


Annex No. 1
to the resolution on item No. 3
of the agenda of the meeting
of the Board of Directors
of NC “KazMunayGas” JSC
(minutes No. 26/2024
dated December 20–23, 2024)

Approved
by the minutes of the Board of Directors
of NC “KazMunayGas” JSC
dated December 20 - 23, 2024
No. 26/2024



Regulations on the Corporate Secretary of NC “KazMunayGas” JSC

Astana, 2024

 КазМунайГаз <small>NATIONAL COMPANY ҚАЗМУНАЙГАЗ</small>	“National Company “KazMunayGas” Joint-stock company	
Document title: Regulations on the Corporate Secretary of NC “KazMunayGas” JSC		
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1. General provisions

1. These Regulations have been developed in accordance with the Law, the Qualification Handbook, the Manual, regulatory requirements of Exchanges, the Charter, the Code, the Standard, internal documents on risk management, and other internal documents of the Company.

2. The Regulation defines the role and legal status of the Corporate Secretary in the organizational structure and corporate governance system, the procedure for appointment and early dismissal from the position of the Corporate Secretary, its tasks, functions, rights and obligations, powers and responsibilities, moral values and professional and ethical principles of activity, the competence profile, as well as determines the procedure for the formation and organization of the Corporate Secretary Service.

3. The following terms are used in Position and terms:

- 1) **Shareholders** – persons who own the Company's shares;
- 2) **Exchanges** – exchanges where the Company's shares are traded: Astana International Exchange (AIX) and Kazakhstan Stock Exchange JSC (KASE);
- 3) **Official** – member of the Board of Directors, member of the Management Board;
- 4) **Stakeholders** (stakeholders) – individuals, legal entities, groups of individuals or legal entities that influence or are influenced by the Company's activities, products or services and related actions by virtue of legislation, concluded contracts (contracts) or indirectly (indirectly); this definition does not apply to: all those who are familiar with the Company or express an opinion about it; the main representatives of interested parties are Shareholders, employees, customers, suppliers, government agencies, subsidiaries, bondholders, creditors, investors, public organizations, and the population of the regions where the Company operates;
- 5) **Law** – Law of the Republic of Kazakhstan dated May 13, 2003 No. 415-II "On Joint-Stock Companies";
- 6) **Anti-Corruption Law** – Anti-Corruption Law of the Republic of Kazakhstan dated November 18, 2015 No. 410-V;
- 7) **Qualification Directory** - a qualification directory of positions of managers, specialists and other employees, approved by Order No. 553 of the Minister of Labor and Social Protection of the Population of the Republic of Kazakhstan dated December 30, 2020;
- 8) **Code** – the Company's Corporate Governance Code;
- 9) **Committees** – committees of the Board of Directors;
- 10) **Corporate Policy** is a system of actions and decisions taken by the

Company in the field of Corporate Governance in the Company and its subsidiaries and dependent organizations, as well as a system of giving a certain orientation of Corporate processes to the goals, objectives and interests of the Company. Corporate policy also includes the policy of regulating corporate conflicts and the policy of regulating conflicts of interest in the Company.

11) **Corporate governance** – a set of Corporate processes, actions and decisions that are mandatory for execution and ensure management, control over the Company's activities, Corporate relations in the Company, in the interests of Shareholders;

12) **Corporate actions** are actions that can lead to fundamental changes in the Company's activities. Corporate actions include: changing the exclusive rights of Shareholders, reorganizing the Company, making major transactions, making changes to the Charter and the Code, changing the size of the authorized capital, and a number of other issues that are of fundamental importance to the Company;

13) **Corporate relations** – relations that arise in the course of managing the Company, including relations between the Company and the General Meeting of Shareholders (Shareholders), between the General Meeting of Shareholders (Shareholders) and the Board of Directors, the Corporate Secretary, the Internal Audit Service, the Management Board and structural divisions of the Company, and between the Company and its subsidiaries, subsidiaries and dependent organizations, and interested parties (stakeholders) Companies;

14) **Corporate processes** – activities of the General Meeting of Shareholders (Shareholders), the Board of Directors, the Corporate Secretary, the Internal Audit Service, the Management Board and structural divisions of the Company strictly regulated by the legislation of the Republic of Kazakhstan and internal documents of the Company, aimed at ensuring and protecting the rights and interests of Shareholders, as well as compliance with the provisions and norms of the legislation of the Republic of Kazakhstan in the field of corporate governance, the provisions of the Charter, the Code and other internal documents of the Company;

15) **Corporate decisions** (business decisions) – decisions taken by the General Meeting of Shareholders, the Board of Directors, the Corporate Secretary and the Management Board on corporate governance issues in the Company, its subsidiaries and dependent organizations;

16) **Corporate conflict** – disagreements or disputes between: officials and the Company's bodies; the Company's bodies; members of the Board of Directors and the Management Board, the head of the Internal Audit Service, the Corporate Secretary, the head of the Compliance Service, the Company's Ombudsman;

17) **Corporate Secretary** – an employee of the Company who is not a member of the Board of Directors or the Management Board and performs managerial, implementation, control and supervisory functions in the corporate governance system within the scope of his / her competence;

18) **Corporate events** – events that have a significant impact on the issuer's activities and affect the interests of the issuer's securities holders and investors, as

defined in Article 102 of the Law of the Republic of Kazakhstan dated July 2, 2003 No.461-II "On the Securities Market";

19) **Majority shareholder** – joint-stock company "National Welfare Fund "Samruk-Kazyna", which owns more than 50% of the Company's shares;

20) **General Meeting of Shareholders** – the highest body of the Company;

21) **Company** – Joint-stock company "National Company "KazMunayGas";

22) **Compliance Report** – a report on compliance with the principles and provisions of the Code, which is included in the Company's annual report. This report should contain a list of principles and provisions of the Code that are not being followed, with appropriate explanations.

23) **Regulations** – this Regulations on the Corporate Secretary of Joint Stock Company "National Company "KazMunayGas";

24) **Management Board** – a collegial executive body of the Company that manages the Company's day-to-day operations and implements the strategy and / or plan of financial and economic activities (business plan). Of the Company, as well as other tasks determined by the General Meeting of Shareholders and the Board of Directors;

25) **Induction program** – a document regulating the process of familiarizing a new member of the Board of Directors with the activities of the Company, the Board of Directors, and the Management Board;

26) **Professional Development program** – a document containing a description of measures to raise awareness of members of the Board of Directors in the field of professional activity as a member of the Board of Directors;

27) **Guidelines** – Guidelines for organizing the activities of the Corporate Secretary (approved by the Decision of the Presidium of the National Chamber of Entrepreneurs of the Republic of Kazakhstan "Atameken" dated April 27, 2021 No. 4);

28) **Internal Audit Service** – a body directly subordinate to the Board of Directors of the Company that exercises control over the financial and economic activities of the Company, assesses internal control, risk management, execution of documents in the field of Corporate governance, and provides advice to improve the Company's activities;

29) **Corporate Secretary Service** – an independent structural subdivision of the Company that ensures the effective performance by the Corporate Secretary of its tasks, functions and powers in the Company, headed by the Corporate Secretary;

30) **Board of Directors** – the Company's management body responsible for developing a strategy and / or financial and economic activity plan (business plan) General management of the Company's activities and control over the activities of the Management Board and the Corporate Secretary;

31) **Standard** – Corporate standard on the compliance function of JSC "Samruk-Kazyna", approved by the decision of the Management Board of JSC "Samruk-Kazyna" dated December 21, 2023 (Minutes No. 60/23);

32) **Counting Commission** – a working body of the General Meeting of

Shareholders formed and performing its work in accordance with the legislation of the Republic of Kazakhstan, the Charter and internal documents of the Company, whose functions include counting votes and summarizing the results of voting carried out by Shareholders on the agenda of the General Meeting of Shareholders;

33) **Charter** – the Charter of the Joint-stock Company "National Company "KazMunayGas".

2. Legal status of the Corporate Secretary

4. The Corporate Secretary is accountable to the Board of Directors and independent of the Management Board, is a full-time employee of the Company, and performs his / her duties on a permanent and independent basis.

5. The terms of remuneration and social support for the Corporate Secretary and the Corporate Secretary's Service are determined by the Board of Directors, while the Board of Directors ensures the independence, protection of the status and social interests of the Corporate Secretary.

6. The Company and its bodies ensure the independence, protection of the status, rights, powers and social interests of the Corporate Secretary, as well as the provision of the necessary resources to perform the tasks and functions stipulated in the Regulations.

7. The legal status of the Corporate Secretary is determined by the legislation of the Republic of Kazakhstan, the Charter, the Code, these Regulations and other internal documents of the Company approved by the Board of Directors and the General Meeting of Shareholders.

8. Job responsibilities, rights and responsibilities of the Corporate Secretary that are not specified in the Regulations are determined by the job description of the Corporate Secretary, which is developed on the basis of these Regulations, internal documents of the Company and approved by the Chairman of the Board of Directors.

9. The Corporate Secretary has no right to combine his / her activities with the performance of other functions in the Company, as well as to work in other organizations (except for teaching activities) without prior approval of the Board of Directors.

10. Taking into account the provisions of the Anti-Corruption Law, as well as the functions of the Corporate Secretary, the Corporate Secretary is a person performing managerial functions in a quasi-public sector entity. According to the Anti-Corruption Law, a Corporate Secretary is a person performing managerial functions in a quasi-public sector entity.

3. Role and responsibility of the Corporate Secretary

11. The Corporate Secretary acts as a focal point for Shareholders, the Board of Directors and the Company's management, and plays a significant role in the administration of the most important areas of Corporate governance in the Company. In accordance with its status, the Corporate Secretary, among other things, is:

1) The person responsible for implementing corporate governance procedures in terms of the activities of the General Meeting of Shareholders and the Board of Directors established by the legislation of the Republic of Kazakhstan, adopted by the Company and enshrined in its internal documents or decisions of the General Meeting of Shareholders and the Board of Directors, ensuring timely and high-quality corporate decision-making by the Board of Directors, the General Meeting of Shareholders.

In cooperation with employees, officials and bodies of Companies, the Corporate Secretary acts as the main administrator of corporate governance processes, ensures compliance with the requirements of the legislation of the Republic of Kazakhstan, the Charter and other internal documents of the Company on corporate Governance issues, protects the Company's business interests, ensures proper Corporate governance, and promotes the formulation of corporate governance issues. and achieving strategic goals, sustainable development, and increasing the investment attractiveness of the Company.

2) A person who ensures the maintenance of systematic communications between the Company and its Shareholders, between Shareholders and the Board of Directors, the Internal Audit Service, the Management Board, and structural divisions of the Company, if necessary - between the Company and its subsidiaries and affiliates, between the Company and interested parties.

The Corporate Secretary, when interacting with shareholders, acts as an intermediary between the interests of interested parties and the actions of the Board of Directors, ensures compliance with corporate procedures to protect the rights and legitimate interests of Shareholders, including those expressed in the Shareholder's interest in both increasing the Company's capitalization and improving management efficiency.

3) A person who systematically monitors the legislation of the Republic of Kazakhstan in the field of corporate governance (corporate legislation), monitors the Company's compliance with the Code, monitors the compliance of Corporate Governance with the requirements of Stock Exchanges, as well as a person who sets goals for improving Corporate governance and organizes their achievement.

The Corporate Secretary performs a communication role between Shareholders, the Board of Directors (its Committees) and the Company's management, ensuring coordination of the Company's activities with the interests of Shareholders and Interested Parties. The Corporate Secretary acts as an adviser to the Board of Directors, ensures efficient work of the General Meeting of Shareholders and the Board of Directors, and provides timely and up-to-date information for decision-making.

4. Responsibilities and functions of the Corporate Secretary

The main tasks of the Corporate Secretary within the scope of his / her activity, and the functions resulting from them, are as follows.

12. *Ensuring strict compliance by the Company's bodies and officials with the Corporate governance rules and procedures that guarantee the exercise and protection of the rights and interests of Shareholders.* To perform this task, the Corporate Secretary performs the following functions:

1) Guidance on the formation of the regulatory environment for the General Meeting of Shareholders, the Board of Directors, and Committees, taking into account best practices in corporate governance, the requirements of the legislation of the Republic of Kazakhstan in the field of corporate governance, anti-corruption legislation, and the Standard.

2) maintaining the legal regime of corporate governance in the Company, including by ensuring that the General Meeting of Shareholders and the Board of Directors follow the procedures and rules established by the legislation of the Republic of Kazakhstan in the field of corporate governance, the provisions of the Charter, the Code and other internal documents of the Company, including in the field of anti-corruption.

3) control over ensuring compliance of the Charter, Regulations on the Board of Directors and other internal documents regulating the activities of the Board of Directors and Committees with the requirements of anti-corruption legislation, and the Standard;

4) control over the Board of Directors' and Committees' compliance with the requirements of the Standard;

5) organization and participation in resolving corporate conflicts in the Company;

6) formation, maintenance and improvement of the Corporate Governance system in such a way that it ensures the setting and achievement of strategic goals and objectives of the Company, the formation of an anti-corruption culture, the achievement of a high Corporate Governance rating and the level of trust in the Company on the part of Shareholders and interested parties;

7) management of the organization of regular assessment of the level of Corporate governance in the Company and assigning an appropriate rating based on its results based on the methodology developed by an independent party;

8) representation of Shareholders' interests before other bodies and officials of the Company;

9) informing the Board of Directors of detected violations in the Company's activities when making Corporate decisions and making its proposals on measures to eliminate such violations;

10) manage the preparation of the Compliance Report, submit it to the Board of Directors for consideration, and ensure that it is included in the Company's Annual Report;

11) promptly inform the Board of Directors of violations of Shareholders' rights that have become known to the Corporate Secretary;

12) ensuring proper consideration of Shareholder appeals and resolution of conflicts related to violation of shareholders' rights, including organizing an expert

examination on the fact of violation of shareholders' rights for subsequent measures to eliminate the identified violations;

13) preparation of responses to requests from Shareholders within its competence and ensuring the fulfillment of Shareholders' requests in cases stipulated by the legislation of the Republic of Kazakhstan and internal documents of the Company;

14) managing the development and organization of approval, maintaining up-to-date internal documents of the Company that regulate the procedure for implementing corporate procedures and contain a detailed description of the actions of Shareholders who intend to exercise their rights;

15) managing the development and organization of approval, and maintaining up-to-date procedures governing the assessment of independent directors' compliance with the independence criteria stipulated in the Law, the Charter, the Code of Ethics, and other internal documents of the Company;

16) monitoring the compliance of independent directors with the independence criteria specified in the Law, the Charter, the Code and other internal documents of the Company;

17) monitoring the terms of stay of members of the Board of Directors in the composition of the Board of Directors, taking into account the restrictions stipulated by the Charter, the Code and other internal documents of the Company, and in case of deviations – informing the Board of Directors;

18) examination of information about each candidate for election to the Board of Directors for compliance with the status of an independent director in accordance with the requirements of the Law, the Charter, and the Code;

19) ensuring compliance of the Corporate Secretary Service with the requirements of the regulatory environment, including in the field of anti-corruption, and compliance;

20) risk management, ensuring the achievement of the approved targets of its activities and functional objectives;

21) development of proposals to the Risk Management Action Plan and implementation of business continuity plans in supervised areas of activity;

22) control over timely implementation of risk management measures and timely reporting of risks to all stakeholders.

13. *Ensuring the organization of interaction between Shareholders, the Board of Directors (its Committees), the Internal Audit Service, the Management Board and structural divisions of the Company, between the Company's bodies, the Company and its subsidiaries and dependent joint-stock companies, the Company and its interested parties.* To perform this task, the Corporate Secretary performs the following functions:

1) coordination of interaction between the Company's bodies and stakeholders, as well as information exchange between them;

2) within the scope of its competence - coordination of interaction and exchange of information between the Company and its subsidiaries and dependent

joint-stock companies;

3) keeping records of letters, appeals and demands received from Shareholders (from a Majority Shareholder-letters, appeals and demands related to the activities of the Board of Directors and the General Meeting of Shareholders), organizing their addressing to authorized officials and structural divisions of the Company;

4) management of preparing responses to letters, requests and requests received from Shareholders to the Company (from the Majority Shareholder-letters, requests and requests related to the activities of the Board of Directors and the General Meeting of Shareholders);

5) control over timely and proper consideration of letters, appeals and demands received from Shareholders to the Company (from the Majority Shareholder-letters, appeals and demands related to the activities of the Board of Directors and the General Meeting of Shareholders) on issues within the competence of the Company's structural divisions;

6) advising Shareholders on their rights and interests;

7) timely identification of emerging corporate conflicts, informing the Board of Directors, the Majority Shareholder, and authorized structural divisions of the Company about them;

8) ensuring effective interaction of the Board of Directors and the Management Board with shareholders;

9) advising Shareholders on the Company's corporate procedures, explaining the requirements of the legislation of the Republic of Kazakhstan, the procedure for implementing the relevant procedures, and providing practical assistance in implementing the rights of Shareholders within its competence;

10) informing the Board of Directors about the results of corporate procedures and violations of the requirements of the legislation of the Republic of Kazakhstan and the rights of Shareholders;

11) notification of new members of the Board of Directors on their election;

12) management of the development, organization of approval by the Board of Directors and up-to-date maintenance of the document regulating the interaction of the Company's bodies and employees with the Board of Directors and the General Meeting of Shareholders.

14. *Managing the preparation and organization of the General Shareholders' Meeting. Cover shadowing activities related to the organization of a general meeting of shareholders.* To perform this task, the Corporate Secretary performs the following functions:

1) making proposals to the Board of Directors on determining the dates for the annual and extraordinary General Meetings of Shareholders in such a way that the largest number of persons entitled to participate in the meeting can participate;

2) planning and monitoring the Company's activities related to the preparation of materials on mandatory issues of the annual General Meeting of Shareholders;

- 3) managing the development, organization of approval by the General Meeting of Shareholders, and keeping up-to-date the document regulating the procedure and deadlines for sending requests to Shareholders based on the materials of the General Meeting of Shareholders, as well as preparing and submitting responses to them by the Company;
- 4) managing the development and organization of approval by the General Meeting of Shareholders, and keeping up-to-date the document regulating the activities of the Accounting Commission;
- 5) managing the development, organization of approval by the General Meeting of Shareholders, and keeping up-to-date the document regulating the activities of the General Meeting of Shareholders;
- 6) acceptance of proposals to submit issues for consideration by the General Meeting of Shareholders, proposals to nominate candidates to the Company's bodies, the composition of which is elected by the General Meeting of Shareholders;
- 7) acceptance of proposals of Shareholders on convocation of the General Meeting of Shareholders, inclusion of issues in its agenda, organization by the Company of expert examination of proposals and materials received from Shareholders;
- 8) organization of consideration by the Board of Directors of proposals of Shareholders or members of the Board of Directors to convene the General Meeting of Shareholders, include issues in its agenda and make decisions on them, provide initiators with information on the results of consideration and publish it on the Company's Internet resource in accordance with the requirements of the Company's internal documents;
- 9) formation of the agenda of the General Meeting of Shareholders;
- 10) formation and organization of materials for meetings of the Board of Directors and Committees, organization of meetings of the Board of Directors and Committees related to the formation of a package of materials on issues on the agenda of the General Meeting of Shareholders;
- 11) preparation of materials on the agenda items of the General Meeting of Shareholders, timely publication of materials, and providing them to the participants of the General Meeting of Shareholders for making relevant decisions;
- 12) sending recommendations to members of the Board of Directors on the need for their participation in the General Meeting of Shareholders;
- 13) managing the organization of the General Meeting of Shareholders, including calling a meeting of the Board of Directors, preparing relevant materials for this purpose, notifying members of the Board of Directors, and other issues related to holding meetings of the Board of Directors;
- 14) managing preparation and publication notices on holding General Meetings of Shareholders in accordance with the requirements of the legislation of the Republic of Kazakhstan and internal documents of the Company, including those containing explanations for Shareholders on the voting procedure and holding the General Meeting of Shareholders, as well as information for persons with disabilities;

15) providing explanations to Shareholders on all issues of participants in the General Meeting of Shareholders related to the procedure for holding it, including publishing answers to frequently asked questions on the Company's corporate Internet resource;

16) ensuring Shareholders' access to documents required for submission to persons entitled to participate in the General Meeting of Shareholders, as well as managing the production and provision of copies of these documents at the request of Shareholders;

17) monitoring incoming questions from Shareholders and providing answers regarding the procedure for holding the General Meeting of Shareholders, explaining the provisions of the legislation of the Republic of Kazakhstan and the Company's documents regarding the procedure for participation and voting at the General Meeting of Shareholders, as well as on other issues, if such is defined in the Company's internal documents;

18) preparation of detailed rules of procedure for each General Meeting of Shareholders (with a detailed description of the procedure for each issue, voting requirements, quorum, and other specifics) and providing it to the Chairman of the General Meeting of Shareholders;

19) management of obtaining information and forming a list of persons entitled to participate in the General Meeting of Shareholders in accordance with the legislation of the Republic of Kazakhstan and internal documents of the Company;

20) management of the organization of the General Meeting of Shareholders, including by: administration of the relevant budget items, organization of procurement, issuance of the relevant order of the Corporate Secretary describing the activities for holding the General Meeting of Shareholders, distribution of tasks and responsibilities to the members of the Accounting Commission; chairmanship and coordination of the work of the working group members (if established) on organizational, economic information support for the preparation and holding of the General Meeting of Shareholders;

21) performing the functions of the Secretary of the General Meeting of Shareholders;

22) chairing and organizing the activities of the Counting Commission;

23) recording all Shareholders' questions asked before and during the General Meeting of Shareholders, arranging for responses to them;

24) management of accounting of incoming appeals of Shareholders to the actions of the Company and its stakeholders, preparation of materials and submission of the issue of appeals of Shareholders to the actions of the Company and its stakeholders for consideration by the annual General Meeting of Shareholders;

25) ensuring proper interaction between the Company and its employees, including monitoring the timely provision of information in response to their requests;

26) informing the members of the Board of Directors, the Management Board, and the external auditor of the Company about the General Meeting of Shareholders;

27) managing the preparation and signing of the minutes of voting results at the General Meeting of Shareholders;

28) managing the preparation and signing of the minutes of the General Meeting of Shareholders;

29) Notifying members of the Board of Directors, members of the Management Board and other bodies of the Company, structural divisions of the Company of decisions taken by the General Meeting of Shareholders;

30) organization of due disclosure of decisions taken by the General Meeting of Shareholders in accordance with the established procedure;

31) quality control and deadlines for the execution of resolutions of the General Meeting of Shareholders;

32) ensuring storage of minutes, transcripts, audio and video recordings, and materials of the General Meeting of Shareholders;

33) provision of reports on purchases, disbursement of budget items in terms of expenses for holding General Meetings of Shareholders;

34) promotion of Shareholders' awareness of their rights, expansion of Shareholders' rights and their participation in Corporate governance.

15. *Ensuring and improving the activities of the Board of Directors and its Committees.* To perform this task, the Corporate Secretary performs the following functions:

1) Managing the development and organization of approval by the General Meeting of Shareholders, keeping the Regulations on the Board of Directors up-to-date, and monitoring compliance with its requirements;

2) Management of the development, organization of approval by the Board of Directors, and up-to-date maintenance of the Policy for Ensuring the Succession of Members of the Board of Directors, organization of the implementation of measures stipulated by the Policy for Ensuring the Succession of Members of the Board of Directors;

3) Managing the development, organizing approval by the Board of Directors, and keeping the Induction Program up-to-date;

4) ensuring the implementation/organization of the implementation of the measures provided for in the Induction Program, including explaining to the newly elected members of the Board of Directors the rules and practices of the Board of Directors and other bodies of the Company in force in the Company, the organizational structure of the Company, providing information on persons of interest and other information necessary for the proper performance of their duties by members of the Board of Directors;

5) management of the development process, approval by the Board of Directors, and maintenance of the up-to-date Policy on Professional development of members of the Board of Directors;

6) development management, approval by the Board of Directors, and up-to-date maintenance of the Professional Development Program for members of the Board of Directors, taking into account the need to ensure competencies in the field of

anti-corruption, and compliance;

7) ensuring the execution/organization of the execution of activities stipulated in the Professional Development Program for members of the Board of Directors, including administration of relevant budget items, organization of procurement of training events / activities that promote professional growth of members of the Board of Directors, preparation of reports for the Board of Directors;

8) managing the development, approval by the Board of Directors, and keeping up-to-date the Regulations on evaluating the activities of the Board of Directors, Committees, the Chairman, Members of the Board of Directors, and the Corporate Secretary;

9) organization of the annual assessment of the Board of Directors through self-assessment, including: development and coordination with the relevant Committee and the Board of Directors of evaluation criteria (questionnaires) so that the questions used in them are adapted to solve specific problems of the Company; evaluation, summing up the results of the assessment and submitting them for consideration by the Board of Directors; formation and approval by the Board of the Board of Directors of the plan of corrective actions based on the results of consideration by the Board of Directors of the results of self-assessment, organization of their implementation and regular reporting to the relevant Committee and the Board of Directors on the status of their implementation;

10) management of the organization of regular evaluation of the Board of Directors by an independent party, including: development and coordination with the relevant Committee and the Board of Directors of the terms of reference for the external party; determination of the terms of the tender for the selection of a service provider; determination of the criteria for selecting a service provider; organization of the purchase of services and summing up the results of the selection of a supplier, conducting an assessment, summing up the results of the evaluation and making changes; preparation and approval by the Board of Directors of a corrective action plan based on the results of the review of the evaluation report by the Board of Directors, organization of their implementation and regular reporting to the relevant Committee and the Board of Directors on the status of their implementation;

11) managing the development, approval by the Board of Directors, and up-to-date maintenance of Regulations on Committees;

12) based on the Company's Strategy - annual planning of the work of the Board of Directors and Committees, including forming and ensuring approval by the Board of Directors and Committees before the beginning of the calendar year of the work plans of the Board of Directors and Committees, including the list of issues under consideration and the schedule of meetings with dates and times;

13) organizing and participating in the annual review of the Company's Strategy (and, if necessary, the Company's management model) at a special meeting of the Board of Directors to determine the relevance of its strategic goals, in particular those related to corporate governance;

14) organization and participation in annual review at a special meeting of

the Board of Directors of the Company's sustainable development goals for their relevance, in particular - ESG (Environmental, Social, Governance) risk-rating in terms of Corporate Governance risks;

15) based on the Work Plans of the Board of Directors and Committees, the established terms of the annual General Meeting of Shareholders, the schedule of meetings of the Board of Directors and Committees, the Professional Development Program for members of the Board of Directors, - formation and management of the budget of the Board of Directors, which includes, but is not limited to: expenses for remuneration of members of the Board of Directors; expenses for compensation of expenses of members of the Board of Directors in the following cases: expenses related to the activities of the Board of Directors and Committees; expenses for professional development of the Board of Directors; expenses for organizing meetings of the Board of Directors and Committees, General Meetings of Shareholders; expenses for attracting experts and consulting services for the Board of Directors and Committees; expenses for evaluating the activities of the Board of Directors and Committees, the Corporate Secretary and other expenses;

16) formation of the agenda of meetings of the Board of Directors and Committees, proposals on the form of their holding, taking into account the need to maintain a balance between strategic and operational issues, and submission of them to the chairmen of the Board of Directors and Committees;

17) informing responsible employees of the Company and the Majority Shareholder about issues planned for consideration by the Board of Directors and Committees;

18) notifying members of the Company's bodies, employees of the Company and other persons invited to meetings of the Board of Directors and Committees of the convocation of meetings of the Board of Directors and Committees;

19) organization of interaction of members of the Board of Directors with Shareholders and the Management Board;

20) organizing the involvement of experts for the Board of Directors and / or Committees;

21) preparation of the procedure for holding each scheduled meeting of the Board of Directors (with a description of the detailed procedure for each issue, voting requirements, quorum, and other specifics) and submission of it to the Chairman of the Board of Directors;

22) collection and preparation of materials on the agenda items of meetings of the Board of Directors and Committees, providing them to members of the Board of Directors and representatives of the Majority Shareholder;

23) management of organizational support for the organization of meetings of the Board of Directors and Committees, including by: administration of relevant budget items, organization of procurement, issuing an appropriate order of the Corporate Secretary describing activities for holding meetings of the Board of Directors and Committees, distribution of tasks and responsibilities;

24) participation in meetings of the Board of Directors and Committees, and

ensuring proper compliance with the procedure for holding them;

25) ensuring compliance with the procedure for making decisions by the Board of Directors in the form of absentee voting;

26) provision of meetings of the Board of Directors and Committees with regulatory acts, as well as reference and other materials necessary for making decisions by the Committees and the Board of Directors;

27) ensuring that members of the Board of Directors receive up-to-date and timely information necessary for making decisions on issues on the agenda and within the competence of the Board of Directors and Committees;

28) providing members of the Board of Directors with requested documents and information on the Company's activities, including minutes of meetings of the Board of Directors, documents on the Company's corporate and information policy, minutes of meetings of the Management Board, orders of the Chairman of the Management Board, conclusions of the Internal Audit Service and auditors of the Company, Compliance Service, etc.;

29) advising members of the Board of Directors on best corporate governance practices, legislation of the Republic of Kazakhstan, the Charter, the Code, and internal documents of the Company, monitoring ongoing changes and providing timely information to members of the Board of Directors;

30) receiving information from members of the Board of Directors about conflicts of interest on issues on the agenda of meetings of the Board of Directors, and organizing the decision-making process accordingly (excluding persons who have a conflict of interest and documenting it accordingly);

31) participation in discussions by the Board of Directors and Committees on organizational issues, issues related to the functioning of the corporate governance system; issues initiated by the Corporate Secretary;

32) formation, organization of signing, collection of written opinions of members of the Board of Directors (taking into account the need to provide members of the Board of Directors with an opportunity to express their opinion on draft decisions contained in these opinions in a convenient way), bringing their content to the attention of the Chairman of the Board of Directors, as well as members of the Board of Directors during meetings of the Board of Directors and Committees;

33) ensuring compliance with the procedure for making decisions on transactions that fall within the competence of the Board of Directors;

34) summarizing voting results on items on the agenda of meetings of the Board of Directors and Committees, including monitoring the voting process, recording meetings of the Board of Directors and Committees, and managing the communication of all decisions taken by the Board of Directors and Committees to the Majority Shareholder and authorized employees of the Company;

35) informing members of the Board of Directors and persons who participated in meetings of the Board of Directors and Committees about the results of meetings;

36) informing participants of meetings of the Board of Directors and

Committees (and other addressees of instructions) about the instructions given to them;

37) monitoring the quality and timing of execution of decisions and instructions of the Board of Directors and Committees, and regularly informing the Board of Directors of the results of control;

38) making proposals to the Chairman of the Board of Directors on hearing the report or information of any relevant persons and employees of the Company on the implementation of instructions given by the Board of Directors or Committees at a meeting of the Board of Directors;

39) informing the Chairman of the Board of Directors of any facts that hinder compliance with the procedures and rules that the Corporate Secretary is responsible for ensuring compliance with;

40) informing the Board of Directors of any problems within the Company that may result in liability of the Company or members of the Board of Directors.

16. *Information support of the General Meeting of Shareholders, the Majority Shareholder and members of the Board of Directors with data on the organization of the Company's activities, its bodies, individuals and structural divisions.* To perform this task, the Corporate Secretary performs the following functions:

1) Manages the development of internal documents of the Company regulating the provision to the Board of Directors, the General Meeting of Shareholders, the Majority Shareholder of information and / or reports on the work of the Company, its bodies and persons responsible, the execution of decisions and instructions of the General Meeting of Shareholders, the Board of Directors, Committees, interaction of employees and structural divisions of the Company with structural divisions of the Majority Shareholder on issues on the agenda of the General Meeting of Shareholders, the Board of Directors, and Committees;

2) ensures that materials of the General Meeting of Shareholders, the Board of Directors, and Committees are provided to the authorized structural division of the Majority Shareholder in accordance with the established procedure and time limits;

3) ensures the interaction of employees and structural divisions of the Company with employees and structural divisions of the Majority Shareholder on issues related to the General Meeting of Shareholders, the Board of Directors, and Committees in accordance with the requirements of the Company's internal documents;

4) Supervises the preparation of information for the Board of Directors on the discipline and quality of interaction between the Company's management and the Board of Directors, Committees, and the Majority Shareholder;

5) manages the preparation of materials for the General Meeting of Shareholders, including for the annual General Meeting of Shareholders: on the issue of appeals of Shareholders to the actions of the Company and its officials in the reporting period, as well as information on the amount and composition of remuneration of members of the Board of Directors and the Management Board.

17. *Ensuring the storage, disclosure and provision of necessary information about the Company, as well as maintaining a high level of information transparency.* To perform this task, the Corporate Secretary performs the following functions:

1) control over accounting and storage of original documents of the Company at the location of the Management Board or in any other place determined by the Company's Charter, namely, the Charter, amendments and additions made to the Charter; decisions of the General Meeting of Shareholders; certificate of state registration (re-registration) Of the Company as a legal entity; statistical card of the Company; prospectuses for the issue of securities of the Company, the Code;

2) ensuring accounting and storage of original documents of the Company at its location, namely: minutes and materials of General Meetings of Shareholders, minutes of meetings (decisions of absentee meetings) of the Board of Directors, materials on issues on the agenda of the Board of Directors; minutes and materials of Committee meetings;

3) registration of documents to be archived by the company and submission to the archive of documents that are subject to archival storage;

4) ensuring that the Majority Shareholder, members of the Board of Directors and members of the Management Board have access to the above-mentioned documents of the Company;

5) organization of production of copies of the Company's documents at the request of Shareholders and members of the Board of Directors, as well as certification of copies of these documents;

6) accounting and storage of all correspondence received by the Board of Directors and members of the Board of Directors;

7) organization of responses to requests received by the Board of Directors and members of the Board of Directors;

8) control of timely and complete disclosure of information by the Company in accordance with the legislation of the Republic of Kazakhstan, the Charter, the Code, requirements of Stock Exchanges, and internal documents of the Company, including on the Company's corporate website;

9) restriction of access to insider information by third parties and employees of the Company who do not need this information to perform their official duties;

10) at the request of the authorized division of the Company, collecting information about members of the Board of Directors and their affiliated persons in accordance with the requirements of the current legislation of the Republic of Kazakhstan;

11) ensuring immediate notification to the direct manager and authorized structural subdivision of the Company in the event of a threat or determination of the fact of loss of documents, files, unauthorized access and / or disclosure of insider information of the Company;

12) managing preparation of information on the Board of Directors' assessment for reflection in the Company's Annual Report;

13) managing the preparation of reports on the activities of the Board of

Directors and Committees, submitting them for consideration by the Committees and the Board of Directors for reflection in the Company's Annual Report and Sustainable Development Report;

14) management of preparation of information on the state of Corporate governance in the Company for disclosure in the Annual Report and the Report on Sustainable Development of the Company.

18. *Implementation of good corporate governance practices, acting as an adviser to members of the Board of Directors on all issues related to their activities and the application of the Code's provisions.* To perform this task, the Corporate Secretary performs the following functions:

1) ensuring that the Company achieves its strategic goals in terms of the level (rating) of Corporate Governance;

2) monitoring the implementation and compliance with the principles and regulations of the Code;

3) advising the Board of Directors and the Management Board on proper compliance with the Code;

4) identification of corporate governance deficiencies in the course of performing its functions, including in terms of compliance with the best global corporate governance practices, requirements of the laws of the Republic of Kazakhstan, Stock Exchanges, the Charter and other documents of the Company;

5) advising Shareholders, stakeholders, and employees of the Company on corporate governance issues;

6) monitoring the best international practices in corporate governance and making proposals to the Board of Directors on improving corporate governance practices in the Company;

7) notifying members of the Board of Directors of any restrictions on combining the position of a member of the Board of Directors in several companies, maintaining records and regularly updating data on the positions held by members of the Board of Directors;

8) conduct an analysis of the Company's compliance with the corporate governance system requirements at least once a year, and based on the results, prepare proposals for improving the elements of the Company's corporate governance system;

9) monitoring of changes in the requirements established by the legislation of the Republic of Kazakhstan, the rules of listing and circulation of the Company's securities on binaries, and initiating appropriate changes to the Company's internal documents for approval by the Board of Directors or the General Meeting of Shareholders;

10) managing the preparation and enforcement of decisions of the Board of Directors and/or the General Meeting of Shareholders on the development of corporate governance practices, and monitoring their implementation;

11) in the framework of SPO (Secondary Public Offering) – analysis of the requirements of target stock exchanges to the level of corporate governance of the issuer, their comparison with the level of Corporate Governance of the Company, and,

if necessary, formation, approval and provision (control) of implementation and a set of measures to bring into compliance;

12) on a regular basis (with the frequency provided for in the Company's Strategy), the management of the organization of assessment (diagnostics) by an independent party (independent consultant, or Internal Audit Service) on the basis of the methodology developed by an independent consultant, the level of Corporate Governance of the Company, for assignment based on the results of the corresponding rating.

19. *Effective implementation of Corporate policy in the Company.* To perform this task, the Corporate Secretary performs the following functions:

1) within the scope of its competence, conduct business correspondence and other business contacts with members of the Board of Directors, Committees, the Management Board, Shareholders, the Internal Audit Service, other relevant persons and heads of structural divisions of the Company, the registrar, the Company's auditor, subsidiaries and affiliates of the Company, third-party enterprises and organizations, employees and structural divisions of the Majority Shareholder, as well as other persons and state bodies;

2) organization of preparation of drafts of internal documents of the Company, information about the Company (including annual reports of the Company), approval of which falls within the competence of the General Meeting of Shareholders or the Board of Directors;

3) management of the development, approval by the Board of Directors, and up-to-date maintenance of the document regulating the settlement of Corporate Conflicts in the Company;

4) preparation of a report on its activities to the Board of Directors within the time limits and in accordance with the procedure, established by the Board of Directors;

5) organization of visits to production facilities by members of the Board of Directors;

6) participation in the preparation of the Company's regular financial statements (Annual Report, Sustainable Development Report, etc.), as well as plans for improving the Company's activities;

7) participation in building relationships with investors;

8) interaction with professional participants of the securities market, stock exchanges, public organizations and state administration bodies on issues related to the regulation of corporate legal relations and the securities market;

9) preparation of information on issues related to the functioning of the corporate governance system in accordance with the applicable listing rules.

20. The functions specified in this Chapter of the Regulations, are performed by the Corporate Secretary both personally (independently) and as a manager of the Corporate Secretary's Service. Planning of activities and allocation of resources available to the Corporate Secretary is inherent in the performance of all functions of the Corporate Secretary.

21. Assignment of other duties to the Corporate Secretary should be carried out taking into account the current workload of the Corporate Secretary and the Corporate Secretary's Service. The assignment of new responsibilities should not contribute to the poor performance of the functions set out in this Regulation. At the same time, the new functions should not duplicate the functions of other structural divisions and personal persons of the Company.

5. Moral values and professional and ethical principles of the Corporate Secretary's activity. Competence profile of the Corporate Secretary.

22. When performing their professional activities, the Corporate Secretary adheres to the following values:

1) *Integrity* - is the fundamental basis of the Corporate Secretary's activity, business reputation and ethical interaction with the Company's employees, the Board of Directors and the Management Board, which does not allow a conflict between personal interests and professional activities. Honesty, integrity, truthfulness and decency must be present in all actions of the Corporate Secretary;

2) *Prudence* - to a large extent, it is aimed at making balanced, considered and previously worked out decisions, conclusions, recommendations and opinions on issues falling within the competence of the Corporate Secretary in accordance with the requirements of the legislation. Prudence implies appropriate care and deliberation in the actions, decisions, projects and procedures adopted, implemented, implemented or formed by the Corporate Secretary;

3) *Commitment* - it is assumed that moral values and professional and ethical principles are not just formalized in the Regulations, but are fully observed by the Corporate Secretary. Commitment gives the Corporate Secretary the opportunity to understand the strategic importance of their activities, increase responsibility for the quality of their duties, improve self-motivation and self-development for the benefit of the Company, strengthen team spirit, and promote the development of the company's corporate culture and corporate values.

4) *Initiative* - the ability of the Corporate Secretary to independently set goals and independently organize actions aimed at effectively achieving these goals. The corporate secretary pre-thinks

through the tasks facing him / her, draws up an action plan, and independently selects the means and ways to achieve them.

23. The Corporate Secretary's activities are guided by the following professional and ethical principles:

1) *The principle of legality*. The principle of legality in the activities of the Corporate Secretary means that the Corporate Secretary consistently complies with the requirements of the legislation of the Republic of Kazakhstan, internal documents of the Company, decisions of the General Meeting of Shareholders, the Board of Directors, and Committees regulating issues within the competence of the Corporate Secretary. The application of the principle of legality by the Corporate Secretary

implies the analysis of the legislation of the Republic of Kazakhstan regulating corporate governance issues on an ongoing basis; the study of requirements and conditions based on the legislation, and their direct application in the activities of the Corporate Secretary. Legality in the activities of the Corporate Secretary plays a central role and should be the basis for all draft documents that are formed and implemented with the participation of the Corporate Secretary;

2) *The principle of independence.* The principle of independence stipulates that the Corporate Secretary is an independent person in the Company. This implies that the Corporate Secretary may not be a member of the Management Board, the Board of Directors and its committees, with the purpose of internal audit, nor may he be associated with other bodies and officials of the Company, the Majority Shareholder. The corporate secretary in his professional activity is equidistant from political, religious and public associations (except for the professional community of corporate secretaries and professionals in the field of corporate governance-see "*the principle of competence and professionalism*" and "*self-development*" below), participation in which is a potential source of conflicts of interest and risks to his business reputation;

3) *The principle of impartiality.* In ethics, the principle of impartiality means equal treatment of all. The principle of impartiality means an objective, unbiased attitude of the Corporate Secretary to the consideration of issues, preparation of materials or making decisions within his competence. The application of this principle is mandatory and should be extended to all issues and processes in which the Corporate Secretary is involved. An unbiased attitude to the duties performed is a fundamental tool for minimizing the risk of conflicts of interest that may arise in the daily activities of the Corporate Secretary.

4) *The principle of responsibility.* The Corporate Secretary adheres to professional and ethical principles when performing the duties assigned to him. The principle of responsibility is a guarantee of the quality of the Corporate Secretary's performance. The Corporate Secretary assumes responsibility for the obligations assumed, established by the requirements of the legislation, internal documents, contractual relations, moral values and professional and ethical principles;

5) *The principle of competence and professionalism.* In the activities of the Corporate Secretary, this principle means that further institutionalization of innovative, more complex types of activities of the Corporate Secretary is impossible without constantly maintaining the necessary levels of qualifications and competencies that constitute the scope of his rights and powers. The Corporate Secretary must have the knowledge, skills and abilities required by the legislation and good corporate governance practices. For this purpose, the Corporate Secretary strives for continuous professional development, which includes self-study - regular personal acquaintance, study and research of legislation, good corporate governance practices, reading specialized business literature and training in programs, courses, trainings, seminars to develop their own personal and professional qualities that contribute to the professional performance of their duties. The Corporate secretary does not stop at the success achieved in his professional development and improvement of his

competencies. The Corporate Secretary is recommended to ensure interaction with other specialists in the field of corporate governance for the training of professionals and the reproduction of professional personnel in the field of corporate governance;

6) *The principle of confidentiality.* Confidentiality means respect for and protection of information that constitutes a commercial, official, or other legally protected secret. Compliance with the principle of confidentiality means that any information about the participants in the corporate relationship is kept secret in order to prevent its dissemination, as a result of which financial, reputational and other harm may be caused to the participant in the corporate relationship.

24. To achieve professional success, a Corporate Secretary should develop the following competencies:

1) *Efficient organization of work.*

The Corporate Secretary must:

- clearly plan its activities and the activities of the available labor resources, set priorities, regularly monitor current tasks, and monitor the compliance of procedures and documents with current standards;
- organize the preparation and receipt of the necessary information in the optimal time frame for stakeholders; manage several processes and information flows simultaneously;
- minimizing red tape and helping Board members focus on the content of the issues under consideration;
- be attentive to details, and remain functional in the face of uncertainty, changes, or tight deadlines.

2) *Coordination of interaction between stakeholders.*

The Corporate Secretary must:

- understand the interests and needs of key stakeholders, help build a constructive dialogue between them, and serve as a link for them;
- promote the parties' understanding of each other, broadcast their opinions and decisions;
- identify potential and existing conflicts, take measures to prevent or resolve them.

3) *Analysis and systematization of information.*

The Corporate Secretary must:

- immerse yourself in the essence of the issues under consideration, understand the key meanings;
- separate the main thing from the secondary, highlight significant elements, attributes, factors, and group data based on them.
- monitor and process information flows, give them shape and clarity;
- identify logical relationships, form a holistic picture of the situation, and set relevant focus points.

4) *Development of corporate governance practices.*

The Corporate Secretary must:

- accumulate knowledge and experience in the field of corporate governance, monitor innovations and changes; intelligently implement best practices in the Company's work processes;
- explain the value of good corporate governance to members of the Board of Directors, management and other stakeholders;
- develop, implement and improve standards and work processes within the scope of their competence;
- transform the theory of corporate governance into practical recommendations that have business value.

5) *Effective communication.*

The Corporate Secretary must:

- have a competent oral and written speech;
- express thoughts briefly, succinctly and to the point, consistently and logically communicate them in communication;
- take into account the characteristics of the audience when choosing the form, manner and methods of presenting information, use techniques that facilitate its perception;
- have the skills of persuasion and influence.

6) *Business thinking.*

The Corporate Secretary must:

- understand market and industry trends, have a broad outlook;
- understand how the business is organized and operates, know current strategic priorities, have information about plans and the actual state of affairs in Society;
- understand the features of the organizational culture, take them into account when establishing interaction between the parties, coordinating information flows, and choosing work formats.

7) *Self-development.*

The Corporate Secretary must:

- establish feedback, listen to constructive criticism; use your own experience and the experience of other people, and learn useful lessons from it;
- be aware of your strengths and limitations, improve yourself, deepen your professional knowledge, and broaden your horizons;
- participate in the life of the professional community, form a network of professional contacts;
- develop your professional image, inform other people about your activities, and manage your own reputation.

6. Powers of the Corporate Secretary

25. The Corporate Secretary has the right to interact directly with the Chairman and members of the Board of Directors, the first head of the Company and members of the Management Board, employees of the Company, and functionaries.

26. The Corporate Secretary has the right to address all issues within his / her

competence to the Company's bodies and officials, as well as to attend meetings of the Company's bodies. The Company's bodies and officials, within the limits of their competence, are obliged to assist the Corporate Secretary in the performance of his / her functions.

27. The Corporate Secretary has the right to request, and other Officials and other employees of the Company, within the limits of their competence, are obliged to provide him with information (materials) necessary for the performance of his functions by the Corporate Secretary, including requesting and receiving from the Company's bodies, persons and employees documents and information necessary for making decisions at meetings Members of the Board of Directors, Committees, and General Meetings of Shareholders.

28. The Corporate Secretary has the right to take measures to organize meetings of the Board of Directors, Committees and the General Meeting of Shareholders, including issuing relevant orders, taking measures to inform the Company's officials and employees about the decisions taken, as well as follow-up monitoring of their implementation.

29. The Corporate Secretary has the right to request, and other officials and other senior employees of the Company, within the limits of their competence, are required to provide a report on the implementation of decisions and instructions of the General Meeting of Shareholders, the Board of Directors, and Committees, and, if necessary, provide them with written explanations of the reasons for non-implementation of decisions.

30. Officials should inform the Corporate Secretary about audits conducted by the external auditor and government agencies.

31. The Corporate Secretary has the right to initiate procedures and measures aimed at improving corporate governance in the Company, increasing the effectiveness of interaction between the management, control and executive bodies of the Company.

32. The Corporate Secretary may, in agreement with the Chairman of the Management Board or with other senior employees of the Company, subject to their competence, involve the Company's specialists in the preparation of draft documents, the organization of the development of which falls within his competence in accordance with these Regulations.

33. The Corporate Secretary has the right, in agreement with the Chairman of the Management Board, to organize the preparation of materials by the Company's structural divisions on issues falling within the competence of the General Meeting of Shareholders, the Board of Directors, and Committees in accordance with the requirements of the legislation of the Republic of Kazakhstan, the Charter, and internal documents of the Company.

34. The Corporate Secretary has the right to demand that the Company's officials and other senior employees terminate actions that violate the rights and interests of shareholders or lead to the emergence (possibility of occurrence) of corporate conflicts, while simultaneously informing the Chairman of the Board of

Directors.

35. The Corporate Secretary has the right to access and work with the Company's documents marked "confidential", access to the register of affiliated and related persons of the Company.

36. When preparing the agenda, reports, materials for meetings of the Board of Directors, the Corporate Secretary has the right to be guided by the established requirements for the provision, preparation and execution of materials, and in case of violation of these requirements-to reject the submitted materials, or to put before the Board of Directors and/or the Chairman of the Management Board the issue of taking corrective measures (change of procedures, guilty parties, etc.).

37. As part of the implementation of sub-clauses 4), 5) and 7) of clause 24 of the Regulations, the Corporate Secretary has the right to use the Company's assets that are not used at the time of such events and meetings in order to organize and participate in training events and meetings of the professional community.

38. The Management Board provides full assistance to the Corporate Secretary in the performance of his / her duties, including in providing the necessary resources.

7. Responsibility and accountability of the Corporate Secretary

39. The Corporate Secretary, when exercising his rights and performing his duties, must act in the interests of the Company, exercise his rights and perform his duties in relation to the Company in good faith and reasonably.

40. Disclosure by the Corporate Secretary of information constituting commercial and other confidential information of the Company, its use for personal purposes or transfer to third parties entails liability provided for by the laws of the Republic of Kazakhstan.

41. The Corporate Secretary is liable for losses caused to the Company by his / her culpable actions (inaction), unless other grounds and the amount of liability are established by the laws of the Republic of Kazakhstan.

42. The Corporate Secretary reports personally to the Chairman of the Board of Directors and the Board of Directors as a whole on all matters related to corporate governance, the activities of the Board of Directors, and other executive or administrative responsibilities. The Corporate Secretary is accountable to the Chairman of the Management Board or individual members of the Board of Directors only if these responsibilities are delegated by the Board of Directors.

43. The Corporate Secretary is personally responsible for the quality and timeliness of performing the functions and tasks assigned to him / her in accordance with these Regulations, the legislation of the Republic of Kazakhstan, the Company's internal documents, the employment contract, the personal instruction, and the Standard, including in terms of the following:

1) creation and implementation of corruption prevention and counteraction systems in the Corporate Secretary Service and supervised business processes;

2) ensuring the application of compliance policy requirements in the processes of the Corporate Secretary Service;

3) conducting a high-quality and timely analysis of compliance (including corruption) risks in supervised processes, as well as developing and implementing measures to mitigate them;

4) timely response to incidents identified as indicators of corruption risks;

5) continuous professional development of employees of the Corporate Secretary Service through training in various aspects of compliance and anti-corruption;

6) proper documentation of anti-corruption activities, including the competence of responsible employees;

7) timely notification of the Company's compliance function about the facts of violations of the requirements of the Company's documents in the field of compliance and the legislation of the Republic of Kazakhstan that have become known to the Corporate Secretary, employees of the Corporate Secretary's Service (regardless of the division and management level);

8) timely provision of reports, information and documents requested by the compliance function of the Company in accordance with the established procedure;

9) commission of corruption offenses and crimes by directly subordinate employees if a link is established between the corruption crime committed by the subordinate and the fault of the manager in non-performance or improper performance of official duties to prevent the commission of corruption offenses.

44. Refusal of members of the Board of Directors, or the Management Board to take measures to eliminate Corporate conflicts or prevent potential Corporate conflicts, including failure to perform or improper performance of their functions, stipulated by the legislation and internal documents of the Company after they were informed of these circumstances by the Corporate Secretary, releases the latter from responsibility, including for: organization of corporate conflict resolution.

45. The Corporate Secretary is responsible and subject to the restrictions provided for in the Anti-Corruption Law for persons performing managerial functions in a quasi-public sector entity.

8. Procedure for search, selection, appointment and dismissal of the Corporate Secretary

46. The Corporate Secretary of the Company is appointed/dismissed on the recommendation of the Nomination and Remuneration Committee of the Board of Directors, at an in-person meeting of the Board of Directors, which is attended by all members of the Board of Directors, by a decision taken by a simple majority of votes. The presence of the candidate (s) for the position of Corporate Secretary at the specified meeting is mandatory.

The decision of the Board of Directors on the appointment of the Corporate Secretary must specify:

- 1) its term of office;
- 2) special grounds for early dismissal from office (termination of powers of the Corporate Secretary) provided for in these Regulations;
- 3) the amount of his official salary and terms of remuneration.

47. The search and selection of candidates for the position of Corporate Secretary is carried out on the basis of open and transparent procedures in accordance with the internal document of KMG regulating competitive selection for vacant senior and managerial positions. For each candidate, the following information should be provided to the Board of Directors:

- 1) last name, first name and patronymic of the candidate;
- 2) year of birth.
- 3) education;
- 4) information about places of work for the last five years;
- 5) information on the presence (absence) of affiliation with the Company;
- 6) information on relations with the Company's affiliates and main business partners;
- 7) two letters of recommendation from officials of organizations where the candidate previously worked and, if possible, from reputable members of professional organizations;
- 8) written consent of the candidate for appointment to the position of Corporate Secretary;
- 9) additional information that the candidate may submit at his / her own discretion.

48. A person who meets the following requirements is appointed to the position of Corporate Secretary:

- 1) higher education (legal education is preferred, since the Corporate Secretary should know and be well-versed in corporate legislation and related areas of law);
- 2) at least five years of experience in corporate governance;
- 3) passing the Kazakhstan corporate secretaries certification program;
- 4) experience in crisis management;
- 5) availability of knowledge about the specifics of the Company's activities;
- 6) strategic vision skills;
- 7) no conflict of interest in relation to the Company, the Majority Shareholder, including the Company's bodies and persons of interest, the Majority Shareholder;
- 8) personal qualities - activity, initiative, perseverance, the ability to achieve solutions to tasks and not enter into personal conflicts with other personal persons, sociability, responsibility, self-confidence, the ability to resolve conflicts between participants incorporate relations, the ability to express and defend independent judgments, if he believes that this is in the interests of the individual. Companies;
- 9) lack of affiliation with the Company;

- 10) personal computer ownership;
- 11) analytical skills;
- 12) knowledge of the organization of managerial work and work with documents, work culture and professional ethics;
- 13) excellent reputation, trust of the Board of Directors and Shareholders.
- 14) work experience in the position of corporate secretary/similar position or deputy corporate secretary/similar position for at least 5 years;
- 15) an internationally recognized professional qualification is desirable.
- 16) no outstanding or outstanding criminal record.
- 17) absence of an administrative penalty in the form of suspension from office.

49. When assessing compliance with the requirements specified in paragraph 4.8 above, paragraph 24 of these Regulations is taken into account, as well as the following:

1) the following factors must be taken into account as factors that negatively affect the reputation:

- the fact that the criminal record for a crime in the sphere of economic activity or against the state authority, the interests of the state service and service in local self-government bodies has been removed or cancelled;

- the fact of committing an administrative offense in the field of business, finance, taxes and fees, and the securities market.

2) The Corporate Secretary must have experience in corporate governance. Formal knowledge of the law is not enough, the Corporate Secretary should be able to use it in practice, be able to make reasoned decisions in cases that are not directly regulated by corporate law, know the current judicial practice, and have knowledge of trends in the development of the best global corporate governance practices.

3) The corporate secretary must have organizational skills and managerial experience. Ensuring the work of the Board of Directors, preparing and holding General Meetings of Shareholders, and solving other tasks requires the Corporate Secretary to coordinate the activities of employees and interact with internal divisions of the Company.

4) The corporate secretary must have effective communication skills. The corporate secretary should be able to express his point of view in a reasoned and convincing manner, be able to manage the resolution of interpersonal conflicts, have the skills of a psychologist, mediator, and have a high personal authority and reputation. As a representative and defender of Shareholders' interests, the Corporate Secretary should be ready to make demands on compliance with the Company's legislation and internal regulations and insist on their implementation in relation to the Company's managers and the Majority Shareholder at any level, and should be ready to enter into constructive conflicts.

5) The Corporate Secretary must be active and proactive in order to effectively perform the functions assigned to him / her to develop corporate governance practices.

6) The Corporate secretary should be able to handle confidential information.

7) The Corporate Secretary must not be related to or otherwise affiliated with the management of the Company or the Majority Shareholder.

50. An employment contract is concluded with the person appointed to the position of Corporate Secretary. The employment contract on behalf of the Company is signed by the Chairman of the Management Board of the Company.

51. The Board of Directors may decide on early termination of the powers of the Corporate Secretary and termination of the contract concluded with him / her in accordance with the procedure established by law and the employment contract. The decision to appoint a new Corporate Secretary is made by the Board of Directors no later than one month after the decision to terminate the powers of the Corporate Secretary is made. A decision on the appointment of a new Corporate Secretary may be taken simultaneously with the decision on early termination of the powers of the current Corporate Secretary.

52. Special grounds for early dismissal of the Corporate Secretary are:

- 1) unfair performance of their duties;
- 2) non-compliance of the Corporate Secretary with the requirements stipulated by these Regulations and the employment contract concluded with him.

Special grounds for early dismissal from the position of Corporate Secretary are also specified in the employment contract concluded with him / her.

53. For the Corporate Secretary, the Board of Directors approves the succession planning program, which must necessarily include the development and approval of a program for the appointment of newly appointed Corporate Secretaries, according to which the newly appointed Corporate Secretary must, among other things, transfer files, documents (originals/copies), electronic databases of documents and materials of the General Meeting of Shareholders, and the Board of Directors.

Transfer of cases is carried out in the presence of the Chairman of the Board of Directors within ten calendar days from the date of appointment of a new Corporate Secretary.

The transfer of cases is carried out by an act of acceptance and transfer, which must contain the following information:

- 1) grounds for transferring cases;
- 2) date of transfer.
- 3) the time period for which the documentation is transmitted.
- 4) name and composition of the submitted documentation.
- 5) a list of tasks (events, actions, requests) that are currently being executed and should be executed by the newly elected Corporate Secretary.

54. The corporate secretary for the period of temporary absence (business trip, vacation, temporary disability, etc.) is replaced by one of the employees of the Corporate secretary's Service according to the job description.

9. Corporate Secretary Services

55. Due to the size and scope of the Company's activities, the intensity of the

activities of the Board of Directors and Committees, and the complexity of the issues under consideration, in order to ensure the effective performance of the Corporate Secretary's duties and functions, the Company operates a Corporate Secretary Service, which is created and liquidated by a decision of the Board of Directors on the Service of the Corporate Secretary approved by the Board of Directors.

56. The Corporate Secretary service is a structural subdivision of the Company, independent of the Management Board, directly subordinate to and accountable to the Board of Directors. The Corporate Secretary Service is headed by the Corporate Secretary, who defines and distributes responsibilities among employees of the Corporate Secretary Service, as well as establishes their interchangeability.

57. The staff size and staffing table of the Corporate secretary's Service are approved by a decision of the Board of Directors on the recommendation of the Corporate Secretary.

58. Employees of the Corporate Secretary's Service may not simultaneously combine other functions in the Company.

59. Employees of the Corporate Secretary's Service are accountable to the Corporate Secretary, perform work to ensure that the Corporate Secretary performs his / her functions, and act in accordance with employment contracts, and job descriptions drawn up on the basis of these Regulations and approved by the Corporate Secretary.

60. Employees of the Corporate Secretary's Office must have appropriate qualifications and skills sufficient to perform the duties assigned to them. Qualification requirements for employees of the Corporate Secretary Service are defined in the Regulations on the Corporate Secretary Service and job descriptions.

61. The activities of the Corporate Secretary Service are carried out in accordance with the Company's General Strategy, plan and the work plan of the Board of Directors, Committees, and the Corporate Secretary Service.

62. The organization, control and maintenance of the Corporate Secretary Service is based on the principles of personal responsibility of each employee for the time and quality of their assignments and implemented functionality.

63. The Corporate Secretary evaluates the performance of employees of the Corporate Secretary's Service.

64. In order to perform the tasks and functions assigned to the Corporate Secretary Service by the Regulations on the Corporate Secretary Service, the Corporate Secretary Service interacts, within the scope of its powers, with other structural divisions, the Majority Shareholder, subsidiaries and dependent joint-stock companies, with state bodies, as well as with other legal entities.

65. Employees of the Corporate secretary's Service are provided with the necessary conditions for their normal work (separate premises, telephone, provision of legislative-and reference materials, necessary legal literature, technical means).

66. Employees of the Corporate Secretary Service:

1) comply with the requirements of the regulatory environment applicable to

the activities of the Corporate Secretary Service (including the Regulations, Regulations on the General Meeting of Shareholders, Regulations on the Board of Directors, Regulations on Committees, internal documents of the Company, including in the field of compliance and anti-corruption, job descriptions of employees of the Corporate Secretary Service), and if it is impossible to in accordance with the established procedure, inform the Corporate Secretary and propose corrective measures in this regard;

2) immediately inform the Corporate Secretary, the Company's compliance functions, or contact the confidential information hotline if they become aware of a corruption offense committed or planned;

3) bear personal responsibility for non-compliance with the requirements of the legislation of the Republic of Kazakhstan, job description.

67. Employees of the Corporate Secretary's Service have the right to access and work with the Company's documents marked "confidential".

10. Organizational and technical support of the Corporate Secretary and Corporate Secretary Service

68. To ensure the smooth operation of the Board of Directors, the Corporate Secretary, and the Corporate Secretary Service, the Company annually includes in the budget the corresponding items of expenses, including those related to simultaneous interpretation of General Meetings of Shareholders, meetings of the Board of Directors and Committees, travel to the venue of meetings and meetings, accommodation, and other travel within the framework of performing the assigned tasks. responsibilities, and other necessary expenses.

69. The formation and administration of the budget of expenses to support the activities of the Board of Directors is carried out by the Corporate Secretary and/or the Corporate Secretary Service.

70. The Corporate Secretary and the Corporate Secretary Service on a permanent basis must be provided with the necessary organizational and technical conditions (scanners, printers, computers, software for accessing the legislation of the Republic of Kazakhstan, the Internet, periodicals, international publications in the field of corporate governance and the activities of the Board of Directors and the Corporate Secretary, stationery, image products, etc.), premises, official vehicles, and the number of members of the Corporate Secretary's Service for the full and uninterrupted performance of the tasks assigned to them and the functions resulting from them.

11. Terms of remuneration and remuneration of the Corporate Secretary and Corporate Secretary's Service

71. The Board of Directors determines the amount of official salary, terms of remuneration, remuneration and social support for the Corporate Secretary and employees of the Corporate Secretary's Service.

72. The amount of the official salary of the Corporate Secretary is determined by a decision of the Board of Directors in accordance with the salary scheme approved by the decision of the Board of Directors.

73. The terms of remuneration, bonuses and social support of the Corporate Secretary are established by the employment contract concluded by the Company with the Corporate Secretary of the Company, based on the decision of the Board of Directors of the Company, as well as internal documents of the Company approved by the Board of Directors.

74. The terms of remuneration and social support for the Corporate Secretary's Service are approved by a decision of the Board of Directors on the recommendation of the Corporate Secretary.

75. In accordance with the Company's internal documents, the Corporate Secretary and employees of the Corporate Secretary's Service may be paid remuneration (bonus) based on the results of their work for the reporting period, including in case of budget savings.

12. Interaction of the Corporate Secretary and Corporate Secretary Service with employees and structural divisions of the Company

76. Interaction of the Corporate Secretary and the Corporate Secretary Service with employees and structural divisions of the Company and other parties is carried out by:

- 1) conducting official and / or e-mail correspondence;
- 2) timely, in accordance with the established procedure, informing the Company's structural divisions of the intentions of the Majority Shareholder, the Board of Directors, as well as other persons to convene and hold a scheduled or extraordinary meeting of the Board of Directors, with the submission of all necessary information (documents and materials);
- 3) submission to the Company's structural divisions of information (materials, documents) on issues included in the agenda of the meeting of the Board of Directors in accordance with the procedure and terms established by the Charter and internal documents of the Company;
- 4) notifications to the authorized structural divisions of the Company about violations of procedures and deadlines for submitting materials for consideration by the Board of Directors;
- 5) submission of extracts from the minutes of meetings of the Board of Directors and other documents and/or materials of the meeting of the Board of Directors at the written request of the Company's structural divisions in accordance with the procedure established by the Charter and internal documents of the Company;
- 6) monitoring and control over the implementation of decisions of the Board of Directors in accordance with the procedure established by the Company's internal documents.

77. Issues of interaction of the Corporate Secretary and the Corporate

Secretary's Service with the Company's structural divisions in areas not specified in these Regulations, as well as in areas specified in these Regulations, but in the part, not defined by them, are regulated by the Company's internal documents approved in accordance with the established procedure.

13. Scope of the Regulations

78. Regulation applies to all persons and employees of the Company who are involved in working with the Corporate Secretary in the performance of their official duties.

14. Final provisions

79. All changes and additions to these Regulations are made based on the relevant decision of the Board of Directors.

80. In case of amendments and additions to the legislation of the Republic of Kazakhstan, the Charter, the Code, this Regulation is valid in the part that does not contradict such amendments and additions.

81. These Regulations, amendments and additions to them, come into force from the date of adoption by the Board of Directors of the relevant decision in accordance with the procedure established by the legislation of the Republic of Kazakhstan and internal documents of the Company, unless otherwise established by the decision of the Board of Directors.