

NAC Kazatomprom JSC	Corporate Secretary Service	Regulation
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REGULATION ON THE GENERAL MEETING OF KAZATOMPROM SHAREHOLDERS

Purpose

This Regulation on the General Meeting of Shareholders of the National Atomic Company Kazatomprom Joint Stock Company (hereinafter – “the Regulation”) defines the operating procedures of the General Meeting of Shareholders of the National Atomic Company Kazatomprom Joint Stock Company (hereinafter – “the Company”), the status and competence of the General Meeting of Shareholders of the Company (hereinafter – “the General Meeting of Shareholders” or “the GMS”), as well as the procedure for convening and holding meetings of the General Meeting of Shareholders of the Company.

1. GENERAL PROVISIONS

1.1. The status of the General Meeting of Shareholders.

This Regulation was developed in accordance with the Law of the Republic of Kazakhstan dated May 13, 2003 No. 415-II “On Joint Stock Companies” (hereinafter – “the RoK Law on JSC”), the Charter of the Company, the Corporate Governance Code of the Company (hereinafter – “the Corporate Governance Code”) and other internal documents of the Company.

This Regulation is approved by a decision of the Company’s GMS and enters into force after being approved.

The General Meeting of Shareholders is the supreme body of the Company.

GMS can be annual or extraordinary.

GMS can be in-presentia, in-absentia and mixed voting.

The corporate governance system shall ensure fair treatment of all shareholders of the Company and the exercise of their rights.

1.2. Basic principles of the GMS.

The GMS activities are based on the following principles:

- 1) Legality;
- 2) Justice;
- 3) Clarity and transparency;
- 4) Efficiency;
- 5) Ethics and social responsibility;
- 6) Growth in long-term value and sustainable development.

Rev. No.	Pages revised	Developed by	Approved by
0.		M. Tnymbergenova, Corporate Secretary of NAC Kazatomprom JSC _____ 2021	General Meeting of Kazatomprom Shareholders _____ No. ___ dated

2. COMPETENCES OF THE GENERAL MEETING OF SHAREHOLDERS

2.1. The GMS competence includes the issues stipulated by the legislation of the Republic of Kazakhstan, the Charter of the Company and this Regulation.

2.2. The following issues fall within the exclusive competence of the GMS:

1) Introduction of amendments and additions to the Company's Charter or its approval in a new edition;

1-1) approval of the Corporate Governance Code, as well as amendments and additions to it if the adoption of such Code is envisaged by the Company's Charter;

State-controlled joint stock companies (with the exception of Samruk Kazyna JSC) approve corporate governance codes in accordance with the model corporate governance code;

2) Voluntary reorganization or liquidation of the Company;

3) Making a decision to increase the number of announced shares of the Company or change the type of unplaced announced shares of the Company;

3-1) determining the conditions and procedure for converting the Company's securities, as well as their change;

3-2) making a decision on the issue of securities convertible into common shares of the Company;

3-3) making a decision on the exchange of placed shares of one type for shares of another type, determining the conditions, terms and procedure for such an exchange;

4) Determining the number of members and term of office of the counting commission, election of its members and early termination of their powers;

5) Determining the number of members and term of office of the board of directors, election of its members and early termination of their powers, as well as determination of the amount and conditions for remuneration and compensation of expenses to members of the board of directors for the performance of their duties;

6) Determining the auditing organization to carry out the audit of the Company;

7) Approval of the annual financial statements;

8) Approval of the procedure for distributing the Company's net income for the reporting financial year, making a decision on the payment of dividends on ordinary shares and approving the amount of dividends per one ordinary share of the Company;

9) Making a decision not to pay the dividends on ordinary shares of the Company;

9-1) making a decision on voluntary delisting of the Company's shares;

10) Making a decision on the Company's participation in the creation or activities of other legal entities or withdrawal from the membership (shareholders) of other legal entities by transferring (receiving) a part or several parts of assets in the amount of twenty-five or more percent of all assets owned by the Company;

11) Determining the form of the Company's notifying the shareholders about the convocation of the general meeting of shareholders;

12) Approval of changes to the methodology (approval of the methodology, if it was not approved by the founding meeting) for determining the value of shares when they are redeemed by the Company on the unorganized market in accordance with the RoK Law on JSC;

13) Approval of the GMS agenda;

14) Determining the procedure for providing shareholders with the information on the activities of the Company, if such a procedure is not determined by the Charter of the Company;

15) Introduction and cancellation of the "golden share";

15-1) Making a decision on conclusion of a major transaction by the Company, within which the Company acquires or alienates (can acquire or alienate) the property, the value of which is fifty or more percent of the total book value of the assets of the joint-stock company as of the date of the decision on the transaction to acquire or alienate fifty or more percent of the total book value of its assets;

16) Other issues, the adoption of decisions on which is attributed to the exclusive competence of the general meeting of shareholders by the RoK Law on JSC and (or) the Company's Charter.

2.3. It is not allowed to transfer the issues, the adoption of decisions on which is attributed to the exclusive competence of the general meeting of shareholders, to the competence of other bodies, officials and employees of the Company, unless otherwise provided by the RoK Law on JSC and other legislative acts of the Republic of Kazakhstan.

2.4. The GMS has the right to cancel any decision of other bodies of the Company on the issues related to the internal activities of the Company.

2.5. The GMS exercises control over the activities of the Company's Board of Directors.

3. RIGHTS AND OBLIGATIONS OF THE COMPANY'S SHAREHOLDERS

3.1. The shareholder of the Company has the right to:

- 1) Own, use and dispose of the shares belonging to him/her;
- 2) Participate in the management of the Company in the manner prescribed by the RoK Law on JSC and (or) the Charter of the Company and this Regulation;
- 3) Receive dividends, as well as demand the payment of dividends not received within the prescribed period, regardless of the period of formation of the Company's debt;
- 4) Receive, in accordance with the requirements of the legislation of the Republic of Kazakhstan, the Listing Rules, the Corporate Governance Code and other internal documents of the Company, information on the activities of the Company, transactions in the field of share capital (shares), get acquainted with the financial statements of the Company, in the manner determined by the GMS or the Company's Charter;
- 5) Propose to the GMS the candidates for the election to the Company's Board of Directors;
- 6) Receive extracts from the central depository or a nominee holder, confirming his/her ownership of securities;
- 7) Pledge and sell the shares and other securities of the Company belonging to him/her in accordance with the legislation of the Republic of Kazakhstan and the Company's Charter;
- 8) Apply to the Company with written inquiries about its activities and receive reasoned responses within 30 (thirty) calendar days from the date of receipt of the inquiry by the Company;
- 9) Contest in the court the decisions made by the Company's bodies;
- 10) A part of the property remaining in the event of liquidation of the Company;
- 11) Preemptive purchase of shares or other securities of the Company, convertible into its shares, in the manner prescribed by the legislation of the Republic of Kazakhstan and the Charter of the Company;
- 12) Apply to state bodies to protect his/her rights and legitimate interests violated by the Company;
- 13) When owning, independently or jointly, with other shareholders, five or more percent of the Company's voting shares, apply to the judicial authorities on his/her own behalf in cases stipulated by the RoK legislative acts, with a demand for compensation to the Company by the Company's officials, for losses caused to the Company and return to the Company by the Company's officials and (or) their affiliated persons of profit received by them as a result of decisions taken to conclude (proposals for concluding) major transactions and (or) non-arm's length transactions;
- 14) Consider with other shareholders and the Company's representatives the issues of observance of the shareholders' fundamental rights and the Company's corporate governance policy.

3.2. A major shareholder of the Company has the right to:

- 1) Demand the convocation of an extraordinary GMS of the Company or apply to the court with a claim for its convocation if the board of directors refuses to convene the GMS;
- 2) Propose to the board of directors the inclusion of additional items on the GMS agenda in accordance with the legislation of the Republic of Kazakhstan;
- 3) Demand the convocation of a meeting of the board of directors of the Company;

4) Demand the audit organization to conduct an audit of the Company at its own expense.

3.3. Shareholders may also have other rights provided for by the legislation of the Republic of Kazakhstan and (or) the Charter of the Company. The Company ensures the exercise of the rights of shareholders regardless of the type of shares they hold. Limitation of the shareholders' rights provided for by this Regulation is not allowed.

3.4. The shareholder of the Company is obliged to:

1) Pay for shares in the manner, amount and methods provided for by the legislation of the Republic of Kazakhstan and the Charter of the Company;

2) Within 10 (ten) business days, notify the central depository and (or) the nominee holder of shares owned by the shareholder about changes in the information required to maintain the system of registers of the Company shareholders;

3) Not to disclose information about the Company or its activities, which constitutes an official, commercial or other secret of the Company protected by law;

4) Perform other duties provided for by the legislative acts of the Republic of Kazakhstan.

3.5. Provision to shareholders by the Company.

3.5.1. The Company provides the following for the shareholders to exercise their rights and fulfill their obligations:

1) Fair and equal treatment of all shareholders, regardless of the type of shares they hold, including providing the opportunity for all shareholders to participate in the general meeting;

2) Reliable information on the financial and economic activities of the Company and its results in accordance with the requirements of the legislation of the Republic of Kazakhstan and the Listing Rules; transactions in the area of share capital (shares), if concluded, which should be as reasonable and transparent as possible for shareholders;

3) Upon the shareholders' requests, provide them with complete information on corporate events of the Company in the manner prescribed by the Charter of the Company;

4) Effective participation of shareholders at the general meeting of shareholders (timely notification of shareholders of holding the general meeting of shareholders; provision of necessary and complete information, including organizational and reporting information, data on the agenda of the meeting; registration of shareholders; organization of the meeting; informing shareholders about the voting rules and procedures, etc.);

5) Participation of shareholders in resolving the issues related to significant corporate events.

3.5.2. Institutional investors disclose the corporate governance structure, voting policy in relation to the Company, conflicts of interest, if any. These shareholders should not use a formal approach when exercising their rights; they should take into account, in particular, the nature of the risks and difficulties faced by the Company.

3.5.3. The Company and the Company's registrar shall not be liable for the consequences of failure by a shareholder to fulfill his/her obligation to provide the information necessary for maintaining the system of registers of the Company's shareholders.

4. PROCEDURE FOR CONVENING AND HOLDING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

4.1. The Company is obliged to hold an annual GMS. The annual GMS is convened by the board of directors of the Company.

4.2. The annual GMS is held within five months after the end of the financial year. The specified period is considered extended up to three months if it is impossible to complete the audit of the Company's activities for the reporting period.

4.3. The following is attributed to the scope of the Company's annual GMS:

1) Approval of the annual financial statements of the Company (separate and consolidated);

2) Defining the procedure for distribution of the net income of the Company for the past financial year and the amount of dividend per one ordinary share of the Company;

3) Review of the issue of shareholders' appeals to the actions of the Company and its officials and the results of their consideration.

The annual GMS is also entitled to consider other issues, the adoption of decisions on which is attributed to the competence of the General Meeting of Shareholders.

4.4. The GMS are prepared and held by:

- 1) The executive body of the Company;
- 2) The Registrar of the Company in accordance with a contract concluded with it;
- 3) The board of directors of the Company;
- 4) The Liquidation Commission of the Company.

4.5. The expenses related to the convocation, preparation and holding of the GMS shall be borne by the Company, except for the cases established by the legislation of the Republic of Kazakhstan.

5. PROCEDURE FOR CONVENING AND HOLDING THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

5.1. The meetings held in addition to the annual GMS are extraordinary.

5.2. An extraordinary GMS is convened on the initiative of:

- 1) The board of directors;
- 2) A major shareholder;
- 3) The Liquidation Commission, if the Company is in the process of voluntary liquidation.

5.3. An extraordinary GMS may be convened and held on the basis of a court decision taken at the suit of a major shareholder of the Company, if the bodies of the Company have not complied with his/her requirements to hold an extraordinary GMS.

5.4. The request to convene an extraordinary GMS is presented to the board of directors by sending a corresponding written message to the location of the executive body of the Company, which shall contain the agenda of such a meeting.

5.5. The board of directors is obliged to make a decision within ten business days from the date of receipt of the specified request and no later than three business days from the date of such a decision to send the person, who submitted such request, a message on the decision to convene an extraordinary GMS or to refuse to convene it.

5.6. The requirement of a major shareholder to convene an extraordinary GMS is presented to the board of directors by sending a corresponding written message to the location of the executive body of the Company, which shall contain a clear agenda for such a meeting.

5.7. The board of directors of the Company is not entitled to amend the wording of the agenda items and change the proposed procedure for holding an extraordinary GMS convened at the request of a major shareholder. When convening an extraordinary GMS in accordance with the submitted request, the board of directors has the right to supplement the agenda of the general meeting with any issues at its own discretion.

5.8. If a request to convene an extraordinary GMS comes from a major shareholder (shareholders), it shall contain the names (titles) of the shareholders (shareholder) requiring the convening of such a meeting, and an indication of the number and type of shares owned by them/him/her.

A request to convene an extraordinary GMS is signed by the person(s) requesting the convening of an extraordinary GMS.

If, within the period established by this clause, the Company's Board of Directors does not make a decision to convene an extraordinary GMS upon the submitted request, the person requesting its convocation has the right to apply to the court with a demand to oblige the Company to hold an extraordinary GMS.

6. FORM OF THE GENERAL MEETING OF SHAREHOLDERS

6.1. The GMS can be held in the following forms:

- 1) Joint attendance of shareholders to discuss the agenda issues and make decisions on the issues put to the vote (voting in person);
 - 2) Absentee voting (by poll) without giving them the opportunity to be present together to discuss the agenda and make decisions on the issues put to the vote;
 - 3) Mixed voting, when one of the shareholders cannot personally attend GMS (mixed voting).
- 6.2. A new (adjourned) GMS to replace the GMS that did not take place, which shall be held by joint attendance of shareholders (in-person voting), cannot be held by absentee voting.

7. PREPARATION TO THE GENERAL MEETING OF SHAREHOLDERS

7.1. The list of shareholders entitled to take part in the GMS is drawn up by the Central Securities Depository on the basis of data from the register of shareholders of the Company. The date of such list not be earlier than the date of the decision on holding the GMS. If, after compiling the list of shareholders entitled to participate and vote at the GMS, the person included in this list alienates the voting shares of the Company belonging to him/her, the right to participate in the GMS shall pass to a new shareholder. In this case, documents shall be submitted confirming the ownership of the shares.

7.2. The GMS is held at the location of the executive body of the Company, with the exception of the GMS, where the decisions are made by absentee voting.

7.3. The shareholders of the Company shall have the right to take part in the in-presentia meeting of the GMS remotely using communication means (i.e. in the mode of a videoconference and conference call).

7.4. The date and time of the GMS shall be set in such a way that the largest number of persons entitled to participate in the meeting could take part in it.

7.5. The start time of registration of participants and the time of the meeting shall give the counting commission of the Company sufficient time for registration, counting the number of participants and determination of the quorum.

7.6. Shareholders shall be notified of the upcoming GMS no later than 30 (thirty) calendar days in advance, and in case of absentee or mixed voting, when mail communication is used to notify one or more shareholders, no later than 45 (forty five) calendar days before the date of the meeting.

7.7. The notice of the GMS shall be published in the Kazakh and Russian languages on the Internet resource of the Financial Statements Depository, or shall be brought to the attention of the shareholder by sending him/her a written notice. A written notice of the GMS is sent to shareholders on paper or in electronic form.

7.8. The notice of the GMS, where decisions are made by in-person or mixed voting, shall contain:

- 1) full name and location of the executive body of the Company;
- 2) information about the initiator of the GMS;
- 3) the date, time and place of the meeting, the start time of registration of participants, as well as the date and time of the adjourned meeting, which shall be held if the first meeting does not take place;
- 4) the date of the list of shareholders entitled to participate in the GMS;
- 5) the GMS agenda;
- 6) the procedure of familiarizing shareholders with the materials of the GMS agenda;
- 7) the GMS procedure;
- 8) the procedure of absentee voting;
- 9) the norms of the legislative acts of the Republic of Kazakhstan, in accordance with which the GMS of the Company is held.

In case of mixed voting, the notice of the GMS of the Company, in addition to the information provided for in clause 5.8, indicates the final date for the provision of ballots.

7.9. The notice of the GMS of the Company, where decisions are made by absentee voting, shall contain:

- 1) full name and location of the executive body of the Company;
- 2) information on the initiator of the GMS;
- 3) the date of the list of shareholders entitled to participate in the GMS;
- 4) the start and end dates for the provision of ballots for calculating the results of absentee voting;
- 5) the date of counting the results of absentee voting;
- 6) the GMS agenda;
- 7) the procedure of familiarizing shareholders of the Company with the materials of the GMS agenda;
- 8) the procedure of voting;
- 9) norms of legislative acts of the Republic of Kazakhstan, in accordance with which the GMS of the Company is held.

7.10. An adjourned GMS may be scheduled not earlier than the next day after the established date of the initial (failed) GMS.

An adjourned GMS shall be held in the same place as the failed GMS. The agenda of the adjourned GMS shall not differ from the agenda of the failed GMS.

7.11. The agenda of the GMS is formed by the board of directors and shall contain an exhaustive list of specifically formulated issues for discussion.

7.12. At the opening of the GMS held by in-person voting, the board of directors is obliged to report on the proposals received by it to amend the agenda.

7.13. The agenda of the GMS is approved by a simple majority of votes from the total number of voting shares of the Company represented at the meeting.

7.14. The agenda of the GMS held in person may include:

1) additions proposed by shareholders owning, independently or in aggregate with other shareholders, five or more percent of the voting shares of the Company, or by the board of directors, provided that the shareholders of the Company are notified of such additions no later than fifteen days before the date of the GMS;

2) amendments and (or) additions, if the majority of shareholders (or their representatives) participating in the GMS and holding in aggregate at least ninety-five percent of the Company's voting shares voted for their introduction.

When a decision is made by the GMS by absentee voting and (or) mixed voting, the agenda of the GMS may not be changed and (or) supplemented.

7.15. The GMS is not entitled to consider issues not included in the agenda and make decisions on them.

It is prohibited to use broadly understanding language in the agenda, including "miscellaneous", "other" and similar wording.

7.16. Materials on the agenda items provided to shareholders shall contain information to the extent necessary for making well-argued decisions. At the same time, the Company shall propose a separate decision for each separate issue of the agenda.

7.17. Materials to be submitted to shareholders for the annual GMS shall include:

1) annual financial statements of the Company (separate and consolidated);

2) an audit report to the annual financial statements of the Company (separate and consolidated);

3) proposals of the board of directors on the procedure of distributing the Company's net income for the past financial year and the amount of dividend per year per one ordinary share of the Company;

4) information on shareholders appeals to the actions of the Company and its officials and the results of their consideration;

5) other documents at the discretion of the initiator of the GMS.

7.18. Materials on the election of the bodies (of the board of directors) of the Company shall contain the following information on the proposed candidates:

1) last name, first name, and also, if desired, patronymic;

- 2) education;
- 3) affiliation with the Company;
- 4) places of work and positions held for the last three years;
- 5) other information confirming the qualification, work experience of candidates.

If the issue of election of the board of directors of the Company (election of a new member of the board of directors) is included in the GMS agenda, the materials shall indicate which shareholder the proposed candidate to the board of directors represents and (or) whether he/she is a candidate to the position of an independent director of the Company.

In case of the in-presentia GMS, if possible, the candidate (s) nominated for election as a member (s) of the board of directors shall present at the GMS to provide shareholders with the opportunity to ask questions.

7.19. Materials of the GMS agenda shall be ready and available at the location of the executive body of the Company for shareholders to review, no later than 10 (ten) calendar days before the date of the meeting, and if requested by a shareholder – shall be sent to him/her within three working days from the date of the request.

8. PROCEDURE OF THE GENERAL MEETING OF SHAREHOLDERS, QUORUM OF THE GENERAL MEETING OF SHAREHOLDERS

8.1. The procedure of the GMS convening, preparation and holding shall be determined in accordance with the legislation of the Republic of Kazakhstan, the Charter and this Regulation, or directly by the decision of the GMS of the Company.

8.2. When voting on the issue of electing the chair of the GMS, each shareholder has one vote, and the decision is made by a simple majority of votes from the number of those present. The chair of the Management Board of the Company cannot preside over the GMS.

During the GMS, its chair has the right to put to a vote a proposal to terminate debate on the issue under consideration, as well as to change the method of voting on it. The chair does not have the right to interfere with the speeches of persons entitled to participate in the discussion of an agenda item, except for cases when such speeches lead to a violation of the rules of the general meeting or when the debate on this issue is terminated.

8.3. When voting on the issue of electing the secretary of the GMS, each shareholder has one vote, and the decision is made by a simple majority of votes from the number of those present. The secretary of the GMS is responsible for the completeness and accuracy of the information in the minutes of the GMS.

8.4. A shareholder - the owner of the Company's voting shares participates in the GMS personally or through his/her representative.

The Chair of the Management Board of the Company has no right to act as a representative of shareholders at the GMS of the Company. Employees of the Company are not entitled to act as representatives of shareholders at the GMS, unless such representation is based on a power of attorney containing clear instructions on voting on all issues on the GMS agenda.

The shareholder's representative shall act on the basis of a power of attorney drawn up in accordance with the legislation of the Republic of Kazakhstan. A power of attorney is not required to participate in the GMS and vote on the issues under consideration for a person who, in accordance with the legislation of the Republic of Kazakhstan or any agreement, has the right to act without a power of attorney on behalf of a shareholder or to represent his/her interests.

A shareholder has the right to replace his/her representative at the GMS at any time. In the event that a shareholder has several representatives, powers of attorney issued to such representatives shall clearly delineate the powers of each representative, including the number of shares owned by the shareholder and granting the right to each of the shareholder's representatives to vote on the GMS agenda.

8.5. A shareholder (shareholder's representative) is allowed to participate in the GMS only if a shareholder is included in the list of shareholders entitled to participate in the GMS.

In case of revealing an obvious error in the list of shareholders entitled to participate in the GMS, the shareholder (representative of the shareholder) is allowed to participate in the GMS, even if this shareholder was not included in the list. Evidence of the obvious error of information in the list of shareholders entitled to take part in the GMS shall be the discrepancy between the list and information contained in the register of shareholders of the Company compiled as of the date of compiling the list of shareholders entitled to participate in the GMS, as well as the documents confirming in accordance with the procedure established by law, the fact that a shareholder owns voting shares of the Company as of the date of compiling a list of shareholders entitled to participate in the GMS.

8.6. Prior to the opening of the GMS, registration of the shareholders (representatives of shareholders) arrived is carried out. A shareholder's representative shall submit a power of attorney confirming his/her authority to participate and vote at the GMS.

When determining the quorum of the GMS, where the decisions are made by mixed voting, ballots of shareholders (representatives of shareholders) who have voted in absentia are taken into account.

A shareholder (shareholder's representative) arriving at the GMS held in person shall register. A shareholder (shareholder's representative) who has not been registered is not taken into account when determining the quorum and is not entitled to take part in voting.

If a shareholder who previously sent a voting ballot arrived to participate and vote at the GMS, at which mixed voting is used, his/her previously sent ballot is not taken into account when determining the quorum of the GMS and counting votes on agenda items.

8.7. The GMS shall open at the announced time if there is a quorum.

8.8. The GMS shall have the right to consider and make decisions on agenda items if at the time of the end of registration of the meeting participants (on the date of submission of all ballots or on the date of expiration of the deadline for submitting ballots when the GMS is held by absentee voting) shareholders (representatives of shareholders) who own in aggregate 50 (fifty) and more percent of voting shares have been registered.

Shareholders who have registered for participation and shareholders whose ballots have been received by the Company by the time of registration of participants of the GMS are considered to have taken part in the GMS.

8.9. In the absence of a quorum, the GMS is declared invalid. An adjourned GMS may be scheduled no earlier than the next day after the established date of the initial (failed) GMS.

An adjourned GMS shall be held in the same place as the failed GMS.

The agenda of the adjourned GMS shall not differ from the agenda of the failed GMS.

8.10. An adjourned GMS, held instead of the failed one, has the right to consider issues on the agenda and make decisions on them if:

1) the procedure of convening the GMS was observed;

2) at the end of registration, shareholders (or their representatives) owning in aggregate 50 (fifty) or more percent of the voting shares of the Company, including the shareholders who vote by absentee ballot, have been registered to participate in such GMS.

8.11. In the event that the voting ballots for absentee voting are sent to shareholders, the votes presented by these ballots and received by the Company by the time of registration are taken into account when determining the quorum and summing up the voting results.

8.12. In the absence of a quorum during the GMS by absentee voting, the adjourned GMS shall not be held.

8.13. The GMS may not be opened earlier than the announced time, except for the case when all shareholders (their representatives) have already been registered, notified and do not object to changing the opening time of the meeting.

8.14. The GMS shall elect the chair and the secretary of the General Meeting.

8.15. The GMS shall determine the form of voting - open or secret (by ballots).

8.16. The GMS shall have the right to decide on a break in its work and on the extension of the term of work, including the postponement of consideration of certain issues on the agenda of the GMS to the next (business) day.

8.17. The GMS can be declared closed only after consideration of all agenda issues and making decisions on them.

8.18. In case of an in-presentia GMS, if there is an appropriate opportunity, members of the board of directors shall attend the GMS to provide shareholders with the opportunity to ask questions.

8.19. Regardless of the number of owned shares, shareholders have an equal opportunity to participate in discussions on the agenda items, except for cases when such speeches lead to a violation of the rules of the GMS, when the debate on this issue is terminated or if there are other restrictions provided for by the legislation of the Republic of Kazakhstan.

9. VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

9.1. The right to vote at the GMS on issues put to a vote belongs to shareholders - owners of ordinary shares.

9.2. Voting at the GMS is carried out according to the principle “one share - one vote”, except for the following cases:

- 1) limitation of the maximum number of votes on shares, provided to one shareholder in cases stipulated by the legislative acts of the Republic of Kazakhstan;
- 2) cumulative voting when electing members of the board of directors;
- 3) providing each person entitled to vote at the GMS one vote on procedural issues of the GMS.

9.3. The election of members of the board of directors is carried out by cumulative voting using voting ballots, except for the case when 1 (one) candidate is running for 1 (one) seat on the board of directors. Each shareholder has the right to cast all votes provided to him/her by shares for 1 (one) candidate or distribute them among several candidates to the members of the board of directors. The candidates for whom the largest number of votes was cast are recognized as elected to the board of directors. If 2 (two) or more candidates to the members of the board of directors have received an equal number of votes, an additional cumulative vote is taken with respect to these candidates by presenting to shareholders cumulative voting ballots indicating the candidates who received an equal number of votes.

The cumulative voting ballot shall contain the following:

- 1) a list of candidates to the members of the board of directors;
- 2) the number of votes held by the shareholder;
- 3) the number of votes given by a shareholder for a candidate to the board of directors.

It is prohibited to include voting options “against” and “abstained” in the cumulative voting ballot.

9.4. In the event that voting at the GMS held by the joint presence of shareholders is carried out in secret, ballots for such voting shall be drawn up for each separate issue on which voting is carried out in secret.

9.5. Based on the voting results, the counting commission shall draw up and sign the minutes on the voting results.

9.6. If a shareholder has a special opinion on the issue put to vote, the counting commission of the Company is obliged to make a corresponding entry in the minutes. At the same time, a special opinion is obligatory to take it into account by the Management Board for executing or agreeing any issues in one way or another related to the issue on which the special opinion is presented. If a special opinion contradicts the adopted decision, or if the execution of the instruction given by one of the shareholders requires a decision of the GMS or the board of directors, then the Management Board is obliged to prepare such a decision and submit it in accordance with the established procedure for consideration by the relevant body.

9.7. After drawing up and signing the minutes of voting results, the completed ballots for in-person secret and absentee voting (including ballots recognized as invalid), on the basis of which the

minutes were drawn up, are bound by the secretary of the GMS together with the minutes and given to the archive of the Company.

9.8. The voting results are announced at the GMS, during which the voting took place.

9.9. The minutes of the voting results shall be included by the secretary of the GMS to the minutes of the GMS. The minutes of the GMS shall be signed by the chair and the secretary of the GMS, and members of the counting commission (if any).

9.10. The minutes of the GMS held by absentee voting shall be signed by the members of the counting commission (if the election of the counting commission is not required - by the secretary of the GMS).

9.11. The voting results of the GMS or the results of absentee voting are brought to the attention of shareholders by publishing them in Kazakh and Russian languages on the Internet resource of the Financial Statements Depository within 15 (fifteen) calendar days after the closing of the GMS.

10. ADOPTION OF DECISIONS BY THE GENERAL MEETING OF SHAREHOLDERS THROUGH AN ABSENTEE VOTING

10.1. The GMS decisions may be adopted by an absentee voting. Absentee voting can be used together with the voting of shareholders attending the GMS (mixed voting), or without holding a GMS.

10.2. When absentee voting is used, voting ballots of a unified form are sent (distributed) by the Company's corporate secretary to persons on the list of shareholders compiled on the basis of the shareholders' register data.

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

- 1) When using the post services - not later than forty-five calendar days before the GMS date;
- 2) When sending a notice electronically or posting it on the Internet web-site of the financial reporting depository - no later than thirty calendar days before the GMS date.

The Company does not have the right to selectively send voting ballots to individual shareholders in order to influence the results of voting at the General Meeting of Shareholders.

10.4. The absentee ballot shall contain:

- 1) Full name and location of the executive body of the Company;
- 2) Information about the initiator of the meeting;
- 3) Final date for submission of absentee ballots;
- 4) GMS date or the date of counting absentee votes without holding a GMS;
- 5) GMS agenda;
- 6) The names of candidates proposed for election, if the GMS agenda comprises the issues on the election of members of the board of directors;
- 7) The wording of the issues to be voted on;
- 8) Voting options on each GMS agenda item expressed by the words "for", "against", "abstained";
- 9) Clarification of the voting procedure (filling out the ballots) on each agenda item.

10.5. If the GMS agenda comprises the issues on the election of members of the board of directors, the absentee ballot shall have the lines for indicating the number of votes for individual candidates.

10.6. The absentee ballot signed by a shareholder, who is an individual, shall specify the data about the identity document of this person.

The absentee ballot signed by a shareholder, which is a legal entity, shall be signed by its head (a representative of a shareholder-legal entity). In the event that the absentee voting ballot is signed by a shareholder's representative, a copy of the power of attorney or other document confirming the authority of the shareholder's representative shall be attached.

10.7. A ballot without the signature of a shareholder-individual or the head of a shareholder-legal entity, or a representative of a shareholder-individual or a representative of a shareholder-legal entity is considered invalid.

10.8. Absentee voting involves the ballots received by the Company by the time of registration of the GMS participants, or by the vote counting date when decisions are made without holding the GMS.

10.9. When counting the votes, the votes are taken into account only on those issues where the shareholder complied with the voting procedure specified in the ballot, and only one of the possible voting options is marked.

10.10. If a shareholder who previously sent an absentee ballot appeared to participate and vote at the GMS that uses the mixed voting, his/her ballot is not taken into account when determining the GMS quorum and when counting the votes on the agenda items.

10.11. If, during the GMS by an absentee voting, duly filled-in ballots were received from all shareholders before the appointed date of vote counting, it is allowed to count the votes on an earlier date, which shall be reflected in the minutes of voting results.

11. DECISIONS OF THE GENERAL MEETING OF SHAREHOLDERS

11.1. The GMS decisions are drawn up by the GMS secretary in the form of the minutes of the General Meeting of Shareholders no later than three business days after the closing of the meeting.

11.2. The GMS minutes shall indicate:

- 1) Full name and location of the executive body of the Company;
- 2) Date, time and place of the GMS;
- 3) Information on the number of voting shares of the Company presented at the GMS;
- 4) GMS quorum;
- 5) GMS agenda;
- 6) GMS voting procedure;
- 7) GMS chair and secretary;
- 8) The speeches of persons participating in the GMS;
- 9) The total number of shareholders' votes on each item on the GMS agenda put to the vote;
- 10) The issues put to the vote, the voting results;
- 11) The decisions made by the GMS.

11.3. The minutes of the in-presentia GMS is signed by:

- 1) The GMS chair and secretary;
- 2) The members of the counting commission (if any).

11.4. The minutes of the in-absentia GMS is signed by the members of the counting commission (or by the GMS secretary, if the election of the counting commission is not required).

11.5. The GMS minutes are bound by the GMS secretary together with the minutes of voting results, powers of attorney for the right to participate and vote at the GMS, as well as signing the minutes and written explanations of the reasons for refusing to sign the minutes. These documents shall be kept by the executive body and made available to shareholders for review at any time. At the request of a shareholder, he/she is given a copy of the GMS minutes.

11.6. A shareholder may familiarize himself/herself with the GMS minutes on any working day of the week at the location of the Company.

12. FINAL PROVISIONS

12.1. The Regulation may be supplemented and changed by the decision of the Company's General Meeting of Shareholders.

12.2. If, as a result of changes made to the legislation of the Republic of Kazakhstan, certain norms of the Regulation come into conflict with the legislation of the Republic of Kazakhstan, such norms of the Regulation shall become invalid and it is required to be guided by the current legislation of the Republic of Kazakhstan until the amendments are introduced to the Regulation.

*Appendix No. 1
to the Regulation on the General Meeting of Shareholders of
NAC Kazatomprom JSC*

OBLIGATION

I, _____, a shareholder of the
(Full name) / Organization name
National Atomic Company Kazatomprom JSC (hereinafter - the Company), undertake to keep confidentiality of proprietary information and information constituting a commercial secret of the Company, and not to disclose or use it in personal interests or in the interests of third parties for five (5) years after the loss of the status of a shareholder in accordance with the provisions established by the internal documents of the Company, unless a longer period is provided for by the legislation of the Republic of Kazakhstan and internal documents of the Company.

Signature, full name, date

Signature of the Company's Information Security Officer, date

*Appendix No. 2
to the Regulation on the General Meeting of Shareholders of
NAC Kazatomprom JSC*



**BALLOT FOR ABSENTEE VOTING AT
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
NATIONAL ATOMIC COMPANY KAZATOMPROM JSC**

Legal address: 17/12, E10 Street, Nur-Sultan, Z05T1X3, the Republic of Kazakhstan
Location of National Atomic Company Kazatomprom JSC: 17/12, E-10 Street, Yessil district, Nur-Sultan, Z05T1X3, the Republic of Kazakhstan.

Extraordinary General Meeting of Shareholders of NAC Kazatomprom JSC was convened by the decision of the Board of Directors of NAC Kazatomprom JSC dated _____ 20__ (No. _____).

The start date for ballots submission is _____ 20__ (Nur-Sultan time).

The deadline for ballots submission is _____ 20__ until ___ hours ___ minutes (Nur-Sultan time).

The date of calculation of the results of absentee voting is _____ 20__ until ___ hours ___ minutes (Nur-Sultan time)

Explanations on how to fill out the ballot:

- Please vote on each decision by putting a signature in the appropriate column for each issue of the agenda.

- In case of voting “AGAINST” or “ABSTAINED”, the shareholder has the right to express his/her special opinion, which must be expressed in writing, signed by the shareholder (or his/her representative) and attached separately to this ballot for absentee voting.

- The ballot should be filled with blue pen or ink (ballpoint or fountain pen).
- Only one of the voting options must be marked by the voting shareholder.
- Strikethrough, erasure and correction of voting results, as well as strikethrough and violation of the integrity of the ballot are not allowed.

- The ballot for absentee voting must be sent by mail or delivered by hand to the office of NAC Kazatomprom JSC at the address: 17/12, E10 Street, Nur-Sultan, Z05T1X3, the Republic of Kazakhstan

- A ballot received after the final submission date does not participate in quorum determination and voting.

Shareholder:

_____ *

Surname, name, patronymic (if any) / Name of the legal entity

Details of an identity document of an individual or a document confirming the registration of a legal entity, Surname, name, patronymic (if any) of the representative of a shareholder, details of the power of attorney)

Number of the shareholder’s personal account: _____

Number of shares owned by the shareholder: _____

(Signature)

(Stamp)

**AGENDA:**

1. On approval of the agenda of the extraordinary General Meeting of Shareholders of NAC Kazatomprom JSC.

2. _____.

First issue: On approval of the agenda of the extraordinary General Meeting of Shareholders of NAC Kazatomprom JSC.

Issue for voting.

“To approve the following agenda of the extraordinary General Meeting of Shareholders of NAC Kazatomprom JSC:

1. _____”.

Voting result:

For	Against	Abstained



To be filled in by individuals*

Full name	Information about the identity document (number, date of issue, issued by, IIN)	Signature

To be filled in by legal entities**

Head of a shareholder – a legal entity		
(FULL NAME)	(signature)	(stamp)

Note:

* A ballot for absentee voting shall be signed by a shareholder – an individual, indicating his/her identity document.

**A ballot for absentee voting of the shareholder - a legal entity shall be signed by its head (or deputy thereto) and certified by the seal of the legal entity (if any).

*** A ballot without the signature of the shareholder - individual or the head of the shareholder (or deputy thereto) - legal entity, as well as without the seal of a legal entity (if any) is deemed invalid.



Appendix No. 3
to the Regulation on the General Meeting of Shareholders of
NAC Kazatomprom JSC

National Atomic Company Kazatomprom JSC

Annual General Meeting of Shareholders

BALLOT FOR CUMULATIVE VOTING NO. ____

Legal address: 17/12 E-10 Street, Yessil district, Nur-Sultan, Z05T1X3, the Republic of Kazakhstan.

Location of National Atomic Company Kazatomprom JSC (hereinafter - the Company): 17/12, E-10 Street, Yessil district, Nur-Sultan, Z05T1X3, the Republic of Kazakhstan .

Form of the annual General Meeting of Shareholders of the Company: meeting in-presentia.

Date of the annual General Meeting of Shareholders of the Company: ____ May 20__.

Location of the annual General Meeting of Shareholders of the Company: 17/12, E10 Street, Nur-Sultan, Z05T1X3, the Republic of Kazakhstan.

Time of the annual General Meeting of Shareholders of the Company: __ hours __ min.

Shareholder: _____

Surname, name, patronymic (if any) / Name of the legal entity

Details of an identity document of an individual or a document confirming the registration of a legal entity,
Surname, name, patronymic (if any) of the representative of a shareholder, details of the power of attorney)

Number of shareholder's personal account: _____

Number of votes held by the shareholder; _____

Formulation of the issue:

“ _____ ”.

Formulation of the decision:

“1. To early terminate powers of _____.

2. To elect _____ to the composition of the board of directors of NAC Kazatomprom JSC for a period until the expiration of the term of office of the board of directors of NAC Kazatomprom JSC as a whole.”

Voting:

No.	List of candidates (Surname, Name, Patronymic of the candidate)	Number of votes for the candidate
1.		



Signature of the shareholder (representative of the shareholder):

_____ / _____

ATTENTION!

In accordance with clause 3 of Article 54 of the Law of the Republic of Kazakhstan "On Joint Stock Companies", the members of the board of directors are elected by shareholders by cumulative voting using voting ballots, except for the case when one candidate is running for one seat on the board of directors.

The members of the board of directors are elected by cumulative voting, a voting method in which each share participating in the voting has a number of votes equal to the number of elected members of the company's body. In the case of cumulative voting, the votes provided for the share may be cast by the shareholder in full for one candidate for the members of the board of directors or distributed by him/her among several candidates for the members of the board of directors. The candidates for whom the largest number of votes were cast are recognized as elected to the board of directors. The candidates with the largest number of votes are considered elected to the board of directors. If two or more candidates for the members of the board of directors have received an equal number of votes, an additional cumulative voting is taken with respect to these candidates by presenting cumulative voting ballots to shareholders indicating the candidates who received an equal number of votes.

Requirements for persons elected to the board of directors are established by the legislation of the Republic of Kazakhstan and the Charter of the Company

*Appendix No. 4**to the Regulation on the General Meeting of Shareholders of
NAC Kazatomprom JSC*

**BALLOT FOR SECRET VOTE AT
GENERAL MEETING OF SHAREHOLDERS IN-PRESENTIA OF
NAC Kazatomprom JSC**

Legal address: 17/12, E-10 Street, Yessil district, Nur-Sultan, Z05T1X3, the Republic of Kazakhstan

Location of National Atomic Company Kazatomprom Joint Stock Company (hereinafter - the Company): 17/12, E-10 Street, Yessil district, Nur-Sultan, Z05T1X3, the Republic of Kazakhstan

Form of holding the annual General Meeting of Shareholders of the Company: meeting in-presentia.

Date of the annual General Meeting of Shareholders of the Company: ___ May 2019

Location of the annual General Meeting of Shareholders of the Company: 17/12, E10 Street, Nur-Sultan, Z05T1X3, the Republic of Kazakhstan

Time of the annual General Meeting of Shareholders of the Company: ___ hours ___ min.

Explanations on how to fill out the ballot:

We ask you to vote on each decision by placing “√” check mark in the appropriate column for each issue of the agenda.

AGENDA ISSUE:

First issue: _____.

In accordance with clause ___ of Article ___ of the Law of the Republic of Kazakhstan dated 13 May 2003 No. 415-II "On Joint Stock Companies", clause ___ of the Charter of NAC Kazatomprom JSC,

“1. _____;”
(proposed decision)

Voting result:

For	Against	Abstained

Shareholder:

_____ *

Surname, name, patronymic (if any) / Name of the legal entity

Details of an identity document of an individual or a document confirming the registration of a legal entity,
Surname, name, patronymic (if any) of the representative of a shareholder, details of the power of attorney)



Number of shareholder's personal account: _____

Number of votes held by the shareholder; _____

* A ballot for in-person secret voting is not signed by a shareholder, except for the case when the shareholder himself/herself has expressed a desire to sign the ballot, including for the purpose of presenting the company with a demand to buy out shares belonging to him/her in accordance with the Law of the Republic of Kazakhstan "On Joint Stock Companies".

When counting votes on ballots for in-person secret voting, votes are taken into account on those issues on which the voter observed the voting procedure specified in the ballot, and only one of the possible voting options is marked.

*Appendix No. 5
to the Regulation on the General Meeting of Shareholders of
NAC Kazatomprom JSC*

Samples of the seal of the General Meeting of Shareholders:

For the minutes of the General Meeting of Shareholders of the Company:



For materials of the General Meeting of Shareholders of the Company:



*Appendix No. 6
to the Regulation on the General Meeting of Shareholders of
NAC Kazatomprom JSC*

Consent to video recording

I, _____, a shareholder / representative of
(Full name) / Organization name
NAC Kazatomprom JSC, hereby give my consent to video recording during the General Meeting of
Shareholders of NAC Kazatomprom JSC, scheduled for ____:_____.

*Appendix No. 7
to the Regulation on the General Meeting of Shareholders of
NAC Kazatomprom JSC*

Example

Power of Attorney

City _____ 202__

_____ (hereinafter - the Principal), a shareholder of the National Atomic Company Kazatomprom JSC (hereinafter - Kazatomprom) acting on the basis of extract from the register of Kazatomprom shareholders (provided by Central Securities Depository JSC / the nominal holder of _____ JSC, No. _____ dated 1 January 2020), hereby entrust _____ (hereinafter - the Attorney) (identity card No. _____ issued by _____) to represent my interests as a shareholder of Kazatomprom at the general meetings of shareholders of Kazatomprom (including annual general meetings of shareholders of Kazatomprom) and at adjourned general meetings of shareholders of Kazatomprom, if they were held instead of the failed ones, vote and sign documents, including minutes / decisions of the general meetings of shareholders of Kazatomprom on my behalf on each issue on the agenda of the corresponding general meeting of shareholders of Kazatomprom, to make proposals on the agenda of the general meeting of shareholders including on candidate to the composition of the board of directors of Kazatomprom, as well as perform all other necessary actions arising from this power of attorney.

This power of attorney is valid until _____ 20___, inclusive, and is issued without the right of substitution of the above powers to third parties.

The signature of the Attorney _____ is verified.

The signature of the Principal _____.

*Appendix No. 8
to the Regulation on the General Meeting of Shareholders of
NAC Kazatomprom JSC*

To:
Chair of the Management Board of
NAC Kazatomprom JSC
G.O. Pirmatov

From:
_____,
shareholder of NAC Kazatomprom JSC

Proposal on the agenda of
the General Meeting of Shareholders of
NAC Kazatomprom JSC

In addition to the agenda of (annual) general meeting of shareholders of National Atomic Company Kazatomprom JSC (hereinafter - Kazatomprom or the Company), scheduled for _____ 202__ in accordance with the decision of the board of directors of Kazatomprom dated _____

As a shareholder of Kazatomprom, owning __% of shares (a representative of _____ shareholder holding __% of shares in the number of _____ pieces, acting on the basis of Power of Attorney No. ____ dated _____), on the basis of Article 43 of the Law of the Republic of Kazakhstan dated 13 May 2003 No. 415-II "On Joint Stock Companies",

I ask you to supplement the agenda of the General Meeting of Shareholders with the following issue "_____".

I ask you to take all necessary measures to include the issue "_____" in the GMS agenda.

I ask you to inform about the decision to include / not include the issue "_____" in the GMS agenda.

Appendix:

1. Copy of the identity card of the shareholder of Kazatomprom _____;
2. Copy of the identity card of the representative of the shareholder of Kazatomprom _____ (if necessary);
3. Extract from the register of securities holders of Kazatomprom issued by Central Securities Depository JSC dated _____ 202__, confirming the ownership of the shares;
4. Extract from the register of securities holders of Kazatomprom, issued by the nominee holder (if necessary) dated _____ 202__, confirming the ownership of the shares.

Signature, date