

**APPROVED**  
by the Decision  
of the Board of Directors  
of «Samruk-Energy» JSC  
dated «26» August 2016  
Minutes № «06/16»



**MANAGEMENT CORPORATE SYSTEM**

**REGULATIONS ON  
CORPORATE SECRETARY OF «SAMRUK-ENERGY» JSC**

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**PSM -02-07**

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## **1 Purpose**

1. The present Corporate Secretary Regulations (hereinafter – the Regulations) of «Samruk-Energy» JSC (hereinafter – the Company) is developed on the base of the Charter, Corporate Governance Code, the Board of Directors Regulations and other internal documents of the Company.

2. Corporate Secretary (hereinafter – the Corporate Secretary) is an employee of the company, who carries out the functions of organizational and information support of the Board of Directors of the Company (hereinafter - the Board of Directors). The Corporate Secretary ensures the compliance with bodies, officials and Company employees the procedures aimed to comply with the provisions and regulations of the Republic of Kazakhstan legislation, Code of Corporate Governance (hereinafter – the Code), the Charter and other internal documents of the Company by the Company and its bodies.

## **2 Field of Application**

3. The Regulations is an internal document, which is applied to the Corporate Secretary of the Company.
4. Corporate Secretary acts on the basis of the Charter of the Company, the present Regulations and concluded an employment contract.

## **3. Definitions and Abbreviations**

4. The following definitions and abbreviations are used in this Regulations:
  - 1) **Company** – «Samruk-Energy» JSC;
  - 2) **Sole Shareholder** – National Welfare Fund «Samruk Kazyna» JSC;
  - 3) **Board of Directors** – the Board of Directors of «Samruk-Energy» JSC;
  - 4) **Code** – Code of the Corporate Governance of «Samruk-Energy» JSC;
  - 5) **Corporate Secretary Responsibilities**

## **4. Responsibility**

5. The Corporate Secretary is subordinated to and responsible for his actions to the Chairmen and members of the Board of Directors.

6. In case of non-performance or improper performance of duties the Corporate Secretary bears responsibility in accordance with the legislation of the Republic of Kazakhstan.

7. Corporate Secretary in accordance with the legislation of the Republic of Kazakhstan and internal documents of the Company, is responsible for:

- 1) improper performance of the tasks, functions, rights and obligations;
- 2) losses caused by his actions (inaction);

8. The responsibility of the Corporate Secretary is fixed in the contract his employment contract.

9. In accordance with the Instructions to secure proprietary and commercial information of the Company, the Corporate Secretary is responsible for the disclosure and personal use of insider and other confidential information received in the framework of the implementation of his functions.

10. The Corporate Secretary is responsible for resolving corporate conflicts in the Company.

11. Refusal of the Board of Directors and / or the Board of the Company from adopting measures to eliminate corporate conflicts or to prevent potential corporate conflicts after they have been informed by the Corporate Secretary, releases the latest from the responsibility to resolve the corporate conflict.

### **5. Normative References and Relevant Documents**

12. The Regulations on the Board is designed to meet the requirements of the Republic of Kazakhstan legislation and the following internal regulations of the Company:

- 1) the Charter of the Company;
- 2) the Code of the Company;
- 3) Instructions to secure proprietary and commercial information in the Company.

### **6. Appointment and termination of the power of Corporate Secretary**

13. The Corporate Secretary is appointed by the Board of Directors by a simple majority vote of the members of the Board of Directors participating in the meeting.

14. Proposition of the candidates for the position of Corporate Secretary may be done by any member of the Board of Directors.

15. The Corporate Secretary shall have the necessary professional qualifications, sufficient to carry out its duties. In particular, he should:

- 1) have higher university degree on law or economics;
- 2) have professional experience of at least five years, in the field of corporate governance and corporate law;
- 3) know the principles of corporate finance, accounting and market functioning of the securities;
- 4) possess such personal qualities as sociability, responsibility, ability to settle conflicts between participants of corporate relations;
- 5) have organizational and analytical skills
- 6) Candidate Secretary to the Board the following information:

15. For its consideration of the candidate for the position of the Corporate Secretary the following information should be presented:

- 1) full name of the candidate;
- 2) date of birth;
- 3) education;

- 4) information on the working positions over the past 5 years;
- 5) the written consent of the candidate for appointment to the position of Corporate Secretary;
- 6) Any other information that may influence the decision to appoint him to the position of the Corporate Secretary.

16. The Chairman of the Board of Directors on the basis of the Board decision concludes an employment contract (or an additional agreement to the employment contract) with the person appointed the Corporate Secretary by the Board of Directors.

17. The Board of Directors may at any time terminate the powers of the existing one and appoint a new Corporate Secretary.

18. The presence of the candidate (candidates) for the position of the Corporate Secretary in the Board of Directors meeting in deciding on the appointment of the Corporate Secretary is required.

19. Corporate Secretary has no right to combine his duties with the performance of other functions in the Company, as well as work in other organizations without the consent of the Board of Directors.

20. The Company develops the instatement program and succession planning of the Corporate Secretary.

21. Search and appointment of the Corporate Secretary are carried out on the basis of open and transparent procedures (competition), enshrined in the internal documents of the Company.


## **7. Functions, Rights and Duties of the Corporative Secretary**

22. Corporate Secretary assists in timely and quality corporate decision-making by the Board of Directors, the Sole Shareholder, acts as advisor to the Board of Directors on all matters of their activity and application of the provisions of the Code, as well as monitors the implementation of the Code and participation in the improvement of corporate management.

23. Corporate Secretary prepares a report on compliance with the principles and provisions of the Code, which is included in the annual report.

24. Corporate Secretary provides preparation and conducting meetings of the Board of Directors and Committees of the Board of Directors in accordance with the requirements of the law, the Code, the Charter and internal documents of the Company. In particular, the Corporate Secretary:

- 1) works out annual schedule of the Board meetings together with the Chairman of the Board of Directors;
- 2) assists the Chairman of the Board of Directors of the Company in preparation of the agenda of the meeting of the Board of Directors;
- 3) ensures the formation and distribution of documents (materials) necessary for the organization and holding of the Board of Directors meetings (the

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notification on holding meetings, draft decisions according to meeting agenda, draft documents for preliminary review, etc.);

4) draws the ballots, provides direction (delivery) of voting ballots to members of the Board of Directors receives the completed ballot papers, written opinions of the Board members being absent in the meeting, and hands them to the Chairman of the Board of Directors;

5) ensures the proper following procedure of the meeting of the Board of Directors in accordance with the requirements of the law, the Code, the Charter and internal documents of the Company;

6) provides members of the Board of Directors with relevant and timely information needed for decision-making on the agenda and within the Board of Directors (performs transcripts (if available) and the protocols of the Board meetings, orders of the Chairman of the Board, other documents of the Company bodies and conclusions of the Company's auditor);

7) notes down the decisions and draws up minutes of the decisions of the Board of Directors, is responsible for their timely referral to the signing by the authorized persons, provides storage of the minutes, transcripts, audio and video recordings (if available) and the Board of Directors materials;

8) organizes preparation and submission of the necessary documents (information) at the request of the members of the Board of Directors, requests and responses to the letters on behalf of the Board of Directors, distribution of documents approved by the Board of Directors;

9) organizes the control over the decision performance of the Board of Directors of the Company;

10) informs the committee members and invited parties on convening the meetings of the Board Committees

11) collects and sends to members of the Board of Directors materials on the agenda of the Board of Directors meeting;

12) keeps the minutes of the Board of Directors meetings, transmit minutes data to all members of the Board of Directors for reviewing within 5 (five) working days from the date of the event;

13) files the recommendations of the Board of Directors to the materials on the agenda of the Board of Directors meeting;

14) is responsible for the organization of interaction between the members of the Board of Directors with the Sole Shareholder and the executive body of the Company.

15) offers consultations to the members of the Board of Directors on matters of legislation, the Charter, the Code and internal documents of the Company, monitors the changes and timely informs the members of the Board of Directors;

16) organizes the instatement of newly elected members of the Board of Directors;

17) assists in the organization of training for members of Board of Directors and the Expert attraction (if necessary);

25. Corporate Secretary with regard to the implementation of good corporate governance practices:

1) monitors the implementation and compliance with the principles and provisions of the Code;

2) prepares a report on compliance with the principles and provisions of the Code;

3) identifies in the execution of his duties violation of the corporate governance standards set by law, the Code and the Charter and other documents of the Company;

4) performs advise to the Sole Shareholder, members of the Board of Directors, officers, employees of the Company on the Company's corporate governance;

5) monitors the world's best practice in corporate governance and makes proposals to improve the corporate governance practices of the Company;

6) participates in the preparation of the annual report of the Company;

26. Corporate Secretary of the interaction with the Sole Shareholder

1) participates in the preparation of the Sole Shareholder meetings, sends materials on the issues submitted for consideration of the Sole Shareholder for developing appropriate decisions;

2) attends a meeting of the Sole Shareholder, provides recording of decisions of the Sole Shareholder and storage of the Sole Shareholder solutions;

3) ensures appropriate interaction the Company with the Sole Shareholder, including the monitoring of the provision of information to the requests of the Sole Shareholder in a timely manner.

27. Corporate Secretary performs other functions:

1) participates in building relationships with investors;

2) provides advice on the Company's statements and ensures compliance with the terms of the Company to mandatory reporting;


3) provides approved information by the Board of Directors on the Company's transactions, in which there is an interest;

4) collects, records, updates information on the affiliated persons of the Company and provides this information to the authorized state body.

28. Corporate Secretary shall promptly inform the Chairman of the Board of Directors on all the identified violations of the Republic of Kazakhstan legislation, the Charter, established principles of corporate governance, internal corporate rules of conduct, decisions of the Sole Shareholder and the Board of Directors in the Company.

29. In case of the presence (occurrence) of conflicts, officials of the Company shall promptly inform the Corporate Secretary of the existence (occurrence) of the conflict. Based on available to it the information the Corporate



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Secretary informs the Chairman of the Board of Directors on all potential and actual conflicts of interest of members of the Board of Directors.

30. Corporate Secretary ensures the timely transfer of documents available to him by virtue of his duties, in the archives of the Company. In this case the Corporate Secretary is responsible for the safety of all such documents prior to their transfer to the archives of the Company. Corporate Secretary certifies extracts from the minutes of board meetings.

31. In the performance of the functions of the Corporate Secretary has the following rights:

1) to call and receive the documents and information required (necessary) for the implementation of the Corporate Secretary of his functions, decision-making at Board meetings and sole shareholder from the bodies, officials and employees of the Company;

2) to call and receive from the bodies, officials and employees of the Company information on the performance of the Board of Directors and, in the case of non-compliance or violation of terms of performance, to provide an explanation of the reasons for non-execution or late execution of judgments;

3) to organize the preparation of materials divisions of the Company on issues related to the competence of the Board of Directors;

4) to require officials and heads of structural divisions of the Company cease actions that violate the Charter, the Code and other internal documents of the Company, or leading to the emergence of (the possibility of) corporate conflicts, while informing the Board of Directors;

5) to initiate the development and implementation of policies and procedures aimed at improving the corporate governance of the Company and increase the efficiency of interaction between the Company's bodies.

32. The Company provides the Corporate Secretary with the opportunity and resources to deal with organizational matters and performance of the duties provided in this Regulation.


### **8. Secretariat of the Board of Directors**

33. In order to ensure efficient operation of the Board of Directors of the Company a structural unit to work with the Board of Directors (hereinafter - Structural Unit) can be created, headed by the Corporate Secretary.

34. Employees of the Structural Unit are directly to the Corporate Secretary. Number of employees is defined by the Board of Directors.

35. Employees of Structural Unit are appointed or employed by the Chairman of the Board of Directors on the proposal of the Corporate Secretary.

36. Employees of structural subdivisions should be qualified enough to perform their duties.

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37. Employees of Structural Units can not simultaneously combine other functions in the Company, and without the consent of the Corporate Secretary to work in other organizations.

### **9. Corporate Secretary Remuneration**

38. The Board of Directors determines the amount of salary and remuneration conditions of the Corporate Secretary in accordance with the Scheme of official salaries of the Company and the Company's bylaws.

39. The size of the salary is determined by the Corporate Secretary of the Board of Directors decision in accordance with the Scheme of salaries of employees of the Company, approved by the Board of Directors.

40. In accordance with the procedure provided for by the internal documents of the Company, the Corporate Secretary of the Company may be paid other compensation (bonus) at the end of the reporting period. The Board of Directors shall determine the amount of such remuneration.

41. Corporate Secretary shall act in the interests of the Company and the Sole Shareholder, to carry out their duties conscientiously.

### **10. Final Provisions**

42. The Board of Directors approves the Regulations, as well as its amendments.

43. Its annexes are an integral part of it.

44. The laws of the Republic of Kazakhstan, the Charter, the Code and other internal documents of the Company govern all issues not regulated by it.