



Approved by the resolution  
of “Samruk-Energy” JSC  
Board of Directors  
dated 23.08.2019  
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**Regulations  
on “Samruk-Energy” JSC Management Board**

**SE-PL-13/02**

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## Contents

1. Purpose and scope .....	3
2. Definitions and abbreviations .....	3
6. The Chairman of the Management Board .....	8
7. Management of the Management Board activities and holding its meetings .....	8
8. Control over the execution of decisions.....	13
9. Rights and responsibilities of the Management Board members .....	14
10. Labor remuneration of the Management Board members .....	16
11. Secretary of the Management Board. ....	16
12. Audit and statements .....	18
13. Final provisions .....	18
14. References to laws and regulations.....	18
15. Forms of documents and records.....	19
Appendix 1. Explanatory note form .....	20
Appendix 2.....	21
Appendix 3.....	22
Absentee ballot form.....	22
Appendix 4.....	23
The Management Board meeting minutes form .....	23



## 1. Purpose and scope

1. These Regulations on the Management Board of “Samruk-Energy” JSC (hereinafter – the Regulations) outline the status, composition, procedure for organization of work of the Management Board of “Samruk-Energy” JSC (hereinafter the Company), the procedure for convening and holding its meetings, for making decisions and others requirements.

2. The regulations shall apply to all structural units and members of the Company’s Management Board.

## 2. Definitions and abbreviations

3. The following abbreviations were used in the Regulations:

**RK** – the Republic of Kazakhstan;

**CEO-1** –management level that is lower in relation to the position of Chairman of the Management Board (CEO) in accordance with the organizational structure (positions of executives elected to members of the Management Board).

## 3. Responsibility

4. The Secretary of the Management Board shall be responsible for the implementation and updating of these Regulations.

5. The Company employees shall be responsible for compliance with the requirements of these Regulations.

6. In order to achieve the goals set for the Company, the Management Board shall be responsible for allocating the necessary financial and human resources.

7. The Management Board shall be responsible for creating an atmosphere of interest of the Company's employees in the efficient operation of the Company.

8. The Management Board shall be responsible for providing the Board of Directors with necessary resources for the full performance of its job responsibilities within the budget of the Company.

9. Stakeholders shall have the right to freely report to the Board of Directors about illegal and unethical actions of the Management Board. At the same time, their rights may not be infringed under no circumstances in the event of such a reporting.

10. The Management Board shall be responsible in the manner and on the grounds provided for by the legislation of the Republic of Kazakhstan.

## 4. General provisions

11. These Regulations were developed in accordance with the RK Laws “On joint-stock company”, “On the Sovereign Wealth Fund”, the Charter of the Company (the Charter) and other internal documents of the Company.

12. In the performance of its work, the Management Board shall be guided by

provisions of the RK legislation, the Charter and internal documents of the Company, including these Regulations.

13. The basic principles of the Management Board are honesty, fair practices, logic, prudence, regularity, professionalism and objectivity.

14. The Management Board shall be entitled, if necessary, to create collegiate working bodies (committees, commissions, councils, working groups) from among the members of the Management Board, employees of the Company and other persons to prepare recommendations for the Chairman and members of the Management Board in certain areas of the Company’s activities, including preparation and preliminary consideration of matters that are within the competence of the Management Board, as well as involving independent experts to address issues requiring special knowledge, or handling urgent tasks related to the Company's operations.

15. The Management Board is the collegiate executive body of the Company, managing its current activities, and shall be responsible for the implementation of the Company's strategy.

16. The Management Board implements resolutions of the Sole Shareholder of the Company and the Board of Directors of the Company. The Management Board reports to the Board of Directors of the Company. The Management Board once a quarter or more often (if deemed necessary by the Board of Directors of the Company) submits reports on the Company’s performance results to the Board of Directors of the Company.

17. The Management Board initiates the submission of matters to the Board of Directors, making decisions on which falls within the exclusive competence of the Board of Directors. The meeting of the Board of Directors may be convened at the initiative of the Company’s Management Board, in accordance with the procedure established by the legislation of the Republic of Kazakhstan and internal documents of the Company.

18. The Management Board shall have the right to make a decision on any other matters not referred to the competence of other bodies of the Company in compliance with the RK legislation and the Charter.

## **5. The composition of the Management Board and the procedure for election of its members**

19. The size, term of office of the Management Board members, the election of its members, as well as the early termination of their powers, with the exception of the Chairman of the Management Board, shall be determined by resolution of the Board of Directors in accordance with the RK legislation and the Charter.

20. The Chairman and members of the Management Board shall be elected for a term of up to 3 (three) years. The terms of office of the Chairman and members of the Management Board coincide with the term of office of the Management Board as a whole.

21. The Chairman of the Management Board, who manages and coordinates its work, shall head the Management Board.

22. The composition of the Management Board shall be composed of no less than 3 (three) persons.

23. The Sole Shareholder of the Company in agreement with the RK Prime Minister and the Head of the Administration of the RK President shall appoint the Chairman of the Company’s Management Board in line with the procedure set by the RK legislation.

A candidate for the position of the Chairman of the Company’s Management Board shall have the necessary education and level of professional experience in accordance with qualification requirements sufficient to perform duties assigned to him:

- 1) the availability of higher education according to a relevant major;
- 2) no less than 12 years of experience in the professional field;
- 3) experience in executive positions at organizations corresponding to the profile of the Company, and / or senior positions at “Samruk-Kazyna” JSC / in the public service or areas corresponding to the functional areas of the position for no less than 5 years;
- 4) the degree of “Master of Business Administration” or additional education in the field of management is preferable;
- 5) knowledge of laws, rules and regulations that govern production, business and financial activities of the Company;
- 6) knowledge of prospects, strategies, priorities of the technical, economic and social development of the Company;
- 7) the presence of positive achievements and impeccable business reputation.

24. Other candidates to the Management Board, except for the Chairman of the Management Board, must meet the following qualification requirements:

- 1) the availability of higher education according to a relevant major;
- 2) no less than 7 years of experience in the professional field;
- 3) experience in executive positions at organizations corresponding to the profile of the Company, and / or senior positions at “Samruk-Kazyna” JSC group/ in the public service or areas corresponding to the functional areas of the position not less than 5 years;

4 “Master of Business Administration” degree or additional education in the field of management is preferable;

- 5) knowledge of laws, rules and regulations that govern production, business and financial activities of the Company;
- 6) knowledge of prospects, strategies, priorities of technical, economic and social development of the Company;
- 7) the presence of positive achievements and spotless business reputation.

25. To perform the role of the Appointment and Remuneration Committee of the Board of Directors of the Company (hereinafter – the Committee), in the process of

searching and selecting candidates to the Company’s Management Board, the Chairman of the Company’s Management Board sends a short list of candidates for the following CEO-1 positions for consideration by the Committee, which are subsequently elected to the Management Board:

- 1) Managing Director for Production and Asset Management;
- 2) Managing Director for Economy and Finance;
- 3) Managing Director for Development and Sales;
- 4) Managing Director for Risks and Legal Affairs.

The Committee may consider the short list (by requesting, if necessary, the information on the work of the Company’s Committee for the selection of candidates for CEO-1 positions (hereinafter - the Commission); it considers the profiles of short-listed candidates, conducts interviews or group interviews with candidates and submit recommendations to the Chairman of the Management Board on shortlisted candidates for compliance or non-compliance with the proposed CEO-1 position.

Moreover, the competitive selection of candidates for CEO-1 positions, subsequently elected to the Management Board, shall be performed by the Commission in accordance with the Corporate Standard for Human Resource Management of “Samruk-Kazyna” JSC group (hereinafter - the Corporate Standard) and the Company's internal regulatory documents.

26. The Chairman of the Management Board shall make a decision on the appointment of candidates for CEO-1 positions, who are subsequently elected to the Management Board, on the basis of recommendations of the Commission and the Committee, upon a positive conclusion of the Company’s Security department.

27. After the appointment of candidates for CEO-1 positions, subsequently elected to the Board, the Chairman of the Management Board shall bring up the item about electing members of the Management Board in accordance with the RK legislation and the Charter of the Company. In this case, the Committee shall submit relevant recommendations to the Board of Directors of the Company.

Based on the recommendations provided by the Committee, the documents of the candidates shall be submitted to the Company’s Board of Directors. The documents include:

- 1) resume and information about candidates;
- 2) a copy of the candidate’s identity card (passport);
- 3) copies of documents on education, qualifications, the availability of special knowledge or professional training, the award of academic degrees and academic ranks;
- 4) the original certificate of the presence or absence of a criminal record, committed corruption offenses issued by an authorized state body;
- 5) Reference letters (if any).

28. The resolution of the Board of Directors shall be made on the basis of submitted documents, as well as, if necessary, the results of the interview with candidates.

29. Shareholders and employees of the Company who are not its shareholders

may be members of the Management Board.

30. Members of the Management Board, except for the Chairman of the Management Board, may not be elected to the Board of Directors. The Chairman of the Management Board cannot be elected as the Chairman of the Board of Directors. Members of the committees of the Board of Directors, employees performing the roles of representatives of the Company's employees, of public labor safety inspector of the Company, the corporate secretary of the Company, or employees of the Company's internal audit service cannot be members of the Management Board.

31. The Chairman of the Management Board shall not have the right to occupy the position of the head of the executive body or of the person solely performing the functions of the executive body of another legal entity. A member of the Management Board shall be entitled to work at other companies only with the consent of the Board of Directors.

32. A member of the Management Board shall not:

1) have an outstanding conviction or conviction for crimes against property, in the field of business operations or against the interests of service in commercial or other organizations for the past five years, as well as exemption from criminal liability for non-rehabilitating grounds for committing the specified crimes over the past five years or have outstanding record of criminal conviction or not removed according to the procedure established by the RK law;

2) previously be an executive of a legal entity that has been declared bankrupt or subjected to conservation, reorganization, forced liquidation during the occupation of position of an executive of the said legal entity or within 5 (five) years after the date of the decision on bankruptcy, conservation, rehabilitation, forced liquidation of the specified legal entity.

Members of the Management Board must have high professional and personal characteristics, as well as have an impeccable business reputation and adhere to high ethical standards.

33. Members of the Management Board, except for the Chairman of the Management Board, shall be elected by the Board of Directors on the proposal of the Chairman of the Management Board.

34. The Chairman of the Management Board shall have the right to submit proposals to the Board of Directors regarding a candidate recommended for election to the Management Board no more than two times. If the Board of Directors rejects a candidate proposed by the Chairman of the Management Board for the second time, the right to make a proposal regarding a candidate to the Management Board shall pass to the Chairman of the Board of Directors.

35. An election shall be considered valid from the moment of adoption of the relevant decision by the Board of Directors, unless otherwise provided by a decision of the Board of Directors.

36. Relations between the Company and members of the Management Board shall be formalized in employment contracts.

37. An employment contract on behalf of the Company with the Chairman of the Management Board shall be signed by the Chairman of the Board of Directors or a person authorized by the Sole Shareholder or the Board of Directors. The Chairman of the Management Board shall sign an employment contract with other members of the Management Board.

38. The early termination of powers of the Chairman and members of the Management Board of the Company shall entail, in accordance with labor legislation, termination of employment contracts with them from the date of the decision on termination of their powers, unless otherwise specified by a decision of the Board of Directors. At the same time, the termination of labor relations with an employee of the Company who is a member of the Management Board requires an early termination of his authority as a member of the Management Board in line with the procedure established by the RK law.

## **6. The Chairman of the Management Board**

39. The Chairman of the Management Board is the top executive officer of the Company, who manages the activities of the Company, and heads the Management Board.

40. The Chairman of the Management Board in the manner prescribed by the legislation of the RK and the Charter:

1) organizes the implementation of decisions of the Sole Shareholder and the Board of Directors;

2) acts on behalf of the Company without a power of attorney in relations with third parties;

3) issues powers of attorney for the right to represent the Company in its relations with third parties;

4) organizes the work of the Management Board of the Company, chairs at its meetings;

5) in the event of his absence, assigns the performance of his responsibilities to one of the members of the Management Board;

6) distributes duties, as well as the scope of authority and responsibility among members of the Management Board;

7) performs other job responsibilities set out in the RK law, the Charter, decisions of the Sole Shareholder and the Board of Directors.

## **7. Management of the Management Board activities and holding its meetings**

41. The Management Board shall meet no less than once a month. Extraordinary meetings of the Management Board may be convened at the initiative of the Chairman of the Management Board or members of the Management Board.



42. The Work Plan of the Management Board shall be approved prior to the beginning of the relevant year by the resolution of the Management Board and includes a list of matters to be considered by the Management Board with appropriate deadlines for consideration.

The Management Board meeting may be convened at the initiative of the Chairman and at the proposal of the Management Board members. The Chairman of the Management Board shall be obliged to convene the Management Board meeting if this is required by at least one third of the members of the Management Board or the Board of Directors of the Company.

43. The Management Board shall hold its meetings in person and by absentee voting. In person meetings are held by way of personal presence of the Management Board members at meetings, as well as by using video conferencing (interactive audio-visual communication), conference calls (simultaneous conversation of the members of the Management Board in the “telephone meeting” mode), and by using other means of communication that ensure the authenticity of transmitted and received messages. A person participating in this way is considered to be present at the meeting in person.

44. The Chairman of the Management Board shall have the right to put the item to an absentee vote by members of the Management Board because of special reasons requiring a prompt decision-making.

Holding of absentee meetings of the Company’s Management Board is allowed in exceptional cases and only by decision of the Chairman of the Company’s Management Board. A person acting as Chairman of the Management Board shall not have the right to make a decision on holding a meeting of the Management Board in absentia.

If there is an objection of one member of the Management Board against the consideration of an item at an absentee meeting, the item shall be included in the agenda of the in-person meeting.

The materials prepared for consideration of the Management Board by absentee voting also include an inter-office memo signed by the Managing Director for the relevant area of activities of the Company addressed to the Chairman of the Management Board with justification for the necessity (urgency) of this issue and making a decision on it.

Decisions of the Management Board by absentee voting (by filling in the absentee voting ballot) shall be made by a simple majority of votes of the Management Board members participating in the absentee voting.

45. Save for paragraph 46 of these Regulations, the Management Board of the Company shall have the power to make decisions if at least half of the number of elected members of the Management Board of the Company participate in its meeting, including absent Management Board members who voted in absentia on the meeting agenda items, in writing.

46. When the Board considers the item of concluding related party transactions between organizations that are part of “Samruk-Kazyna” Sovereign Wealth Fund”

joint-stock company group, a decision shall be made in person by a majority of votes of at least three-fourths of the total number of elected Management Board members.

47. Members of the Management Board shall be restricted from participating in consideration (discussion and voting) of matters/issues, the resolution or addressing of which is of interest to them.

48. In the absence of the Chairman of the Management Board, the convocation of a meeting, determination of its agenda, date, time and place of its holding shall be made by a member of the Management Board who is duly entrusted with the duties of the Chairman of the Management Board.

49. The necessary materials on items submitted for consideration by the Management Board shall be prepared by the relevant structural unit of the Company and submitted to the Secretary of the Management Board in the original in paper and electronic form.

50. When using the electronic system for holding meetings of the Management Board, copies of materials on agenda items are posted on the portal of the Company’s head office, in the section “Meetings of the Management Board”.

51. Electronic copies of the materials on the agenda should be scanned in PDF format, saved in one file, files should be named in accordance with their contents and be in good quality. The placement of the agenda materials in the electronic system shall be ensured by the Secretary of the Management Board.

52. The materials prepared for consideration at the Management Board meeting include an explanatory note (Appendix 1 to these Regulations) with the rationale for the need to consider a specific item and making a decision on it, an analysis of risks (if any), and justification of the urgency of an item during the absence of the Chairman of the Management Board, a draft resolution (Appendix 2 to these Regulations) agreed upon in the manner established by paragraph 53 of the Regulations, speaker on a specific item (if necessary), other necessary documents.

All materials attached to the explanatory note and the draft resolution on the item should be signed by the person in charge and the head of the initiating structural unit. Materials shall be approved on the back of the draft resolution.

If the item submitted for consideration by the Management Board affects the financial and economic aspects of the Company’s activities, the annex to the explanatory note must necessarily provide for financial and economic indicators and calculations to the fullest extent possible, as well as information disclosing the financial and economic effect, if the Management Board takes a positive decision on the item.

Mentioning of information about the alleged risks in accordance with the approved Risk Register for the current year arising from the adoption / non-adoption of the proposed decision, the consequences of their occurrence and actions on mitigating them, as well as information about the risks for reducing of which a decision is made.

53. Materials for consideration at a meeting of the Management Board, prepared by structural units, must be preliminary approved by the relevant structural units of the



**Regulations on “Samruk-Energy” JSC Management Board**

**SE-PL-13/02**

**Edition 2**

**Page 11 of 24**

Company in accordance with their competence on the item under consideration, as well as must be approved by the structural unit responsible for risk management, Managing Directors, and by the Head of Compliance Service.

54. Materials shall be transferred to the Secretary of the Management Board at least 5 (five) business days before the meeting. The Secretary ensures the preparation of documents for the Management Board meeting, which are communicated to the Chairman of the Management Board and all members of the Management Board no later than 2 business days before the date of the meeting.

55. The right to submit items for consideration by the Management Board belongs to members of the Management Board, Managing Directors and Internal Audit Services and Compliance

56. Responsibility for timely and high-quality preparation of materials for the Management Board meeting rests with the persons specified in clause 55 of these Regulations and the head of the structural unit / subsidiary of the Company preparing the materials.

57. At the request of the Chairman of the Management Board or any member of the Management Board, items that are not included in the agenda may be considered at a meeting of the Management Board if the Management Board has been provided with the necessary approved materials and the majority of those present at the Management Board vote for their consideration.

58. If necessary, a speaker shall provide members of the Management Board with a copy of documents on items considered at a meeting of the Management Board, on paper (presentations, slides, etc.).

59. In order to obtain complete information, it is allowed to listen to the persons who prepared submitted documents (speakers) on items submitted by members of the Management Board. At the same time, the speakers do not sit at a meeting of the Management Board and, according to the order in which the agenda items are considered, the speakers shall be invited to a meeting of the Management Board.

60. The Secretary of the Management Board shall organize a notification of the heads of structural units and other persons invited to the Management Board meeting, indicating the agenda, place and time of its holding.

61. An item included in the agenda of the Management Board meeting may be postponed if the Management Board member who supervises the Company's business area on this item, is not available. Such a decision shall be notified to the absent member of the Management Board as soon as possible.

62. The item, which was postponed due to the absence of a member of the Management Board whose competence included the consideration of the postponed item, should be considered at the next meeting of the Management Board with the mandatory participation of a previously absent member of the Management Board.

63. If it is impossible for a member of the Management Board to attend the meeting, he may express his will in absentia in writing by making a decision “For”, “Against”, “Abstained”, but prior to doing so he should learn about the items submitted to the vote.



Such a written opinion shall be taken into account when determining the quorum and summing up the voting results. The written will of a member of the Management Board shall be drawn up in the form of absentee voting ballot (Appendix 3 to these Regulations) and once signed by the Management Board member it shall be submitted by the deadline specified in the ballot.

64. All decisions of the Management Board, with the exception of paragraph 46 of these Regulations, shall be adopted by a simple majority of votes of the number of members present and absent who have voted on the items on the meeting agenda in absentia in writing.

65. The Management Board member who disagrees with the majority opinion has the right to submit his / her dissenting opinion in writing within a day from the end of the meeting that will be attached to the minutes.

66. The Management Board members must bring the information on the presence of interest in resolving certain matters to the attention of the Company’s Chairman of the Management Board.

67. The decisions of the Management Board shall be documented in minutes in accordance with the form specified in Appendix 4 to these Regulations, which must be signed by all members of the Management Board present at the meeting and contain items put to the vote, the voting results thereon reflecting the voting results of each member of the Management Board, each item shall have the seal of the Company.

68. All sheets of the meeting minutes (in person, in absentia) must be initialed by the Secretary of the Management Board.

69. The meeting minutes shall indicate:

- 1) the place and time of the meeting (in person, by mixed voting);
- 2) members of the Management Board participating in the meeting (voting, in case of absentee voting), invited persons, presence of a quorum;
- 3) the agenda of the meeting;
- 4) the method of voting;
- 5) items put to a vote and the results of voting on them;
- 6) decisions taken, including information on the dissenting opinion of a member of the Management Board.

70. Meetings of the Management Board are held in person, on a mandatory basis, at which items, which are subsequently submitted to the Board of Directors and (or) the Sole Shareholder and are of a strategic nature or are important for the development of the Company, shall be considered. Holding meetings in absentia on such items is not allowed.

71. Confidential and secret items shall be considered by the Management Board, and decisions taken on them shall be drafted and kept in accordance with the requirements of the Instructions for ensuring the preservation of confidential information at “Samruk-Energy” JSC.

72. The Management Board meeting minutes shall be drawn up by the Secretary of the Management Board within 5 (five) business days after the meeting. The minutes must be signed by the secretary and members of the Management Board.

73. Minutes of the Management Board meeting, received by the members of the Management Board for signature, shall be signed within 1 (one) business day.

74. The registration of the minutes of in-person and absentee meetings of the Management Board, its appropriate preparation and the safety of paper originals shall be ensured by the Secretary of the Management Board. The minutes shall be subject to storage at the legal address of the Company. At the same time, separate storage of confidential minutes shall be secured.

75. After registration of the minutes, the secretary shall prepare extracts from the Management Board meeting minutes, which, together with the attached approved documents, shall be sent out within 10 (ten) business days from the date of signing the minutes by the Chairman of the Management Board according to the list drafted by the secretary of the Management Board. Extracts from the minutes sent to third parties are signed by the Chairman of the Management Board or a member of the Management Board and the Secretary of the Management Board, certified by the seal of the Company.

76. The structural units of the Company shall be prohibited from making additional copies of the Management Board meeting minutes.

77. The originals of documents submitted to the Management Board together with the original minutes of the Management Board shall be kept by the Secretary of the Management Board in accordance with the storage terms set by the Company, after which they shall be transferred to the archive of the Company. Documents in electronic form can be stored in the electronic system or in the electronic archive of the Company.

## **8. Control over the execution of decisions**

77. The decisions of the Management Board shall be binding upon the Management Board members and employees of the Company.

78. In the absence of a deadline for the execution of instructions, a one-month deadline shall be established, starting from the date of the meeting of the Management Board.

79. Responsibility for the execution of the decision of the Management Board shall rest with persons who have been given specific instructions by the decision of the Management Board.

80. The execution of instructions specified in decisions of the Management Board shall be controlled over by the Chairman of the Management Board or its members on supervised matters or by a person who is assigned such control by the decision of the Management Board.

81. If the instruction cannot be executed within the prescribed time period, the head of the structural unit responsible for its execution shall inform the Chairman of the

Management Board in writing of the reasons for the delay with the justification of the request for an extension of deadlines. Extension of the deadline for non-fulfillment of the Management Board decisions is not allowed more than two times.

82. The Secretary of the Management Board shall be charged with organizational and technical control over the implementation of the Management Board decisions.

83. The person responsible for the execution of the Management Board’s resolution shall provide the secretary of the Management Board with information on the results of the execution of the resolution and instructions of the Management Board at the request of the Management Board secretary, and if it is not executed, the reasons for the failure to execute instructions within the time frame specified in the resolution of the Management Board.

84. Following consideration of the information received, the Secretary of the Management Board shall draft a report on the implementation of decisions of the Management Board.

85. The Secretary of the Management Board shall submit the report on the implementation of the Management Board decisions for the reporting period to the Management Board meeting.

## **9. Rights and responsibilities of the Management Board members**

86. Chairman and members of the Management Board:

- 1) must act in the interests of the Company and its Sole Shareholder;
- 2) when exercising their rights and performing their job responsibilities, they must execute the duties assigned to them in good faith, in accordance with provisions of the legislation of the Republic of Kazakhstan, the Charter, and use methods that most closely reflect the interests of the Company and the Sole Shareholder;
- 3) must not use or allow the use of the property of the Company in contradiction with the Charter, decisions of the Sole Shareholder and the Board of Directors, as well as for personal purposes when making deals with affiliates;
- 4) are required to ensure the integrity of the accounting and financial reporting systems, including conducting of an independent audit;
- 5) control over the disclosure and provision of information on the activities of the Company in accordance with the requirements of the RK legislation, are obliged not to disclose any information they know that constitute commercial and other trade secret protected by law, which will be entrusted to them or known in the process of work;
- 6) are obliged to ensure proper risk management of the Company;
- 7) must ensure the safety of the Company’s employees;
- 8) must not allow situations wherein a corporate conflict may arise either in relation to themselves or others;
- 9) must create an atmosphere of interest and loyalty of the Company's employees and the development of corporate culture;
- 10) must meet with staff not less than once a year;

11) must show high standards of ethical behavior and be an example for employees of the Company.

87. Members of the Management Board shall have the right:

1) while being in the Management Board of the Company, resolve issues related to managing the current activities of the Company;

2) receive a comprehensive information on the activities of the Company, learn about constituent, regulatory, accounting, reporting, financial, contractual and other documents and materials of the Company, including audit reports necessary to resolve issues related to the competence of the Management Board of the Company,

3) receive copies of documents and minutes of meetings of the Company’s Management Board;

4) make proposals to the work plan of the Company’s Management Board and the agenda of the Management Board meeting, as well as proposals on convening an unscheduled Management Board meeting;

5) express his disagreement with the decisions of the Management Board in writing and communicate it to the Board of Directors;

6) exercise other rights provided by the RK legislation, the Charter, internal documents of the Company and these Regulations.

88. Members of the Management Board must:

1) participate in meetings of the Management Board;

2) execute decisions and instructions of the Sole Shareholder, the Board of Directors and the Management Board, comply with the requirements of the Charter and internal documents of the Company;

3) act in the interests of the Company, exercise their rights and fulfill obligations in relation to the Company in good faith and reasonably;

4) not to disclose commercial and other confidential information about the Company;

5) not to use their position and the information received about the activities of the Company for their personal interests, and also should not allow the use of their position and the information that they possess by other persons to the detriment of the interests of the Company;

6) to bring the information on their relations with other companies, as well as on legal entities in the management bodies of which they hold positions to the attention of the Chairman of the Management Board and the Board of Directors

89. The information specified in subparagraph 6) of paragraph 88 of these Regulations is provided by a member of the Management Board annually, no later than January and also within 7 (seven) calendar days from the date of election of the Management Board member.

In case of change of data (information) in accordance with subparagraph 6) of paragraph 88 of these Regulations, the Management Board member must notify the Chairman of the Board of Directors in writing within 7 (seven) calendar days from the moment such a case occurs.



Information provided by members of the Management Board shall be presented in the annual report of the Management Board as part of the annual report of the Company.

90. The Management Board members are liable to the Company and the Sole Shareholder for damage caused by their actions (inaction), in accordance with the RK laws.

91. The Management Board members who voted against making a decision that caused losses to the Company, or who did not vote, shall not be responsible for causing these losses.

92. The Management Board members shall be responsible for the disclosure of information and information coverage of the Company’s activity in accordance with the requirements of the RK legislation, for the completeness and reliability of the information provided, as well as the obligation to ensure the protection and safety of internal (official, insider) information.

93. The Management Board members shall be responsible for meeting with requirements of these Regulations.

94. The functions, rights and obligations of the Management Board members shall be determined by the RK laws, the Charter, as well as employment agreement concluded with the Company by each of them.

### **10. Labor remuneration of the Management Board members**

95. Amounts of basic salaries and conditions of remuneration and bonuses payment to the Chairman and members of the Management Board are determined in accordance with the Charter and decisions of the Board of Directors.

96. Conditions of labor remuneration and bonuses payment established by decisions of the Board of Directors shall be applied to the Chairman and members of the Management Board.

97. In accordance with the Rules for performance appraisal and remuneration of senior and management employees of “Samruk-Energy” JSC, members of the Management Board may be paid remuneration based on performance results.

98. Performance is appraised based on the achievement of motivational KPI. Motivational KPIs shall be developed in the form of KPI map by cascading the Company's strategic goals into specific indicators.

### **11. Secretary of the Management Board.**

99. The Secretary of the Management Board shall be appointed by the Management Board from among the employees of the Company who are not members of the Management Board. In the absence of the Secretary of the Management Board, the performance of his job responsibilities shall be assigned by the Management Board to another person from among the employees of the Company.



100. The Secretary of the Management Board is the person responsible for the organizational and documentary support of the Management Board’s work.

101. The Secretary of the Management Board:

- 1) shall draft the work plan of the Management Board;
- 2) shall have the right to demand that the structural units, their heads, managing directors comply with all procedures, which were established by internal documents of the Company, when submitting items to the Management Board;
- 3) provide the Management Board members with information on items submitted to the Management Board;
- 4) inform the Management Board members and the responsible structural units of the Company (speakers) about the date and place of the upcoming meeting of the Management Board.
- 5) keep minutes of the Management Board and record decisions;
- 6) must (a) not disclose information constituting a commercial secret (insider information) of the Company and other confidential information of the Company to third parties;
- 7) shall take required actions on preparation and conducting meetings of the Management Board in line with the requirements of the Charter and internal documents of the Company;
- 8) in case of changes in the date, time and place of the Management Board meeting and (or) the agenda, shall immediately notify all members of the Management Board about this;
- 9) shall bring the operating procedure of the Management Board in the Company, introduces these Regulations, the management plan of the Management Board for a year and provides other information relevant to the proper performance by members of the Management Board of their duties to the attention of newly elected members of the Management Board;
- 10) shall request the necessary documents from the heads of structural units of the Company to ensure the work of the Management Board;
- 11) shall organize the preparation of materials on items submitted to the Management Board by the Company’s structural units;
- 12) shall store meeting minutes within the established period, after which they transfer them to storage in the archive of the Company;
- 13) shall ensure registration of issued extracts;
- 14) shall perform other duties described in these Regulations.

102. The Secretary of the Management Board shall provide extracts from the Management Board meeting minutes:

- 1) on a mandatory basis:
  - a) members of the Management Board;
  - b) the corporate secretary of the Company;
  - c) to the head of the internal audit service of the Company;
  - d) persons identified in the minutes of the meeting of the Management Board as

responsible for the implementation of decisions made (through extracts).

2) upon official written request:

a) to the Sole Shareholder;

b) the Board of Directors members;

c) the audit organization conducting the audit to other persons by decision of the Chairman of the Management Board.

## **12. Audit and statements**

103. The Management Board shall ensure conducting of the annual audit of the annual financial statements of the Company in the manner and terms set out in the RK legislation and the Charter.

104. The Management Board shall ensure timely publication of the annual financial statements of the Company in the manner and terms stipulated by the RK legislation and the Charter.

## **13. Final provisions**

105. These Regulations shall enter into force on the date of its approval by the Board of Directors. All changes and additions to these Regulations shall be approved by the Board of Directors.

106. If, as a result of changes in the legislation of the Republic of Kazakhstan or the Charter, certain provisions of the Regulation come into conflict with them, these provisions of the Regulations shall cease to be valid and until the moment the amendments to the Regulations are introduced, the members of the Management Board shall be governed by the legislation of the Republic of Kazakhstan and the Charter.

## **14. References to laws and regulations**

107. These Regulations are developed on the basis of the following documents:

1) The RK Law “On joint-stock companies”;

2) The RK Law “On Sovereign Wealth Fund”;

3) The RK Government Decree dated July 16, 2002 No. 784 “On some matters of improving the mechanism for addressing human resources related issues as regards officials appointed by the RK Government or in agreement with it”;

4) “Samruk-Energy” JSC Charter;

5) The Rules for approving the appointment and early termination of powers of heads of executive bodies of legal entities where “Samruk-Kazyna” JSC directly or indirectly holds shares

6) Corporate standard for human resources management of “Samruk-Kazyna” JSC group;

7) The Rules for performance appraisal and remuneration of senior and management



## Regulations on “Samruk-Energy” JSC Management Board

SE-PL-13/02

Edition 2

Page 19 of 24

employees of “Samruk-Energy” JSC;

8) Rules for competitive selection of personnel for vacant positions in “Samruk-Energy” JSC;

9) other internal documents of the Company.

### 15. Forms of documents and records

108. These Regulations introduces the forms of documents and records presented in table

1.

Table 1

No .	Description of a record	Form of record	Responsible owner	Storage place	Storage term
1	Explanatory note	FR 01 SE-PL-13/02	ISU	The secretary of the Management Board	Permanently
2	Draft Resolution of “Samruk-Energy” JSC Management Board	FR 03 SE-PL-13/02	ISU	The secretary of the Management Board	Permanently
3	Absentee ballot of “Samruk-Energy” JSC Management Board member	FR 0 SE-PL-13/02	Member of the Management Board	The secretary of the Management Board	Permanently
4	The Management Board meeting minutes	FR 02 SE-PL-13/02	ISU	The secretary of the Management Board	Permanently



**Appendis 1.  
Explanatory note form**

FR 01 SE-PL-13/02

**Members of “Samruk-Energy” JSC Management Board**

**EXPLANATORY NOTE  
on the meeting agenda of “Samruk-Energy” JSC Management Board  
“title of an item”**

1. The main point of an item, the rationale for the need to submit the item to the Management Board and the proposed resolution on it;
2. Assumed risks that arise if the Management Board takes or does not take the proposed decision, the consequences of these risks' occurrence, and actions on mitigating these risks;
3. The positive adoption of the proposed resolution by the Management Board will influence “Description of a risk” - by reducing the “name of the risk factor”. If the Management Board does not take the proposed decision, the implications of occurrence of “title of a risk” will have a negative impact on the activities of the Company, “in part ...” (in case of potential damage, the amount of damage should be indicated);
3. Alleged social and economic and / or legal consequences if the Management Board makes a decision on the item;
4. Specific objectives, timing of expected results and expected effectiveness;
5. Estimated costs associated with the implementation of the Management Board's resolution on the item relying upon the company's budget;
6. Information on laws and regulations of higher-level authorities of the Company, laws and regulations of the Board of Directors, the Management Board and committees of the Company, instructions received earlier with regard to the item under consideration and the results of their implementation;
7. The need for further bringing the internal regulations of the Company and its subsidiaries and affiliates in accordance with the resolution of the Management Board on the item;
8. The need to submit for review by the Board of Directors and (or) the General Meeting of Shareholders;
9. The list of internal regulatory documents to be recognized as invalid (in connection with the adoption of the new IRD);
10. Reference to the provisions of the RK legislation or internal documents of the Company, according to which the proposed item is brought;
11. Other information.

**Title of a person who submitted an item** \_\_\_\_\_

(First name, last name)

Speaker (title, name, last name)



Regulations on “Samruk-Energy” JSC Management Board

SE-PL-13/02

Edition 2

Page 21 of 24

**Appendix 2.**

FR 02 SE -PL-13/02

*Draft Management Board resolution form  
Draft*

**Resolution of “Samruk-Energy” JSC Management Board on the item  
“ \_\_\_\_\_ ”**

In compliance with subparagraph \_\_\_\_\_

“Samruk-Energy” JSC Management Board **RESOLVED:**



**Appendix 3.  
Absentee ballot  
form**

FR 03 SE-PL-13/02

*Draft*

**Absentee ballot of “Samruk-Energy” JSC Management Board member**

Location of “Samruk-Energy” JSC: BIN, corporate address:

The meeting of the Management Board of “Samruk-Energy” JSC was convened on:

\_\_\_\_\_.

This ballot was sent by: the Management Board member on \_\_\_\_\_  
\_\_\_\_\_, 20\_\_.

(Full name of the Management Board members)

This ballot was received by: \_\_\_\_\_ by the Secretary of the Management Board  
on \_\_\_\_\_, 20\_\_.

**Explanations on the procedure for filling out this ballot for the Management Board member:**

- *Please vote on each resolution by putting a signature in the corresponding column for each item on the agenda.*
- *If you do not agree with items included in the agenda, please put a signature in the column “AGAINST”.*
- *If you refrained from making a decision, please put a signature in the “ABSTAINED” column.*
- *In the event of voting “AGAINST” or “ABSTAINED”, a member of the Management Board may express his dissenting opinion in writing and attach it to this ballot (drafted in any format).*

**Agenda:**

1. \_\_\_\_\_

**Resolution on the agenda item of the Management Board member:**

1. \_\_\_\_\_

**Voting result:**

The Management Board member	“For”	“Against”	“Abstained”
Full name			
Notes:			

**Management Board member**

\_\_\_\_\_





2. “ \_\_\_\_\_ ” ...

**Voted:**

“For” – FULL NAME

The following agenda of the Management Board meeting was approved:

1. “ \_\_\_\_\_ ” ...

...reported **on the first agenda** item

Having discussed the agenda item, **the following item shall be put to a vote:**

“ \_\_\_\_\_ ” .

**Voted:**

“For” – FULL NAME

Having considered the agenda item and the submitted materials, in accordance with \_\_\_\_\_ (indicate references to legislative acts, clauses of the Charter), the Board DECIDED:

1. \_\_\_\_\_

2. \_\_\_\_\_

The Chairman of the Board announced that all items on the Agenda have been discussed and thanked the members of the Board and the invitees.

The Management Board meeting is closed at \_\_\_ hours \_\_\_ minutes.

A special opinion of the member of the Management Board on the item (s) \_\_\_\_\_ is attached to the minutes.

**The Chairman of the Management Board**

\_\_\_\_\_

**The Management Board member**

\_\_\_\_\_

**The Management Board member**

\_\_\_\_\_

**The Management Board member**

\_\_\_\_\_

**The Management Board member**

\_\_\_\_\_

**The Management Board member**

\_\_\_\_\_

**The Secretary of the Management Board**

\_\_\_\_\_