***Sample***

***Power of Attorney***

City \_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_ 202\_\_

I, \_\_\_\_\_\_\_\_\_\_\_\_ (full name of the individual shareholder / full name of the chief executive of the legal entity that is a shareholder) (hereinafter - the Principal), being a shareholder of the National Atomic Company Kazatomprom Joint-Stock Company (hereinafter – NAC Kazatomprom JSC) acting on the basis of extract from the register of shareholders of NAC Kazatomprom JSC (provided by the Central Securities Depository of the Republic of Kazakhstan / the nominal holder represented by \_\_\_\_\_\_\_\_\_\_\_\_\_ (if applicable) No. \_\_\_\_\_ dated \_\_\_\_\_\_\_ 20\_\_), hereby authorize \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (full name of an individual / name of a legal entity) (identity card No. \_\_\_\_ issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (indicate the authority that issued the document and the date of issue of such a document), IIN \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ / Certificate of Incorporation (Reincorporation) No. \_\_\_\_ dated \_\_\_\_\_\_20\_\_) (hereinafter - the Attorney), to represent my interests as a shareholder of NAC Kazatomprom JSC at the general meetings of shareholders of NAC Kazatomprom JSC (including annual and extraordinary general meetings of shareholders) and at repeated general meetings of shareholders if held instead of the failed ones, to vote and sign documents, including minutes / decisions of the general meetings of shareholders on my behalf on each item of agenda of the corresponding general meeting of shareholders, to make proposals on the agenda of the general meeting of shareholders and on the candidates to the Board of Directors of NAC Kazatomprom JSC, to exercise my rights as a shareholder of NAC Kazatomprom JSC provided for by the applicable legislation of the Republic of Kazakhstan and the Charter of NAC Kazatomprom JSC, and to perform all other necessary actions arising from this Power of Attorney.

This Power of Attorney is valid up to and including \*\_\_\_\_\_\_ 20\_\_\_, and is issued without the right of sub-delegation\*\* of the above powers to any third parties.

The signature specimen of the Attorney \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (full name of the individual / chief executive of a legal entity) is certified.

The signature of the Principal \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (full name of the individual / chief executive of a legal entity).

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

Stamp here (for corporate shareholders)

\*The Power of Attorney may be issued for at most three years. If a longer term is specified in the Power of Attorney, it is valid for three years, and if the validity period is not specified therein - within one year from the date of issue. The Power of Attorney where the date of issuance is not specified is null and void.

\*\* The Attorney must personally perform the actions to which he/she is authorized. He/she may sub-delegate them to another person only if he/she is authorized to do so by the obtained Power of Attorney or when circumstances force him/her to do so to protect the interests of the Principal. Sub-delegation shall comply with the requirements of the Civil Code of the Republic of Kazakhstan. Sub-delegation of the above right entails submission of all duly executed documents specified by the laws of the Republic of Kazakhstan.

\*\*\* The copy of the documents certifying the identity of the Attorney and the Principal and confirming the ownership of the shares (extract from the register of shareholders (provided by the Central Securities Depository of the Republic of Kazakhstan / the nominal holder (if applicable) must be attached to the Power of Attorney.

***Sample***

**To:**

**Acting**

**Chair of the Board of Directors of**

**NAC Kazatomprom JSC**

**N.Ch. Longfellow**

**Chair of the Management Board of**

**NAC Kazatomprom JSC**

**G.O. Pirmatov**

**From:**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,**

**shareholder of NAC Kazatomprom JSC**

**(full name of the individual shareholder /**

**name of the legal entity that is a shareholder)**

**Proposals on the agenda of**

**the General Meeting of Shareholders of**

**NAC Kazatomprom JSC\***

In addition to the agenda of the (annual/extraordinary) general meeting of shareholders of the National Atomic Company Kazatomprom Joint-Stock Company (hereinafter – NAC Kazatomprom JSC), which is scheduled for \_\_\_\_\_\_\_\_\_ 202\_\_ in accordance with the decision of the Board of Directors of NAC Kazatomprom JSC dated \_\_\_\_\_\_\_\_\_\_\_\_,

I as a shareholder of NAC Kazatomprom JSC, owning the shares in the amount of \_\_\_\_\_\_\_\_\_\_\_\_ units, (as a representative of the shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, owning the shares in the amount of \_\_\_\_\_\_\_\_\_\_\_\_ units, acting on the basis of the Power of Attorney dated \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_), subject to Article 43 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, ask to supplement the agenda of the general meeting with the following issue “\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_”.

I ask you to take all necessary measures to include the above issue in the agenda of the (annual) general meeting of shareholders of NAC Kazatomprom JSC.

Appendiсes:

1. Copy of the identity card of the shareholder of NAC Kazatomprom JSC \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_;
2. Extract from the register of securities holders of NAC Kazatomprom JSC issued by the Central Securities Depository JSC dated \_\_\_\_\_\_\_\_\_\_ 202\_\_, confirming the ownership of the shares;
3. Explanations and a proposed decision on the initiated agenda item (in any form);
4. *Extract from the register of securities holders of NAC Kazatomprom JSC issued by the nominal holder dated \_\_\_\_\_\_\_\_\_\_ 202\_\_, confirming the ownership of the shares (if applicable);*
5. *Copy of the decision of the authorized body on the election / appointment of the head of the executive body of a legal entity that is a shareholder of NAC Kazatomprom JSC (if applicable);*
6. *Copy of the Power of Attorney that includes the right to submit proposals on the agenda of the general meeting of shareholders of NAC Kazatomprom JSC (if applicable).*
7. *Copy of the identity card of the representative of the shareholder of NAC Kazatomprom JSC (if applicable).*

Full name, position (if applicable) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ date \_\_\_\_\_\_\_\_\_\_\_\_\_\_ 20\_\_

*\*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 five or more percent of the voting shares of NAC Kazatomprom JSC, or by the board of directors, provided that the shareholders of NAC Kazatomprom JSC have been informed of such additions at least fifteen days prior to the date of the general meeting of shareholders;*

*2) amendments and/or supplements, if the majority of the shareholders (or their representatives) participating in the general meeting of shareholders and holding in aggregate not less than ninety-five percent of the voting shares of NAC Kazatomprom JSC have voted for them.*

***Sample***

**To:**

**Acting**

**Chair of the Board of Directors of**

**NAC Kazatomprom JSC**

**N.Ch. Longfellow**

**Chair of the Management Board of**

**NAC Kazatomprom JSC**

**G.O. Pirmatov**

**From:**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,**

**shareholder of NAC Kazatomprom JSC**

**(full name of the individual shareholder /**

**name of the legal entity that is a shareholder)**

**Proposals on the candidates to the Board of Directors of NAC Kazatomprom JSC**

In addition to the agenda of the (annual/extraordinary) general meeting of shareholders of the National Atomic Company Kazatomprom Joint Stock Company (hereinafter – NAC Kazatomprom JSC), which is scheduled for \_\_\_\_\_\_\_\_\_ 202\_\_ in accordance with the decision of the Board of Directors of NAC Kazatomprom JSC dated \_\_\_\_\_\_\_\_\_\_\_\_,

I as a shareholder of NAC Kazatomprom JSC, owning the shares in the amount of \_\_\_\_\_\_\_\_\_\_\_\_ units, (as a representative of the shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, owning the shares in the amount of \_\_\_\_\_\_\_\_\_\_\_\_ units, acting on the basis of the Power of Attorney dated \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_), subject to sub-clause 5) of clause 1 of Article 14 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, ask to consider the candidate (s) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ for election to the Board of Directors of NAC Kazatomprom JSC.

I ask you to take all necessary measures to consider the proposed candidate (s) for election to the Board of Directors NAC Kazatomprom JSC.

Appendiсes:

1. Information about the candidate (according to the appendix);
2. Written consent of the candidate (s) for election to the Board of Directors;
3. Copy of a document confirming the higher education of the candidate (s);
4. Certificate of the authorized body of the Republic of Kazakhstan confirming the candidate (s) has no outstanding convictions;
5. Copy of the identity card of the shareholder of NAC Kazatomprom JSC;
6. Extract from the register of securities holders of NAC Kazatomprom JSC issued by the Central Securities Depository JSC dated \_\_\_\_\_\_\_\_\_\_ 202\_\_, confirming the ownership of the shares;
7. Explanations and a proposed decision on the initiated agenda item (in any form);
8. *Extract from the register of securities holders of NAC Kazatomprom JSC issued by the nominal holder dated \_\_\_\_\_\_\_\_\_\_ 202\_\_, confirming the ownership of the shares (if applicable);*
9. *Copy of the decision of the authorized body on the election / appointment of the head of the executive body of a legal entity that is a shareholder of NAC Kazatomprom JSC (if applicable);*
10. *Copy of the Power of Attorney that includes the right to submit proposals on the agenda of the general meeting of shareholders of NAC Kazatomprom JSC (if applicable).*
11. *Copy of the identity card of the representative of the shareholder of NAC Kazatomprom JSC (if applicable);*

Full name, position (if applicable) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ date \_\_\_\_\_\_\_\_\_\_\_\_\_\_ 20\_\_

**Appendix to the proposal on the candidate**

**to the Board of Directors of NAC Kazatomprom JSC**

**Information about the candidate to the Board of Directors of NAC Kazatomprom JSC**

1. Full name;
2. Date of birth;
3. Whom of the shareholders this candidate represents;
4. Information on whether the candidate is a shareholder of NAC Kazatomprom JSC (please indicate the share of the candidate’s voting shares as of the date of drawing up the list of shareholders entitled to vote at the general meeting of shareholders);

5) Education;

6) Affiliation of the candidate (s) to NAC Kazatomprom JSC;

7) Places of work and positions held for the last five (5) years;

8) Positions of the candidate (s) at the time of nomination to the Board of Directors of NAC Kazatomprom JSC;

9) Membership in the boards of directors of other legal entities;

10) Information on whether the candidate complies with the requirements to the members of the Board of Directors of NAC Kazatomprom JSC;

11) Information on nomination of the candidate (s) to the boards of directors/supervisory boards or election (appointment) to a position in other legal entities;

12) Relations of the candidate with affiliates and major counterparties of NAC Kazatomprom JSC;

13) Confirmation of the competence level and work experience of the candidate (s);

14) Other information that may affect the candidate’s performance of relevant duties, as well as other personal data provided by the candidate(s).

*\*A person cannot be a member of the Board of Directors if he/she:*

* 1. *does not have higher education;*
	2. *has an outstanding conviction or a conviction that has not been expunged in a procedure established by the legislation of the Republic of Kazakhstan;*
	3. *was previously an executive officer (chairman of the Board of Directors, CEO (chairman of the Management Board), deputy head, chief accountant) of a legal entity that was declared bankrupt or subject to temporary closing, financial recovery, compulsory liquidation during the employment of this person. This requirement is applied within 5 (five) years from the decision on bankruptcy, temporary closing, financial recovery or compulsory liquidation;*
	4. *was previously an official of a joint-stock company convicted by the court of committing crimes against property, in the sphere of economic activity or against the corporate interests in commercial or other organizations, and exempted from criminal liability for reasons other than exoneration for committing such crimes. This requirement is applied within 5 (five) years from the date of cancellation or expungement of conviction in a procedure established by the Law of the Republic of Kazakhstan “On Joint Stock Companies” or exemption from criminal liability.*
	5. *is a shareholder (member), an official or employee of a legal entity competing with NAC Kazatomprom JSC.*

*\*\*The candidate* *to an independent director of NAC Kazatomprom JSC shall not:*

1. *be an affiliate of NAC Kazatomprom JSC at the moment and for 3 (three) years preceding his/her election to the Board of Directors (except for the case of being an independent director of NAC Kazatomprom JSC);*
2. *be an employee of NAC Kazatomprom JSC and its affiliates at the moment and for 3 (three) years preceding his/her election to the Board of Directors of NAC Kazatomprom JSC;*
3. *be a close relative (parent, brother, sister, son, daughter) of, married to and in law relation (brother, sister, parent, son or daughter of a spouse) with, an employee of NAC Kazatomprom JSC at the moment and for 3 (three) years preceding his/her election to the Board of Directors of NAC Kazatomprom JSC;*
4. *be an affiliated person in relation to the affiliated persons of NAC Kazatomprom JSC;*
5. *be subordinated to officials of NAC Kazatomprom JSC or affiliated organizations of NAC Kazatomprom JSC at the moment and for 3 (three) years preceding his/her election to the Board of Directors of NAC Kazatomprom JSC;*
6. *be an affiliate of a major client or supplier of NAC Kazatomprom JSC or its affiliates at the moment and for 3 (three) years preceding his/her election to the Board of Directors of NAC Kazatomprom JSC;*
7. *be an affiliate of a non-profit organization receiving substantial funding from NAC Kazatomprom JSC or its affiliates;*
8. *provide any types of paid services, including consulting, to NAC Kazatomprom JSC and its affiliates;*
9. *be an official of a legal entity, in which an employee of NAC Kazatomprom JSC holds a position of a member of the Board of Directors;*
10. *be a public sector employee;*
11. *be a representative of shareholders at meetings of the bodies of NAC Kazatomprom JSC at the moment and for 3 (three) years preceding his/her election to the Board of Directors of NAC Kazatomprom JSC;*
12. *be an auditor of NAC Kazatomprom JSC at the moment and for 3 (three) years preceding his/her election to the Board of Directors of NAC Kazatomprom JSC;*
13. *participate in the audit of NAC Kazatomprom JSC as an auditor of an audit organization at the moment and for 3 (three) years preceding his/her election to the Board of Directors of NAC Kazatomprom JSC;*
14. *be an affiliate of the auditor of NAC Kazatomprom JSC or its affiliates at the moment and for 3 (three) years preceding his/her election to the Board of Directors of NAC Kazatomprom JSC.*