

Approved by the resolution of the Board of
Directors of NAC Kazatomprom JSC
dated April 30, 2019
Minutes # 5/19

**REGULATION
ON THE COMMITTEE FOR STRATEGIC PLANNING AND INVESTMENTS OF THE
BOARD OF DIRECTORS OF NATIONAL ATOMIC COMPANY KAZATOMPROM
JOINT STOCK COMPANY**

OBJECTIVE

This Regulation on the Committee for strategic planning and investments of the Board of Directors of NAC Kazatomprom JSC (hereinafter – the Regulation, the Committee) defines the procedure for the formation of the composition of the Committee, the status, competence, work procedure and duties of the Committee of the Company’s Board of Directors, procedure for convening and conducting the meetings, formalizing the decisions, as well as the rights and obligations of members of the Committee.

The Regulation has been developed in accordance with the legislation of the Republic of Kazakhstan, the Company's Charter, the Corporate Governance Code of the Company (hereinafter - the Corporate Governance Code) and other internal documents of the Company

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1. General Provisions

1.1. Status

1.1.1. Committee for strategic planning and investments is an advisory body of the Board of Directors of the Company and is established for in-depth study of issues that are within the competence of the Board of Directors or reviewed by the Board of Directors in order to monitor the activities of the executive body of the Company and develop the necessary recommendations to the Board of Directors and executive body of the Company.

1.1.2. Committee for strategic planning and investments reports to the Board of Directors of the Company, operates within the authorities provided by the Company's Board of Directors and this Regulation.

1.1.3. In its activities, the Committee for strategic planning and investments is guided by the laws of the Republic of Kazakhstan, Charter of the Company, Regulation on the Board of Directors of the Company, Instruction for preparation of materials for the meetings of the Board of Directors of Kazatomprom JSC and its committees as well as this Regulation and other decisions of the Board of Directors, General meeting of shareholders.

1.2. Competence

1.2.1. The competence of the Committee for strategic planning and investments of the Board of Directors includes following issues stipulated by the legislation of the Republic of Kazakhstan and the Charter of the Company:

- 1) On the strategic directions of the Company's activities:
 - a) preliminary consideration of the Company's Development Strategy, introduction of changes and additions;
 - b) preliminary consideration and approval of the Action Program and Action Plans for the implementation of the Company's Development Strategy and preparation of recommendations for achieving the aims set;
 - c) regular monitoring of the implementation of the Company's Development Strategy, and submission of a report to the Board of Directors with an assessment of the effectiveness of measures to implement the Company's Development Strategy and preparation of recommendations for achieving the aims set;
 - d) preliminary consideration and preparation of recommendations to the Board of Directors on internal documents governing the Company's strategic planning processes;
 - e) monitoring changes in the economic and competitive environment in order to determine their impact on the existing Company's Development Strategy and ensure revision/reassessment of the development strategy taking into account these changes;
 - f) analysis and provision of recommendations on the development of some strategic decisions related to improving the efficiency of the Company's operations in the medium and long term;
 - g) analysis and provision of recommendations on the development of some strategic decisions related to the reorganization of the Company in the form of merger, accession, division, separation of the transformation;
 - h) preliminary consideration of documents submitted for consideration by the Board of Directors of the Company containing information on the progress of the Development Strategy implementation, the achievement of target values of strategic key performance indicators (KPI);
- 2) For investment and innovation activities of the Company:
 - a) preliminary approval of internal documents of the Company governing the innovation policy that falls within the competence of the Board of Directors of the Company;
 - b) analysis of the Master Plan for the Company's development and individual investment projects for their compliance with the Company's Development Strategy;

- c) assessment of changes, including market conditions, current legislation and other, which may affect the development of the Company and the effective ownership of the financial and economic activities of the Company, and preparation of recommendations for taking such changes into account in the Master Plan for the Company's Development, Development Strategy for certain directions of the Company's activities and the Company as a whole;
- d) development of recommendations for the Company's Board of Directors with a view to the following adoption of decision on the following issues by the Board of Directors:
- e) approval of the Master Plan for the development of the Company and its amendment;
- f) analysis of the Monitoring Report on the implementation of the Master Plan for the Company's development on a quarterly basis;
- g) approval of implementation at all stages of the Company's investment projects and approval of the transition to the next stage of implementation;
- h) monitoring and adjustment of the main parameters of investment and innovation projects, previously reviewed and approved by the Committee, at all stages. The main parameters of the project include the cost of the project, the period and schedule of implementation, financing structure, indicators of economic efficiency of the project, the date of reaching the design capacity.

2. Forming the Committee for strategic planning and investments

2.1. Composition

2.1.1. It is a competence of the Company's Board of Directors to determine the number of Committee's members, term of powers of the Committee for strategic planning and investments, election of the Committee's Chair and the members as well as early termination of their powers.

2.1.2. The Committee for strategic planning and investments is formed from the members of the Company's Board of Directors and experts without the right to vote, who have necessary expertise to work in the Committee.

2.1.3. Committee for strategic planning and investments consists of at least three members. Experts are not considered as members of the Committee.

2.1.4. Only an independent director of the Board of Directors of the Company can be a member of the Committee for strategic planning and investments.

2.1.5. Experts without the right to vote are engaged by the decision of the Committee.

2.1.6. The Secretary of the Committee for strategic planning and investments is appointed by the decision of the Committee for strategic planning and investments, and performs the functions of organizing the work and informing the Committee for strategic planning and investments.

2.2. The Chair

2.2.1. The Chair of the Committee is elected by the Board of Directors from the independent directors.

2.2.2. The Chair of the Committee for strategic planning and investments performs the following functions:

- 1) Organizes the work of the Committee for strategic planning and investments;
- 2) Convenes meetings of the Committee for strategic planning and investments and chairs them;
- 3) Keeps records of the meetings;
- 4) Prepares a report on the activities of the Committee for strategic planning and investments and reports to the Board of Directors on the results of such activities at regular Board of Directors meetings.

2.2.3. In the absence of the Chair, his functions are performed by one of the members of the Committee for strategic planning and investments on the decision of the Committee for strategic planning and investments.

3. Rights and responsibilities of the members of Committee for strategic planning and investments

3.1. Rights of the Committee for strategic planning and investments members

3.1.1. A member of the Committee for strategic planning and investments shall have the right to perform the following in the established manner:

- 1) Request and receive from the officials and employees of the Company any information (documents, materials) regarding the Company, if the specified information is required to perform the functions of a member of the Committee for strategic planning and investments;
- 2) Familiarize with the Minutes of the meetings and decisions of the Committee for strategic planning and investments;
- 3) Require the inclusion of their own special opinions to the agenda items and decisions taken into the Minutes of the Committee for strategic planning and investments meetings;
- 4) Require the convening of a meeting of the Committee for strategic planning and investments;
- 5) Put items to the agenda of the Committee for strategic planning and investments meeting;
- 6) Exercise other rights stipulated by the current legislation of the Republic of Kazakhstan, Charter of the Company and other internal documents of the Company.

3.2. Responsibilities of the Committee for strategic planning and investments members

3.2.1. Each Committee member is obliged to attend at least 75 (seventy-five) % of the Committee meetings per year.

4. Organization of the work of the Committee for strategic planning and investments

4.1. Meetings of the Committee

4.1.1. Committee annually draws up and approves the work plan of the Committee.

4.1.2. The frequency of the meetings of the Committee is at least 4 (four) meetings a year.

4.1.3. In accordance with the Charter of the Company, the meetings of the Committee can be either in-presentia or in-absentia. Committee chooses the format of the meeting based on the importance of the issues addressed. At the same time, at least 75 (seventy five) % of the Committee's meetings should be held in-presentia.

4.1.4. During in-absentia voting on the issues of the agenda, ballots are used that are compiled in accordance with Appendix No. 1 hereto.

4.1.5. The ballot for in-absentia voting must be submitted by the Committee Secretary to the members of the Committee no later than 10 (ten) working days before the date of the counting of votes for in-absentia voting with notification of its holding (agenda of the meeting).

4.1.6. Ballot for in-absentia voting and other information (materials) must be sent to members of the Committee via postal / electronic or other communication, or delivered personally.

4.1.7. A decision by in-absentia voting shall be deemed adopted if there is a quorum according to ballots received within the prescribed period.

4.1.8. It is allowed that a member of the Committee takes part in the in-presentia Committee meeting, if there is a quorum, through a video conference (interactive audio-visual communication), conference call (simultaneous conversation through the telephone), or other means of communication. In such a case, the member of the Committee is considered to have participated in the in-presentia meeting. At the same time, the type of communication used shall be indicated in the Minutes of the Committee meeting.

4.1.9. Responsible departments shall regularly monitor the Work plan of the Committee and prepare materials accordingly.

4.1.10. Materials for the meetings of the Committee shall be prepared in accordance with the Instruction for preparation of materials for the meetings of the Board of Directors of Kazatomprom JSC and its committees.

4.1.11. Meeting of the Committee may be convened at the initiative of its Chair or Board of Directors of the Company or at the request of the following:

- 1) any member of the Audit Committee;
- 2) audit organization auditing the Company;
- 3) Shareholder;
- 4) Internal Audit Services of the Company;
- 5) Compliance Service.

4.1.12. If the Chair of the Committee refuses to convene a meeting, the initiator has the right to address this request to the Board of Directors of the Company, which is obliged to convene a meeting of the Committee. The meeting of the Committee is held with the obligatory invitation of the person who has addressed the above requirement.

4.1.13. Notification for convening the meeting of the Committee is provided in the form of the agenda of the meeting, which contains information on the date, time and place of the meeting, items of the agenda, and information on whether the meeting is held in-presentia or in-absentia. The Chair of the Committee approves the agenda beforehand.

4.1.14. The agenda of the meeting of the Committee with the relevant materials is prepared and circulated by the Secretary of the Committee to all Committee members and interested parties at least 10 (ten) working days before the planned date of the meeting.

4.1.15. A meeting of the Committee is considered valid if there is a quorum - at least half of members of the Committee.

4.1.16. The decisions are made by a simple majority of votes of participating Committee members. In case of equality of votes, the Chair of the Committee shall have the deciding vote.

4.1.17. Non-committee personnel may attend meetings only on the invitation of the Committee Chair.

4.1.18. Based on the results of each (in-presentia or in-absentia) Committee meeting, Minutes shall be drawn up in accordance with the legislation of the Republic of Kazakhstan and the Charter of the Company. The Minutes shall be signed by the Chair or by the person who chaired the meeting and by members of the Committee who attended the meeting, as well as by Secretary of the Committee, who are all responsible for the correctness and the content of the Minutes of the meeting.

4.1.19. The Secretary of the Committee shall keep the minutes of the Committee meetings in the Company. The term of storage of the Minutes of the Committee meetings shall be regulated by the legislation of the Republic of Kazakhstan and the Charter of the Company.

**Ballot of in-absentia
to the meeting of the Committee for strategic planning and investments of the Board of
Directors
of National Atomic Company Kazatomprom JSC**

Venue of NAC Kazatomprom JSC (Executive Board of NAC Kazatomprom JSC):

Meeting of the Committee for strategic planning and investments of the Board of Directors of NAC Kazatomprom JSC convened by: _____.

Date of submission of this Ballot to the member of the Committee for planning and investments of the Board of Directors of NAC Kazatomprom JSC _____
_____ 20 .

Full name

The deadline for accepting the ballots ____ 20__ until 16.30.

Explanation of the procedure for filling in the bulletin:

We request you to vote on each decision by putting a signature in the appropriate column for each agenda item.

If you vote for the decision, please put your signature in FOR column.

If you vote against the decision, please put your signature in AGAINST column.

If you abstain from making a decision, please put your signature in ABSTAINED column.

In case of voting AGAINST or if ABSTAINED, a member of the Committee for planning and investments of the Board of Directors has the right to express his/her special opinion to be attached separately in written form.

AGENDA:

1. _____

DECISION OF THE MEMBER OF THE COMMITTEE FOR PLANNING AND INVESTMENTS OF THE BOARD OF DIRECTORS ON THE AGENDA ISSUES:

- 5.3. _____
- 5.4. _____

Voting Result:

Full name	For	Against	Abstained