiaries; *provided that* such agreements or arrangements were not entered into in contemplation of such acquisition, merger, amalgamation, arrangement or consolidation, and any amendments, modifications or replacements of such agreements or arrangements (so long as such amendments, modifications or replacements are not materially more disadvantageous to the Noteholders, taken as a whole, than the original agreements or arrangements as in effect on the date of such acquisition, merger, amalgamation, arrangement or consolidation);

- (ix) Hedging Obligations entered into from time to time for *bona fide* hedging purposes and not for speculative purposes of the Issuer and the Subsidiaries and the unwinding of any Hedging Obligations;
- (x) execution, delivery and performance of any consolidated group arrangements for tax or accounting purposes, *provided that* any payments to be made pursuant to such arrangements are made in compliance with the covenant as set forth in Condition 5.2;
- (xi) agreements and arrangements, and transactions pursuant thereto, existing on the Issue Date and any amendment, extension, renewal, refinancing, modification or supplement thereof; *provided that* following such amendment, extension, renewal, refinancing, modification or supplement, the terms of any such agreement or arrangement so amended, modified or supplemented are, on the whole, no less favourable to the Issuer and its Subsidiaries, as applicable, than the original agreement or arrangement as in effect on the Issue Date.

The Trustee may rely on such resolution and such Officer's Certificate referred to in this Condition 5.6 without further enquiry and will not be responsible or liable to any person for so doing.

5.7 Maintenance of Authorisations: So long as any Note remains outstanding:

- 5.7.1 the Issuer shall, and shall procure that each of its Subsidiaries shall, take all necessary action to obtain and do or cause to be done all things necessary, in the opinion of the Issuer or the relevant Subsidiary, to ensure the continuance of its corporate existence, its business and intellectual property relating to its business; and
- 5.7.2 the Issuer shall obtain or make, and procure the continuance or maintenance of, all registrations, recordings, filings, consents, licences, approvals and authorisations, which may at any time be required to be obtained or made in the Republic of Uzbekistan for the purposes of the execution, delivery or performance of the Notes, the Paying Agency Agreement, the Trust Deed and for the validity and enforceability thereof.

5.8 Change of Business: So long as any Note remains outstanding, the Issuer shall not make any material change to the Permitted Business.

5.9 Environmental Compliance: So long as any Note remains outstanding, the Issuer shall, and shall ensure that its Subsidiaries shall, comply with all Environmental Laws applicable to it and obtain and maintain all Environmental Licences required by law or regulation to be maintained by it, except where a failure to do so would not, or would not reasonably be expected to have, individually or in the aggregate, a Material Adverse Effect.

5.10 Covenant Suspension: From and after the date (the "**Suspension Date**") on which the (i) Notes have Investment Grade Status, and (ii) no Potential Event of Default or Event of Default has occurred and is continuing at such time, and such circumstances are certified to the Trustee in an Officer's Certificate, upon which certification the Trustee shall be entitled to rely absolutely without incurring any liability to any person for so doing, at all times thereafter:

- 5.10.1 the Issuer and its Subsidiaries will be released from their obligations to comply with Conditions 5.1, 5.2, 5.5, 5.6 and 5.8; and
- 5.10.2 and any related Events of Default or Potential Events of Default which might otherwise occur but for the operation of this Condition 5.10 shall not be regarded as having occurred during the Suspension Period (as defined below) (the "**Suspended Covenants**"),

provided that, to the extent that the Notes subsequently cease to have Investment Grade Status (the date of such cession, the "**Reversion Date**"), then upon the Reversion Date, the provisions of this Condition 5.10 will immediately cease to apply until the Notes again satisfy such Investment Grade Status.

Notwithstanding that the Suspended Covenants may be reinstated upon the occurrence of a Reversion Date, no Potential Event of Default or Event of Default will be deemed to have occurred as a result of

any (i) actions of the Issuer or any Subsidiary of the Issuer taken or committed to be taken during the period between and including the Suspension Date and the Reversion Date (such period, the “**Suspension Period**”) pursuant to law, court or government orders, resolutions of the relevant board of directors or other management body of a relevant member of the Group or a binding and legally effective contract; or (ii) any omission or failure by the Issuer or any Subsidiary of the Issuer to act in respect of any of the Suspended Covenants during the Suspension Period. If, following the occurrence of a Reversion Date, any act or omission of the Issuer or any Subsidiary, in respect of the subject matter of the Suspended Covenants, which would have been a Potential Event of Default or Event of Default during the Suspension Period but for the operation of this Condition 5.10 is continuing, the Issuer and each Subsidiary of the Issuer shall have 90 days to cure and remedy any such event and during such period such act or omission shall not constitute a Potential Event of Default or an Event of Default. On the Reversion Date, all Indebtedness incurred during the Suspension Period will be classified to have been incurred pursuant to one of the paragraphs of Condition 5.1.2 (to the extent such Indebtedness would be permitted to be incurred thereunder as of the Reversion Date and after giving effect to Indebtedness incurred prior to the Suspension Period and outstanding on the Reversion Date). To the extent such Indebtedness would not be so permitted to be incurred pursuant to a paragraph of Condition 5.1.2, such Indebtedness will be deemed to have been outstanding on the Issue Date, so that it is classified as permitted under paragraph (i) of Condition 5.1.2. On the Reversion Date, any Lien made or entered into during the Suspension Period will be deemed to have been outstanding on the Issue Date, so that it is classified as permitted under paragraph (n) of the definition of “Permitted Liens”.

6. Interest

The Notes bear interest on their outstanding principal amount from and including the Issue Date at the rate of 7.375 per cent. per annum, payable semi-annually in arrear on 19 May and 19 November in each year (each an “**Interest Payment Date**”), commencing on 19 May 2026 and will amount to U.S.\$36.88 per Calculation Amount (as defined below). Each Note will cease to bear interest from the due date for redemption unless, upon surrender of the Definitive Note representing such Note, payment of principal is improperly withheld or refused. In such event it shall continue to bear interest at such rate (both before and after judgment) until whichever is the earlier of (a) the day on which all sums due in respect of such Note up to that day are received by or on behalf of the relevant holder, and (b) the day seven days after the Trustee or the Principal Paying Agent has notified Noteholders of receipt of all sums due in respect of all the Notes up to that seventh day (except to the extent that there is failure in the subsequent payment to the relevant holders under these Conditions).

If interest is required to be calculated for a period of less than a complete Interest Period (as defined below), the relevant day-count fraction will be determined on the basis of a 360-day year consisting of 12 months of 30 days each and, in the case of an incomplete month, the number of days elapsed.

In these Conditions, the period beginning on and including the Issue Date and ending on but excluding the first Interest Payment Date and each successive period beginning on and including an Interest Payment Date and ending on but excluding the next succeeding Interest Payment Date is called an “**Interest Period**”.

Interest in respect of any Note shall be calculated per U.S.\$1,000 in principal amount of the Notes (the “**Calculation Amount**”). The amount of interest payable per Calculation Amount for any period shall be equal to the product of the rate of interest specified above, the Calculation Amount and the day-count fraction for the relevant period, rounding the resulting figure to the nearest cent (half a cent being rounded upwards).

7. Redemption and Purchase

7.1 **Final Redemption:** Unless previously redeemed, or purchased and cancelled as provided below, the Notes will be redeemed at their principal amount on 19 November 2030 (the “**Maturity Date**”). The Notes may not be redeemed at the option of the Issuer other than in accordance with this Condition 7.

7.2 **Redemption for Tax Reasons:** The Notes may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days’ notice to the Noteholders in accordance with Condition 17 and to the Trustee and Agents (which notice shall be irrevocable) at the principal amount thereof, together with interest accrued to (but excluding) the date fixed for redemption, if (i) immediately prior to the giving of such notice that the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 9 as a result of any change in, or amendment to, the laws or regulations of the Republic of Uzbekistan or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations, which change or amendment has become or becomes effective on or after the Issue Date and (ii) such obligation cannot be avoided by the Issuer taking reasonable measures available to it; *provided that* no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts were a payment in respect of the Notes then due. Prior to the publication of any notice of redemption pursuant to this Condition, the Issuer shall deliver to the Trustee (x) an Officer’s Certificate of the Issuer stating that the Issuer is entitled to effect such redemption and that the conditions precedent to the right of the Issuer to so redeem set out in (i) and (ii) above have occurred and (y) an opinion of independent legal advisers of recognised standing to the effect that the Issuer has or will become obliged to pay such additional amounts as a result of such change or amendment. The Trustee shall be entitled to accept and rely absolutely, without further enquiry and without liability to any person, upon such opinion and certificate as sufficient evidence of the satisfaction of the conditions precedent set out in (i) and (ii) above, in which event it shall be conclusive and binding on the Noteholders. All Notes in respect of which any such notice of redemption is given under this Condition shall be redeemed on the date specified in such notice in accordance with this Condition.

7.3 **Redemption at Make Whole:** At any time prior to the date falling three months prior to the Maturity Date the Issuer may, at its option, on giving not less than 30 nor more than 60 days’ irrevocable notice to the Noteholders (the “**Call Option Notice**”) in accordance with Condition 17 and to the Trustee and the Agents redeem the Notes in whole, but not in part, at the price which shall be the following (as calculated by the Issuer):

7.3.1 the aggregate principal amount of the outstanding Notes; plus

7.3.2 interest and other amounts that may be due pursuant to these Conditions (if any) accrued but unpaid to but excluding the date on which the call option is to be settled (the “**Call Settlement Date**”); plus

7.3.3 the Make Whole Premium.

The Call Option Notice shall specify the Call Settlement Date.

For the purposes of this Condition 7.3:

“**Comparable Treasury Issue**” means the United States Treasury Security selected by the Determination Agent as having a maturity comparable to the remaining term of the Notes from the Call Settlement Date to the Maturity Date, that would be utilised, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of a maturity most nearly equal to the Maturity Date;

“**Comparable Treasury Price**” means, with respect to any Call Settlement Date, the average of three, or such lesser number as is obtained by the Determination Agent, Reference Treasury Dealer Quotations for the Call Settlement Date;

“Determination Agent” means a financial adviser or bank being a reputable financial institution which is independent of the Issuer, appointed by the Issuer and at the Issuer’s expense for the purpose of determining the Make Whole Premium;

“H.15” means the weekly statistical release designated as H.15, or any successor publication, published by the board of governors of the Federal Reserve System at <http://www.federalreserve.gov/releases/H15> or any successor site or publication;

“Make Whole Premium” means, with respect to a Note at any time, the excess of (a) the amount equal to the sum of the present value of the principal amount of the Notes at the Call Settlement Date, plus the present value of any required interest payments that would otherwise accrue and be payable on such Notes from the Call Settlement Date through to the Maturity Date (not including any portion of such interest payments accrued to the Call Settlement Date), in each case discounted to the Call Settlement Date on a semi-annual compounded basis (assuming a year of 360 days consisting of 12 months of 30 days each) at the Treasury Rate plus 0.50 per cent., all as determined by the Determination Agent, over (b) the outstanding aggregate principal amount of the Notes at the Call Settlement Date, *provided that* if the value of the Make Whole Premium at any time would otherwise be less than zero, then in such circumstances, the value of the Make Whole Premium will be equal to zero;

“Reference Treasury Dealer” means each of the three nationally recognised firms selected by the Determination Agent that are primary U.S. Government securities dealers;

“Reference Treasury Dealer Quotations” means with respect to each Reference Treasury Dealer and any Call Settlement Date, the average, as determined by the Determination Agent, of the bid and asked prices for the Comparable Treasury Issue, expressed in each case as a percentage of its principal amount, quoted in writing to the Determination Agent by such Reference Treasury Dealer at 5:00 p.m., New York City time on the third business day (in New York City) immediately preceding such Call Settlement Date;

“Treasury Rate” means either (i) the rate per annum equal to the yield, under the heading that represents the average for the week immediately preceding the third business day (in New York City) prior to the Call Settlement Date, appearing in the most recently published “H.15” under the caption “Treasury Constant Maturities” for the maturity corresponding to the Comparable Treasury Issue (if no maturity is within three months before or after the Maturity Date, yields for the two published maturities most closely corresponding to the Comparable Treasury Issue shall be determined by the Determination Agent and the Treasury Rate shall be interpolated or extrapolated from such yields on a straight line basis, rounding to the nearest month) or (ii) if such release (or any successor release) is not published during the week preceding the third business day (in New York City) prior to the relevant date or does not contain such yields, the rate per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for the Call Settlement Date, in each case calculated by the Determination Agent on the third business day (in New York City) immediately preceding the Call Settlement Date; and

“United States Treasury Security” means a security that is a direct obligation of the United States Treasury, issued other than on a discount rate basis.

- 7.4 Optional Redemption at Par:** the Issuer may, at any time on or after the date falling three months prior to the Maturity Date, on giving not less than 30 nor more than 60 days’ irrevocable notice to the Noteholders (which notice shall specify the date fixed for redemption (the **“Par Optional Redemption Date”**)) in accordance with Condition 17 and to the Trustee and Agents, redeem the Notes in whole, but not in part, at the principal amount thereof, together with interest and additional amounts (if any) accrued but unpaid to but excluding the Par Optional Redemption Date.
- 7.5 Redemption of Residual Amount Outstanding at the Option of the Issuer:** If at any time (other than when early redemption pursuant to Condition 7.4 applies) at least 80% or more of the aggregate principal amount of the Notes (including for these purposes, any Additional Notes issued pursuant to Condition 16) have been redeemed by the Issuer or purchased by the Issuer or any Subsidiary of the Issuer and not resold, then the Issuer may, at its option, having given not less than 30 nor more than 60 days’ notice to the Trustee and the Noteholders in accordance with Condition 17 (which notice shall be

irrevocable and shall specify the date fixed for redemption (the **“Clean-up Call Redemption Date”**)), redeem in whole the Notes at a redemption price equal to 100% of the principal amount of such Notes outstanding together with any accrued and unpaid interest and additional amounts (if any) to (but excluding) the Clean-up Call Redemption Date.

- 7.6 **Purchase:** the Issuer and its Subsidiaries may at any time purchase or procure others to purchase for its account Notes in the open market or otherwise at any price. The Notes so purchased, while held by or on behalf of the Issuer or any such Subsidiary, shall not entitle the holder to vote at any meetings of the Noteholders and shall not be deemed to be outstanding for the purposes of calculating quorums at meetings of the Noteholders or for the purposes of Condition 13.1.
- 7.7 **Cancellation:** All Definitive Notes representing Notes purchased pursuant to this Condition 7 shall be either cancelled forthwith, held or, to the extent permitted by law, resold. Any Definitive Notes so cancelled may not be reissued or resold and the obligations of the Issuer in respect of any such Notes shall be discharged.
- 7.8 **Redemption at the Option of Noteholders Upon a Change of Status:** If at any time while any Note remains outstanding a Change of Status occurs, the Issuer shall, at the option of the holder of any such Note (the **“Change of Status Put Option”**), redeem or purchase such Note on the Change of Status Put Date (as defined below) at 100 per cent. of its principal amount together with (or, where purchased, together with an amount equal to) interest accrued to but excluding the Change of Status Put Date.

If a Change of Status occurs then, within 14 days of the occurrence of the Change of Status, the Issuer shall give notice (a **“Change of Status Notice”**) to the Noteholders in accordance with Condition 17 specifying the nature of the Change of Status and the procedure for exercising the Change of Status Put Option.

To exercise the Change of Status Put Option, a holder of Notes must deliver at the specified office of any Paying Agent, on any business day (being a day on which commercial banks are open for business in the city where such Paying Agent has its specified office) falling within the period commencing on the date on which the Change of Status Notice is given to Noteholders as required by this Condition 7.8 and ending 60 days after such date (the **“Change of Status Put Period”**), a duly signed and completed notice of exercise in the form obtainable from any specified office of any Paying Agent (a **“Change of Status Put Option Notice”**) and in which the holder must specify a bank account to which payment is to be made under this paragraph accompanied by the applicable Definitive Note or Notes or evidence satisfactory to the Paying Agent concerned that the certificate for such Notes will, following the delivery of the Change of Status Put Option Notice, be held to its order or under its control.

The Issuer shall redeem or purchase (or procure the purchase of) the Notes the subject of each Change of Status Put Option Notice on the date (the **“Change of Status Put Date”**) 14 days after the expiration of the Change of Status Put Period unless previously redeemed or purchased and cancelled. A Change of Status Put Option Notice given by a holder of any Note shall be irrevocable except where, prior to the due date of redemption, an Event of Default has occurred and is continuing, in which event such holder, at its option, may elect by notice to the Issuer to withdraw the Change of Status Put Option Notice and require the applicable Definitive Note or Notes to be returned.

For the purposes of this Condition 7.8:

- 7.8.1 **“Change of Status”** means the occurrence of both (x) a Change of Control and (y) an Adverse Ratings Event;
- 7.8.2 a **“Change of Control”** will occur upon the date of the consummation of any transaction (including, without limitation, any merger or consolidation) the result of which is that an investor, other than an Acceptable Investor, becomes the owner (directly or indirectly) of at least 50 per cent. plus one share of the issued and outstanding Voting Stock of, or otherwise becomes able to control, the Issuer;
- 7.8.3 **“Acceptable Investor”** means (A) the Republic of Uzbekistan, or (B) any entity which:

- (i) has an issuer rating from any Rating Agency that is either (a) at least equal to the then issuer rating of the Republic of Uzbekistan from the same Rating Agency or (b) an Investment Grade Rating; and
 - (ii) is not the subject or target of any Sanctions;
- 7.8.4 an “**Adverse Ratings Event**” will occur if on, or within six months after, the date, or the announcement of the occurrence of the Change of Control (which period shall be extended so long as the rating of the Issuer or any Rated Security is under publicly announced consideration for possible downgrade by reason of such Change of Control by any of the Rating Agencies), the rating of the Issuer or any Rated Security is withdrawn or downgraded by any two Rating Agencies by reason of such Change of Control; and
- 7.8.5 “**Sanctions**” means any financial or economic sanctions or trade embargoes or any sanction measures imposed, administered or enforced by the United Nations, the United States of America, the European Union (or any of its member states), the United Kingdom or any governmental or regulatory authority, institution or agency of any of the foregoing including, without limitation, the United Nations Security Council, the U.S. Department of Treasury’s Office of Foreign Assets Control, the U.S. Department of State, the U.S. Department of Commerce or His Majesty’s Treasury.

8. Payments

8.1 Method of Payment

- 8.1.1 Payments of principal shall be made (subject to surrender of the relevant Definitive Notes at the specified office of any Transfer Agent or of the Registrar if no further payment falls to be made in respect of the Notes represented by such Definitive Notes) in the manner provided in paragraph 8.1.2 below.
- 8.1.2 Interest on each Note shall be paid to the person shown on the Register at the close of business on the business day before the due date for payment thereof (the “**Record Date**”). Payments of interest on each Note shall be made by transfer to an account in U.S. Dollars maintained by the payee with a bank.
- 8.1.3 If the amount of principal being paid upon surrender of the relevant Definitive Note is less than the outstanding principal amount of such Definitive Note, the Registrar will annotate the Register with the amount of principal so paid and will (if so requested by the Issuer or a Noteholder) issue a new Definitive Note with a principal amount equal to the remaining unpaid outstanding principal amount. If the amount of interest being paid is less than the amount then due, the Registrar will annotate the Register with the amount of interest so paid.

8.2 Payments Subject to Fiscal Laws: All payments in respect of the Notes are subject in all cases to (i) any applicable fiscal or other laws and regulations, but without prejudice to the provisions of Condition 9 and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the Code, or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or (without prejudice to the provisions of Condition 9) any law implementing an intergovernmental approach thereto. No commissions or expenses shall be charged to the Noteholders in respect of such payments.

8.3 Agents: The initial Agents and their initial specified offices are listed below. The Issuer reserves the right (subject to prior written approval of the Trustee (such approval not to be unreasonably withheld or delayed)) to vary or terminate the appointment of all or any of the Agents at any time (*provided that* no Agent shall be responsible for any costs or liabilities occasioned by any such termination) and appoint additional or other payment or transfer agents, *provided that* the Issuer will maintain (i) a Principal Paying Agent, (ii) a Registrar, (iii) a Transfer Agent, and (iv) such other agents as may be required by any other stock exchange on which the Notes may be listed, in each case, as approved by

the Trustee (such approval not to be unreasonably withheld or delayed). Notice of any such change will be provided as described in Condition 17 below.

8.4 Delay in Payment: Noteholders will not be entitled to any interest or other payment for any delay after the due date in receiving the amount due on a Note if the due date is not a business day, or if the Noteholder is late in surrendering or cannot surrender its Definitive Note (if required to do so).

8.5 Non-Business Days: If any date for payment in respect of any Note is not a business day, the holder shall not be entitled to payment until the next following business day nor to any interest or other sum in respect of such postponed payment. In this Condition 8, “**business day**” means a day (other than a Saturday or a Sunday) on which banks and foreign exchange markets are open for business in the place in which the specified office of the Principal Paying Agent is located and on which foreign exchange transactions may be carried on in U.S. Dollars in New York City.

9. Taxation

All payments of principal, interest and other amounts in respect of the Notes shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatsoever nature imposed, levied, collected, withheld or assessed by or within the Republic of Uzbekistan or any political subdivision or any authority thereof or therein having power to tax, unless such withholding or deduction is required by law. In that event, the Issuer shall pay such additional amounts as will result in receipt by the Noteholders of such amounts as would have been received by them had no such withholding or deduction been required, except that no such additional amounts shall be payable in respect of any Note:

- (i) held by a holder which is liable to such taxes, duties, assessments or governmental charges in respect of such Note by reason of its having some connection with the Republic of Uzbekistan other than the mere holding of such Note; or
- (ii) where (in the case of a payment of principal or interest on redemption) the relevant Definitive Note is surrendered for payment more than 30 days after the Relevant Date except to the extent that the relevant holder would have been entitled to such additional amounts if it had surrendered the relevant Definitive Note on the last day of such period of 30 days.

Notwithstanding any other provision of the Conditions, any amounts to be paid on the Notes by or on behalf of the Issuer will be paid net of any deduction or withholding imposed or required pursuant to an agreement described in Section 1471(b) of the Code, or otherwise imposed pursuant to Sections 1471 through 1474 of the Code (or any regulations thereunder or official interpretations thereof) or an intergovernmental agreement between the United States and another jurisdiction facilitating the implementation thereof (or any fiscal or regulatory legislation, rules or practices implementing such an intergovernmental agreement) (any such withholding or deduction, a “**FATCA Withholding**”). Neither the Issuer nor any other Person will be required to pay any additional amounts in respect of FATCA Withholding.

“**Relevant Date**” in respect of any Note means the date on which payment in respect of it first becomes due or (if any amount of the money payable is improperly withheld or refused) the date on which payment in full of the amount outstanding is made or (if earlier) the date seven days after that on which notice is duly given to the Noteholders in accordance with Condition 17 that, upon further surrender of the Definitive Note representing such Note being made in accordance with the Conditions, such payment will be made, *provided that* payment is in fact made upon such surrender.

Any reference in these Conditions to principal or interest shall be deemed to include any additional amounts in respect of principal or interest (as the case may be) which may be payable under this Condition. If the Issuer becomes subject in respect of payments of principal or interest on the Notes to any taxing jurisdiction other than (or in addition to) the Republic of Uzbekistan, references in these Conditions to the Republic of Uzbekistan shall be construed as references to such other jurisdiction.

10. Events of Default

The Trustee at its discretion may, and if so requested in writing by the holders of not less than one-quarter in principal amount of the Notes then outstanding or if so directed by an Extraordinary Resolution shall, (subject in each case to being indemnified and/or secured and/or prefunded to its satisfaction) give written notice to the Issuer that the Notes are, and they shall immediately become, due and repayable at their principal amount together with accrued interest if any of the following events occurs and is continuing (each, an “**Event of Default**”):

- 10.1.1 the Issuer fails to pay any amounts payable on any of the Notes when due and such failure continues for a period of seven days in relation to principal and fourteen days in relation to interest; or
- 10.1.2 the Issuer does not perform or comply with any of its other obligations in the Notes or the Trust Deed which default (i) is (in the opinion of the Trustee) incapable of remedy and, in the case of a breach of an obligation under the Trust Deed, (in the opinion of the Trustee) materially prejudicial to the interests of the Noteholders or (ii) if in the opinion of the Trustee capable of remedy is not remedied within 30 days or such longer period as the Trustee may agree after notice of such default having been given to the Issuer by the Trustee in writing requesting the same to be remedied; or
- 10.1.3 (i) any other present or future Indebtedness of the Issuer or any of its Subsidiaries becomes due and payable prior to its stated maturity by reason of any default (howsoever described), or (ii) any such Indebtedness is not paid when due or, as the case may be, within any originally applicable grace period, or (iii) the Issuer or any of its Subsidiaries fails to pay when due or, as the case may be, within any originally applicable grace period, any amount payable by it under any present or future guarantee for, or indemnity in respect of, any Indebtedness, provided that the aggregate amount of the relevant Indebtedness, guarantees and indemnities in respect of which one or more of the events mentioned above in this paragraph 10.1.3 have occurred equals or exceeds U.S.\$35,000,000 (or, to the extent non-U.S. Dollar denominated, the U.S. Dollar Equivalent of such amount); or
- 10.1.4 the occurrence of any of the following events:
 - (i) (A) the Issuer or any Material Subsidiary seeking, consenting or acquiescing in the introduction of proceedings for its liquidation or bankruptcy or the appointment to it of a liquidator or a similar officer; (B) the presentation or filing of a petition in respect of the Issuer or any Material Subsidiary in any court or before any agency for its bankruptcy, insolvency, dissolution or liquidation which, in the case of a petition presented or filed by a Person other than the Issuer, or such Material Subsidiary, as the case may be, is not dismissed or discharged within 60 days from the date of presentation or filing; (C) the institution of supervision, external management, examinership or bankruptcy management to the Issuer or any Material Subsidiary; (D) the convening of a meeting of creditors generally of the Issuer or any Material Subsidiary for the purposes of considering an amicable settlement with its creditors generally; and/or (E) any extra judicial liquidation or analogous act in respect of the Issuer or any Material Subsidiary by any Agency in the Republic of Uzbekistan (otherwise than for the purposes of or pursuant to an amalgamation, reorganisation or restructuring permitted by Condition 5.4); or
 - (ii) the Issuer or any of its Material Subsidiaries: (A) fails or is unable or admits its inability to pay its debts generally as they become due; (B) consents by answer or otherwise to the commencement against it of an involuntary case in bankruptcy or to the appointment of a custodian of it or of a substantial part of its property;
 - (iii) a court of competent jurisdiction enters an order for relief or a decree in an involuntary case in bankruptcy or for the appointment of a custodian in respect of the Issuer or any Material Subsidiary or a substantial part of their respective property and such order or decree remains undischarged for a period of 30 days; or

- (iv) the shareholders of the Issuer approve any plan for the liquidation or dissolution of the Issuer (otherwise than for the purposes of or pursuant to an amalgamation, reorganisation or restructuring permitted by Condition 5.4);
- 10.1.5 a judgment, order, decree of a court or other appropriate law enforcement body from which no further appeal or judicial review is permissible under applicable law (in each case other than Existing Judgments) for the payment of any amount in excess of U.S.\$35,000,000 (or, to the extent non-U.S. Dollar denominated, the U.S. Dollar Equivalent of such amount) is rendered against the Issuer or any of its Subsidiaries and continues unsatisfied and unstayed or uncontested for a period of 30 days after the date thereof or, if later, the date therein specified for payment or on which such judgment or order otherwise becomes enforceable; or
- 10.1.6 an order of a court of competent jurisdiction is made or an effective resolution is passed for the winding-up, liquidation or dissolution of the Issuer or any of its Material Subsidiaries (otherwise than for the purposes of or pursuant to an amalgamation, reorganisation or restructuring permitted by Condition 5.4) which event in the case of a Material Subsidiary is in the opinion of the Trustee materially prejudicial to the interests of the Noteholders; or
- 10.1.7 the validity of the Notes or the Trust Deed, as the case may be, is contested by the Issuer or the Issuer shall deny any of its obligations thereunder or it is, or will become, unlawful for the Issuer to perform or comply with any of its obligations under or in respect of the Notes or the Trust Deed or any of such obligations shall become unenforceable or cease to be legal, valid and binding; or
- 10.1.8 any event occurs which under the laws of any relevant jurisdiction has an analogous effect to any of the events referred to in paragraphs 10.1.4 and 10.1.6 above.

11. Prescription

Claims for the payment of principal and interest in respect of any Note shall be prescribed unless made within 10 years (for claims for the payment of principal) or five years (for claims for the payment of interest) from the appropriate Relevant Date in respect of them.

12. Replacement of Definitive Notes

If any Definitive Note is lost, stolen, mutilated, defaced or destroyed, it may be replaced at the specified office of the Registrar, subject to all applicable laws and stock exchange requirements, upon payment by the claimant of the expenses incurred in connection with such replacement and on such terms as to evidence, security, indemnity and otherwise as the Issuer may reasonably require. Mutilated or defaced Definitive Notes must be surrendered before replacements will be issued.

13. Meetings of Noteholders, Modification and Waiver

- 13.1 Meetings of Noteholders:** The Trust Deed contains provisions for convening meetings of Noteholders to consider matters affecting their interests, including the sanctioning by Extraordinary Resolution of a modification of any of these Conditions or any provisions of the Trust Deed. Such meetings shall be held in accordance with the provisions set out in the Trust Deed. Such a meeting may be convened by the Trustee upon receipt of a written request by Noteholders holding not less than 10 per cent. in principal amount of the Notes for the time being outstanding (subject to the Trustee being indemnified and/or secured and/or prefunded to its satisfaction against all costs and expenses). The quorum at any meeting convened to vote on an Extraordinary Resolution will be two or more persons holding or representing a clear majority in principal amount of the Notes for the time being outstanding, or at any adjourned meeting two or more persons being or representing Noteholders whatever the principal amount of the Notes held or represented, unless the business of such meeting includes consideration of proposals, *inter alia*, (i) to modify the maturity of the Notes or the dates on which interest is payable in respect of the Notes, (ii) to reduce or cancel the principal amount of, or interest on, the Notes, (iii) to alter the method of calculating the amount of any payment in respect of the Notes, (iv) to change the

currency of payment of the Notes or (v) to modify the provisions concerning the quorum required at any meeting of Noteholders or the majority required to pass an Extraordinary Resolution, in which case the necessary quorum will be two or more persons holding or representing not less than two-thirds, or at any adjourned meeting not less than 25 per cent., in principal amount of the Notes for the time being outstanding. Any Extraordinary Resolution duly passed shall be binding on Noteholders (whether or not they were present at the meeting at which such resolution was passed).

The Trust Deed provides that a resolution in writing signed by or on behalf of the holders of not less than two-thirds in principal amount of the Notes outstanding shall for all purposes be as valid and effective as an Extraordinary Resolution passed at a meeting of Noteholders duly convened and held. Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Noteholders.

13.2 Modification and Waiver: The Trustee may agree, without the consent of the Noteholders, to (i) any modification of any of the provisions of the Trust Deed, the Paying Agency Agreement or the Notes which is, in the opinion of the Trustee, of a formal, minor or technical nature or is made to correct a manifest error, and (ii) any other modification (except as mentioned in the Trust Deed), and any waiver or authorisation of any breach or proposed breach of any of the provisions of the Notes, the Paying Agency Agreement or the Trust Deed, which is in the opinion of the Trustee not materially prejudicial to the interests of the Noteholders. Any such modification, authorisation or waiver shall be binding on the Noteholders and shall be notified to the Noteholders as soon as practicable thereafter.

13.3 Entitlement of the Trustee: In connection with the exercise of its functions (including but not limited to those referred to in this Condition) the Trustee shall have regard to the interests of the Noteholders as a class and shall not have regard to the consequences of such exercise for individual Noteholders and the Trustee shall not be entitled to require, nor shall any Noteholder be entitled to claim, from the Issuer, the Trustee or any other Person, any indemnification or payment in respect of any tax consequences of any such exercise upon individual Noteholders.

14. Enforcement

At any time after the Notes become due and payable, the Trustee may, at its discretion and without further notice, institute such steps, actions and/or proceedings against the Issuer as it may think fit to enforce the terms of the Trust Deed and the Notes, but it need not take, nor shall the Trustee be bound to take or omit to take, any such steps, actions and/or proceedings unless (i) it shall have been so directed by an Extraordinary Resolution or so requested in writing by Noteholders holding at least one-quarter in principal amount of the Notes outstanding and (ii) it shall have been indemnified and/or provided with security and/or prefunded in each case to its satisfaction. No Noteholder may proceed directly against the Issuer unless the Trustee, having become bound so to proceed, fails to do so within a reasonable time and such failure is continuing.

15. Indemnification of the Trustee

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility including provisions relieving it from taking action unless indemnified and/or secured and/or prefunded to its satisfaction. The Trustee is entitled to enter into business transactions with the Issuer and any entity related to the Issuer without accounting for any profit.

The Trust Deed also contains a provision permitting the Trustee to request a compliance certificate from the Issuer related to compliance with the Conditions in the circumstances described in the Trust Deed. The Trustee may rely without liability to Noteholders on a report, confirmation or certificate or any advice of any accountants, financial advisers, financial institution or any other expert, whether or not addressed to it and whether their liability in relation thereto is limited (by its terms or by any engagement letter relating thereto entered into by the Trustee or in any other manner) by reference to a monetary cap, methodology or otherwise. The Trustee may accept and shall be entitled to rely on any such report, confirmation or certificate or advice and such report, confirmation or certificate or advice shall be binding on the Issuer and the Noteholders.

16. Further Issues

The Issuer may from time to time, without the consent of the Noteholders, create and issue further securities (“**Additional Notes**”) having the same terms and conditions as the Notes in all respects (or in all respects except for the first payment of interest on them) and such further issue shall be consolidated and form a single series with the outstanding Notes; provided that such further securities are issued with less than a *de minimis* amount of original issue discount for U.S. federal income tax purposes or are otherwise fungible with the existing Notes for U.S. federal income tax purposes (or, if not so fungible, trade under a separate CUSIP, ISIN or other identifying number). Any further securities forming a single series with the outstanding securities of any series (including the Notes) constituted by the Trust Deed or any deed supplemental to it shall be constituted by a deed supplemental to the Trust Deed.

17. Notices

Notices to the Noteholders shall be valid if sent to them by first class mail (airmail if overseas) at their respective addresses on the Register. Any such notice shall be deemed to have been given on the fourth day after the date of mailing. In addition, so long as the Notes are listed on the Stock Exchange, notices will be published in a manner which complies with the rules and regulations of the Stock Exchange. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once or on different dates, on the first date on which publication is made.

18. Currency Indemnity

If any sum due from the Issuer in respect of the Notes or any order or judgment given or made in relation thereto has to be converted from the currency (the “**first currency**”) in which the same is payable under these Conditions or such order or judgment into another currency (the “**second currency**”) for the purpose of (a) making or filing a claim or proof against the Issuer, (b) obtaining an order or judgment in any court or other tribunal or (c) enforcing any order or judgment given or made in relation to the Notes, the Issuer, shall indemnify each Noteholder on the written demand of such Noteholder, addressed and delivered to the Issuer, against any loss suffered as a result of any discrepancy between (i) the rate of exchange used for such purpose to convert the sum in question from the first currency into the second currency and (ii) the rate or rates of exchange at which such Noteholder may in the ordinary course of business purchase the first currency with the second currency upon receipt of a sum paid to it in satisfaction, in whole or in part, of any such order, judgment, claim or proof. This indemnity constitutes a separate and independent obligation of the Issuer and shall give rise to a separate and independent cause of action.

19. Contracts (Rights of Third Parties) Act 1999

Save in respect of Condition 5.3.4 (with respect to holders of Notes which are “restricted securities” within the meaning of Rule 144(a)(3) of the Securities Act), no person shall have any right to enforce any term or condition of the Notes under the Contracts (Rights of Third Parties) Act 1999.

20. Governing Law

The Notes and the Trust Deed and any non-contractual obligations arising out of or in connection with any of them are governed by, and shall be construed in accordance with, English law.

21. Arbitration, Consent to Enforcement and Waiver of Immunity

- 21.1 Arbitration:** Any dispute arising out of or connected with the Notes and the Trust Deed, including a dispute as to the validity or existence of the Notes and the Trust Deed and/or this Condition 21 or any non-contractual obligation arising out of or in connection with the Notes and the Trust Deed (a “**Dispute**”), shall be resolved by arbitration whose seat shall be in London, England, conducted in the

English language by three arbitrators, pursuant to the rules of the London Court of International Arbitration (“**LCIA**”) (the “**Rules**”) (such arbitration to also be administered by the LCIA in accordance with those Rules), which Rules are deemed to be incorporated by reference into this Condition with the exception that any provision of such rules relating to the nationality of an arbitrator shall, to that extent, not apply.

Capitalised terms used in this Condition 21.1 which are not otherwise defined in Condition 21.1. shall have the meaning given to them in the LCIA rules.

The Claimant (or Claimants jointly) shall nominate one arbitrator for appointment by the LCIA Court. The Respondent (or Respondents jointly) shall nominate one arbitrator for appointment by the LCIA Court. The third arbitrator, who shall act as presiding arbitrator of the tribunal, shall be nominated by the two arbitrators nominated by or on behalf of the parties. If the third arbitrator is not so nominated within 30 days of the date of nomination of the later of the two party-nominated arbitrators to be nominated, the third arbitrator shall be chosen by the LCIA. Sections 45 and 69 of the Arbitration Act 1996 shall not apply.

- 21.2 Agent for Service of Process:** The Issuer has appointed Law Debenture Corporate Services Limited as its agent in England to receive service of process in any Proceedings in England in connection with the Notes and the Trust Deed.
- 21.3 Consent to Enforcement etc.:** The Issuer consents generally in respect of any Disputes to the giving of any relief or the issue of any process in connection with such Disputes including (without limitation) the making, enforcement or execution against any property whatsoever (irrespective of its use or intended use) of any judgment or award which may be made or given in such Disputes.
- 21.4 Waiver of Immunity:** To the extent that the Issuer may in any jurisdiction claim for itself or its assets or revenues immunity from suit, execution, attachment (whether in aid of execution, before the making of a judgment or an award or otherwise) or other legal process including in relation to the enforcement of a judgment or award and to the extent that such immunity (whether or not claimed) may be attributed in any such jurisdiction to the Issuer or its respective assets or revenues, the Issuer agrees not to claim and irrevocably waives such immunity.

22. Definitions

In these Conditions, the following terms shall have the following meanings:

“**Additional Assets**” means:

- (a) any property, plant or equipment (excluding working capital or current assets, Cash and Cash Equivalents) that are used or useful in the Permitted Business;
- (b) the Capital Stock of a Person that becomes a Subsidiary as a result of the acquisition of such Capital Stock by the Issuer or a Subsidiary of the Issuer; or
- (c) Capital Stock constituting a minority interest in any Person that at such time is a Subsidiary of the Issuer.

“**Affiliate**” of any specified Person means any other Person, directly or indirectly controlling, controlled by, or under direct or indirect common control with, such specified Person. For the purposes of this definition, “**control**” (including, with correlative meanings, the terms “**controlling**”, “**controlled by**” and “**under common control with**”), as applied to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract or otherwise. “**Affiliate**” shall include funds advised by the specific Person.

“**Agency**” means any agency, authority, central bank, department, committee, government, legislature, ministry, minister, official or public or statutory person (whether autonomous or not) of, or of the government of, any state or supra-national body.

“Asset Sale” means

- (a) the sale, lease, conveyance or other disposition of any tangible or intangible assets (other than cash) or rights or revenues of the Issuer or a Subsidiary of the Issuer in one or more transactions or series of transactions (whether related or not) *provided that* the sale, conveyance or other disposition of all or substantially all of the assets of the Issuer and its Subsidiaries taken as a whole will be governed by the provisions of Condition 5.4 and not by the provisions of Condition 5.5;
- (b) the issuance of Capital Stock in any Subsidiary of the Issuer or the sale of Capital Stock in any of its Subsidiaries.

Notwithstanding the foregoing, none of the following items will be deemed to be an Asset Sale:

any single transaction or series of related transactions that involves assets having a Fair Market Value of less than U.S.\$15 million (or, to the extent non-U.S. Dollar denominated, the U.S. Dollar Equivalent of such amount);

- (a) a transfer of assets between or among the Issuer and its Subsidiaries;
- (b) an issuance of Capital Stock by a Subsidiary of the Issuer to the Issuer or to a Wholly-Owned Subsidiary of the Issuer;
- (c) the sale, lease, conveyance or disposition of assets (including, for the avoidance of doubt, inventory or stock-in-trade, products, services or accounts receivable and licensing of rights) in the ordinary course of business and any sale or other disposition of damaged, worn-out or obsolete assets in the ordinary course of business;
- (d) the sale or other disposition of cash or Cash Equivalents;
- (e) the creation of a Lien and any disposition in connection with any Permitted Lien;
- (f) a payment that does not violate Condition 5.2;
- (g) the lease, assignment or sublease of any real or personal property in the ordinary course of business;
- (h) the licensing or sublicensing of rights to intellectual property or other intangibles in the ordinary course of business;
- (i) sales or other dispositions of assets or property received by the Issuer or any Subsidiary of the Issuer upon the foreclosure of a Lien granted in favour of the Issuer or any Subsidiary of the Issuer or any other transfer of title with respect to any ordinary course secured investment in default.

“Auditors” means the auditors for the time being of the Issuer or, if they are unable or unwilling promptly to carry out any action requested of them under these Conditions, such other firm of accountants of international standing as may be selected by the Issuer for the purpose and notified in writing to the Trustee.

“business day” means (except where expressly defined otherwise) a day which banks and foreign exchange markets are open for business in the place in which the specified office of the Principal Paying Agent is located and on which foreign exchange transactions may be carried on in U.S. Dollars in New York City.

“Capital Stock” means, with respect to any Person, any and all shares, interests (including partnership interests), rights to purchase, warrants, options, participations or other equivalents (however designated, whether voting or non-voting) of such Person’s equity, including any Preferred Stock of such Person, whether now outstanding or issued after the Issue Date, including without limitation, all series and classes of such Capital Stock but excluding any debt securities convertible into or exchangeable for such Capital Stock.

“Cash Equivalents” means:

- (a) securities (i) issued by, or directly and fully guaranteed or insured by, the U.S. government or any agency or instrumentality of the U.S. government (*provided that* the full faith and credit of the United States is pledged in support of those securities), or (ii) which are denominated in U.S. dollars, euro, Uzbekistan soum or the currency of a member state of the European Union and are issued by, or directly and fully guaranteed or insured by, a member of the European Union or the Republic of Uzbekistan on the Issue Date, or any agency or instrumentality thereof, in each case having maturities of not more than six months from the date of acquisition;
- (b) certificates of deposit, time deposits and other bank deposits in U.S. dollars or euro with maturities of 12 months or less from the date of acquisition, bankers’ acceptances with maturities not exceeding 12 months and overnight bank deposits, in each case, with any commercial bank (i) having capital and surplus in excess of U.S.\$500.0 million (or its equivalent in any other currency) and a rating of A-1/P-1 (or such similar equivalent rating) or better from at least one internationally recognised statistical rating organisation, (ii) licensed or organised in the Republic of Uzbekistan and having a rating from at least one internationally recognised statistical rating organisation that is no less than “BB-” on “Ba3” (or such similar equivalent rating) (iii) licensed or organised in the Republic of Uzbekistan and controlled by another bank organised in the United States, United Kingdom or any European Union jurisdiction that meets the requirements of clause (i) of this paragraph; *provided, that* Cash Equivalents will also include such certificates of deposit, time deposits and other bank deposits in Uzbekistan soum if, at the time of deposit or acquisition, the Issuer or any of its Subsidiaries has one or more euro or U.S. dollar deposits or bankers’ acceptances with one or more of the institutions referred to in (i) to (iii) above at least equal in value (at then current exchange rates) to the amount of interest payable on the Notes on the next Interest Payment Date;
- (c) repurchase obligations with a term of not more than seven days for underlying securities of the types described in paragraph (b) above entered into with any financial institution meeting the qualifications specified in paragraph (b) above;
- (d) investments in commercial paper with a maturity of one year or less from the date of acquisition, issued by a corporation (other than an Affiliate of the Issuer) organised and in existence under the laws of a member of the European Union, the United Kingdom or the United States with a rating at the time as of which any investment therein is made of “P1” (or higher) according to Moody’s, “A1” (or higher) according to S&P or “F1” by Fitch from at least two Rating Agencies;
- (e) investments in securities with maturities of six months or less from the date of acquisition issued or guaranteed by any state, commonwealth or territory of a member of the European Union, the United States or the United Kingdom or by any political subdivision or authority thereof; and
- (f) interests in any money market fund which invests 95 per cent. or more of its assets in instruments of the type specified in paragraphs (a) to (e) above.

“Cash and Cash Equivalent Amounts” means with respect to any specified Person and as at any date of determination, the total amount of cash and cash equivalents that would have been included in a balance sheet of such person prepared in accordance with IFRS if prepared as at such date.

“Code” means the United States Internal Revenue Code of 1986, as amended.

“control” shall have the meaning provided in the definition of “Affiliate” and **“controlled”** shall be construed accordingly.

“Consolidated Indebtedness” means, at any date of determination (and without duplication), the aggregate of the Indebtedness of the Issuer and its Subsidiaries, on a consolidated basis, determined in accordance with the IFRS.

“Consolidated Net Indebtedness” means, at any date of determination (and without duplication), (i) the Consolidated Indebtedness less (ii) any Cash and Cash Equivalent Amounts of the Issuer and its

Subsidiaries, in the case of each (i) and (ii), as of the end of the period for which the then most recent consolidated financial statements of the Issuer were delivered to the Trustee pursuant to Condition 5.3.

“Consolidated Net Leverage Ratio” as of any date of determination (the **“Determination Date”**), means the ratio of (x) the Consolidated Net Indebtedness to (y) the EBITDA of the Issuer for the period of the two most recent consecutive semi-annual periods immediately preceding the date of such determination for which the Issuer’s consolidated financial statements prepared in accordance with the IFRS are available (the **“EBITDA Calculation Period”**); *provided, however, that:*

- (a) if (i) the Issuer or any of its Subsidiaries has Incurred any Indebtedness since the end of the EBITDA Calculation Period (the **“Relevant Date”**) which remains outstanding on the Determination Date or (ii) the transaction giving rise to the need to calculate the Consolidated Net Leverage Ratio is an Incurrence of Indebtedness, or both, the Consolidated Net Leverage Ratio shall be calculated by adjusting the Consolidated Net Indebtedness for such period to give effect to the Incurrence of any Indebtedness mentioned in (i) or (ii) above, or both, as if such Indebtedness had been Incurred on the Relevant Date; *provided that* no effect shall be given to any Cash and Cash Equivalent Amounts received by the Issuer or any of its Subsidiaries as proceeds of such Indebtedness that gave rise to the need to calculate the Consolidated Leverage Ratio;
- (b) if (i) the Issuer or any of its Subsidiaries has repaid, repurchased, defeased or otherwise discharged any Indebtedness since the Relevant Date or (ii) if any Indebtedness is to be repaid, repurchased, defeased or otherwise discharged (in each case other than Indebtedness Incurred under any revolving credit facility unless such Indebtedness has been permanently repaid and has not been replaced) on the date of the transaction giving rise to the need to calculate the Consolidated Net Leverage Ratio, or both, the Consolidated Net Leverage Ratio shall be calculated by adjusting the Consolidated Net Indebtedness for such period to give effect to such repayment, repurchase, defeasement or discharge mentioned in (i) or (ii) above, as if such repayment, repurchase, defeasement or discharge had occurred on the Relevant Date;
- (c) if since the beginning of the EBITDA Calculation Period the Issuer or any Subsidiary of the Issuer (by merger or otherwise) shall have made an Investment in any Person which as a result of such Investment becomes a Subsidiary of the Issuer or an acquisition of assets which constitutes all or substantially all of an operating unit of a business (including any acquisition of assets occurring in connection with a transaction requiring a calculation to be made hereunder), the Consolidated Net Leverage Ratio shall be calculated by adjusting the Consolidated EBITDA of the Issuer for such EBITDA Calculation Period as if such Investment or acquisition had occurred on the first day of such EBITDA Calculation Period; and
- (d) if since the beginning of the EBITDA Calculation Period the Issuer or any of its Subsidiaries shall have made an Asset Sale, the Consolidated Net Leverage Ratio shall be calculated by reducing the EBITDA of the Issuer for such EBITDA Calculation Period by an amount equal to the EBITDA of the Issuer (if positive) directly attributable to the assets which are the subject of such Asset Sale, or increased by an amount equal to the EBITDA of the Issuer (if negative), directly attributable thereto for such period as if such Asset Sale had occurred on the first day of such EBITDA Calculation Period.

For the purposes of this definition, *pro forma* calculations shall be determined in good faith by a responsible financial or accounting officer of the Issuer.

“Consolidated Net Profit” means, for any period, the net profit of the Issuer and its Subsidiaries for such period, on a consolidated basis, determined in accordance with IFRS.

“Consolidated Total Assets” means, as of any date of determination, the total assets of the Issuer and its Subsidiaries, on a consolidated basis, as shown in the then most recent consolidated IFRS financial statements of the Issuer delivered to the Trustee pursuant to Condition 5.3.

“Currency Agreement” means any foreign exchange contract, currency swap agreement or other similar agreement with respect to currency values, entered into in the ordinary course of business.

“Deferred Capital Stock” means a dividend or distribution declared by the Issuer and which a shareholder of the Issuer has irrevocably instructed the Issuer to retain and apply towards consideration for any future Capital Stock to be issued by the Issuer to such shareholder.

“Disqualified Stock” means, with respect to any Person, any Capital Stock which by its terms (or by the terms of any security into which it is convertible or for which it is exchangeable at the option of the holder) or upon the happening of any event:

- (a) matures or is mandatorily redeemable (other than redeemable only for Capital Stock of such Person which is not itself Disqualified Stock) pursuant to a sinking fund obligation or otherwise;
- (b) is convertible or exchangeable at the option of the holder for Indebtedness or Disqualified Stock; or
- (c) is mandatorily redeemable or must be purchased upon the occurrence of certain events or otherwise, in whole or in part;

in each case on or prior to the first anniversary of the Stated Maturity of the Notes; *provided, however, that* any Capital Stock that would not constitute Disqualified Stock but for provisions thereof giving holders thereof the right to require such Person to purchase or redeem such Capital Stock upon the occurrence of a “change of status” occurring prior to the first anniversary of the Stated Maturity of the Notes shall not constitute Disqualified Stock if (i) the “change of status” provisions applicable to such Capital Stock are not more favourable to the holders of such Capital Stock than the terms applicable to the Notes and set forth in Condition 7.8, and (iii) any such requirement only becomes operative after compliance with such terms applicable to the Notes.

The amount of any Disqualified Stock that does not have a fixed redemption, repayment or repurchase price will be calculated in accordance with the terms of such Disqualified Stock as if such Disqualified Stock were redeemed, repaid or repurchased on any date on which the amount of such Disqualified Stock is to be determined pursuant to these Conditions; *provided, however, that* if such Disqualified Stock could not be required to be redeemed, repaid or repurchased at the time of such determination, the redemption, repayment or repurchase price will be the book value of such Disqualified Stock as reflected in the most recent financial statements of such Person.

“EBITDA” means, for any period:

- (a) with respect to the Issuer, the sum of the profit of the Issuer and its Subsidiaries before income tax for such period; plus depreciation and amortisation; plus finance costs; plus, to the extent they decrease the profit before income tax, non-cash foreign exchange losses; minus, to the extent they increase the profit before income tax, non-cash foreign exchange gains; minus finance income, each as determined by reference to the Issuer’s most recent consolidated financial statements delivered in accordance with Condition 5.3; in each case for such period; and
- (b) with respect to any Subsidiary of the Issuer, the sum of the profit of such Subsidiary before income tax for such period as determined in accordance with the IFRS plus depreciation and amortisation; plus finance costs; plus, to the extent they decrease the profit before income tax, non-cash foreign exchange losses; minus, to the extent they increase the profit before income tax, non-cash foreign exchange gains; minus finance income of such Subsidiary determined in accordance with the IFRS; in each case for such period (excluding intra-group items and investments in other Subsidiaries of the Issuer).

“Environmental Laws” means all statutes, laws, regulations, ordinances, codes, policies or other rules of law or any official judicial or administrative interpretation thereof, including all judicial or administrative orders, consents, decrees or judgments of the Republic of Uzbekistan or any other jurisdiction in which any member of the Group operates which:

- (a) have as a purpose or effect the protection of, and/or prevention of harm or damage to, the Environment;

- (b) provide remedies or compensation for harm or damage to the Environment;
- (c) relate to health or safety matters; and/or
- (d) relate to the manufacture, processing, distribution, use, treatment, storage, disposal, transport or handling of Hazardous Materials.

“Environmental Licence” means any authorisation, consent, approval, resolution, licence, exemption, filing or registration required at any time under Environmental Law;

“Environment” means living organisms including the ecological systems of which they form part and the following media:

- (a) air (including air within natural or man-made structures, whether above or below ground);
- (b) water (including territorial, coastal and inland waters, water under or within land and water in drains and sewers); and/or
- (c) land (including land under water);

“Exchange Act” means the U.S. Securities Exchange Act of 1934.

“Executive Body”, means with respect to the Issuer, the management board or the general director of the Issuer; with respect to a Subsidiary, the management board, or other equivalent executive body (including, without limitation, a general director) or any duly authorised committee thereof.

“Existing Judgments” means:

- (a) any current and future judgments in respect of the bankruptcy case of CJSC JV “UzDaewoo-Voronezh” ruling on the claims of the bankruptcy trustee against the Issuer in the amount of approximately U.S.\$120.7 million; and
- (b) any current and future judgments in respect of the bankruptcy case of UzAuto Rus ruling on the claims of the bankruptcy trustee against the Issuer in the amount of approximately U.S.\$41 million.

“Fair Market Value” means the price that would be paid in an arm’s length transaction between an informed and willing seller under no compulsion to sell and an informed and willing buyer under no compulsion to buy, as determined in good faith by an Independent Appraiser (should one be engaged without any obligation to do so) and/or the Supervisory Board of the Issuer or the relevant Subsidiary of the Issuer (or the relevant competent management body or officer of such Subsidiary) whose determination shall be conclusive.

“Group” means the Issuer and its consolidated Subsidiaries taken as a whole.

“guarantee” means any obligation, contingent or otherwise, of any Person directly or indirectly guaranteeing any Indebtedness of any Person and any obligation, direct or indirect, contingent or otherwise, of such Person:

- (a) to purchase or pay (or advance or supply funds for the purchase or payment of) such Indebtedness of such Person (whether arising by virtue of partnership arrangements, or by agreements to keep-well, to purchase assets, goods, securities or services, to take-or-pay or to maintain financial statement conditions or otherwise); or
- (b) entered into for the purpose of assuring in any other manner the obligee of such Indebtedness of the payment thereof or to protect such obligee against loss in respect thereof (in whole or in part).

The term “guarantee” used as a verb has a corresponding meaning. The term “guarantor” shall mean any Person guaranteeing any obligation.

“Hazardous Materials” means chemicals, pollutants, contaminants, wastes, toxic substances, hazardous substances, petroleum or petroleum products, asbestos-containing materials or mould;

“Hedging Obligations” means, with respect to any Person, the obligations of such Person under:

- (a) interest rate swap agreements, interest rate cap agreements and interest rate collar agreements;
- (b) other agreements or arrangements designed to protect such Person against fluctuations in interest rates; and
- (c) any foreign currency futures contract, option or similar agreement or arrangement designed to protect such Person against fluctuations in foreign currency rates.

“IFRS” means IFRS Accounting Standards, as issued by the International Accounting Standards Board (**“IASB”**).

“Incur” means, with respect to any Indebtedness or other obligation of any Person, to create, issue, incur (including by conversion, exchange or otherwise), assume, guarantee or otherwise become liable in respect of such Indebtedness or other obligation of such Person (and **“Incurrence”**, **“Incurred”** and **“Incurring”** shall have meanings correlative to the preceding). Indebtedness of any acquired Person or any of its Subsidiaries existing at the time such acquired Person becomes a Subsidiary of the Issuer (or is merged into or consolidated with the Issuer or any Subsidiary of the Issuer), whether or not such Indebtedness was Incurred in connection with, as a result of, or in contemplation of, such acquired Person becoming a Subsidiary of the Issuer (or being merged into or consolidated with the Issuer or any Subsidiary of the Issuer), shall be deemed Incurred at the time any such acquired Person becomes a Subsidiary of the Issuer (or merges into or consolidates with the Issuer or any Subsidiary of the Issuer); provided, that, solely for the purposes of determining compliance with Condition 5.1 (*Limitation on Incurrence of Indebtedness*) the following will not be deemed to be an Incurrence:

- (a) the amortisation of debt discount or the accretion of principal with respect to a non-interest bearing or other discount security;
- (b) the payment of regularly scheduled interest in the form of additional Indebtedness of the same instrument or the payment of regularly scheduled dividends on Capital Stock in the form of additional Capital Stock of the same class and with the same terms; and
- (c) the obligation to pay a premium in respect of Indebtedness arising in connection with the issuance of the notice of redemption or the making of a mandatory offer to purchase such Indebtedness.

“Indebtedness” means, with respect to any Person at any date of determination (without duplication):

- (a) the principal in respect of (i) indebtedness of such Person for money borrowed and (ii) indebtedness evidenced by notes, debentures, bonds or other similar instruments for the payment of which such Person is responsible or liable, including, in each case, any premium on such indebtedness to the extent such premium has become due and payable;
- (b) all Lease Obligations of such Person;
- (c) obligations to pay for assets acquired or services supplied deferred for a period of over 180 days after the relevant assets were or are to be acquired or the relevant services were or are to be supplied, to the extent that these would be accounted for as indebtedness under IFRS;
- (d) all obligations of such Person for the reimbursement of any obligor on any letter of credit, bankers’ acceptance or similar credit transaction (the amount of such obligations being equal at any time to the aggregate then undrawn and unexpired amount of such letters of credit or other instruments plus the aggregate amount of drawings thereunder that have not been reimbursed), in each case only to the extent that the underlying obligation in respect of which the instrument was issued would be treated as Indebtedness;

- (e) the amount of all obligations of such Person with respect to the redemption, repayment or other repurchase of any Disqualified Stock of such Person or, with respect to any Preferred Stock of any Subsidiary of such Person, the principal amount of such Preferred Stock to be determined in accordance with these Conditions (but excluding, in each case, any accrued dividends);
- (f) to the extent not otherwise included in this definition, all Hedging Obligations of such Person, *provided, however, that* if and to the extent that netting is permitted by applicable laws (including the laws of the Republic of Uzbekistan), the amount of any such Hedging Obligations for the purposes of this paragraph (f) shall be equal at any time to the net payments under such agreement or arrangement giving rise to such Hedging Obligation that would be payable by such Person at the termination of such agreement or arrangement;
- (g) all obligations of the type referred to in paragraphs (a) through (f) of other Persons and all dividends of other Persons for the payment of which, in either case, such Person is responsible or liable, directly or indirectly, as obligor, guarantor or otherwise, including by means of any guarantee;
- (h) all obligations of the type referred to in paragraphs (a) through (g) of other Persons secured by any Lien on any property or asset of such Person (whether or not such obligation is assumed by such Person), the amount of such obligation being deemed to be the lesser of the Fair Market Value of such property or assets and the amount of the obligation so secured; and

and the amount of Indebtedness of any Person at any date shall equal the amount thereof that would appear on a balance sheet of such Person (excluding any notes thereto) prepared on the basis of IFRS at such date of all unconditional obligations, as described above, and with respect to contingent obligations, as described above, the maximum liability which would arise upon the occurrence of the contingency giving rise to the obligation.

Notwithstanding the foregoing, the term “Indebtedness” will exclude Trade L/C Obligations.

“**Independent Appraiser**” means any of PricewaterhouseCoopers, KPMG, Ernst & Young or such investment banking, accountancy or appraisal firm generally recognised in the relevant jurisdiction selected by the competent management body of the Issuer or the relevant Subsidiary of the Issuer, *provided* it is not an Affiliate of the Issuer, or any Subsidiary of the Issuer.

“**Investment**” in any Person means any direct or indirect advance, loan (other than advances to customers in the ordinary course of business that are recorded as accounts receivable on the balance sheet of the lender) or other extensions of credit (including by way of guarantee or similar arrangement) or capital contribution (by means of any transfer of cash or other property to others or any payment for property or services for the account or use of others), or any purchase or acquisition of Capital Stock, Indebtedness or other similar instruments issued by such Person, together with all items that are or would be classified as investments on a balance sheet prepared in accordance with IFRS. If the Issuer or any of its Subsidiaries issues, sells or otherwise disposes of any Capital Stock of a Person that is a Subsidiary of the Issuer such that, after giving effect thereto, such Person is no longer a Subsidiary of the Issuer, any Investment by the Issuer or any of its Subsidiaries of such Person remaining after giving effect thereto will be deemed to be a new Investment at such time. The acquisition by the Issuer or any of its Subsidiaries of a Person that holds an Investment in a third Person will be deemed to be an Investment by the Issuer or such Subsidiary in such third Person at such time. Except as otherwise provided for herein, the amount of an Investment shall be its Fair Market Value at the time the Investment is made and without giving effect to subsequent changes in value.

“**Investment Grade**” means a rating equal to or higher than (a) BBB- (or the equivalent) by Fitch, (b) Baa3 (or the equivalent) by Moody’s, (c) BBB- (or the equivalent) by S&P or (d) if any of Moody’s, Fitch or S&P ceases to publish ratings of securities, an equivalent rating by an internationally recognised statistical rating organisation.

“**Investment Grade Status**” shall be deemed to have been reached on the date that the Notes have an Investment Grade Rating from at least two of the three Rating Agencies.

“**Issue Date**” means 19 November 2025.

“Lease Obligation” means, at the time any determination thereof is to be made, the amount of the liability under any lease or hire purchase contract that would at that time be required to be treated as a balance sheet liability in accordance with IFRS.

“Material Adverse Effect” means a material adverse effect on (a) the business, condition (financial or otherwise), results of operations or prospects of the Issuer or the Group, (b) the ability of the Issuer to perform its obligations under the Trust Deed and/or the Notes or (c) the validity or enforceability of the Trust Deed and/or the Notes.

“Material Subsidiary” means any Subsidiary of the Issuer:

- (a) whose total assets or EBITDA represent not less than 10 per cent. of the Consolidated Total Assets or the Issuer’s EBITDA, determined by reference to the most recent annual or interim financial statements of the Issuer delivered to the Trustee pursuant to Condition 5.3 and the latest financial statements of such Subsidiary, determined on an unconsolidated basis in accordance with IFRS; or
- (b) to which are transferred substantially all of the assets and undertakings of a Subsidiary of the Issuer which immediately prior to such transfer was a Material Subsidiary (with effect from the date of such transaction).

The Issuer does not have any Material Subsidiaries as of the Issue Date.

“Net Proceeds” means the aggregate cash proceeds received by the Issuer or any of its Subsidiaries in respect of any Asset Sale (including, without limitation, any cash received upon the sale or other disposition of any non-cash consideration received in any Asset Sale, but only as and when received), net of the direct costs relating to such Asset Sale, including, without limitation, legal, accounting and investment banking fees, sales commission and any relocation expenses incurred as a result of the Asset Sale, and Taxes paid or payable as a result of the Asset Sale, in each case, after taking into account any available tax credits or deductions, any tax sharing arrangements and any amounts required to be applied to the repayment of Indebtedness secured by a Lien on the asset or assets that were the subject of such Asset Sale and any reserve for adjustment in respect of the sale price of such asset or assets established in accordance with IFRS.

“Obligations” means any principal, interest, penalties, fees, indemnifications, reimbursements, damages and other liabilities payable under the documentation governing any Indebtedness.

“Officer” means the Executive Body, the chief financial officer, or any other person holding a corresponding or similar managerial position of responsibility.

“Officer’s Certificate” means a certificate executed on behalf of the Issuer by one Officer thereof.

“Parent Entity” means the Parent Company or any other direct or indirect parent company of the Issuer.

“Permitted Business” means any businesses, services or activities conducted or proposed to be conducted by the Group as at the Issue Date and as described in the offering memorandum dated 17 November 2025 prepared in connection with the issue of the Notes and any businesses, services and activities engaged in by the Group that are related, complementary, incidental, ancillary or similar thereto or are extensions or developments of any thereof and any other business conducted or proposed to be conducted by the Group that is not prohibited by law.

“Permitted Liens” means:

- (a) Liens on property of a Person existing at the time such Person is merged, consolidated, amalgamated or otherwise combined with or into the Issuer or any Subsidiary of the Issuer or becomes a Subsidiary of the Issuer or any Subsidiary of a Subsidiary; *provided that* such Liens were in existence prior to the contemplation of such merger, consolidation, amalgamation or other combination, were not incurred in contemplation thereof and do not extend to any assets other than those of the Person merged, consolidated, amalgamated or combined with the Issuer or such Subsidiary;

- (b) Liens on property (including Capital Stock) existing at the time of acquisition of the property or of a Person which owns the property by the Issuer or any Subsidiary of the Issuer, *provided that* such Liens were in existence prior to, such acquisition, and not incurred in contemplation of, such acquisition, *provided further, however, that* such Liens do not extend to any other property owned by the Issuer or such Subsidiary;
- (c) Liens granted upon or with regard to any property acquired after the Issue Date by the Issuer or any of its Subsidiaries to secure the purchase price of such property or the cost of construction, improvement or repair of all or any part of such property or to secure Indebtedness incurred solely for the purpose of financing the acquisition, construction, improvement or repair of such property and transactional expenses related thereto (other than a Lien created in contemplation thereof), *provided that* (i) no such Lien shall extend to any other property or assets of the Issuer or any of its Subsidiaries, (ii) the aggregate principal amount of all Indebtedness secured by Liens under this paragraph on such property or assets does not exceed the cost of the assets or property so acquired, constructed, repaired or improved (including customs duties, transport, insurance, construction and installation costs and other incidental costs and expenses of purchase and any VAT or similar Taxes thereon) and (iii) such Liens are created within 180 days of construction, acquisition, improvement or repair of such assets or property;
- (d) Liens for Taxes, assessments or governmental charges or claims that are not yet delinquent or that are being contested in good faith by appropriate proceedings instituted within a reasonable period of time and diligently pursued, *provided that* any reserve or other appropriate provision as is required in conformity with IFRS has been made therefor;
- (e) Liens arising by operation of or imposed by law, such as carriers', warehousemen's, landlord's and mechanics' Liens or other similar Liens, in each case, incurred in the ordinary course of business;
- (f) Liens created for the benefit of (or to secure) the Notes;
- (g) Liens securing Hedging Obligations permitted by Condition 5.1.2(vi) and any Lien the principle purpose of which is to allow the setting off or netting of obligations under or in connection with any Hedging Obligation, in either case, so long as such Lien is over only (a) the assets that secure the Indebtedness that is the subject of the relevant Hedging Obligations or (b) cash or Cash Equivalents securing such Hedging Obligations;
- (h) Liens incurred or deposits made in connection with workers' compensation, unemployment insurance, other types of social security and other types of related statutory obligations;
- (i) Liens in favour of customs or revenue authorities to secure payment of customs duties in connection with the importation of goods in the ordinary course of business;
- (j) any retention of title reserved by any seller of goods or any Lien imposed, reserved or granted over goods supplied by such seller;
- (k) Liens arising out of or in connection with pre-judgment legal process or a judgement or a judicial awarded relating to security for costs;
- (l) Liens to secure any Refinancing Indebtedness Incurred to refinance, replace, extend or modify in whole or in part, Indebtedness which was previously so secured pursuant to paragraphs (a), (b), (f), (n) and this paragraph (l) of this definition of "Permitted Liens" as a whole, or in part, in respect of any Indebtedness secured by any Lien prior to the incurrence of such Refinancing Indebtedness; *provided, however, that:*
 - (i) such new Lien shall be limited to (A) all or part of the same property and assets that secured or, under the written agreements pursuant to which the original Lien arose, could secure the original Lien (plus improvements and accessions to, such property or proceeds or distributions thereof) or (B) property and/or assets the market value of which does not in aggregate exceed the market value of the property and/or assets that

secured the original Lien (plus improvements and accessions to, such property or proceeds or distributions thereof); and

- (ii) the Indebtedness secured by such Lien at such time is not increased to any amount greater than the sum of (1) the outstanding principal amount or, if greater, committed amount of the Indebtedness at the time the original Lien became a Permitted Lien and (2) an amount necessary to pay any fees and expenses, including premiums, related to such refinancing, refunding, extension, renewal or replacement;
- (m) Liens to secure (A) the performance of statutory obligations surety or appeal bonds, performance bonds or other obligations of a like nature and (B) liabilities under letters of credit, guarantees and other financial instruments issued in connection with the acquisition and disposal of inventory, stock in trade, goods, services and other current assets (and the proceeds thereof), in each case incurred in the ordinary course of business;
- (n) Liens existing on the Issue Date;
- (o) survey exceptions, easements or reservations of, or rights of others for, licenses, rights-of-way, sewers, electric lines, telegraph and telephone lines and other similar purposes, or zoning or other restrictions as to the use of real property that were not incurred in connection with Indebtedness and that do not in the aggregate materially adversely affect the value of said properties or materially impair their use in the operation of the business of such Person;
- (p) rights of set-off under contracts that do not relate to Indebtedness for borrowed money;
- (q) any Liens in respect of, in support of or in connection with Project Finance Debt;
- (r) leases and subleases of property which do not materially interfere with the ordinary conduct of the business of the Issuer or any of its Subsidiaries;
- (s) any right of refusal, right of first offer, option or other agreement to sell or otherwise dispose of an asset of the Issuer or any of its Subsidiaries;
- (t) Liens on the deposit accounts of the Issuer or any of its Subsidiaries arising by reason of any right of netting or set-off as such accounts in the ordinary course of the Group's banking operations;
- (u) any other netting or set-off arrangement entered into by the Issuer or any of its Subsidiaries in the ordinary course of its banking arrangements for the purpose of netting debit and credit balances;
- (v) Permitted Trade L/C Liens;
- (w) Liens on property or assets under construction (and related rights) in favour of a contractor or developer or arising from progress or partial payment by a third party relating to such property or assets; and
- (x) other Liens securing Indebtedness (other than Subordinated Obligations) incurred in an aggregate principal amount at any one time outstanding not to exceed 15 per cent. of the Consolidated Total Assets.

“Permitted Trade L/C Liens” means Liens securing Trade L/C Obligations.

“Person” means any individual, corporation, partnership, joint venture, association, joint stock company, trust, fund, unincorporated organisation, limited liability company or government or other entity.

“Potential Event of Default” means an event or circumstance which, with the giving of notice, lapse of time, issue of a certificate and/or fulfilment of any other requirement provided for in Condition 10, would constitute an Event of Default.

“Preferred Stock”, as applied to the Capital Stock of any Person, means Capital Stock of any class or classes (however designated) which is preferred as to the payment of dividends or distributions, or as to the distribution of assets upon any voluntary or involuntary liquidation or dissolution of such Person, over shares of Capital Stock of any other class of such Person.

“Project Finance Debt” means any Indebtedness issued, raised or borrowed by a Project Subsidiary to finance all or part of the costs of the acquisition, construction or development of any project if a Person or Persons providing such financing expressly agree to limit their recourse to the project financed (and related assets), the Project Subsidiary, the shares in the Project Subsidiary and the revenues derived from such project as the principal source of repayment for moneys advanced, *provided that*:

- (a) equity contribution agreements, subordinated debt and similar shareholder funding arrangements (and related guarantees) with respect to the Project Subsidiary entered into by the Issuer or any Subsidiary of the Issuer;
- (b) arm’s length commercial agreements between the Project Subsidiary and the Issuer or any Subsidiary of the Issuer, or performance guarantees given by the Issuer or any Subsidiary of the Issuer with respect to commercial agreements relating to the project;
- (c) any share purchase agreement entered into by the Issuer or any Subsidiary of the Issuer with respect to the shares in the Project Subsidiary; or
- (d) any other assurance, undertaking or support provided by the Issuer or any Subsidiary in the Issuer in relation to the project that is not by way of guarantee, indemnity or other assurance against financial loss,

including, in each case, any assignment by the Project Subsidiary of its rights thereunder to the Persons providing such financing, shall not result in such financing being considered recourse to the Issuer or any Subsidiary of the Issuer.

“Project Subsidiary” means any Person in which the Issuer holds a direct or indirect interest or which is a special purpose vehicle, where such person is established or used for the purposes of undertaking the acquisition, construction or development of any project whose sole purpose of finance is the Project Finance Debt and which has not guaranteed or otherwise directly or indirectly provided credit support for any Indebtedness of any member of the Group (other than another Project Subsidiary).

“Rating Agency” means each of S&P Global Ratings Europe Limited (**“S&P”**), Moody’s Investors Service Limited (**“Moody’s”**), Fitch Ratings Limited (**“Fitch”**), any of their affiliates or successors.

“Refinance” means, in respect of any Indebtedness, to refinance, extend, renew, refund, repay, prepay, redeem, defease, discharge or retire, or to issue Indebtedness in exchange or replacement for, such Indebtedness in whole or in part, and **“Refinanced”** and **“Refinancing”** shall have correlative meanings.

“Refinancing Indebtedness” means Indebtedness of the Issuer or any Subsidiary of the Issuer that Refinances any Indebtedness of the Issuer or any Subsidiary of the Issuer existing on the Issue Date or Incurred in compliance with these Conditions, including Indebtedness that Refinances Refinancing Indebtedness; *provided, however, that*:

- (a) such Refinancing Indebtedness has a Stated Maturity no earlier than the Stated Maturity of the Indebtedness being Refinanced;
- (b) such Refinancing Indebtedness has a Weighted Average Life to Maturity at the time such Refinancing Indebtedness is Incurred that is equal to or greater than the Weighted Average Life to Maturity of the Indebtedness being Refinanced;
- (c) such Refinancing Indebtedness has an aggregate principal amount (or if Incurred with original issue discount, an aggregate issue price) that is equal to or less than the aggregate principal amount (or if Incurred with original issue discount, the aggregate accreted value) then outstanding (plus accrued interest, fees and expenses, including any premium and defeasance costs) under the Indebtedness being Refinanced;

- (d) the proceeds of the Refinancing Indebtedness shall be used substantially concurrently with the Incurrence thereof to refinance the Indebtedness being Refinanced; and
- (e) if the Indebtedness being Refinanced is subordinated in right of payment to the Notes, such Refinancing Indebtedness is subordinated in right of payment to the Notes at least to the same extent as the Indebtedness being Refinanced,

provided further, however, that Refinancing Indebtedness shall not include Indebtedness of a Subsidiary of the Issuer that refinances Indebtedness of the Issuer.

“Restricted Payment” with respect to the Issuer or any of its Subsidiaries means:

- (a) the declaration or payment of any dividends or any other distributions of any sort in respect of its Capital Stock (including any payment in connection with any merger or consolidation involving such Person) or similar payment to the direct or indirect holders of its Capital Stock, other than (A) dividends or distributions payable solely in its Capital Stock, Deferred Capital Stock or in options, warrants or other rights to purchase such stock, (B) dividends or distributions by a Subsidiary of the Issuer, so long as, in the case of any dividend or distribution payable on or in respect of any Capital Stock issued by a Subsidiary of the Issuer that is not a Wholly-Owned Subsidiary, the Issuer or a Subsidiary of the Issuer holding such Capital Stock receives at least its *pro rata* share of such dividend or contribution;
- (b) the purchase, repurchase, redemption, defeasance or other acquisition or retirement for value of any Capital Stock of the Issuer held by any Person (other than by a Subsidiary) or of any Capital Stock of a Subsidiary of the Issuer held by any Affiliate of the Issuer (other than by a member of the Group), including in connection with any merger or consolidation and including the exercise of any option to exchange any Capital Stock (other than into Capital Stock of the Issuer that is not Capital Stock that, by its terms (or by the terms of any security into which it is convertible, or for which it is exchangeable, in each case at the option of the holder of Indebtedness of such Capital Stock), or upon the happening of any event, matures or is mandatorily redeemable, pursuant to a sinking fund obligation or otherwise, or redeemable at the option of the holder thereof, in whole or in part, on or prior to the first anniversary of the Maturity Date);
- (c) the purchase, repurchase, redemption, defeasance or other acquisition or retirement for value, prior to scheduled maturity or scheduled repayment of any Subordinated Obligations of the Issuer or any Subsidiary of the Issuer (except for the repayment of inter-company debt owed by any member of the Group to any other member of the Group from time to time).

“Securities Act” means the U.S. Securities Act of 1933.

“Stated Maturity” means:

- (a) with respect to any Indebtedness, the date specified in such Indebtedness as the fixed date on which the final instalment of principal of such Indebtedness is due and payable; and
- (b) with respect to any scheduled instalment of principal of or interest on any Indebtedness, the date specified in such Indebtedness as the fixed date on which such instalment is due and payable.

“Stock Exchange” means the London Stock Exchange plc.

“Subordinated Obligations” means, with respect to any Person, any Indebtedness of such Person (whether outstanding on the Issue Date or thereafter Incurred) which is subordinate or junior in right of payment to the Notes pursuant to a written agreement to that effect.

“Subsidiary” means, in relation to any Person (the **“first person”**), at any particular time, any other Person (the **“second person”**) (i) which the first person controls or has the power to control and (ii) which is (or is required under IFRS to be) consolidated in or with the financial statements of the first person.

“Supervisory Board” means, with respect to the Issuer, a supervisory board elected by the general meeting of shareholders or appointed by the decision of a sole shareholder of the Issuer; with respect to a Subsidiary, a supervisory board of such Subsidiary elected by the general meeting of shareholders or appointed by the decision of the Issuer in a capacity of a sole shareholder, as applicable.

“Taxes” means any taxes, levies, duties, imports or other charges imposed by a governmental authority or withholding of a similar nature no matter where arising (including interest and penalties thereon and additions thereto).

“Trade L/C Obligations” means reimbursement obligations of the Issuer or the Subsidiaries in respect of any letter of credit, bankers’ acceptance or similar credit transaction that relate to trade payables or other obligations not constituting Indebtedness and such obligations are satisfied within 180 days of Incurrence.

“U.S. Dollars”, “dollars” or the sign “\$” means such coin or currency of the United States of America as at the time of payment shall be legal tender for the payment of public and private debts.

“U.S. Dollar Equivalent” means with respect to any amount denominated in a currency other than U.S. Dollars, at any time for the determination thereof, the amount of U.S. Dollars obtained by converting such other currency involved into U.S. Dollars at the spot rate for the purchase of U.S. Dollars with the applicable foreign currency as quoted by Reuters at approximately 11:00 am (New York time) on the date not more than two Business Days prior to the date of determination.

“Voting Stock” of a Person means all classes of Capital Stock of such Person then outstanding and normally entitled (without regard to the occurrence of any contingency) to vote in the election of directors, managers or trustees thereof; and

“Wholly-Owned Subsidiary” of any specified Person means a Subsidiary of such Person all of the outstanding Capital Stock or other ownership interests of which shall at the time be owned by such Person or by one or more Wholly-Owned Subsidiaries of such Person.

“Weighted Average Life to Maturity” means, when applied to any Indebtedness at any date, the number of years obtained by dividing:

- (a) the sum of the products obtained by multiplying:
 - (i) the amount of each then remaining instalment, sinking fund, serial maturity or other required payment of principal or liquidation preference, as the case may be, including payment at final maturity, in respect thereof, by
 - (ii) the number of years (calculated to the nearest one-twelfth) which will elapse between such date and the making of such payment, by
- (b) the then outstanding aggregate principal amount or liquidation preference, as the case may be, or such Indebtedness.

SUMMARY OF THE PROVISIONS RELATING TO THE NOTES WHEN IN GLOBAL FORM

The Notes will be evidenced on issue by (i) in the case of Regulation S Notes, a Regulation S Global Note deposited with, and registered in the name of a nominee for, a common depositary for Euroclear and Clearstream, Luxembourg and (ii) in the case of Rule 144A Notes, a Rule 144A Global Note deposited with a custodian for, and registered in the name of Cede & Co. as nominee of DTC.

Beneficial interests in the Regulation S Global Note may be held only through Euroclear or Clearstream, Luxembourg at any time. See “—*Book-entry Procedures for the Global Notes*”. By acquisition of a beneficial interest in the Regulation S Global Note, the purchaser thereof will be deemed to represent, among other things, that if it determines to transfer such beneficial interest, it will transfer such interest only to a person whom the seller reasonably believes (a) to be purchasing outside of the United States in accordance with Regulation S or (b) to be a person who takes delivery in the form of an interest in a Rule 144A Global Note (if applicable). See “*Transfer Restrictions*”.

Beneficial interests in the Rule 144A Global Note may be held only through DTC at any time. See “—*Book-entry Procedures for the Global Notes*”. By acquisition of a beneficial interest in the Rule 144A Global Note, the purchaser thereof will be deemed to represent, among other things, that it is a QIB and that, if in the future it determines to transfer such beneficial interest, it will transfer such interest in accordance with the procedures and restrictions contained in the agency agreement. See “*Transfer Restrictions*”.

Beneficial interests in each Global Note will be subject to certain restrictions on transfer set forth therein and in the Paying Agency Agreement and the Global Notes will bear applicable legends regarding such restrictions set forth under “*Transfer Restrictions*”. A beneficial interest in the Regulation S Global Note may be transferred to a person who takes delivery in the form of an interest in the Rule 144A Global Note and only upon receipt by the Registrar of a written certification (in the form provided in the Paying Agency Agreement) to the effect that the transferor reasonably believes that the transferee is a QIB and that such transaction is in accordance with any applicable securities laws of any state of the United States or any other jurisdiction. Beneficial interests in the Rule 144A Global Note may be transferred to a person who takes delivery in the form of an interest in the Regulation S Global Note only upon receipt by the Registrar of a written certification (in the form provided in the Paying Agency Agreement) from the transferor to the effect that the transfer is being made in accordance with Regulation S.

Save in the case of the issue of replacement Notes pursuant to Condition 12, the Issuer, the Transfer Agents and the Registrar shall make no charge to the holders for the registration of any holding of Notes or any transfer thereof or for the issue of any Notes or for the delivery thereof at the specified office of a Transfer Agent or the Registrar or by uninsured post to the address specified by the holder, but such registration, transfer, issue or delivery shall be effected against such indemnity from the holder or the transferee thereof as the Registrar or the relevant Transfer Agent may require in respect of any tax or other duty of whatever nature which may be levied or imposed in connection with such registration, transfer, issue or delivery. Except in the limited circumstances described below, owners of beneficial interests in the Global Notes will not be entitled to receive physical delivery of Note certificates in definitive form (the “**Definitive Notes**”). The Notes are not issuable in bearer form.

Amendments to Conditions

Each Global Note contains provisions that apply to the Notes that it represents, some of which modify the effect of the above Conditions. The following is a summary of those provisions:

Payments

Payments of principal and interest in respect of Notes evidenced by a Global Note will be made to the person who appears on the register of Noteholders at the close of business on the Record Date as holder of the relevant Global Note against presentation and (if no further payment falls to be made in respect of the relevant Notes) surrender of such Global Note. Interest in respect of the Notes represented by a Global Note will be paid from the Interest Commencement Date in arrear at the rates, on the dates for payment, and in accordance with the method of calculation provided for in the Conditions, save that the calculation is made in respect of the total

aggregate amount of the Notes represented by such Global Note, together with such other sums and additional amounts (if any) as may be payable under the Conditions, in accordance with the Conditions.

Notices

So long as the Notes are evidenced by a Global Note and such Global Note is held by or on behalf of a clearing system, notices to Noteholders may be given by delivery of the relevant notice to that clearing system for communication to entitled account holders rather than in the manner specified in the Conditions and shall be deemed to be given to holders of interests in such Global Note with the same effect as if they had been given to such Noteholder in accordance with the Conditions; provided, however, that as long as the Notes are listed on the ISM, all notices will also be given in accordance with the rules of the London Stock Exchange. Any such notice will be deemed to have been given on the day the same has been delivered to the relevant clearing systems.

Record Date

Notwithstanding Condition 8.1.2 “Record Date” shall mean the Clearing System Business Day before the relevant due date for payment, where “Clearing System Business Day” means Monday to Friday inclusive, except 25 December and 1 January.

Meetings

The holder of a Global Note and any proxy appointed by it will be treated as being two persons for the purposes of any quorum requirements of, or the right to demand a poll at, a meeting of Noteholders and in any such meeting as having one vote in respect of each U.S.\$1,000 in principal amount of Note for which such Global Note may be exchangeable.

Trustee’s Powers

Notwithstanding anything contained in the Trust Deed, in considering the interests of Noteholders while a Global Note is held on behalf of a clearing system, the Trustee may, to the extent it considers it appropriate to do so in the circumstances, have regard to any information provided to it by such clearing system or its operator as to the identity (either individually or by category) of its accountholders with entitlements to such Global Note and may consider such interests, and treat such accountholders, as if such accountholders were the holders of such Global Note.

Issuer’s Option

So long as the Notes are evidenced by a Global Note and such Global Note is held by or on behalf of a clearing system, any option of the Issuer provided for in the Conditions shall be exercised by the Issuer giving notice to the Noteholders and the relevant clearing systems (or procuring that such notice is given on its behalf) within the time limits set out in and containing the information required by the Conditions, except that the notice shall not be required to contain the serial numbers of Notes drawn in the case of a partial exercise of an option and, accordingly, no drawing of Notes shall be required and instead the Notes to be redeemed shall be selected (i) in the case of the Regulation S Global Note, in accordance with the rules and procedures of Euroclear and/or Clearstream, Luxembourg or (ii) in the case of the Rule 144A Global Note, in accordance with the standard procedures of DTC.

Noteholder’s Option

So long as the Notes are evidenced by a Global Note and such Global Note is held by or on behalf of a clearing system, the exercise of the option of Noteholders provided for in Condition 7.7 will be subject to the normal rules and operating procedures of such clearing system.

Electronic Consent and Written Resolution

While a Global Note is registered in the name of any nominee for a clearing system, then:

- (a) approval of a resolution proposed by the Issuer or the Trustee (as the case may be) given by way of electronic consents communicated through the electronic communications systems of the relevant clearing system(s) in accordance with their operating rules and procedures by or on behalf of the holders

of not less than 75 per cent. in principal amount of the Notes outstanding (an “**Electronic Consent**” as defined in the Trust Deed) shall, for all purposes (including matters that would otherwise require an Extraordinary Resolution to be passed at a meeting in respect of which the special quorum provisions specified in the Notes apply), take effect as an Extraordinary Resolution passed at a meeting of Noteholders duly convened and held, and shall be binding on all Noteholders whether or not they participated in such Electronic Consent; and

- (b) where Electronic Consent is not being sought, for the purpose of determining whether a Written Resolution (as defined in the Trust Deed) has been validly passed, the Issuer and the Trustee shall be entitled to rely on consent or instructions given in writing directly to the Issuer and/or the Trustee, as the case may be, by (a) accountholders in the clearing system with entitlements to such Global Note and/or, (b) where the accountholders hold any such entitlement on behalf of another person, on written consent from or written instruction by the person for whom such entitlement is ultimately beneficially held, whether such beneficiary holds directly with the accountholder or via one or more intermediaries. For the purpose of establishing the entitlement to give any such consent or instruction, the Issuer and the Trustee shall be entitled to rely on any certificate or other document issued by, in the case of (a) above, Euroclear, Clearstream, Luxembourg or any other relevant alternative clearing system (the “**relevant clearing system**”) and in the case of (b) above, the relevant clearing system and the accountholder identified by the relevant clearing system for the purposes of (b) above. Any resolution passed in such manner shall be binding on all Noteholders, even if the relevant consent or instruction proves to be defective. Any such certificate or other document shall be conclusive and binding for all purposes. Any such certificate or other document may comprise any form of statement or print out of electronic records provided by the relevant clearing system (including Euroclear’s EUCLID or Clearstream, Luxembourg’s CreationOnline system) in accordance with its usual procedures and in which the accountholder of a particular principal or nominal amount of the Notes is clearly identified together with the amount of such holding. Neither the Issuer nor the Trustee shall be liable to any person by reason of having accepted as valid or not having rejected any certificate or other document to such effect purporting to be issued by any such person and subsequently found to be forged or not authentic.

Exchange for Definitive Notes

Exchange

Each Global Note will be exchangeable, free of charge to the holder, in whole but not in part, for Notes in definitive, registered form if: (i) in the case of a Rule 144A Global Note, DTC notifies the Issuer that it is no longer willing or able to discharge properly its responsibilities as depositary with respect to the Rule 144A Global Note or ceases to be a “clearing agency” registered under the Exchange Act or if at any time it is no longer eligible to act as such, and the Issuer is unable to locate a qualified successor within 90 days of receiving notice or becoming aware of such ineligibility on the part of DTC or (ii) in the case of a Regulation S Global Note, Euroclear or Clearstream, Luxembourg, as the case may be, is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or does in fact do so, by the holder giving notice to the Registrar or any Transfer Agent.

The Registrar will not register the transfer of, or exchange of interests in, a Global Note for Definitive Notes for a period of 15 calendar days ending on the date for any payment of principal or interest or on the date of optional redemption in respect of the Notes.

“**Exchange Date**” means a day falling not later than 90 days after that on which the notice requiring exchange is given and on which banks are open for business in the city in which the specified office of the Registrar or the Transfer Agent is located.

Delivery

In such circumstances, the relevant Global Note shall be exchanged in full for Definitive Notes and the Issuer will, at the cost of the Issuer (but against such indemnity as the Registrar or the Transfer Agent may require in respect of any tax or other duty of whatever nature which may be levied or imposed in connection with such exchange), cause sufficient Definitive Notes to be executed and delivered to the Registrar for completion, authentication and dispatch to the relevant Noteholders. A person having an interest in a Global Note must

provide the Registrar with (a) a written order containing instructions and such other information as the Issuer and the Registrar may require to complete, execute and deliver such Notes and (b) in the case of a Rule 144A Global Note only, a fully completed, signed certification substantially to the effect that the exchanging holder is not transferring its interest at the time of such exchange or, in the case of simultaneous sale pursuant to Rule 144A, a certification that the transfer is being made in compliance with the provisions of Rule 144A to a QIB. Definitive Notes issued in exchange for a beneficial interest in a Rule 144A Global Note shall bear the legend applicable to transfers pursuant to Rule 144A, as set out under “*Transfer Restrictions*”.

Legends

The holder of a Definitive Note may transfer the Notes evidenced thereby in whole or in part in the applicable minimum denomination by surrendering it at the specified office of the Registrar or the Transfer Agent, together with the completed form of transfer thereon.

Book-entry Procedures for the Global Note

Custodial and depositary links are to be established between DTC, Euroclear and Clearstream, Luxembourg to facilitate the initial issue of the Notes and cross-market transfers of the Notes associated with secondary market trading. See “*Settlement and Transfer of Notes*”.

Euroclear and Clearstream, Luxembourg

The Regulation S Global Note will have an ISIN and Common Code. The Regulation S Global Note will be deposited with a common depositary for Euroclear and Clearstream, Luxembourg and registered in the name of a nominee of such common depositary. The address of Euroclear is 1 Boulevard du Roi Albert II, 1210 Brussels, Belgium, and the address of Clearstream, Luxembourg is 42 Avenue JF Kennedy, L-1855, Luxembourg.

DTC

The Rule 144A Global Note will have a CUSIP number and will be deposited with a custodian (the “**Custodian**”) for, and registered in the name of Cede & Co. as nominee of, DTC. The Custodian and DTC will electronically record the principal amount of the Notes held within the DTC System.

Euroclear and Clearstream, Luxembourg

Euroclear and Clearstream, Luxembourg each hold securities for their customers and facilitate the clearance and settlement of securities transactions through electronic book-entry transfer between their respective accountholders. Indirect access to Euroclear and Clearstream, Luxembourg is available to other institutions that clear through or maintain a custodial relationship with an accountholder of either system. Euroclear and Clearstream, Luxembourg provide various services including safekeeping, administration, clearance and settlement of internationally-traded securities and securities lending and borrowing. Euroclear and Clearstream, Luxembourg also deal with domestic securities markets in several countries through established depositary and custodial relationships. Euroclear and Clearstream, Luxembourg have established an electronic bridge between their two systems across which their respective customers may settle trades with each other. Their customers are worldwide financial institutions including underwriters, securities brokers and dealers, banks, trust companies and clearing corporations. Investors may hold their interests in the Regulation S Global Note directly through Euroclear or Clearstream, Luxembourg if they are accountholders (“**Direct Participants**”) or indirectly (“**Indirect Participants**”) and, together with Direct Participants, “**Participants**”) through organisations that are accountholders therein.

DTC

The information set out below in connection with DTC is subject to any change in or reinterpretation of the rules, regulations and procedures of DTC currently in effect. The information about DTC set forth below has been obtained from sources that the Issuer believes to be reliable, including DTC, but neither the Issuer nor any of the Joint Bookrunners takes any responsibility for the accuracy of the information. If investors wish to use the facilities of any clearing system they should confirm the applicability of the rules, regulations and procedures of the relevant clearing system. None of the Issuer, the Trustee or any of the Joint Bookrunners will have any responsibility or liability for any aspect of the records relating to, or payments made on account of interests in,

Notes held through the facilities of any clearing system, or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.

DTC has advised the Issuer as follows: DTC is a limited-purpose trust company organised under the laws of the State of New York, a “banking organisation” under the laws of the State of New York, a member of the U.S. Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial code and a “clearing agency” registered pursuant to the provisions of Section 17A of the Exchange Act. DTC was created to hold securities for its Participants and facilitate the clearance and settlement of securities transactions between Participants through electronic computerised book-entry changes in accounts of its Participants, thereby eliminating the need for physical movement of certificates. Participants include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organisations. Indirect access to DTC is available to others, such as banks, securities brokers, dealers and trust companies, which clear through or maintain a custodial relationship with a DTC Direct Participant, either directly or indirectly.

Investors may hold their interests in the Rule 144A Global Note directly through DTC if they are Direct Participants in the DTC system, or as Indirect Participants through organisations that are Direct Participants in such system. DTC has advised the Issuer that it will take any action permitted to be taken by a holder of Notes only at the direction of one or more Direct Participants and only in respect of such portion of the aggregate principal amount of the Rule 144A Global Note as to which such Participant or Participants has or have given such direction. However, in the circumstances described under “*Exchange for Definitive Notes*” DTC will surrender the Rule 144A Global Note for exchange for individual Rule 144A Definitive Notes (which will bear the legend applicable to transfers pursuant to Rule 144A).

Relationship of Participants with Clearing Systems

Each of the persons shown in the records of Euroclear or Clearstream, Luxembourg or DTC as the holder of a Note evidenced by a Global Note must look solely to Euroclear or Clearstream, Luxembourg or DTC (as the case may be) for his or her share of each payment made by the Issuer to the holder of such Global Note and in relation to all other rights arising under such Global Note, subject to and in accordance with the respective rules and procedures of Euroclear and Clearstream, Luxembourg or DTC (as the case may be). The Issuer expects that, upon receipt of any payment in respect of Notes evidenced by a Global Note, the common depositary by whom such note is held, or nominee in whose name it is registered, will immediately credit the relevant participants’ or holders’ accounts in the relevant clearing system with payments in amounts proportionate to their respective beneficial interests in the principal amount of such Global Note as shown on the records of the relevant clearing system or its nominee. The Issuer also expects that payments by Direct Participants in any clearing system to owners of beneficial interests in a Global Note held through such Direct Participants in any clearing system will be governed by standing instructions and customary practices. Save as aforesaid, such persons shall have no claim directly against the Issuer in respect of payments due on the Notes for so long as the Notes are evidenced by a Global Note and the obligations of the Issuer will be discharged by payment to the registered holder, as the case may be, of such Global Note in respect of each amount so paid. None of the Issuer, the Trustee or any Agent will have any responsibility or liability for any aspect of the records relating to or payments made on account of ownership interests in any Global Note or for maintaining, supervising or reviewing any records relating to such ownership interests.

Settlement and Transfer of Notes

Subject to the rules and procedures of each applicable clearing system, purchases of Notes held within a clearing system must be made by or through Direct Participants, which will receive a credit for such Notes on the clearing system’s records. The ownership interest of each actual purchaser of each such note (the “**Beneficial Owner**”) will in turn be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from any clearing system of their purchase, but Beneficial Owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which such Beneficial Owner entered into the transaction.

Transfers of ownership interests in Notes held within the clearing system will be affected by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in such Notes unless and until interests in the relevant Global Note held within a clearing system are exchanged for Definitive Notes.

No clearing system has knowledge of the actual Beneficial Owners of the Notes held within such clearing system and their records will reflect only the identity of the Direct Participants to whose accounts such Notes are credited, which may or may not be the Beneficial Owners. The Participants will remain responsible for keeping account of their holdings on behalf of their customers. Conveyance of notices and other communications by the clearing systems to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

The laws of some jurisdictions may require that certain persons take physical delivery in definitive form of securities. Consequently, the ability to transfer interests in a Global Note to such persons may be limited. In particular, because DTC can only act on behalf of Direct Participants the ability of a person having an interest in the Rule 144A Global Note to pledge such interest to persons or entities that do not participate in DTC, or otherwise take actions in respect of such interest, may be affected by the lack of a physical certificate in respect of such interest.

Trading between Euroclear and/or Clearstream, Luxembourg Participants

Secondary market sales of book-entry interests in the Notes held through Euroclear or Clearstream, Luxembourg to purchasers of book-entry interests in the Notes held through Euroclear or Clearstream, Luxembourg will be conducted in accordance with the normal rules and operating procedures of Euroclear and Clearstream, Luxembourg and will be settled using the procedures applicable to conventional eurobonds.

Trading between DTC Participants

Secondary market sales of book-entry interests in the Notes between DTC participants will occur in the ordinary way in accordance with DTC rules and will be settled using the procedures applicable to United States corporate debt obligations in DTC's Same-Day Funds Settlement system in same-day funds, if payment is effected in U.S. Dollars, or free of payment, if payment is not effected in U.S. Dollars. Where payment is not effected in U.S. Dollars, separate payment arrangements outside DTC are required to be made between the DTC participants.

Trading between DTC Seller and Euroclear/Clearstream, Luxembourg Purchaser

When book-entry interests in Notes are to be transferred from the account of a DTC participant holding a beneficial interest in the Rule 144A Global Note to the account of a Euroclear or Clearstream, Luxembourg accountholder wishing to purchase a beneficial interest in the Regulation S Global Note, as the case may be (subject to the certification procedures provided in the Paying Agency Agreement), the DTC participant will deliver instructions for delivery to the relevant Euroclear or Clearstream, Luxembourg accountholder to DTC by 12 noon, New York time, on the settlement date. Separate payment arrangements are required to be made between the DTC participant and the relevant Euroclear or Clearstream, Luxembourg participant. On the settlement date, the custodian of the Rule 144A Global Note will instruct the Registrar to (i) decrease the amount of Notes registered in the name of Cede & Co. and evidenced by the Rule 144A Global Note of the relevant class and (ii) increase the amount of Notes registered in the name of the nominee of the common depositary for Euroclear and Clearstream, Luxembourg and evidenced by the Regulation S Global Note. Book-entry interests will be delivered free of payment to Euroclear or Clearstream, Luxembourg, as the case may be, for credit to the relevant accountholder on the first business day following the settlement date.

Trading between Euroclear/Clearstream, Luxembourg Seller and DTC Purchaser

When book-entry interests in the Notes are to be transferred from the account of a Euroclear or Clearstream, Luxembourg accountholder to the account of a DTC participant wishing to purchase a beneficial interest in the Rule 144A Global Note (subject to the certification procedures provided in the Paying Agency Agreement), the Euroclear or Clearstream, Luxembourg participant must send to Euroclear or Clearstream, Luxembourg delivery free of payment instructions by 7:45 p.m., Brussels or Luxembourg time, one business day prior to the settlement date. Euroclear or Clearstream, Luxembourg, as the case may be, will in turn transmit appropriate instructions to the common depositary for Euroclear and Clearstream, Luxembourg and the Registrar to arrange delivery to the DTC participant on the settlement date. Separate payment arrangements are required to be made between the DTC participant and the relevant Euroclear or Clearstream, Luxembourg accountholder, as the case may be. On the settlement date, the common depositary for Euroclear and Clearstream, Luxembourg will (a) transmit appropriate instructions to the custodian of the Rule 144A Global Note who will in turn deliver such book-entry

interests in the Notes free of payment to the relevant account of the DTC participant and (b) instruct the Registrar to (i) decrease the amount of Notes registered in the name of the nominee of the common depositary for Euroclear and Clearstream, Luxembourg and evidenced by the Regulation S Global Note; and (ii) increase the amount of Notes registered in the name of Cede & Co. and evidenced by the Rule 144A Global Note. Although Euroclear, Clearstream, Luxembourg and DTC have agreed to the foregoing procedures in order to facilitate transfers of beneficial interest in Global Notes among participants and accountholders of Euroclear, Clearstream, Luxembourg and DTC, they are under no obligation to perform or continue to perform such procedure, and such procedures may be discontinued at any time. None of the Issuer, the Trustee nor any Agent will have the responsibility for the performance by Euroclear, Clearstream, Luxembourg or DTC or their respective Direct or Indirect Participants of their respective obligations under the rules and procedures governing the then-operations.

Pre-issue Trades Settlement

It is expected that delivery of Notes will be made against payment therefor on the Closing Date thereof, which could be more than one business day following the date of pricing. Under Rule 15c6-1 under the Exchange Act, trades in the United States secondary market are generally required to settle within one business day (T+1), unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade Notes in the United States on the date of pricing or the next succeeding business days will be required, by virtue of the fact the Notes initially will settle beyond T+1, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Settlement procedures in other countries will vary. Purchasers of Notes may be affected by such local settlement practices, and purchasers of Notes between the relevant date of pricing and the Closing Date should consult their own advisors.

TRANSFER RESTRICTIONS

Because of the following restrictions, you are advised to consult legal counsel prior to making any offer, resale or other transfer of the Notes offered hereby.

The Notes have not been and will not be registered under the Securities Act and may not be offered or sold within the United States, except in certain transactions exempt from the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S.

The Notes are being offered and sold outside of the United States in reliance on Regulation S. The Subscription Agreement provides that Joint Bookrunners may directly or through their respective U.S. broker-dealer affiliates arrange for the offer and resale of the Notes within the United States only to qualified institutional buyers in reliance on Rule 144A.

In addition, until 40 days after the commencement of the offering of the Notes, an offer or sale of the Notes within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A.

Each purchaser of the Notes within the United States pursuant to Rule 144A, by virtue of its acceptance of this Offering Memorandum, will be deemed to represent, acknowledge and agree as follows:

1. It is (i) a QIB, (ii) acquiring such Notes for its own account or for the account of a QIB, and (iii) aware, and each beneficial owner of such Notes has been advised, that the sale of such Notes to it is being made in reliance on Rule 144A.
2. It understands that the Notes have not been and will not be registered under the Securities Act and are “restricted securities” within the meaning of Rule 144 under the Securities Act and may not be offered, sold, pledged or otherwise transferred except (a) in accordance with Rule 144A to a person that it and any person acting on its behalf reasonably believe is a QIB purchasing for its own account or for the account of a QIB, (b) in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S or (c) pursuant to an exemption from registration under the Securities Act provided by Rule 144 thereunder (if available), in each case in accordance with any applicable securities laws of any State of the United States.
3. It understands that the Rule 144A Global Notes, unless otherwise agreed between the Issuer and the Trustee in accordance with applicable law, will bear a legend to the following effect:

THIS NOTE HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) IN ACCORDANCE WITH RULE 144A UNDER THE SECURITIES ACT, AS AMENDED (“**RULE 144A**”) TO A PERSON THAT THE HOLDER AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVE IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER, (2) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT OR (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE), IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT FOR REALES OF THIS NOTE.

1. It understands that the Notes offered in reliance on Rule 144A will be represented by the Rule 144A Global Note and that the Notes offered and sold outside of the United States in reliance on Regulation S will be represented by the Regulation S Global Note. Before any interest in the Rule 144A Global Note may be offered, sold, pledged or otherwise transferred to a person who takes delivery in the form of an interest in the Regulation S Global Note, it will be required to provide a Transfer Agent with a written certification (in the form provided in the Paying Agency Agreement) as to compliance with applicable

securities laws. Prospective purchasers are hereby notified that sellers of the Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A.

2. It represents and warrants that either (i) it is not purchasing or holding the Notes (or any interest therein) on behalf of, and that the funds it is using to acquire the Notes (or any interest therein) are not the assets of, (a) an employee benefit plan that is subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”), (b) an individual retirement account, Keogh plan or other arrangement subject to Section 4975 of the Code, (c) an entity whose underlying assets are deemed to include “plan assets” by reason of U.S. Department of Labor Regulation Section 2510.3-101, Section 3(42) of ERISA or otherwise, or (d) a governmental plan, non-U.S. plan or church plan that is subject to any non-U.S. federal, state or local law or regulation that is similar to the provisions of Section 406 of ERISA or Section 4975 of the Code (each, a “**Similar Law**”); or (ii) (a) none of the purchase, holding and subsequent disposition of such Notes (or any interest therein) or the exercise of any rights related to the security shall constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or a violation of any provision of similar law and (b) the acquiror or holder of the Notes will receive no less and pay no more than “adequate consideration” (within the meaning of Section 408(b)(17) of ERISA and Section 4975(f)(10) of the Code) in connection with the purchase and holding of the Notes.
3. Each purchaser or transferee that is a Plan will be deemed to represent, warrant and agree that (i) none of the Issuer and the Joint Bookrunners, nor any of their affiliates, has provided, and none of them will provide, any investment advice within the meaning of Section 3(21) of ERISA to it or to any Plan Fiduciary, in connection with its decision to invest in the Notes, and they are not otherwise acting as a fiduciary, as defined in Section 3(21) of ERISA or Section 4975(e)(3) of the Code, to the Plan or the Plan Fiduciary in connection with the Plan’s acquisition of the Notes (unless a statutory or administrative exemption applies (all of the applicable conditions of which are satisfied) or the transaction is not otherwise prohibited); and (ii) the Plan Fiduciary is exercising its own independent judgement in evaluating the investment in the Notes.
4. The Issuer, the Registrar, the Transfer Agent, the Joint Bookrunners and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgments, representations and agreements. It agrees that if any of the acknowledgments, representations or agreements deemed to have been made by it by virtue of its purchase of the Notes is no longer accurate, it shall promptly notify the Issuer, the Registrar, the Transfer Agent and the Joint Bookrunners. If it is acquiring any Notes for the account of one or more QIBs or accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgments, representations and agreements on behalf of each such account.

TAXATION

Prospective purchasers of the Notes are advised to consult their own tax advisers as to the consequences under the tax laws of the country of which they are resident of a purchase of Notes, including, but not limited to, the consequences of the receipt of interest and the sale or redemption of Notes. The following is a general description of Uzbekistan withholding tax laws and certain United States tax consequences relating to the Notes as in effect on the date hereof, and does not purport to be a comprehensive discussion of the tax treatment of the Notes.

Withholding Tax in Uzbekistan

Pursuant to the Tax Code of the Republic of Uzbekistan effective as at 1 January 2020, any income, including interest received from the international bonds issued by an Uzbek legal entity and made to a non-resident or resident legal entity is not subject to Uzbekistan taxation. Any income, including interest, of an individual holder received from the international bonds issued by an Uzbek legal entity will not be subject to Uzbekistan personal income tax.

If interest payments in respect of any Notes are subject to Uzbekistan withholding tax, the Issuer shall pay such additional amounts as will result in the receipt by the Noteholders of such amounts as would have been received had no such withholding been required as more fully described in Condition 9.

Certain U.S. Federal Income Tax Considerations

Except for the discussion relating to Further Issues, which relates to all Noteholders, the following is a summary of certain U.S. federal income tax consequences of the acquisition, ownership and disposition of Notes by a U.S. Holder (as defined below) but does not purport to be a complete analysis of all potential tax effects. This summary is limited to U.S. Holders that purchase Notes for cash at original issue at their “issue price” (that is, the first price at which a substantial amount of Notes are sold to the public for cash, excluding sales to bond houses, brokers or similar persons or organisations acting in the capacity of underwriters, placement agents or wholesalers) and that hold the Notes as capital assets (generally, assets held for investment). This summary does not address any differing tax consequences that may apply to persons that acquire Notes pursuant to this offering and hold 2026 Notes or other outstanding indebtedness of the Issuer that is repaid substantially contemporaneously with this offering and assumes a substantial amount of the Notes will be sold for cash to other persons.

This discussion does not cover all aspects of U.S. federal income taxation that may be relevant to, or the actual tax effect that any of the matters described herein will have on, the acquisition, ownership or disposition of Notes by particular investors (including consequences under the alternative minimum tax or net investment income tax), and does not address state, local, non-U.S. or other tax laws (such as estate or gift tax laws). This summary also does not discuss all of the tax considerations that may be relevant to certain types of investors subject to special treatment under the U.S. federal income tax laws (such as, without limitation, banks and other financial institutions, insurance companies, regulated investment companies, real estate investment trusts, individual retirement accounts and other tax-deferred accounts, tax-exempt organisations and entities, dealers in securities or currencies, traders in securities that elect mark-to-market tax accounting for their securities holdings, partnerships (including entities or arrangements treated as partnerships for U.S. federal income tax purposes) or other pass-through entities and investors in such entities or arrangements, investors that will hold the Notes as part of a “hedge”, “straddle”, “constructive sale”, “wash sale”, “conversion transaction” or other integrated or similar transaction, persons that have ceased to be U.S. citizens or lawful permanent residents of the United States, investors holding the Notes in connection with a trade or business conducted, or a permanent establishment or fixed base located, outside of the United States, U.S. citizens or lawful permanent residents living abroad, investors that are required to take certain amounts into income no later than the time such amounts are reflected on an applicable financial statement, investors whose functional currency is not the U.S. dollar, corporations that accumulated earnings to avoid U.S. federal income tax or U.S. Holders that hold the Notes through non-U.S. brokers or other non-U.S. intermediaries).

As used herein, the term “**U.S. Holder**” means a beneficial owner of Notes that is, for U.S. federal income tax purposes, (i) an individual who is a citizen or resident of the United States, (ii) a corporation created or organised under the laws of the United States, any state thereof or the District of Columbia, (iii) an estate the income of which is subject to U.S. federal income tax without regard to its source or (iv) a trust if (a) a court within the

United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (b) the trust has validly elected to be treated as a domestic trust for U.S. federal income tax purposes.

If a partnership (including an entity or arrangement taxable as a partnership for U.S. federal income tax purposes) holds the Notes, the tax treatment of a partner therein will generally depend on the status of such partner and the activities of such partnership. Each partner of any such partnership should consult its own tax adviser as to the tax consequences of the acquisition, ownership and disposition of the Notes by a partnership in which the partner holds an interest.

This summary is based on the United States Internal Revenue Code of 1986, as amended, its legislative history, final, temporary and proposed U.S. Treasury regulations promulgated thereunder, administrative pronouncements and judicial decisions, all as in effect on the date hereof and all of which are subject to change, possibly with retroactive effect. No rulings from the U.S. Internal Revenue Service (“IRS”) have been or are expected to be sought with respect to the matters discussed below. There can be no assurance that the IRS will not take a different position concerning the tax consequences of the acquisition, ownership or disposition of the Notes or that any such position would not be sustained.

THE SUMMARY OF U.S. FEDERAL INCOME TAX CONSEQUENCES SET OUT BELOW IS FOR GENERAL INFORMATION ONLY. ALL PROSPECTIVE PURCHASERS SHOULD CONSULT THEIR TAX ADVISERS AS TO THE PARTICULAR TAX CONSEQUENCES TO THEM OF ACQUIRING, OWNING, AND DISPOSING OF THE NOTES, INCLUDING THE APPLICABILITY AND EFFECT OF STATE, LOCAL, NON-U.S. AND OTHER TAX LAWS AND POSSIBLE CHANGES IN TAX LAW.

Characterisation of the Notes

In certain circumstances (see, for example “*Terms and Conditions of the Notes—Redemption and Purchase*”), the Issuer may choose or be obligated to redeem the Notes prior to maturity or to pay amounts on the Notes that are in excess of stated interest or principal on the Notes. These potential payments may implicate the provisions of U.S. Treasury regulations relating to “contingent payment debt instruments”, but the Issuer does not intend to treat the possibility of such contingent payments on the Notes as subjecting the Notes to the contingent payment debt instrument rules. The Issuer’s determination that the Notes are not subject to the contingent payment debt instrument rules is binding on a U.S. Holder, unless such U.S. Holder discloses its contrary position in the manner required by applicable U.S. Treasury regulations. It is possible that the IRS may take a different position, in which case, if such position is sustained, a U.S. Holder might be required to accrue ordinary interest income at a higher rate than the stated interest rate and to treat as ordinary income rather than capital gain any gain realised on the taxable disposition of the Notes. The remainder of this discussion assumes that the Notes will not be treated as contingent payment debt instruments. U.S. Holders are encouraged to consult their own tax advisers regarding the possible application of the contingent payment debt instrument rules to the Notes.

Payments of Interest

Payments of stated interest on a Note (including any additional amounts paid in respect of withholding taxes and without reduction for any amounts withheld) and OID (as defined below), if any will be includible in the gross income of a U.S. Holder as ordinary interest income at the time such payments are received or accrued, in accordance with such U.S. Holder’s regular method of accounting for U.S. federal income tax purposes.

Original Issue Discount

The Notes may be issued with original issue discount (“OID”) for U.S. federal income tax purposes. In such event, U.S. Holders generally will be required to include such OID in gross income (as ordinary income) for U.S. federal income tax purposes on an annual basis under a constant yield accrual method regardless of their regular method of accounting for U.S. federal income tax purposes. As a result, U.S. Holders will include any OID in income in advance of the receipt of cash attributable to such income.

The Notes will be treated as issued with OID if the stated principal amount of the Notes exceeds their issue price (as defined above) by an amount equal to or more than a statutorily defined *de minimis* amount (generally, 0.0025 multiplied by the stated principal amount and the number of complete years to maturity from the issue

date). U.S. Holders of Notes that such U.S. Holders acquired with less than such *de minimis* amount of discount will include such discount on such Notes in income, as capital gain, when principal payments are made on the Note.

In the event that the Notes are issued with OID, the amount of OID includible in income by a U.S. Holder is the sum of the “daily portions” of OID with respect to the Note for each day during the taxable year or portion thereof in which such U.S. Holder holds such Note (“**accrued OID**”). A daily portion is determined by allocating to each day in any “accrual period” a *pro rata* portion of the OID that accrued in such period. The “accrual period” of a Note may be of any length and may vary in length over the term of the Note, provided that each accrual period is no longer than one year and each scheduled payment of principal or interest occurs either on the first or last day of an accrual period. The amount of OID that accrues with respect to any accrual period is the excess of (i) the product of the Note’s “adjusted issue price” at the beginning of such accrual period and its “yield to maturity”, determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of such period, over (ii) the amount of stated interest allocable to such accrual period. The adjusted issue price of a Note at the start of any accrual period generally is equal to its issue price, increased by the accrued OID for each prior accrual period. The yield to maturity of a Note is the discount rate that, when used in computing the present value of all principal and interest payments to be made under the Note, produces an amount equal to the issue price of the Note.

Foreign Tax Credit

Stated interest and OID, if any, on a Note generally will constitute foreign source income and generally will be considered “passive category income” in computing the foreign tax credit allowable to U.S. Holders under U.S. federal income tax laws. Although no non-U.S. withholding tax in respect of stated interest or accrued OID to a U.S. Holder on the Notes is expected based on current law, any such withholding, if it were to arise, may be eligible for a foreign tax credit (or a deduction in lieu of such credit) for U.S. federal income tax purposes. An election to deduct creditable foreign taxes instead of claiming foreign tax credits must be applied to all foreign taxes paid or accrued in the same taxable year. There are significant, complex and evolving limitations on a U.S. Holder’s ability to obtain foreign tax credits and the rules governing foreign tax credits are very complex. U.S. Holders should consult their own tax advisers regarding the creditability or deductibility of any withholding taxes and any applicable limitations in their particular circumstances.

Sale, Exchange, Retirement, Redemption or Other Taxable Disposition of Notes

Upon the sale, exchange, retirement, redemption or other taxable disposition of a Note, a U.S. Holder generally will recognise gain or loss equal to the difference, if any, between (i) the amount realised upon such sale, exchange, retirement, redemption or other taxable disposition (other than any amount attributable to any accrued but unpaid stated interest and OID (and any additional amounts paid with respect thereto), which, if not previously included in such U.S. Holder’s income, will be taxable as ordinary interest income in accordance with the U.S. Holder’s method of tax accounting as discussed above) and (ii) such U.S. Holder’s adjusted tax basis in the Note. A U.S. Holder’s adjusted tax basis in a Note will generally equal the amount such U.S. Holder paid for such Note, increased by any accrued OID (if any) previously included in income by such U.S. Holder with respect to the Notes.

Any gain or loss recognised upon the sale, exchange, retirement, redemption or other taxable disposition of a Note generally will be U.S. source capital gain or loss and will be long-term capital gain or loss if the U.S. Holder has held the Note for more than one year at the time of the sale, exchange, retirement, redemption or other taxable disposition. Non-corporate U.S. Holders (including individuals) generally are subject to tax on long-term capital gains at reduced rates. The deductibility of capital losses is subject to limitations.

The creditability of foreign taxes imposed on disposition gains is subject to significant, complex and evolving limitations and therefore a U.S. Holder may not be able to obtain a credit if such taxes are imposed. U.S. Holders should consult their own tax advisers regarding the U.S. federal income tax implications (including creditability, deductibility and determination of the amount realised and any applicable limitations) of any foreign taxes imposed on disposition gains in their particular circumstances.

Foreign Financial Assets Reporting

Certain U.S. Holders who are individuals (and some specified entities) that own “specified foreign financial assets” with an aggregate value in excess of specified threshold amounts generally are required to file an information report (on IRS Form 8938) with respect to such assets with their tax returns. If a U.S. Holder does not file a required IRS Form 8938, such holder may be subject to substantial penalties and the statute of limitations on the assessment and collection of all U.S. federal income taxes of such holder for the related tax year may not close before the date which is three years after the date on which such report is filed. The Notes generally will constitute specified foreign financial assets subject to these reporting requirements unless the Notes are held in an account at certain financial institutions. U.S. Holders should consult their own tax advisers regarding the effect, if any, of these rules on their ownership and disposition of the Notes and regarding their tax reporting obligations.

Information Reporting and Backup Withholding

In general, information reporting requirements will apply to payments of principal and interest (including the accrual of OID, if any) on the Notes and to the proceeds from the sale or other disposition (including a retirement or redemption) of a Note paid to a U.S. Holder unless such U.S. Holder is an exempt recipient and, when required, provides evidence of such exemption. Backup withholding may apply to such payments if the U.S. Holder fails to provide a taxpayer identification number or a certification that it is not subject to backup withholding and otherwise complies with any applicable requirements of the backup withholding rules.

Backup withholding is not an additional tax and any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against a U.S. Holder’s U.S. federal income tax liability provided the required information is timely furnished to the IRS.

Prospective purchasers of Notes are urged to consult their own tax advisers regarding their qualification for an exemption from backup withholding and information reporting and the procedures for obtaining such an exemption, if applicable.

THE DISCUSSION ABOVE IS A GENERAL SUMMARY. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE OF IMPORTANCE TO A PARTICULAR INVESTOR. EACH PROSPECTIVE INVESTOR SHOULD CONSULT ITS OWN TAX ADVISER ABOUT THE TAX CONSEQUENCES OF AN INVESTMENT IN THE NOTES UNDER THE PROSPECTIVE INVESTOR’S OWN CIRCUMSTANCES.

SUBSCRIPTION AND SALE

Each of the Joint Bookrunners and Joint Lead Managers has, pursuant to a Subscription Agreement dated 17 November 2025 (the “**Subscription Agreement**”), severally agreed with the Issuer, subject to the satisfaction of certain conditions, to subscribe and pay for the principal amount of Notes set out opposite its name in the table below at the issue price of 100.00 per cent. of the principal amount of Notes:

<u>Joint Bookrunner</u>	<u>Principal Amount of Notes</u> <u>(U.S.\$)</u>
Citigroup Global Markets Limited	U.S.\$184,000,000
J.P. Morgan Securities plc	U.S.\$116,000,000
Société Générale.....	U.S.\$50,000,000

The Issuer has agreed to pay to the Joint Bookrunners a combined management, underwriting and selling commission in respect of the Notes. The Issuer has in the Subscription Agreement agreed to indemnify the Joint Bookrunners against certain liabilities incurred in connection with the issue of the Notes. The Joint Bookrunners are entitled in certain circumstances to be released and discharged from their obligations under the Subscription Agreement prior to payment for such Notes being made to the Issuer, including in the event that certain conditions precedent are not delivered or met to their satisfaction on the issue date. In this situation, the issuance of the Notes may not be completed. Investors will have no rights against the Issuer or Joint Bookrunners in respect of any expense incurred or loss suffered in these circumstances.

Each of the Joint Bookrunners and its respective affiliates may, from time to time in the ordinary course of their respective businesses, engage in further transactions with, and perform services for, the Issuer and its affiliates. In particular, the Joint Bookrunners and their respective affiliates have performed and expect to perform in the future various financial advisory, investment banking and commercial banking services for, and may arrange loans and other non-public market financing for, and enter into derivative transactions with, the Issuer or its affiliates (including their respective shareholders) and for which they will receive customary fees.

SELLING RESTRICTIONS

United States

The Notes have not been and will not be registered under the Securities Act and, subject to certain exceptions, may not be offered or sold within the United States.

The Notes are being offered and sold outside of the United States in reliance on Regulation S. The Subscription Agreement provides that Joint Bookrunners may directly or through their respective U.S. broker-dealer affiliates arrange for the offer and resale of Notes within the United States only to qualified institutional buyers in reliance on Rule 144A.

In addition, until 40 days after the commencement of the offering of the Notes, an offer or sale of Notes within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A.

United Kingdom

Prohibition of Sales to UK Retail Investors

Each Joint Bookrunner has severally represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes to any retail investor in the UK. For the purposes of this provision the expression “retail investor” means a person who is one (or more) of the following:

- (a) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or
- (b) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.

Other Regulatory Restrictions

Each Joint Bookrunner has severally represented, warranted and agreed that:

- (a) **Financial promotion:** it has only communicated or caused to be communicated, and will only communicate or cause to be communicated, any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which section 21(1) of the FSMA does not apply to the Issuer; and
- (b) **General compliance:** it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Notes in, from or otherwise involving the United Kingdom.

Prohibition of Sales to EEA Retail Investors

Each Joint Bookrunner has severally represented, warranted and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes to any retail investor in the EEA. For these purposes the expression “retail investor” means a person who is one (or more) of the following:

- (a) a retail client as defined in point (11) of Article 4(1) of MiFID II; or
- (b) a customer within the meaning of the IDD, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

Republic of Uzbekistan

Each Joint Bookrunner has severally represented, warranted and undertaken with the Issuer and each other Joint Bookrunner that it has not offered and will not offer the Notes for circulation, distribution, placement, sale or purchase on the territory of the Republic of Uzbekistan.

Singapore

Each Joint Bookrunner has acknowledged that this Offering Memorandum has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Joint Lead Manager has severally represented, warranted and undertaken with the Issuer that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Memorandum or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA.

General

Neither the Issuer nor any Joint Bookrunner has made any representation that any action has been or will be taken in any jurisdiction by the Joint Bookrunners or the Issuer that would permit a public offering of the Notes, or possession or distribution of this Offering Memorandum (in preliminary, proof or final form) or any other offering or publicity material relating to the Notes (including roadshow materials and investor presentations), in any country or jurisdiction where action for that purpose is required. Each Joint Bookrunner has agreed that it will comply to the best of its knowledge and belief in all material respects with all applicable laws and regulations in each jurisdiction in which it acquires, offers, sells or delivers Notes or has in its possession or distributes this Offering Memorandum (in preliminary, proof or final form) or any such other material, in all cases at its own expense.

INDEPENDENT AUDITORS

The Annual Financial Statements included elsewhere in this Offering Memorandum have been audited by Deloitte & Touche Audit Organization LLC, independent auditors, as stated in their reports appearing herein.

The Interim Financial Statements included in this Offering Memorandum have been reviewed by Deloitte, independent auditors, have applied limited procedures in accordance with auditing standards applicable for a review of such information. However, as stated in their review report appearing herein, they did not audit and they do not express an audit opinion on the Interim Financial Statements. Accordingly, the degree of reliance on their report on the Interim Financial Statements should be restricted in light of the limited nature of the review procedures applied.

The address of Deloitte is 75 Mustakillik Avenue, Tashkent 100000, Republic of Uzbekistan. Deloitte is included in the Register of audit organisations of the Ministry of Economy and Finance from 8 June 2021.

GENERAL INFORMATION

- (1) The issue of the Notes was authorised by a written resolution of the Supervisory Board of the Issuer dated 6 October 2025.
- (2) The Notes have been accepted for clearance through DTC, Euroclear and Clearstream, Luxembourg.
- (3) The indication of yield in relation to the Notes is 7.375 per cent. per annum. This yield is calculated at the Closing Date on the basis of the Issue Price. It is not an indication of future yield.
- (4) The ISIN of the Regulation S Global Note is XS3187746097 and the Common Code of the Regulation S Global Note is 318774609. The ISIN of the Rule 144A Global Note is US46653NAB82, the Common Code of the Rule 144A Global Note is 318318158 and the CUSIP of the Rule 144A Global Note is 46653NAB8.
- (5) The Legal Entity Identifier is 25490082QA3E2MKBZI88.
- (6) There has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2024 and no significant change in the financial performance and the financial position of the Issuer or the Group since 30 June 2025 and to the date of this Offering Memorandum.
- (7) Save as disclosed in this Offering Memorandum under “*Description of the Group—Litigation*”, as at the date of this Offering Memorandum, there are no, and have not been any, governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), during the 12 months prior to the date of this Offering Memorandum which may have, or have had in the recent past, a significant effect on the financial position or profitability of the Issuer or the Group.
- (8) For so long as any Notes are outstanding, copies of the following will be available for inspection on the Issuer’s website (<https://www.uzautomotors.com/investors>):
 - a copy of this Offering Memorandum along with any supplement to this Offering Memorandum;
 - the charter documents of the Issuer; and
 - the Financial Statements, including the related independent auditor’s reports in respect thereof.
- (9) For so long as any Notes are outstanding, copies of the following will be available for inspection, and may be obtained free of charge, during normal business hours on any weekday, (i) at the specified office of the Principal Paying Agent in London or (ii) electronically from the Issuer or the Principal Paying Agent:
 - the Trust Deed to be entered into with the Trustee; and
 - the Paying Agency Agreement to be entered into with the paying agents and the Trustee.

This Offering Memorandum will also be published on the website of the Regulatory News Service operated by the London Stock Exchange at <https://www.londonstockexchange.com/news?tab=news-explorer>.
- (10) No natural or legal person has an interest that is material to the issue of the Notes.
- (11) The Issuer has obtained all necessary consents, approvals and authorisations in Uzbekistan in connection with its entry into, and performance of its obligations under, the Trust Deed and the Agency Agreement.
- (12) There are no material contracts entered into other than in the ordinary course of the Issuer’s business, which could result in any member of the Group being under an obligation or entitlement that is material to the Issuer’s ability to meet its obligations to Noteholders under the Notes.

- (13) Where information in this Offering Memorandum has been sourced from third parties, this information has been accurately reproduced and, as far as the Issuer is aware and is able to ascertain from the information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading. The source of third-party information is identified where used.
- (15) The language of this Offering Memorandum is English. Certain legislative references and technical terms have been cited in their original language in order that the correct technical meaning may be ascribed to them under applicable law.
- (16) The Issuer does not intend to provide any post-issuance transaction information regarding the Notes.
- (17) Citibank Europe Plc will act as Registrar in relation to the Notes.
- (18) There are no potential conflicts of interest between any duties of the members of the administrative, management or supervisory bodies of the Issuer towards the Issuer and their private interests and/or other duties.
- (19) The Joint Bookrunners and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with and may perform services of the Issuer in the ordinary course of business. In the ordinary course of their business activities, the Joint Bookrunners and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investments and securities activities may involve securities and instruments of the Issuer.

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JSC “UZAUTO MOTORS”

Interim Condensed Consolidated Financial Information for the six
months period ended 30 June 2025 (unaudited)

JSC “UZAUTO MOTORS”

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JSC "UZAUTO MOTORS"

STATEMENT OF MANAGEMENT'S RESPONSIBILITIES FOR THE PREPARATION AND APPROVAL OF THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION FOR SIX MONTHS ENDED 30 JUNE 2025 (UNAUDITED)

Management of Joint Stock Company "UZAUTO MOTORS" (the "Company") is responsible for the preparation and presentation of the interim condensed consolidated financial information that presents the consolidated financial position of JSC "UZAUTO MOTORS" and its subsidiaries (the "Group") as at 30 June 2025, and the results of its operations, changes in equity and cash flows for the six months then ended, in accordance with International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34").

In preparing the interim condensed consolidated financial information, management is responsible for:

- properly selecting and applying accounting policies;
- presenting information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- compliance with the requirements of IAS 34 and providing additional disclosures when compliance with the specific requirements of IAS 34 are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group's financial position and financial performance; and
- making an assessment of the Group's ability to continue as a going concern.

Management is also responsible for:

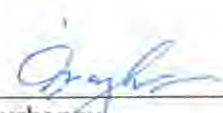
- designing, implementing and maintaining an effective and sound system of internal controls, throughout the Group;
- maintaining adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the interim condensed consolidated financial position of the Group, and which enable them to ensure that the interim condensed consolidated financial information of the Group comply with IAS 34;
- maintaining statutory accounting records in compliance with legislation and accounting standards of the Republic of Uzbekistan;
- taking such steps as are reasonably available to them to safeguard the assets of the Group; and
- preventing and detecting fraud and other irregularities.

The interim condensed consolidated financial information of the Group for the six months period ended 30 June 2025 was approved by management on 30 September 2025.

On behalf of management:


J. Kovacs
General Director
Tashkent, Uzbekistan


J.G. Yuldashev
Chief Financial Officer
Tashkent, Uzbekistan


I.I. Burhanov
Chief Accountant
Tashkent, Uzbekistan

REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

To the Shareholders of Joint Stock Company “UzAuto Motors”:

Introduction

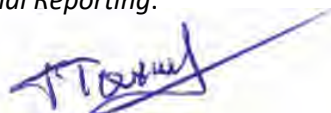
We have reviewed the accompanying interim condensed consolidated statement of financial position of Joint Stock Company “UzAuto Motors” and its subsidiaries (the “Group”) as at 30 June 2025 and the related interim condensed consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the six months then ended, and selected explanatory notes. Management is responsible for the preparation and presentation of this interim condensed consolidated financial information in accordance with International Accounting Standard (“IAS”) 34, *Interim Financial Reporting*. Our responsibility is to express a conclusion on this interim condensed consolidated financial information based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim condensed consolidated financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial information is not prepared, in all material respects, in accordance with IAS 34 *Interim Financial Reporting*.



“Deloitte & Touche” Audit Organization LLC is included in the Register of auditing organizations of the Ministry of Economy and Finance of the Republic of Uzbekistan from 8 June 2021

Turgunboy Tokhirov
Qualified Auditor



30 September 2025
Tashkent, Uzbekistan

Auditor qualification certificate authorizing audit of companies, #05422 dated 20 August 2016 issued by the Ministry of Economy and Finance of the Republic of Uzbekistan

Acting Director
“Deloitte & Touche” Audit Organization LLC

JSC "UZAUTO MOTORS"

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2025 (UNAUDITED) (in thousands of US Dollars)

	Notes	30 June 2025 (unaudited)	31 December 2024
ASSETS			
Non-current assets			
Property, plant and equipment	8	368,477	391,783
Intangible assets		1,536	1,639
Restricted deposits	11	14,042	29,233
Bank deposits	10	98,245	166,939
Trade and other receivables	14	115,059	137,340
Loans issued		6,387	271
Other non-current assets		74,854	85,730
Investment in associate		10,410	9,695
Total non-current assets		689,010	822,630
Current assets			
Cash and cash equivalents	12	44,157	42,792
Restricted cash	13	9,842	15,779
Bank deposits	10	16	97,480
Restricted deposits	11	31,564	13,875
Loans issued		2,758	2,787
Trade and other receivables	14	377,257	310,380
Advances paid to suppliers		99,038	164,887
Inventories	15	1,243,445	993,493
Total current assets		1,808,077	1,641,473
TOTAL ASSETS		2,497,087	2,464,103
EQUITY			
Share capital	16	358,144	358,144
Share premium	16	4,643	4,643
Additional paid in capital	16	131,731	131,731
Other reserves	16	96,604	96,604
Retained earnings		686,294	531,479
Cumulative translation differences		(192,403)	(214,377)
Equity attributable to the Company's owners		1,085,013	908,225
Non-controlling interest		-	576
TOTAL EQUITY		1,085,013	908,801
LIABILITIES			
Non-current liabilities			
Borrowings	18	74,732	364,025
Deferred income tax liability		16,823	16,176
Other non-current liabilities		3,873	3,794
Total non-current liabilities		95,428	383,995
Current liabilities			
Borrowings	18	459,610	68,633
Trade and other payables	19	654,822	608,267
Income tax payable		11,172	3,138
Other taxes payables		6,708	4,160
Contract liabilities	20	132,027	358,718
Dividends and in-kind distributions		49,622	124,951
Other liabilities		2,685	3,440
Total current liabilities		1,316,646	1,171,307
TOTAL LIABILITIES		1,412,074	1,555,302
TOTAL EQUITY AND LIABILITIES		2,497,087	2,464,103

Approved for issue and signed on 30 September 2025

J. Kovacs
General Director
Tashkent, Uzbekistan

J.G. Yuldashev
Chief Financial Officer
Tashkent, Uzbekistan

I.I. Burhanov
Chief Accountant
Tashkent, Uzbekistan

The accompanying notes are an integral part of this interim condensed consolidated financial information.

JSC "UZAUTO MOTORS"

INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR SIX MONTHS ENDED 30 JUNE 2025 (UNAUDITED)

(in thousands of US Dollars)

	Notes	30 June 2025 (unaudited)	30 June 2024 (unaudited)
Revenue from contracts with customers	21	1,643,727	1,868,937
Cost of sales	22	(1,452,038)	(1,568,822)
Gross profit		191,689	300,115
General and administrative expenses		(31,763)	(31,962)
Selling expenses		(49,567)	(53,065)
Expected credit recovery/(losses) on trade and other receivables	14	11,602	(9,181)
Loss on decrease in share of associate		-	(4,268)
Share of results of associate		501	(156)
Other operating income, net		11,325	2,138
Operating profit		133,787	203,621
Finance income		44,227	29,671
Finance costs		(22,940)	(24,003)
Net foreign exchange gain/(loss)		15,841	(4,634)
Profit before income tax		170,915	204,655
Income tax expense	23	(24,326)	(27,952)
Profit for the year		146,589	176,703
Other comprehensive loss:			
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translation to presentation currency		21,974	(13,430)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		168,563	163,273
Profit is attributable to:			
- Owners of the Company		146,595	176,708
- Non-controlling interest		(6)	(5)
Total comprehensive income is attributable to:			
- Owners of the Company		168,569	163,278
- Non-controlling interest		(6)	(5)
Profit for the year attributable to owners of the Company	17	146,595	176,708
- Basic and dilutive earnings per share in US Dollars		0.54	0.65

Approved for issue and signed on 30 September 2025.


J. Kovacs
General Director
Tashkent, Uzbekistan


J.G. Yuldashev
Chief Financial Officer
Tashkent, Uzbekistan


I.I. Burhanov
Chief Accountant
Tashkent, Uzbekistan

The accompanying notes are an integral part of this interim condensed consolidated financial information.

JSC "UZAUTO MOTORS"

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE SIX MONTHS ENDED 30 JUNE 2025 (UNAUDITED) (In thousands of US Dollars)

	Attributable to owners of the Company						Non-controlling interest	Total
	Share capital	Share premium	Additional paid in capital	Other reserves	Cumulative translation differences	Retained earnings		
Balance at 31 December 2023	358,144	4,643	131,731	96,604	(175,220)	370,292	519	786,713
Profit for the period	-	-	-	-	-	176,708	(5)	176,703
Other comprehensive (loss) for the period	-	-	-	-	(13,430)	-	-	(13,430)
Total comprehensive income for the period	-	-	-	-	(13,430)	176,708	(5)	163,273
Adjustment arising from change in non-controlling interest	-	-	-	-	-	(82)	82	-
Charity and sponsorship in accordance with orders of state regulatory and supervisory authorities	-	-	-	-	-	(33,269)	-	(33,269)
Balance at 30 June 2024 (unaudited)	358,144	4,643	131,731	96,604	(188,650)	513,649	596	916,717
Balance at 31 December 2024	358,144	4,643	131,731	96,604	(214,377)	531,480	576	908,801
Profit for the period	-	-	-	-	-	146,595	(6)	146,589
Other comprehensive gain for the period	-	-	-	-	21,974	-	-	21,974
Total comprehensive income for the period	-	-	-	-	21,974	146,595	(6)	168,563
Elimination of non-controlling interest on disposal	-	-	-	-	-	-	(570)	(570)
Distribution of non-cash assets to shareholders (Note 9)	-	-	-	-	-	(20,125)	-	(20,125)
Dividends declared	-	-	-	-	-	(20,402)	-	(20,402)
Reversal of previous charity distribution	-	-	-	-	-	78,393	-	78,393
Charity and sponsorship in accordance with orders of state regulatory and supervisory authorities	-	-	-	-	-	(29,647)	-	(29,647)
Balance at 30 June 2025 (unaudited)	358,144	4,643	131,731	96,604	(192,403)	686,294	-	1,085,013

Approved for issue and signed on 30 September 2025.

J. Kovacs
General Director
Tashkent, Uzbekistan

J.G. Muidashev
Chief Financial Officer
Tashkent, Uzbekistan

I.I. Burhanov
Chief Accountant
Tashkent, Uzbekistan

The accompanying notes are an integral part of this interim condensed consolidated financial information.

JSC "UZAUTO MOTORS"

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE SIX MONTHS ENDED 30 JUNE 2025 (UNAUDITED) (in thousands of US Dollars)

	Notes	30 June 2025 (unaudited)	30 June 2024 (unaudited)
Cash flows from operating activities			
Profit before income tax		170,915	204,655
Adjustments for:			
Share of results of associates		(501)	156
Depreciation of property, plant and equipment		32,974	30,292
Amortisation of intangible assets		330	332
Loss on disposal of property, plant and equipment		903	162
Expected credit (gain)/loss on trade receivables	14	(11,602)	9,181
Loss on decrease in share of associate		-	4,268
Net foreign exchange gain		(15,841)	4,634
Finance income		(44,227)	(29,671)
Finance costs		22,940	24,003
Operating cash flows before working capital changes		155,891	248,012
Net change in:			
Trade and other receivables		(24,814)	(882)
Advances paid to suppliers		60,875	9,822
Inventories		(233,396)	(69,391)
Restricted deposits		(1,394)	209,491
Restricted cash		5,984	(1,542)
Other non-current assets		11,065	16,542
Trade and other payables		50,772	(247,728)
Contract liabilities		(224,822)	(333,812)
Taxes and related charges payable		1,384	(591)
Other liabilities		(1,232)	(1,205)
Operating cash inflows after working capital changes		(199,687)	(171,284)
Interest paid on borrowings		(7,855)	(13,988)
Interest paid on trade payables		(9,411)	(9,390)
Interest received		16,483	29,225
Income tax paid		(16,205)	(29,264)
Net cash used in operating activities		(216,675)	(194,701)
Cash flows from investing activities			
Purchase of property, plant and equipment		(17,301)	(29,791)
Proceeds from sale of property, plant and equipment		606	226
Purchase of intangible assets		(196)	(7,203)
Loans issued		(6,009)	-
Repayment of loans issued		98	8,594
Bank deposits placements		(99,489)	(254,751)
Proceeds from matured bank deposits		267,011	438,761
Net cash from investing activities		144,720	155,836
Cash flows from financing activities			
Proceeds from borrowings		108,942	-
Repayment of borrowings		(7,559)	(3,337)
Dividends paid		(274)	(6,288)
Charity and sponsorship in accordance with orders of state regulatory and supervisory authorities		(27,547)	(6,439)
Net cash from/(used in) financing activities		73,562	(16,064)
Effect of exchange rate changes on cash and cash equivalents		(985)	21,644
The effect of translation to presentation currency		743	(9,900)
Net (decrease)/increase in cash and cash equivalents		1,365	(43,185)
Cash and cash equivalents at the beginning of the year	12	42,792	55,522
Cash and cash equivalents at the end of the period	12	44,157	12,337

Approved for issue and signed on 30 September 2025.

J. Kovacs
General Director
Tashkent, Uzbekistan

J.G. Yunushev
Chief Financial Officer
Tashkent, Uzbekistan

I.I. Burhanov
Chief Accountant
Tashkent, Uzbekistan

The accompanying notes are an integral part of this interim condensed consolidated financial information.

JSC “UZAUTO MOTORS”

SELECTED EXPLANATORY NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION FOR THE SIX MONTHS ENDED 30 JUNE 2025 (UNAUDITED) (in thousands of US Dollars, unless otherwise stated)

1. GENERAL INFORMATION

Organisation and operations

JSC “UzAuto Motors” (the “Company”) and its subsidiaries (together referred to as the “Group”) manufacture vehicles, and sell vehicles and spare parts, under the brand of Chevrolet to dealers and distributors mainly in Uzbekistan and Kazakhstan.

The Company was established as a joint venture company with Daewoo Motors Company in March 1993. In October 2005, the Company became wholly owned by JSC “Uzavtosanoat” (the “Ultimate Parent Company”). Based on the Decree of the President of the Republic of Uzbekistan # PP-800, the Company was recognised as a joint stock company “General Motors Uzbekistan” and is domiciled in Uzbekistan. The Company changed its name from JSC “General Motors Uzbekistan” to JSC “UzAuto Motors” effective from 1 July 2019.

In October 2017, the Ultimate Parent Company and General Motors Company, USA (“GM”) agreed to create the GM Alliance, which is a new cooperation platform that meets the needs of the Uzbekistan growing automotive industry. GM Alliance also provides an access to GM’s automotive technologies and know-how. Within the GM Alliance, the Ultimate Parent Company assumes full control over operating activity in the production of cars and car engines. On 25 August 2020, the Ultimate Parent Company agreed to establish an immediate Parent Company of the Group – “UzAuto Passenger Vehicles Management” LLC (the “Immediate Parent Company”). The Immediate Parent Company is the sole shareholder of the Company.

As at 30 June 2025, the ultimate controlling party is the Government of the Republic of Uzbekistan represented by the Ministry of Economy and Finance of the Republic of Uzbekistan.

The Company’s registered address is 81 Xumo Street, Asaka, Andijan region, Republic of Uzbekistan. The Group’s manufacturing facilities are primarily based in Asaka (Andijan Region), Pitnak city (Khorezm Region) and Tashkent, Uzbekistan. Eight automobile models under the Chevrolet brand were produced in these facilities during 2025 and 2024. The maximum production capacity of the Company is approximately 430 thousand vehicles annually.

As at the end of the reporting period, the Company owns the following subsidiaries and associate:

	Nature of business	Percentage of voting rights	Percentage of ownership	Country of registration
Subsidiaries as of 30 June 2025				
"Research and Development Center" LLC	Research and development	100.00%	100.00%	Uzbekistan
"Avtosanoat-Injiniring" LLC	Construction	0%	0%	Uzbekistan
Associates as of 30 June 2025				
"Uzlogistic" LLC	Logistic services	32.24%	32.24%	Uzbekistan
Subsidiaries as of 31 December 2024				
"Research and Development Center" LLC	Research and development	100.0%	100.0%	Uzbekistan
"Avtosanoat-Injiniring" LLC	Construction	97.64%	97.64%	Uzbekistan
Associates as of 31 December 2024				
"Uzlogistic" LLC	Logistic services	32.24%	32.24%	Uzbekistan

JSC “UZAUTO MOTORS”

SELECTED EXPLANATORY NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION FOR THE SIX MONTHS ENDED 30 JUNE 2025 (UNAUDITED) *(in thousands of US Dollars, unless otherwise stated)*

On 21 January 2025, the Supervisory Board of the Group decided to dispose of JSC “UzAuto Motors” ownership interest in “Avtosanoat-Injiniring” LLC.

On 7 April 2025, pursuant to the Transfer Act, the ownership interest was transferred to the Agency for State Asset Management. As a result, JSC “UzAuto Motors” ownership interest decreased from 97.64% to 0.0%.

Business environment

Emerging markets such as the Republic of Uzbekistan are subject to different risks than more developed markets, including economic, political and social, and legal and legislative risks. Laws and regulations affecting businesses in the Republic of Uzbekistan continue to change rapidly, while tax and regulatory frameworks are subject to varying interpretations. The future economic direction of Uzbekistan is heavily influenced by the fiscal and monetary policies adopted by the government, together with developments in the legal, regulatory, and political environment.

Because Uzbekistan produces and exports gold in large volume, its economy is sensitive to the global gold price, which fluctuated significantly in 6 months of 2025, averaging 3,281 US Dollar per troy ounce (in 6 months of 2024, 2,343 US Dollar per troy ounce).

The military and political conflict between Russia and Ukraine escalated in early 2022. As a result, several countries introduced economic sanctions against Russia and Belarus, including measures to ban new investment and restrict interaction with major financial institutions and many state enterprises.

Since a significant portion of remittances to Uzbekistan comes from Russia, fluctuations in their flow depend on the nature of the sanctions imposed, their impact on the Russian economy, and the devaluation of the Russian ruble. Because these factors change from year to year, the exact impact on Uzbekistan's financial environment remains uncertain and difficult to predict.

Uzbekistan is currently taking significant steps to join the World Trade Organization, which may significantly change market rules for local players and open up new opportunities to participants from outside of Uzbekistan. The process may require significant changes in national legislation.

At the end of 2025, Uzbekistan's gross domestic product (“GDP”) is expected to grow by 6.7% (2023: 6.5%). Inflation in the country decreased to 8.9% per annum in 2025 (2024: 10.5%). In March 2025, the Central Bank of the Republic of Uzbekistan increased base rate to 14% per annum compared to 13.5% per annum at the beginning of the period.

Management of the Group is monitoring developments in the economic, political, and geopolitical situation and taking measures it considers necessary to support the sustainability and development of the Group's business for the foreseeable future. However, the consequences of these events and related future changes may have a significant impact on the Group's operations.

SELECTED EXPLANATORY NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION FOR THE SIX MONTHS ENDED 30 JUNE 2025 (UNAUDITED)
(in thousands of US Dollars, unless otherwise stated)

2. BASIS OF PREPARATION

This interim condensed consolidated financial information for the six months ended 30 June 2025 has been prepared in accordance with International Accounting Standard 34 (“IAS 34”) Interim Financial Reporting issued by the International Accounting Standards Board (“IASB”).

This interim condensed consolidated financial information was authorised for issue by the management on 30 September 2025.

Going concern

This interim condensed consolidated financial information has been prepared on the going concern basis as the Group’s management has at the date of approval of this interim condensed consolidated financial information, a reasonable expectation that the Group has adequate resources to continue in operational existence for at least the next 12 months from the date of the interim condensed consolidated financial information.

In assessing its going concern status, management of the Group has taken into account its financial position, expected future trading performance, its borrowings and other available credit facilities, its forecast compliance with covenants on those borrowings and its capital expenditure commitments and future expansion plans.

3. MATERIAL ACCOUNTING POLICIES

This interim condensed consolidated financial information is to be read in conjunction with the Group’s annual financial statements for the year ended 31 December 2024. This interim condensed consolidated financial information does not include all the information and disclosures required in the annual financial statements. The Group omitted disclosures, which would substantially duplicate the information contained in its audited annual financial statement for 2024 prepared in accordance with IFRS Accounting Standards as issued by IASB, such as accounting policies and details of accounts, which have not changed significantly in amount or composition.

4. CRITICAL ACCOUNTING ESTIMATES, AND JUDGEMENTS IN APPLYING ACCOUNTING POLICIES

No changes to the estimates and judgements were made as compared to those made in the annual consolidated financial statements for the year ended 31 December 2024. The area of the most significant management judgment remains as the liability and litigation risks, which involves the determination of the ongoing legal proceedings, outcomes, and probability of related outflow of resources embodying economic benefits. For more details refer to Note 24.

5. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs)

Below is the list of standards, amendments and interpretations that are applicable for the reporting periods commencing on 1 January 2025:

JSC “UZAUTO MOTORS”

SELECTED EXPLANATORY NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION FOR THE SIX MONTHS ENDED 30 JUNE 2025 (UNAUDITED) (in thousands of US Dollars, unless otherwise stated)

<i>New or revised standard or interpretation</i>	<i>Applicable to annual reporting periods beginning on or after</i>
Amendments to IAS 21 – “Lack of Exchangeability”	1 January 2025
Amendments to the SASB standards to enhance their international applicability	1 January 2025

The following standards, amendments and interpretations had been issued but were not mandatory for annual reporting periods commencing on 1 January 2025:

<i>New or revised standard or interpretation</i>	<i>Applicable to annual reporting periods beginning on or after</i>
Amendments to IFRS 7 and IFRS 9 – “Classification and measurement of financial instruments”	1 January 2026
Amendments to IFRS 18 – “Presentation and Disclosures in Financial Statements”	1 January 2027
Amendments to IFRS 19 – “Non-public subsidiaries: disclosure of information”	1 January 2027
Amendments to IFRS 10 and IAS 28 – “Sale or Contribution of Assets between an Investor and its Associate or Joint Venture”	Date not determined
Annual improvements to IFRS standards in 2024	1 January 2026

The Group does not currently expect these standards, amendments and interpretations to have a material impact on the Group’s financial statements except for IFRS 18 where the effects are being analysed by management. The application of the standard will result in changes to the structure of the statement of profit and loss. It will also change the starting value for the statement of cash flows and require additional disclosures.

6. SEGMENT INFORMATION

The Group’s Executive Board (the Chief Operating Decision Maker (CODM)) examines the Group’s performance from a product perspective and has identified three reportable segments of its business:

- Complete Knock Down (CKD) – manufacturing of automobiles in Asaka and Pitnak regions and selling them in Uzbekistan and Kazakhstan. The models include Chevrolet Damas, Cobalt, Onix and Tracker;
- Single Unit Pack (SUP basis) – selling imported automobiles on a local market. The models include Chevrolet Tahoe, Traverse, Equinox, Captiva and Malibu which are imported from Thailand, China, Republic of Korea and USA.

The CODM does not review the segments by assets. All other segments – manufacturing and sale of spare parts in Uzbekistan and Kazakhstan and other activities, which are not reportable operating segments, as they are not separately reviewed by the Executive Board to make decisions about resources to be allocated and assess its performance. The group does not have material operations outside of the Republic of Uzbekistan.

All other segments – manufacturing and sale of spare parts in Uzbekistan and Kazakhstan and other activities, which are not reportable operating segments, as they are not separately reviewed by the Executive Board in order to make decisions about resources to be allocated and assess its performance.

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The CODM review the Group’s internal reporting in order to assess performance and allocate resources. Internal reporting is based on measures that are different from measures used in this interim condensed consolidated financial information.

Segment information for the reportable segment profit and loss for the six months ended 30 June 2025 is set out below:

	CKD Asaka	CKD Pitnak	SUP	Total
Revenue from contracts with customers	1,291,957	323,679	28,829	1,644,465
Cost of sales	(1,125,313)	(228,202)	(24,864)	(1,378,379)
Selling, general and administrative expenses	(154,192)	(25,161)	(1,842)	(181,195)
Other operating income	14,036	131	303	14,470
Finance income	42,170	1	-	42,171
Finance cost	(19,991)	(2,546)	(18)	(22,555)
Net foreign exchange gain	11,575	956	99	12,630
Segment profit before income tax (unaudited)	60,242	68,858	2,507	131,607

Segment information for the reportable segment profit and loss for the six months ended 30 June 2024 is set out below:

	CKD Asaka	CKD Pitnak	SUP	Total
Revenue from contracts with customers	1,385,142	379,585	99,219	1,863,946
Cost of sales	(1,160,164)	(267,891)	(82,086)	(1,510,141)
Selling, general and administrative expenses	(166,379)	(20,693)	(3,156)	(190,228)
Other operating income	3,439	165	154	3,757
Finance income	28,867	-	-	28,868
Finance cost	(21,343)	(2,302)	(209)	(23,853)
Net foreign exchange loss	19,733	(672)	(9,796)	9,265
Segment profit before income tax (unaudited)	89,295	88,192	4,126	181,614

Segment profit before income tax reconciles to IFRS profit before income tax as follows:

	30 June 2025 (unaudited)	30 June 2024 (unaudited)
Profit before income tax	131,607	181,614
Depreciation	(3,656)	(3,134)
Net remeasurement of loss allowance	11,602	(9,181)
Reclassification of in-kind distribution	29,647	33,269
Other gains	1,715	2,087
Profit before income tax	170,915	204,655

7. BALANCES AND TRANSACTIONS WITH RELATED PARTIES

Parties are generally considered to be related if the parties are under common control or if one party has the ability to control the other party or can exercise significant influence or joint control over the other party in making financial and operational decisions. In considering each possible related party relationship, attention is directed to the substance of the relationship, not merely the legal form.

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Related parties may enter into transactions, which unrelated parties might not, and transactions between related parties may not be affected on the same terms, conditions and amounts as transactions between unrelated parties.

As at 30 June 2025 (unaudited), the outstanding balances with related parties specified below were as follows:

	Parent Company	Companies under common control and significant influence of the Parent Company	Total
Loans issued	-	248	248
Trade and other receivables	68	1,255	1,323
Advances paid to suppliers	-	7,599	7,599
Trade and other payables	4,618	39,851	44,469
Dividends payable	49,552	7	49,559

The transactions with related parties for the period ended 30 June 2025 (unaudited) were as follows:

	Parent Company	Companies under common control and significant influence of the Parent Company	Total
Sales of goods	-	9,530	9,530
Other income	-	108	108
Purchases from suppliers	-	325,173	325,173

As at 31 December 2024, the outstanding balances with related parties were as follows:

	Parent Company	Companies under common control and significant influence of the Parent Company	Total
Loans issued	-	522	522
Trade and other receivables	66	8,445	8,511
Advances paid to suppliers	-	43,323	43,323
Borrowings	5,191	-	5,191
Trade and other payables	60	44,794	44,854
Dividends payable	239	2	241

The transactions with related parties for the period ended 30 June 2024 (unaudited) were as follows:

	Parent Company	Companies under common control and significant influence of the Parent Company	Total
Sales of goods	-	20,674	20,674
Other income	-	178	178
Purchases from suppliers	-	773,844	773,844
Dealer's commission	-	7,846	7,846
Finance income	-	24	24

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The Group is a government related entity, as it is ultimately controlled by the Government of the Republic of Uzbekistan. Therefore, in respect of other related parties' transactions except for those disclosed above, the Group chose to apply the exemption in IAS 24 Related Party Disclosures in relation to its government related transactions and outstanding balances, including commitments.

The table below summarizes individually significant government related balances:

	30 June 2025 (unaudited)	31 December 2024
Cash and cash equivalents	9,754	32,911
Restricted cash	9,842	15,779
Restricted deposits	23,992	27,675
Bank deposits	71,123	126,843
Total individually significant government related balances	114,711	203,208

Other government related balances and transactions that are collectively, but not individually, significant are represented by tax, customs, utility and similar charges.

Key management compensation

Key management includes General Director, members of the Executive Board and the Chief Accountant.

Key management compensation is presented below:

	30 June 2025 (unaudited)	30 June 2024 (unaudited)
Short-term benefits:		
Salaries	414	1,362
Short-term bonuses	168	163
State pension and social security costs	66	183
Total key management compensation	648	1,708

8. PROPERTY, PLANT AND EQUIPMENT

Total capital expenditures for the purchase of equipment, leasehold improvements and capacity expansion works for the six-month period ended 30 June 2025 and 2024, amounted to US Dollars 17,302 thousand and US Dollars 29,802 thousand, respectively.

Disposals of property for the six-month period ended 30 June 2025, and 2024, were US Dollars 1,451 thousand and US Dollars 388 thousand, respectively.

As at 30 June 2025, machinery and equipment includes assets, such as production accessories tools leased out in the amount of US Dollars 57,014 thousand (31 December 2024: US Dollars 61,978 thousand).

As at 30 June 2025, the gross carrying amount of fully depreciated property, plant and equipment still in use is US Dollars 288,637 thousand (31 December 2024: US Dollars 282,956 thousand).

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9. DISPOSAL OF SUBSIDIARY

On 7 April 2025, the Group transferred of its 97.64% interest in “AvtoSanoat Injiniring” LLC (to State Assets Management Agency of the Republic of Uzbekistan (SAMA). The group has recognized this transfer as non-cash transfer to shareholders for US Dollars 20,125 thousand. As a result of the transaction, the Group lost control over the subsidiary and derecognised its assets, liabilities, and related non-controlling interest.

Assets	7 April 2025 (unaudited)
Property, plant and equipment	13,786
Bank deposits	405
Inventories	9,978
Trade and other receivables	8,021
Advances paid to suppliers	7,160
Total assets	39,350
Liabilities	7 April 2025 (unaudited)
Trade and other payables	6,521
Contract liability	5,081
Borrowings	7,158
Total Liabilities	18,760
NCI	570
Total distribution value	20,020
Translation difference	105
Total distribution value without translation difference	20,125

10. BANK DEPOSITS

Bank deposits balances are mainly saving deposits with local banks. The credit quality of bank deposits balances at period end is summarised based on Moody’s and Fitch ratings as follows:

	30 June 2025 (unaudited)	31 December 2024
- Ba3 rating (Moody's)	71,123	128,843
- B1 rating (Moody's)	16,450	100,714
- B+ rating (S&P)	10,688	-
- B rating (S&P)	-	34,862
Total bank deposits	98,261	264,419
Less short-term portion	(16)	(97,480)
Total long-term bank deposits	98,245	166,939

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11. RESTRICTED DEPOSITS

Restricted deposits mainly consist of deposits placed with JSCB “Infinbank” (rated B1 by Moody’s) in the amount of US Dollars 18,719 thousands (31 December 2024: US Dollars 24,125). Mainly these deposits are held to support the issuance of car loans by the banks as a part of sales promotion initiative.

12. CASH AND CASH EQUIVALENTS

	30 June 2025 (unaudited)	31 December 2024
Cash and cash equivalents in UZS	30,477	31,125
Cash and cash equivalents in foreign currencies	13,680	11,667
Total cash and cash equivalents	44,157	42,792

The credit quality of cash and cash equivalents balances at year end is summarised based on Moody’s and S&P’s ratings as follows:

	30 June 2025 (unaudited)	31 December 2024
- Ba3 rating (Moody's)	9,745	32,903
- B1 rating (Moody's)	14,288	6,918
- B+ rating (S&P)	20,115	2,963
- BB-/B rating (S&P)	9	8
Total cash and cash equivalents	44,157	42,792

13. RESTRICTED CASH

Restricted cash are cash resources in the amount of US Dollars 9,842 thousand (2024: US Dollars 15,779 thousand) in JSCB “Asaka” (Ba3 - Moody's), which are subject to restrictions stipulated by the regulations of the letter of credit transaction with JSCB “Asaka”. Therefore, they are not available for immediate or general business use by the Group until the full execution of contracts with suppliers.

14. TRADE AND OTHER RECEIVABLES

	30 June 2025 (unaudited)	31 December 2024
Trade receivables from individuals	342,620	261,183
Trade receivables from legal entities	108,980	108,886
Other financial receivables	46,595	76,118
Less expected credit loss allowance	(19,007)	(30,193)
Total financial assets within trade and other receivables	479,188	415,994
Prepayments	13,128	31,726
Total trade and other receivables	492,316	447,720
Less long-term portion	(115,059)	(137,340)
Total short-term trade and other receivables	377,257	310,380

Trade receivables from individuals mainly represents sale of finished goods on installment terms. The credit period on sales of goods is from 12 to 36 months. No interest is charged on outstanding trade receivables.

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Sales to domestic customers are mainly carried out under the terms of partial payment in advance that reduces exposure to credit risk. Sales to foreign customers are carried out under the terms of partial payment in advance and credit payment. Other financial receivables consist of receivables derived from activities other than the core business of the Group.

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery e.g., when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier.

Movement in the allowance for expected credit losses on trade and other receivables accounts are as follows:

	2025	2024
At 1 January	30,193	21,083
Net remeasurement of loss allowance	(11,602)	9,181
Effect of translation to presentation currency	416	(354)
At 30 June (unaudited)	19,007	29,910

The analysis of trade and other financial receivables is as follows:

	30 June 2025 (unaudited)	31 December 2024
Trade receivables secured by insurance against financial risks	342,620	261,183
Trade and other financial receivables not past due	130,785	146,541
<i>Trade and other receivables past due and collectively assessed</i>		
- less than 180 days overdue	5,653	8,547
- over 180 days overdue	13,529	24,624
Total trade and other financial receivables past due and collectively assessed, gross	19,182	33,171
Trade and other financial receivables individually determined to be impaired, gross	5,608	5,292
<i>Expected credit loss allowance</i>		
Allowance for expected credit losses assessed on portfolio basis	(7,670)	(19,566)
Allowance for expected credit losses assessed on an individual basis	(11,337)	(10,627)
Total expected credit loss allowance	(19,007)	(30,193)
Total financial assets within trade and other receivables	479,188	415,994

15. INVENTORIES

	30 June 2025 (unaudited)	31 December 2024
Goods in transit	163,178	148,368
Raw materials and spare parts	356,947	303,515
Finished goods	735,964	532,573
Work in progress	2,151	24,905
Total inventories	1,258,240	1,009,361
Less long-term portion	(14,795)	(15,868)
Total short-term inventories	1,243,445	993,493

As at 30 June 2025, non-current portion of inventory amounting to US Dollar 14,795 thousand (31 December 2024 US Dollars 15,868) is included in other non-current assets. The company expects to realise this portion of inventory in more than 12 months.

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16. SHARE CAPITAL AND OTHER RESERVES

Share capital

The nominal registered amount of the Company's issued share capital as at 30 June 2025 was US Dollars 358,144 thousand (31 December 2024: US Dollars 358,144 thousand). The Immediate Parent Company is the sole shareholder of the Company.

The total authorised number of ordinary shares at 30 June 2025 was 270,785 thousand shares (31 December 2024: 270,785 thousand shares) with a par value of Uzbekistan Sum 5,000 per share (31 December 2024: Uzbekistan Sum 5,000 per share). All authorised ordinary shares have been issued and fully paid and each ordinary share carries one vote. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the Company in proportion to the number of and amounts paid on the shares held.

The group also regularly transfers funds to government owned “Mahalla” charity fund. The amount to be transferred in 2025, was determined in the meeting of the board of directors of JSC Uzavtosanoat dated 10 February 2025. Previous amounts that were accrued but not paid to the Makhalla fund were reversed according to the decision of the board of directors of JSC Uzavtosanoat dated 26 February 2025.

Additional paid in capital mainly comprises the Trademark License Agreement contributed by General Motors, gains on borrowings at discounted interest rates from the Parent Company and other financing obtained from shareholders in the total amount of US Dollars 131,731 thousand (31 December 2024: US Dollars 131,731 thousand).

Other reserves include additional reserve funds formed on net profit of prior years in accordance with local legislation for US Dollars 96,604 thousand (31 December 2024: US Dollars 96,604 thousand).

17. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share (“EPS”) is based on the following data:

	30 June 2025 (unaudited)	30 June 2024 (unaudited)
Earnings:		
Earnings for the purposes of basic earnings per share being net profit attributable to owners of the Company	146,595	176,708
Earnings for the purposes of basic earnings per share	146,595	176,708
Number of shares:	30 June 2025 (unaudited)	30 June 2024 (unaudited)
Weighted average number of ordinary shares for the purposes of EPS	270,784,703	270,784,703

As of the date of the interim condensed consolidated financial information there were no financial instruments or other contracts that would entitle their holders to ordinary shares.

	30 June 2025	30 June 2024
Basic earnings per share (in US Dollars)	0.54	0.65

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18. BORROWINGS

	Carrying amounts	
	30 June 2025 (unaudited)	31 December 2024
Eurobonds due in 2026	303,193	303,153
Borrowings from banks	231,149	129,505
Total borrowings	534,342	432,658
Less short-term portion	(459,610)	(68,633)
Total long-term borrowings	74,732	364,025

Eurobonds due in 2026

The Group's Debt securities issued are US Dollars denominated quasi-sovereign unsecured corporate bonds in the amount of US Dollars 300,000 thousand, issued on 27 April 2021 on the London Stock Exchange under the Rule 144A and Reg S with coupon rate 4.85% and transaction cost of US Dollars 1,400 thousand. The maturity date of bonds is May 2026.

In accordance with the bond issuance agreement, there are a number of financial covenants, principally to have a consolidated net leverage ratio of less than 3.75, to not distributing more than 50% of accumulated net profit from the date of the agreement and non-financial covenants. As at 30 June 2025 (unaudited) and 31 December 2024, the Group was in compliance with the covenants.

US Dollar-denominated ECA facility made by UBS AG

The Group's ECA facility is a US Dollar-denominated facility agreement signed between the Group with UBS AG (after the merger of Credit Suisse by UBS AG) and Raiffeisen Bank International AG in the amount of US Dollars 48,000 thousand on 27 September 2022 for the purchase of property, plant and equipment. The maturity date is no later than December 2031.

In accordance with the agreement, there are a number of financial covenants, principally to have consolidated net leverage ratio of less than 3.75, debt service coverage ratio above 1.2, gearing ratio is no more than 2.25, to not distributing more than 50% of accumulated net profit from the date of the agreement and non-financial covenants. As at 30 June 2025 (unaudited) and 31 December 2024 the Group was in compliance with the covenants.

Senior unsecured syndicated term loan made by Deutsche Bank AG

On 24 August 2023, the senior unsecured syndicated facility agreement signed between the Group with Deutsche Bank AG as initial mandated Lead Arranger and JSC Halyk Bank of Kazakhstan as mandated Lead Arranger in the amount of US Dollars 100,000 thousand to facilitate funding of capacity increasing projects and the construction of new press shop facility. As at 30 June 2025, US Dollars 80,000 thousand has been remained under this agreement. The maturity date is September 2026.

In accordance with the agreement, there are a number of financial covenants, principally leverage shall not exceed 3.75 and an interest coverage ratio shall not be less than 5.00. As at 30 June 2025 (unaudited) and 31 December 2024, the Group was in compliance with the covenants.

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UZ Soum-denominated facility made by JSCB Kapitalbank

The group entered a new loan agreement with JSCB Kapitalbank on 25 May 2025 in the amount of UZS 1,000 billion to facilitate funding working capital. As at 30 June 2025, UZS Soum 1,000 billion has been drawn under this agreement. The maturity date is May 2027.

In accordance with the agreement, there is a financial covenant to maintain a daily balance of funds on all demand deposit accounts as well as on overnight savings deposit accounts opened in JSCB “Kapitalbank” in the amount of at least 25% of the balance of the loan debt to JSCB “Kapitalbank” under loan agreements in UZS currency. As at 30 June 2025 (unaudited), the Group was in compliance with the covenant.

Loan agreement with JSCB Ipoteka Bank

The group entered a new loan agreement with JSCB Ipoteka bank on 11 June 2025 in the amount of US Dollar 50,000 thousand for the procurement of spare parts to produce CKD models and to facilitate funding working capital. On 30 June 2025, US Dollar 32,227 thousand has been drawn under this agreement. The maturity date is May 2027.

In accordance with the agreement, there are a number of financial covenants, principally to have a consolidated net leverage ratio of less than 3.75, an interest coverage ratio higher than 5.00, to not distributing more than 50% of accumulated net profit. As at 30 June 2025 (unaudited), the Group was in compliance with the covenants.

19. TRADE AND OTHER PAYABLES

	30 June 2025 (unaudited)	31 December 2024
Trade payables	644,282	586,561
Other payables	10,540	21,706
Total trade and other payables	654,822	608,267

Trade payables mainly comprise amounts outstanding for short-term trade purchases and ongoing cost from the Group’s main foreign suppliers – General Motors Overseas Distribution, GM Korea Company and other local suppliers of auto components purchased for the assembly of passenger vehicles. The credit period taken for purchases from suppliers is from 60 days to 120 days.

The group operates the following types of supplier finance arrangements: in order to ensure easy access to credit for its suppliers and facilitate early settlement, the group has entered into supplier finance arrangements that permit the suppliers to obtain payment from the banks for the amounts billed up to 180 days before the invoice due date subject to a discount of up to SOFR+3.1%. The discount represents less than the trade discount for early repayment commonly used in the market. The group repays the banks the full invoice amount on the scheduled payment date as required by the invoice. As the arrangements do not permit the group to extend finance from the banks by paying them later than the group would have paid its suppliers, the group considers amounts payable to the banks should be presented as part of trade and other payables. As at 30 June 2025, US Dollar 315,885 thousands of trade payables were amounts owed under these arrangements (31 December 2024: US Dollars 345,835 thousands)

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Other payables consist of payables derived from activities other than the core business of the Group. The management consider that the carrying amount of trade and other payables approximates to their fair value.

20. CONTRACT LIABILITIES

As at 30 June 2025 the majority of contract liabilities are advances received for sale of cars in the amount US Dollars 128,369 thousand (31 December 2024: 347,953). This decrease is due to the fulfillment of the Company's obligations under previously concluded contracts.

21. REVENUE FROM CONTRACTS WITH CUSTOMERS

The Group derives revenue from the transfer of goods at a point in time in the following major product lines and geographical regions:

	30 June 2025 (unaudited)	30 June 2024 (unaudited)
<i>Domestic sales</i>		
Cars	1,434,668	1,662,280
Spare parts	19,760	17,250
Other	12,092	23,701
Total domestic sales	1,466,520	1,703,231
<i>Export sales</i>		
Cars	154,912	150,822
Spare parts	22,295	13,768
Other	-	1,116
Total export sales	177,207	165,706
Total revenue from contracts with customers	1,643,727	1,868,937

The Group sells all vehicles under the Chevrolet brand. Sales prices are approved by Supervisory Board for both domestic and export markets. Domestic and export sales are carried out principally through domestic and foreign dealers respectively.

22. COST OF SALES

Different factors contribute to the change in the cost of sales. These include the prices of raw materials, maintenance costs, transportation costs, and the others.

23. INCOME TAXES

Details of current income tax expense for the years ended 30 June 2025 and 2024:

	30 June 2025 (unaudited)	30 June 2024 (unaudited)
Current tax expense	24,025	29,387
Origination and reversal of temporary differences	301	(1,435)
Total income tax expense	24,326	27,952

24. CONTINGENCIES AND COMMITMENTS

Legal proceedings

Prior to 2018, the Group guaranteed the debts of certain related parties (dealers) operating in Russian Federation under loan agreements with Russian banks. During the course of the bankruptcy cases of these dealers, some creditors filed a lawsuit demanding to hold the Group and some other parties liable for the obligations of these entities.

CJSC PII “UzDaewoo-Voronezh”

On 8 October 2020, a lawsuit was filed against the Group demanding to hold the Group liable as guarantor for obligations of CJSC PII “UzDaewoo-Voronezh”.

The court hearings of first instance concerning CJSC PII “UzDaewoo-Voronezh” case has been held on 24 May 2022. The Voronezh Arbitration Court ruling dated 23 December 2022 found there were grounds for holding the Company responsible for the obligations of CJSC PII “UzDaewoo-Voronezh” and made a decision to hold liable the Group under the subsidiary liability. The Group has submitted relevant appeal on 13 of February 2023 to Voronezh Nineteenth Arbitration Court of Appeal, which was rejected on 14 April 2023. On 15 May 2023, the Group submitted cassation appeals to the Voronezh Central District Arbitration Court against the ruling of Voronezh Arbitration Court dated 31 January 2023, and against the Resolution of the Nineteenth Arbitration Court of Appeal dated 14 April 2023. On 14 April 2023, by the ruling of 19 Appeal Arbitration court the decision of the first instance court (Arbitration court of Voronezh region) was sustained.

Cassation appeals were filed by the Group and JSC “Uzavtosanoat” and other claimants on 15 May 2023. On 28 August 2023 the Arbitration court of central district, cassation instance, issued a ruling by which the ruling of first and appeal instance courts were cancelled and the case was directed for new consideration to the court of first instance. Currently the case is under consideration in the Arbitration court of Voronezh region. The next court hearing is scheduled for 30 March 2026.

The amount of the claims attributable to the Company might range up about to Russian Ruble 10,000 million (equivalent of US Dollars 127,373 thousand) per Russian regulations.

As of the date of this interim condensed consolidated financial information, it is assessed that the risk of an unfavorable outcome for the Group is not determined probable due to the following: (i) the bankruptcy of the relevant companies occurred during a major crisis in the automotive market in Russia, with many international suppliers ceasing to deliver cars to Russia and (ii) the statute of limitations for holding liable under certain lawsuits has expired, and therefore the Company did not accrue any provision in this interim condensed consolidated financial information, (iii) moreover, the company is not legally a controlling entity of the debtor.

LLC “Ravon Motors Rus”

By Resolution of Moscow city arbitration court dated 30 August 2024 the claim of the bankruptcy manager to bring JSC “UzAutoMotors” to subsidiary liability within the framework of bankruptcy proceedings of LLC “Ravon Motors” was denied.

The Resolution was appealed to the Ninth Appeal arbitration court of Moscow district and the appeal was denied by ruling dated 18 December 2024.

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The ruling was appealed to the Arbitration court of Moscow region and the appeal was denied by the ruling dated 18 March 2025. The ruling was not appealed and by now the deadline for appeal of 2 months have passed.

LLC “UzautoRus”

By a ruling of the Moscow Arbitration Court dated 23 March 2021, the court of first instance established that there were grounds for bringing, among other things, “UzAuto Motors” JSC to subsidiary liability and suspended the proceedings on the dispute until settlements with the debtor’s creditors were completed with the purpose of determining the amount of subsidiary liability.

By the decision of the Ninth Arbitration Court of Appeal of 14 July 2021, by the decision of the Arbitration Court of the Moscow District of 8 October 2021, the ruling of the court of first instance was left unchanged, by the decision of the Supreme Court of the Russian Federation of 21 January 2022 No. 305-ES19-6025 (2,4) transfer of the cassation complaint of UzAuto Motors JSC for consideration by the Judicial Collegium for Economic Disputes of the Supreme Court of the Russian Federation was refused.

By the decision of the Moscow Arbitration Court dated 10 February 2022, the proceedings on the case were resumed to determine the amount of subsidiary liability. On 24 June 2022, the Arbitration Court of Moscow took a decision to satisfy the claim of the plaintiff on bringing Controlling bodies of LLC Uzavtorus (JSC UzAuto Motors) to the subsidiary liability for the liabilities of LLC Uzavtorus. A Cassation claim was filed against this decision by JSC UzAuto Motors.

By the ruling of the Supreme Court of the Russian Federation dated 17 April 2023, the court refused to consider the cassation appeal. This means that the case has reached its final decision and subsidiary liability is currently established. The abovementioned ruling was not appealed and the Parties have applied for its enforcement in Uzbekistan.

There are two enforcement proceedings ongoing in Uzbekistan.

- (1) By ruling Khodjabad interdistrict civil cases court of Andijan region dated 27 October 2023, the court refused the enforcement of the award. This ruling was appealed to the Andijan region court appeal panel, and by the ruling dated 25 January 2024, the ruling of Khodjabad interdistrict civil cases court was left in force. ruling of Andijan region court was appealed to the Revision Panel of the Andijan region court civil cases panel and by ruling dated 14 February 2025, the ruling of Andijan region court was left in force. There is further possibility to appeal to the Supreme court. However, due to amendments to the legislation, such appeal can be made within 6 months – till 14 August 2025, which has now passed.
- (2) By ruling of Tashkent city court dated 27 September 2024 enforcement was refused. The ruling was appealed and by ruling of the Tashkent city Economic cases panel which, by ruling dated 19 November 2024 – cancelled the decision of Tashkent city court and ordered enforcement.

This ruling was appealed to the Supreme court and by ruling of the Supreme court dated 12 December 2024 – was cancelled, leaving the ruling of Tashkent city court dated 27 September 2024 in force. Thus, the enforcement of the claim is denied, there is no further possibility of appeal.

JSC “UZAUTO MOTORS”

SELECTED EXPLANATORY NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION FOR THE SIX MONTHS ENDED 30 JUNE 2025 (UNAUDITED) (in thousands of US Dollars, unless otherwise stated)

Capital expenditure commitments

As at 30 June 2025, the Group had contractual capital expenditure commitments in respect of property, plant and equipment and intangible assets totaling US Dollars 20,267 thousand (31 December 2024: US Dollars 30,799 thousand). The Group has already allocated the necessary resources in respect of these commitments. The Group believes that future net income and funding will be sufficient to cover these and any similar commitments.

Guarantees

Guarantees are irrevocable assurances that the Group will make payments in the event that another party cannot meet its obligations. At 30 June 2025, the Group has guaranteed obligations of debts of JSC “Uzauto Motors Powertrain” under loan agreements with Credit Suisse totalling US Dollars 71,112 thousand (signed with the amount of US Dollars 105,000 thousand). The Group estimates that overall impact of those guarantees would not be material to the financial statements, thus fair value of guarantees have not been calculated.

The Group estimates the costs that may be incurred under its assurance warranty obligations and records a liability in the amount of such costs when a product is sold and revenue is recognised. Factors that affect the Group’s warranty liability include the number of sold units, historical and anticipated rates of warranty claims of each model. Historically, there were no significant claims for warranty obligations.

25. MANAGEMENT OF CAPITAL

The primary objective of managing the Group’s capital is to ensure that there is sufficient capital available to support the funding requirements of the Group, including capital expenditure, in a way that optimizes the cost of capital, maximizes shareholders’ returns and ensures that the Group remains in a sound financial position.

The Group manages and adjusts the capital structure as opportunities arise in the marketplace, as when borrowing mature, or as and when funding is required. This may take the form of raising equity, market or bank debt or hybrids thereof. This strategy remains unchanged from prior years.

26. FAIR VALUE DISCLOSURES

The principal financial instruments comprise cash and cash equivalents, bank deposits, restricted deposits, restricted cash, trade and other receivables, borrowings and trade and other payables. The carrying amounts of financial assets and liabilities recorded at amortized cost in this interim condensed consolidated financial information approximate their fair value, except for borrowings.

The fair value of borrowings was measured based on the present value of discounted cash flows at the market interest rate published in the Statistical Bulletin by the Central Bank of the Republic of Uzbekistan at the end of each reporting periods presented.

	Carrying value	Fair value
Borrowings at 30 June 2025	534,342	528,425
Borrowings at 31 December 2024	432,658	402,232

JSC “UZAUTO MOTORS”

SELECTED EXPLANATORY NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION FOR THE SIX MONTHS ENDED 30 JUNE 2025 (UNAUDITED) *(in thousands of US Dollars, unless otherwise stated)*

Whilst accounted for at amortized cost, the fair value measurement of borrowings is within level 1 for Eurobonds and level 2 for borrowings from banks of the fair value hierarchy in accordance with IFRS 13 Fair value measurement.

27. EVENTS AFTER THE BALANCE SHEET DATE

On 29 July 2025, the Group declared dividends in the amount of US Dollars 11,295 thousand, which were fully paid during the period from July to August 2025.

During July 2025, US Dollars 17,773 thousand have been drawn under the agreement dated 11 June 2025 between the Group and JSCB Ipoteka Bank.

On 21 August 2025, the Group repaid borrowings to Deutsche Bank in the amount of US Dollars 40,000 thousand.

JSC “UZAUTO MOTORS”

Consolidated Financial Statements for the year
ended 31 December 2024 and Independent
Auditor's Report

JSC “UZAUTO MOTORS”

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JSC "UZAUTO MOTORS"

STATEMENT OF MANAGEMENT'S RESPONSIBILITIES FOR THE PREPARATION AND APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

Management is responsible for the preparation of the consolidated financial statements that present fairly the financial position of JSC "UzAuto Motors" (the "Company") and its subsidiaries (the "Group") as of 31 December 2024, and the results of its operations, cash flows and changes in equity for the year then ended, in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB").

In preparing the consolidated financial statements, management is responsible for:

- Properly selecting and applying accounting policies;
- Presenting information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- Providing additional disclosures when compliance with the specific requirements in IFRS Accounting Standards as issued by the IASB are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group's consolidated financial position and financial performance; and
- Making an assessment of the Group's ability to continue as a going concern.

Management is also responsible for:

- Designing, implementing and maintaining an effective and sound system of internal controls, throughout the Group;
- Maintaining adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the consolidated financial position of the Group, and which enable them to ensure that the consolidated financial statements of the Group comply with IFRS Accounting Standards as issued by the IASB;
- Maintaining statutory accounting records in compliance with Uzbekistan legislation and accounting standards;
- Taking such steps as are reasonably available to them to safeguard the assets of the Group; and
- Preventing and detecting fraud and other irregularities.

The consolidated financial statements of the Group for the year ended 31 December 2024 were approved by management on 29 May 2025.

On behalf of the Management:



D.B. Bastamkulov
General Director
Tashkent, Uzbekistan



J.G. Yuldeshev
Chief Financial Officer
Tashkent, Uzbekistan



I.I. Burhanov
Chief Accountant
Tashkent, Uzbekistan

29 May 2025

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Joint Stock Company "UzAuto Motors"

Opinion

We have audited the consolidated financial statements of JSC "UzAuto Motors" (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2024, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB").

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* (the "IESBA Code") together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the Republic of Uzbekistan, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Turgunboy Tokhirov, Qualified Auditor/Engagement Partner

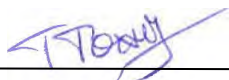
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Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Why the matter was determined to be a key audit matter	How the matter was addressed in the audit
Contingent liabilities The Group has disclosed contingent liabilities arising from legal claims in Note 31. The accounting policy related to contingent liabilities is disclosed in Note 3, critical judgements are disclosed in Note 4. The assessment of the existence of a present legal obligation, analysis of the probability of the related liability and analysis of a reliable estimate, is dependent to a high degree on discretionary estimates and assumptions by management. Due to the level of judgement relating to the recognition, valuation and presentation of contingent liabilities arising from these claims, we determined this to be a key audit matter.	We performed the following procedures with respect to contingent liabilities: • obtained an understanding of management's processes of recording of the risks, the estimation of the outcome of the proceedings and the reflection in the consolidated financial statements of the legal proceedings stated in Note 31; • held discussions with the Group's internal legal department, other departments familiar with the matters related to the legal claims, and the Group's legal specialists, in order to obtain explanations, and assess the appropriateness of the factors, that led to the respective estimations; • we involved our internal legal experts to review all the available information and assist the engagement team in auditing assumptions used in recognition of contingent liability;. • obtained written assessments on legal cases from Group's legal specialists; and • verified the adequacy and completeness of the presentation of contingent liabilities in the consolidated financial statements.



Turgunboy Tokhirov, Qualified Auditor/Engagement Partner

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as issued by the IASB, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



Turgunboy Tokhirov, Qualified Auditor/Engagement Partner

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Deloitte & Touche" Audit Organisation LLC is included in the Register of auditing organizations of the Ministry of Economy and Finance of the Republic of Uzbekistan from 8 June 2021



29 May 2025
Tashkent, Uzbekistan

Turgunboy Tokhirov
Qualified Auditor/Engagement Partner

Auditor qualification certificate
authorizing audit of companies, #05422
dated 20 August 2016 issued by the
Ministry of Economy and Finance of the
Republic of Uzbekistan

Erkin Ayupov
Director
"Deloitte & Touche" Audit Organisation LLC

JSC "UZAUTO MOTORS"

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(in thousands of US Dollars, unless otherwise stated)

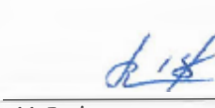
	Notes	31 December 2024	31 December 2023 (Restated)*
ASSETS			
Non-current assets			
Property, plant and equipment	8	391,783	431,091
Intangible assets		1,639	1,409
Restricted deposits	10	29,233	85,601
Bank deposits	9	166,939	349,361
Trade and other receivables	13	137,340	-
Loans issued		271	7,768
Other non-current assets		85,730	112,745
Investment in associate		9,695	14,322
Total non-current assets		822,630	1,002,297
Current assets			
Cash and cash equivalents	11	42,792	55,522
Restricted cash	12	15,779	10,561
Bank deposits	9	97,480	43,830
Restricted deposits	10	13,875	198,100
Loans issued		2,787	4,478
Trade and other receivables	13	310,380	170,107
Advances paid to suppliers	15	164,887	237,050
Income tax prepayments		-	464
Inventories	14	993,493	1,241,285
Total current assets		1,641,473	1,961,397
TOTAL ASSETS		2,464,103	2,963,694
EQUITY			
Share capital	16	358,144	358,144
Share premium	16	4,643	4,643
Additional paid in capital	16	131,731	131,731
Other reserves	16	96,604	96,604
Retained earnings		531,479	370,292
Cumulative translation differences		(214,377)	(175,220)
Equity attributable to the Company's owners		908,225	786,194
Non-controlling interest		576	519
TOTAL EQUITY		908,801	786,713
LIABILITIES			
Non-current liabilities			
Borrowings	18	364,025	401,032
Deferred income tax liability	30	16,176	21,501
Other non-current liabilities		3,794	6,385
Total non-current liabilities		383,995	428,918
Current liabilities			
Borrowings	18	68,633	58,962
Trade and other payables	19	608,267	809,803
Income tax payable		3,138	-
Other taxes payables		4,160	4,087
Contract liabilities	20	358,718	815,424
Dividends and in-kind distributions	21	124,951	57,528
Other liabilities		3,440	2,259
Total current liabilities		1,171,307	1,748,063
TOTAL LIABILITIES		1,555,302	2,176,981
TOTAL EQUITY AND LIABILITIES		2,464,103	2,963,694

* See note 5.1 for details

Approved for issue and signature on 29 May 2025.


D. R. Bastanikulov
General Director
Tashkent, Uzbekistan


J. E. Mullaev
Chief Financial Officer
Tashkent, Uzbekistan


I. I. Burhanov
Chief Accountant
Tashkent, Uzbekistan

The annexes on pages 10 to 40 form an integral part of these consolidated financial statements.

JSC "UZAUTO MOTORS"

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

(in thousands of US Dollars, unless otherwise stated)

	Notes	2024	2023
Revenue from contracts with customers	22	4,239,586	4,609,608
Cost of sales	23	(3,657,419)	(3,978,952)
Gross profit		582,167	630,656
General and administrative expenses	24	(61,064)	(71,972)
Selling expenses	25	(128,309)	(108,130)
Expected credit (losses)/recovery on trade and other receivables	13	(10,272)	691
Share of results of associate		173	654
Loss on decrease of ownership in associate		(4,239)	-
Other operating income, net	26	4,811	17,270
Operating profit		383,267	469,169
Finance income	27	65,562	44,325
Finance costs	28	(45,698)	(35,819)
Net foreign exchange loss	29	(25,609)	(82,284)
Profit before income tax		377,522	395,391
Income tax expense	30	(62,574)	(61,626)
Profit for the year		314,948	333,765
Other comprehensive loss:			
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translation to presentation currency		(39,157)	(65,615)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		275,791	268,150
Profit is attributable to:			
- Owners of the Company		314,970	333,759
- Non-controlling interest		(22)	6
Total comprehensive income is attributable to:			
- Owners of the Company		275,811	268,144
- Non-controlling interest		(22)	6
Profit for the year attributable to owners of the Company	17	314,970	333,759
- Basic and diluted earnings per share in US Dollars		1.16	1.23

Approved for issue and signed on 23 May 2025


Q.B. Nasirbekulov
 General Director
 Tashkent, Uzbekistan


I.I. Burhanov
 Chief Financial Officer
 Tashkent, Uzbekistan


I.I. Burhanov
 Chief Accountant
 Tashkent, Uzbekistan

The notes set out on pages 10 to 40 form an integral part of these consolidated financial statements.

JSC "UZAUTO MOTORS"

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

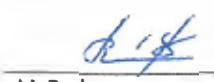
(in thousands of US Dollars, unless otherwise stated)

Notes	Attributable to owners of the Company							Total
	Share capital	Share premium	Additional paid in capital	Other reserves	Cumulative translation differences	Retained earnings	Non-controlling interest	
Balance at 1 January 2023	357,790	-	131,611	96,604	(109,605)	163,896	513	640,809
Profit for the period	-	-	-	-	-	333,759	6	333,765
Other comprehensive loss for the period	-	-	-	-	(65,615)	-	-	(65,615)
Total comprehensive income for the year	-	-	-	-	-	333,759	6	268,150
Issued shares for sale	1,181	-	-	-	-	-	-	1,181
Repurchase of own shares	(827)	-	-	-	-	-	-	(827)
Premium arising on a new share issuance	-	4,643	-	-	-	-	-	4,643
Distribution of non-cash assets to shareholders	-	-	-	-	-	(9,265)	-	(9,265)
Dividends declared	-	-	-	-	-	(83,995)	-	(83,995)
Capital contribution from shareholders	-	-	120	-	-	-	-	120
Charity and sponsorship in accordance with orders of state regulatory and supervisory authorities	-	-	-	-	-	(46,180)	-	(46,180)
Related current tax	-	-	-	-	-	12,077	-	12,077
Balance at 31 December 2023	358,144	4,643	131,731	96,604	(175,220)	370,292	519	786,713
Profit for the period	-	-	-	-	-	314,970	(22)	314,948
Other comprehensive loss for the period	-	-	-	-	(39,157)	-	-	(39,157)
Total comprehensive income for the year	-	-	-	-	(39,157)	314,970	(22)	275,791
Adjustment arising from change in non-controlling interest	-	-	-	-	-	(79)	79	-
Dividends declared	16	-	-	-	-	(55,492)	-	(55,492)
Charity and sponsorship in accordance with orders of state regulatory and supervisory authorities	21	-	-	-	-	-	-	-
Balance at 31 December 2024	358,144	4,643	131,731	96,604	(214,377)	531,480	576	908,801

Approved, initialed and signed on 29 May 2025


D.B. Mustankulov
General Director
Tashkent, Uzbekistan


I.G. Yildashov
Chief Financial Officer
Tashkent, Uzbekistan


I.I. Burhanov
Chief Accountant
Tashkent, Uzbekistan

The notes set out on pages 10 to 40 form an integral part of these consolidated financial statements.

JSC "UZAUTO MOTORS"

CONSOLIDATED STATEMENT OF CASH FLOWS

(in thousands of US Dollars, unless otherwise stated)

	Notes	2024	2023
Cash flows from operating activities			
Profit before income tax		377,522	395,391
Adjustments for:			
Share of results of associates		(173)	(654)
Depreciation of property, plant and equipment	8	63,029	59,813
Amortisation of intangible assets		671	597
Gain on disposal of property, plant and equipment		(301)	(1,309)
Expected credit (gain)/losses on trade receivables	13	10,272	(691)
Loss on decrease of ownership in associate		4,239	-
Net foreign exchange loss	29	25,609	82,284
Finance income	27	(65,562)	(44,325)
Finance cost	28	45,698	35,819
Operating cash flows before working capital changes		<u>461,004</u>	<u>526,925</u>
Net change in:			
Trade and other receivables		(263,898)	(23,311)
Advances paid to suppliers		62,792	75,500
Inventories		195,664	(159,371)
Restricted deposits		231,220	(89,754)
Restricted cash		(5,072)	55,359
Other non-current assets		23,163	7,669
Trade and other payables		(205,721)	270,230
Contract liabilities		(428,883)	(838,439)
Taxes and related charges payable		(3,992)	(3,553)
Other liabilities		(2,296)	(6,665)
Operating cash flows after working capital changes		<u>63,981</u>	<u>(185,410)</u>
Interest paid on borrowings	18	(27,946)	(17,622)
Interest paid on trade payables		(17,226)	(13,297)
Interest received		46,806	8,729
Income tax paid		(63,502)	(42,114)
Net cash from/(used in) operating activities		<u>2,113</u>	<u>(249,714)</u>
Cash flows from investing activities			
Purchase of property, plant and equipment		(45,744)	(73,882)
Proceeds from sale of property, plant and equipment		3,367	3,446
Cash outflow on disposal of subsidiary		-	(138)
Purchase of intangible assets		(1,002)	(382)
Loans issued		(122)	(122)
Repayment of loans issued		8,921	1,117
Bank deposits placements		(427,109)	(181,325)
Proceeds from matured bank deposits		555,944	404,650
Net cash from investing activities		<u>94,255</u>	<u>153,364</u>
Cash flows from financing activities			
Proceeds from borrowings		-	150,649
Repayment of borrowings	18	(26,786)	(890)
Gain on sale of new share issuance		-	5,824
Purchase of own shares		-	(827)
Dividends paid	21	(80,841)	(84,701)
Charity and sponsorship in accordance with orders of state regulatory and supervisory authorities	21	(18,329)	(8,309)
Net cash (used in)/from financing activities		<u>(125,956)</u>	<u>61,746</u>
Net decrease in cash and cash equivalents		<u>(29,588)</u>	<u>(41,038)</u>
Cash and cash equivalents at the beginning of the year	11	55,522	96,560
Effect of exchange rate changes on cash and cash equivalents		21,324	(907)
The effect of translation to presentation currency		(4,446)	(5,527)
Cash and cash equivalents at the end of the year	11	<u>42,792</u>	<u>55,522</u>

Approved for issue and signed on 29 May 2025


O. U. Bastamkulov
 General Director
 Tashkent, Uzbekistan


J. G. Gulbaev
 Chief Financial Officer
 Tashkent, Uzbekistan


I. I. Burhanov
 Chief Accountant
 Tashkent, Uzbekistan

The notes set out on pages 10 to 40 form an integral part of these consolidated financial statements.

JSC "UZAUTO MOTORS"

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of US Dollars, unless otherwise stated)

1. GENERAL INFORMATION

Organisation and operations

JSC "UzAuto Motors" (the "Company") and its subsidiaries (together referred to as the "Group") manufacture vehicles, and sell vehicles and spare parts, under the brand of Chevrolet to dealers and distributors mainly in Uzbekistan and Kazakhstan.

The Company was established as a joint venture company with Daewoo Motors Company in March 1993. In October 2005, the Company became wholly owned by JSC "Uzavtosanoat" (the "Ultimate Parent Company"). Based on the Decree of the President of the Republic of Uzbekistan # PP-800, the Company was recognised as a joint stock company "General Motors Uzbekistan" and is domiciled in Uzbekistan. The Company changed its name from JSC "General Motors Uzbekistan" to JSC "UzAuto Motors" effective from 1 July 2019.

In October 2017, the Ultimate Parent Company and General Motors Company, USA ("GM") agreed to create the GM Alliance, which is a new cooperation platform that meets the needs of the Uzbekistan growing automotive industry. GM Alliance also provides an access to GM's automotive technologies and know-how. Within the GM Alliance, the Ultimate Parent Company assumes full control over operating activity in the production of cars and car engines. On 25 August 2020, the Ultimate Parent Company agreed to establish an immediate Parent Company of the Group – "UzAuto Passenger Vehicles Management" LLC (the "Immediate Parent Company"). The Immediate Parent Company is the sole shareholder of the Company.

As at 31 December 2024 the ultimate controlling party is the Government of the Republic of Uzbekistan represented by Ministry of Economy and Finance of the Republic of Uzbekistan.

The Company's registered address is 81 Xumo Street, Asaka, Andijan region, Republic of Uzbekistan. The Group's manufacturing facilities are primarily based in Asaka (Andijan Region), Pitnak city (Khorezm Region) and Tashkent, Uzbekistan.

As at the end of the reporting year, the Company owns the following subsidiaries and associate:

	Nature of business	Percentage of voting rights	Percentage of ownership	Country of registration
Subsidiaries as of 31 December 2024				
"Research and Development Center" LLC	Research and development	100.00%	100.00%	Uzbekistan
"Avtosanoat-Injiniring" LLC	Construction	97.64%	97.64%	Uzbekistan
Associates as of 31 December 2024				
"Uzlogistic" LLC	Logistic services	32.24%	32.24%	Uzbekistan
Subsidiaries as of 31 December 2023				
"Research and Development Center" LLC	Research and development	100.0%	100.0%	Uzbekistan
"Avtosanoat-Injiniring" LLC	Construction	98.01%	98.01%	Uzbekistan
Associates as of 31 December 2023				
"Uzlogistic" LLC	Logistic services	47.30%	47.30%	Uzbekistan

At the beginning of 2024, the major shareholder of "UzLogistic" LLC, Centrum Aviation FZCO, made additional investments in the charter capital of "UzLogistic" LLC. As a result, share of share capital held by the Group decreased from 47.30% to 32.24%.

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In May 2024, the shareholder of “Avtosanoat-Injiniring” LLC, Avtosanoat Invest LLC made additional investment in the charter capital of “Avtosanoat-Injiniring” LLC. As a result, share of share capital held by the Group decreased from 98.01% to 97.64%.

As at 31 December 2024 and 31 December 2023, the Group had in total 15,234 and 16,511 employees, respectively.

Business environment

Emerging markets such as the Republic of Uzbekistan are subject to different risks than more developed markets, including economic, political and social, and legal and legislative risks. Laws and regulations affecting businesses in the Republic of Uzbekistan continue to change rapidly, while tax and regulatory frameworks are subject to varying interpretations. The future economic direction of Uzbekistan is heavily influenced by the fiscal and monetary policies adopted by the government, together with developments in the legal, regulatory, and political environment.

Because Uzbekistan produces and exports gold in large volume, its economy is sensitive to the global gold price, which fluctuated significantly in 2024, averaging 2,388.98 US Dollar per troy ounce (2023: 1,943.00 US Dollar per troy ounce).

The military and political conflict between Russia and Ukraine escalated in early 2022. As a result, several countries introduced economic sanctions against Russia and Belarus, including measures to ban new investment and restrict interaction with major financial institutions and many state enterprises.

Since a significant portion of remittances to Uzbekistan comes from Russia, fluctuations in their flow depend on the nature of the sanctions imposed, their impact on the Russian economy, and the devaluation of the Russian ruble. Because these factors change from year to year, the exact impact on Uzbekistan's financial environment remains uncertain and difficult to predict.

Uzbekistan is currently taking significant steps to join the World Trade Organization, which may significantly change market rules for local players and open up new opportunities to participants from outside of Uzbekistan. The process may require significant changes in national legislation.

At the end of 2024, Uzbekistan's gross domestic product (“GDP”) grew by 6.5% (2023: 6.0%). Inflation in the country increased to 9.8% per annum in 2024 (2023: 8.8%). In July 2024, the Central Bank of the Republic of Uzbekistan reduced base rate to 13.5% per annum compared to 14% per annum at the beginning of the period. However, uncertainty still exists related to the future development of geopolitical risks and their impact on the economy of Uzbekistan.

Management of the Group is monitoring developments in the economic, political, and geopolitical situation and taking measures it considers necessary to support the sustainability and development of the Group's business for the foreseeable future. However, the consequences of these events and related future changes may have a significant impact on the Group's operations.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (“IASB”).

These consolidated financial statements were authorised for issue by the management on 2 May 2025.

Going concern

Management prepared these consolidated financial statements on a going concern basis. In assessing its going concern status, management of the Group has taken account of its financial position, expected future trading performance, its borrowings and other available credit facilities, its forecast compliance with covenants on those borrowings, its capital expenditure commitments and future expansion plans, and analysed the impact of macro-economic developments on the operations of the Group.

Thus, the Group sees its activities as going concern and continuing to be in the foreseeable future. The Group has neither the intention nor the need to liquidate or significantly reduce the scale of its operations. The management believes that at the date of approval of these consolidated financial statements, there are no significant risks related to the Group’s ability to continue as a going concern.

3. MATERIAL ACCOUNTING POLICIES

Basis of consolidation

Subsidiaries. The consolidated financial statement of the Group incorporates the financial statements of the Company and all its subsidiaries, from the date that control effectively commenced until the date that control effectively ceased. Control is achieved where the Company has the power over the investee, exposure or rights to variable returns from its involvement with the investee and the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control defined above. Subsidiaries are included in the consolidated financial results of the Company from the effective date of acquisition up to the effective date of loss of control.

For non-wholly owned, controlled subsidiaries, the net assets attributable to outside equity shareholders are presented as non-controlling interests in the equity section of the consolidated statement of financial position. The non-controlling interest may initially be measured either at fair value or at the non-controlling interest’s proportionate share of the fair value of the subsidiary’s identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis.

All intra-group balances, transactions and any unrealised profits or losses arising from intra-group transactions are eliminated on consolidation.

Functional currency. The functional currency of the Company and all its subsidiaries of the Group is the Uzbekistan Sum (“UZS”).

Presentation currency. These consolidated financial statements are presented in US Dollars (“USD”), as management believes it is a more convenient presentation currency for its users and a common presentation currency in the automotive industry.

JSC “UZAUTO MOTORS”

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The translation from functional currency into presentation currency is performed as follows:

- *assets and liabilities* are expressed in the presentation currency using exchange rates prevailing at each reporting date;
- *profit or loss* items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used;
- *exchange differences*, are presented in the *Cumulative translation differences* within the statement of changes in equity; and
- *cash flows*: cash balances at beginning and end of each reporting period presented are translated at exchange rates at the respective dates. All cash flows are translated at the average exchange rates for the period presented, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Resulting exchange differences, are presented as *The effect of translation to presentation currency*.

Exchange rates used in the preparation of these consolidated financial statements are as follows:

	31 December 2024	31 December 2023
1 USD exchange rates, UZS		
Closing exchange rates at the end of the year	12,920.48	12,338.77
Average exchange rates for the year ended	12,652.69	11,737.16

Foreign currency

In preparing the Group’s consolidated financial statements, transactions in currencies other than the Group’s functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Property, plant and equipment. Property, plant and equipment are stated at cost, less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is calculated on a straight-line method over their estimated useful lives of the assets, as follows:

	Useful lives in years
Buildings and improvements	7-30
Machinery and equipment	5-25
Motor vehicles	5
Computer and office equipment	5-7

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss

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arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Impairment of non-financial assets. At each reporting date, the Group reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease and to the extent that the impairment loss is greater than the related revaluation surplus, the excess impairment loss is recognised in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss to the extent that it eliminates the impairment loss which has been recognised for the asset in prior years. Any increase in excess of this amount is treated as a revaluation increase.

Financial instruments

Financial assets. Financial assets are recognised in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument. Financial assets primarily include Cash and cash equivalents, restricted cash, bank deposits, restricted deposits, trade and other receivables, loans issued and are measured at amortised cost.

The Group neither applies hedge accounting nor has any financial instruments measured at fair value through other comprehensive income.

Trade and other receivables. Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less ECL allowance.

Cash and cash equivalents. Cash and cash equivalents include cash in hand, deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less.

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Restricted cash. Restricted cash are excluded from cash and cash equivalents for the purposes of the consolidated statement of cash flows. Balances of restricted cash reflects the cash exchanged or used to settle a liability within twelve months after the reporting period.

Restricted deposits. Restricted deposits include deposits held with banks and highly liquid investments with original maturities of more than three months that are restricted from being exchanged or used to settle a liability. Balances restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period are included in ‘restricted deposits’ within non-current assets.

Impairment of financial assets. The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost, trade receivables and loans issued, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime expected credit losses (ECL) for trade receivables, loans issued and financial guarantee contracts. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

The Group applies simplified approach for impairment of trade and lease receivable. For other financial assets the Group applies a three-stage model for impairment, based on changes in credit quality since initial recognition. A financial instrument that is not credit-impaired on initial recognition is classified in Stage 1. Financial assets in Stage 1 have their ECL measured at an amount equal to the portion of lifetime ECL that results from default events possible within the next 12 months or until contractual maturity, if shorter (“12 Months ECL”). If the Group identifies a significant increase in credit risk (“SICR”) since initial recognition, the asset is transferred to Stage 2 and its ECL is measured based on ECL on a lifetime basis, that is, up until contractual maturity but considering expected prepayments, if any (“Lifetime ECL”).

Derecognition of financial assets. The management of the Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire; or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transferred nor retains substantially all the risks and rewards of ownership and continues to control the transferred assets, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial liabilities. Financial liabilities primarily consist of trade and other payables, borrowings, dividends payable and in kind-distributions. They are initially measured at fair value, net of transaction costs. Financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

Trade and other payables. Trade payables are accrued when the counterparty performs its obligations under the contract and are recognised initially at fair value and subsequently carried at amortised cost using the effective interest method.

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Borrowings. Borrowings (consisting of debt securities issued, borrowings from bank, other borrowings) are initially recognised at fair value adjusted for directly attributable transaction costs and are subsequently accounted at amortised cost using the effective interest method.

Derecognition of financial liabilities. The management of the Group derecognises financial liabilities when, and only when, the Group obligations are discharged, cancelled or they expire.

Advances paid to suppliers. Advances paid to suppliers are carried at cost less provision for impairment. Advances paid to suppliers are classified as non-current when the goods or services relating to the advances paid to suppliers are expected to be obtained after one year, or when the advances paid to suppliers relates to an asset which will itself be classified as non-current upon initial recognition. Advances paid to suppliers to acquire assets are transferred to the carrying amount of the asset once the Group has obtained control of the asset and it is probable that future economic benefits associated with the asset will flow to the Group. If there is an indication that the assets, goods or services relating to advances paid to suppliers will not be received, the carrying value of the advances paid to suppliers is written down accordingly and a corresponding impairment loss is recognised in profit or loss for the year.

Monies paid to GM Korea for their onward investment into the expansion and localisation of spare parts production of local suppliers are accounted for as advances to suppliers and charged to cost of sales based on the expected period of their production.

The non-current portion is included in other non-current assets, which is expected to be expensed after 12 months.

Income tax. Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group liabilities for current tax is calculated using tax rates that have been enacted or substantially enacted by the end of reporting period.

Deferred tax. Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in these consolidated financial statements and the corresponding tax basis used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the rates that are expected to apply in the period in which the liability is settled or the asset realised, based on the tax rates that have been enacted or substantially enacted by the end of reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the management of the Group expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the management of the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or loss or directly in equity, in which case, the current and deferred tax are also recognised in the statement of comprehensive income or in the statement of changes in equity, respectively.

Inventories. Inventories are recorded at the lower of cost and net realisable value. Cost of inventories is determined using the weighted average cost formula. The Group have assessed that the effect of change was not material to prior period consolidated financial statements. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and selling expenses.

Provisions. Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Revenue recognition. Revenue is recognised in the amount of transaction price. Transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring control over promised goods or services to a customer.

The Group shall recognise revenue arising from contracts with customers and the related accounting effects through the following steps based on IFRS 15:

- 1) Identification of the contract with the consumer;
- 2) Identification of the obligation to be executed under the contract;
- 3) Determination of transaction price;
- 4) Distribution of the transaction price between certain duties to be performed under the contract;
- 5) Recognition of proceeds at the time of (or as far as) the performance of the obligations to be performed under the contract.

Revenue on instalment sales is recognised adjusted for the effects of the time value of money. In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed to by the parties to the contract (either explicitly or implicitly) provides the customer or the entity with a benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a financing component. A financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

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Contract liabilities. Contract liabilities are recognised when cash is received on goods that are to be delivered in the future periods. Contract liabilities are recorded as liability in the consolidated statement of financial position, and as the goods are delivered to customers over time, they are recognised as revenue on the consolidated statement of profit or loss.

The Group realises cars on domestic market through dealers acting as agents. The Group recognises revenue at a point in time when control is transferred to a final customer. In some cases, customers have a right to return faulty products, and in other cases – they have a right to have the faulty product repaired.

In general, the sales are made with full prepayment terms. The Group applies the practical expedient for short-term advances received from customers. That is, the promised amount of consideration is not adjusted for the effects of a significant financing component if the period between the transfer of the promised good or service and the payment is one year or less.

Costs and expenses. Costs and expenses, unless associated with the earning of specific items of income and deferred, are recognised when incurred, regardless of when cash is paid, and are recorded in the statement of profit or loss and other comprehensive income in the period to which they relate.

Borrowing costs. The expenses incurred by the Group when it borrows funds, such as interest payments on loans or bonds, bank charges, and other costs associated with obtaining and using borrowed money.

Share capital. Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Other reserves. Other reserves mainly consist of the amount that the Company and its subsidiaries allocate (annually 5% of net profit) until the amount of such reserves reaches at least 15% of the share capital, which can only be used to cover losses for the period, pay off corporate bonds and buy back own shares. Other reserves also include amounts attributable to the sponsorship and charitable fund as well as the fund for supporting innovative initiatives.

Dividends. Dividends are recorded as a liability and deducted from equity in the period in which they are declared and approved, respectively. Any dividends declared after the reporting period and before the consolidated financial statements are authorised for issue are disclosed in the subsequent events note. The statutory accounting reports of the Group are the basis for profit distribution and other appropriations. Uzbekistan legislation identifies the basis of distribution as the current year net profit.

Deemed distributions.

Distributions to shareholders, other than dividends, are recognized directly to equity net of any income tax.

Operating segments. Operating segments are reported in a manner consistent with the internal reporting provided to the Group’s chief operating decision maker. The chief operating decision-maker is responsible for allocating resources and assessing performance of the operating segments. Reportable segments whose revenue and result are ten percent or more of all the segments are reported separately.

4. CRITICAL ACCOUNTING ESTIMATES, AND JUDGEMENTS IN APPLYING ACCOUNTING POLICIES

In the application of accounting policies, management is required to make judgements that have a significant impact on the amounts recognised, and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are to be reviewed on an ongoing basis. Revisions to accounting estimates will be recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Useful lives of property, plant and equipment and intangible assets

The Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each annual reporting period.

The assessment of the useful life of an asset is dependent upon factors such as economic use, repair and maintenance programs, technological advancements and other business conditions. Management’s assessment of the useful lives of property, plant and equipment and intangible assets reflects relevant information available to them as at the date of these consolidated financial statements.

Thus, any changes in useful life may impact the carrying amount of property, plant and equipment. A 10% increase in the useful life of property, plant and equipment could bring about a decrease in accrual depreciation of US Dollars 6,303 thousand in 2024 (2023: US Dollars 5,981 thousand).

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (which are presented separately below), that the directors have made in the process of applying the Group’s accounting policies and that have the most significant effect on the amounts recognised in financial statements.

Liability and litigation risks

During the course of bankruptcy proceedings in respect of CJSC PII “UzDaewoo-Voronezh” and LLC “UzavtoRus”, subsidiaries of the Group, which are all located in Russia, bankruptcy trustees filed a lawsuit against the Company and the Parent Company, claiming that the Company was liable under subsidiary liability for the obligations of CJSC PII “UzDaewoo-Voronezh” and LLC “UzavtoRus”. If the outcome of these legal proceedings is detrimental to the Group, the Group may be required to pay substantial compensatory and punitive damages, to pay fines or to carry out other costly actions. Litigations often involve complex legal issues and are connected with a high degree of uncertainty. Accordingly, the assessment of whether an obligation exists on the balance sheet date as a result of

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an event in the past, and whether a future cash outflow is likely and the obligation can be reliably estimated, largely depends on estimations by the management. The Group regularly evaluates the current stage of legal proceedings. It is therefore possible that the amounts of provisions for pending or potential litigation will have to be adjusted due to future developments. Changes in estimates and premises can have a material effect on the Group's future profitability.

It is also possible that provisions recognised for some legal proceedings may turn out to be insufficient once such proceedings have ended. The Group may also become liable for payments in legal proceedings for which no provisions were established. Although the final resolution of any such proceedings could have a material effect on the Group's operating results and cash flows for a particular reporting period, the management believes that it should not materially affect the Group's financial position. Further information on liability and litigation risks and regulatory proceedings is provided in note 31.

5. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs)

In preparing these consolidated financial statements for the year ended 31 December 2024 the Group applied all the Standards and Interpretations effective for the annual period ended 31 December 2024 for which the first complete set of consolidated financial statements is prepared.

Below is the list of standards, amendments and interpretations that are applicable for annual reporting periods commencing on 1 January 2024:

<i>New or revised standard or interpretation</i>	<i>Applicable to annual reporting periods beginning on or after</i>
Amendments to IAS 1 – Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to IAS 1 – Non-current Liabilities with Covenants	1 January 2024
Amendments to IFRS 16 – Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to IFRS 7 – Supplier finance arrangements	1 January 2024
Amendments to IAS 7 – Supplier finance arrangements	1 January 2024

These standards, amendments and interpretations had no impact on the consolidated financial statements as there were no related transactions, assets and liabilities in the reporting period.

The following standards, amendments and interpretations had been issued but were not mandatory for annual reporting periods commencing on 1 January 2024:

Amendments to IAS 21	Lack of Exchangeability
IFRS 18	Presentation and Disclosure in Financial Statements
IFRS 19	Subsidiaries without Public Accountability: Disclosures
Amendments to IFRS 9 and IFRS 7	Classification and Measurement of Financial Instruments
Annual improvements for IFRS Accounting Standards in 2024	

Management of the Company is currently making a more comprehensive assessment of the full impact effects of these amendments and improvements, which the Company is required to apply for annual reporting periods beginning on or after 1 January 2027, with early adoption permitted.

5.1 RESTATEMENT

Subsequent to the issuance of the Group's 2023 consolidated financial statements, the Group's management identified an error in the recognition of goods in transit as of 31 December 2023.

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Inventories and relevant liabilities were not appropriately recorded in the consolidated statement of financial position as of 31 December 2023.

Management have now accounted for goods in transit and corresponding liabilities, and have retrospectively corrected the consolidated statement of financial position for the year ended 31 December 2023 as below:

The effect of restatement on the consolidated statement of financial position as at 31 December 2023 is as follows:

	As previously reported	Adjustment	As restated
Inventories	1,212,770	28,515	1,241,285
Total current assets	1,932,882	28,515	1,961,397
TOTAL ASSETS	2,935,179	28,515	2,963,694

	As previously reported	Adjustment	As restated
Trade and other payables	781,288	28,515	809,803
Total current liabilities	1,719,548	28,515	1,748,063
TOTAL LIABILITIES	2,148,466	28,515	2,176,981
TOTAL EQUITY AND LIABILITIES	2,935,179	28,515	2,963,694

6. SEGMENT INFORMATION

The Group’s Executive Board (the Chief Operating Decision Maker (CODM)) examines the Group’s performance from a product perspective and has identified two reportable segments of its business:

- Complete Knock Down (CKD) – manufacturing of automobiles in Asaka and Pitnak regions and selling them in Uzbekistan and Kazakhstan. The models include Chevrolet Gentra (EOP), Nexia (EOP), Spark (EOP), Damas, Cobalt, Onix and Tracker;
- Single Unit Pack (SUP basis) – selling imported automobiles on a local market. The models include Chevrolet Tahoe, Traverse, Equinox, Trailblazer and Malibu which are imported from Thailand, China, Republic of Korea and USA.

The CODM does not review the segments by assets. All other segments – manufacturing and sale of spare parts in Uzbekistan and Kazakhstan and other activities, which are not reportable operating segments, as they are not separately reviewed by the Executive Board to make decisions about resources to be allocated and assess its performance. The group does not have material operations outside of the Republic of Uzbekistan

All other segments – manufacturing and sale of spare parts in Uzbekistan and Kazakhstan and other activities, which are not reportable operating segments, as they are not separately reviewed by the Executive Board in order to make decisions about resources to be allocated and assess its performance.

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The CODM review the Group’s internal reporting in order to assess performance and allocate resources. Internal reporting is based on measures that are different from measures used in these consolidated financial statements.

Segment information for the reportable segment profit and loss for the year ended 31 December 2024 is set out below:

	CKD Asaka	CKD Pitnak	SUP	Total
Revenue from contracts with customers	3,125,220	904,564	201,752	4,231,536
Cost of sales	(2,706,889)	(635,256)	(169,584)	(3,511,740)
Selling, general and administrative expenses	(372,944)	(50,442)	(7,217)	(430,603)
Other operating income	7,304	261	679	8,245
Finance income	65,334	1	0	65,335
Finance cost	(39,802)	(4,990)	(221)	(45,013)
Net foreign exchange loss	11,961	(1,388)	(11,364)	(792)
Segment profit before income tax	90,184	212,750	14,045	316,969

Segment information for the reportable segment profit and loss for the year ended 31 December 2023 is set out below:

	CKD Asaka	CKD Pitnak	SUP	Total
Revenue from contracts with customers	3,549,190	722,438	316,116	4,587,744
Cost of sales	(3,096,887)	(531,244)	(245,985)	(3,874,116)
Selling, general and administrative expenses	(338,179)	(27,684)	(9,276)	(375,139)
Other operating income	30,902	1,585	648	33,135
Finance income	48,738	0	2	48,740
Finance cost	(30,088)	(2,790)	(65)	(32,943)
Net foreign exchange loss	(3,941)	(5,448)	(17,196)	(26,585)
Segment profit before income tax	159,735	156,857	44,244	360,836

Segment profit before income tax reconciles to IFRS profit before income tax as follows:

	2024	2023
Profit before income tax	316,969	360,836
Depreciation	(7,352)	(14,224)
Reversal of previously accrued impairment	-	718
Net impairment losses on financial assets	(10,272)	-
Reclassification of in-kind distribution	98,211	46,180
Other (losses)/gains	(20,034)	1,881
Profit before income tax	377,522	395,391

7. BALANCES AND TRANSACTIONS WITH RELATED PARTIES

Parties are generally considered to be related if the parties are under common control or if one party has the ability to control the other party or can exercise significant influence or joint control over the other party in making financial and operational decisions. In considering each possible related party relationship, attention is directed to the substance of the relationship, not merely the legal form. Related parties may enter into transactions, which unrelated parties might not, and transactions between related parties may not be affected on the same terms, conditions and amounts as transactions between unrelated parties.

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At 31 December 2024, the outstanding balances with related parties specified below were as follows:

	Parent Company	Companies under common control and significant influence of the Parent Company	Total
Loans issued	-	522	522
Trade and other receivables	66	8,445	8,511
Advances paid to suppliers	-	43,323	43,323
Borrowings	5,191	-	5,191
Trade and other payables	60	44,794	44,854
Dividends payable	239	2	241

The transactions with related parties for the year ended 31 December 2024 were as follows:

	Parent Company	Companies under common control and significant influence of the Parent Company	Total
Sales of goods	-	238	238
Other income	-	22	22
Purchase of raw materials and spare parts	-	930,384	930,384
Dealer's commission	-	-	-
Finance income	-	-	-

At 31 December 2023, the outstanding balances with related parties were as follows:

	Parent Company	Companies under common control and significant influence of the Parent Company	Total
Loans issued	-	3,842	3,842
Trade and other receivables	67	19,056	19,123
Advances paid to suppliers	-	129,795	129,795
Borrowings	6,672	332	7,004
Trade and other payables	290	33,355	33,645
Dividends payable	8,883	-	8,883

The transactions with related parties for the year ended 31 December 2023 were as follows:

	Parent Company	Companies under common control and significant influence of the Parent Company	Total
Sales of goods	-	12,517	12,517
Other income	-	2,623	2,623
Raw materials and spare parts	562	3,968,774	3,969,336
Dealer's commission	-	18,241	18,241
Finance income	-	222	222

The Group is a government related entity, as it is ultimately controlled by the Government of the Republic of Uzbekistan. Therefore, in respect of other related parties' transactions except for those disclose above, the Group chose to apply the exemption in IAS 24 Related Party Disclosures in relation to its government related transactions and outstanding balances, including commitments.

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The table below summarises individually significant government related balances:

	2024	2023
Cash and cash equivalents	32,911	52,707
Restricted cash	15,779	10,547
Restricted deposits	27,675	-
Bank deposits	126,843	217,463
Total individually significant government related balances	203,208	280,717

Other government related balances and transactions that are collectively, but not individually, significant are represented by tax, customs, utility and similar charges.

Key management compensation

Key management includes General Director, twenty-one other members of the Executive Board and the Chief Accountant.

Key management compensation is presented below:

	2024	2023
Short-term benefits:		
Salaries	2,755	2,871
Short-term bonuses	382	391
State pension and social security costs	376	391
Total key management compensation	3,513	3,653

8. PROPERTY, PLANT AND EQUIPMENT

Movements in the carrying amount of property, plant and equipment were as follows:

	Buildings and improvements	Machinery and equipment	Motor vehicles	Computer and office equipment	Advances, construction in progress and equipment for installation	Total
Cost at 1 January 2023	147,188	735,100	34,753	12,924	187,378	1,117,343
Accumulated depreciation	(75,563)	(545,737)	(30,347)	(11,178)	-	(662,825)
Carrying amount at 1 January 2023	71,625	189,363	4,406	1,746	187,378	454,518
Additions	-	-	-	-	80,554	80,554
Disposals	(52)	(643)	(1,561)	(1)	-	(2,257)
Transfers	13,998	140,423	4,066	2,237	(160,724)	-
Reclassification of category	196	(316)	127	(7)	-	-
Depreciation charge	(5,024)	(52,083)	(1,742)	(964)	-	(59,813)
The effect of translation to presentation currency	(6,910)	(21,350)	(441)	(212)	(12,998)	(41,911)
Carrying amount at 31 December 2023	73,833	255,394	4,855	2,799	94,210	431,091
Cost at 31 December 2023	147,851	792,770	33,119	13,063	94,210	1,081,013
Accumulated depreciation	(74,018)	(537,376)	(28,264)	(10,264)	-	(649,922)
Carrying amount at 31 December 2023	73,833	255,394	4,855	2,799	94,210	431,091
Additions	-	-	-	-	45,744	45,744
Disposals	(43)	(426)	(2,566)	-	-	(3,035)
Transfers	19,267	44,386	4,047	476	(68,175)	-
Reclassification of category	1,727	(894)	(352)	(480)	-	-
Depreciation charge	(6,319)	(53,646)	(1,777)	(1,287)	-	(63,029)
The effect of translation to presentation currency	(3,627)	(11,279)	(205)	(99)	(3,777)	(18,988)
Carrying amount at 31 December 2024	84,838	233,534	4,002	1,407	68,001	391,783
Cost at 31 December 2024	162,218	792,614	31,466	10,224	68,001	1,064,523
Accumulated depreciation	(77,380)	(559,080)	(27,464)	(8,817)	-	(672,740)
Carrying amount at 31 December 2024	84,838	233,534	4,002	1,407	68,001	391,783

As at 31 December 2024, machinery and equipment includes assets, such as production accessory tools that have been provided to a related parties for the production of auto components specifically for the benefit of the Group. These assets are amounted to US Dollar 61,978 thousand (31 December 2023: US Dollar 45,551 thousand).

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As at 31 December 2024, part of the advances, construction in progress and equipment for installation additions during the period includes advances paid in respect of development of new SUV-B and B segment models under Global Emerging Markets (“the GEM”) platform totalling US Dollar 4,224 thousand (31 December 2024: US Dollar 66,375 thousand).

As at 31 December 2024, the gross carrying amount of fully depreciated property, plant and equipment still in use is US Dollar 282,956 thousand (31 December 2023: US Dollar 294,100 thousand).

9. BANK DEPOSITS

	31 December 2024	31 December 2023
- Saving deposits	201,549	303,047
- Term deposits	62,870	90,144
Total bank deposits	264,419	393,191
Less short-term portion	(97,480)	(43,830)
Total long-term bank deposits	166,939	349,361
	31 December 2024	31 December 2023
- Ba3 rating (Moody's)	128,843	294,509
- B1 rating (Moody's)	100,714	12,425
- B rating (S&P)	34,862	56,220
- BB- rating (Fitch)	-	4,000
- B2 rating (Moody's)	-	25,227
- B- rating (Fitch)	-	810
Total bank deposits	264,419	393,191
Less short-term portion	(97,480)	(43,830)
Total long-term bank deposits	166,939	349,361

As at 31 December 2024, the interest rate on deposits ranged from 6% to 19% per annum (31 December 2023: 5% to 19% per annum) depending on maturity and nominal currency. As of 31 December 2023, saving deposits included a US Dollar 28,008 thousand deposit at annual interest rate of 6% with JSCB “Kapitalbank, which is pledged as collateral for the borrowings of related party entities, which subsequently was released by the end of 2024.

10. RESTRICTED DEPOSITS

Restricted deposits mainly consist of US dollar 24,125 thousand placed with JSCB “Infinbank” (rated B1 by Moody's). These deposits are held to accumulate cash to secure obligations under letters of credit. These deposits mature in 2026. In addition, during the 2024, the Group placed restricted deposits totaling US Dollars 31,071 thousand with three local banks at below market interest rates ranging from 0% to 14%, to support the issuance of car loans by the banks as a part of sales promotion initiative.

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11. CASH AND CASH EQUIVALENTS

	31 December 2024	31 December 2023
Cash and cash equivalents in UZS	31,125	17,158
Cash and cash equivalents in foreign currencies	11,667	38,364
Total cash and cash equivalents	42,792	55,522

The credit quality of cash and cash equivalents balances at year end is summarised based on Moody's, S&P's and Fitch ratings as follows:

	31 December 2024	31 December 2023
- Ba3 rating (Moody's)	32,903	3
- B1 rating (Moody's)	6,918	53,670
- B+ rating (S&P)	2,963	-
- B2 rating (Moody's)	-	1,045
- B rating (S&P)	-	791
- BB-/B rating (S&P)	8	-
- BB-/B rating (Fitch Ratings)	-	13
Total cash and cash equivalents	42,792	55,522

12. RESTRICTED CASH

Restricted cash are cash resources in the amount of US Dollars 15,779 thousand (2023: US Dollars 10,561 thousand) in JSCB “Asaka” (B1 - Moody's), which are subject to restrictions stipulated by the regulations of the letter of credit transaction with JSCB “Asaka”. Therefore, they are not available for immediate or general business use by the Group until the full execution of contracts with suppliers.

13. TRADE AND OTHER RECEIVABLES

	31 December 2024	31 December 2023
Trade receivables from legal entities	108,886	81,968
Trade receivables from individuals	261,183	2,566
Other receivables	76,118	42,862
Less expected credit loss allowance	(30,193)	(21,083)
Total financial assets within trade and other receivables	415,994	106,313
Prepayments	31,726	63,794
Total trade and other receivables	447,720	170,107
Less long-term portion	(137,340)	-
Total short-term trade and other receivables	310,380	170,107

Trade receivables from individuals mainly represents sale of finished goods on installment terms. The credit period on sales of goods is from 12 to 36 months. No interest is charged on outstanding trade receivables.

Sales to domestic customers are mainly carried out under the terms of partial payment in advance that reduces exposure to credit risk. Sales to foreign customers are carried out under the terms of partial payment in advance and credit payment. Other financial receivables consist of receivables derived from activities other than the core business of the Group.

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The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier.

During 2024, the Group made payments totalling US Dollars 19,368 thousand to their shareholder as advances to be utilised against future dividend declarations. This amount is included in other receivables.

Movement in the allowance for expected credit losses on trade and other accounts receivables are as follows:

	2024	2023
At 1 January	21,083	23,925
Impairment charge of allowance	-	(1,339)
Accrual of allowance	10,272	-
Effect of translation to presentation currency	(1,162)	(1,503)
At 31 December	30,193	21,083

The analysis of trade and other financial receivables is as follows:

	31 December 2024	31 December 2023
Trade receivables from individuals on installment sales	261,183	2,566
Trade and other financial receivables not past due	146,541	101,388
<i>Trade and other receivables past due and collectively assessed</i>		
- less than 180 days overdue	8,547	3,201
- over 180 days overdue	24,624	17,222
Total trade and other financial receivables past due and collectively assessed, gross	33,171	20,423
Trade and other financial receivables individually determined to be impaired, gross	5,292	3,019
<i>Expected credit loss allowance</i>		
Allowance for expected credit losses assessed on portfolio basis	(19,566)	(16,643)
Allowance for expected credit losses assessed on an individual basis	(10,627)	(4,440)
Total expected credit loss allowance	(30,193)	(21,083)
Total financial assets within trade and other receivables	415,994	106,313

14. INVENTORIES

	31 December 2024	31 December 2023 (Restated)*
Goods in transit	148,368	200,949
Raw materials and spare parts	303,515	470,411
Finished goods	532,573	513,609
Work in progress	24,905	71,882
Total inventories	1,009,361	1,241,285
Less long-term portion	(15,868)	(15,566)
Total short-term portion inventories	993,493	1,225,719

* See note 5.1 for details

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As at 31 December 2024, non-current portion of inventory amounting to US Dollar 15,868 thousand is included in other non-current assets. The company expects to realise this portion of inventory after more 12 months.

During 2024 and 2023, the Group did not pledge inventory as security.

15. ADVANCES PAID TO SUPPLIERS

	31 December 2024	31 December 2023
Advances paid for Inventories	99,402	175,198
Advances paid for inventory to GM Korea	86,204	112,403
Advances paid to suppliers – services	30,475	35,497
Advances paid to customs authorities	11,482	4,928
Other prepayments	1,977	2,693
Total advances paid to suppliers	229,540	330,719
Less long-term portion	(64,653)	(93,669)
Total short-term advances paid to suppliers	164,887	237,050

As at 31 December 2024 non-current portion of prepayment for inventory to GM Korea which amount is US Dollar 64,653 thousand included in other non-current assets.

16. SHARE CAPITAL AND OTHER RESERVES

The nominal registered amount of the Company’s issued share capital as at 31 December 2024 was US Dollars 358,144 thousand (2023: US Dollars 358,144 thousand). The Immediate Parent Company is the sole shareholder of the Company.

The total authorised number of ordinary shares at 31 December 2024 was 270,785 thousand shares (2023: 270,785 thousand shares) with a par value of Uzbekistan Sum 5,000 per share (2023: Uzbekistan Sum 5,000 per share). All authorised ordinary shares have been issued and fully paid and each ordinary share carries one vote. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the Company in proportion to the number of and amounts paid on the shares held.

Additional paid in capital mainly comprises the Trademark License Agreement contributed by General Motors, gains on borrowings at discounted interest rates from the Parent Company and other financing obtained from shareholders in the total amount of US Dollars 131,731 thousand (2023: US Dollars 131,731 thousand).

Other reserves include additional reserve funds formed on net profit of prior years in accordance with local legislation for US Dollars 96,604 thousand (2023: US Dollars 96,604 thousand).

During 2024 and 2023, dividends in the amount of US Dollars 55,492 thousand and 83,995 thousand were declared, respectively.

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17. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share (“EPS”) is based on the following data:

	2024	2023
Earnings:		
Earnings for the purposes of basic earnings per share being net profit attributable to owners of the Company	314,970	333,759
Earnings for the purposes of basic earnings per share	314,970	333,759
Number of shares:	2024	2023
Weighted average number of ordinary shares for the purposes of EPS	270,784,703	271,141,863

As of the date of the consolidated financial statements there were no financial instruments or other contracts that would entitle their holders to ordinary shares.

	2024	2023
Basic and diluted earnings per share	1.16	1.23

18. BORROWINGS

	Carrying amounts	
	31 December 2024	31 December 2023
Eurobonds due in 2026	303,153	302,905
Borrowings from banks	129,505	156,757
Other borrowings	-	332
Total borrowings	432,658	459,994
Less short-term portion	(68,633)	(58,962)
Total long-term borrowings	364,025	401,032

Eurobonds due in 2026

The Group’s Debt securities issued are US Dollar denominated quasi-sovereign unsecured corporate bonds in the amount of US Dollar 300,000 thousand, issued on 27 April 2021 on the London Stock Exchange under the Rule 144A and Reg S with coupon rate 4.85% and transaction cost of US Dollar 1,400 thousand. The maturity date of bonds is May 2026.

In accordance with the bond issuance agreement, there are a number of financial covenants, principally to have a consolidated net leverage ratio of less than 3.75, to not distributing more than 50% of accumulated net profit from the date of the agreement and non-financial covenants. As at 31 December 2024 and 31 December 2023, the Group was in compliance with the covenants.

US Dollar-denominated ECA facility made by Credit Suisse AG

The Group’s ECA facility is a US Dollar-denominated facility agreement signed between the Group with Credit Suisse AG and Raiffeisen Bank International AG in the amount of US Dollar 48,000 thousand on 27 September 2022 for the purchase of property, plant and equipment. US Dollar 46,422 thousand have been drawn under this agreement. The maturity date is no later than December 2031.

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In accordance with the agreement, there are a number of financial covenants:

- 1) Consolidated net leverage ratio of less than 3.75;
- 2) Gearing ratio less than 2.25;
- 3) Distributions/dividends amount should not exceed more than 50% of accumulated net profit from the date of the agreement and non-financial covenants.

Senior unsecured syndicated term loan made by Deutsche Bank AG

On 24 August 2023, the senior unsecured syndicated facility agreement signed between the Group with Deutsche Bank AG as initial mandated Lead Arranger and JSC Halyk Bank of Kazakhstan as mandated Lead Arranger in the amount of US Dollars 100,000 thousand to facilitate funding of capacity increasing projects and the construction of new press shop facility. On 21 September 2023, US Dollars 100,000 thousand has been drawn under this agreement. The maturity date is September 2026.

In accordance with the agreement, there are a number of financial covenants, principally to have a consolidated net leverage ratio of less than 3.75 and an interest coverage ratio higher than 5.00. As at 31 December 2024 and 2023 the Group was in compliance with the covenants.

Average interest rate for both borrowings agreements is 3.3% margin + SOFR.

Reconciliation of liabilities arising from financing activities was as follows:

	Total borrowings
1 January 2023	312,577
Proceeds from borrowings	150,649
Repayment of borrowings	(890)
Interest paid	(17,622)
Total cash flow	132,137
Interest expense	21,341
Interest capitalised	-
Foreign exchange loss	31,145
The effect of translation to presentation currency	(37,206)
31 December 2023	459,994
Proceeds from borrowings	-
Repayment of borrowings	(26,786)
Interest paid	(27,946)
Total cash flow	(54,732)
Interest expense	27,457
Foreign exchange loss	20,508
The effect of translation to presentation currency	(20,570)
31 December 2024	432,658

19. TRADE AND OTHER PAYABLES

	31 December 2024	31 December 2023 (Restated)*
Trade payables	586,561	775,396
Other payables	21,706	34,407
Total trade and other payables	608,267	809,803

* See note 5.1 for details

Trade payables principally comprise amounts outstanding for short-term trade purchases and ongoing cost from the Group's main foreign supplier – GM Korea Company and other local suppliers

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of auto components purchased for the assembly of passenger vehicles. The average credit period taken for purchases from suppliers is from 60 days to 120 days.

Other payables consist of payables derived from activities other than the core business of the Group. The management consider that the carrying amount of trade and other payables approximates to their fair value.

20. CONTRACT LIABILITIES

As at 31 December 2024 the majority of contract liabilities are advances received for sale of cars in the amount US Dollars 347,843 thousand (31 December 2023: 791,037). This decrease is due to the fulfillment of the company's obligations under previously concluded contracts.

In 2024 and 2023, US Dollars 719,073 thousand and US Dollars 1,593,917 thousand of revenue was recognised in the current reporting period from the contract liabilities in the form of advances received from customers as at 31 December 2023 and at 31 December 2022, respectively.

21. DIVIDENDS AND CHARITY

	31 December 2024	31 December 2023
- for individuals	12	9
- for legal entities	268	8,883
- charity	124,671	48,636
Dividends and charity payable	124,951	57,528
		Dividends and charity payable
1 January 2024		57,528
Dividends declared		55,879
Accruals against future dividend declarations		19,368
Dividend paid		(80,841)
Dividend tax charged		(2,793)
Charity accruals		98,211
Charity paid		(18,329)
Translation difference		(4,072)
31 December 2024		124,951

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22. REVENUE FROM CONTRACTS WITH CUSTOMERS

The Group derives revenue from the transfer of goods at a point in time in the following major product lines and geographical regions:

	2024	2023
<i>Domestic sales</i>		
Cars	3,659,271	3,980,254
Spare parts	44,350	47,143
Other	41,563	50,603
Total domestic sales	3,745,184	4,078,000
<i>Export sales</i>		
Cars	430,834	514,251
Spare parts	58,199	17,357
Other	5,369	1,810
Total export sales	494,402	531,608
Total revenue from contracts with customers	4,239,586	4,609,608

The Group’s export sales mainly represent sales to Kazakhstan in the amount of US Dollars 436,029 thousand (2023: US Dollars 503,435 thousand) while the rest are sales to other CIS countries.

The Group sells all vehicles under the Chevrolet brand. Sales prices are approved by Supervisory Board for both domestic and export markets. Domestic and export sales are carried out principally through domestic and foreign dealers respectively.

23. COST OF SALES

	2024	2023
Raw materials and spare parts	3,348,004	3,879,198
Payroll costs	101,235	76,512
Royalty fees	86,244	65,186
Depreciation	55,339	58,098
Other	64,907	38,448
Change in inventories of finished goods and work in progress	1,690	(138,490)
Total cost of sales	3,657,419	3,978,952

24. GENERAL AND ADMINISTRATIVE EXPENSES

	2024	2023
Payroll costs	30,356	42,567
Fees and other charges	6,923	9,728
Material expenses	6,219	1,626
Taxes other than income tax	5,405	4,458
Services	5,843	6,305
Depreciation	3,114	2,851
Charity	292	-
Other	2,912	4,437
Total general and administrative expenses	61,064	71,972

Expenses for services above include USD 180 thousands (2023 – USD 180 thousands) for audit of Group’s consolidated financial statements for the year ended 31 December 2024 and Review of the Group’s consolidated financial information for the period ended 30 June 2024. No other non-assurance services were provided during the years ended 31 December 2024 and 2023.

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25. SELLING EXPENSES

	2024	2023
Dealers' commission	52,771	57,576
Transportation costs	32,392	19,805
Payroll costs	21,596	16,873
Material expenses	15,964	8,523
Services	3,854	-
Depreciation	1,347	1,288
Other	385	4,065
Total selling expenses	128,309	108,130

26. OTHER OPERATING INCOME, NET

	2024	2023
Reimbursement	1,396	4,033
Reversal warranty provision	841	-
Fines and penalties	560	5,617
Inventory surplus	618	-
Gain arising on disposal of fixed assets	332	1,309
Other	1,064	6,311
Total other income, net	4,811	17,270

27. FINANCE INCOME

	2024	2023
Interest income from financial instruments measured at amortised cost:		
Bank deposits	29,900	30,299
Interest income from installment sales (unwinding)	18,276	-
Restricted deposits	16,521	12,542
Other	865	1,484
Total finance income	65,562	44,325

28. FINANCE COSTS

	2024	2023
Interest expenses on trade payables	17,226	13,297
Interest expenses on borrowings	27,457	21,341
Other	1,015	1,181
Total finance costs	45,698	35,819

Interest expenses on borrowings mainly include interests accrued on Eurobonds, Credit Suisse AG and Deutsche Bank AG from using the effective interest rate method.

29. NET FOREIGN EXCHANGE LOSS

The net foreign exchange loss relates to following financial assets and liabilities:

	2024	2023
Foreign exchange loss on operating activities	18,653	82,641
Foreign exchange gain on investing activities	(13,552)	(31,502)
Revaluation of bank loans	20,508	31,145
Total net foreign exchange loss	25,609	82,284

JSC “UZAUTO MOTORS”

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of US Dollars, unless otherwise stated)

30. INCOME TAXES

Details of current income tax expense for the years ended 31 December 2024 and 2023:

	2024	2023
Current tax expense	67,024	61,573
Origination and reversal of temporary differences	(4,450)	53
Total income tax expense	62,574	61,626

The charge for the year can be reconciled to the profit before tax as follows:

	2024	2023
Profit before tax	377,522	395,391
Income tax at statutory rate (15%)	56,628	59,309
Tax effect of non-taxable income	(8,453)	(6,275)
Tax effect of non-deductible expenses	18,040	6,385
Other	(3,641)	2,207
Income tax expense for the year	62,574	61,626

The following are the major deferred tax assets and liabilities recognised by the Group and movements thereon during the current and prior reporting periods.

	Property, plant and equipment	Other	Total
At 1 January 2023	(28,713)	5,135	(23,578)
Charge to profit or loss			
-origination and reversal of temporary differences	1,964	(2,016)	(52)
The effect of translation to presentation currency	2,494	(365)	2,130
At 31 December 2023	(24,255)	2,754	(21,501)
Charge to profit or loss			
-origination and reversal of temporary differences	1,965	2,485	4,450
The effect of translation to presentation currency	1,051	(176)	876
At 31 December 2024	(21,239)	5,063	(16,176)

31. CONTINGENCIES AND COMMITMENTS

Legal proceedings

Prior to 2018, the Group guaranteed the debts of certain related parties (dealers) operating in Russian Federation under loan agreements with Russian banks. During the course of the bankruptcy cases of these dealers, some creditors filed a lawsuit demanding to hold the Group and some other parties liable for the obligations of these entities.

CJSC PII “UzDaewoo-Voronezh”

On 8 October 2020, a lawsuit was filed against the Group demanding to hold the Group liable as guarantor for obligations of CJSC PII “UzDaewoo-Voronezh”.

The court hearings of first instance concerning CJSC PII “UzDaewoo-Voronezh” case has been held on 24 May 2022. The Voronezh Arbitration Court ruling dated 23 December 2022 found there were

JSC “UZAUTO MOTORS”

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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grounds for holding the UzAuto Motors responsible for the obligations of CJSC PII “UzDaewoo-Voronezh” and made a decision to hold liable the Group under the subsidiary liability. The Group has submitted relevant appeal on 13 of February 2023 to Voronezh Nineteenth Arbitration Court of Appeal, which was rejected on 14 April 2023. On 15 May 2023, the Group submitted cassation appeals to the Voronezh Central District Arbitration Court against the Ruling of Voronezh Arbitration Court dated 31 January 2023, and against the Resolution of the Nineteenth Arbitration Court of Appeal dated 14 April 2023. On 14 April 2023, by the Ruling of 19 Appeal Arbitration court the decision of the first instance court (Arbitration court of Voronezh oblast) was sustained.

Cassation appeals were filed by the Group and JSC “Uzautosanoat” and other claimants on 15 May 2023. On 28 August 2023 the Arbitration court of central district, cassation instance, issued a Ruling by which the ruling of first and appeal instance courts were cancelled and the case was directed for new consideration to the court of first instance. As of the date of these consolidated financial statements, the case is under consideration in the Arbitration court of Voronezh region.

The amount of the claims attributable to the Company might range up to Russian Ruble 10,337 million (equivalent of US Dollars 144,242 thousand) per Russian regulations.

As of the date of these consolidated financial statements, it is assessed that the risk of an unfavourable outcome for the Group while possible is not determined probable due to the following: (i) the bankruptcy of the relevant companies occurred during a major crisis in the automotive market in Russia, with many international suppliers ceasing to deliver cars to Russia and (ii) the statute of limitations for holding liable under certain lawsuits has expired, and therefore the Company did not accrue any provision in these consolidated financial statements.

LLC “UzavtoRus”

The consolidated financial statements for the year ended 31 December 2023 disclosed the lawsuit filed against the Group as guarantor for the obligations of LLC “UzavtoRus” as this was assessed as a possible risk given a ruling on 22 June 2022, by the Moscow Arbitration Court that the Company was liable for those obligations.

On 27 October 2023, the Hodgeabad Interdistrict Court for Civil Cases of the Republic of Uzbekistan denied the satisfaction of the application submitted by the bankruptcy trustee of LLC “UzavtoRus”, as well as several other creditors, seeking the enforcement of the Moscow Arbitration Court's, and therefore management have reassessed the risk of economic outflow as remote.

This Ruling was appealed to the Andijan region court appeal panel, and by the Ruling dated 25 January 2024, the Ruling of Hodgeabad Interdistrict Court for Civil Cases was left in force. Ruling of Andijan region court was appealed to the Revision Panel of the Andijan region court civil cases panel and by Ruling dated 14 February 2025, the Ruling of Andijan region court was left in force.

LLC ‘Ravon Motors Rus’

By Resolution of Moscow city arbitration court dated 30 August 2024 the claim of the bankruptcy manager to bring JSC “UzAutoMotors” to subsidiary liability within the framework of bankruptcy proceedings of JSC “Ravon Motors” was denied.

The Resolution was appealed to the Ninth Appeal arbitration court of Moscow district and the appeal was denied by Ruling dated 18 December 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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The Ruing was appealed to the Arbitration court of Moscow region and the appeal was denied by the Ruling dated 18 March 2025. The Ruling can be further appealed to the Supreme court within 2 months and the court hearing is scheduled to 5th of August 2025.

The Group determines its best estimate of contingent liabilities on the basis of the information available at the date of preparation of the consolidated financial statements. This assessment may change over time and is adjusted regularly on the basis of new information and circumstances.

From time to time, in the normal course of business, the Group is named as a defendant in various other legal actions, including arbitrations and other litigations that arise in connection with the business. Concerning matters for which the Group believes that losses are probable and can be reasonably estimated, the Group has established respective reserves. In many proceedings, however, it is inherently difficult to determine whether any losses are probably or even reasonably possible or to estimate the size or range of the possible losses.

Accordingly, it is possible that an adverse outcome from such proceedings could exceed the amounts accrued in an amount that could be material to the consolidated financial statements of the Group, and its results of operations or cash flows in any particular reporting year.

Capital expenditure commitments

As of 31 December 2024, the Group has contractual capital expenditure commitments in respect of development of new SUV-B and B-segment models under the GEM platform totalling US Dollars 30,799 thousand (31 December 2023: US Dollars 10,833 thousand). The Group has already allocated the necessary resources in respect of these commitments. The Group believes that future net income and funding will be sufficient to cover these and any similar commitments.

Guarantees

Guarantees are irrevocable assurances that the Group will make payments in the event that another party cannot meet its obligations. At 31 December 2024, the Group has guaranteed obligations of debts of JSC Uzauto Motors Powertrain under loan agreements with Credit Suisse totalling US Dollars 66,849 thousand (signed with the amount of US Dollars 105,000 thousand) and debts of local suppliers under loan agreements with JSCB “Kapitalbank” totalling US Dollars fully repaid (31 December 2023: 28,000). The Group estimates that overall impact of those guarantees would not be material to the financial statements, thus fair value of guarantees have not been calculated.

The Group estimates the costs that may be incurred under its assurance warranty obligations and records a liability in the amount of such costs when a product is sold and revenue is recognised. Factors that affect the Group’s warranty liability include the number of sold units, historical and anticipated rates of warranty claims of each model. Historically, there were no significant claims for warranties obligations.

32. FINANCIAL RISK MANAGEMENT

The Group’s activities expose it to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The overall risk management program seeks to minimise potential adverse effects on the financial performance of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

*(in thousands of US Dollars, unless otherwise stated)***Market risk – Foreign currency risk**

Currency risk is the risk that the financial results of the Group will be adversely affected by changes in exchange rates to which the Group is exposed. The Group undertakes transactions denominated in foreign currencies mainly in relation to the import of goods and spare parts from foreign suppliers. The Company's borrowings are denominated in US Dollars and Euro, substantial portion of outstanding balance of bank deposits and cash and cash equivalents are denominated in US Dollars. The table below summarises the Group's exposure to foreign currency risk:

	Monetary financial assets		Monetary financial liabilities	
	31 December 2024	31 December 2023	31 December 2024	31 December 2023
US Dollars	210,716	123,686	(873,935)	(907,250)
CNY	23	-	(67,683)	(1,223)
Euro	224	11	(4,905)	(968)
RUB	75	-	(1)	-

Currency risk is monitored regularly by performing a sensitivity analysis of foreign currency positions in order to verify that potential effects are within planned parameters. The table below details the Group's sensitivity to changes in exchange rates by 10% which is the sensitivity rate used by the Group for internal analysis. The analysis was applied to monetary items at the reporting dates denominated in the respective currencies.

If the USD or EUR exchange rate would strengthen by 10% for the years ended 31 December 2024 and 2023 compared to UZS as of the end of respective year, the Group would have incurred the following losses:

Effect on profit or loss and equity	For the year ended 31 December 2024	For the year ended 31 December 2023
Loss (USD exchange rate strengthening by 10% as compared to UZS)	66,322	15,696
Loss/(gain) (CNY exchange rate strengthening by 10% as compared to UZS)	6,766	(122)
Loss (EUR exchange rate strengthening by 10% as compared to UZS)	468	96
(Gain) (RUB exchange rate strengthening by 10% as compared to UZS)	(7)	-

Market risk - Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect the value of the financial instruments. The Group uses financial instruments with both fixed and floating interest rates to minimise exposure to interest rate risk.

As at 31 December 2024 and 2022 years, the structure of the Group's financial instruments with floating interest rates was as follows:

	Floating interest rate as at 31 December 2024	Floating interest rate as at 31 December 2023
Bank deposits	40,000	15,846
Borrowings	(120,135)	(146,398)

The table below presents a sensitivity analysis of interest rate risk, which has been calculated based on reasonably possible changes in interest rate on financial instruments with floating interest rate. The level of these changes is determined by management. The sensitivity analysis below presents

JSC “UZAUTO MOTORS”

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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the effect of a 100 basis point change in interest rates effective on the reporting date with the assumption that the rates and other factors remain unchanged for the years ended 31 December 2024 and 2023, the Group would have incurred the following losses:

Effect on profit or loss and equity	For the year ended 31 December 2024	For the year ended 31 December 2023
Interest rate increased by 1%	(801)	(1,306)
Interest rate decreased by 1%	801	1,306

Credit risk

Credit risk arises from the possibility that counterparties to transactions may default on their obligations, causing financial losses for the Group.

Financial assets, which potentially subject Group entities to credit risk, consist principally of trade receivables as well as cash and deposits. The objective of managing credit risk is to prevent losses of liquid funds deposited with or invested in financial institutions or the loss in value of receivables.

As at 31 December 2024, balances with two financial institution were individually more than 10%, and in aggregate represent 98% of cash and cash equivalents of the Group (31 December 2023: 1 financial institution represented 95%).

As at 31 December 2024, balances with one financial institution were individually more than 10%, and in aggregate represent 99% of restricted cash of the Group (31 December 2023: 1 financial institution represented 99%).

As at 31 December 2024, balances with two financial institutions were individually more than 10%, and in aggregate represent 80% of bank deposits of the Group (31 December 2023: 1 financial institution represented 75%).

As at 31 December 2024, there were two financial institution were individually more than 10% and in aggregate represent 90% of restricted deposits of the Group (31 December 2023: 97% of restricted deposits with one financial institution).

Local sales are mainly carried out under the terms of full and partial payment in advance that reduces exposure to credit risk. The Group does not have any limits, customer credit history or credit profiles in respect of domestic customers. The Group's customer base is very diverse including a significant number of individuals and legal entities; therefore, concentration of credit risk is very low. Although the collection of receivables could be influenced by economic factors, management believes that there is no significant risk of loss to the Group beyond the ECL allowance and provision for impairment already recorded.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to settle all liabilities as they are due. The liquidity position is carefully monitored and managed.

The liquidity risk is managed by maintaining detailed budgeting and cash forecasting processes and matching the maturity profiles of financial assets and liabilities to help ensure that it has adequate cash available to meet payment obligations.

Presented below is the maturity profile of the financial liabilities at 31 December 2024 based

JSC “UZAUTO MOTORS”

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of US Dollars, unless otherwise stated)

on undiscounted contractual cash payments, including interest payments:

	Carrying amount as at 31 December 2024	Less than 1 year	1-3 years	3-5 years	Total
Borrowings	432,658	81,693	356,987	25,018	463,698
Trade and other payables	608,267	608,267	-	-	608,267
Dividends and charity payable	124,951	124,951	-	-	124,951
Total financial liabilities	1,165,876	814,911	356,987	25,018	1,196,916

Presented below is the maturity profile of the financial liabilities at 31 December 2023 based on undiscounted contractual cash payments, including interest payments:

	Carrying amount as at 31 December 2023	Less than 1 year	1-3 years	3-5 years	Total (Restated)*
Borrowings	459,994	83,208	431,875	-	515,083
Trade and other payables	809,803	809,803	-	-	809,803
Dividends payable	57,528	57,528	-	-	57,528
Total financial liabilities	1,327,325	950,539	431,875	-	1,382,414

*See note 5.1 for details

33. MANAGEMENT OF CAPITAL

The primary objective of managing the Group’s capital is to ensure that there is sufficient capital available to support the funding requirements of the Group, including capital expenditure, in a way the optimises the cost of capital, maximises shareholders’ returns and ensures that the Group remains in a sound financial position.

The Group manages and adjusts the capital structure as opportunities arise in the market place, as when borrowing mature, or as and when funding is required. This may take the form of raising equity, market or bank debt or hybrids thereof. This strategy remains unchanged from prior years.

34. FAIR VALUE DISCLOSURES

The principal financial instruments comprise cash and cash equivalents, bank deposits, restricted deposits, restricted cash, trade and other receivables, borrowings and trade and other payables. The carrying amounts of financial assets and liabilities recorded at amortised cost in these consolidated financial statements approximate their fair value, except for borrowings.

The fair value of borrowings was measured based on the present value of discounted cash flows at the market interest rate, ranging from 7.20% to 11.2% based on maturity date (2023: 7.20% to 11.2%) at the end of each reporting periods presented.

	Carrying value	Fair value
Borrowings at 31 December 2024	432,658	402,232
Borrowings at 31 December 2023	459,994	423,067

JSC "UZAUTO MOTORS"

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Whilst accounted for at amortised cost, the fair value measurement of borrowings is within level 1 for Eurobonds and level 2 for borrowings from banks of the fair value hierarchy in accordance with IFRS 13 Fair value measurement.

35. EVENTS AFTER THE BALANCE SHEET DATE

On 21 January 2025, in accordance with the decision of the Supervisory Board, the Company resolved to transfer 97.64% and 32.24% of the charter capital in LLC "Avtosanoat Injiniring" LLC and LLC "Uzlogistic" respectively, to the State Asset Management Agency, subject to sale under market conditions.

On 10 January 2025, the Company declared dividends in the amount of US Dollar 20,402 thousand, these were fully paid during the period from January to May 2025.

On 21 April 2025, in accordance with the Decree of the President of the Republic of Uzbekistan, it was decided to sell the state's share in the Company's charter capital through a public offering.

JSC “UZAUTO MOTORS”

**Consolidated Financial Statements
for the year ended 31 December 2023
and Independent Auditor’s Report**

JSC “UZAUTO MOTORS”

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JSC "UZAUTO MOTORS"

STATEMENT OF MANAGEMENT'S RESPONSIBILITIES FOR THE PREPARATION AND APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

Management is responsible for the preparation of the consolidated financial statements that present fairly the financial position of JSC "UZAUTO MOTORS" (the "Company") and its subsidiaries (the "Group") as of 31 December 2023, and the results of its operations, cash flows and changes in shareholders' equity for the year then ended, in accordance with International Financial Reporting Standards ("IFRSs") as issued by the International Accounting Standards Board.

In preparing the consolidated financial statements, management is responsible for:

- Properly selecting and applying accounting policies;
- Presenting information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- Providing additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group's consolidated financial position and financial performance; and
- Making an assessment of the Group's ability to continue as a going concern.

Management is also responsible for:

- Designing, implementing and maintaining an effective and sound system of internal controls, throughout the Group;
- Maintaining adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the consolidated financial position of the Group, and which enable them to ensure that the consolidated financial statements of the Group comply with IFRSs;
- Maintaining statutory accounting records in compliance with Uzbekistan legislation and accounting standards;
- Taking such steps as are reasonably available to them to safeguard the assets of the Group; and
- Preventing and detecting fraud and other irregularities.

The consolidated financial statements of the Group for the year ended 31 December 2023 were approved by management on 28 June 2024.

On behalf of the Management:


Bo Inge Andersson
General Director
Tashkent, Uzbekistan


K.J. Umurzakov
Chief Financial Officer
Tashkent, Uzbekistan


I.I. Burhanov
Chief Accountant
Tashkent, Uzbekistan

28 June 2024

INDEPENDENT AUDITOR'S REPORT

To Shareholders of Joint Stock Company "UzAuto Motors":

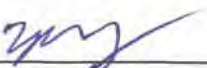
Opinion

We have audited the consolidated financial statements of JSC "UzAuto Motors" (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2023, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs").

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (the "IESBA Code") together with the ethical requirements that are relevant to our audit of the consolidated financial statements in Uzbekistan, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Ilia Gramotov, Qualified Auditor

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Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Why the matter was determined to be a key audit matter

Contingent liabilities

The Group has disclosed contingent liabilities arising from legal claims in Note 31. The accounting policy related to contingent liabilities is disclosed in Note 3, key sources of estimation uncertainty are disclosed in Note 4.

The assessment of the existence of a present legal obligation, analysis of the probability of the related liability and analysis of a reliable estimate, is dependent to a high degree on discretionary estimates and assumptions by management.

Due to the level of judgement relating to the recognition, valuation and presentation of contingent liabilities arising from these claims, we determined this to be a key audit matter.

How the matter was addressed in the audit

We performed the following procedures with respect to contingent liabilities:

- obtained an understanding of management's processes of recording of the risks, the estimation of the outcome of the proceedings and the reflection in the consolidated financial statements of the legal proceedings;
- held discussions with the Group's internal legal department, other departments familiar with the matters related to the legal claims, and the Group's external advisors, in order to obtain explanations, and assess the appropriateness of the factors, that led to the respective estimations;
- we involved our internal legal experts to review all the available information and assist the engagement team in auditing assumptions used in recognition of contingent liability.
- obtained written assessments on legal cases from Group's external attorneys; and
- verified the adequacy and completeness of the presentation of contingent liabilities in the consolidated financial statements.



Ilia Gramotov, Qualified Auditor

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.



Ilia Gramotov, Qualified Auditor

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Deloitte & Touche" Audit Organisation LLC is included in the Register of auditing organizations of the Ministry of Finance of the Republic of Uzbekistan from 8 June 2021

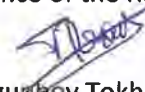

Iliya Gramotov

Qualified Auditor

Auditor qualification certificate authorizing audit of companies, #05422 dated 20 August 2016 issued by the Ministry of Economy and Finance of the Republic of Uzbekistan

28 June 2024
Tashkent, Uzbekistan




Turgunboy Tokhirov
Acting Director

"Deloitte & Touche" Audit Organisation LLC

JSC "UZAUTO MOTORS"

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (in thousands of US Dollars, unless otherwise stated)

	Notes	2023	2022 (Restated)*	2021 (Restated)*
ASSETS				
Non-current assets				
Property, plant and equipment	9	431,091	454,518	439,326
Intangible assets		1,409	1,773	2,311
Bank deposits	10	349,361	175,781	3,741
Restricted deposits	11	85,601	209,361	191,414
Loans issued		7,768	5,856	4,647
Other non-current assets	16,17	112,745	115,780	92,529
Investment in associate		14,322	15,068	-
Total non-current assets		1,002,297	978,137	733,968
Current assets				
Cash and cash equivalents	12	55,522	96,560	136,020
Restricted cash	13	10,561	65,613	70,648
Bank deposits	10	43,830	432,132	124,290
Restricted deposits	11	198,100	44	3,514
Loans issued		4,478	5,538	7,567
Trade and other receivables	14	170,107	180,519	207,487
Advances paid to suppliers	16	237,050	339,522	177,950
Income tax prepayments		464	8,054	-
Inventories	15	1,212,770	1,181,970	751,795
Total current assets		1,932,882	2,309,952	1,479,271
TOTAL ASSETS		2,935,179	3,288,089	2,213,239
EQUITY				
Share capital	17	358,144	357,790	266,667
Share premium		4,643	-	-
Additional paid in capital	17	131,731	131,611	131,611
Other reserves	17	96,604	96,604	96,604
Retained earnings		370,292	163,896	138,148
Cumulative translation differences		(175,220)	(109,605)	(88,422)
Equity attributable to the Company's owners		786,194	640,296	544,608
Non-controlling interest		519	513	538
TOTAL EQUITY		786,713	640,809	545,146
LIABILITIES				
Non-current liabilities				
Borrowings	19	401,032	302,707	299,915
Deferred income tax liability	30	21,501	23,578	22,096
Other non-current liabilities		6,385	4	1,764
Total non-current liabilities		428,918	326,289	323,775
Current liabilities				
Borrowings	19	58,962	9,870	28,827
Trade and other payables	20	781,288	495,267	450,939
Other taxes payables		4,087	3,546	5,079
Contract liabilities	21	815,424	1,772,990	846,919
Dividends and in-kind distributions	17	57,528	30,165	8,443
Other liabilities		2,259	9,153	4,111
Total current liabilities		1,719,548	2,320,991	1,344,318
TOTAL LIABILITIES		2,148,466	2,647,280	1,668,093
TOTAL EQUITY AND LIABILITIES		2,935,179	3,288,089	2,213,239

*See Note 6 for details

Approved for issue and signed on 28 June 2024.

Bo Inge Andersen
General Director
Tashkent, Uzbekistan

K.J. Umurzakov
Chief Financial Officer
Tashkent, Uzbekistan

I.I. Burhanov
Chief Accountant
Tashkent, Uzbekistan

The notes set out on page 10 to 44 form an integral part of these consolidated financial statements.

JSC "UZAUTO MOTORS"

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (in thousands of US Dollars, unless otherwise stated)

	Notes	2023	2022 (Restated)*
Revenue from contracts with customers	22	4,609,608	3,298,349
Cost of sales	23	(3,978,952)	(2,867,589)
Gross profit		630,656	430,760
General and administrative expenses	24	(71,972)	(77,542)
Selling expenses	25	(108,130)	(84,140)
Expected credit losses on trade receivables	14	691	(10,252)
Share of results of associate		654	697
Other operating income, net	26	17,270	22,255
Operating profit		469,169	281,778
Finance income	27	44,325	38,003
Finance costs	28	(35,819)	(15,940)
Net foreign exchange loss	29	(82,284)	(29,717)
Profit before income tax		395,391	274,124
Income tax expense	30	(61,626)	(38,190)
Profit for the year		333,765	235,934
Other comprehensive loss:			
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translation to presentation currency		(65,615)	(21,183)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		268,150	214,751
Profit is attributable to:			
- Owners of the Company		333,759	235,959
- Non-controlling interest		6	(25)
Total comprehensive income is attributable to:			
- Owners of the Company		268,144	214,776
- Non-controlling interest		6	(25)
Profit for the year attributable to owners of the Company	18	333,759	235,959
- Basic and dilutive earnings per share in US Dollars	18	1.23	1.27

*See Note 6 for details

Approved for issue and signed on 28 June 2024.

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JSC "UZAUTO MOTORS"

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (in thousands of US Dollars, unless otherwise stated)

Notes	Share capital	Share premium	Attributable to owners of the Company				Non-controlling interest	Total
			Additional paid in capital	Other reserves	Cumulative translation differences	Retained earnings		
Balance at 1 January 2022 - As previously issued	266,667	-	131,611	96,604	(88,413)	137,718	538	544,725
Correction of error	-	-	-	-	(9)	430	-	421
Balance at 1 January 2022 as restated*	266,667	-	131,611	96,604	(88,422)	138,148	538	545,146
Profit for the year	-	-	-	-	-	235,959	(25)	235,934
Other comprehensive loss for the period	-	-	-	-	(21,183)	-	-	(21,183)
Total comprehensive income for the period	-	-	-	-	(21,183)	235,959	(25)	214,751
Capitalised amount	91,123	-	-	-	-	(95,918)	-	(4,795)
Dividends declared	-	-	-	-	-	(73,790)	-	(73,790)
Charity and sponsorship in accordance with orders of state regulatory and supervisory authorities	-	-	-	-	-	(40,503)	-	(40,503)
Balance at 31 December 2022 as restated*	357,790	-	131,611	96,604	(109,605)	163,896	513	640,809
Profit for the period	-	-	-	-	-	333,759	6	333,765
Other comprehensive loss for the period	-	-	-	-	(65,615)	-	-	(65,615)
Total comprehensive income for the period	-	-	-	-	(65,615)	333,759	6	268,150
Issued shares for sale	1,181	-	-	-	-	-	-	1,181
Repurchase of own shares	(827)	-	-	-	-	-	-	(827)
Premium arising on new share issuance	17	-	4,643	-	-	-	-	4,643
Distribution of non-cash assets to shareholders	17	-	-	-	-	(9,265)	-	(9,265)
Capital contribution from shareholders	17	-	-	120	-	-	-	120
Dividends declared	17	-	-	-	-	(83,995)	-	(83,995)
Charity and sponsorship in accordance with orders of state regulatory and supervisory authorities	17	-	-	-	-	(46,180)	-	(46,180)
Related current tax	17	-	-	-	-	12,077	-	12,077
Balance at 31 December 2023	358,144	4,643	131,731	96,604	(175,220)	370,292	519	786,713

*See Note 6 for details

Approved for issue and signed on 28 June 2024.

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JSC "UZAUTO MOTORS"

CONSOLIDATED STATEMENT OF CASH FLOWS

(in thousands of US Dollars, unless otherwise stated)

	Notes	2023	2022 (Restated)*
Cash flows from operating activities			
Profit before income tax		395,391	274,124
Adjustments for:			
Share of results of associates		(654)	(697)
Depreciation of property, plant and equipment	9	59,813	34,604
Amortisation of intangible assets		597	633
(Gain)/loss on disposal of property, plant and equipment	26	(1,309)	2,362
Loss on disposal of subsidiary		-	(7,570)
Expected credit (gain)/losses on trade receivables	14	(691)	10,252
Net foreign exchange loss	29	82,284	29,717
Finance income	27	(44,325)	(38,003)
Finance costs	28	35,819	15,940
Operating cash flows before working capital changes		526,925	321,362
Net change in:			
Trade and other receivables		(23,311)	(4,786)
Advances paid to suppliers		75,500	(164,724)
Inventories		(159,371)	(463,391)
Restricted deposits		(89,754)	7,310
Restricted cash		55,359	2,147
Other non-current assets		7,669	(26,866)
Trade and other payables		270,230	66,591
Contract liabilities		(838,439)	970,391
Taxes and related charges payable		(3,553)	(6,996)
Other liabilities		(6,665)	7,094
Operating cash (inflows)/flows after working capital changes		(185,410)	708,132
Interest paid on borrowings	19	(17,622)	(7,367)
Interest paid on trade payables		(13,297)	(7,717)
Interest received		8,729	32,470
Income tax paid		(42,114)	(49,081)
Net cash (used in)/from operating activities		(249,714)	676,437
Cash flows from investing activities			
Purchase of property, plant and equipment		(73,882)	(78,071)
Proceeds from sale of property, plant and equipment		3,446	2,092
Cash outflow on disposal of subsidiary		(138)	(3,492)
Capitalised interest paid		-	(8,174)
Purchase of intangible assets		(382)	(230)
Loans issued		(122)	-
Repayment of loans issued		1,117	404
Bank deposits placements		(181,325)	(1,130,798)
Proceeds from matured bank deposits		404,650	612,090
Net cash from/(used in) investing activities		153,364	(606,179)
Cash flows from financing activities			
Proceeds from borrowings	19	150,649	6,830
Repayment of borrowings	19	(890)	(23,189)
Proceeds from issuance of new shares		5,824	-
Purchase of own shares		(827)	-
Dividends paid to the Company's shareholders		(84,701)	(61,615)
Charity and sponsorship in accordance with orders of state regulatory and supervisory authorities		(8,309)	(26,422)
Net cash from/(used in) financing activities		61,746	(104,396)
Net decrease in cash and cash equivalents		(41,038)	(39,460)
Cash and cash equivalents at the beginning of the year	12	96,560	136,020
Effect of exchange rate changes on cash and cash equivalents		(907)	(614)
The effect of translation to presentation currency		(5,527)	(4,708)
Cash and cash equivalents at the end of the year	12	55,522	96,560

*See Note 6 for details

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JSC "UZAUTO MOTORS"

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of US Dollars, unless otherwise stated)

1. GENERAL INFORMATION

Organisation and operations

JSC "UzAuto Motors" (the "Company") and its subsidiaries (together referred to as the "Group") manufacture vehicles, and sell vehicles and spare parts, under the brand of Chevrolet to dealers and distributors mainly in Uzbekistan and CIS countries.

The Company was established as a joint venture company with Daewoo Motors Company in March 1993. In October 2005, the Company became wholly owned by JSC "Uzavtosanoat" (the "Ultimate Parent Company"). Based on the Decree of the President of the Republic of Uzbekistan # PP-800, the Company was recognised as a joint stock company "General Motors Uzbekistan" and is domiciled in Uzbekistan. The Company changed its name from JSC "General Motors Uzbekistan" to JSC "UzAuto Motors" effective from 1 July 2019.

In October 2017, the Ultimate Parent Company and General Motors Company, USA ("GM") agreed to create the GM Alliance, which is a new cooperation platform that meets the needs of the Uzbekistan growing automotive industry. GM Alliance also provides an access to GM's automotive technologies and know-how. Within the GM Alliance, the Ultimate Parent Company assumes full control over operating activity in the production of cars and car engines. On 25 August 2020, the Ultimate Parent Company agreed to establish an immediate Parent Company of the Group – "UzAuto Passenger Vehicles Management" LLC (the "Immediate Parent Company"). The Immediate Parent Company is the sole shareholder of the Company.

As at 31 December 2023 the ultimate controlling party is the Government of the Republic of Uzbekistan represented by the Ministry of Economy and Finance of the Republic of Uzbekistan.

The Company's registered address is 81 Xumo Street, Asaka, Andijan region, Republic of Uzbekistan. The Group's manufacturing facilities are primarily based in Asaka (Andijan Region), and Pitnak city (Khorezm Region), Uzbekistan. Eight automobile models under the Chevrolet brand were produced in these facilities during 2023 and 2022. The maximum production capacity of the Company is approximately 430 thousand vehicles annually.

As at the end of the reporting year, the Company owns the following subsidiaries and associate:

	<u>Nature of business</u>	<u>Percentage of voting rights</u>	<u>Percentage of ownership</u>	<u>Country of registration</u>
Subsidiaries as of 31 December 2023				
"Research and Development Center" LLC	Research and development	100.00%	100.00%	Uzbekistan
"Avtosanoat-Injiniring" LLC	Construction	98.01%	98.01%	Uzbekistan
Associates as of 31 December 2023				
"Uzlogistic" LLC	Logistic services	47.30%	47.30%	Uzbekistan

JSC “UZAUTO MOTORS”

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of US Dollars, unless otherwise stated)

Subsidiaries as of 31 December 2022

"Kurgontepa Tibbiyot Diagnostika Markazi" LLC	Healthcare	100.0%	100.0%	Uzbekistan
"Khonobod Sihatgohi" LLC	Service	100.0%	100.0%	Uzbekistan
"Grand Auto Palace" LLC	Service	100.0%	100.0%	Uzbekistan
"Research and Development Center" LLC	Research and development	100.0%	100.0%	Uzbekistan
"Avtosanoat-Injiniring" LLC	Construction	97.70%	97.70%	Uzbekistan

Associates as of 31 December 2022

"Uzlogistic" LLC	Logistic services	47.30%	47.30%	Uzbekistan
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On 19 May 2022, the Supervisory board of the Group made a decision to dispose of "Avtosanoat-Injiniring" LLC. The disposal had been expected to be completed in May 2023. As of the reporting date, the buying company notified the Group of its inability to complete the transaction and the decision to dispose the subsidiary was postponed. The Group disclosed "Avtosanoat-Injiniring" LLC as a subsidiary in these Consolidated Financial Statements.

During 2023, in accordance with the Decree of the President of Republic of Uzbekistan #168 dated 18 March 2022 the Group has finalised the transfer of three non-profitable and non-core subsidiaries ("Kurgontepa Tibbiyot Diagnostika Markazi" LLC, "Khonobod Sihatgohi" LLC and "Grand Auto Palace" LLC) to state authorities (note 17).

As at 31 December 2023 and 2022, the Group had in total 16,511 and 14,144 employees, respectively.

Business environment

Emerging markets such as Uzbekistan are subject to different risks than more developed markets, including economic, political and social, and legal and legislative risks. Laws and regulations affecting businesses in Uzbekistan continue to change rapidly, tax and regulatory frameworks are subject to varying interpretations. The future economic direction of Uzbekistan is heavily influenced by the fiscal and monetary policies adopted by the government, together with developments in the legal, regulatory, and political environment.

Because Uzbekistan produces and exports gold in large volume, its economy is sensitive to the price of gold on the world market. During 2023, the gold price was subject to significant fluctuations with the average price of 1,943.00 USD per troy ounce (2022: 1,801.97 USD per troy ounce). At the end of 2023 the Uzbekistan's gross domestic product ("GDP") grew by 6% (2022: 5.7%). In 2023 inflation rate in the country declined to 8.8% per annum (2022: inflation was 12.3% per annum).

The military and political conflict between Russian Federation and Ukraine escalated in early 2022. As a result, several countries introduced economic sanctions against Russia and Belarus, including measures to ban new investment and restrict interaction with major financial institutions and many state enterprises. As a result of these sanctions, the level of remittances to Uzbekistan has significantly reduced in 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of US Dollars, unless otherwise stated)

In March 2023, the Central Bank of the Republic of Uzbekistan reduced the base rate to 14% per annum comparing to 15% per annum at the beginning of the period. However, the uncertainty still exists related to future development of the geopolitical risks and their impact on the economy of Uzbekistan.

Management of the Group is monitoring developments in the economic, political, and geopolitical situation and taking measures it considers necessary to support the sustainability and development of the Group’s business for the foreseeable future. However, the consequences of these events and related future changes may have a significant impact on the Group’s operations.

In December 2023, S&P Global Ratings affirmed its ‘BB-/B’ long- and short-term foreign and local currency sovereign credit ratings on Uzbekistan. The outlook is stable. The decision was made due to comparatively strong fiscal and external stock positions, low interest burden and the government’s moderate debt levels. Real GDP growth, according to S&P, will average 5.2% over 2023-2026, supported by domestic demand and investment.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) as issued by the International Accounting Standards Board.

These consolidated financial statements were authorised for issue by the management on 28 June 2024.

Going concern

Management prepared these consolidated financial statements on a going concern basis. In assessing its going concern status, management of the Group has taken account of its financial position, expected future trading performance, its borrowings and other available credit facilities, its forecast compliance with covenants on those borrowings, its capital expenditure commitments and future expansion plans, and analysed the impact of macro-economic developments on the operations of the Group.

Thus, the Group sees its activities as going concern and continuing to be in the foreseeable future. The Group has neither the intention nor the need to liquidate or significantly reduce the scale of its operations. The management believes that at the date of approval of these consolidated financial statements, there are no significant risks related to the Group’s ability to continue as a going concern.

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of consolidation

Subsidiaries. The consolidated financial statement of the Group incorporates the financial statements of the Company and all its subsidiaries, from the date that control effectively commenced until the date that control effectively ceased. Control is achieved where the Company has the power over the investee, exposure or rights to variable returns from its involvement with the investee and the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control defined above.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(in thousands of US Dollars, unless otherwise stated)

Subsidiaries are included in the consolidated financial results of the Company from the effective date of acquisition up to the effective date of loss of control.

For non-wholly owned, controlled subsidiaries, the net assets attributable to outside equity shareholders are presented as non-controlling interests in the equity section of the consolidated statement of financial position. The non-controlling interest may initially be measured either at fair value or at the non-controlling interest's proportionate share of the fair value of the subsidiary's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis.

All intra-group balances, transactions and any unrealised profits or losses arising from intra-group transactions are eliminated on consolidation.

Functional currency. The functional currency of the Company and all its subsidiaries of the Group is the Uzbekistan Sum (“UZS”).

Presentation currency. These consolidated financial statements are presented in US Dollars (“USD”), as management believes it is a more convenient presentation currency for its users and a common presentation currency in the automotive industry.

The translation from functional currency into presentation currency is performed as follows:

- *assets and liabilities* are expressed in the presentation currency using exchange rates prevailing at each reporting date;
- *profit or loss* items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used;
- *exchange differences*, are presented in the *Cumulative translation differences* within the statement of changes in equity; and
- *cash flows*: cash balances at beginning and end of each reporting period presented are translated at exchange rates at the respective dates. All cash flows are translated at the average exchange rates for the period presented, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Resulting exchange differences, are presented as *The effect of translation to presentation currency*.

Exchange rates used in the preparation of these consolidated financial statements are as follows:

	31 December 2023	31 December 2022
1 USD exchange rates, UZS		
Closing exchange rates at the end of the year	12,338.77	11,225.46
Average exchange rates for the year ended	11,737.16	11,051.22

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(in thousands of US Dollars, unless otherwise stated)

Foreign currency

In preparing the Group’s consolidated financial statements, transactions in currencies other than the Group’s functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Property, plant and equipment. Property, plant and equipment are stated at cost, less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is calculated on a straight-line method over their estimated useful lives of the assets, as follows:

	<u>Useful lives in years</u>
Buildings and improvements	7-30
Machinery and equipment	5-25
Motor vehicles	5
Computer and office equipment	5-7

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Impairment of non-financial assets. At each reporting date, the Group reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of US Dollars, unless otherwise stated)

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease and to the extent that the impairment loss is greater than the related revaluation surplus, the excess impairment loss is recognised in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss to the extent that it eliminates the impairment loss which has been recognised for the asset in prior years. Any increase in excess of this amount is treated as a revaluation increase.

Financial instruments

Financial assets. Financial assets are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets primarily include Cash and cash equivalents, restricted cash, bank deposits, restricted deposits, trade and other receivables, loans issued and are measured at amortised cost.

The Group neither applies hedge accounting nor has any financial instruments measured at fair value through other comprehensive income.

Trade and other receivables. Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less expected credit losses ("ECL") allowance.

Cash and cash equivalents. Cash and cash equivalents include cash in hand, deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less.

Restricted cash. Restricted cash are excluded from cash and cash equivalents for the purposes of the consolidated statement of cash flows. Balances of restricted cash reflects the cash exchanged or used to settle a liability for at least twelve months after the reporting period.

Restricted deposits. Restricted deposits include deposits held with banks and highly liquid investments with original maturities of more than three months that are restricted from being exchanged or used to settle a liability. Balances restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period are included in 'restricted deposits' within non-current assets.

Impairment of financial assets. The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost, trade receivables and loans issued, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of US Dollars, unless otherwise stated)

The Group always recognises lifetime expected credit losses (ECL) for trade receivables, loans issued and financial guarantee contracts. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

The Group applies simplified approach for impairment of trade and lease receivable. For other financial assets the Group applies a three-stage model for impairment, based on changes in credit quality since initial recognition. A financial instrument that is not credit-impaired on initial recognition is classified in Stage 1. Financial assets in Stage 1 have their ECL measured at an amount equal to the portion of lifetime ECL that results from default events possible within the next 12 months or until contractual maturity, if shorter ("12 Months ECL"). If the Group identifies a significant increase in credit risk ("SICR") since initial recognition, the asset is transferred to Stage 2 and its ECL is measured based on ECL on a lifetime basis, that is, up until contractual maturity but considering expected prepayments, if any ("Lifetime ECL").

Derecognition of financial assets. The management of the Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire; or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transferred nor retains substantially all the risks and rewards of ownership and continues to control the transferred assets, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial liabilities. Financial liabilities primarily consist of trade and other payables, borrowings and dividends payable. They are initially measured at fair value, net of transaction costs. Financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

Financial guarantees. A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contract liabilities are measured initially at their fair values and, if not designated as at FVTPL and do not arise from a transfer of an asset, are measured subsequently at the higher of:

- The amount of the loss allowance determined in accordance with IFRS 9 (see financial assets above); and
- The amount recognised initially less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies set out above.

Trade and other payables. Trade payables are accrued when the counterparty performs its obligations under the contract and are recognised initially at fair value and subsequently carried at amortised cost using the effective interest method.

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Borrowings. Borrowings (consisting of debt securities issued, borrowings from bank, other borrowings and lease liabilities) are initially recognised at fair value adjusted for directly attributable transaction costs and are subsequently accounted at amortised cost using the effective interest method.

Derecognition of financial liabilities. The management of the Group derecognises financial liabilities when, and only when, the Group obligations are discharged, cancelled or they expire.

Advances paid to suppliers. Advances paid to suppliers are carried at cost less provision for impairment. Advances paid to suppliers are classified as non-current when the goods or services relating to the advances paid to suppliers are expected to be obtained after one year, or when the advances paid to suppliers relates to an asset which will itself be classified as non-current upon initial recognition. Advances paid to suppliers to acquire assets are transferred to the carrying amount of the asset once the Group has obtained control of the asset and it is probable that future economic benefits associated with the asset will flow to the Group. If there is an indication that the assets, goods or services relating to advances paid to suppliers will not be received, the carrying value of the advances paid to suppliers is written down accordingly and a corresponding impairment loss is recognised in profit or loss for the year.

Monies paid to GM Korea for their onward investment into the expansion and localisation of spare parts production of local suppliers are accounted for as advances to suppliers and charged to cost of sales based on the expected period of their production.

The non-current portion is included in other non-current assets, which is expected to be expensed after 12 months.

Income tax. Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group liabilities for current tax is calculated using tax rates that have been enacted or substantially enacted by the end of reporting period.

Deferred tax. Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in these consolidated financial statements and the corresponding tax basis used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the rates that are expected to apply in the period in which the liability is settled or the asset realised, based on the tax rates that have been enacted or substantially enacted by the end of reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the management of the Group expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities.

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Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the management of the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or loss or directly in equity, in which case, the current and deferred tax are also recognised in the statement of comprehensive income or in the statement of changes in equity, respectively.

Inventories. Inventories are recorded at the lower of cost and net realisable value. On 1 January 2021, the Group elected to change the cost formula used for inventories for the purposes of consistency with the industry practice. The Group has previously used the first-in, first-out cost formula. Starting from 1 January 2021, the cost of inventories is determined using the weighted average cost formula. The Group have assessed that the effect of change was not material to prior period consolidated financial statements. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and selling expenses.

Provisions. Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Warranties. The Group provides an assurance-type warranty within 3 years or 100,000 km after the sale (whichever comes first). The Group estimates the costs that may be incurred under its assurance warranty obligations and records a liability in the amount of such costs when a product is sold and revenue is recognised. Factors that affect the Group's warranty liability include the number of sold units, historical and anticipated rates of warranty claims of each model. The Group periodically reassesses its warranty liabilities and adjusts the amounts as necessary.

Revenue recognition. Revenue is recognised in the amount of transaction price. Transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring control over promised goods or services to a customer.

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The Group shall recognise revenue arising from contracts with customers and the related accounting effects through the following steps based on IFRS 15:

- 1) Identification of the contract with the consumer;
- 2) Identification of the obligation to be executed under the contract;
- 3) Determination of transaction price;
- 4) Distribution of the transaction price between certain duties to be performed under the contract;
- 5) Recognition of proceeds at the time of (or as far as) the performance of the obligations to be performed under the contract.

Contract liabilities. Contract liabilities are recognised when cash is received on goods that are to be delivered in the future periods. Contract liabilities are recorded as liability in the consolidated statement of financial position, and as the goods are delivered to customers over time, they are recognised as revenue on the consolidated statement of profit or loss.

The Group realises cars on domestic market through dealers acting as agents. The Group recognises revenue at a point in time when control is transferred to a final customer. In some cases, customers have a right to return faulty products, and in other cases – they have a right to have the faulty product repaired.

In general, the sales are made with full prepayment terms. The Group applies the practical expedient for short-term advances received from customers. That is, the promised amount of consideration is not adjusted for the effects of a significant financing component if the period between the transfer of the promised good or service and the payment is one year or less.

Costs and expenses. Costs and expenses, unless associated with the earning of specific items of income and deferred, are recognised when incurred, regardless of when cash is paid, and are recorded in the statement of profit or loss and other comprehensive income in the period to which they relate.

Borrowing costs. The expenses incurred by the Group when it borrows funds, such as interest payments on loans or bonds, bank charges, and other costs associated with obtaining and using borrowed money.

Share capital. Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Other reserves. Other reserves mainly consist of the amount that the Company and its subsidiaries allocate (annually 5% of net profit) until the amount of such reserves reaches at least 15% of the share capital, which can only be used to cover losses for the period, pay off corporate bonds and buy back own shares. Other reserves also include amounts attributable to the sponsorship and charitable fund as well as the fund for supporting innovative initiatives.

Dividends. Dividends are recorded as a liability and deducted from equity in the period in which they are declared and approved, respectively. Any dividends declared after the reporting period and before the consolidated financial statements are authorised for issue are disclosed in the subsequent events note. The statutory accounting reports of the Group are the basis for profit distribution and other appropriations. Uzbekistan legislation identifies the basis of distribution as the current year net profit.

Deemed distributions. Distributions to shareholders, other than dividends, are recognized directly to equity net of any income tax.

Operating segments. Operating segments are reported in a manner consistent with the internal reporting provided to the Group’s chief operating decision maker. The chief operating decision-maker is responsible for allocating resources and assessing performance of the operating segments. Reportable segments whose revenue and result are ten percent or more of all the segments are reported separately.

4. CRITICAL ACCOUNTING ESTIMATES, AND JUDGEMENTS IN APPLYING ACCOUNTING POLICIES

In the application of accounting policies, management is required to make judgements that have a significant impact on the amounts recognised, and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are to be reviewed on an ongoing basis. Revisions to accounting estimates will be recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Useful lives of property, plant and equipment and intangible assets

The Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each annual reporting period.

The assessment of the useful life of an asset is dependent upon factors such as economic use, repair and maintenance programs, technological advancements and other business conditions. Management’s assessment of the useful lives of property, plant and equipment and intangible assets reflects relevant information available to them as at the date of these consolidated financial statements.

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (which are presented separately below), that the directors have made in the process of applying the Group’s accounting policies and that have the most significant effect on the amounts recognised in financial statements.

Liability and litigation risks

During the course of bankruptcy proceedings in respect of CJSC PII “UzDaewoo-Voronezh” and LLC “UzavtoRus”, subsidiaries of the Group, which are all located in Russia, bankruptcy trustees filed a lawsuit against the Company and the Parent Company, claiming that the Company was liable under subsidiary liability for the obligations of CJSC PII “UzDaewoo-Voronezh” and LLC “UzavtoRus”.

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If the outcome of these legal proceedings is detrimental to the Group, the Group may be required to pay substantial compensatory and punitive damages, to pay fines or to carry out other costly actions.

Litigations often involve complex legal issues and are connected with a high degree of uncertainty. Accordingly, the assessment of whether an obligation exists on the balance sheet date as a result of an event in the past, and whether a future cash outflow is likely and the obligation can be reliably estimated, largely depends on estimations by the management. The Group regularly evaluates the current stage of legal proceedings, also with the involvement of external legal counsel. It is therefore possible that the amounts of provisions for pending or potential litigation will have to be adjusted due to future developments. Changes in estimates and premises can have a material effect on the Group's future profitability.

It is also possible that provisions recognised for some legal proceedings may turn out to be insufficient once such proceedings have ended. The Group may also become liable for payments in legal proceedings for which no provisions were established. Although the final resolution of any such proceedings could have a material effect on the Group's operating results and cash flows for a particular reporting period, the management believes that it should not materially affect the Group's financial position. Further information on liability and litigation risks and regulatory proceedings is provided in note 31.

5. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs)

In preparing these consolidated financial statements for the year ended 31 December 2023 the Group applied all the Standards and Interpretations effective for the annual period ended 31 December 2023 for which the first complete set of consolidated financial statements is prepared.

The new and revised International Financial Reporting Standards had no significant impact on the Group's consolidated financial statements for the year ended 31 December 2023.

<i>New or revised standard or interpretation</i>	<i>Applicable to annual reporting periods beginning on or after</i>
IFRS 17 –Insurance contracts	1 January 2023
Amendments to IFRS 17 –Insurance contracts	1 January 2023
Amendments to IFRS 4 – Extension of the Temporary Exemption from Applying IFRS 9	1 January 2023
Amendments to IAS 8 – Definition of Accounting Estimates	1 January 2023
Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies	1 January 2023
Amendments to IAS 12 – Deferred Tax Relating to Assets and Liabilities Arising from a Single Transaction	1 January 2023
Amendments to IFRS 17 – Initial Application of IFRS 17 and IFRS 9 - Comparative Information	1 January 2023

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At the date of authorisation of these consolidated financial statements, the Group has not applied the following new and revised IFRS Standards that have been issued but are not yet effective:

<i>New or revised standard or interpretation</i>	<i>Applicable to annual reporting periods beginning on or after</i>
Amendments to IAS 1 – Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to IFRS 16 – Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to IFRS 7 – Supplier finance arrangements	1 January 2024
Amendments to IAS 1 – Non-current Liabilities with Covenants	1 January 2024
Amendments to IAS 7 – Supplier finance arrangements	1 January 2024
Amendments to IFRS 7 – Classification and measurement of financial instruments	1 January 2026
IFRS 18 – Presentation and disclosure in Financial Statement	1 January 2027
IFRS 19 – Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to IFRS 10 and IAS 28 - <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Not determined

Management does not expect that the adoption of the Standards listed above will have a material impact on the consolidated financial statements of the Group in future periods.

6. RESTATEMENT

Subsequent to the issuance of the Group's 2022 consolidated financial statements, the Group's management identified two errors:

- 1) An error in the application of IFRS 15 - Revenue from Contracts with Customers in "Avtosanoat-Injiniring" LLC. Revenue and related costs of sale were not being appropriately recognised over time in the consolidated statement of profit and loss and comprehensive income for certain construction contracts that represent this subsidiary major activity, and related contract assets and liabilities were recognised on the consolidated statement of financial position.

Management have now accounted for this contract revenue, and the related cost of sales appropriately over time, and have retrospectively corrected the consolidated statement of financial position for the year ended 31 December 2022 and 1 January 2021, consolidated statement of profit and loss and comprehensive income for the year ended 31 December 2022 and consolidated statement of cash flow for the year ended 31 December 2022 as below.

- 2) An error in the classification of monies paid to GM Korea for their onward investment into the expansion and localisation of spare parts production of Uzbek suppliers as property plant and equipment instead of advances paid to suppliers.

Management have now accounted for this as advances paid classified within non-current, and current, assets dependent upon when supplies are expected and have retrospectively corrected the consolidated statement of financial position for the year ended 31 December 2022 and 1 January 2021 and consolidated statement of cash flow for the year ended 31 December 2022 as below.

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The effect of restatement on the Statement of Financial Position as at 31 December 2022 is as follows:

	As previously reported	Adjustment (1)	Adjustment (2)	As restated
Property, plant and equipment	576,745	-	(122,227)	454,518
Other non-current assets	3,674	-	112,106	115,780
Inventory	1,223,579	(41,609)	-	1,181,970
Trade and other receivables	179,022	1,497	-	180,519
Retained earnings	(162,651)	(1,245)	-	(163,896)
Cumulative translation differences	109,546	59	-	109,605
Advances paid to suppliers	297,565	31,836	10,121	339,522
Deferred income tax liability	(23,365)	(213)	-	(23,578)
Contract liability	(1,782,665)	9,675	-	(1,772,990)
Total assets	3,296,365	(8,276)	-	3,288,089
Total liabilities	(2,656,742)	9,462	-	(2,647,280)
Total equity	(639,623)	(1,186)	-	(640,809)

The effect of restatement on the Statement of Financial Position as at 1 January 2022 is as follows:

	As previously reported	Adjustment (1)	Adjustment (2)	As restated
Property, plant and equipment	523,894	-	(84,568)	439,326
Other non-current assets	7,960	-	84,568	92,528
Inventory	767,036	(15,241)	-	751,795
Trade and other receivables	206,776	711	-	207,487
Advances paid to suppliers	179,900	(1,950)	-	177,950
Retained earnings	(137,718)	(430)	-	(138,148)
Cumulative translation differences	88,413	9	-	88,422
Trade and other payables	(441,902)	(9,037)	-	(450,939)
Deferred income tax liability	(22,021)	(75)	-	(22,096)
Contract liability	(872,932)	26,013	-	(846,919)
Total assets	2,229,720	(16,481)	-	2,213,239
Total liabilities	(1,684,995)	16,902	-	(1,668,093)
Total equity	(544,725)	(421)	-	(545,146)

The effect of restatement on the Statement of Profit or Loss and Other Comprehensive Income for the year ended 31 December 2022 is as follows:

	As previously reported	Adjustment	As restated
Revenue	3,265,415	32,934	3,298,349
Cost of sales	(2,835,614)	(31,975)	(2,867,589)
Income tax expense	(38,046)	(144)	(38,190)
Exchange differences on translation to presentation currency	(21,133)	(50)	(21,195)
Total comprehensive income for the year	213,986	765	214,751

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The effect of restatement on the Statement of Cash Flow for the year ended 31 December 2022 is as follows:

	As previously reported	Adjustment (1)	Adjustment (2)	As restated
Profit before income tax	273,165	959	-	274,124
Net (increase)/decrease in:				
- Trade and other receivables	(4,158)	(628)	-	(4,786)
- Advances paid to suppliers	(120,193)	(34,250)	(10,281)	(164,724)
- Inventories	(490,710)	27,319	-	(463,391)
- other non-current assets	4,075	-	(30,941)	(26,866)
Net increase/(decrease) in:				
- Trade and other payables	75,453	(8,862)	-	66,591
- Contract liabilities	954,709	15,682	-	970,391
Operating cash flows after working capital changes	749,134	220	(41,222)	708,132
Net cash from operating activities	717,439	220	(41,222)	676,437
Purchase of property, plant and equipment	(119,293)	-	41,222	(78,071)
Net cash used in investing activities	(647,401)	-	41,222	(606,179)
The effect of translation to presentation currency	(4,488)	(220)	-	(4,708)

7. SEGMENT INFORMATION

The Group’s Executive Board (the Chief Operating Decision Maker (CODM) examines the Group’s performance from a product perspective and has identified three reportable segments of its business:

- Complete Knock Down (CKD) – manufacturing of automobiles in Asaka and Pitnak regions and selling them in Uzbekistan and Kazakhstan. The models include Chevrolet Gentra (EOP), Nexia (EOP), Spark (EOP), Damas, Cobalt, Onix and Tracker;
- Single Unit Pack (SUP basis) – selling imported automobiles on a local market. The models include Chevrolet Tahoe, Traverse, Equinox, Trailblazer and Malibu which are imported from Thailand, China, Republic of Korea and USA.

The CODM does not review assets by segments. All other segments – manufacturing and sale of spare parts in Uzbekistan and Kazakhstan and other activities, which are not reportable operating segments, as they are not separately reviewed by the Executive Board to make decisions about resources to be allocated and assess its performance. The group does not have material operations outside of the Republic of Uzbekistan

All other segments – manufacturing and sale of spare parts in Uzbekistan and Kazakhstan and other activities are not reportable operating segments, as they are not separately reviewed by the Executive Board in order to make decisions about resources to be allocated and assess its performance.

The CODM review the Group’s internal reporting in order to assess performance and allocate resources. Internal reporting is based on measures that are different from measures used in these consolidated financial statements.

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Segment information for the reportable segment profit and loss for the year ended 31 December 2023 is set out below:

	CKD Asaka	CKD Pitnak	SUP	Total
Revenue from contracts with customers	3,549,190	722,438	316,116	4,587,744
Cost of sales	(3,096,887)	(531,244)	(245,985)	(3,874,116)
Selling, general and administrative expenses	(338,179)	(27,684)	(9,276)	(375,139)
Other operating income	30,902	1,585	648	33,135
Finance income	48,738	-	2	48,740
Finance cost	(30,088)	(2,790)	(65)	(32,943)
Net foreign exchange loss	(3,941)	(5,448)	(17,196)	(26,585)
Segment profit before income tax	159,735	156,857	44,244	360,836

Segment information for the reportable segment profit and loss for the year ended 31 December 2022 is set out below:

	CKD Asaka	CKD Pitnak	SUP	Total
Revenue from contracts with customers	2,342,001	608,685	314,656	3,265,342
Cost of sales	(2,027,629)	(464,644)	(252,931)	(2,745,204)
Selling, general and administrative expenses	(291,631)	(23,444)	(9,769)	(324,844)
Other operating income	30,941	437	4,073	35,451
Finance income	32,661	-	-	32,661
Finance cost	(13,141)	(1,870)	-	(15,010)
Net foreign exchange loss	(7,314)	(1,311)	(87)	(8,713)
Segment profit before income tax	65,888	117,853	55,942	239,683

Segment profit before income tax reconciles to IFRS profit before income tax as follows:

	2023	2022
Total segments profit before income tax	360,836	239,683
Depreciation	(14,224)	(6,515)
Reversal of previously accrued impairment	718	-
Net impairment losses on financial assets	-	(10,252)
Reclassification of in-kind distribution	46,180	40,502
Other gains	1,881	10,706
Profit before income tax	395,391	274,124

8. BALANCES AND TRANSACTIONS WITH RELATED PARTIES

Parties are generally considered to be related if the parties are under common control or if one party has the ability to control the other party or can exercise significant influence or joint control over the other party in making financial and operational decisions. In considering each possible related party relationship, attention is directed to the substance of the relationship, not merely the legal form. Related parties may enter into transactions, which unrelated parties might not, and transactions between related parties may not be effected on the same terms, conditions and amounts as transactions between unrelated parties.

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At 31 December 2023, the outstanding balances with related parties specified below were as follows:

	Parent Company	Companies under common control and significant influence of the Parent Company	Total
Loans issued	-	3,842	3,842
Trade and other receivables	67	19,056	19,123
Advances paid to suppliers	-	129,795	129,795
Borrowings	6,672	332	7,004
Trade and other payables	290	33,355	33,645
Dividends payable	8,883	-	8,883

The transactions with related parties for the year ended 31 December 2023 were as follows:

	Parent Company	Companies under common control and significant influence of the Parent Company	Total
Sales of goods	-	12,517	12,517
Other income	-	2,623	2,623
Raw materials and spare parts	562	3,968,774	3,969,336
Dealer's commission	-	18,241	18,241
Finance income	-	222	222

At 31 December 2022, the outstanding balances with related parties were as follows:

	Parent Company	Companies under common control and significant influence of the Parent Company	Total
Loans issued	-	4,672	4,672
Trade and other receivables	74	30,544	30,618
Advances paid to suppliers	-	207,396	207,396
Borrowings	-	380	380
Trade and other payables	6	80,223	80,229
Dividends payable	16,303	-	16,303

The transactions with related parties for the year ended 31 December 2022 were as follows:

	Parent Company	Companies under common control and significant influence of the Parent Company	Total
Sales of goods	-	14,784	14,784
Other income	-	255	255
Raw materials and spare parts	18,131	1,849,341	1,867,472
Dealer's commission	-	13,559	13,559

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The Group is a government related entity, as it is ultimately controlled by the Government of the Republic of Uzbekistan. Therefore, in respect of other related parties' transactions except for those disclose above, the Group chose to apply the exemption in IAS 24 Related Party Disclosures in relation to its government related transactions and outstanding balances, including commitments. The table below summarises individually significant government related balances:

	2023	2022
Cash and cash equivalents	52,707	63,999
Restricted cash	10,547	59,498
Bank deposits	217,463	417,236
Total individually significant government related balances	280,717	540,703

Other government related balances and transactions that are collectively, but not individually, significant are represented by tax, customs, utility and similar charges.

Key management compensation

Key management includes General Director, twenty-one other members of the Executive Board and the Chief Accountant.

Key management compensation is presented below:

	2023	2022
Short-term benefits:		
Salaries	2,871	2,582
Short-term bonuses	391	467
State pension and social security costs	391	364
Total key management compensation	3,653	3,413

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9. PROPERTY, PLANT AND EQUIPMENT

Movements in the carrying amount of property, plant and equipment were as follows:

	Buildings and improve- ments	Machinery and equipment	Motor vehicles	Computer and office equipment	Advances, construction in progress and equipment for installation	Total
Cost at 1 January 2022 (restated*)	137,865	694,450	36,435	13,758	212,138	1,094,646
Accumulated depreciation	(73,615)	(538,876)	(30,430)	(12,399)	-	(655,320)
Carrying amount at 1 January 2022 (restated*)	64,250	155,574	6,005	1,359	212,138	439,326
Additions	-	-	-	-	86,313	86,313
Disposals	(5,872)	(1,148)	(3,194)	(40)	(10,547)	(20,801)
Transfers	20,437	68,461	3,338	1,170	(93,406)	-
Depreciation charge	(4,820)	(27,537)	(1,558)	(689)	-	(34,604)
The effect of translation to presentation currency	(2,370)	(5,987)	(185)	(54)	(7,120)	(15,716)
Carrying amount at 31 December 2022 (restated*)	71,625	189,363	4,406	1,746	187,378	454,518
Cost at 31 December 2022	147,188	735,100	34,753	12,924	187,378	1,117,343
Accumulated depreciation	(75,563)	(545,737)	(30,347)	(11,178)	-	(662,825)
Carrying amount at 31 December 2022 (restated*)	71,625	189,363	4,406	1,746	187,378	454,518
Additions	-	-	-	-	80,554	80,554
Disposals	(52)	(643)	(1,561)	(1)	-	(2,257)
Transfers	13,998	140,423	4,066	2,237	(160,724)	-
Depreciation charge	(5,024)	(52,083)	(1,742)	(964)	-	(59,813)
Reclassification of category	196	(316)	127	(7)	-	-
The effect of translation to presentation currency	(6,910)	(21,350)	(441)	(212)	(12,998)	(41,911)
Carrying amount at 31 December 2023	73,833	255,394	4,855	2,799	94,210	431,091
Cost at 31 December 2023	147,851	792,770	33,119	13,063	94,210	1,081,013
Accumulated depreciation	(74,018)	(537,376)	(28,264)	(10,264)	-	(649,922)
Carrying amount at 31 December 2023	73,833	255,394	4,855	2,799	94,210	431,091

*See Note 6 for details

As at 31 December 2023, machinery and equipment includes assets, such as production accessory tools that have been provided to a third party for the production of auto components specifically for the benefit of the Group. These assets are amounted to US Dollar 45,551 thousand (31 December 2022: US Dollar 20,823 thousand).

As at 31 December 2023, part of the advances, construction in progress and equipment for installation additions during the period includes advances paid in respect of development of new SUV-B and B segment models under Global Emerging Markets ("the GEM") platform totalling US Dollar 66,375 thousand (31 December 2022: US Dollar 89,334 thousand). As at the reporting date, major part of the advances, construction in progress and equipment for installation includes construction expenditure incurred in relation to welding workshop in relation to new segment models under the GEM platform.

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As at 31 December 2023, the gross carrying amount of fully depreciated property, plant and equipment still in use is US Dollar 411,843 thousand (31 December 2022: US Dollar 400,631 thousand).

Under the ECA facility, the Group hasn't signed yet a pledge agreement with Credit Suisse AG and Raiffeisen Bank International AG for all equipment indicated in the pledge agreement, serving as collateral for the full amount of the loan. According to the preliminary information, the pledged amount of property, plant and equipment will be US Dollar 72,308 thousand.

10. BANK DEPOSITS

	31 December 2023	31 December 2022
- Saving deposits	303,047	530,054
- Term deposits	90,144	77,859
Total bank deposits	393,191	607,913
Less short-term portion	43,830	432,132
Total long-term bank deposits	349,361	175,781
	31 December 2023	31 December 2022
- Ba3 rating (Moody's)	294,509	-
- B1 rating (Moody's)	12,425	417,236
- B rating (S&P)	56,220	-
- B- rating (S&P)	-	100,533
- BB- rating (Fitch)	4,000	45,106
- B2 rating (Moody's)	25,227	45,038
- B- rating (Fitch)	810	-
Total bank deposits	393,191	607,913
Less short-term portion	43,830	432,132
Total long-term bank deposits	349,361	175,781

As at 31 December 2023, the interest rate on deposits ranged from 5% to 19% per annum (31 December 2022: 2% to 19% per annum) depending on maturity and nominal currency.

11. RESTRICTED DEPOSITS

Restricted deposits consist mainly of term and saving deposits with JSCB “Kapitalbank” ((B)-S&P (2022: (B)-S&P at The Central Bank of the Republic of Uzbekistan (“CBU”) rate+2-3% per annum) and JSCB “Infinbank” ((B2) – Moody's, which are held in order to accumulate cash to secure obligations under letter of credit. The deposits mature in 2025.

12. CASH AND CASH EQUIVALENTS

	31 December 2023	31 December 2022
Cash and cash equivalents in UZS	17,158	49,729
Cash and cash equivalents in foreign currencies	38,364	46,831
Total cash and cash equivalents	55,522	96,560

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The credit quality of cash and cash equivalents balances at year end is summarised based on Moody's and S&P's ratings as follows:

	31 December 2023	31 December 2022
- B1 rating (Moody's)	53,670	64,016
- B2 rating (Moody's)	1,045	-
- B rating (S&P)	791	-
- B- rating (S&P)	-	31,673
- BB-/B rating (S&P)	13	871
- Ba3 rating (Moody's)	3	-
Total cash and cash equivalents	55,522	96,560

13. RESTRICTED CASH

Restricted cash mainly includes cash resources in the amount of US Dollars 10,561 thousand (2022: US Dollars 59,498 thousand) in JSCB "Asaka" (B1 - Moody's), which are subject to restrictions stipulated by the regulations of the letter of credit transaction with JSCB "Asaka". Therefore, they are not available for immediate or general business use by the Group until the full execution of contracts with suppliers.

14. TRADE AND OTHER RECEIVABLES

	31 December 2023	31 December 2022 (Restated)*
Trade receivables from legal entities	81,968	72,164
Trade receivables from individuals	2,566	10,039
Other financial receivables	42,862	63,071
Less expected credit loss allowance	(21,083)	(23,925)
Total financial assets within trade and other receivables	106,313	121,349
Prepayments	63,794	59,170
Total trade and other receivables	170,107	180,519

*See Note 6 for details

The credit period on sales of goods is 30-180 days. No interest is charged on outstanding trade receivables.

Sales to domestic customers are mainly carried out under the terms of full and partial payment in advance that reduces exposure to credit risk. Sales to foreign customers are carried out under the terms of partial payment in advance and credit payment. Other financial receivables consist of receivables derived from activities other than the core business of the Group.

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier.

Movement in the allowance for expected credit losses on trade and other accounts receivables are as follows:

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	2023	2022
At 1 January	23,925	14,326
Recovery of allowance	(1,339)	-
Accrual of allowance	-	10,252
Effect of translation to presentation currency	(1,503)	(653)
At 31 December	21,083	23,925

The analysis of trade and other financial receivables is as follows:

	31 December 2023	31 December 2022 (Restated)*
Trade receivables secured by insurance against financial risks	2,566	10,039
Trade and other financial receivables not past due	101,388	108,510
<i>Trade and other receivables past due and collectively assessed</i>		
- less than 180 days overdue	3,201	2,834
- over 180 days overdue	17,222	12,213
Total trade and other financial receivables past due and collectively assessed, gross	20,423	15,047
Trade and other financial receivables individually determined to be impaired, gross	3,019	11,678
<i>Expected credit loss allowance</i>		
Allowance for expected credit losses assessed on portfolio basis	(16,643)	(12,247)
Allowance for expected credit losses assessed on an individual basis	(4,440)	(11,678)
Total expected credit loss allowance	(21,083)	(23,925)
Total financial assets within trade and other receivables	106,313	121,349

15. INVENTORIES

	31 December 2023	31 December 2022 (Restated)*
Goods in transit	172,434	271,621
Raw materials and spare parts	470,411	455,528
Finished goods	513,609	230,117
Work in progress	71,882	224,704
Total inventories	1,228,836	1,181,970
Less long-term portion	15,566	-
Total short-term portion inventories	1,212,770	1,181,970

*See Note 6 for details

The increase in finished goods at the year-end is due to many SUP models being ordered and not delivered to consumers yet.

As at December 31, 2023 non-current portion of inventory which amount is US Dollar 15,566 thousand included in other non-current assets. The Group expects to realise the non-current part of inventories after 12 months.

Work in progress as at 31 December 2023 includes cars completed but awaiting installation of components affected by semiconductor supply shortage, after which, it will proceed through an additional quality review process prior to being shipped to customers.

During 2023 and 2022, the Group did not pledge inventory as security.

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16. ADVANCES PAID TO SUPPLIERS

	31 December 2023	31 December 2022 (Restated)*
Advances paid for Inventories	175,198	226,910
Advances paid for inventory to GM Korea	112,403	122,227
Advances to suppliers – services	35,497	90,975
Advances paid to customs authorities	4,928	5,176
Other prepayments	2,693	6,340
Total advances paid to suppliers	330,719	451,628
Less long-term portion	93,669	112,106
Total short-term advances paid to suppliers	237,050	339,522

*See Note 6 for details

As at December 31, 2023 non-current portion of prepayment for inventory to GM Korea which amount is US Dollar 93,669 thousand (2022: US Dollars 112,106 thousand) is included in other non-current assets.

17. SHARE CAPITAL AND OTHER RESERVES

Share capital

The nominal registered amount of the Company’s issued share capital as at 31 December 2023 was US Dollars 358,144 thousand (2022: US Dollars 357,790 thousand). The Immediate Parent Company is the sole shareholder of the Company. On 14 July 2023, per decision of shareholders # 4-2023, the Company approved the repurchase of its own ordinary shares, the number of ordinary shares decreased by 1,915 thousand shares with a par value of Uzbekistan Sum 5,000 per share. As a result, share capital of the company decreased by US Dollars 827 thousand.

On February 20, 2023, the Group issued new additional 2,700 thousand shares which increased share capital by US Dollars 1,181 thousand. Proceeds from the sale of shares constituted USD 5,824, consequently USD 4,643 was recognised as a share premium.

The total authorised number of ordinary shares at 31 December 2023 was 270,785 thousand shares (2022: 270,000 thousand shares) with a par value of Uzbekistan Sum 5,000 per share (2022: Uzbekistan Sum 5,000 per share). All authorised ordinary shares have been issued and fully paid and each ordinary share carries one vote. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the Company in proportion to the number of and amounts paid on the shares held.

Additional paid in capital mainly comprises the Trademark License Agreement contributed by General Motors, gains on borrowings at discounted interest rates from the Parent Company and other financing obtained from shareholders in the total amount of US Dollars 131,731 thousand (2022: US Dollars 131,611 thousand).

Other reserves include additional reserve funds formed on net profit of prior years in accordance with local legislation for US Dollars 96,604 thousand (2022: US Dollars 96,604 thousand).

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During 2023, dividends in the amount of US Dollars 83,995 thousand were declared and US Dollars 84,701 thousand were paid. During 2022 dividends in the amount of US Dollars 73,790 thousand were declared and US Dollars 61,615 thousand were paid in 2022.

During the year ended 31 December 2023, following the Orders of the state regulatory and supervisory authorities the Group made in-kind distribution in a form of charity and sponsorship contributions, net of tax in the amount of US dollars 34,103 thousand.

The net liabilities of the disposed subsidiaries ("Kurgontepa Tibbiyot Diagnostika Markazi" LLC, "Khonobod Sihatgohi" LLC and "Grand Auto Palace" LLC to state authorities) are US Dollars 120 thousand have been accounted for as capital contribution from shareholders.

Further, in accordance with the above decree, on 1 January a self-constructed asset with a cost of US Dollars 9,265 thousand was transferred to Agency for Strategic Reforms under the President of the Republic of Uzbekistan, this has been accounted for as a distribution of non-cash assets to shareholders.

18. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share ("EPS") is based on the following data:

	2023	2022 (Restated)*
Earnings:		
Earnings for the purposes of basic earnings per share being net profit attributable to owners of the Company	333,759	235,959
Earnings for the purposes of basic earnings per share	333,759	235,959
Number of shares:	2023	2022
Weighted average number of ordinary shares for the purposes of EPS	271,141,863	185,709,592

*See Note 6 for details

The denominator for the purposes of calculating basic earnings per share has been adjusted to reflect the capitalisation of retained earnings into share capital in 2023. As of the date of the consolidated financial statements there were no any financial instruments or other contracts that would entitle their holders to ordinary shares.

	2023	2022
Basic and dilutive earnings per share	1.23	1.27

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19. BORROWINGS

	Carrying amounts	
	31 December 2023	31 December 2022
Eurobonds due in 2026	302,905	301,944
Borrowings from banks	156,757	10,252
Other borrowings	332	381
Total borrowings	459,994	312,577
Less short-term portion	58,962	9,870
Total long-term borrowings	401,032	302,707

Eurobonds due in 2026

The Group's Debt securities issued are US Dollar denominated quasi-sovereign unsecured corporate bonds in the amount of US Dollar 300,000 thousand, issued on 27 April 2021 on the London Stock Exchange under the Rule 144A and Reg S with coupon rate 4.85% and transaction cost of US Dollar 1,400 thousand. The maturity date of bonds is May 2026.

In accordance with the bond issuance agreement, there are a number of financial covenants, principally to have a consolidated net leverage ratio of less than 3.75, to not distributing more than 50% of accumulated net profit from the date of the agreement and non-financial covenants. As at 31 December 2023 and 31 December 2022, the Group was in compliance with the covenants.

US Dollar-denominated ECA facility made by Credit Suisse AG

The Group's ECA facility is a US Dollar-denominated facility agreement signed between the Group with Credit Suisse AG and Raiffeisen Bank International AG in the amount of US Dollar 48,000 thousand on 27 September 2022 for the purchase of property, plant and equipment. As at the end of the year, US Dollar 46,422 thousand have been drawn under this agreement. The maturity date is no later than December 2031.

In accordance with the agreement, there are a number of financial covenants:

- 1) Consolidated net leverage ratio of less than 3.75;
- 2) Gearing ratio less than 2.25;
- 3) Distributions/dividends amount should not exceed more than 50% of accumulated net profit from the date of the agreement and non-financial covenants.

As at 31 December, 2023 the Group has not complied with the financial covenant to not distribute more than 50% of accumulated net profits from the date of the agreement to the latest published consolidated financial statements as at 30 June, 2023. Accordingly, the outstanding balance of the loan from Credit Suisse AG in the amount of US Dollar 46,422 thousand has been appropriately classified in liquidity risk disclosure of the consolidated financial statements as at 31 December, 2023 (note 32) to reflect the effect of such non-compliance.

The Group did not enter discussions related to remediation with the Borrower, as the additional net profit for the calculation of this covenant arising from the issuance of the consolidated financial statements for the year ended 31 December, 2023, means that at the date of this report the Group is now in compliance with this financial covenant.

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The breach of the Credit Suisse AG loan covenant didn't trigger the cross-default clauses stipulated in the agreements between the Group and Eurobonds holders, and Deutsche Bank AG, as this breach is not an event of default.

Senior unsecured syndicated term loan made by Deutsche Bank AG

On 24 August 2023, the senior unsecured syndicated facility agreement signed between the Group with Deutsche Bank AG as initial mandated Lead Arranger and JSC Halyk Bank of Kazakhstan as mandated Lead Arranger in the amount of US Dollars 100,000 thousand to facilitate funding of capacity increasing projects and the construction of new press shop facility. On 21 September 2023, US Dollars 100,000 thousand has been drawn under this agreement. The maturity date is September 2026.

In accordance with the agreement, there are a number of financial covenants, principally to have a consolidated net leverage ratio of less than 3.75 and an interest coverage ratio higher than 5.00. As at 31 December 2023 the Group was in compliance with the covenants.

Average interest rate for both borrowings agreements is 3.3% margin + SOFR.

Reconciliation of liabilities arising from financing activities was as follows:

	Total borrowings
1 January 2022	328,742
Proceeds from borrowings	6,830
Repayment of borrowings	(23,189)
Interest paid	(15,541)
Total cash flow	(31,900)
Interest expense	8,195
Interest capitalised	8,174
Foreign exchange loss	10,563
The effect of translation to presentation currency	(11,197)
31 December 2022	312,577
Proceeds from borrowings	150,649
Repayment of borrowings	(890)
Interest paid	(17,622)
Total cash flow	132,137
Interest expense	21,341
Foreign exchange loss	31,145
The effect of translation to presentation currency	(37,206)
31 December 2023	459,994

20. TRADE AND OTHER PAYABLES

	31 December 2023	31 December 2022
Trade payables	746,881	458,632
Other payables	34,407	36,635
Total trade and other payables	781,288	495,267

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Trade payables principally comprise amounts outstanding for short-term trade purchases and ongoing cost from the Group's main foreign supplier – GM Korea Company and other local suppliers of auto components purchased for the assembly of passenger vehicles. The average credit period taken for purchases from suppliers is from 60 days to 120 days.

Other payables consist of payables derived from activities other than the core business of the Group. The management consider that the carrying amount of trade and other payables approximates to their fair value.

21. CONTRACT LIABILITIES

As at 31 December 2023 the majority of contract liabilities are advances received for sale of cars in the amount US Dollars 791,037 thousand (31 December 2022: 1,739,814). This decrease is due to the fulfillment of the company's obligations under previously concluded contracts.

In 2023 and 2022, US Dollars 1,593,917 thousand and US Dollars 772,008 thousand of revenue was recognised in the current reporting period from the contract liabilities in the form of advances received from customers as at 31 December 2022 and at 31 December 2021, respectively.

22. REVENUE FROM CONTRACTS WITH CUSTOMERS

The Group derives revenue from the transfer of goods at a point in time in the following major product lines and geographical regions:

	2023	2022 (Restated)*
<i>Domestic sales</i>		
Cars	3,980,254	2,734,154
Spare parts	47,143	42,561
Other	50,603	50,276
Total domestic sales	4,078,000	2,826,991
<i>Export sales</i>		
Cars	514,251	463,991
Spare parts	17,357	7,367
Total export sales	531,608	471,358
Total revenue from contracts with customers	4,609,608	3,298,349

*See Note 6 for details

The Group's export sales mainly represent sales to Kazakhstan in the amount of US Dollars 503,435 (2022: US Dollars 441,337) while the rest are sales to other CIS countries.

The Group sells all vehicles under the Chevrolet brand. Sales prices are approved by Supervisory Board for both domestic and export markets. Domestic and export sales are carried out principally through domestic and foreign dealers respectively.

JSC "UZAUTO MOTORS"

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23. COST OF SALES

	2023	2022 (Restated)*
Raw materials and spare parts	3,879,198	2,881,775
Royalty fees	65,186	75,842
Payroll costs	76,512	72,112
Depreciation	58,098	29,523
Other	38,448	54,609
Change in inventories of finished goods and work in progress	(138,490)	(246,272)
Total cost of sales	3,978,952	2,867,589

*See Note 6 for details

24. GENERAL AND ADMINISTRATIVE EXPENSES

	2023	2022
Payroll costs	42,567	34,680
Fees and other charges	9,728	7,018
Taxes other than income tax	4,458	12,379
Depreciation	2,851	3,391
Material expenses	1,626	1,250
Charity	-	3,669
Services	6,305	12,150
Other	4,437	3,005
Total general and administrative expenses	71,972	77,542

25. SELLING EXPENSES

	2023	2022
Dealers' commission	57,576	37,790
Transportation costs	19,805	23,488
Payroll costs	16,873	11,218
Material expenses	8,523	7,736
Depreciation	1,288	1,690
Other	4,065	2,218
Total selling expenses	108,130	84,140

26. OTHER INCOME, NET

	2023	2022
Fines and penalties	5,617	150
Reimbursement	4,033	3,493
Gain/(loss) arising on disposal of fixed assets	1,309	(2,362)
Gain on disposal of subsidiary	-	7,570
Tax refund	-	6,205
Other	6,311	7,199
Total other income, net	17,270	22,255

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27. FINANCE INCOME

	2023	2022
Interest income from financial instruments measured at amortised cost:		
Bank deposits	42,841	29,670
Other	1,484	8,333
Total finance income	44,281	38,003

28. FINANCE COSTS

	2023	2022
Interest expenses on trade payables	13,297	7,717
Interest expenses on borrowings	21,341	8,195
Other	1,181	28
Total finance costs	35,819	15,940

Interest expenses on borrowings mainly include interests accrued on Eurobonds, Credit Suisse AG and Deutsche Bank AG from using the effective interest rate method.

29. NET FOREIGN EXCHANGE LOSS

The net foreign exchange loss relates to following financial assets and liabilities:

	2023	2022
Foreign exchange loss on operating activities	82,641	21,066
Foreign exchange gain on investing activities	(31,502)	(2,025)
Revaluation of bank loans	31,145	10,675
Total net foreign exchange loss	82,284	29,717

30. INCOME TAXES

Details of current income tax expense for the years ended 31 December 2023 and 2022:

	2023	2022 (Restated)*
Current tax expense	61,573	35,910
Origination and reversal of temporary differences	53	2,280
Total income tax expense	61,626	38,190

JSC “UZAUTO MOTORS”

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The charge for the year can be reconciled to the profit before tax as follows:

	2023	2022 (Restated)*
Profit before tax	395,391	274,124
Income tax at statutory rate (15%)	59,309	41,119
Tax effect of non-taxable income	(6,275)	(931)
Tax effect of non-deductible expenses	6,385	4,332
Other	2,207	(6,330)
Income tax expense for the year	61,626	38,190

The following are the major deferred tax assets and liabilities recognised by the Group and movements thereon during the current and prior reporting periods.

	Property, plant and equipment	Other	Total
At 1 January 2022 (Restated)*	(30,826)	8,730	(22,096)
Charge to profit or loss			
-origination and reversal of temporary differences	1,064	(3,344)	(2,280)
The effect of translation to presentation currency	1,049	(251)	798
At 31 December 2022 (Restated)*	(28,713)	5,135	(23,578)
Charge to profit or loss			
-origination and reversal of temporary differences	1,964	(2,017)	(53)
The effect of translation to presentation currency	2,494	(364)	2,130
At 31 December 2023	(24,255)	2,754	(21,501)

*See Note 6 for details

31. CONTINGENCIES AND COMMITMENTS

Legal proceedings

Prior to 2018, the Group guaranteed the debts of certain related parties (dealers) operating in Russian Federation under loan agreements with Russian banks. During the course of the bankruptcy cases of these dealers, some creditors filed a lawsuit demanding to hold the Group and some other parties liable for the obligations of these entities.

CJSC PII “UzDaewoo-Voronezh”

On 8 October 2020, a lawsuit was filed against the Group demanding to hold the Group liable as guarantor for obligations of CJSC PII “UzDaewoo-Voronezh”.

The court hearings of first instance concerning CJSC PII “UzDaewoo-Voronezh” case has been held on 24 May 2022. The Voronezh Arbitration Court ruling dated 23 December 2022 found there were grounds for holding the Company responsible for the obligations of CJSC PII “UzDaewoo-Voronezh” and made a decision to hold liable the Group under the subsidiary liability. The Group has submitted relevant appeal on 13 of February 2023 to Voronezh Nineteenth Arbitration Court of Appeal, which was rejected on 14 April 2023.

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On 15 May 2023, the Group submitted cassation appeals to the Voronezh Central District Arbitration Court against the Ruling of Voronezh Arbitration Court dated 31 January 2023, and against the Resolution of the Nineteenth Arbitration Court of Appeal dated 14 April 2023. On 14 April 2023, by the Ruling of 19 Appeal Arbitration court the decision of the first instance court (Arbitration court of Voronezh oblast) was sustained.

Cassation appeals were filed by the Group and JSC “Uzautosanoat” and other claimants on 15 May 2023. On 28 August 2023 the Arbitration court of central district, cassation instance, issued a Ruling by which the ruling of first and appeal instance courts were cancelled and the case was directed for new consideration to the court of first instance. According to the provided information, currently the case proceedings are scheduled for 5 September 2024.

The amount of the claims attributable to the Company might range up to Russian Ruble 12,691 million (equivalent of US Dollars 141,501 thousand) per Russian regulations.

As of the date of these consolidated financial statements, it is assessed that the risk of an unfavourable outcome for the Group while possible is not determined probable due to the following: (i) the bankruptcy of the relevant companies occurred during a major crisis in the automotive market in Russia, with many international suppliers ceasing to deliver cars to Russia and (ii) the statute of limitations for holding liable under certain lawsuits has expired, and therefore the Company did not accrue any provision in these consolidated financial statements.

LLC “UzavtoRus”

The consolidated financial statements for the year ended 31 December 2022, disclosed the lawsuit filed against the Group as guarantor for the obligations of LLC “UzavtoRus” as this was assessed as a possible risk given a ruling on 22 June 2022, by the Moscow Arbitration Court that the Company was liable for those obligations.

On 27 October 2023, the Hodgeabad Interdistrict Court for Civil Cases of the Republic of Uzbekistan denied the satisfaction of the application submitted by the bankruptcy trustee of LLC “UzavtoRus”, as well as several other creditors, seeking the enforcement of the Moscow Arbitration Court's, and therefore management have reassessed the risk of economic outflow as remote.

The Group determines its best estimate of contingent liabilities on the basis of the information available at the date of preparation of the consolidated financial statements. This assessment may change over time and is adjusted regularly on the basis of new information and circumstances.

From time to time, in the normal course of business, the Group is named as a defendant in various other legal actions, including arbitrations and other litigations that arise in connection with the business. Concerning matters for which the Group believes that losses are probable and can be reasonably estimated, the Group has established respective reserves. In many proceedings, however, it is inherently difficult to determine whether any losses are probably or even reasonably possible or to estimate the size or range of the possible losses.

Accordingly, it is possible that an adverse outcome from such proceedings could exceed the amounts accrued in an amount that could be material to the consolidated financial statements of the Group, and its results of operations or cash flows in any particular reporting year.

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*(in thousands of US Dollars, unless otherwise stated)***Capital expenditure commitments**

As of 31 December 2023, the Group has contractual capital expenditure commitments in respect of development of new SUV-B and B-segment models under the GEM platform totalling US Dollars 10,833 thousand (31 December 2022: US Dollars 6,063 thousand). The Group has already allocated the necessary resources in respect of these commitments. The Group believes that future net income and funding will be sufficient to cover these and any similar commitments.

Guarantees

Guarantees are irrevocable assurances that the Group will make payments in the event that another party cannot meet its obligations. At 31 December 2023, the Group has guaranteed obligations of debts of JSC Uzauto Motors Powertrain under loan agreements with Credit Suisse totalling US Dollars 68,934 thousand (signed with the amount of US Dollars 105,000 thousand) and debts of local suppliers under loan agreements with JSCB "Kapitalbank" totalling US Dollars 28,000 thousand (31 December 2022: 28,000). The Group estimates that overall impact of those guarantees would not be material to the financial statements, thus fair value of guarantees have not been calculated.

The Group estimates the costs that may be incurred under its assurance warranty obligations and records a liability in the amount of such costs when a product is sold and revenue is recognised. Factors that affect the Group's warranty liability include the number of sold units, historical and anticipated rates of warranty claims of each model. Historically, there were no significant claims for warranties obligations.

32. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The overall risk management program seeks to minimise potential adverse effects on the financial performance of the Group.

Market risk – Foreign currency risk

Currency risk is the risk that the financial results of the Group will be adversely affected by changes in exchange rates to which the Group is exposed. The Group undertakes transactions denominated in foreign currencies mainly in relation to the import of goods and spare parts from foreign suppliers. The Company's borrowings are denominated in US Dollars and Euro, substantial portion of outstanding balance of bank deposits and cash and cash equivalents are denominated in US Dollars. The table below summarises the Group's exposure to foreign currency risk:

	Monetary financial assets		Monetary financial liabilities	
	31 December 2023	31 December 2022	31 December 2023	31 December 2022
US Dollars	123,686	337,829	(907,250)	(494,789)
Euro	11	82	(968)	(1,867)
CNY	-	-	(1,223)	-

Currency risk is monitored regularly by performing a sensitivity analysis of foreign currency positions in order to verify that potential effects are within planned parameters. The table below details the Group's sensitivity to changes in exchange rates by 10% which is the sensitivity rate used by the Group for internal analysis. The analysis was applied to monetary items at the reporting dates denominated in the respective currencies.

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If the USD or EUR exchange rate would strengthen by 10% for the years ended 31 December 2023 and 2022 compared to UZS as of the end of respective year, the Group would have incurred the following losses:

	For the year ended 31 December 2023	For the year ended 31 December 2022
Effect on profit or loss and equity		
Loss (USD exchange rate strengthening by 10% as compared to UZS)	78,356	15,696
Loss (EUR exchange rate strengthening by 10% as compared to UZS)	96	172
Loss (CNY exchange rate strengthening by 10% as compared to UZS)	(122)	-

Market risk - Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect the value of the financial instruments. The Group uses financial instruments with both fixed and floating interest rates to minimise exposure to interest rate risk.

As at 31 December 2023 and 2022 years, the structure of the Group's financial instruments with floating interest rates was as follows:

	Floating interest rate as at 31 December 2023	Floating interest rate as at 31 December 2022
Bank deposits	15,846	58,390
Borrowings	(146,398)	(3,069)

The table below presents a sensitivity analysis of interest rate risk, which has been calculated based on reasonably possible changes in interest rate on financial instruments with floating interest rate. The level of these changes is determined by management. The sensitivity analysis below presents the effect of a 100 basis point change in interest rates effective on the reporting date with the assumption that the rates and other factors remain unchanged for the years ended 31 December 2023 and 2022, the Group would have incurred the following losses:

	For the year ended 31 December 2023	For the year ended 31 December 2022
Effect on profit or loss and equity		
Interest rate increased by 1%	(1,306)	(553)
Interest rate decreased by 1%	1,306	553

Credit risk

Credit risk arises from the possibility that counterparties to transactions may default on their obligations, causing financial losses for the Group.

Financial assets, which potentially subject Group entities to credit risk, consist principally of trade receivables as well as cash and deposits. The objective of managing credit risk is to prevent losses of liquid funds deposited with or invested in financial institutions or the loss in value of receivables.

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As at 31 December 2023, balances with one financial institution were individually more than 10%, and in aggregate represent 95% of cash and cash equivalents of the Group (31 December 2022: 1 financial institution represented 86%).

As at 31 December 2023, balances with one financial institution were individually more than 10%, and in aggregate represent 99% of restricted cash of the Group (31 December 2022: 1 financial institution represented 91%).

As at 31 December 2023, balances with one financial institution were individually more than 10%, and in aggregate represent 75% of bank deposits of the Group (31 December 2022: 1 financial institution represented 76%).

As at 31 December 2023, there were one financial institution were individually more than 10% and in aggregate represent 97% of restricted deposits of the Group (31 December 2022: no balances with financial institutions represented more than 10%).

Local sales are mainly carried out under the terms of full and partial payment in advance that reduces exposure to credit risk. The Group does not have any limits, customer credit history or credit profiles in respect of domestic customers. The Group's customer base is very diverse including a significant number of individuals and legal entities; therefore, concentration of credit risk is very low.

Although the collection of receivables could be influenced by economic factors, management believes that there is no significant risk of loss to the Group beyond the ECL allowance and provision for impairment already recorded.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to settle all liabilities as they are due. The liquidity position is carefully monitored and managed.

The liquidity risk is managed by maintaining detailed budgeting and cash forecasting processes and matching the maturity profiles of financial assets and liabilities to help ensure that it has adequate cash available to meet payment obligations.

Presented below is the maturity profile of the financial liabilities at 31 December 2023 based on undiscounted contractual cash payments, including interest payments:

	Carrying amount as at 31 December 2023	Less than 1 year	1-3 years	3-5 years	Total
Borrowings	459,994	83,208	431,875	-	515,083
Trade and other payables	781,288	781,288	-	-	781,288
Dividends payable	57,528	57,528	-	-	57,528
Total financial liabilities	1,298,810	922,024	431,875	-	1,353,899

Financial derivative liability includes gross undiscounted cash flows for foreign currency forward derivative.

Presented below is the maturity profile of the financial liabilities at 31 December 2022 based on undiscounted contractual cash payments, including interest payments:

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	Carrying amount as at 31 December 2022	Less than 1 year	1-3 years	3-5 years	Total
Borrowings	312,577	14,943	336,835	1,363	353,141
Trade and other payables	495,267	495,267	-	-	495,267
Financial derivative liability	-	50,000	-	-	50,000
Dividends payable	16,303	16,303	-	-	16,303
Total financial liabilities	824,147	576,513	336,835	1,363	914,711

33. MANAGEMENT OF CAPITAL

The primary objective of managing the Group’s capital is to ensure that there is sufficient capital available to support the funding requirements of the Group, including capital expenditure, in a way the optimises the cost of capital, maximises shareholders’ returns and ensures that the Group remains in a sound financial position.

The Group manages and adjusts the capital structure as opportunities arise in the market place, as when borrowing mature, or as and when funding is required. This may take the form of raising equity, market or bank debt or hybrids thereof. This strategy remains unchanged from prior years.

34. FAIR VALUE DISCLOSURES

The principal financial instruments comprise cash and cash equivalents, bank deposits, restricted deposits, restricted cash, trade and other receivables, borrowings and trade and other payables. The carrying amounts of financial assets and liabilities recorded at amortised cost in these consolidated financial statements approximate their fair value, except for borrowings.

The fair value of borrowings was measured based on the present value of discounted cash flows at the market interest rate, ranging from 7.20% to 11.2% based on maturity date (2022: 6.73%) at the end of each reporting periods presented.

	Carrying value	Fair value
Borrowings at 31 December 2023	459,994	423,067
Borrowings at 31 December 2022	312,577	256,227

Whilst accounted for at amortised cost, the fair value measurement of borrowings is within level 1 for Eurobonds and level 2 for borrowings from banks of the fair value hierarchy in accordance with IFRS 13 Fair value measurement.

35. EVENTS AFTER THE BALANCE SHEET DATE

The company announced the initiation of preparations for Environmental, Social, and Governance (ESG) report for the year ending December 31, 2023. This report will offer stakeholders a comprehensive view of the company’s sustainability efforts and governance practices. Scheduled for publication in the first half of 2024, it reflects the company’s commitment to transparency and responsible business conduct.

During first quarter of 2024, the Group paid dividends in the amount of US Dollars 4,389 thousand.

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