

Approved by
decision of the General Meeting of Shareholders of
NAC Kazatomprom JSC
(Minutes dated _____, 2019 No. _____)

CHANGES AND ADDITIONS TO THE CHARTER OF NATIONAL ATOMIC COMPANY KAZATOMPROM JSC

To make the following changes and additions to the Charter of the National Atomic Company Kazatomprom JSC approved by the decision of the Sole Shareholder – Executive Board of Samruk-Kazyna JSC dated October 15, 2018 (Minutes No.28/18):

1. Clause 3 shall be read as follows:
“3. The registered office of the Company (the executive body of the Company) is located at: No. 17/12, E 10 Street, Yessil district, Astana, Z05T1X3, Republic of Kazakhstan.”;
2. In sub-clause 4) of clause 24 the words “Company’s registrar” shall be replaced by “central depository”;
3. Sub-clause 2) of clause 26 shall be read as follows:
“2) within 10 (ten) business days, notify the central depository and (or) the nominal holder of shares owned by the shareholder about the change in the information necessary for maintaining the registry system of the Company’s shareholders;”;
4. In clause 33 the words “Company’s registrar” shall be replaced by “central depository”;
5. In clause 35 the words “in the mass media” shall be replaced by “in Kazakh and Russian languages on an internet resource of the depository of the financial reporting”;
6. Clause 36 shall be read as follows:
“36. A person who, independently or in conjunction with its affiliates, acquired on the secondary securities market 30% (thirty percent) or more percent of the Company’s voting shares or a different number of voting shares, as a result of which the person, independently or in conjunction with its affiliates, became the owner of 30% (thirty percent) or more percent of the voting shares of the Company, within 15 (fifteen) business days after the date of such acquisition, shall send to the Company an offer to the rest shareholders to sell their shares of the Company.

The offer to the rest shareholders to sell their shares in the Company shall contain information about the person and his affiliates, who in total became the owner of 30% (thirty percent) or more percent of the voting shares of the Company, including names (titles), place of residence (location), the number of their voting shares in the Company, and the proposed price of shares acquisition, determined in accordance with the Law.”;

7. The first paragraph of clause 43 shall be excluded;

8. Clause 46 shall be read as follows:

“46. Not later than 5 (five) working days prior to the due date for payment of dividends on preference shares (if any are issued by the Company), the Company shall publish in Kazakh and Russian languages on an internet resource of the depository of the financial reporting information on such payment of dividends, specifying the details listed in subparagraphs 1), 2), 4), 5) of paragraph 43 of the Charter.”;

9. In sub-clause 2) of clause 54 the words “Company’s registrar” shall be replaced by “central depository”;

10. In clause 59 the words “Company’s registrar” shall be replaced by “central depository”;

11. Clause 61 shall be added by the following words “, except for the General Meeting of Shareholders decisions of which are taken by the absentee voting.”;

12. Clause 62 shall be read as follows:

“62. Shareholders shall be notified of the upcoming General Meeting of Shareholders not later than 30 (thirty) calendar days, and in case of absentee voting or mixed voting, when mail service is used for notification of one or more shareholders - not later than 45 (forty-five) calendar days prior to the date of the meeting.

Company’s shareholders are entitled to take part in the in-praesentia General Meeting of Shareholders remotely using communication means determined by the internal documents of the Company.”;

13. Clause 63 shall be read as follows:

“63. The notice of the General Meeting of Shareholders shall be published in Kazakh and Russian languages on an internet resource of the depository of the financial reporting and in other mass media in accordance with the requirements of the listing rules of the stock exchange, on which the Company’s ordinary shares are circulating. If the number of shareholders of the Company does not exceed fifty shareholders, the notice should be delivered to the shareholder by means of a written notice sent to him/her.

A written notice of the General Meeting of Shareholders is sent to shareholders on paper or in digital form.

The periods specified in paragraph 62 of the Charter shall be counted starting from the date of publication of the notice of the General Meeting of Shareholders in Kazakh and Russian languages on an internet resource of the depository of the financial reporting or from the date of sending written notices to shareholders.”;

14. Clause 64 shall be read as follows:

“64. The notice of the General Meeting of Shareholders, decisions of which are taken by voting in person or mixed voting, shall contain:

- 1) full name and location of the Company’s executive body;
- 2) information on the initiator of the convocation of the General Meeting of Shareholders of the Company;
- 3) date, time and place of the General Meeting of Shareholders of the Company, time of the beginning of registration of the meeting participants and date and time of a repeat General Meeting of Shareholders to be held if the first meeting does not take place;
- 4) date of composition of the list of shareholders that have the right to participate in the General Meeting of Shareholders;
- 5) agenda of the General Meeting of Shareholders of the Company;
- 6) procedure for shareholders’ review of the materials on the agenda of the General Meeting of Shareholders;
- 7) procedure for holding the General Meeting of Shareholders;
- 8) rules for conducting absentee voting;
- 9) provisions of legislative acts of the Republic of Kazakhstan, in accordance with which the General Meeting of Shareholders is held.

In case of mixed voting the notice of the General Meeting of Shareholders should indicate additionally the deadline for voting ballots submission.

The notice of the General Meeting of Shareholders, decisions of which are taken by voting in person or mixed voting, shall contain:

- 1) full name and location of the Company’s executive body;
- 2) information on the initiator of the convocation of the General Meeting of Shareholders of the Company;
- 3) date of composition of the list of shareholders that have the right to participate in the General Meeting of Shareholders 3;
- 4) start date and deadline for voting ballots submission for counting the results of the absentee voting;
- 5) date of counting the results of the absentee voting;
- 6) agenda of the General Meeting of Shareholders;
- 7) procedure for shareholders’ review of the materials on the agenda of the General Meeting of Shareholders;
- 8) procedure of voting;

9) provisions of legislative acts of the Republic of Kazakhstan, in accordance with which the General Meeting of Shareholders is held.

A minority shareholder has the right to apply to the central depository for the purpose of joining other shareholders in making decisions on the issues specified in the agenda of the General Meeting of Shareholders.

The procedure of the minority shareholder application and the distribution of information by the central depository to the other shareholders shall be established by the set of rules of the central depository.”;

15. In clause 71:

1) paragraph 1 shall be read as follows:

“The agenda of the General Meeting of Shareholders held in praesentia may be added with:

1) additions proposed by shareholders owning independently or in aggregate with other shareholders 5% (five percent) or more of the Company’s voting shares or by the Board of Directors, provided that the Company’s shareholders are notified of such additions not later than 15 (fifteen) days prior to the date of the General Meeting;

2) amendments and (or) additions if the majority of the shareholders (or their representatives) participating in the General Meeting of Shareholders and holding in aggregate not less than 95% (ninety-five per cent) of the Company’s voting shares have voted for them.”;

2) the words “Agenda” shall be added by “of the General Meeting of Shareholders held in praesentia,”;

16. In clause 77 after words “meeting participants” the following words shall be added “(at a date of submission of all ballots or at a deadline for ballots submission in case of absentee General Meeting of Shareholders)”;

17. In clause 84 the words “The procedure for holding a General Meeting of Shareholders” shall be changed to “The procedure for holding an in-praesentia General Meeting of Shareholders”;

18. Clause 85 shall be read as follows:

“85. Prior to the opening of the General Meeting of Shareholders, all arriving shareholders (their representatives) shall be registered. A representative of a shareholder shall present a power of attorney confirming his/her authority to participate and vote at the General Meeting of Shareholders.

For determination of quorum at the General Meeting of Shareholders, decisions of which are taken by mixed voting, ballots of shareholders (their representatives) who voted in absentia are taken into account.

Shareholder (his/her representative), who arrived to the in-praesentia General Meeting of Shareholders shall register.

A shareholder (or representative of a shareholder) who has not been registered shall not be counted in determining the quorum and shall not have the right to vote.

A shareholder of the Company who is the owner of preference shares has the right to attend the in-praesentia General Meeting of Shareholders and participate in the discussion of the issues under consideration, but has no voting rights, except as provided for in paragraph 30 of the Charter.

The in-praesentia General Meeting of Shareholders may be attended by invited persons, having the right to speak at the General Meeting of Shareholders with the permission of the chairman of the meeting.

If the shareholder that previously sent the ballot for absentee voting arrived for participation and voting at the General Meeting of Shareholders where the mixed voting is used, his/her ballot shall not be taken into account when determining the quorum of the General Meeting of Shareholders and counting votes on the agenda items.”;

19. Clause 94 shall be read as follows:

“94. The voting ballot shall be sent to the persons included in the list of shareholders:

1) in case of mail service - not later than 45 (forty five) days prior to the date of the meeting of the General Meeting of Shareholders;

2) in case of sending notice by digital means or its placement on an internet resource of the depository of financial reporting - not later than 30 (thirty) days prior to the date of the meeting of the General Meeting of Shareholders.

In case of absentee voting without holding a General Meeting of Shareholders, the Company publishes on an internet resource of the depository of the financial reporting, in accordance with paragraph 63 of the Charter, a ballot for absentee voting at the General Meeting of Shareholders, together with a notice on convocation of the General Meeting of Shareholders.”;

20. Sub-clause 4) of clause 95 shall be read as follows:

“4) date of closing of the General Meeting of Shareholders;”;

21. In clause 96:

1) In the first paragraph after words “personally” the following words shall be added “(representative of the individual shareholder)”

2) To add by the following paragraph:

“In case of signing a ballot for absentee voting by the representative of the shareholder, the ballot for absentee voting is followed by the copy of power of attorney or other document confirming the powers of the shareholder’s representative.”;

22. Clause 99 shall be excluded;

23. In clause 100 the words “in the mass media” specified in paragraph 189 of the Charter” shall be replaced by “in Kazakh and Russian languages on an internet resource of the depositary of the financial reporting”;

24. Clause 103 shall be read as follows:

“103. The Minutes of the General Meeting of Shareholders held in praesentia shall be signed by:

1) the chairman (members of the presidium) and secretary of the General Meeting of Shareholders held in praesentia;

2) members of the counting commission (if any);

Minutes of the General Meeting of Shareholders held in absentia shall be signed by the members of the counting commission (in case the selection of the counting commission is not required - by the secretary of the General Meeting of Shareholders).”;

25. In clause 106:

1) In sub-clause 17) words “decision-making on placement of such information in the mass media” shall be excluded;

2) In sub-clause 21) words “including determination of a mass media” shall be excluded;

26. Paragraph 3 of clause 131 shall be read as follows:

“Materials on the agenda issues are submitted to the members of the Board of Directors at least 10 (ten) business days prior to the date of the in praesentia meeting (and, in case of absentee meeting, prior to the deadline for the receipt of ballots for absentee voting), except for the issues of disclosure and delay of disclosure of insider information and other issues upon agreement with the Chair of the Board of Directors, materials on which are provided to the members of the Board of Directors, 1 (one) working day before the date of the meeting and delay of information disclosure/convocation of meeting and approval/decisions on which are made by 2/3 (two thirds) votes of the members of the Board of Directors present at the meeting, as well as the issues listed below, materials on which are provided to the members of the Board of Directors at least 15 (fifteen) business days before the date of the meeting:”;

27. Clause 134 shall be read as follows:

“134. Members of the Board of Directors and experts may participate in a meeting of the Board of Directors via a conference call by phone or other type of communication allowing all participants in the meeting to hear and speak to each other. Members of the Board of Directors participating in a meeting of the Board of Directors in this way, in accordance with the Charter, shall have the right to vote and be registered in the quorum. Such meeting of the Board of Directors is a meeting in praesentia.”;

28. Sub-clause 25) of clause 146 shall be read as follows:

“25) conclusion of the following transactions that are non-arm’s length transactions for the Company:

a) with the Samruk-Kazyna JSC;

b) with legal entities, more than fifty percent of voting shares (shares in the authorized capital) of which are directly or indirectly owned by the Company by right of ownership or trust management;

c) with legal entities, more than fifty percent of voting shares (shares in the authorized capital) of which are directly or indirectly owned by the Fund by right of ownership or trust management, under implementation of the state programs and business transformation program of Samruk-Kazyna JSC;”;

29. In clause 183 the words “in the mass media” shall be replaced by “on an internet resource of the depository of the financial reporting”;

30. Clause 189 shall be read as follows:

“189. The Company is obliged to disclose information on an internet resource of the depository of the financial reporting and an internet resource of the stock exchange information in the manner prescribed by the Law of the Republic of Kazakhstan “On the Securities Market” and the regulatory legal act of the authorized body.”;

31. The first paragraph of clause 191 shall be excluded;

32. In clause 194 the words “Upon a written request of a shareholder, the Company shall provide him/her with copies of documents provided for by the Legislation and this Charter, no later than 10 (ten) calendar days from the date of receipt of such a request by the Company.” shall be excluded.