

NAC Kazatomprom JSC	CSS	
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**Regulation on the Corporate Secretary of
NAC Kazatomprom JSC**

Rev.	Pages changed	Developed by	Approved by
0.		Corporate Secretary M.D. Tulebayev <hr/> July 07, 2011	Decision of the Board of Directors of NAC Kazatomprom JSC No. 03/11 June 29, 2011

1. General provisions

1. This Regulation on the Corporate Secretary of National Atomic Company Kazatomprom JSC (hereinafter – the Regulation) is developed in accordance with the laws of the Republic of Kazakhstan and internal documents of National Atomic Company Kazatomprom JSC (hereinafter – the Company).
2. The Regulation defines the legal status of the Corporate Secretary of the Company (hereinafter – the Corporate Secretary), functions, rights and obligations of the Corporate Secretary, procedure of his/her appointment and termination of powers, as well as the Corporate Secretary's activities.
3. The Corporate Secretary is the Company's employee, who is not the officer of the Company, and shall be accountable to the Company's Board of Directors (hereinafter – the Board of Directors).
4. The Corporate Secretary shall act on the basis of and in accordance with the laws of the Republic of Kazakhstan and the internal documents of the Company.

2. Appointment and termination of powers of the Corporate Secretary

5. The Corporate Secretary shall be appointed by the Board of Directors for the term of at least one year, upon the recommendation of the Chairman and the members of the Board of Directors, by simple majority of votes of the members presenting at the meeting.
6. The Corporate Secretary shall have the required qualification and personal traits sufficient enough to perform his/her duties, particularly:
 - 1) higher education in the field of law, management or finance and economics;
 - 2) professional experience at least 3 (three) years in corporate law or corporate governance;
 - 3) personal traits such as social skills, responsibility, ability to settle conflicts between the participants of corporate relations;
 - 4) organizational and analytical skills.
7. For consideration of the candidate to the position of the Corporate Secretary the candidate shall submit the following information to the Board of Directors:
 - 1) full name of the candidate;
 - 2) date and place of birth;
 - 3) information about education (main and additional), including the name of institute, year of graduation, qualification, degree (if any);
 - 4) information about the place of work at least for the last 5 (five) years;
 - 5) information about affiliation to the Company;
 - 6) ownership of shares (participatory interests) of other organizations;
 - 7) written consent of the candidate for his/her appointment to the position of the Corporate Secretary;
 - 8) other information, that can have impact on the appointment decision.
8. Terms for performing functions by the Corporate Secretary shall be determined by the Employment Agreement.

9. The Board of Directors, in the order set by the laws of the Republic of Kazakhstan, shall have the right to take decision on early termination of powers of the Corporate Secretary and termination of the Employment Agreement with him/her.
10. The Corporate Secretary shall not coincide his/her activity with other duties in the Company and/or paid positions in other organizations.

3. Tasks of the Corporate Secretary

11. The tasks of the Corporate Secretary are the following:
 - 1) ensuring efficient activity of the Board of Directors and its committees;
 - 2) ensuring activities on preparation of decisions of the Sole Shareholder of the Company (hereinafter – the Sole Shareholder) in accordance with the requirements of the Republic of Kazakhstan and the Company’s internal documents;
 - 3) monitoring of compliance by the Executive Board and the Company’s officers with the laws of the Republic of Kazakhstan in the field of corporate governance and internal documents of the Company regulating corporate governance, improvement of the policy and practice in the field of corporate governance;
 - 4) ensuring storage, disclosure and submission of information about the Company;
 - 5) ensuring clear and effective interrelation between the Company’s bodies;
 - 6) activities within his/her competence aimed at increasing the level of the corporate governance in the Company.

4. Functions of the Corporate Secretary

12. To ensure the efficient activity of the Board of Directors and its committees the Corporate Secretary shall perform the following functions:
 - 1) familiarization of newly elected members of the Board of Directors with the Company’s activities (induction) in accordance with the Company’s internal documents governing the induction procedure, including clarification of the applicable rules of the activity of the Company’s Board of Directors and other bodies of the Company, providing information about officials and the Company’s org chart, its internal documents, decisions of the Sole Shareholder and the Board of Directors and other information relevant to the proper execution by the Board members of their duties;
 - 2) organization of the introductory meetings for newly elected members of the Board of Directors with the bodies and heads of structural subdivisions of the Company;
 - 3) development, jointly with the Chairman of the Board of Directors, of the draft action plan of the Board of Directors with the schedule of the meetings for the corresponding year;
 - 4) preparation of the draft agendas for the meetings of the Board of Directors and submission thereof to the Chairman of the Board of Directors;
 - 5) ensuring proper preparation of materials according to the agenda of the meetings of the Board of Directors including compliance with the procedures

- of materials preparation, preliminary discussions (organization of preliminary discussions) with officials, the Company's Internal Audit Service, heads and employees of the structural subdivisions of the Company;
- 6) timely submission of notification to the members of the Board of Directors on the meeting of the Board of Directors and agenda of the meeting with all required materials, and notification of the persons invited to the meeting;
 - 7) ensuring compliance with the procedure of the meetings and making decision by the Board of Directors, submission of clarification of requirements of the laws of the Republic of Kazakhstan and the Company's internal documents relating to the procedural issues of preparation, meeting arrangement and making a decision by the Board of Directors;
 - 8) protocoling the meeting of the Board of Directors according to the requirements of the laws of the Republic of Kazakhstan, the Company's Charter and other internal documents, and timely signing by the Board members of the decisions of the Board of Directors (minutes);
 - 9) sending a copy of the absentee decision of the Board of Directors to the members of the Board of Directors with the copies of ballots, based on which a decision was made, within 20 (twenty) days from the date of its execution;
 - 10) control over the fulfilment of decisions of the Board of Directors and informing the Board of Directors about the results (course) of fulfilment of decisions in the order set by the Board of Directors;
 - 11) upon the request of the members of the Board of Directors submission of the minutes of the meetings of the Board of Directors and decisions taken by absentee voting, for acquaintance, and submission of extracts from the minutes and decisions certified by the signature of the Corporate Secretary and the stamp of the Company;
 - 12) preparation of ballots for absentee voting of the members of the Board of Directors, distribution and collection of ballots, summing up of the results of voting on the issues of the agenda;
 - 13) provision (ensuring provision) to the members of the Board of Directors of information according to the internal documents, and the documents and information requested by them;
 - 14) provision of information to the Chairman and the members of the Board of Directors about all facts preventing the fulfilment by the Corporate Secretary of his/her functions;
 - 15) collection and keeping of information relating to the members of the Board of Directors required for submission to the corresponding state bodies in the order specified by the laws of the Republic of Kazakhstan and the Company's internal documents;
 - 16) organizational support to the activity of the Board's committees, including ensuring preparation of materials and arrangement of meetings, notification to the members of the committees and invited persons about the convening of the meeting, delivery to the members of the committees of materials according to the agenda, protocoling, storage of recommendations, conclusions of the committees and their submission to the Chairman and members of the Board of Directors;

- 17) keeping records and storage of all correspondence sent to the address of the Board of Directors and its committees, participation in preparation of responses to the requests received;
 - 18) participation in the procedure of assessment of the Board of Directors , its committees and each member of the Board in accordance with the internal documents of the Company;
 - 19) support in training of the members of the Board according to the internal documents of the Company regulating the advance training of the Board members of NAC Kazatomprom JSC.
13. To fulfill the task on ensuring activities on preparation of decisions of the Sole Shareholder of the Company in accordance with the requirements of the Republic of Kazakhstan and the Company's internal documents, the Corporate Secretary is assigned with the function of providing preparation and collection of materials to be submitted to the Sole Shareholder in accordance with the laws of the Republic of Kazakhstan, and providing access to such materials.
14. To fulfill the task on monitoring of compliance by the Executive Board and the Company's officers with the laws of the Republic of Kazakhstan in the field of corporate governance and internal documents of the Company, regulating corporate governance, improvement of the policy and practice in the field of corporate governance, the Corporate Secretary shall perform the following functions:
- 1) analysis of materials submitted for consideration by the Board of Directors by the officials, structural subdivisions of the Company, whether they comply with the laws of the Republic of Kazakhstan in the field of corporate governance and the Company's internal documents regulating the corporate governance;
 - 2) informing the Chairman and the members of the Board of Directors on any identified violations by officials, structural subdivisions of the Company and its subsidiaries of the laws of the Republic of Kazakhstan in the field of corporate governance and internal documents of the Company regulating the corporate governance;
 - 3) monitoring and analysis of the law, existing practice, trends, prospects for development in the field of corporate governance and corporate social responsibility in the Republic of Kazakhstan, abroad and sending of analytical reports, information, recommendations to the members of the Board of Directors, officials, corresponding bodies and heads of structural subdivisions of the Company;
 - 4) providing and organization of consultations to the members of the Board of Directors, officials of the Company on the issues related to the requirements of the state bodies, advanced world practice, provisions of the laws of the Republic of Kazakhstan in the field of corporate governance;
 - 5) participation in the development, compliance with and regular review of the policy and practice of corporate governance of the Company;
 - 6) participation in preparation of the report for the Board of Directors on the corporate governance in the Company, compliance with the requirements of the laws of the Republic of Kazakhstan in the field of corporate governance and internal documents of the Company with proposal of decisions aimed at improvement of corporate governance practice in the Company.

15. To fulfill the task on ensuring storage, disclosure and submission of information about the Company, the Corporate Secretary shall perform the following functions:
 - 1) ensuring compliance with the requirements to the order of storage and disclosure (submission) of information about the Company, set by the laws of the Republic of Kazakhstan, the Company's Charter and other internal documents;
 - 2) control over the timely disclosure by the Company of the information to the Board of Directors and the Sole Shareholder in the order set by the laws of the Republic of Kazakhstan, the Company's Charter and other internal documents;
 - 3) ensuring timely submission to the Sole Shareholder of information affecting its interests in accordance with the laws of the Republic of Kazakhstan, the Company's charter, other internal documents of the Company, decisions of the Sole Shareholder;
 - 4) ensuring keeping and storage of information on the interest of the members of the Board of Directors, Chairman of the Board and members of the Executive Board in taking decisions within their competencies;
 - 5) providing timely transmission of documents that the Corporate Secretary has as a result of performance of obligations, to the Company's files;
 - 6) participation in preparation of the Company's annual report.
16. To fulfill the task on ensuring clear and effective interrelation between the Company's bodies, the Corporate Secretary shall perform the following functions:
 - 1) accounting, in accordance with the internal documents of the Company, of information (proposals) on placement of authorized shares, as well as information (proposals) on the purchase of placed shares and shares to be placed;
 - 2) informing on potential and actual corporate conflicts and conflicts of interest of corresponding bodies of the Company and participation in their settlement in accordance with the Company's internal documents;
17. To fulfill the task on providing activities aimed at increasing the level of the corporate governance in the Company, the Corporate Secretary shall perform the following functions:
 - 1) business correspondence with officials of the Company, heads of structural subdivisions of the Company, as well as other physical and legal persons within his/her competence, as well as subject to the decisions of the Sole Shareholder and under the instruction of the members of the Board of Directors;
 - 2) participation in preparation of draft internal documents, approval of which relates to the competence of the Sole Shareholder and/or the Board of Directors;
 - 3) methodological support in the work of corporate secretaries (if any) of subsidiary and affiliated organizations of the Company;
 - 4) participation in building relations with the investors.
18. The Corporate Secretary may perform other functions specified in the laws of the Republic of Kazakhstan.
19. Functions specified in this section of this Regulation are performed by the Corporate Secretary independently and in the course of management by the Corporate Secretary Service (in case of its formation).

5. Corporate Secretary Service

20. To ensure effective performance by the Corporate Secretary of his/her functions, the Corporate Secretary Service may be created subject to the decision of the Board of Directors.
21. The Corporate Secretary Service is the structural subdivision of the Company. The Corporate Secretary is the head of the Service. The Service is subordinated directly to the Corporate Secretary. The Corporate Secretary defines and distributes obligations between the employees of the Corporate Secretary Service and specifies their substitution.
22. Employees of the Corporate Secretary Service shall have relevant qualification sufficient for performing duties assigned to them. Requirements to qualification of employees of the Corporate Secretary Service shall be specified in the corresponding job descriptions.
23. Internal rules of remuneration and social support for administrative employees of the Company shall apply to the employees of the Corporate Secretary Service except for the Corporate Secretary.
24. Obligations and rights of the Corporate Secretary Service employees shall be defined in the relevant job descriptions.

6. Rights and obligations of the Corporate Secretary

25. The Corporate Secretary shall have the right to:
 - 1) request and receive from the Company's officials, heads of the Internal Audit Service and structural subdivisions the materials (information), and clarifications if needed, required for performance of his/her functions;
 - 2) have access and work with the Company's documents that are confidential, and data constituting state secrets, if he/she has a relevant access under the agreement with the head of the structural subdivision of the Company that provides information security;
 - 3) check completeness of the materials submitted on the issues included into the agenda of the meeting of the Board of Directors, and the issues submitted for consideration by the Sole Shareholder, with the right to make comments and proposals;
 - 4) exercise other rights specified and arising out of the laws of the Republic of Kazakhstan.
26. The Corporate Secretary shall:
 - 1) comply with the requirements of the laws of the Republic of Kazakhstan, the Company's charter, the Corporate Governance Code, this Regulation and other internal documents of the Company;
 - 2) comply with the instructions of the Chairman of the Board and decisions of the Board of Directors;
 - 3) report about his/her activity to the Board of Directors in terms and order set by the Board of Directors;

- 4) keep confidentiality of the information about the Company and its affiliated persons, inside information that became known in the period of performance by the Corporate Secretary of his/her duties and within at least three years after termination of duties as a Corporate Secretary, if longer period is not specified in the laws of the Republic of Kazakhstan and the Company's internal documents;
- 5) not receive from any physical and legal persons any gifts, services or other benefits which constitute or may constitute remuneration for decisions or actions taken by the Corporate Secretary as part of his/her official duties except for some courtesy and symbolic souvenirs according to the generally accepted rules of comity and hospitality and other official events.

7. Terms of remuneration to the Corporate Secretary

27. The Board of Directors shall define the amount of official salary, terms of remuneration, bonus payment and social support to the Corporate Secretary.
28. Terms of remuneration, bonus payment and social support to the Corporate Secretary shall be specified in the Employment Agreement executed between the Company and the Corporate Secretary based on the decision of the Board of Directors.

8. Responsibility of the Corporate Secretary and employees of the Corporate Secretary Service

29. The Corporate Secretary, employees of the Corporate Secretary Service shall act in the interests of the Company and the Sole Shareholder, perform their duties in good faith and in a due manner.
30. The Corporate Secretary, employees of the Corporate Secretary Service, in the order set by the laws of the Republic of Kazakhstan, the Company's internal documents, employment agreements, shall be liable for:
 - 1) undue performance of the tasks, duties, rights and obligations assigned to them;
 - 2) losses caused to the Company by their actions (omissions).

9. Final provisions

31. In case of any changes or additions to the laws of the Republic of Kazakhstan the Company's charter, the Corporate Governance Code, this Regulation shall be in effect to the extent not contradicting to such changes and additions.

32. This Regulation shall come into force from the date of its approval by the Board of Directors in the order set by the laws of the Republic of Kazakhstan and the Company's internal documents.