**APPROVED**

**by resolution of**

**“Samruk-Energy” JSC**

**Board of Directors**

**dated “\_\_\_”\_\_\_\_\_\_\_**

**Minutes No.\_\_\_\_\_\_**

**Induction program for the newly elected members of “Samruk-Energy” JSC Board of Directors**

**INTRODUCTION**

1. The purpose of this Induction program for the newly elected members of "Samruk-Energy" JSC Board of Directors (hereinafter - the Program) is to provide the procedure for introducing new Board of Directors members with the activity of "Samruk-Energy" JSC (hereinafter - the Company): with the history of the Company , the work of the Sole shareholder, the Board of Directors, the Management Board, the Company's internal documents as well as the main regulatory and legal acts regulating the activity of the Company.

2. The Chairman of the Board of Directors shall be obliged to ensure the completion of the Program by the newly elected members of the Board of Directors.

3.A Corporate Secretary shall be obliged to assist the newly elected members of the Board of Directors during the process of the Program completion.

**4. Acquaintance with the Company, the Sole shareholder, the Board of Directors, Management Board:**

1) individual meetings with the Chairman of the Board of Directors, other Board of Directors members for introducing and discussing features of work and other issues;

2) meetings with the Chairman and members of the Management Board, heads of business units of the Company, and if necessary with external consultants;

3) Meeting with the Head of Internal Audit Service;

4) Meetings and regular interaction with a Corporate Secretary;

5) Meetings with representatives of a Sole Shareholder for introducing with the shareholder’s policy, in particular with Remuneration, Audit policy, etc .;

6) visiting the most important production facilities of the Company (the major subsidiaries and affiliates) in the framework of the funds provided by the budget of the Company.

The Corporate Secretary shall be responsible for organizing informational meetings with the persons mentioned in this paragraph for newly elected members of the Board of Directors.

**5. Provision of information (about):**

1) The practice of corporate governance, including on (about):

a) order of interaction of the Company's bodies, rules and procedures of their work;

b) principles of information disclosure;

c) personnel policy, etc.

2) the Board of Directors, including:

a) the Board of Directors competence:

- general characteristics;

- Competence in the field of general and strategic management of the Company;

- Competence in the field of rights of a Sole Shareholder;

- Competence in the field of asset management;

- Competence in the area of information ​​disclosure and transparency;

b) the duties of the newly elected members of the Board of Directors;

c) the Board of Directors work order;

d) rights, duties and responsibilities of the members of the Board of Directors;

e) ethical and cultural norms of the Board of Directors work;

f) amount and terms of payment of the remuneration and / or compensations to members of the Board of Directors.

3) Company - its past and current financial results, strategy, strengths and weaknesses. Member of the Board of Directors shall have a clear idea of ​​how the Company operates and about current situation and development prospects.

4) Energy industry of Kazakhstan;

5) other information at the request of the newly elected member of the Board of Directors.

6. The Corporate Secretary shall be obliged to provide the newly elected member of the Board of Directors with presentation materials, copies of regulatory documents, the charter and other documents regulating the activity of the Company and its bodies within 10 (ten) business days from the date of entry into force of the decision on his election and receipt of a copy of the decision by an authorized representative of a Sole shareholder (on paper and / or electronic media). An indicative list of documents to be submitted to the newly elected member of the Board of Directors is specified in Annex 1 to this Program.

7. The Management Board shall transfer the Corporate Secretary, at his/her request, all necessary documents within 5 (five) working days from the date of receipt of the request.

8. The Corporate Secretary, and, if necessary, interested business units of the Company shall be obliged to give explanations to the newly elected members of the Board of Directors of the Company about current Company’s regulations, provide with information about officials and the Company's organizational structure, its internal documents and other information relevant for appropriate performance of duties by members of the Board of Directors.

9. The Corporate Secretary must regularly carry out induction procedures for all directors as regards the update of the information provided to the members of the Board of Directors in accordance with Annex 1 to this Program.

10. For purpose of control over organization of Program completion, i.e. actual completion of the Program by all the newly elected Board of Directors members, members of the Board of Directors after its completion should send a letter of confirmation of the Program completion to the Corporate Secretary, as well as they have the right to send their comments regarding the process of completion of this program (Appendix 2). The results of monitoring and feedback on the Program completion may be considered in the performance assessment of the Corporate Secretary.

**11. The induction program completion time frame**

a) within 30 (thirty) days from the date of entry into force of the decision on the election of the Board of Directors member and receipt of a copy of the decision by the authorized representative of a Sole Shareholder (on paper and / or electronic media);

b) for subparagraphs 5) and 6) of paragraph 4 of the Program - within six (6) months from the date of entry into force of the decision on the election of the Board of Directors member and receipt of a copy of the decision by the authorized representative of a Sole Shareholder (on paper and / or electronic media );

c) going through induction procedures on a regular basis, in accordance with paragraph 9 of the Program – not less than once a year.

**Annex 1 to**

**Induction program for the**

**newly elected members**

**of the Board of Directors**

**The list of documents provided to the Board of Directors members:**

|  |  |  |
| --- | --- | --- |
| № | **Required information** | **Source** |
| 1 | 2 | 3 |
|  | **About the Program** |  |
| 1 | The Company’s status | The laws of the Republic of Kazakhstan: “On joint-stock companies”, “On securities market” “on electric power industry”, the Charter |
| 2 | Current condition, development prospects of the Company | Long-term development strategy of the Company, development plan, reports of external auditors and analysts, reports on the results for last 3 years |
| 3 | Financial standing | Financial statements (for the last 3 years), the reports of external auditors for the last 3 years |
|  | **About the Company bodies** |  |
| 4 | The competence of bodies and the order of interaction between them | The Charter, Code, the Regulations on the Board of Directors, the Regulations on the Management Board, the Regulations on the IAS, The Policy on settlement of corporate conflicts and conflict of interests, the Code of Business Conduct. |
| 5 | The Sole shareholder | The Charter, the Code, the dividend policy of the Company |
| 6 | The Board of Directors:  structure, competence, order of work of the Board of Directors and its Committees | The law, the Charter, Code, the Regulations on the Board of Directors, the Regulations on the Board of Directors Committees, the Regulation on the Corporate Secretary, the plan (schedule) of work of the Board of Directors for the current year/half year |
| 7 | The rights, duties and responsibilities of the members of the Board of Directors | The law, the Charter, Code, the Regulations on the Board of Directors, the Regulations on the Board of Directors Committees, the Regulation on the Corporate Secretary, the plan (schedule) of work of the Board of Directors for the current year/half year, the labor code of the Republic of Kazakhstan |
| 8 | Composition of the Board of Directors | Brief CV of the members of the Board of Directors with contact details (telephone, e-mail address), a certificate of membership of each Board of Directors member in the Board of Directors’ Committees |
| 9 | Management Board:  Organizational structure, competence, the order of work | the Law, the Charter, the Regulations on the Management Board, the Company's organizational structure and location of the Management Board, the telephone directory |
| 10 | Management Board composition | Brief CV of the Chairman and members of the Management Board, the list of departments heads, contact details of specified persons (phone number, email address, office number) |
| 11 | Internal Audit Service | The law, the Charter, Code, the Regulations on the IAS, IAS order of work, The Policy on organization of IA activity, the IAS work plan for current year, the IAS report for the previous year (4th quarter). |
| 12 | Information about the IAS head and employees | Brief CV of the IAS head, the list of IAS employees, contact details of specified persons (phone number, email address, office number) |
| 13 | The Corporate Secretary | The law, the Charter, Code, the Regulations on the Board of Directors, the Regulations on the Corporate Secretary, office number, location (phone number, email address) |
| 14 | On disclosure of information | Law, the Information policy of the Company, the Rules for preparation and posting of informational materials on the Company’s web-site, Strategy of PR and integrated communications |
| 15 | Other data |  |

Note:

1. Documents shall be provided, if available, the missing documents shall be provided additionally as they are approved (become available) in the prescribed manner.

2. The relevant section, the rate of the Information source shall be specified for each item of column 2 "Required Information" to the newly elected member of the Board of Directors.

3. Abbreviations used in the text

Law - the Law of the Republic of Kazakhstan "On joint-stock companies"

The Company - "Samruk-Energy" JSC

Code - Corporate Governance Code of "Samruk-Energy" JSC

Charter - Charter of "Samruk-Energy" JSC

IAS - Internal Audit Service

Annex 2 to Induction program for

the newly elected members of the Board of Directors

**Letter of confirmation**

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, the member of the Board of Directors of "Samruk-Energy" JSC hereby acknowledge that I have fully completed the induction program for the newly elected members of the Board of Directors. I have no claims regarding the organization of completing the program/ have the following claims

Signature Date

\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_