

Approved
by the decision of the Board of Directors
of JSC “Samruk-Energy”
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Minutes № 51

**Provisions on the Ombudsman
of JSC “SAMRUK-ENERGY”**

Astana 2011

1. Concepts and definitions

- 1) **Company – JSC “Samruk-Energy**;
- 2) **Business Ethics** – a set of ethical principles and rules of business communication that guide the work of the Company, its officers and employees;
- 3) **Officer** – a member of the Board or the Board of Directors of the Company;
- 4) **Employee** – an individual who is employed by the Company and directly performs work under an employment contract;
- 5) **The party concerned** – a natural person and legal entities entering into a legal relationship with the Company;
- 6) **Code** – the Business Ethics Code of JSC “Samruk-Energy”;
- 7) **Conflict of interests** – a situation in which personal interests of an official or employee of the Company affect or may affect the impartial performance of their duties;
- 8) **Ombudsman** – a person who promotes the implementation, compliance and clarification in the JSC “Samruk-Energy” of the business ethics, as well as the identification of violations of the legislation of the Republic of Kazakhstan and internal regulatory documents of the Company.

2. General Provisions

1. The Ombudsman carries out his activities in accordance with the Constitution of the Republic of Kazakhstan, the laws of the Republic of Kazakhstan, other normative legal acts, the internal regulations of the Company and these Regulations,
2. There can be no interference in the activities of the Ombudsman. The Ombudsman should be protected from any retaliatory actions (such as early termination of powers of the Ombudsman, the reduction of financial and other resources) on the part of the violator of provisions of the Code, norms of the legislation of the Republic of Kazakhstan and other internal regulatory documents of the Company.
3. The Ombudsman reports directly to the Board of Directors and operates independently of the internal structures of the Company,
4. Activities of the Ombudsman are based on the principles of:
 - independence;
 - objectivity;
 - publicity;
 - informality.

3. Appointment of the Ombudsman

5. The Ombudsman is appointed by the decision of the Board of Directors,
6. The person appointed as the Ombudsman is required to meet the following

requirements:

- have citizenship of the Republic of Kazakhstan;
 - have higher education in law or other liberal arts;
 - have experience of not less than five (5) years.
7. The term of office of the Ombudsman is one (1) year from the date of his appointment.
8. The same person cannot be the Ombudsman for more than three times in a row.
9. In order to ensure full independence from the internal structures of the Company, the Ombudsman cannot hold any other position in the Company, with the exception of the position as an Ombudsman. However, if the Ombudsman takes another position in the Company, functions and obligations of the two positions must be extremely self-reliant and independent to avoid conflict of interest.
10. The powers of the Ombudsman terminate after the end of their term, or in the case of early parole by the decision of the Board of Directors.

4. Functions of the Ombudsman

11. The main functions of the Ombudsman are to collect information on non-compliance and / or violation of the Code, of the legislation of the Republic of Kazakhstan and other internal regulatory documents of the Company, consultation of employees of the Company, officers of the Company on the provisions of the Code, the initiation of the resolution of disputes on the violation of the provisions of the Code and participate in them.

5. Rights and duties of the Ombudsman

12. The Ombudsman has the right to:

- initiate procedures within the Company to identify violations of business ethics, legislation of the Republic of Kazakhstan and other internal regulatory documents of the Company both on the basis of received applications and on his own initiative:
- take action in case of violations, in the course of direct observation of the Ombudsman;
- address personally to employees, officers on non-compliance of the Code, the legislation of the Republic of Kazakhstan and internal regulatory documents of the Company;
- give employees and officials clarification and interpretation of the provisions of the Code;

- at his discretion, to attract external legal consultants with the consent of the Board of Directors of the Company. The costs of such consultations are covered by the Company;
- have access to all information and all employees and officers of the Company in accordance with the laws of the Republic of Kazakhstan and other internal regulatory documents of the Company,
- not to testify or disclose confidential information, except in cases where the withholding of information is an imminent risk of serious harm, and in cases stipulated by the legislation of the Republic of Kazakhstan.

13. The Ombudsman is obliged to:

- provide protection (within the labor legislation procedures) of employees of the Company for the period of dispute resolution proceedings for violations of the Code, of the legislation of the Republic of Kazakhstan and internal regulatory documents of the Company, in the event of a situation of compulsory retirement due to the initiation of addressing such cases;
- participate in addressing issues of non-compliance of the Code, of the legislation of the Republic of Kazakhstan and internal regulatory documents of the Company;
- warn appropriate structures of the Company on regulatory internal documents that adversely affect the rights, health or safety of the Company's employees;
- keep a record of complaints of employees of the Company, the Company's officers and stakeholders on issues of non-compliance or violation of the Code, of the legislation of the Republic of Kazakhstan and internal regulatory documents of the Company;
- within 5 (five) working days provide an explanation of the provisions of the Code to the Company's employees in the event of their appeal;
 - observe independence and impartiality when participating in disputes concerning non-compliance with or violation of the provisions of the Code, of the legislation of the Republic of Kazakhstan and internal regulatory documents of the Company;
 - ensure anonymity of the employee, officer of the Company who has applied for violation of provisions of the Code, of the legislation of the Republic of Kazakhstan and internal regulatory documents of the Company, Location office of the Ombudsman should also ensure the privacy of its visitors;
- identify potential violations without violating privacy, and make recommendations to resolve them responsibly.
- store information (e.g., notes, phone messages, calendars with appointment) in a safe and protected from access place and ensure the timely destruction. Accounting systems and / or database should be independent from the information technology systems of the Company with an authorized access only of the Ombudsman.

6. Procedure of the collection and review of information on violations of the provisions of the Code of Business Ethics and other internal documents of the Company

14. For questions concerning the provisions of the Code and / or arising in the course of ethical issues, as well as violations of the Code, of the legislation of the Republic of Kazakhstan and internal regulatory documents of the Company, including corruption and other illegal acts, officers and employees of the Company, as well as interested persons can contact:

- directly the Ombudsman;
- the helpline +7 (7172) 55 30 95;
- an electronic information system of trust of the Company trust@samruk-energy.kz, introducing themselves or anonymously, in order to take appropriate actions.

15. In case of violation by officials and employees of the Company of the approved standards of business ethics, norms of the legislation of the Republic of Kazakhstan and internal regulatory documents of the Company, the Ombudsman formed materials for further referral for consideration and decision to the Board of Directors and / or the Management Board of the Company.

16. The results of the review and decisions are communicated by the Ombudsman to the applicant (if the communication is not anonymous) within five (5) working days after the decision by the Board of Directors or the Management Board. Members of the Board of Directors, the Management Board and the Ombudsman guarantee the confidentiality of information on a violation of the Code, of the legislation of the Republic of Kazakhstan and internal regulatory documents of the Company.

17. The rights of a person who has applied shall not be infringed.

18. The Ombudsman, who adopted an appeal to the review, shall:

- explain the ways and means that the applicant is entitled to use to protect their rights and / or eliminate violations of business ethics and decisions or actions (inaction) adopted in violation of business ethics;
- refer the matter to appropriate authorities competent to permit such appeals on the merits.

19. The powers of the Ombudsman do not include conducting an official investigation. Internal investigations should be carried out by relevant services.

20. Clarifications of the Ombudsman are advisory in nature.