

NAC Kazatomprom JSC.	Corporate Secretary Service	Organization of work of Kazatomprom Board of Directors
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Regulation

on the Board of Directors of NAC Kazatomprom JSC

1. Aim

This Regulation on the Board of Directors of National Atomic Company Kazatomprom Joint Stock Company (hereinafter - the Regulation) determines the procedure for forming the Board of Directors of NAC Kazatomprom JSC (hereinafter - the Board of Directors and the Company), the status, composition, rights, duties, responsibilities of members of the Board of Directors, establishes the operating procedures of the Board of Directors, procedures for convening and conduct of the meetings, adoption of decisions and formalizing its decisions.

2. Scope

This Regulation applies to all officials and employees of the Company.

Rev. No.	Revised pages	Developed by	Reviewed by	Reviewed by	Approved by
0.		Corporate Secretary M. Tnymbergenova _____, 2019	Decision of the Executive Board of NAC Kazatomprom JSC No. __ dated _____, 2019	Decision of the Board of Directors of NAC Kazatomprom JSC No. __ dated _____, 2019	Decision of the General Meeting of Shareholders of NAC Kazatomprom JSC No. __ dated _____, 2019

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4. General provisions

4.1. The Board of Directors is the management body of the Company accountable to the General Meeting of the Shareholders of the Company (hereinafter - the General Meeting of the Shareholders) ensuring general management of the Company and control over the operations of the Company's Executive Board. Decisions of the Board of Directors are made in the manner determined by the legislation of the Republic of Kazakhstan, the Company Charter, the Company Corporate Governance Code and this Regulation.

4.2. The Board of Directors is responsible to the General Meeting of the Shareholders for the general management of the Company.

4.3. The Board of Directors and the Executive Board of the Company shall cooperate, act in the interests of the Company and make decisions based on the principles of sustainable development and fair treatment of all shareholders.

4.4. The Board of Directors and the Executive Board of the Company shall ensure the growth of long-term value and sustainable development of the Company.

5. Competence of the Board of Directors

5.1. The exclusive competence of the Board of Directors includes the issues stipulated by the legislation of the Republic of Kazakhstan, the Charter of the Company and this Regulation.

5.2. The Board of Directors shall be vested with the relevant authorities to manage the Company and to control the activities of the Company Executive Board.

5.3. The Board of Directors performs its functions according to the Charter of the Company and pays special attention to the following issues:

- 1) Defining the development strategy of the Company (directions and results);
- 2) Setting and monitoring key performance indicators of the development plan (business plan) of the Company;
- 3) Organization and supervision of the effective functioning of the risk management and internal control system of the Company;
- 4) Approving and monitoring effective implementation of major investment projects and other key strategic projects of the Company within the competence of the Board of Directors;
- 5) Election, remuneration, succession planning and supervision of the activities of the Chair and members of the Executive Board;
- 6) Corporate governance and ethics;
- 7) Compliance with the Corporate Governance Code and Code of Business Conduct.

5.4. The issues referred to the exclusive competence of the Board of Directors cannot be transferred to the Executive Board of the Company for decision.

5.5. The Board of Directors does not have the right to take decisions on the issues that, in accordance with the legislation of the Republic of Kazakhstan and the Company Charter, are attributed to the exclusive competence of the General Meeting of the Shareholders or the Executive Board of the Company, and also to take decisions that contradict the decisions of the General Meeting of Shareholders.

5.6. The General Meeting of the Shareholders has the right to cancel any decision of the Board of Directors and the Executive Board of the Company on the issues related to the internal activities of the Company, unless otherwise stipulated by the Charter of the Company.

6. Forming the Board of Directors

6.1. Composition of the Board of Directors

6.1.1. The members of the Board of Directors are elected by decision of the General Meeting of Shareholders with the involvement of the Board of Directors of the Company through clear and transparent procedures, taking into account the competencies, skills, achievements, business reputation and professional experience of candidates. When individual members of the Board of

Directors or the Board of Directors itself are re-elected for a new term, their contribution to the performance of the Board of Directors shall be taken into account.

6.1.2. The members and the Chair of the Board of Directors are elected in accordance with the Law of the Republic of Kazakhstan “On Joint Stock Companies” and the Charter of the Company. It is recommended that Remuneration and Nomination Committee of the Company Board of Directors is involved, within its competence in accordance with the Regulations on the Committee, in determining the composition, required skills and competencies of the Board of Directors and candidates for the Board of Directors.

6.1.3. Search for candidates and election are carried out based on objective criteria and taking into account the need to diversify the composition of the Board of Directors. The search and election procedures should be carried out before the expiration of the term of office of the entire Board of Directors.

6.1.4. The issue of electing the entire composition of the Board of Directors or individual members may be initiated in the prescribed manner by a major shareholder or the Remuneration and Nomination Committee of the Company Board of Directors.

6.1.5. The Board of Directors and its Committees shall maintain a balance of skills, experience and knowledge, ensuring the adoption of independent, objective and effective decisions in the interests of the Company and taking into account a fair attitude to all shareholders and the principles of sustainable development.

6.1.6. Only an individual can be a member of the Board of Directors.

6.1.7. Members of the Board of Directors are elected from among:

- 1) Shareholders who are the individuals;
- 2) Persons proposed (recommended) to be elected to the Board of Directors as representatives of shareholders;
- 3) individuals who are not shareholders of the Company and who were not proposed (not recommended) to be elected to the Board of Directors as a representative of a shareholder.

6.1.8. The Board of Directors should be represented by the persons with the knowledge, skills and experience necessary for the Board of Directors to fulfil its functions and ensure long-term cost growth and sustainable development of the organization, as well as having an impeccable business and personal reputation.

6.1.9. The diversity in experience, personal characteristics and gender composition shall be ensured in the composition of the Board of Directors.

6.1.10. When selecting candidates for the Board of Directors, the following shall be taken into account:

- 1) Experience in leadership positions;
- 2) Experience as a member of the Board of Directors;
- 3) Length of service
- 4) Education, line of profession, including the international certificates;
- 5) Availability of competencies in the area of the Company's operation;
- 6) Business reputation;
- 7) Existence of a direct or potential conflict of interest in the event of election to the Board of Directors.

6.1.11. Members of the Executive Board of the Company, except for the Chair of the Executive Board of the Company, cannot be elected to the Board of Directors. The Chair of the Executive Board of the Company cannot be elected as the Chair of the Board of Directors of the Company.

6.1.12. Participation of the members of the Government of the Republic of Kazakhstan and officials of the government authorities in the Board of Directors is not allowed.

6.1.13. The quantitative composition of the Board of Directors is determined by the Charter of the Company.

6.1.14. An independent director is a highly professional person who can make independent and objective decisions free from the influence of individual shareholders, the Executive Body and other interested parties.

6.1.15. Requirements for independent directors are established in accordance with the legislation of the Republic of Kazakhstan and the Charter of the Company.

6.1.16. An independent director shall monitor a possible loss of status of independence and in such case shall notify the Chair of the Board of Directors in advance. If there are circumstances affecting the independence of a member of the Board of Directors, the Chair of the Board of Directors shall immediately report it to the shareholders to make a corresponding decision.

6.1.17. The term of office of members of the Board of Directors coincides with the term of office of the entire Board of Directors and expires on the date when the General Meeting of the Shareholders adopts a decision to elect new members of the Board of Directors.

6.1.18. The members of the Board of Directors are elected for a term of up to 3 (three) years, and thereafter, subject to good performance, may be re-elected for a further period of up to 3 (three) years.

6.1.19. Any term for election to the Board of Directors for longer than 6 (six) consecutive years (for example, two three-year terms) is subject to special consideration taking into account the need for updating the composition of the Board of Directors.

6.1.20. An independent director cannot be elected to the Board of Directors for more than 9 (nine) years in a row. In exceptional cases, election for a term of more than 9 (nine) years is allowed, and in such cases the election of an independent director to the Board of Directors shall take place on an annual basis with a detailed explanation of the need to elect this member of the Board of Directors and the effect of this factor on independence of decision-making.

6.1.21. The decision on termination of the powers and election of members of the Board of Directors can be taken based on results of the annual evaluation of the activity of the Board of Directors, the Committees of the Board of Directors and each member of the Board of Directors.

6.1.22. The participation of a member of the Board of Directors in less than 75% of in-presentia / in-absentia meetings can serve as the basis for early termination of his/her powers. Moreover, in case of non-participation in meetings of the Board of Directors, members of the Board of Directors must justify in writing the reasons for their absence from the meeting.

6.1.23. No person can participate in decisions related to his/her own appointment, election and re-election.

6.1.24. The members of the Board of Directors sign a commitment to non-disclosure of confidential information of the Company in accordance with Appendix 1 to this Regulation.

6.1.25. The Company needs to ensure that there are succession plans for members of the Board of Directors in order to maintain continuity of activity and progressively update the composition of the Board of Directors.

6.1.26. The Board of Directors approves the induction program for newly elected members of the Board of Directors and the professional development program for each member of the Board of Directors. The corporate secretary ensures the implementation of these programs.

6.1.27. The members of the Board of Directors elected for the first time pass an induction program after their appointment. In the process of induction, the members of the Board of Directors are familiarized with their rights and obligations, key aspects of the activities and the documents of the Company, including those associated with the greatest risks.

6.2. Chair of the Board of Directors

6.2.1. The Chair of the Board of Directors is elected by the General Meeting of the Shareholders.

6.2.2. In the absence of the Chair of the Board of Directors, including, but not limited to, in case of his/her resignation from the Board of Directors or early termination of his/her powers, his/her functions are performed by one of the members of the Board of Directors by decision of the Board of Directors adopted by a majority of votes of its members participating in the meeting.

6.2.3. Chair of the Board of Directors:

- 1) Organizes the work of the Board of Directors;
- 2) Conducts meetings of the Board of Directors;
- 3) Convenes meetings of the Board of Directors and presides over them;

4) On behalf of the Company, concludes an employment contract with the Chair of the Executive Board and carries out other actions stipulated by the RoK labour legislation;

5) Approves the job descriptions of the Head of Internal Audit Service, Head of Compliance Service and the Company Ombudsman;

6) Plans meetings of the Board of Directors and prepares agendas taking into account the proposals of other members of the Board of Directors and the request to convene a meeting of the Board of Directors;

7) Maintains constant communication and interaction with shareholders, including organization of consultations with major shareholders when making decisions on strategic issues;

8) Ensures timely receipt by members of the Board of Directors of complete and updated information for decision-making;

9) Ensures that the Board of Directors focuses on strategic issues and minimizes the issues of a current (operational) nature that are subject to review by the Board of Directors;

10) Ensures maximum efficiency of meetings of the Board of Directors by allocating sufficient time for discussions, comprehensive and in-depth consideration of agenda items, stimulating open discussions, reaching agreed decisions;

11) Provides monitoring and supervision of proper implementation of decisions made by the Board of Directors and the General Meeting of the Shareholders;

12) In the event of corporate conflicts, ensures adoption of measures to resolve them and to minimize their negative impact on the activities of the Company, and timely informing major shareholders in case it is impossible to resolve such situations on his/her own.

13) Carries out other functions stipulated by the legislation of the Republic of Kazakhstan, the Charter of the Company and this Regulation.

6.2.4. The Chair of the Board of Directors is responsible for the general management of the Board of Directors, ensures full and effective fulfilment by the Board of Directors of its main functions and building a constructive dialogue between the members of the Board of Directors, shareholders and the Executive Board.

6.2.5. The Chair of the Board of Directors should strive to create a team of professionals who are committed to the growth of long-term value and sustainable development of the organization, who are able to respond to internal and external challenges in a timely and professional manner.

6.2.6. In order to fulfil the role of the Chair of the Board of Directors, in addition to professional qualifications and experience, it is necessary to have special skills, such as leadership, the ability to motivate, understand different views and approaches, and have the conflict management skills.

7. Committees of the Board of Directors

7.1. Forming the Committees

7.1.1. The Committees are formed for conducting a detailed analysis and making recommendations on the most important issues prior they are considered at the meeting of the Board of Directors on the following issues:

- 1) HSE;
- 2) Strategic planning and investment;
- 3) Audit;
- 4) Nomination and Remuneration;
- 5) Other issues stipulated by the legislation and internal documents of the Company

7.2. Composition and working procedures of the Committees of the Board of Directors

7.2.1. Committees of the Company Board of Directors consist of members of the Company Board of Directors and experts who have the necessary professional knowledge to work in a particular committee.

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7.2.2. The Committee of the Board of Directors is headed by a member of the Board of Directors who is not the Chair of the Company Executive Board.

7.2.3. The Chairs of the Committees of the Board of Directors specified in sub-clause 1)-4) of clause 7.1.1 of this Regulation are independent directors.

7.2.4. Audit Committee, specified in sub-clause 3) of clause 7.1.1 of this Regulation consists only of independent directors.

7.2.5. Majority of the members of the Board of Directors, specified in sub-clause 1), 2), 4) of clause 7.1.1 of this Regulation are independent directors.

7.2.6. The functions, powers, number of members and process of arrangement of the activities of the committees are specified in the relevant regulations and approved by the Board of Directors.

7.2.7. The Chairs of the Committees prepare report on activities of the Committees and report to the Board of Directors at separate meetings on the year results.

7.2.8. The Chair of the Board of Directors is entitled to request the Committees to provide information of their activities during the year.

8. Corporate Secretary

8.1. In order to effectively organize the activities of the Board of Directors and the interaction of the Board of Directors, the Executive Board of the Company with the shareholders, the Board of Directors appoints the Corporate Secretary.

8.2. The Corporate Secretary reports to the Board of Directors and is independent on the Executive Board of the Company.

8.3. The Board of Directors makes decision on the appointment of the Corporate Secretary, determines the term of his/her powers, functions and procedure of activities, the size of salary and conditions of remuneration, makes decision on the establishment of the Corporate Secretary Service.

8.4. The Corporate Secretary operates based on Regulation approved by the Board of Directors, which specifies the functions, rights and obligations, the procedure for interaction with the Company's bodies, qualification requirements and other information.

9. Engaging external experts

9.1. By a majority of votes the Board of Directors decides to involve external consultants and experts for consulting on specific issues within the competence of the Board of Directors and Committees of the Board of Directors in the event that the issue considered by the Board of Directors requires external professional and independent expertise.

9.2. The Executive Board is recommended to provide funds in the budget of the Company for engaging external consultants and experts by the Board of Directors and its committees.

9.3. The formation of the budget to cover the activities of the Board of Directors and the Corporate Secretary and its submission to the appropriate structural subdivision of the Company is carried out by the Corporate Secretary Service.

10. Rights, obligations and responsibilities of the member of the Board of Directors.

10.1. Rights of the member of the Board of Directors

10.1.1. The member of the Board of Directors has the right to do the following:

1) Request from the Executive Board of the Company any information (documents, materials) with respect to the Company, if the specified information is necessary for him/her to perform the functions of a member of the Board of Directors, in the manner prescribed by this Regulation and other internal documents of the Company;

2) In accordance with the procedure established by the General Meeting of the Shareholders, to receive remuneration and/or compensation of expenses related to the performance of duties of an independent director.

3) Get acquainted with the decisions of the General Meeting of the Shareholders, with the minutes of meetings and decisions of the Board of Directors, the minutes of meetings of the Executive Board and committees of the Board of Directors, and audit reports;

4) Initiate convening of an extraordinary meeting of the Board of Directors, as well as make proposals on formation or amendment to the work plan of the Board of Directors;

5) Put the issues on the agenda of the meeting of the Board of Directors;

6) Require the involvement of experts on issues within the competence of the Board of Directors, in accordance with the procedure established by the Board of Directors and within the funds provided for in the budget of the Company;

7) Exercise other rights provided for by the legislation of the Republic of Kazakhstan, the Charter of the Company and other internal documents of the Company.

10.2. Obligations of the member of the Board of Directors

10.2.1. The member of the Board of Directors shall:

1) Act in accordance with the requirements of the legislation of the Republic of Kazakhstan, the Charter, the Corporate Governance Code of the Company and the internal documents of the Company on the basis of awareness, transparency, in the interests of the Company and its Shareholders;

2) Act within its rights and powers;

3) Contribute sufficient time to attend and prepare for the meetings of the Board of Directors and its committees;

4) Properly prepare for the meetings of the Board of Directors, committees of the Board of Directors of the Company, in particular: get acquainted in advance with materials related to meetings, collect and analyse the necessary information, prepare his/her own conclusions and recommendations for making a grounded decision;

5) Make grounded decisions based on studied information (documents, materials);

6) Attend in-presentia meetings of Board of Directors;

7) Submit to the Board of Directors of the Company the signed bulletins for the absentee voting on the issues to be considered at the meetings of the Board of Directors of the Company, to be held in the absentia and in case of comments and objections to present his/her written opinions in the set terms;

8) Improve his/her skills in accordance with the internal documents of the Company;

9) Maintain high standards of business ethics;

10) When making decisions, assess risks and adverse effects;

11) Implement the decisions of the General Meeting of Shareholders, decisions of the Board of Directors, provided that such decisions comply with the legislation of the Republic of Kazakhstan the Charter Company and do not contradict, in the opinion of a member of the Board of Directors, the interests of the Shareholder and/or the Company;

12) Within seven (7) calendar days from the date of affiliation, inform the Company in writing about his/her affiliates and changes in the grounds for their affiliation;

13) Refrain from actions and prevent situations that would lead or potentially lead to a conflict between his/her interests (or persons affiliated to him/her) and the interests of the Company, and in the event of such conflict, immediately inform the Board of Directors about the presence of a conflict of interests;

14) Inform the Board of Directors in writing on the proposed non-arm's length transactions;

15) When making decisions, abstain from voting on the issues in which he/she has an interest. At the same time, a member of the Board of Directors shall immediately disclose to the Board of Directors the very fact of such interest and the grounds for its occurrence;

16) Provide regularly the information on its affiliated persons in the terms established by the Company's documents;

17) Comply with the norms of the Conflict of Interest regulation and Code of Ethics and Compliance of the Company;

18) Not receive from individuals and legal entities any presents, services or any privileges, that represent or can be regarded as a payment for decisions or actions accepted or performed by him/her as the member of the Board of Directors of the Company;

19) Provide any information, within the competence of the Board of Directors of the Company, except for the private and confidential one, at the request of the General Meeting of the Shareholders of the Company/Chair of the Board of Directors of the Company;

20) Bring the following information to the attention of the Company:

- Main place of employment (indicating the full name of the legal entity and legal address) and position held, information on other combined positions, as well as information on changes at the main place of work;

- Passport data (series, document number, date of issuance, issuing authority), citizenship, identification number;

- Postal address, e-mail, contact phone;

- The shares belonging to him/her (interest, participatory interest) of other legal entities, with an indication of their number and categories, as well as information on their sale and/or purchase;

- Membership in boards of directors and supervisory boards of other legal entities;

21) Inform the Board of Directors and the Chair of the Executive Board of the Company in writing on the nomination and election of members of the Board of Directors to positions in other organizations, as well as obtain prior consent of the Board of Directors on the possibility of electing him/her to another legal entity or hiring him/her to another organization that arose after being elected to the Board of Directors of the Company.

22) Preliminarily notify the Chair of the Board of Directors on newly received offers of concurrent jobs and positions at other organizations (commercial and non-commercial);

23) Be a member of not more than four boards of directors of other legal entities and not have not more than one concurrent job;

24) Not to work and not to hold positions in the competitor companies of the Company;

25) Not to have financial interest in the competitor companies of the Company;

26) Monitor and, if possible, eliminate potential conflicts of interest at the level of officials and shareholders, including misuse of the Company's property and abuse of interested party transactions;

27) Monitor the effectiveness of corporate governance practices in the Company;

28) Analyse information and the status of the Company on the issues, falling into the competence of the Board of Directors of the Company, present results of such analysis to the General Meeting of the Shareholders / Board of Directors of the Company;

29) not to disclose any confidential, insider or other information that became known to him/her in connection with execution of his/her duties of the Board of Directors member, to the persons having no access to such information, and not to use it in his/her interests or in the interests of the third person, both in the period of the term as the Board of Directors member and within five (5) years after expiry of his/her terms of powers and within the period established in the documents (information), that has become known, unless a longer term was established by the Company documents;

30) When working in the premises of the Company, observe the rules and procedures, provided by internal documents and requirements of security and work with confidential information of the Company;

31) Notify the Board of Directors in writing on the immediate early termination of his/her powers of his/her own accord in the manner prescribed by law;

32) After expiration of the term of his/her powers, including early termination of his/her appointment, within five (5) working days, to hand over all documents, property of the Company, office and the keys under the delivery certificate to the person, determined by the Company, if any were given to him/her in connection with his/her duties;

33) Perform other duties provided for by the legislation of the Republic of Kazakhstan, the Charter, the Corporate Governance Code and other internal acts of the Company and this Regulation.

10.3. Responsibilities of member of the Board of Directors

10.3.1. The members of the Board of Directors are personally responsible for fulfilling the duties of a member of the Board of Directors established by the legislation of the Republic of Kazakhstan, including fiduciary duties to Shareholders and decisions made, the effectiveness of their activities, actions and / or inaction, including, but not limited to the losses incurred as a result of the following:

- 1) Provision of misleading information or false information;
- 2) Violation of the procedure for providing information established by the legislation of the Republic of Kazakhstan and internal documents of the Company;
- 3) Proposals for concluding and/or making decisions on concluding major transactions and/or non-arm's length transactions that caused the Company's losses as a result of their unfair actions and/or inaction, including with a view to obtaining profit (income) by them or by their affiliates as a result of such transactions with the Company.

10.3.2. The Company shall insure the liability of members of the Board of Directors at the expense of the Company's own funds.

10.3.3. In the cases stipulated by the legislation of the Republic of Kazakhstan and/or the Charter of the Company, the decision of the General Meeting of the Shareholders to conclude a major and/or non-arm's length transaction(s) does (do) not exempt from liability the Board of Directors member who proposed to conclude them, or the member of the Board of Directors who acted in bad faith and/or failed to act at the meeting of the Board of Directors, including for the purpose of obtaining profit (income) by him/her or his/her affiliates, if it resulted in losses for the Company.

10.3.4. The procedure and the grounds for applying to the court with a claim against an official of the Company is specified by the legislation of the Republic of Kazakhstan.

11. Meeting of the Board of Directors

11.1. Holding meetings of the Board of Directors in a planned manner

11.1.1. The Board of Directors annually draws up a plan of its work with a schedule of meetings based on the principle of rationality, efficiency and regularity.

11.1.2. Meetings of the Board of Directors shall be held regularly, in accordance with a work plan approved before the start of the calendar year, but at least 8 (eight) times a year.

11.1.3. The work plan of the Board of Directors is drawn up according to the form in accordance with Appendix No. 2 hereto and approved by the decision of the Board of Directors.

11.1.4. If necessary, the Board of Directors may consider issues not included in the work plan of the Board of Directors.

11.1.5. Meetings of the Board of Directors may be in-presentia or in absentia.

11.1.6. When preparing the work plan of the Board of Directors, the number of meetings in absentia shall be minimal.

11.2. Convocation of the Board of Directors Meetings

11.2.1. The meeting of the Board of Directors may be convened on the initiative of the Chair of the Board of Directors or the Company's Executive Board or at the request of:

- 1) Any member of the Board of Directors;
- 2) Audit organization auditing the Company;
- 3) Major shareholder;
- 4) Internal Audit Service of the Company.

11.2.2. The request to convene the meeting of the Board of Directors with the attachment of relevant materials shall be submitted to the Chair of the Board of Directors by sending a respective written notice containing the proposed agenda for the meeting.

11.2.3. The request to convene the meeting of the Board of Directors must be signed by the initiator of the meeting.

11.2.4. The meeting of the Board of Directors shall be held with the obligatory invitation of the person who has submitted the said request.

11.2.5. The Chair of the Board of Directors shall make a decision on convening (or refusing to convene) the meeting of the Board of Directors within 2 (two) working days from the date of receipt of such request for convocation.

11.2.6. The meeting of the Board of Directors shall be convened by the Chair of the Board of Directors or the Company's Executive Board no later than 20 (twenty) working days after the receipt of the request to convene by either the Chair of the Board of Directors or the Company's Executive Board respectively.

11.2.7. If such decision is not made by the Chair of the Board of Directors within the specified period, and if the Chair of the Board of Directors refuses to convene the meeting (in-presentia or in absentia), the initiator has the right to apply with this proposal to the Company's Executive Board which shall convene the meeting of the Board of Directors.

11.2.8. The Chair of the Board of Directors and the Company's Executive Board do not have the right to refuse to convene the meeting of the Company's Board of Directors, unless:

- 1) The request to convene the meeting does not comply with the Legislation of the Republic of Kazakhstan, the Charter and/or the Regulations on the Company's Board of Directors;
- 2) The person who submitted the request does not have the right to request convocation of the meeting of the Board of Directors;
- 3) If making decision on all issues proposed for consideration by the Board of Directors does not fall within the exclusive competence of the Board of Directors.

11.3. Notification of members of the Board of Directors on convening and holding the meeting of the Board of Directors

11.3.1. Notification on the meeting of the Board of Directors is signed by the Chair of the Board of Directors, and in case of his/her refusal to convene the meeting, the Chair of the Company's Executive Board.

11.3.2. The notice of the meeting of the Board of Directors should contain information on the date, time and place of the meeting and its agenda.

11.3.3. Notification on the meeting, as well as the necessary materials attached to it, are sent by the Corporate Secretary of the Company to the members of the Board of Directors in writing or, as agreed with the members of the Board of Directors, in any other convenient way (including by postal, facsimile, electronic or other communication) not later than 10 (ten) business days before the date of the meeting (and in absentee voting - before the deadline for receiving ballots for absentee voting), except for cases provided for the Charter of the Company.

11.3.4. The member of the Board of Directors shall notify the Chair of the Board of Directors and the Executive Board of the Company in advance of the impossibility of his/her participation in the meeting of the Board of Directors.

11.3.5. Materials for the meeting of the Board of Directors, sent to members of the Board of Directors include the following:

- 1) The agenda of the meeting, indicating the speakers;
- 2) Explanatory notes addressed to the members of the Board of Directors, prepared in accordance with the requirements established by Appendix 3 hereto;
- 3) Draft decisions of the Board of Directors;
- 4) Draft documents;
- 5) Extracts from decisions of the Executive Board;

6) Other additional documents, if any (presentations, copies of decisions of state bodies, General Meeting of Shareholders, the Board of Directors), reference materials, justifying the inclusion of these issues on the agenda, and so on.

11.3.6. The explanatory note and the draft decision on the agenda issue for the meeting of the Board of Directors shall be signed by the initiator of including the issue in the agenda.

11.3.7. If the initiator of the issue consideration is the Executive Board of the Company, explanatory note and draft decision to the agenda issue shall be signed by the Chair of the Executive Board of the Company.

11.3.8. Drafts documents submitted by the Executive Board of the Company for approval of the Board of Directors shall be signed at a level not lower than the head of the structural subdivision of the Company;

11.3.9. If draft document is reviewed at the meeting of the Company's Executive Board, it is allowed to transfer the document to the Corporate Secretary of the Company without the necessary signatures, if the document is bound securely with the extract of the decision of the Company's Executive Board.

11.3.10. The extract from the decision of the Executive Board of the Company shall be signed by the secretary of the Executive Board of the Company and certified by the relevant stamp of the Company.

11.3.11. If the member of the Board of Directors is a foreign citizen who does not have knowledge of the state or Russian languages, the entire package of materials must be translated to English and every page should be signed by employee of the structural unit of the Company responsible for the translation of documents in the Company.

11.3.12. Materials on the election of officers of the Company or its subsidiaries and affiliates shall contain the following information on the proposed candidates:

- 1) Surname, name, patronymic;
- 2) Information on education;
- 3) Information on affiliation to the Company;
- 4) Information on places of work and positions held over the past three years;
- 5) Other information confirming the qualifications, experience of candidates.

11.3.13. In case of consideration of making a decision on conclusion of a major transaction and/or non-arm's length transaction, the information on the transaction shall include information on the parties to the transaction, on assets to be acquired or disposed of (if applicable), the period and conditions of the transaction, the nature and extent of the interests of the persons involved, the appraiser's report (if the transaction will result in acquisition or alienation of property in the amount of 10% (ten percent) or more of the book value of the Company's assets), and other details of the transaction if available.

11.3.14. The final formation of materials for meetings of the Board of Directors is carried out by the Corporate Secretary Service of the Company.

11.3.15. Materials for meetings and minutes of meetings of the Board of Directors are top priorities, which means that such documents are prepared and/or agreed by the structural subdivisions of the Company primarily.

11.3.16. The materials specified in sub-clause 11.3.5. of clause 11.3. hereof, with the exception of the agenda of the meeting, are provided by the Secretary of the Executive Board of the Company to the Corporate Secretary of the Company at the time specified in the internal documents of the Company.

11.3.17. In case of non-submission of the necessary materials within the period specified in the internal documents of the Company and/or their submission in an inappropriate form, the issue will not be included in the agenda of the meeting.

11.3.18. The Corporate Secretary of the Company has the right to accept these materials for work or send them for revision due to non-compliance of the materials package with the requirements of this Regulation, the constituent documents of the Company, internal documents of the Company and/or other documents of substantial significance to the Company.

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11.3.19. Internal documents of the Company may establish additional requirements for materials on issues on the agenda of the Board of Directors.

11.4. Changing the place and time of the Board of Directors meeting

11.4.1. In the event that it becomes impossible or difficult to hold the meeting of the Board of Directors at a place or time, of which members of the Board of Directors have been notified, the meeting on the planned agenda may be held at another place and/or at another time.

11.4.2. All members of the Board of Directors shall be notified in writing of the change in the place or time of the meeting of the Board of Directors in advance by the Corporate Secretary of the Company so that they have enough time to arrive at the meeting.

11.4.3. Notification on changes is sent to members of the Board of Directors in any form that guarantees receipt of the notification by member of the Board of Directors.

11.5. Agenda of the Board of Directors meeting

11.5.1. At the meeting of the Board of Directors decisions are made on the issues included in the agenda of this meeting.

11.5.2. The agenda of the meeting of the Board of Directors is not subject to change after a notice of the meeting of the Board of Directors has been sent to members of the Board of Directors, with the exception of the changes specified in sub-clauses 11.5.3 and 11.5.4 of clause 11.5. hereof.

11.5.3. The initiator of the issue including to the agenda may at any time, before a decision is taken, exclude his/her issue from the agenda, which is mandatory recorded in the minutes.

11.5.4. During any meeting of the Board of Directors, which is attended by 2/3 (two thirds) of the total membership of the Board of Directors, additional issues may be included and considered on the agenda, provided that all present Board of Directors members vote for their inclusion to the agenda.

11.5.5. If the agenda includes issues with violation of the deadlines, the Chair of the Board of Directors shall be provided with an exhaustive justification for this need.

11.6. Regulation of the Board of Directors Meetings

11.6.1. The meeting of the Board of Directors begins at the time indicated in the notification, if there is a quorum, and is opened by the Chair of the Board of Directors or a member of the Board of Directors acting his/her duties.

11.6.2. The quorum for the authorized holding of the meeting of the Board of Directors is at least half of the total number of members of the Board of Directors, including members of the Board of Directors using technical means of communication (i.e., via video conference and telephone conference).

11.6.3. If the total number of members of the Board of Directors is not enough to achieve the quorum defined in the previous sub-clause, the Board of Directors is obliged to submit for consideration of the extraordinary General Meeting of Shareholders the issue of election (appointment) of new members of the Board of Directors. The remaining members of the Board of Directors are entitled to make a decision only on submitting such issue for consideration by such an extraordinary General Meeting of Shareholders.

11.6.4. The presence of quorum is determined by the Chair of the Board of Directors or a member of the Board of Directors, acting his/her duties, before the start of the meeting.

11.6.5. In the absence of quorum, the Chair of the Board of Directors or a member of the Board of Directors acting his/her duties, announces the postponement of the meeting for a period not exceeding 14 (fourteen) calendar days.

11.6.6. The Chair of the Board of Directors or a member of the Board of Directors, acting his/her duties, informs present persons about the presence of quorum for holding the meeting of the Board of Directors and announces the agenda of the meeting of the Board of Directors.

11.6.7. The meeting of the Board of Directors includes the following stages:

- 1) Approval of the meeting agenda;
- 2) Speech of a member of the Board of Directors or an invited person with a report on the agenda issue;

- 3) Discussion of the agenda;
- 4) Proposals on the formulation of a decision on the agenda issue;
- 5) Vote counting;
- 6) Announcement of the results of voting and the decision taken on the agenda issue.

11.6.8. The meeting of the Board of Directors is held with the obligatory invitation of the person who made the request to hold the meeting.

11.6.9. The Board of Directors has the right to decide to hold a closed meeting in which only members of the Board of Directors can participate.

11.6.10. Representatives of the audit organization that conducted the audit of the Company, employees of the Internal Audit Service of the Company, members of the Executive Board of the Company, employees of the Company, as well as other persons may be invited to meetings of the Board of Directors.

11.7. Voting at the Board of Directors meeting in-presentia

11.7.1. When making decisions by the Board of Directors, members of the Board of Directors present at the meeting have the right to express their opinion on the agenda issues by voting.

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

11.7.3. If member of the Board of Directors cannot personally attend the meeting, he/she has the right to express his/her opinion in writing on the issues of the agenda in accordance with Appendix 4 hereto.

11.7.4. Written opinion shall be submitted by a member of the Board of Directors no later than 1 (one) business day prior to the meeting of the Board of Directors.

11.7.5. The Chair of the Board of Directors or a member of the Board of Directors, performing his/her duties, is obliged to read out the written opinions of the members of the Board of Directors who are absent at the meeting of the Board of Directors before voting on the agenda issues on which these opinions are presented.

11.7.6. If the member of the Board of Directors who previously submitted a written opinion on the agenda arrives to participate and vote at the meeting of the Board of Directors, which uses mixed voting, his/her written opinion shall not be taken into account.

11.7.7. When resolving issues at the meeting of the Board of Directors, each member of the Board of Directors has one vote.

11.7.8. Transfer of voting rights by a member of the Board of Directors to another person, including another member of the Board of Directors, is not allowed.

11.7.9. In cases when the Board of Directors shall make a decision on an interested party transaction, the required quorum for an authorized meeting of the Board of Directors shall be at least 2 (two) members of the Board of Directors who are not interested (or are considered to be uninterested) in such transaction. The decision to conclude such a transaction by the Company shall be made by a simple majority of votes of the members of the Board of Directors present at the meeting who are not interested in its conclusion.

11.7.10. The decision on the conclusion of non-arm's length transaction by the Company is taken by the General Meeting of Shareholders in the following cases:

- 1) If all members of the Board of Directors are stakeholders;
- 2) The inability of the Board of Directors to make a decision on the conclusion of such a transaction due to the lack of the number of votes necessary to make a decision.

11.8. Making decisions by the Board of Directors

11.8.1. Decisions of the Board of Directors on the issues of the agenda approved for the meeting of the Board of Directors are made in the following ways:

- 1) By voting in person;
- 2) Absentee voting.

11.8.2. Decisions of the Board of Directors are made by a simple majority of votes of members of the Board of Directors (except as otherwise provided by the Charter of the Company) present at the meeting or participating in absentee voting, unless otherwise provided by the legislation of the Republic of Kazakhstan.

11.8.3. In case of equality of votes, the vote of the Chair of the Board of Directors or a member of the Board of Directors, performing his/her duties, is decisive.

11.8.4. To make effective and timely decisions by the Board of Directors, it is necessary to ensure compliance with the following factors:

- 1) High quality of materials, information, documents provided to the Board of Directors, including translation to English if necessary;
- 2) Obtaining the experts opinion (internal and external) if necessary (it should be noted that the involvement of experts does not relieve the Board of Directors from the responsibility for decision taken);
- 3) The time devoted to discussions on the meeting of the Board of Directors, especially for important and complex issues;
- 4) Timely consideration of issues;
- 5) The decisions should include a plan of further actions, deadlines and responsible persons.

11.8.5. The following factors may adversely affect the quality of decisions of the Board of Directors:

- 1) The dominance of one or several directors at the meeting, which may limit the full participation in the discussions of other directors;
- 2) Formal attitude to risks;
- 3) The pursuit of personal interests and low ethical standards;
- 4) Formal decision making at meeting of the Board of Directors, without real and active discussions;
- 5) The position of uncompromising (lack of flexibility) or lack of desire for development (contentment of the current situation);
- 6) Weak organizational culture;
- 7) Lack of information and/or analysis.

11.9. Minutes of the Board of Directors Meetings

11.9.1. Decisions of the Board of Directors that were made at the meeting held in person are documented in minutes.

11.9.2. The minutes of the meeting of the Board of Directors are kept by the Corporate Secretary of the Company.

11.9.3. The minutes of the meeting of the Board of Directors shall be drawn up no later than 3 (three) days after its holding.

11.9.4. The minutes of the meeting shall include:

- 1) Full name and location of the Company's Executive Board;
- 2) Date, time and place of the meeting;
- 3) Information on the persons participating in the meeting;
- 4) Agenda of the meeting;
- 5) Issues put to vote and voting results, indicating the voting result of each member of the Board of Directors on each item on the agenda of the meeting of the Board of Directors;
- 6) Special opinions of the members of the Board of Directors (if any);
- 7) Decisions made;

8) Other information by decision of the Board of Directors.

11.9.5. The minutes of the meeting of the Board of Directors shall be signed by the Chair of the Board of Directors or a member of the Board of Directors, acting his/her duties, and the Corporate Secretary.

11.9.6. The transcript and audio or video recording of the meeting of the Board of Directors that contain the speeches of persons who participated in the meeting of the Board of Directors are attached to the signed minutes and are its integral parts.

11.9.7. The Company is obliged to keep the minutes of meetings and decisions of the Board of Directors made by in-person and absentee voting in the archive of the Company.

11.9.8. The Company is obliged on an ongoing basis to provide members of the Board of Directors with access to meeting minutes, decisions of the Board of Directors made by absentee voting.

11.9.9. The Corporate Secretary of the Company, upon the written request of a member of the Board of Directors, is obliged to provide him/her with the minutes of the meeting of the Board of Directors (committees of the Board of Directors) and/or decisions made by absentee voting within 10 (ten) business days from the date of receipt of such a request, for review and/or give him/her extracts from the minutes and decisions certified by the signature of the Corporate Secretary of the Company and the seal of the Board of Directors.

11.9.10. A member of the Board of Directors who did not participate in the meeting of the Board of Directors or who voted against a decision of the Board of Directors that breaches the procedure established by the legislation of the Republic of Kazakhstan and the Charter of the Company, has the right to challenge it in court.

11.10. Decision-making by the Board of Directors by absentee voting

11.10.1. At the discretion of the Chair of the Board of Directors, decision-making by the Board of Directors on issues submitted for its consideration is possible by absentee voting. Absentee voting is applied without holding the meeting of the Board of Directors. The Charter of the Company determines the range of issues on which absentee voting is not carried out.

11.10.2. At the same time, ballots drawn up in the form in accordance with Appendix 5 hereto are used for absentee voting on issues on the agenda of the meeting.

11.10.3. The ballot for absentee voting shall be sent by the Corporate Secretary of the Company to the members of the Board of Directors no later than 10 (ten) business days before the date of counting of votes for absentee voting with a notice of its conduct.

11.10.4. The ballot for absentee voting and other information (materials) shall be sent to the members of the Board of Directors via postal/electronic or other communications, or delivered in person.

11.10.5. The decision by absentee voting shall be deemed made if there is a quorum according to the ballots received in due time.

11.10.6. The decision by absentee voting must be made in writing and signed by the Chair of the Board of Directors and the Corporate Secretary of the Company no later than 3 (three) business days from the deadline for receiving ballots for absentee voting and must contain the following:

- 1) Full name and location of the Company's Executive Board;
- 2) date of the absentee meeting of the Board of Directors;
- 3) Information on persons whose ballots were received on time;
- 4) Agenda of the meeting;
- 5) issues put to vote, and wording of decisions on each issue, and the results of voting on them, indicating the voting result of each member of the Board of Directors on each item on the agenda of the meeting of the Board of Directors;
- 6) Special opinions of the members of the Board of Directors (if any);
- 7) Decisions made;

11.10.7. Decisions made by the Board of Directors by absentee voting and the results of absentee voting shall be sent by the Corporate Secretary of the Company to the members of the Board

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of Directors no later than 20 (twenty) calendar days from the date of signing the decision with the application of ballots based on which this decision was made.

12. Assessment of the Board of Directors activity

12.1. The Board of Directors, committees and members of the Board of Directors shall be assessed on an annual basis as part of a structured process approved by the Board of Directors of the Company.

12.2. Moreover, at least once every three years, an assessment shall be carried out with the involvement of an independent professional organization.

12.3. The assessment shall allow to determine the contribution of the Board of Directors and each of its members to the growth of long-term value and sustainable development of the Company, as well as identify areas and recommend measures for improvement.

12.4. Assessment results are taken into account upon re-election or early termination of powers of members of the Board of Directors.

12.5. Assessment is mandatory both for independent directors and for representatives of shareholders.

12.6. The assessment shall meet such criteria as regularity, comprehensiveness, continuity, realism and confidentiality.

12.7. Assessment includes, but is not limited to, consideration of the following issues:

1) The optimality of the composition of the Board of Directors (balance of skills, experience, diversity of composition, objectivity) in the context of the tasks facing the Company;

2) Clarity of understanding of the vision, strategy, main tasks, problems and values of the Company;

3) Succession and development plans;

4) The functioning of the Board of Directors as a single body, the role of the Board of Directors and the Chair of the Executive Board of the Company;

5) The effectiveness of interaction in the Board of Directors, the Board of Directors with the bodies and officials of the Company;

6) The effectiveness of each member of the Board of Directors;

7) The effectiveness of the committees of the Board of Directors and their interaction with the Board of Directors, members of the Executive Board of the Company;

8) The quality of information and documents provided to the Board of Directors;

9) The quality of discussions at meetings of the Board of Directors and committees;

10) The effectiveness of the Corporate Secretary;

11) Clarity in understanding processes and competencies;

12) The process of identifying and assessing risks;

13) Interaction with shareholders and other stakeholders.

12.8. The Chair of the Board of Directors is responsible for the entire assessment process and taking measures based on its results. Key roles in the assessment process are distributed as follows:

1) The Chair of the Board of Directors manages the assessment process, provides feedback to the entire composition of the Board of Directors and each of its members, informs the General Meeting of Shareholders of the results of the assessment and discusses measures for improvement, and also monitors the implementation of the action plan based on the results of the assessment;

2) The Chair of the Nomination and Remuneration Committee ensures the process for the assessment of the Chair of the Board of Directors;

3) The Chairpersons of the committees ensure the process for the assessment of the work efficiency of the committees that they chairing.

4) An independent consultant (if involved) acts as a moderator and methodologist, organizes and coordinates the assessment process;

5) Members of the Board of Directors ensure active participation, openness, honesty and involvement.

12.9. The results of the assessment may serve as the basis for re-election of the entire composition of the Board of Directors or its individual member, review of the composition of the Board of Directors and the amount of remuneration to members of the Board of Directors.

12.10. If there are serious shortcomings in the performance of individual members of the Board of Directors, the Chair of the Board of Directors shall consult with large shareholders of the Company.

12.11. The Board of Directors reflects how the Board of Directors was assessed and what measures were taken in the annual report. If an independent consultant is involved, it shall be indicated whether that consultant have provided other consulting services to the Company over the past three years.

12.12. General meeting of shareholders may conduct its own assessment of the Board of Directors independently or with the involvement of an independent consultant. The results of an assessment carried out independently by the Board of Directors, the results of the Company's activities, the fulfilment of shareholders' expectations and other factors are taken into account.

13. Remuneration and/or compensation of expenses of members of the Board of Directors

13.1. In accordance with the procedure established by the legislation of the Republic of Kazakhstan, members of the Board of Directors may be paid with remuneration and/or compensation for expenses related to the performance of their functions as members of the Board of Directors during the performance of their duties.

13.2. The level of remuneration to members of the Board of Directors shall be sufficient to attract, retain and motivate each member of the Board of Directors to the level required for successful management of the Company.

13.3. The rules for remuneration of members of the Board of Directors are developed on the basis of the methodology of Samruk-Kazyna JSC and approved by the decision of the General Meeting of Shareholders.

13.4. The procedure and amount of payment of remuneration and/or compensation of expenses of the members of the Board of Directors are established by the decision of the General Meeting of Shareholders.

13.5. The remuneration shall fairly reflect the expected contribution of a member of the Board of Directors to improving the efficiency of the entire Board of Directors and the activities of the Company.

13.6. When determining the amount of remuneration, the responsibilities of the members of the Board of Directors, the scope of the Company's activities, long-term goals and objectives determined by the development strategy, the complexity of the issues considered by the Board of Directors, the level of remuneration in similar companies (benchmarking, review of remuneration) are taken into account.

13.7. As a rule, the members of the Board of Directors are paid a fixed annual remuneration, as well as additional remuneration for their chair of the Board of Directors, participation and chair in committees of the Board of Directors.

13.8. The remuneration of a member of the Board of Directors shall not include options or other elements related to the results of the Company.

14. Final Provisions

14.1. In case of making amendments and/or additions to the legislation of the Republic of Kazakhstan, the Charter of the Company, the Code of Corporate Governance of the Company, this Regulation shall apply as far as it does not contradict such amendments and additions.

14.2. This Regulation shall enter into force on the date of its approval by the General Meeting of Shareholders in the manner established by the legislation of the Republic of Kazakhstan and internal documents of the Company.

15. Appendices

- 15.1. Appendix 1 Example of obligation of a member of the Board of Directors.
 - 15.2. Appendix 2 Example of the Board of Directors' work plan for a calendar year.
 - 15.3. Appendix 3 Example of explanatory note to the Board of Directors' members.
 - 15.4. Appendix 4 Example of written opinion for an in-person meeting of the Board of Directors.
 - 15.5. Appendix 5 Example of absentee vote ballot for the meeting of the Board of Directors.
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OBLIGATION

I, _____ being a member of the Board of Directors of
(Full Name)

NAC Kazatomprom JSC (hereinafter - the Company) undertake to maintain confidentiality of official 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 during the term of office of a member of the Board of Directors and in 5 (five) years after the termination of powers of a member of the Board of Directors in accordance with the provisions established by the internal documents of the Company, if a longer period is not provided for by the legislation of the Republic of Kazakhstan and the Company's internal documents.

Signature of undertaking person with full name, date

Signature of the Company's Information Security Officer, date

**Work Plan of the Board of Directors of NAC Kazatomprom JSC
for _____**

N o.	Issue	The ground for submission of the issue for consideration by the Board of Directors (competence)	Duration of consideration (month)	Responsible structural subdivision	Responsible person (at the level of members of the Executive Board)
.					
.					
.					
.					
.					

**To the members of the Board of Directors of
NAC Kazatomprom JSC**

**Explanatory note
to the agenda issue of the Board of Directors meeting**
“ _____ ”

The explanatory note is written on 1-2 sheets (font - Times New Roman, font size 14), where the following should be clearly and concisely reflected:

1. The main point.
2. The basis for the preparation of the issue (references to the corresponding article (clause, sub-clause) of the regulatory legal acts of the Republic of Kazakhstan, international agreements, decisions of the General Meeting of Shareholders, the Charter of the Company, internal documents of the Company, that are the basis), as well as the need to submit the issue to the Board of Directors.
3. Information on legislative acts, acts of higher bodies of the Company, decisions of the Board of Directors and its committees, assignments given earlier on the issue under consideration and the results of their implementation.
4. The anticipated risks arising in case the proposed decision is adopted/is not adopted by the Board of Directors, the consequences of such risks and the measures on their mitigation:
5. The expected socio-economic and/or legal consequences in case the Board of Directors adopts the decision.
6. Specific objectives, deadlines for expected results and expected effectiveness.
7. The estimated financial expenses associated with fulfilment of the Board of Directors' decision based on the Company's approved budget.
8. The need to subsequently bring the internal documents of the Company and its subsidiaries and affiliates in line with the Board of Directors' decision on the issue to be taken:
9. Other information.

Appendices are attached to the explanatory note (if any), while the number of sheets in the appendix is indicated.

If the documents submitted for consideration by the Board of Directors contain information constituting official information and/or commercial secrets of the Company, they are assigned with the stamps “For official use” and “Confidential”. The provision of such documents is carried out in accordance with the requirements of the legislation of the Republic of Kazakhstan and internal documents of the Company.

**Written opinion
to the meeting of the Board of Directors
NAC Kazatomprom JSC.**

Nur-Sultan No. _____ dated _____ 20__.

The member of the Board of Directors: _____

AGENDA ISSUE:

1. _____

DECISION OF THE MEMBER OF THE BOARD OF DIRECTORS:

1. _____

Voting result:

Full name	for	Against	Abstained

Note: in case of a vote “against” or “abstained,” a member of the Board of Directors has the right to express his dissenting opinion, which is attached separately in writing

The member of the Board of Directors:

(signature is mandatory)

_____, 20__.

(signature is mandatory)

(Full Name of the Board of Directors member)

**Absentee ballot
to the meeting of the Board of Directors
of National Atomic Company Kazatomprom Joint Stock Company**

Location of NAC Kazatomprom JSC (location of the Executive Board of NAC Kazatomprom JSC):

The meeting of the Board of Directors of NAC Kazatomprom JSC convened on:

_____.
Date of presenting this ballot to a member of the Board of Directors of NAC Kazatomprom JSC _____, _____ 20__ .

Full Name

The deadline for the receipt of ballots is _____ < 20__ until 16.30

Explanations on how to fill out the ballot:

We ask you to vote on each decision by putting a signature in the appropriate column for each issue of the agenda.

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

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

If you refrained from making decision, please put your signature in the “ABSTAINED” column.

In the case of “AGAINST” or “ABSTAINED” vote, a member of the Board of Directors has the right to express his/her dissenting opinion, which is attached separately in writing.

AGENDA ISSUE:

1. _____

DECISION OF THE MEMBER OF THE BOARD OF DIRECTORS:

:

5.3. _____

5.4. _____

Voting result:

Full name	for	Against	Abstained

List of approval

**Regulation
on the Board of Directors of NAC Kazatomprom JSC**

No.	Subdivision	Position	Full Name	Signature	Date
1.	Legal Department	Director	K.A. Shaimerdinov		
2.	Corporate Governance Department	Director	S.T. Imankulov		
3.	Administrative Department	Director	A.M. Dunenov		
4.	Compliance Service	Head	S.M. Sarbasov		