

Approved  
by the decision  
of the Management Board  
of JSC “Samruk-Energy”  
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**CORPORATE MANAGEMENT SYSTEM**

**Regulations on the Committee for Planning and Evaluation  
of the JSC “Samruk-Energy” Activities**

**SMR 19-01-03-11**

**Astana 2014**



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## **1 Purpose**

1. These Regulations on the Committee for planning and evaluation of the activities of the JSC “Samruk-Energy” (hereinafter – the Committee) regulate the activities of the Committee, which is a permanent collegial and consultative and advisory body within the Management Board.

2. The major purpose of the Committee is to increase the efficiency of the activities of the Company and its subsidiaries and dependent companies, including the optimization of the structure of their assets and costs.

## **2 Field of Application**

3. Decisions of the Committee within its competence shall be advisory for the Management Board of the Company and binding for the Company’s structural subdivisions.

4. The Management Board takes decisions on issues of planning and evaluation of activities within its competence. Issues of planning and evaluation of activities within the competence of the Board of Directors of the Company shall be submitted and reviewed in accordance with the established procedure.

## **3 Definitions and Abbreviations**

5. In these Regulations, the following definitions and abbreviations are used:

- 1) **Company** – The Joint Stock Company “Samruk-Energy”;
- 2) **Committee** – Committee for planning and evaluation of activities;
- 3) **Provisions** – **Provisions** on the Committee of the JSC “Samruk-Energy” for planning and evaluation of activities;
- 4) **SS** – structural subdivision;
- 5) **Working Body** – a structural subdivision of the JSC “Samruk-Energy” on economic and tariff policy.

## **4 Responsibility**

6. The Chairman, Vice Chairmen and members of the Committee are responsible for decisions taken by the Committee, meeting coordination terms and signing minutes of the Committee.

7. The Chairman, Vice Chairman, members of the Committee, Secretary of the Committee and invited to its meeting employees of the Company are responsible for the disclosure of confidential information obtained

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at the meeting of the Committee, in accordance with the internal documents of the Company and the laws of the Republic of Kazakhstan.

8. The Secretary is responsible for the timely preparation and submission to the Committee of materials, subject to timely submission of a complete package of required documentation by structural subdivisions and subsidiaries and dependent organizations, as well as for the timely formation and direction for approval to the members of the Committee of the draft minutes of the Committee.

9. The working body is responsible for the timely preparation of materials for the Secretary of the Committee according to the approved agenda of the meeting of the Committee, subject to timely submission by structural subdivisions and subsidiaries and dependent organizations of the Company of a complete package of required documentation.

10. In accordance with their functional responsibilities the management personnel, industrial structural units are responsible for the full and timely delivery to the working body of materials on issues to be considered at the meeting of the Committee and bear responsibility established by the legislation of the Republic of Kazakhstan and internal documents of the Company for the timely and proper execution of the decisions of the Committee.

11. Responsibility for violation of terms for providing materials (summary applications, conclusions) in the Working Body is held by heads of relevant structural units.

12. Responsibility for the management of these Regulations shall be held by the Working Body.

### **5 Normative References**

13. In its activities the Committee shall be guided by:
- 1) the legislation of the Republic of Kazakhstan;
  - 2) the Charter of the Company;
  - 3) decision of the shareholder, the Board of Directors, the Management Board,
  - 4) order of the Company;
  - 5) Corporate Governance Code of the Company;
  - 6) these Regulations;
  - 7) other internal documents of the Company,
14. These Regulations are designed in accordance with the requirements of the following normative documents:
- 1) the Charter of the Company;
  - 2) Rules of internal normative documents management

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## **6 Functions of the Committee**

15. To accomplish the main goal the Committee shall perform the following functions:
- 1) on subsidiaries and dependent organizations of the Company:
    - a) review and development of recommendations on the draft Development Plan;
    - b) review and development of recommendations on reports on the realization of key performance indicators for the reporting period;
    - c) consideration of the issue on the approval of financial statements for the fiscal year;
    - d) development of recommendations on the distribution of net income for the past financial year and on the amount of dividends;
    - e) review and development of recommendations on improving the efficiency of activities.
  - 2) on the issues of the Company (Corporate Center):
    - a) review and development of recommendations on the draft annual Development Plan for the planning period;
    - b) consideration of the results of implementation of the annual Development Plan and making recommendations for the adoption of appropriate corrective solutions;
    - c) consideration of proposals and decision-making on introducing changes to the annual Development Plan in accordance with the provisions of the Rules for the development, coordination, approval, adjustment, implementation and monitoring of the implementation of the Development Plans of the corporate center, subsidiaries and dependent organizations of the Company;
    - d) other issues in planning activities.

## **7 Rights of the Committee**

16. In accordance with its functions, the Committee shall have the right to:
- 1) interact with the structural units of the Company and subsidiaries and dependent organizations for the implementation of the tasks assigned to the Committee;
  - 2) request and receive documents, reports, explanations and other information necessary for the implementation of the tasks assigned to the Committee, in full and within the terms determined by the Committee from structural units, subsidiaries and dependent organizations;
  - 3) take decisions and make proposals on matters falling within its competence;

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4) make recommendations to management personnel, heads of structural subdivisions of the Company, subsidiary and dependent organizations on matters relating to the implementation of the functions of the Committee;

5) make recommendations to the relevant bodies of the Company or the Company’s representatives in the management bodies of subsidiaries and dependent organizations on matters within the competence of the Committee in order to take appropriate decisions;

6) invite to the meeting of the Committee heads of subsidiaries and dependent organizations, and in their absence –persons acting as heads of organizations, on issues related to the implementation of the objectives and functions of the Committee;

7) make their own decisions on matters relating to the implementation of tasks assigned to the Committee.

Members of the Committee are required to:

8) participate in the work of the Committee and attend its meetings;

9) the confidentiality of all information that becomes known to them in the performance of official duties.

## **8 Organizational Structure of the Committee**

17. Members of the Committee shall be determined and approved by the Chairman of the Management Board of the Company.

18. The Committee is composed of:

1) Chairman of the Committee;

2) Deputy Chairman of the Committee;

3) members of the Committee;

4) Secretary of the Committee

19. The Chairman of the Committee shall direct its activities, hold meetings, plan the work of the Committee, shall have general supervision over the implementation of decisions of the Committee and is responsible for the activities carried out by the Committee.

20. The Chairman of the Committee is the Deputy Chairman of the Management Board. Deputy Chairman of the Committee is the Managing Director for Economics and Finance. During the absence of the Chairman of the Committee, his/her functions are performed by the Managing Director for Economics and Finance, in accordance with the authorities approved for the distribution of supervised issues or for decisions of the Chairman of the Committee – a member of the Committee.

21. The Committee consists of members of the Management Board, managing directors of the Company in charge of economy and finance, manufacture, strategy, corporate governance, and development, managers of subdivisions, director of the structural unit on economics and tariff policy

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of the Company. If necessary, the Committee can include other employees of the Company.

22. In the absence of a member of the Committee for a good reason, the meetings are attended by his/her deputy officials who are delegated the right to vote on decisions of the Committee.

23. In the case of repeated – regular absences without a valid reason by a member of the Committee, the Chairman of the Committee shall be entitled to initiate the issue of his/her exclusion from the members of the Committee.

24. Coordination of the work on providing activities of the Committee and preparing minutes of the meetings is accomplished by the secretary of the Committee. The functions of the secretary of the Committee are performed by the head of the structural subdivision on economics and tariff policy.

25. Functions of the secretary of the Committee:

1) providing quality information exchange between the Management Board and the Committee, the Committee and structural subdivisions;

2) providing enforcement of procedures of the Committee;

3) ensuring holding of meetings of the Committee;

4) providing assistance to the Chairman of the Committee in the preparation of the agenda of the Committee and preparation of the agenda items of the meeting of the Committee;

5) preparation of minutes of meetings of the Committee;

26. The Working Body of the Committee is a structural unit on economics and tariff policy.

27. The agenda, agreed by the head, is submitted for approval by the Chairman or Deputy Chairman of the Committee no later than 5 business days before the meeting of the Committee.

28. Structural subdivisions send to the Working Body their conclusions on the issues listed in the agenda no later than 3 business days before the meeting of the Committee.

29. The approved agenda and conclusions to the considered materials listed in the agenda are sent by the Working Body to all members of the Committee two business days before the meeting of the Committee.

30. The Working Body prepares materials in accordance with the approved agenda and circulate them to the members of the Committee no later than 2 business days before the meeting of the Committee.

31. In order to carry out his/her duties the secretary can request from structural subdivisions and subsidiaries and dependent organizations of the Company information on issues considered by the Committee, as well as on the implementation of decisions of the Committee.



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## **9 Procedure for the activities of the Committee**

32. The Chairman of the Committee approves the Schedule of Activities of the Committee formed by the Working Body. Based on the approved schedule and on other instructions the agenda for each meeting of the Committee is formed. Meetings of the Committee are held as needed.

33. By the decision of the Chairman of the Committee for participation in the meetings of the Committee on the initiative of its members there can be invited employees of the Company,, heads of subsidiaries and dependent organizations, and (or) their deputies, and other stakeholders.

34. The Committee shall meet in the presence of a quorum (at least half of the members of the Committee). Decisions of the Committee are taken by majority vote of those present at the meeting. Members of the Committee have an equal voice in decision-making. In the case of an equality of votes a decision voted for by the Chairman of the Committee (the Chairman of the meeting of the Committee) shall be considered as adopted.

35. Meetings of the Committee can be held by absentee voting.

36. Results of the agenda of the (internal) meeting of the Committee are drawn in corresponding minutes.

37. Following the meeting, the secretary of the Committee shall ensure the preparation, coordination and signing of the minutes. Minutes of meetings of the Committee shall be prepared, coordinated and signed within 5 business days after the meeting of the Committee..

38. Minutes of meetings and decisions of the Committee are sent to each member of the Committee immediately after approval and signing.

39. Minutes of the meeting of the Committee is signed by members of the Committee, the Chairman and Secretary of the Committee who participated in the meeting.

40. Members of the Committee in the case of disagreement with the decision have the right to express a dissenting opinion in writing, which is annexed to the minutes.

41. Beyond 5 business days after the meeting of the Committee, by a majority vote of the members of the Committee, in order to take prompt actions there can be sent corresponding preliminary abstracts from the minutes to:

- 1) the management personnel, structural subdivisions of the Company, signed by the secretary of the Committee;
- 2) subsidiaries and dependent organizations of the Company, signed by the managing director in charge of economy and planning.

42. After the signing of the minutes of the meeting of the Committee, in the event of a change in decisions of the Committee, there shall be sent abstracts from signed minutes.

43. The originals of the signed minutes and packages of documents issues considered at the meeting of the Committee are stored permanently

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in the Working Body and filed in the case. Copies of the minutes on the mail list are forwarded to the Chairman and members of the Committee.

44. At the end of the retention period defined by the rules of the Company, the cases are transferred by the Working Body to the archive of the Company on the basis of the act of transfer in accordance with the internal documents of the Company.

45. Decisions of the Committee are subject to:

1) on the Company (corporate center) – subsequent submission in the prescribed manner to the bodies of the Company;

2) on subsidiaries and dependent organizations of the Company, decisions on which are taken by the competent authorities of subsidiaries and dependent organizations – accounting by the representatives of the Company in the bodies of subsidiaries and dependent organizations in making management decisions.

3) timely and qualitative performance by performers, defined in the decisions of the Committee.

46. Monitoring of implementation of decisions of the Committee is carried out to ensure their quality and timely execution.

47. Monitoring of implementation of decisions of the Committee is carried out by the Chairman of the Committee or members of the Committee on supervised matters, or a person indicated in the decision of the Committee.

48. Those responsible for implementing the decisions of the Committee are required within a period not exceeding three business days since the receipt of the request, to provide information on the implementation of decisions of the Committee.

49. The secretary of the Committee quarterly informs the Chairman of the Committee on the results of the execution of adopted decisions. If necessary, the report on the implementation of adopted decisions can be reviewed at the meeting of the Committee.

## **10 Final Provisions**

50. These Regulations, as well as amendments and additions thereto shall be approved by the Management Board of the Company.

51. All matters not regulated in these Regulations are governed by the laws of the Republic of Kazakhstan, the Charter of the Company and other internal documents of the Company.