

NAC Kazatomprom JSC	CSS	Organization of the work of the Board of Directors of the Company
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Regulation

on the Corporate Secretary of NAC Kazatomprom JSC

1. Purpose

1.1. The Regulation on the Corporate Secretary of NAC Kazatomprom JSC (hereinafter – the Regulation) determines the legal status of the Corporate Secretary of NAC Kazatomprom JSC (hereinafter – the Corporate Secretary and the Company, respectively), the functions, rights and duties of the Corporate Secretary, the procedure for his/her appointment and termination of authority, as well as the procedure for the activities of the Corporate Secretary Service.

2. Scope

2.1. This Regulation applies to all the officials and employees of the Company involved in working with the Corporate Secretary in the exercise of his/her duties.

Ed. №	Pages changed*	Developed	Reviewed	Reviewed	Approved
0.		Corporate secretary Tnymbergenova M.K. _____ (signature) «__» _____ 2019	By the decision of the Management Board of NAC Kazatomprom JSC № ____ dated «__» _____ 2019	By the decision of the Nomination and Remuneration Committee of the Board of Directors of NAC Kazatomprom JSC № ____ dated «__» _____ 2019	By the decision of the Board of Directors of NAC Kazatomprom JSC № ____ dated «__» _____ 2019

3. General provisions

3.1. This Regulation has been developed in accordance with the legislation of the Republic of Kazakhstan, the regulatory requirements of the exchanges on which the shares of the National Atomic Company Kazatomprom JSC are circulated, the Charter of the Company, the Code of Corporate Governance of the Company (hereinafter - the Code of Corporate Governance) and other internal documents of the Company.

3.2. The Corporate Secretary is an employee of the Company, who is not an official of the Company, who is appointed and accountable to the Board of Directors of the Company (hereinafter referred to as the Board of Directors), and in addition, as part of his/her activities, controls the preparation and conduct of meetings of shareholders and the Board of Directors of the Company, ensures the formation of materials on agenda items for the General Meeting of Shareholders and materials for the meeting of the Board of Directors of the Company, controls the provision of access to them.

3.3. The Corporate Secretary acts on the basis of the Regulation and in accordance with the legislation of the Republic of Kazakhstan, the Corporate Governance Code and internal documents of the Company.

4. Appointment and Termination of authority the Corporate Secretary

4.1. The Corporate Secretary is appointed by the Board of Directors for a period of at least one year, on the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, by a simple majority of vote of the members of the Board of Directors present at the meeting.

4.2. The Corporate Secretary must possess knowledge, experience and qualification, an impeccable business reputation and have the trust of the Board of Directors and shareholders of the Company.

4.3. For the position of Corporate Secretary is appointed a person with a higher legal or economic education, with at least 5 years of experience, and practical knowledge in the field of corporate governance and corporate law.

4.4. Search and appointment of the Corporate Secretary of the Company are carried out on the basis of open and transparent procedures, as regulated in the internal documents of the Company.

4.5. Terms for performing functions by the Corporate Secretary shall be determined by the Employment Agreement.

4.6. The Board of Directors, in the order set by the laws of the Republic of Kazakhstan, shall have the right to take decision on early termination of authority of the Corporate Secretary and termination of the Employment Agreement with him/her.

4.7. The Corporate Secretary shall not coincide his/her activity with other duties in the Company and/or paid positions in other organizations.

5. Corporate Secretary Duties

5.1. The duties of the Corporate Secretary in the framework of his activities are the following:
1) assistance in timely and high-quality corporate decision-making by the Board of Directors and its committees;

2) ensuring effective interaction of the Board of Directors, the Management Board with the shareholders of the Company;

3) acting as an adviser for members of the Board of Directors and the Management Board of the Company on all matters of corporate governance of the Company;

4) the implementation of activities within his/her competence, aimed at improving the level of corporate governance in the Company;

5) compliance with the requirements of the legislation of the Republic of Kazakhstan, the Charter of the Company, the Code of corporate governance of the Company, current Regulation and other internal documents of the Company.

6. Corporate Secretary Rights

6.1. The Corporate Secretary has the right to the following:

1) request and receive from the officials and employees of the Company, including the heads of the Internal Audit Service, the Compliance Service and the Ombudsman Service of the Company, the documents and information in Russian and English languages, necessary for making decisions at meetings of the Board of Directors, committees of the Board of Directors and General Meetings of Shareholders of the Company;

2) take measures to organize meetings of the Board of Directors and the General Meeting of Shareholders, to bring to the Company's officials information about the decisions taken, as well as subsequent monitoring of their implementation;

3) directly interact with the Chairman and members of the Board of Directors, the Chairman and members of the Management Board, employees of the Company and shareholders;

4) access and work with the documents of the Company with the “confidential” stamp;

5) verify the completeness of the presented package of materials on issues included in the agenda of the meeting of the Board of Directors, and issues submitted for consideration by the General Meeting of Shareholders, with the right to make comments and suggestions;

6) exercise other rights provided for and arising from the legislation of the Republic of Kazakhstan and internal documents of the Company.

7. Corporate Secretary Functions

7.1 The core functions of the Corporate Secretary include, but are not limited to:

7.1.1. In terms of ensuring the activities of the Board of Directors of the Company:

1) helping the Chairman to prepare a schedule of meetings for the year and meeting agendas;

2) organising meetings of the Board of Directors and its committees;

3) ensuring members of the Board of Directors receive relevant and timely information for their decision-making on the matters within the Board's competence;

4) minuting meetings of the Board of Directors and its committees, ensuring storage of the minutes, transcripts, audio and video records and other materials from the meetings of the Board of Directors and its committees;

5) advising members of the Board of Directors on legislation of the Republic of Kazakhstan, the Charter, the Code of Corporate governance, and internal documents; monitoring amendments and informing the members of the Board about them promptly;

6) inducting newly elected members of the Board of Directors;

7) arranging training for the members of the Board of Directors, and arranging the involvement of experts;

8) organising interaction between members of the Board of Directors, shareholders and the Management Board;

9) notifies the members of the Board of Directors of the Company of any restrictions regarding holding a position by a member of the Board of Directors of the Company in several companies, keeps records and regularly updates data on the positions held by members of the Board of Directors of the Company.

7.1.2. In terms of ensuring interaction with shareholders of the Company:

1) arranging the General Meetings of Shareholders of the Company;

2) distributing promptly materials on matters to be considered at the General Meetings of Shareholders of the Company to support their decision-making;

3) minuting the General Meetings of Shareholders of the Company, keeping the minutes,

transcripts and other materials from the General Meetings of Shareholders of the Company;

4) control over the provision of information to shareholders' requests on a timely basis.

7.1.3. In terms of implementing good corporate governance practices:

1) monitoring the implementation of, and compliance with, the principles and provisions of the Code of the Corporate governance;

2) preparing report on compliance with the principles and provisions of the Code of the Corporate governance;

3) identifying breaches of corporate governance norms set forth in legislation, the Company's Charter, Code of the Corporate governance and other documents of the Company;

4) advising the Company's shareholders, officials and employees on corporate governance matters of the Company.

7.1.4. Monitoring incoming questions from the shareholders of the Company and providing answers regarding the procedure for holding the General Meeting of Shareholders of the Company, explaining the provisions of the legislation of the Republic of Kazakhstan and the documents of the Company regarding the procedure for participation and voting at the General Meeting of Shareholders of the Company.

7.1.5. Promoting the effective exchange of information between the bodies of the Company.

7.1.6. Reporting on his/her activities to the Board of Directors in the time and manner established by the Board of Directors.

7.2. Assigning other duties to the Corporate Secretary should be made after taking into account his/her current work load. The imposition of new duties should not contribute to the poor performance of the functions set forth in this Regulation. Moreover, new functions should not duplicate the functions of other structural divisions and officials of the Company.

8. Corporate Secretary Service

8.1. To ensure effective performance by the Corporate Secretary of his/her functions, the Corporate Secretary Service may be created subject to the decision of the Board of Directors.

8.2. The Corporate Secretary Service is a structural subdivision of the Company. The Corporate Secretary is the head of the Service. The Service is subordinated directly to the Corporate Secretary. The Corporate Secretary defines and distributes duties between the employees of the Corporate Secretary Service and specifies their interchangeability.

8.3. Employees of the Corporate Secretary Service shall have relevant qualification, sufficient for performing duties assigned to them. Requirements to qualification of employees of the Corporate Secretary Service shall be specified in the corresponding job descriptions.

8.4. Internal rules of remuneration and social support for administrative employees of the Company shall apply to the employees of the Corporate Secretary Service except for the Corporate Secretary.

8.5. Duties and rights of the Corporate Secretary Service employees shall be defined in the relevant job descriptions.

9. Terms of salary payment and remuneration of the Corporate Secretary

9.1. The Board of Directors shall define the amount of official salary, terms of salary payment, remuneration and social support to the Corporate Secretary.

9.2. Terms of salary payment, remuneration and social support to the Corporate Secretary shall be specified in the Employment Agreement concluded between the Company and the Corporate Secretary based on the decision of the Board of Directors, as well as in internal documents and Collective agreement of the Company.

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

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10.1. The Corporate Secretary, employees of the Corporate Secretary Service shall act in the interests of the Company and the shareholders, perform their duties in good faith and in a due manner.

10.2. The Corporate Secretary, employees of the Corporate Secretary Service, in the order set by the laws of the Republic of Kazakhstan, the Company's internal documents, employment agreements, shall be liable for

- 1) undue performance of the tasks, duties, rights and obligations assigned to them;
- 2) losses caused to the Company by their actions (inactions).

11. Final provisions

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

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

Approval Sheet

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

№ п/п	Unit	Position	Full name	Signature	Date
1.	Department of Legal Affairs	Acting Director	Pirmatov A.E.		
2.	Corporate Governance Department	Director	Imankulov S.T.		
3.	Administrative Department	Director	Dunenov A.M.		