

Annex 2

to amendments 8 to the Regulations  
on the functional management structure of  
EIC "KazakhExport" JSC,  
approved with the resolution of the Board of Directors  
of EIC "KazakhExport" JSC  
dated September 08, 2017 (minutes #8)

Annex 25 to the  
Regulations  
on the functional  
management structure of  
EIC "KazakhExport" JSC

**o** **Regulations  
on the Committees under the Board of Directors  
of Export Insurance Company "KazakhExport" Joint-Stock Company**

**Nur-Sultan, 2020**

**IRD SUMMARY**

IRD name	Regulations on the Committees under the Board of Directors of Export Insurance Company "KazakhExport" Joint-Stock Company
IRD owner	Corporate Secretary
Access level	Public
Actions on familiarization with IRDs of all employees of the Company	Emailing within 1 (one) business day from the date of IRD placement on the Internal Portal net drive

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## **1. General provisions**

1. These Regulations on the Committees under the Board of Directors of Export Insurance Company "KazakhExport" Joint-Stock Company (hereinafter - the Regulations) are internal regulatory document of Export Insurance Company "KazakhExport" Joint-Stock Company (hereinafter - the Company) and developed in accordance with the Law of the Republic of Kazakhstan "On Joint-Stock Companies", the Charter of Export Insurance Company "KazakhExport" Joint-Stock Company (hereinafter - the Charter), the Corporate Governance Code of Export Insurance Company "KazakhExport" Joint-Stock Company and Regulations on the Board of Directors of Export Insurance Company "KazakhExport" Joint-Stock Company.

2. Definitions and concepts used in these Regulations:

1) Sole Shareholder is Baiterek National Managing Holding Joint-Stock Company;

2) Legislation is a set of regulatory legal acts of the Republic of Kazakhstan adopted in accordance with the established procedure;

3) Committee – Committees under the Board of Directors (Strategic Planning and Corporate Development Committee, Audit Committee, Nominations, Remuneration and Social Issues Committee;

4) The Corporate Governance Code is a document approved by the General Meeting of shareholders of the Company that regulates relations arising in the process of managing the company, including relations between the shareholder and the company's bodies, between the company's bodies, the Company and interested parties;

5) Independent Directors - members of the Board of Directors defined as Independent Directors in accordance with the Law of the Republic of Kazakhstan "On Joint-Stock Companies";

6) The Corporate Secretary is an employee of the Company who is not a member of the Management Board or of the Board of Directors, who is appointed by the Board of Directors and is accountable to the Board of Directors, and as part of his/her activities monitors the preparation and conduct of meetings of the Board of Directors of the Company, ensures formation of materials on items on the agenda for the meeting of the Board of Directors, controls their access provision;

7) Secretary of the Committee is the Corporate Secretary of the Company;

8) Internal Audit Service is a body that monitors financial and economic activities, assesses internal control, risk management, executes corporate governance documents, and provides advice to improve the Company's operations;

9) Compliance Controller is an employee of the Company directly reporting to the Board of Directors of the Company, performing internal control over compliance of the Company's activities with the requirements of the legislation of the Republic of Kazakhstan, international standards, internal rules and internal regulations of the Company, as well as implementing the Compliance Risk Management Policy and compliance control functions.

10) Board of Directors is the management body;

11) Management Board is the executive body;

12) Charter is the Charter of the Company;

3. These Regulations define the status, competence, number of members, establishment and work procedure of the Committees, election of the Chairman and members of the Committees, powers and early termination of their powers, as well as their rights and obligations.

4. The Company's Committees are permanent advisory and consultative bodies that assist the Board of Directors by preliminary consideration, analysis, succession planning and making recommendations on issues within their competences. They are established for the following purpose:

1) Strategic Planning Committee under the Board of Directors of Export Insurance Company "KazakhExport" Joint-Stock Company (hereinafter - the Strategic Planning Committee) - development of recommendations to the Board of Directors on developing priority areas of activity (development), strategic goals (Development Strategy), including items on the development of measures to improve the efficiency of the Company in the medium and long term, its profitable operations and sustainable development;

2) Audit Committee under the Board of Directors of Export Insurance Company "KazakhExport" Joint-Stock Company (hereinafter - the Audit Committee) - improving the efficiency and quality of the work of the Board of Directors of the Company by development of recommendations to the Board of Directors on establishing an effective system of control over the financial and economic activities of the Company (including the completeness and reliability of financial statements), monitoring the reliability and efficiency of the internal control and risk management system, as well as the execution of documents in the field of corporate governance, on the control of the independence of external and internal audit, the Compliance Controller of the Company, compliance with the legislation of the Republic of Kazakhstan, and internal regulations;

3) Nominations, Remuneration and Social Issues Committee under the Board of Directors of Export Insurance Company "KazakhExport" Joint-Stock Company (hereinafter - the Nominations, Remuneration and Social Issues Committee) - improving the efficiency and quality of work of the Board of Directors, through in-depth study and monitoring of issues related to the competence of the Board of Directors in the field of personnel policy, the system of appointments and remuneration, as well as assessing the performance in general and individually of members of the Board of Directors of the Company, members of the Management Board of the Company, succession planning for the Chairman and members of the Management Board, and performance assessments of the Corporate Secretary.

5. All proposals developed by the Committees are drawn up in the form of Minutes (Resolutions) and are of advisory nature.

6. The Committees are accountable to the Board of Directors of the Company and act within the powers granted to them by the Board of Directors of the Company and these Regulations.

7. In their activities, the Committees are governed by the laws of the Republic of Kazakhstan, the Charter of the Company, the Corporate Governance Code of the Company, resolutions of the Sole Shareholder, the Board of Directors of the Company, the Regulations on the Board of Directors of the Company, these Regulations and other internal regulations of the Company.

## **Chapter 2. Competence and powers of the Strategic Planning Committee**

8. The Strategic Planning Committee is responsible for reviewing and providing recommendations to the Board of Directors on the following issues:

1) preliminary review of the strategic goals (Development Strategy) of the Company, including the mission and vision, goals and objectives, amendments and additions, as well as their periodic review;

2) assessment and monitoring of the actions execution to implement the Development Strategy (at least once a year), and providing annual information to the Board of Directors with an assessment of the effectiveness of measures to implement the Development Strategy;

3) provision of recommendations for the implementation of the developed strategy in specific Action Plans of the Company, resource allocation, to achieve strategic plans and long-term goals;

4) preliminary review of documents submitted to the Board of Directors containing information on the implementation of the Development Strategy, achievement of the target values of strategic key performance indicators (KPIs), preliminary review of the report on the implementation of the Company's Development Strategy;

5) preliminary approval of the Action Plan for the implementation of the Company's Development Strategy, amendments and additions, and monitoring its implementation;

6) preliminary review of aspects of financial activities, including issues related to capitalization, placement of debt and other securities of the Company, and other financial transactions, such as investments in subsidiaries of the Company;

7) preliminary consideration and development of proposals in the field of information technology, including consideration of the implementation of measures for the Information Technology Development Strategy implementation;

8) development of proposals for the implementation of strategic goals in the field of information technology;

9) preliminary review of internal documents in the field of sustainable development, monitoring of compliance with the principles of sustainable development, assessment of the achievement of goals and key performance indicators in the field of sustainable development, preparation of recommendations for integrating sustainable development into key performance indicators;

10) preliminary approval of the Development Plan of the Company, amendments and additions to it, as well as monitoring its implementation;

11) preliminary review and approval of the report on the implementation of the Company's Development Plan;

12) preliminary review of strategic investment projects;

13) approval of the Action Plan of the Committee for the current year, taking into account the Action Plan of the Board of Directors of the Company;

14) preliminary review of the Annual Progress Report of the Committee by the end of the second month following the reporting year. The report shall be included in the Annual Report on the activities of the Board of Directors of the Company submitted to the Board of Directors in accordance with the Regulations on the Board of Directors;

15) providing the Board of Directors of the Company with recommendations on other issues within its competence, as well as in accordance with the instructions of the Board of Directors of the Company and/or the provisions of internal regulations of the Company related to strategic planning.

### **Chapter 3. Competence and powers of the Audit Committee**

9. The Audit Committee is responsible for reviewing and providing recommendations to the Board of Directors on the following issues:

1) establishment of an effective control system for financial and economic activities (including completeness and reliability of financial statements, assessment of financial reporting);

- 2) monitoring the reliability and efficiency of the Internal Control and Risk Management System, assessment of the Corporate Governance System efficiency and improvement;
- 3) monitoring the independence of internal audit;
- 4) monitoring the implementation of internal regulations and resolutions of the Sole Shareholder in the field of corporate governance;
- 5) monitoring the effectiveness of internal procedures meant to ensure compliance with the legislation of the Republic of Kazakhstan;
- 6) monitoring the implementation of recommendations of Internal and External Auditors, including the Internal Control and Risk Management System;
- 7) providing recommendations to the Board of Directors on the appointment and need to change the External Auditor performing the audit, approving qualification requirements and/or technical specifications, determining the amount of payment for his/her services, assessing the quality of the External Auditor's services and the external audit effectiveness, making recommendations on the External Audit Policy, including determining restrictions on the services that the External Auditor can provide;
  - 7-1) preliminary approval of the proposed candidate for further consideration his/her appointment (election) for the office of member of the Management Board, Managing Director or Chief Accountant of the Company, in case he/she participated in a mandatory audit of the Company as an employee of the External Auditor or participated in a mandatory audit of the Company as an employee of the External Auditor for 2 (two) years preceding the date of his appointment (election) to the Company;
- 8) independence and objectivity assessment of the external audit, as well as preliminary analysis of the audit organization's report before its submission to the Board of Directors;
- 9) preliminary approval and/or amendment and addition: rules of procedure of the Internal Audit Service (annual audit plan, audit scope map, budget of the Internal Audit Service, internal audit program and/or its amendments and/or additions, occupational training plan of the employees of the Internal Audit Service, Regulations on the Internal Audit Service, size and conditions of remuneration and bonuses for employees of the Internal Audit Service, their budget costs, and qualification requirements to employees of the Internal Audit Service, provision of the Internal Audit Service independence;
- 10) preliminary approval of the Compliance Controller's rules of procedure (Annual Plan), Regulations on the Compliance Controller;
- 11) preliminary approval in accordance with the established procedure of the structure, staff size of the Internal Audit Service, term of office of the Internal Audit Service, candidacy of the Head and other employee of the Internal Audit Service, as well as a decision on early termination of their powers;
- 12) preliminary review and analysis of Audit Reports of the Internal Audit Service on the results of audit engagement and periodic reports on the activities (performance) of the Internal Audit Service, presenting performance results and the most significant audit comments in a generalized form;
- 13) preliminary approval of Internal Audit and Compliance Risk Management Policies and Procedures;
- 14) assessment, in accordance with the established procedure, of the activities of the Internal Audit Service (the effectiveness of the internal audit function), preliminary consideration of KPIs Scorecards of the Head and employees of the Internal Audit Service, reports on the implementation of key performance indicators (KPIs) of the Internal Audit Service and its employees;

15) review of the Report on the results of the external quality assessment of the Internal Audit Service by the External Auditor, the Action Plan, the Report on the Action Plan implementation;

16) review of the Report on the results of internal quality assessment of the Internal Audit Service, the Action Plan, and the Report on the Action Plan implementation;

17) review of Reports on the results of corporate governance diagnostics, assessment of the Risk Management System effectiveness, assessment of the Internal Control System effectiveness, assessment of the Information Technology Systems and Information Security Systems effectiveness, Action Plans based on the results of assessments;

18) consideration of issues related to the execution of documents in the field of corporate governance with recommendations to the Board of Directors;

19) development of proposals on the hotline procedure, through which employees can confidentially or anonymously apply with information about alleged violations of the law or abuse, including concerning the completeness and reliability of Financial Statements, internal control and risk management and ethical issues, as well as proposals for the consideration and response to such appeals;

20) preliminary review of the Company's goals and measures for their implementation in the field of sustainable development;

21) preliminary approval of the report on the activities of the Compliance Controller, on the compliance risk control;

22) development of recommendations to the Board of Directors of the Company for consideration of placement (sale), including the number of placed (sold) shares, within the number of authorized shares, the method and price of their placement (sale), except for the cases provided for in parts two and three of Article 18.1 of the Law of the Republic of Kazakhstan "On Joint-Stock Companies";

23) development of recommendations to the Board of Directors of the Company for consideration of the repurchase of placed shares or other securities by the Company, and their repurchase price;

24) consideration and periodic review of the Company's documents related to corporate governance, including the Charter, the Regulations and Corporate Governance Code, to ensure their compliance with the legislation and best practices;

25) review on an annual basis of the report on compliance/non-compliance with the principles and provisions of the Corporate Governance Code, with the development of relevant recommendations for further improvement of corporate governance in cases of non-compliance, and their submission to the Board of Directors;

26) execution of documents in the field of corporate governance, as well as the inclusion of issues related to corporate governance in the induction and professional development program for members of the Board of Directors;

27) review of the report on transparency and efficiency of information disclosure;

28) assessment of the effectiveness of internal procedures aimed at ensuring compliance with the legislation of the Republic of Kazakhstan;

29) preliminary review of reports of regulatory authorities, External and Internal Auditors;

30) development of recommendations to the Board of Directors on special investigations (inspections), including with the involvement of independent consultants (experts);

- 31) analysis of cases of illegal actions in relation to the property of the Company and assessment of adequacy of measures taken by the Management Board to prevent illegal actions in relation to the property of the Company;
- 32) development of recommendations to the Board of Directors on determining the amount of payment for appraiser services (if the Board of Directors has the competence);
- 33) assessment of the Company's accounting policy;
- 34) consideration of confidential requests of employees and officials of the Company about violation or incorrect execution of internal control procedures or other policies of the Company (whistleblowing), as well as cases of fraud, theft, violation of legislation;
- 35) regular meetings with the External Auditor, review of letters to the management prepared by the External Auditor, review of recommendations implemented by the management of the External Auditor, reflected in the letter to the management;
- 36) consideration of reports submitted to the Committee in accordance with the Company's internal regulations;
- 37) preliminary approval of the Risk Management Policy, as well as the Rules, methodological documents and other internal regulations on the risk management;
- 38) preliminary approval of limits, risk appetite indicators, key risk indicators, tolerance level, and other indicators and limits subject to approval by the Board of Directors;
- 39) review of proposals and approaches in the field of risk management system automation, review of risk management reports;
- 40) preliminary approval of the Risk Register, Risk Map, Risk Management Action Plan, Business Process, Risks and Controls Matrix;
- 41) monitoring the periodic updating and improvement of risk management methodology, developing recommendations for improving the risk management system, providing training for managers and employees in risk management methodology;
- 42) preliminary consideration of the development strategy of the corporate risk management system, including the development of long-term development plans of the risk management system and risk culture, including automation and personnel training;
- 43) consideration of issues related to financing investment projects, export operations, and other transactions and provision of credit instruments within the competence of the Board of Directors in accordance with internal regulations (if necessary);
- 44) approval of the Action Plan of the Committee for the current year, taking into account the Action Plan of the Board of Directors of the Company;
- 45) preliminary review of the Annual Progress Report of the Committee by the end of the second month following the reporting year. The report shall be included in the Annual Report on the activities of the Board of Directors of the Company submitted to the Board of Directors in accordance with the Regulations on the Board of Directors;
- 46) consideration of other issues related to the Internal Control System, Risk Management System, issues related to internal and external audit, compliance procedures, and financial and economic reporting.

#### **Chapter 4. Competence and powers of the Nominations, Remuneration and Social Issues Committee**

10. The Nominations, Remuneration and Social Issues Committee is responsible for consideration and provision of recommendations to the Board of Directors on the following items:

- 1) development of recommendations on HR Policy, motivation of members of the Management Board, in the field of appointments, assessment and remuneration, social issues (corporate social responsibility issues);
- 2) preliminary assessment of candidates for the positions of members of the Management

Board, the Corporate Secretary;

3) assessment of internal acts regulating ethical standards and rules of corporate behavior of employees, development of recommendations for amending these acts or practices of their application;

4) monitoring of the existing internal regulations on selection, appointment, substitution, termination of powers, motivation of members of the Management Board, the Corporate Secretary, including analysis of practices applied in comparable organizations, development of recommendations for amending these acts or practices of their application;

5) monitoring compliance of HR policies with the Development Strategy, its financial status, as well as the situation on the labor market, development of recommendations for amending these acts;

6) development of recommendations for corporate transformation in the field of HR management and remuneration;

7) development of recommendations for ensuring the succession of key employees, including recommendations on the Staffing Schedule and the Employee Pool of key employees;

8) assessment of the state of the Employee Pool for key positions, including the Management Board;

9) assessment of candidates for the positions of members of the Management Board, and development of recommendations on the appointment or termination of their powers;

10) preliminary approval in accordance with the established procedure of the structure, staffing, work procedure, determination of the size of the official salary and conditions of remuneration (bonuses), social support, term of office, candidacy of the Corporate Secretary, as well as the resolution on early termination of powers;

11) development of recommendations on the terms of employment agreements with employees accountable to the Board of Directors, with the exception of the Internal Audit Service;

12) preliminary consideration of information about the results of the performance assessment of the Board of Directors, members of the Board of Directors and the Committees during the reporting year and the approval of the Improvement Plan of the activity of the Board of Directors;

13) development of recommendations on the principles and criteria for determining the amount and terms of remuneration and compensation to members of the Management Board, as well as recommendations on the terms of employee incentive programs;

14) development of recommendations/preliminary approval of key performance indicators (KPI Scorecards) of members of the Management Board, and their submission to the Board of Directors for approval;

15) development of recommendations/preliminary approval of key performance indicators (KPI Scorecards) of the Corporate Secretary;

16) regular performance assessment of employees accountable to the Board of Directors and provision of relevant recommendations to the Board of Directors, with the exception of the Internal Audit Service;

17) review at least once a year the report of the Ombudsman on the results of the work performed and assessment of the results of his/her activities;

18) preliminary approval of the size and conditions of remuneration and bonuses to the Compliance Controller, budget costs, as well as qualification requirements for the Compliance Controller, ensuring the independence of his/her activities;

19) preliminary approval in the established procedure of the structure, staffing of the Compliance Controller, the term of office of the Compliance Controller, candidacy of the Compliance Controller, as well as a resolution on early termination of his/her powers;

20) assessing the effectiveness of functions in accordance with the established

procedure, preliminary consideration of the Key Performance Indicators Scorecards, reports on the implementation of key performance indicators (KPI Scorecards) of the Compliance Controller;

21) preliminary approval of the performance assessment of the Compliance Controller, as well as the Annual Compliance Controller Competence Development Plan, amendments and/or additions to it;

22) monitoring of ensuring proper disclosure of information regarding remuneration and compensation of members of the Company's bodies in accordance with the requirements of the legislation of the Republic of Kazakhstan and internal regulations;

23) consideration of a corporate conflict if the Chairman of the Board of Directors of the Company is involved in it;

24) preliminary approval of reports on the activities of the Board of Directors of the Company, the Committee, and the Corporate Secretary;

25) approval of the Action Plan of the Committee for the current year, taking into account the Action Plan of the Board of Directors of the Company;

26) preliminary review of the Annual Progress Report of the Committee by the end of the second month following the reporting year. The report shall be included in the Annual Report on the activities of the Board of Directors of the Company submitted to the Board of Directors in accordance with the Regulations on the Board of Directors;

27) provision of the Board of Directors of the Company with recommendations on other issues within their competence, as well as in accordance with the instructions of the Board of Directors of the Company and/or the provisions of internal regulations of the Company.

## **Chapter 5. Rights and obligations of the Committees and their members**

11. To implement the tasks assigned to the Committees, their members have the following rights:

1) request documents, reports, explanations and other information from members of the Board of Directors, Committees, Management Board, Internal Audit Service, Compliance Controller, Corporate Secretary, and other employees of the Company within their competence;

2) invite members of the Management Board, Committee, Internal Audit Service, Compliance Controller, and other persons to attend their meetings as observers;

3) use the services of external experts and consultants in accordance with the established procedure within the funds provided for in the Company's budget for the current year;

4) participate in monitoring and verifying the execution of resolutions and instructions of the Board of Directors of the Company on the issues related to their activities;

5) develop and make proposals for amendments and/or additions to these Regulations;

6) develop and submit draft documents related to the activities of the Committees for approval by the Board of Directors of the Company;

7) request the convening of a meeting of the Committees and submit items on the agenda of meetings of the Committees;

8) use other rights necessary for the exercise of the powers assigned to them.

12. The Committees may consider other issues that fall within the competence of the Committee, including with the resolution of the Board of Directors or its Chairman.

13. The Committees monitor and analyze the implementation of resolutions of the Board of Directors of the Company that fall within the Committee's competence.

14. The Committees and their members shall:

1) perform their activities honestly and in good faith in accordance with these Regulations, on behalf of the Sole Shareholder and the Company as a whole;

- 2) take sufficient time to effectively perform their duties;
- 3) participate in the work of Committees and attend their meetings in presentia;
- 4) report to the Board of Directors of the Company on the results of their activities at the request of the Board of Directors of the Company;
- 5) respect the confidentiality of information received in the course of the Committees' activities;
- 6) notify the Board of Directors of the Company of any changes in the Independent Director's status or any conflict of interest arising from the resolutions to be taken by the Committee;
- 7) confirm the availability of in-depth knowledge in the area of risk management, strategic planning, corporate development, audit, HR management and/or undergo appropriate training (at least 1 (once) every three years).

### **Chapter 6. Composition, procedure for election and term of office of the Committees**

15. The Committees under the Board of Directors shall consist of members of the Board of Directors and, if necessary, experts (without vote), possessing the necessary professional knowledge to work in a specific Committee, except the Audit Committee. Committees shall be composed at 2/3 of Independent Directors.

16. If necessary, experts with relevant experience and competence may be involved in the Committee under the Board of Directors, whose functions include consideration of issues provided for in clause 8 of Chapter 2 of these Regulations. Members of this Committee, who are not members of the Board of Directors, are elected by the Board of Directors on the proposal of the Chairman of this Committee.

18. The Committee under the Board of Directors, whose functions include consideration of issues provided for in clause 9 of Chapter 3 of these Regulations, shall consist of independent members of the Board of Directors. A non-independent member of the Board of Directors may be elected to this Committee if the Board of Directors decides, on an exceptional basis, that the person's membership in the Audit Committee is necessary for the interests of the Sole Shareholder. When this appointment occurs, the Board of Directors shall disclose the nature of person's dependency and justify such resolution.

19. The Chairman and members of the Committees are elected by the Board of Director by a simple majority vote. The Committee may not include the Chairman, members of the Management Board or employees of the Company. Members of the Management Board/employees of the Company may participate in meetings of the Committee as invited persons.

20. The term of office of the Committee members coincides with their term of office as members of the Board of Directors of the Company.

21. Committees may be prematurely disbanded with the resolution of the Board of Directors of the Company.

### **Chapter 7. Chairman of the Committee**

22. The Chairman of the Committee is elected from among the Company's Independent Directors and organizes the work of the Committee headed by him, in particular:

- 1) convenes the meetings of the Committee, determines the form of meetings and presides over them;
- 2) approves the agenda of the Committee's meetings;
- 3) organizes minutes keeping at meetings of the Committee;
- 4) organizes discussion on the items at the meeting of the Committee, as well as hears the

opinions of persons invited to meetings;

5) maintains regular contacts with the members of the Board of Directors of the Company, members of the Management Board of the Company, structural divisions of the Company, with the aim of obtaining the most complete and accurate information necessary for the Committee's resolutions, and to ensure their effective interaction with the Board of Directors;

6) distributes responsibilities among members of the Committee, gives them and the Secretary of the Committees instructions related to the study and preparation of the items for consideration at meetings of the Committee;

7) ensures and coordinates the work on the implementation of the Committee's resolutions;

8) develops and approves the Action Plan of the Committee for the current year, taking into account the plan of meetings of the Board of Directors, and monitors the implementation of the resolutions and instructions of the Committee;

9) prepares a report on the Committee's activities and reports to the Board of Directors at a separate meeting on the results of its activities for the year during the meeting of the Board of Directors;

23. The Chairmen of the Committees, along with professional competencies, shall have organizational and leadership skills, good communication skills for the effective organization of the activities of the Committees headed by them.

24. If the Chairman of the Committee is absent from the meeting, the members of the Committee shall elect the Chairman of the meeting from among the members present by a simple majority of votes.

### **Chapter 8. Secretary of the Committee**

25. The functions of organizing and providing information for the Committees are performed by the Secretary of the Committees, who is the Corporate Secretary of the Company. For the period of absence of the Corporate Secretary (vacation, business trip, and other valid excuses), his/her duties as the Secretary of the Committees in accordance with the Resolution of the Chairman of the Committee is temporarily assigned to another employee of the Company.

26. The Secretary of the Committees shall ensure:

1) preparation and holding of the Committee meetings;

2) collection and systematization of materials for meetings;

3) timely notification of the members of the Committee and invited persons on the Committee meetings, agenda of meetings, and materials on the items on the agenda;

4) recording of meetings of the Board of Directors and Committees, ensuring storage of minutes, transcripts, audio-video recordings, materials of meetings of the Board of Directors and Committees;

5) issue extracts from the Minutes (resolutions) of the Committees as required;

6) analysis and control over the execution of orders of the Board of Directors of the Company that fall within the competence of the Committees;

7) performing other functions on behalf of the Chairman or other members of the Committees.

27. Committee meetings are held in accordance with the Action Plan approved before the beginning of the calendar year, which is coordinated with the Action Plan of the Board of Directors, indicating the list of items under consideration and the dates of meetings, but at least once a quarter. If necessary, the Committees hold extraordinary meetings.

### **Chapter 9. The rules of procedure of the Committee**

28. The Committee meetings are held in accordance with the approved Action Plan, but at least once a quarter. If necessary, the Committees hold extraordinary meetings.

29. Regular and extraordinary meetings of the Committees may be convened at the initiative of its Chairman or upon request of:

- 1) Sole Shareholder;
- 2) Board of Directors;
- 3) any member of the Committee.

If the Chairman of the Committee refuses convening of meetings, the initiator has the right to apply to the Board of Directors of the Company with the specified request.

30. Meetings of the Committee are held in presentia and in absentia, and the number of meetings with absentee voting should be minimized.

31. At the discretion of the Chairman of the Committee, resolutions of the Committee on items submitted for consideration may be made by absentee voting. Absentee voting is applied without holding a meeting of the Committee.

32. For absentee voting on items on the agenda, ballots drawn up in accordance with Annex 1 to these Regulations shall be used.

33. Resolutions on the following issues are recommended to be considered at meetings in presentia of the Committees:

- preliminary approval of the Development Strategy, Development Plans, their amendments, hearing reports on their implementation/execution;
- hearing reports of the Internal Audit and External Audit Services;
- review of investment / credit projects;
- preliminary approval of resolution on conclusion of large and related party transactions;
- preliminary approval of adoption/change of the organizational structure and staffing of the Company;
- preliminary approval of performance assessment and determination of remuneration to members of the Company's executive body;
- personnel issues.

34. Notification on the convocation of the Committee meetings shall be sent by the Secretary of the Committees to members of the Committee no later than 3 (three) business days before the date of the respective meetings using the appropriate communication means, including the Company's electronic document management system and/or other communication means, providing delivery and recording notification delivery.

The notification shall contain:

- 1) venue, time and date of the meeting;
- 2) the form of the meeting (in presentia or in absentia).

35. The notification shall be accompanied by:

- 1) agenda of the Committee meetings;
- 2) Explanatory Notes addressed to the members of the Committee to each item on the agenda, signed by the Chairman or a member of the Management Board of the Company, or the person initiating the inclusion of the item on the agenda of the meeting;
- 3) draft Resolution of the Committee on each item on the agenda, signed by the Chairman or a member of the Management Board of the Company, or the person initiating the inclusion of the item on the meeting agenda;
- 4) draft documents to be considered at a meeting of the Committees, signed by the Chairman or a member of the Management Board, or by the person initiating the submission of the document for consideration by the Committees;
- 5) extracts from Minutes of meetings of the Company's Management Board (if required);
- 6) absentee ballot of the Committees (in case of a meeting in absentia);
- 7) other additional documents, if available (presentations, copies of resolutions of state bodies and/or other legal entities, reference materials justifying the inclusion of these items on the agenda).

36. Participants in Committee meetings are its Chairman, members of the Committee and

the Secretary of the Committees. The following persons may attend Committee meetings at the invitation of the initiator or speaker on the item (including, but not limited to):

- 1) Company employees;
- 2) consultants (experts) engaged in accordance with the established procedure.

37. If necessary, the Committees may hold separate meetings with the Company's management, and its external and internal auditors.

38. The Chairman shall preside over the meetings of the Committee. In the event of unavailability of the Chairman, the members of the Committee shall elect the Chairman of the meeting from among the members attending the meeting by simple majority.

39. The Committee meeting is considered quorate if at least half of the members of the Committee attend it. In order to create favorable conditions and reduce the cost of holding meetings of the Committee, participation of members of the Committees in the meeting of the Committee is allowed through video conferencing (interactive audio-visual communication), conference communication (simultaneous conversation of members of the Committees in the "telephone meeting" mode), as well as by using other means of communication.

40. The Resolutions of the Committees shall be taken by a simple majority vote of the total number of all members of the Committee. Each member of the Committee shall have one vote in taking decisions. The transfer of voting rights by a member of the Committee to other persons, including other members of the Committees, is not allowed. In case of equality of votes of the members of the Committees, the vote of the Chairman of the meeting shall be decisive.

41. Based on the results of each meeting in presentia of the Committees, Minutes are drawn up, and a Resolution is made based on the results of each meeting in absentia of the Committee. The Minutes (resolution) are drawn up and signed no later than 5 (five) business days after the meeting. Minutes are signed by the Chairman of the Committee or the person performing his/her functions, responsible for the correctness of the contents of the Minutes, members of the Committees and the Secretary of the Committees. The resolution of the meetings in absentia of the Committee shall be signed by the Chairman of the Committee and the Secretary of the Committees. When holding meetings in absentia, absentee ballots are used, which are drawn up in accordance with Annex 1 to these Regulations.

42. Minutes of meetings (resolution) shall specify:

- 1) date, venue and time, and form of Committee meetings;
- 2) list of members of the Committee participated in the meeting (absentee voting), as well as a list of other persons attended the meeting of the Committees (in presentia);
- 3) agenda of Committee meetings;
- 4) key proposals of Committee members on items on the agenda;
- 5) items put to vote, and the results of voting on them, as well as all resolutions made.

43. If necessary, registration and signing of the minutes (resolution) of the meeting of the Committee can be carried out using the electronic document flow system of the Company by means of an electronic digital signature.

### **Chapter 10. Reporting on the activities of the Committees**

44. The Committees regularly, but at least once a year, report to the Board of Directors on their activities.

45. The Chairman of the Committee shall organize the preparation of information on the results of the Committee's activities for inclusion in the Report of the Board of Directors and the Company's Annual Report.

### **Chapter 11. Responsibility of the Committee members**

46. Members of the Committee are liable to the Company and the Sole Shareholder of the

Company for damage caused by their actions (inaction), in accordance with the legislation of the Republic of Kazakhstan, including for losses incurred as a result of provision of deceitful or misleading information.

47. Members of the Committee (former members of the Committees) are obliged to keep and not disclose confidential information of the Company that has become known to them (official secrets, commercial secrets) for 5 (five) years from the date of termination of their appointments in the Committees.

## **Chapter 12. Final provisions**

48. In case of amendments and/or additions to the legislation of the Republic of Kazakhstan, the Company's Charter, these Regulations shall apply in the part that does not contradict such amendments and additions.

49. Amendments and/or additions to these Regulations shall be made in the same manner as the approval of the Regulations.

50. The requirements for the content of the Explanatory Note, Draft Resolution, Minutes, Ballots and other additional documents for the meeting of the Committees shall be similar to the requirements for the content of materials submitted to the meeting of the Board of Directors.

Annex 1  
to the Regulations on the  
Committees under the  
Board of Directors of  
EIC "KazakhExport" JSC

**Absentee Ballot  
of the Chairman/member of the Committee under the Board of Directors  
of Export Insurance Company "KazakhExport" Joint-Stock Company**

\_\_\_\_\_ # \_\_\_\_\_ dated \_\_\_\_\_, 20 \_\_\_\_

**Chairman/member of the Committee** \_\_\_\_\_  
(last name, first name, patronymic (if any))

**Location of joint-stock company Export Insurance Company "KazakhExport"  
Joint-Stock Company:**

**Initiator of absentee voting:**

**Agenda:**

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_

**Resolution:**

**On the first item on the agenda:**

**FOR**       **AGAINST (dissenting opinion)**       **ABSTAINED (dissenting opinion)**

**Note:** the dissenting opinion is attached separately in writing

**On the second item on the agenda:**

**FOR**       **AGAINST (dissenting opinion)**       **ABSTAINED (dissenting opinion)**

**Note:** the dissenting opinion is attached separately in writing

**On the third item on the agenda:**

**FOR**       **AGAINST (dissenting opinion)**       **ABSTAINED (dissenting opinion)**

**Note:** the dissenting opinion is attached separately in writing

**Procedure for marking the ballot:**

On the item put to the vote in this ballot, the member of the Committee shall sign (or a tick)  
under one of the presented columns: For, Against,

Abstained. In the event of the against or abstained vote, a member of the Committee shall have the right to express his/her differing opinion, which shall be attached separately in writing.

**Final date of submission of the signed ballot to the Secretary of the Committee under the Board of Directors of Export Insurance Company "KazakhExport" Joint-Stock Company: \_\_\_\_\_, 20\_\_.**

**Absentee          Vote          Ballot          shall be          submitted to:**  
\_\_\_\_\_.

**Chairman/member of the Committee:** \_\_\_\_\_  
(signature)

Date: \_\_\_\_\_, 20\_\_

Note: if the absentee ballot consists of more than one page, each page is certified by the signature of the voter.

Annex 2  
to the Regulations on the  
Committees under the Board  
of Directors of  
EIC "KazakhExport" JSC

**Written Opinion**  
**to the meeting of the \_\_\_\_\_ Committee under the Board of Directors of Export**  
**Insurance Company "KazakhExport" Joint-Stock Company**

\_\_\_\_\_ #\_\_\_\_\_ dated \_\_\_\_\_, 20\_\_

**Chairman/member of the Committee** \_\_\_\_\_  
(last name, first name, patronymic (if any))

**Agenda:**

1. \_\_\_\_\_
2. \_\_\_\_\_

Written opinion on the item on the agenda:

1. \_\_\_\_\_
2. \_\_\_\_\_

**Chairman/member of the Committee:** \_\_\_\_\_  
(signature)

Date: \_\_\_\_\_, 20\_\_

Note: if the Written opinion consists of more than one page, each page is certified by the signature of the voter.

Annex 3  
to the Regulations on the  
Committees under the Board  
of Directors of  
EIC "KazakhExport" JSC

**Requirements for the Explanatory Note content**

An explanatory note to a draft resolution of the Committee is written on 1-2 pages (font - (font - Times New Roman, font size 14), which clearly and concisely sets out the essence of the item being submitted, and should contain the following sections:

1. The essence of the item, the need and purpose of its submission for consideration by the Committee.
2. Information about legislative acts, acts of the Company's bodies, instructions on the item under consideration and the results of their implementation.
3. Estimated risks arising from making or not making a resolution, the consequences of the implementation of these risks and measures to minimize them.
4. Expected socio-economic and legal consequences in the event of a resolution.
5. Specific goals and deadlines for the expected results of the resolution.
6. The expected effectiveness for the Company as a result of making a positive resolution on the item.
7. Estimated financial costs associated with the implementation of the resolution.
8. The need for subsequent alignment of the Company's internal regulations with the resolution.
9. Information about the results of consideration of the item by the Company's Management Board (if any).
10. The proposed resolution on the item being submitted.
11. Other information.

**Title and full name of the person  
submitting the item for consideration**

---

*Signature of the Head or members of the executive body of the Company, or a person,  
initiating the inclusion of the item in the meeting's agenda*

*Visa of the performer, Head of a structural division responsible for the preparation (development) of  
materials.*

Annex 4  
to the Regulations on the  
Committees under the Board  
of Directors of  
EIC "KazakhExport" JSC

**Resolution**  
**of the \_\_\_\_\_ Committee under the Board of Directors of**  
**EIC "KazakhExport" JSC on: " \_\_\_\_\_ "**  
*(item wording)*

In accordance with the sub-clause \_\_\_\_ of the Regulations on the Committees under the Board of Directors of EIC "KazakhExport" Joint-Stock Company, EIC "KazakhExport" Joint-Stock Company (hereinafter – the Company), the \_\_\_\_\_ Committee under the Board of Directors of EIC "KazakhExport" JSC **RESOLVED:**

- 1.
- 2.

**Title and full name of the person  
submitting the item for consideration**

\_\_\_\_\_  
*Signature of the Head or members of the executive body of the Company, or a person,  
initiating the inclusion of the item in the meeting's agenda*

*Visa of the performer, Head of a structural division responsible for the preparation (development) of materials.*

Annex 5  
to the Regulations on the  
Committees under the Board  
of Directors of  
EIC "KazakhExport" JSC

**ACTION PLAN**  
of the \_\_\_\_\_ Committee  
under the Board of Directors of EIC "KazakhExport" JSC for 20\_\_

#	Item Name	Estimated date of consideration (month)	Responsible Structural Division
<b>Q1 20__</b>			
1			
<b>Q2 20__</b>			
2			
<b>Q3 20__</b>			
3			
<b>Q4 20__</b>			
4			

\* The items provided in the Plan are not exhaustive. If necessary, the \_\_\_\_\_ Committee under the Board of Directors of EIC "KazakhExport" JSC considers items not included in the Plan.

**Chairman of the Committee** \_\_\_\_\_  
**under the Board of Directors of EIC "KazakhExport" JSC** \_\_\_\_\_

**Approval Sheet**

**Document name:** Regulations on the Committees under the Board of Directors of EIC "KazakhExport" JSC

<b>#</b>	<b>Position</b>	<b>Full Name</b>	<b>Signature</b>
1.	Director of the Legal Support Department	Z.A. Umaraliyeva	
2.	Compliance Controller	K.A. Kabsamatov	
3.	Director of the Risk Management Department	L.G. Shabdarbayeva	
4.	Corporate Secretary	A.R. Uralbayeva	