 **Approved by the**

**Resolution of “Samruk-Energy” JSC**

**Board of Directors No. 03/18**

**dated 31.03. 2018**

**CORPORATE MANAGEMENT SYSTEM**

**REGULATION ON THE COMMITTEE FOR OCCUPATIONAL HEALTH AND SAFETY AND ENVIRONMENTAL PROTECTION**

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**RBU SE-03/01**

**Astana 2018**

 **Record of changes and additions**

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1. **Purpose**

1. This Regulation on the Committee for Occupational health and safety and Environmental Protection (hereinafter referred to as the Committee) of “Samruk-Energy” JSC (hereinafter - the Company) was developed in accordance with the legislation of the Republic of Kazakhstan, the Company's Charter, the Corporate Governance Code of the Company and international corporate governance practice.

2. This Regulation determines the objectives of establishing the Committee, responsibilities of the Committee, requirements for the composition and procedure for formation of the Committee, powers of the Committee, the rights and duties of its members, the procedure for preparing and holding the meetings of the Committee.

3. The purpose of this Regulation on the Committee is to ensure the preparation of recommendations by the BoD regarding occupational health and safety and environmental protection, including issues matters on development/planning of activities that will improve the Company's performance in the long run.

1. **Scope of use**

4. This Regulation on the Committee is an internal regulatory document and applies to all business units and employees of the Company.

5. The Committee is a permanent consultative and advisory body of the Board of Directors of the Company.

6. In its activities, the Committee is fully accountable to the Board of Directors of the Company and acts within the authority granted to it by the Board of Directors of the Company. All proposals developed by the Committee are recommendations that are submitted to the Board of Directors.

7. The Committee acts in accordance with the powers conferred upon it in compliance with this Regulation.

8. Regulation on the Committee shall be approved by the Board of Directors of the Company.

1. **Definitions and abbreviations**

9. The following definitions and abbreviations are used in this document:

1) **The General Meeting of Shareholders** - the supreme body of the Company;

2) **Legislation** - is a set of laws and regulations of the Republic of Kazakhstan adopted in accordance with the established procedure;

3) **Committee / s** - Committee / s of the Board of Directors;

4) **Corporate Secretary** - the Corporate Secretary of the Company;

5) **Independent directors** - directors, defined as independent in accordance with the Law of the Republic of Kazakhstan "On Joint-Stock Companies", the Company's Charter and the Corporate Governance Code of the Company;

6) **Regulation** - Regulation on the Committee for Strategic Planning;

7) **The Management Board** - is the Executive Body of the Company;

8) **IAS** - Internal Audit Service of the Company;

9) **BoD** - Board of Directors of the Company;

10) **Charter** - Charter of the Company;

11) **BU** – Business unit of the Company.

1. **Responsibility**

10. The Chairman and members of the Committee are responsible for the decisions they make in accordance with the legislation of the Republic of Kazakhstan and internal documents of the Company.

11. The Corporate Secretary is responsible for organizing the work of the Committee in accordance with this Regulation.

12. In accordance with the Instruction on ensuring the safety of official and business information at the Company, the Chairman, members of the Committee, the Corporate Secretary, employees of the Company, the Company’s employees that were invited by the Company to the Committee meetings and other invited persons are responsible for disclosure and use for personal purposes of insider and other confidential information received at the meeting of the Committee.

13. The Corporate Secretary is responsible for:

1) preparation of the draft agenda;

2) collecting and sending of information on items of the approved agenda to the Committee members;

3) preparation of the draft minutes of the Committee’s meeting, its approval and signing, provision of extracts;

4) familiarization of the Committee members and invited persons with the Instruction on ensuring the safety of official and business information at “Samruk-Energy” JSC.

14. Members of the Committee may engage experts and consultants who have the necessary professional knowledge in order to address specific issues concerning the Committee's work, as appropriate.

15. Members of the Committee have the right to request and receive the information and documents required in the work of the Committee from all the Company's BUs, within the competence of the Committee.

16. Responsibility for untimely and inadequately submitted documents Corporate Secretary (Office of the Corporate Secretary) bears the heads of the relevant joint venture of the Company.

17. The Corporate Secretary of the Company bears the responsibility for the management of this Regulation on the Committee.

1. **Referenced codes and standards and related documents**

18. This Regulation on the Committee was developed taking into account the requirements of the legislation of the Republic of Kazakhstan, internal regulatory documents of the Company:

1) The Charter of the Company;

2) the Corporate Governance Code of the Company;

3) Regulation on the Board of Directors of the Company;

4) Rules for the management of internal regulatory documentation of the Company;

5) Instruction on ensuring the safety of official and business information at the Company.

1. **Rights and duties of the Committee (the Committee members)**

19. The Committee and its members have the right to:

1) request in the prescribed manner and within its competence documents, reports, explanations and other information from members of the Board of Directors, Committees, the Management Board, the Internal Audit Service, Corporate Secretary and other employees of the Company;

2) invite members of the Board of Directors, the Management Board, Committees and the Internal Audit Service and other persons to attend its meetings as observers;

3) participate in the monitoring and verification of execution of decisions and orders of the Board of Directors of the Company on matters of its activities;

4) develop and submit proposals for changes and additions to the present Regulation, if required;

5) develop and submit for approval by the Board of Directors of the Company draft documents relating to the activities of the Committee;

6) require the convening of meetings of the Committee and submit items to the agenda of the meeting of the Committee;

7) enjoy other rights necessary to exercise its powers.

8) engage external experts and consultants who have required competence in accordance with the established procedure for consideration of separate issues concerning the Committee’s work.

20. the Committee is obliged:

1) to honestly and faithfully perform the tasks assigned to the Committee and carry out its activities in accordance with this Regulation, in the interests of the Sole Shareholder and the Company, the requirements of the legislation of the Republic of Kazakhstan, the Charter and internal documents of the Company;

2) to devote sufficient time for effective performance of their duties;

3) to report regularly to the Board of Directors on their activities;

 4) to develop recommendations for the Board of Directors of the Company, which it considers relevant, on any issues of its competence, in the event when it is necessary to take any actions or initiate optimization;

5) to timely inform the Board of Directors of the risks in the area of OHS and environmental protection to which the Company is exposed;

6) comply with the requirements of confidentiality, not disclose information about the Company that constitutes trade and / or official secret;

7) inform the Board of Directors of any changes in its status or the occurrence of a conflict of interest in connection with decisions to be taken by the committee.

1. **Duties of the Committee**

21. Duties of the Committee:

1) ensuring the effective work of the Board of Directors in resolving issues related to occupational health and safety and environmental protection of the Company;

2) evaluation of the effectiveness of the Company's policies and systems on identification and management of risks associated with occupational health and safety and environmental protection;

3) analysis of the Company's policy and system so as to determine if they comply with legislative and regulatory requirements related to occupational health and safety and environmental protection;

4) assessing the effectiveness of the Company's activities in terms of the impact of decisions and actions in the area of occupational health and safety and environmental protection on employees of the Company and other persons. The Committee should also assess the impact of such decisions and actions on the reputation of the Company;

5) consideration of information submitted to the meetings of the Company’s Board of Directors (quarterly reports on OHS, results of accidents’ investigation);

6) analysis of reports from the Company's business units regarding all fatal accidents, as well as serious incidents occurring within the Company's BU and actions taken as a result of such situations and incidents;

7) assesses and controls over the quality and completeness of any reporting to external stakeholders on occupational health and safety and environmental protection issues;

8) examines the results of any independent audits of the Company with respect to occupational health and safety and environmental protection, reviews any strategies and action plans developed in response to issues raised and, if possible, submits recommendations in respect of these issues to the Board of Directors;

9) actively involves in promoting the introduction of more advanced technologies, new equipment into production, automation and mechanization of production processes in order to create healthy and safe working conditions, eliminating strenuous physical labor;

10) facilitates the resolution of labor disputes related to violation of legislation on labor protection, changes in working conditions, the provision of compensation to workers engaged in harmful and (or) dangerous working conditions;

11) considers the draft internal regulations in OHS and environmental protection;

12) provides the Board of Directors with an annual report on the Committee’s performance;

13) provides the Board of Directors with recommendations on other issues within its competence, in accordance with instructions of the Board of Directors and / or provisions of the Company’s internal documents.

8. REQUIREMENTS FOR THE COMPOSITION AND PROCEDURE FOR FORMATION OF THE COMMITTEE

22.The Committee shall consist of at least (3) three members; those should be Independent directors.

23.The Chairman and members of the Management Board cannot be elected to the Committee.

24.Members of the Committee must have industry-specific experience, experience in general management, corporate governance and occupational health and safety and environmental protection.

25.The Board of Directors shall determine the number of members of the Committee, its term of office, shall elect a Chairman and members of the Committee. The Chairman and members of the Committee shall be elected by a majority vote of members of the Board of Directors.

26.In the absence of the Chairman of the Committee, his/her duties shall be performed by a member of the Committee who is an Independent Director elected at a meeting of the Committee by open vote by simple majority of votes of all members present at the meeting.

27.If necessary, the Committee can include experts without voting rights, with the necessary expertise to serve on the Committee. Experts with professional experience and expertise in the industry, in accordance with the goals, objectives and competence of the Committee, become part of the Committee for the effective operation of the Committee. The role of experts on the Committee is to provide the Committee members with the necessary information in decision-making, using special knowledge and professional experience that will enable the Committee to fully explore issues and develop recommendations to the Board of Directors.

28.In case of absence of a Corporate Secretary, the secretary of the Committee shall be appointed by the decision of the Committee; the Secretary shall provide organizational and informational support to the work of the Committee.

29.The terms of office of the Committee members coincide with their terms of office as members of the Board of Directors, however, can be reviewed annually by the Board of Directors.

30. The Board of Directors is entitled to terminate the powers of all or individual members of the Committee. Early termination of office of a member of the Committee at his/her own initiative shall be carried out by the Board of Directors based on a written statement by a member of the Committee, submitted to the Chairman of the Board of Directors.

**9. Chairman of the Committee**

31. The Chairman of the Committee organizes the work of the headed Committee, in particular:

1) chairs meetings of the Committee;

2) approves the agenda for the Committee meetings, including the content of items submitted for discussion at the Committee meeting;

3) organizes discussion of items at the meetings of the Committee, and also listens to opinions of persons invited to attend a meeting;

4) maintains regular contact with BoD members, business units of the Company, in order to obtain the most complete and reliable information necessary for the adoption of decisions by the Committee, and to ensure their effective interaction with the Board of Directors;

5) distributes duties among the Committee members, give them instructions related to in-depth study of a matter and preparation of information for consideration at the meeting of the Committee;

6) provides and coordinates the work on the implementation of the Committee decisions;

7) quarterly reports to the Board of Directors on the activities of the Committee and notifies the Board of Directors of significant matters at follow-up meetings of the Board of Directors after their identification. (from PwC PICG)

**8 Terms and order of work of the Committee**

32. Information for consideration at the meeting of the Committee (hereinafter - submissions) are prepared by a business unit initiating the meeting of the Committee.

33. Submissions should be agreed with involved BU in accordance with the established procedure, and, if necessary, with the members of the Committee. Approval of documents submitted for consideration by the Committee through the electronic document management system is allowed.

34. Submissions should contain the following:

1) an explanatory note containing the necessary information on the proposed item;

2) the draft of the relevant decision for consideration and decision-making;

3) the necessary calculations and rationale for the proposed draft decisions (if necessary);

4) wording of an item submitted to the Committee, as well as the title, surname, first name, patronymic of a speaker;

5) the list of persons who need to be included in the number of invitees for consideration of an item, indicating the name, organization and job title (if necessary);

6) other necessary information.

35. An inter-office memo containing the attached submissions is submitted to the Corporate Secretary not less than 7 (seven) business days before the meeting.

36. Submissions provided by the Company's BU to the Corporate Secretary later than the set time are not included in the agenda, but are transferred to the next meeting.

37. The Corporate Secretary shall check the completeness of prepared information in accordance with clause 34 of this Regulation. In case of inconsistency of the presented submissions with the required form, the Corporate Secretary shall require further revision of submissions or provision of additional submissions.

38. The Corporate Secretary ensures preparation and holding of the Committee's meetings, collection and systematization of submissions for the meetings, sending of notifications on holding the Committee’s meetings, meeting agenda, submissions related to agenda items to the Committee members and invited persons in a timely manner , keeping meeting minutes, drafting decisions of the Committee, as necessary, issues extracts from the Committee meeting minutes and also ensures the subsequent storage of all relevant submissions. The Corporate Secretary ensures that the members of the Committee receive the necessary information.

39. The Corporate Secretary shall draw up a plan of regular meetings for the current year, taking into account the plan of meetings of the Board of Directors, supervise the implementation of its decisions and plans, and prepare an annual report on the work of the Committee, which is sent to the Board of Directors and included in the annual report of the Company.

40. The work of the Committee is carried out in the form of meetings. Meetings of the Committee are held according to the annual work plan, corresponding to the work plan of the Board of Directors and approved by the Committee. Meetings of the Committee are held at least four times a year, extraordinary meetings - as necessary.

41. An extraordinary meeting of the Committee shall be held upon the decision of the Committee Chairman on its own initiative, request of any member of the Committee, the Board of Directors, and also upon a written request of the Chairman of the Board. At the same time, the requirement to convene an extraordinary meeting must be drafted and sent to the Corporate Secretary no later than 10 (ten) business days before the proposed date of the extraordinary meeting of the Committee.

42. The meeting of the Committee shall be held with the obligatory invitation of the person who submitted the said request.

43. In case of the Committee Chairman’s refusal to convene a meeting, the initiator shall have the right to file a request with the Company’s Board of Directors that is obliged to convene a meeting.

44. The notification of the Committee's meetings together with the agenda should be sent to the persons attending a meeting not later than 7 (seven) days before the date of the Committee meeting.

45. The meeting of the Committee is eligible if attended by at least half of the Committee members’ number.

46. ​​Decisions of the Committee may be taken in the form of in-person, in absentia or mixed voting, possibly in the form of audio and video conferences.

47. In the event of voting in person, the Chairman of the Committee and its members may decide to vote on the agenda items of the Committee meeting in the presence of the Committee members who only have the right to vote. In such cases, experts and other persons who are invited to attend a meeting of the Committee as observers shall be present at the meeting of the Committee only when discussing the items, and leave the meeting room at the time of voting.

48. An employee of the Internal Audit Service of the Company must be present at meetings of the Committee. An employee of the Company’s IAS may be elected an expert without voting rights.

The internal auditor elected as an expert without the right to vote should familiarize himself/herself with submissions of the Committee meeting before the meeting of the committee, and also has the right to express an expert opinion on them.

Also, third parties without the right to vote on agenda items of the Committee meeting may attend the Committee meeting at the invitation of the Committee Chairman.

49. Decisions of the Committee are taken by a simple majority of votes of the total number of all members of the Committee. The Committee Chairman shall have the casting vote, if there is a tie.

50. The transfer of a vote by a member of the Committee to other persons, including other members of the Committee, is not allowed. The Corporate Secretary does not have the right to vote.

51. Each member of the Committee may express his dissenting opinion, which is submitted together with the protocol of the Committee decision. In those cases when the decision on certain issues cannot be taken due to the interest of individual members of the Committee, this fact is recorded in the Committee’s meeting minutes.

52. When holding a meeting of the Committee in absentia (by poll):

1) the decision to hold an absentee vote shall be taken by the Chairman of the Committee, which establishes the term of absentee voting.

2) Questionnaires (Filling out form (FF) 02 PSM 01-02-11) and submissions (other information) should be sent by the electronic system or handed to the members of the Committee not later than 2 (two) business days from the moment of making a decision on the method of voting.

3) when sending questionnaires to the members of the Committee, the Corporate Secretary certifies by his/her signature that they were drafted correctly and consistently.

4) the Corporate Secretary draws up the minutes of the meeting of the Committee in absentia on the basis of returned questionnaires with the voting results of the Committee members; the minutes of meeting shows results of voting on each of the item and records the adoption (not adoption) of a decision.

**8 Minutes of the Committee meeting**

53. The minutes (FF 01 of the PSM 01-02-11) of the Committee meeting shall specify:

1) date, place and time of the meeting (or the date of absentee voting);

2) the list of the Committee members who took part in the consideration of agenda items of the Committee meeting (indicating the form of a meeting), as well as a list of other persons present at the meeting of the Committee;

3) the agenda;

4) the Committee members’ proposals on the agenda items (if any);

5) issues put to the vote, and the results of voting on them;

6) decisions taken.

54. The minutes of in-person meeting shall be signed ("for", "against", "abstained") by all the members present and signed by the Chairman and the Corporate Secretary.

55. The minutes of meeting in absentia shall be signed by the Corporate Secretary and submitted for signature to the Chairman of the Committee. The date of the minutes of the Committee's absentee meeting is the deadline for submission of the questionnaires. Questionnaires are attached to the minutes of the correspondence meeting of the Committee.

56. The decisions taken at the meeting of the Committee shall be communicated to all members of the Committee and involved BU by the Corporate Secretary within 3 (three) business days from the date of signing the minutes.

57. The originals of the signed meeting minutes (with the questionnaires - in case of holding the meeting in absentia) and submissions submitted to the Committee meeting and related to items considered at the Committee meeting are kept by the Corporate Secretary, a copy is filed in a folder. Copies of the minutes may be submitted to the Chairman and all members of the Committee, involved BU of the Company upon request.

58. At the end of the storage period indicated in file register, all files are transferred to the archive of the Company by the Corporate Secretary on the basis of acceptance-transfer certificate in accordance with the Company's internal documents regulating the matters of record keeping.

**9 Final Provisions**

59. This Regulation, as well as amendments and supplements to it, are approved by the Board of Directors of the Company.

60. All issues not regulated by this Regulation shall be settled by the legislation of the Republic of Kazakhstan, the Charter of the Company, other internal documents of the Company.

1. **Fill out forms**

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| --- | --- | --- | --- | --- | --- |
| **No.** | **Description of form to fill out**  | **Fill out form** | **Prepared by** | **Place of storage** | **Storage term** |
| 1 | Minutes of the Company’s Committee meeting |  | BU | BU | 3 years |
| 2 | Questionnaire for absentee voting of the Company’s Committee members  |  |  |  |  |

**Minutes of in-person/in absenita meeting of the Committee for occupational health and safety and environmental protection**

Astana c. «\_\_\_\_» «\_\_\_\_\_\_\_\_\_» 20\_\_

The venue of the Committee meeting: (address)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

The Committee meeting is open at\_\_\_\_\_\_hours\_\_\_\_\_\_\_ minutes

The following Committee members are present at the meeting:

The Committee Chairman: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 (title, Full name)

The Committee member: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 (title, Full name)

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

 (title, Full name)

Invitee: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 (title, Full name)

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

 (title, Full name)

The Committee Chairman presented the meeting agenda

The Committee **RESOLVED:**

**To approve the following agenda of the Committee meeting**

 (the wording of items submitted)

The person who submitted the item (Full name) reports:

 (the description of an item submitted)

Considering the above, I suggest submitting \_\_\_\_\_\_\_\_\_\_\_(the wording of an item) to the Committee.

**Voted:**

Chairman of the Committee (“FOR”, “AGAINST”, “ABSTAINED”)

The Committee members (“FOR”, “AGAINST”, “ABSTAINED”)

In compliance with paragraph \_\_\_\_\_\_\_\_of the Regulation on the Committee, the Committee **RESOLVED (**the text of a decision )

The Committee Chairman announced that all items on the agenda were discussed and thanked the Committee members and invitees.

The Committee meeting is closed at \_\_\_\_hours\_\_\_\_ minutes.

Chairman of the Committee (Full name)

The Committee members (Full name)

The Corporate Secretary (Full name)

**Questionnaire for**

**absentee voting of members of the Committee for Occupational Health and Safety and Environmental Protection**

Astana c. № «\_\_\_\_» «\_\_\_\_\_\_\_\_\_» 20\_\_\_

The Company location \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Agenda:

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

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

 3.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 In respect of the agenda item, the Committee **RESOLVED:**

 **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

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□ FOR □ AGAINST □ ABSTAINED

In respect of an item put to the vote in this questionnaire, member of the Committee puts his signature (or tick mark) under one of the presented graphs: "FOR", "AGAINST", "ABSTAINED". In the case of a vote "AGAINST" or "ABSTAINED", a member of the Committee has the right to express his dissenting opinion.

The final date of submission of the signed questionnaire to the Secretary of the Board:

**«\_\_\_\_\_\_»\_\_\_\_\_\_\_\_\_\_20\_\_\_ .**

**The questionnaire should be delivered to the following address:**

Member of the Committee **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

 (signature is obligatory) (Full name)

 «\_\_\_\_\_\_»\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_20\_\_\_ .

**Approved by the Resolution of «Samruk-Energy» JSC Board of Directors**

**No.05/18 dated 25.05.2018**

**Amendments and Additions to the Regulations on the**

**Committee for Safety, Labor and Environmental Protection**

**of «Samruk-Energy» JSC Board of Directors**

 1. Paragraphs 14 and 15 should be eliminated.

 2. Paragraph 21 should be supplemented with subparagraphs 12-1) – 12-4) of the following content:

«12-1) drafting of recommendations to the Board of Directors on policies and procedures for ensuring safety, labor and environmental protection;

12-2) monitoring the Company's strategic efficiency in terms of safety, labor and environmental protection and achievement the goals in this area, set to the Board of Directors of the Company.

 12-3) analysis of the compatibility with practices adopted in the Company, subsidiaries and affiliates; best practices in the field of safety, labor and environmental protection.

 12-4) consideration of issues of sustainable development in terms of safety, labor and environmental protection.