

Annex to
Amendments No. 15 to the
Regulation
on the organizational
and functional structure of management
of JSC “EIC “KazakhExport”,
approved by resolution of the Board of Directors
JSC “EIC “KazakhExport”
dated August 24, 2021 (Minutes No. 8)

Annex 25 to the
Regulation on the Organizational and
Functional Structure of Management of JSC
“EIC “KazakhExport”, approved by the
Resolution of the Board of Directors
JSC “EIC “KazakhExport”
dated September 8, 2017 (Minutes No. 8)

**Regulation
on the Audit Committee of the Board of Directors of the Joint-Stock
Company “Export Insurance Company “KazakhExport”**

Nur-Sultan, 2021

SUMMARY OF GNI

Name of GNI	Regulations on the Human Resources, Remuneration and Social Affairs of the Board of Directors of the Joint Stock Company "Export Insurance Company "KazakhExport"
GNI Owner	Corporate Secretary
Access Level	Public
Activities to familiarize all employees of the Society with GNI	Distribution by e-mail within 1 (one) working day from posting of GNI on "Internal Portal" network drive

CONTENTS

1.	Chapter 1. General Provisions	4
2.	Chapter 2. Competence and powers of the Committee.....	5
3.	Chapter 3. Rights and responsibilities of the Committee and its members.....	9
4.	Chapter 4. Composition, election and term of office of the Committee.....	10
5.	Chapter 5. Chairman of the Committee.....	10
6.	Chapter 6. Secretary of the Committee.....	11
7.	Chapter 7. Procedure for work of the Committee.....	11
8.	Chapter 8. Report on the activities of the committee.....	13
9.	Chapter 9. Responsibility of Committee Members.....	14
10.	Chapter 10. Final provisions.....	14
11.	Annex	

Chapter 1. General Provisions

1. The present Regulation on the Committee on the Human Resources, Remuneration and Social Affairs of the Board of Directors of the JSC "EIC "KazakhExport" (hereinafter - Regulation) was developed in accordance with the Law of the Republic of Kazakhstan "On Joint-Stock Companies", the Charter of the Joint Stock Company "Export Insurance Company "KazakhExport", the Corporate Governance Code and the Regulation on the Board of Directors of JSC "EIC "KazakhExport (hereinafter - the Company).

2. Concepts and definitions used in this Regulation:

1) The sole shareholder is the Joint-Stock company "National Manager Holding "Bayterek";

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

3) Committee - Committee on Human Resources, Remuneration and Social Affairs;

4) The Corporate Governance Code is an internal regulatory document approved by the Sole Shareholder regulating the relations arising in the management of the Company, including relations between the Sole Shareholder and the Company's bodies, between the Company's bodies, the Company and stakeholders;

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) Corporate Secretary - an employee of the Company who is not a member of the Management Board or the Board of Directors of the Company, who is appointed by the Board of Directors of the Company and reports to the Board of Directors of the Company, as well as controls the preparation and holding of the meetings of the Board of Directors of the Company, ensures the formation of materials on the agenda for the meeting of the Board of Directors of the Company, controls access to them;

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

8) Internal Audit Service - a body that controls financial and Business performance, internal control evaluation, risk management, implementation of corporate governance documents and advice in order to improve the Company's activities;

9) Compliance Service - a structural unit of the Company, which reports directly to the Board of Directors of the Company; organizes and carries out measures to counter the legalization of proceeds of crime, and the financing of terrorism in the Company's activities, 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 documents of the Company, implementation of the Compliance Risk Management Policy and compliance control functions, organization and operation of the anti-corruption and anti-fraud system;

10) The Board of Directors - a management body;

11) Management Board - an executive body;

12) Charter - Charter of the Company.

3. This Regulation shall determine the status, competence, quantitative composition, formation and work of the Committee, the election of the Chairman and members of the Committee, powers and early termination of their powers, as well as rights and duties.

4. The Company's Committee is a permanent advisory body that assists the Board of Directors by providing

The Committee is established to improve the efficiency and quality of the Company's Board of Directors by making recommendations for the establishment of an effective system of control over the Company's financial and economic activities (including the completeness and reliability of financial statements), monitoring of the reliability and effectiveness of the internal control and risk management system, and the execution of corporate governance documents, control over the independence of external and internal auditing, the Compliance Service of the Company, compliance with the legislation of the Republic of Kazakhstan, internal regulatory documents.

5. All proposals developed by the Committee shall take the form of protocols (decisions) and shall be of a recommendatory nature.

6. The Committee shall report to the Board of Directors of the Company and shall act within the powers granted to it by the Board of Directors of the Company and by this Regulation.

7. In its activities, the Committee shall be guided by the legislation of the Republic of Kazakhstan, the Company's Charter, the Company's Corporate Governance Code, the decisions of the Sole Shareholder, the Company's Board of Directors, the Regulations on the Company's Board of Directors, the present Regulations and other internal documents of the Company.

Chapter 2. Competence and powers of the Committee

8. The Committee is competent to consider and make recommendations to the Board of Directors on the following issues:

1) establishment of an effective system for monitoring financial and economic activities (e.g. the completeness and reliability of financial statements, evaluation of the financial reporting process);

2) monitoring the reliability and effectiveness of the internal control and risk management system, assessment of efficiency and improvement of the corporate governance system;

3) monitoring the independence of internal audit;

4) supervision of the execution of internal acts and decisions of the Sole Shareholder in the field of corporate governance;

5) monitoring the effectiveness of internal procedures designed 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) provision of recommendations to the Board of Directors on the appointment and necessity of changing the external auditor performing the audit, approval of qualification requirements and/or technical specifications developed for the purpose of holding the tender for the selection of the external auditor, determination of the amount of payment for its services, assessment of the quality of services of the external auditor;

7-1) preliminary approval of the proposed candidate for further consideration of his appointment (election) to the position of a member of the Management Board, managing director or chief accountant of the Company, if he participated in the mandatory audit of the Company as an employee of the external auditor or took part in the mandatory audit of the Company as an employee of the external auditor within 2 (two) years preceding the date of his appointment (election) to the Company;

8) an assessment of the independence and objectivity of the external audit, as well as preliminary analysis of the audit organization's opinion prior to its submitting it to the Board of Directors;

9) preliminary approval and (or) change and supplement: of the Internal Audit Service (annual audit plan, map of audit areas, budget of the Internal Audit Service, internal audit program and/or amendments and/or additions thereto, plan of professional training of employees of the Internal Audit Service; Regulations on the Internal Audit Service, the amount and conditions of remuneration and bonuses for employees of the Internal Audit Service; expenses of the budget for them, as well as qualification requirements for employees of the Internal Audit Service, ensuring the independence of the Internal Audit Service;

9-1) monitoring and control over the compliance of the Company and its employees with the internal audit policy;

10) preliminary approval of the Compliance Service procedure (annual plan, compliance program), as well as provisions on Compliance Service;

11) preliminary approval in accordance with the established procedure of the structure, staffing of the Internal Audit Service, the term of office of the Internal Audit Service, the candidacy of the head and other employee of the Internal Audit Service, as well as the decision on early termination of their powers;

12) preliminary review and analysis of audit reports of the Internal Audit Service based on the results of audit assignments and periodic reports on the activities (work) of the Internal Audit Service, presenting in a consolidated format the results of work and the most significant audit comments;

13) preliminary approval of internal audit and compliance risk management policies and procedures;

14) assessment of the activities of the Internal Audit Service (effectiveness of the internal audit function), preliminary review of the key performance indicators map 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 conducted by the external auditor, the action plan, the report on the implementation of the action plan;

16) consideration of the report on the results of the internal assessment of the quality of the Internal Audit Service, the action plan, the report on the implementation of the action plan;

17) consideration of reports on the results of corporate governance diagnostics, assessment of the effectiveness of the risk management system, assessment of the effectiveness of the internal control system, assessment of the efficiency of the information technology system, information security system, action plans based on the results of assessments;

18) consideration of issues related to the implementation of corporate governance documents and making recommendations to the Board of Directors;

19) development of proposals for a hotline procedure through which employees can treat information on alleged violations of the law or abuses on a confidential basis or anonymously, including those related to the completeness and reliability of financial statements, internal control and risk management and ethical issues, as well as proposals on the procedure for considering and responding to such appeals;

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

- 21) preliminary approval of the Compliance Service performance report, compliance risk control report;
- 22) development of recommendations to the Board of Directors of the Company on consideration of the issue of placement (sale), including the number of placed (sold) shares, within the number of declared shares, the method and price of their placement (sale), except for the cases provided for in paragraphs 2 and 3 of paragraph 1 of Article 18 of the Law of the Republic of Kazakhstan "On Joint Stock Companies";
- 23) development of recommendations to the Board of Directors of the Company on consideration of the issue of the Company's repurchase of placed shares or other securities and the price of their repurchase;
- 24) development and periodic revision of the Company's corporate governance documents, including the charter, regulations, corporate governance code, form and necessary content of the report on compliance with/non-compliance with the principles and provisions of the corporate governance code in order to ensure their compliance with the legislation and best practices;
- 25) review, on an annual basis, of the report on compliance with/non-compliance with the principles and provisions of the corporate governance code, with the formation, in cases of non-compliance, of relevant recommendations aimed at further improvement of corporate governance and their submission to the Board of Directors;
- 26) implementation of corporate governance documents, including inclusion of issues related to corporate governance in the program of introduction and advanced training of members of the Board of Directors;
- 27) review of the report on transparency and efficiency of information disclosure processes;
- 28) assessment of the effectiveness of internal procedures designed to ensure compliance with the legislation of the Republic of Kazakhstan;
- 29) preliminary review of regulatory reports, external and internal auditors;
- 30) development of recommendations to the Board of Directors on conducting special investigations (inspections), including with the involvement of independent consultants (experts);
- 31) analysis of cases of illegal actions in relation to the Company's property and assessment of adequacy of measures taken by the Board to prevent illegal actions in relation to the Company's property;
- 32) development of a recommendation to the Board of Directors on determining the amount of payment for the services of the appraiser (if there is competence of the Board of Directors);
- 33) assessment of the Company's accounting policy;
- 34) consideration of confidential requests of the Company's employees and officials about violation or improper execution of the Company's internal control procedures or other policies (whistleblowing), as well as cases of fraud, theft, violation of the law;
- 35) regular meetings with the external auditor, consideration of management letters prepared by the external auditor, consideration of recommendations of the external auditor implemented by the management reflected in the letter to the management;
- 36) review of reports submitted to the Committee in accordance with the Company's internal regulations;
- 37) preliminary approval of risk management policy, as well as rules, methodological documents and other internal documents on risk management issues;

- 38) preliminary approval of limits, risk appetite indicators, key risk indicators, tolerance level, as well as other indicators and restrictions to be approved by the Board of Directors;
- 39) consideration of proposals and approaches in the field of risk management system automation, consideration of risk management reports;
- 40) preliminary approval of the risk register, risk map, risk management action plan, business process matrix, risks and controls;
- 41) control over periodic updating and improvement of risk management methodology, development of recommendations on improvement of risk management system, provision of training of managers and employees of risk management methodology;
- 42) preliminary consideration of the strategy for the development of the corporate risk management system, including the development of long-term plans for the development of the risk management and risk culture system, including automation and training of personnel;
- 43) consideration of issues on financing of investment projects, export operations, and other transactions and provision of credit instruments within the competence of the Board of Directors according to internal acts (if necessary);
- 44) approval of the Committee's work plan for the current year taking into account the work plan of the Company's Board of Directors;
- 45) preliminary consideration of the annual report on the Committee's work by the end of the second month following the reporting year. This report shall be included in the annual report on the activities of the Company's Board of Directors provided to the Board of Directors in accordance with the Regulations on the Board of Directors;
- 46) approves the increase in the Company's liabilities by ten per cent or more of its own capital;
- 47) preliminary consideration of major transactions and transactions in which the Company has an interest, with the exception of major transactions, the decision to enter into which is made by the Sole Shareholder in accordance with article 36, paragraph 1, subparagraph 17-1 and article 73, paragraph 3-1, of the JSC Law;
- 48) preliminary approval of major insurance (reinsurance) transactions if the insurance amount under a separate concluded insurance contract or the accepted volume of obligations under a separate reinsurance contract exceeds twenty-five percent of the amount of the Company's assets, less assets that are the reinsurer's shares in insurance reserves;
- 49) preliminary approval of the conclusion by the Company of a transaction or a set of related transactions, as a result of which the Company acquires or disposes (may be acquired or disposed of) property, the value of which is ten percent or more of the total value of the Company's assets;
- 50) preliminary approval of restructuring of the debtor's debt in the amount of twenty-five percent or more of the Company's equity;
- 51) consideration of other issues related to the internal control system, risk management system, issues related to the activities of internal and external audit, compliance procedures and financial and economic reporting;
- 52) provision of recommendations to the Company's Board of Directors on other matters within the limits of its competence, as well as in accordance with the instructions of the Company's Board of Directors and/or the provisions of the Company's internal documents.

Chapter 3. Rights and responsibilities of the Committee and its members

9. In order to carry out the tasks assigned to the Committee, its member have the following rights:

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

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

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

4) to participate in monitoring and verifying the execution of resolutions and instructions of the Company's Board of Directors on matters related to its activities;

5) develop and propose amendments and/or additions to this Regulation;

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

7) request that a Committee meeting be convened and that items be included in its agenda;

8) Exercise other rights necessary to carry out the tasks assigned to it.

10. The Committee may consider other issues within its competence, including by decision of the Board of Directors of the Company or its Chairman.

11. The Committee shall monitor and analyze the implementation of resolutions of the Company's Board of Directors falling within the competence of the Committee.

12. Members of the Committee shall:

1) to carry out its activities honestly and in good faith in accordance with this Regulation, in the interests of the Sole Shareholder and the Company as a whole;

2) devote sufficient time to the effective performance of their duties;

3) participate in the work of the Committee and attend its meetings in person;

4) at the request of the Company's Board of Directors, report to the Company's Board of Directors on the results of its activities;

5) To keep confidential the information received as part of the Committee's activities;

6) to immediately notify the Board of Directors of the Company and the Secretary of the Committee of any changes in its status as an independent director, of the occurrence of a conflict of interest on issues to be considered by the Committee or of the possibility of such conflict, including the basis for its occurrence, as soon as they become aware of this;

7) refrain from actions and prevent situations that will or may potentially lead to a conflict between their interests (or related persons) and the interests of the Company;

8) to refrain from voting on matters on which members of the Committee have a personal interest;

9) take measures to prevent and resolve a conflict of interest in accordance with the internal normative documents of the Company and the legislation of the Republic of Kazakhstan;

10) to confirm the existence of deep knowledge in the field of risk management, strategic planning, corporate development, audit, management personnel and/or undergo appropriate training (at least 1 (once) every three years).

Chapter 4. Composition, election and term of office of the Committee

13. The Committee of the Board of Directors of the Company shall consist of members of the Board of Directors of the Company with the necessary professional knowledge, competencies and skills to work in a particular committee, with the exception of the Audit Committee. The Committee shall consist of 2/3 of independent directors.

14. If necessary, experts with relevant experience and competence may be involved in the Committee of the Board of Directors, whose function is to consider the issues provided for in paragraph 8 of Chapter 2 of this Regulation. Members of the Committee who are not members of the Board of Directors shall be appointed by the Board of Directors on the proposal of the Chairman of the Committee.

15. The Committee of the Board of Directors whose function is to consider the issues provided for in paragraph 8 of Chapter 2 of this Regulation shall consist of independent members of the Board of Directors. A non-independent member of the Board of Directors may, when elected, be elected to this Committee if the Board of Directors on an exceptional basis decides that the membership of this person in the Audit Committee is necessary in the interests of the Sole Shareholder. If such appointment arises, the Board of Directors should disclose the nature of the dependence of the person and justify such a decision.

16. The Chairman and members of the Committee shall be elected by the Board of Directors of the Company by a simple majority of votes. The Committee may not include the Chairman, members of the Management Board and employees of the Company. Members of the Management Board/employees of the Company may participate in Committee meetings as invited persons.

17. The term of office of the Committee members shall coincide with their term of office as members of the Company's Board of Directors.

18. The Committee may be early disbanded by resolution of the Company's Board of Directors.

Chapter 5. Chairman of the Committee

19. The Chairman of the Committee shall be elected from among the independent directors of the Company and shall organize the work of the committee headed by him, in particular:

- 1) convene meetings of the Committee, determine the form of meetings and preside over them;
- 2) prepare the agenda of the Committee meetings;
- 3) organizes minutes at in-person meetings of the Committee;
- 4) organize discussion of issues at the meeting of the Committee, as well as hear the opinions of persons invited to participate in the meetings;
- 5) Maintain permanent contacts with the members of the Company's Board of Directors, members of the Company's Management Board, structural subdivisions of the Company in order to obtain the most complete and reliable information necessary for making decisions by the Committee and to ensure their effective interaction with the Company's Board of Directors;
- 6) distributes responsibilities among Committee members, issues instructions to them and the Secretary of the Committee related to the study and preparation of issues for consideration

at Committee meetings;

- 7) ensures and coordinates the implementation of the Committee's decisions;
- 8) Ensure the development and approval of the Committee's work plan for the current year, taking into account the plan of meetings of the Board of Directors, ensure monitoring and supervision of the proper execution of decisions and instructions of the Committee headed by it;
- 9) prepares a report on the activities of the committee and at a separate meeting reports to the Board of Directors on the results of activities for the year during the meeting of the Board of Directors;
20. The Chairman of the Committee, along with professional competencies, should have organizational and leadership qualities, good communication skills for the effective organization of the activities of the Committee headed by him.
21. In the absence of the Chairman of the Committee at the meeting, the members of the Committee shall elect the Chairman of the meetings from among the members present by a simple majority of votes.

Chapter 6. Secretary of the Committee

22. The functions of the Committee's organizational and information support are performed by the Committee Secretary, who is the Company's Corporate Secretary. For the period of absence of the Corporate Secretary (leave, business trip and other valid reasons), performance of his duties as Secretary of the Committee in accordance with the decision of the Chairman of the Committee is temporarily assigned to another employee of the Company.
23. The Secretary of the Committee shall ensure:
 - 1) preparation and conduct of Committee meetings;
 - 2) collection and systematization of materials for meetings;
 - 3) timely sending of notices to Committee members and invited persons on its meetings, agenda of meetings, materials on agenda items;
 - 4) minutes of meetings of the Board of Directors and the Committee, storage of minutes, transcripts, audio-video recordings, materials of meetings of the Committee;
 - 5) issue of extracts from the Committee's minutes (decisions) as required;
 - 6) analysis and control over execution of the Company's Board of Directors "instructions within the competence of the Committee;
 - 7) performance of other functions on behalf of the Chairman or other members of the Committee.
24. Meetings of the Committee shall be held in accordance with the work plan approved before the beginning of the calendar year, which shall be agreed with the work plan of the Board of Directors, indicating the list of issues under consideration and the dates of meetings, but at least once a quarter. If necessary, the Committee shall hold extraordinary meetings.

Chapter 7. Procedure for work of the Committee

25. Meetings of the Committee meets in accordance with the approved work plan, but at least quarterly. The Committee shall hold extraordinary meetings as necessary.
26. Regular and extraordinary meetings of the Committee may be convened at the initiative of its Chairman or at the request of:
 - 1) Sole shareholder;

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

If the chairman of the Committee refuses to convene meetings, the initiator may submit the request to the Board of Directors of the Company.

27. Meetings of the Committee shall be held in person or by correspondence bulletin, and the number of meetings with absentee voting shall be minimized.

28. At the discretion of the Chairman of the Committee, it is possible to take decisions on issues submitted for its consideration by absentee voting. Absentee voting shall take place without a meeting of the Committee.

29. Bulletin papers in accordance with Annex 1 to this Regulation shall be used for absentee voting on questions on the agenda.

30. The following decisions are recommended for consideration in the Committee's in-person meetings:

- hearing reports of the Internal Audit and External Audit Service;
- review of investment/credit projects;
- preliminary approval of the decision to enter into major and interested party transactions.

31. Notification of the Committee meetings shall be sent by the Secretary of the Committee to the Committee members no later than 3 (three) business days prior to the date of the relevant meetings, using the appropriate means of communication, including the electronic document management system of the Company and (or) using other means of communication, ensuring the delivery and recording of the notification delivery.

The notice shall contain:

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

32. The notification must be accompanied by:

- 1) agenda of the Committee meetings;

2) explanatory notes addressed to the members of the Committee to each agenda item under consideration signed by the Chairman or a member of the Management Board of the Company, or by the person initiating the inclusion of the issue in the agenda of meetings in hard copy or in electronic form, using an electronic digital signature;

3) a draft decision of the Committee on each agenda item approved by the Chairman or a member of the Management Board of the Company, or by the person initiating the inclusion of the item in the agenda of meetings in hard copy or in electronic form, using an electronic digital signature;

4) draft documents to be considered at the Committee meeting, approved by the Chairman or a member of the Management Board, or by the person initiating the submission of the document for consideration by the Committee in hard copy or in electronic form, using an electronic digital signature;

5) extracts from minutes of meetings of the Company's Management Board (if necessary);

6) absentee voting bulletin of the Committee (in case of absentee meeting);

7) other additional documents, if any (presentations, copies of decisions of state bodies and (or) other legal entities, reference materials justifying the inclusion of these issues in the agenda).

33. The Committee meetings are attended by its chairman, committee members and the committee secretary. The following persons (including but not limited to) may attend meetings of the Committee at the invitation of the initiator or rapporteur of the question:

- 1) the Company's employees;

2) consultants (experts) engaged in accordance with the established procedure.

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

35. The meeting of the Committee shall be competent if it is attended by at least half of the number of Committee members. In order to create favourable conditions and reduce the costs of holding meetings of the Committee, members of the Committee may participate in the meeting of the Committee through videoconference (interactive audiovisual communication), conference (simultaneous conversation of members of the Committee in the mode of "telephone meeting"), as well as through the use of other means of communication. This participation is equal to participation in person.

36. Decisions of the Committee shall be taken by a simple majority of votes of the total number of all members of the Committee. When resolving issues, each Committee member shall have one vote. The transfer of voting rights by a Committee member to other persons, including other Committee members, is not allowed. If the votes of the Committee members are equal, the vote of the Chairman of the meeting shall be decisive.

37. Based on the results of each in-person meeting of the Committee, a protocol is drawn up, and a decision is drawn up based on the results of each absentee meetings of the Committee. The protocol (decision) shall be drawn up in hard copy or in electronic form, using an electronic digital signature and signed no later than 5 (five) working days after the meeting. The Protocol shall be signed by the Chairman of the Committee or the person exercising his/her functions, who shall be responsible for the correctness of the content of the Protocol, members of the Committee and the Secretary of the Committee. The decision of the Committee's absentee meetings shall be signed on paper or in electronic form, using an electronic digital signature by the Chairman of the Committee and the Secretary of the Committee. Absentee voting bulletins shall be used during absentee meetings, which shall be executed in accordance with the requirements of paragraph 46 of this Regulation.

38. The minutes (decision) of the meetings shall specify:

- 1) date, place and time, form of meetings of the Committee;
- 2) list of Committee members who took part in the meeting (by absentee voting), as well as list of other persons present at the Committee meeting (by in-person meeting);
- 3) agenda of the Committee meetings;
- 4) key proposals by members of the Agenda Committee;
- 5) issues put to the vote and the results of voting on them, as well as all decisions taken.

39. If necessary, the minutes (decisions) of the Committee meeting may be executed and signed using the Company's electronic document management system, by means of an electronic digital signature.

Chapter 8. Report on the activities of the Committee

40. The Committee regularly, but at least once a year, reports to the Board of Directors on their activities.

41. The Chairman of the Committee organizes the preparation of information on the results of the Committee's work for inclusion in the report of the Board of Directors and the Company's annual report.

Chapter 9. Responsibility of Committee members

42. The members of the Committee shall be liable to the Company and the Company's sole shareholder for damage caused by their actions (omissions) in accordance with the legislation of the Republic of Kazakhstan, including losses incurred as a result of the provision of information, misleading or knowingly misleading information.

43. The statute of limitations on non-disclosure of internal (service) information of the Company by former members of the Committee after termination of their activities on the Board of Directors of the Company is 5 (five) years.

Chapter 10. Final Provisions

44. In case of amendments and (or) additions to the legislation of the Republic of Kazakhstan, the Charter, this Regulation are applicable in a part not contradicting such changes and additions.

45. Amendments and (or) supplements to this Regulation shall be made in a manner similar to that of the Regulation.

46. The content requirements of the Explanatory Note, the draft decision, the minutes, the bulletins and other additional documents for the Committee's meeting are similar to the content requirements for the Company's Board of Directors.

Annex 1
to the Regulation on the Audit
Committee board of directors
JSC “EIC “KazakhExport”

**Bulletin
by absentee voting of the Chairman/Committee member
of the Board of Directors of the Joint-Stock Sompany
“Export Insurance Company “KazakhExport”**

city _____ No. _____ of “ “ 20 _____

Chairman/Member of the Committee _____
(surname, first name, patronymic (if any))

**Location of Joint-Stock Company “Export Insurance Company “KazakhExport”:
Initiator of absentee voting:**

Agenda:

1. _____
2. _____
3. _____

Solution:

On the first item of the agenda:

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

Note: special opinion is attached separately in writing

On the second item on the agenda:

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

Note: special opinion is attached separately in writing

On the third item on the agenda:

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

Note: special opinion is attached separately in writing

Clarifications on how to fill the bulletin:

On the question put to the vote in this bulletin, a member of the Committee shall put his signature (or tick) under one of the columns represented: "For", "Against", "Abstained". In the case of a vote "Against" or "Abstained", a member of the Committee shall have the right to express his/her dissenting opinion, which shall be attached separately in writing.

The final date of submission of the signed bulletin to the Secretary of the Committee of the Board of Directors of Joint-Stock Company "Export Insurance Company "KazakhExport": _____20____.

The absentee bulletin paper is available at:

_____.

Chairman/Member of the Committee: _____
(signature)

Date: _____20 ____

Note: If a bulletin paper consists of more than one page, each page shall be certified by the signature of the voter.

Annex 2
to the Regulation on the Audit
Committee board of directors
JSC "EIC "KazakhExport"

**Written opinion
to the meeting of the Committee of the Board of Directors ___ of Joint-Stock Company
"Export Insurance Company "KazakhExport"**

city _____ No. _____ of " ___ " _____ 20__

Chairman/Member of the Committee _____
(surname, first name, patronymic (if any))

Agenda:

1. _____
2. _____

Written opinion on the agenda item:

1. _____
2. _____

Chairman/Member of the Committee: _____
(signature)

Date: _____ 20 ____

Note: if the Written Opinion consists of more than one page, each page of it shall be certified by the signature of the voter.

Annex 3
to the Regulation on the Audit
Committee board of directors
JSC "EIC "KazakhExport"

Content requirements of the Explanatory Note

Explanatory note to the draft decision of the Committee is written on 1-2 sheets (font - (font - Times New Roman, font size 14), where the essence of the issue is clearly and concise, and should contain the following sections:

1. The essence of the question is the necessity and purpose of its submission to the Committee.
2. Information on legislative acts, acts of the Company's bodies, instructions on the issue under consideration and results of their implementation.
3. Expected risks arising from making or not making a decision, consequences of realization of the specified risks and measures to minimize them.
4. Expected socio-economic and legal consequences in the event of a decision.
5. Specific goals and timing of expected results on the decision.
6. Expected effectiveness for the Company as a result of making a positive decision on this issue.
7. Estimated financial costs associated with the implementation of the solution.
8. Necessity of subsequent bringing of the Company's internal documents into compliance with the decision.
9. Information on the results of consideration of this issue by the Management Board of the Company (if any).
10. Proposed decision on the issue.
11. Other information.

**Position and full name of the person
submitting the issue for consideration**

*Signature of the head or members of the executive body of the Company or the person initiating the inclusion
issues on the agenda of the meeting*

Visas of the contractor, head of the unit responsible for preparation (development) materials.

Annex 4
to the Regulation on the Audit
Committee board of directors JSC
“EIC “KazakhExport”

Decision

**Committee of the Board of Directors _____ Joint-Stock Company “Export Insurance
Company “KazakhExport” on the question:**

“ _____ ”

(wording of question)

Under subparagraph _____ of the Regulations on Committees of the Board
of Directors of Joint-Stock Company “Export Insurance Company “KazakhExport”,
Rules/Regulations of Joint-Stock Company “Export Insurance Company “KazakhExport”
(hereinafter - Company), the Committee of Board of Directors _____ of Joint-Stock Company
“Export Insurance Company “KazakhExport” **DECIDED:**

- 1.
- 2.

**Position and full name of the person
submitting the issue for consideration**

*Signature of the head or members of the executive body of the Company or the person initiating the inclusion
issues on the agenda of the meeting*

Visas of the contractor, head of the unit responsible for preparation (development) materials.

Appendix 5
to the Regulation on the Audit
Committee board of directors
JSC “EIC “KazakhExport”

PLAN
work of the Committee _____
Of the Board of Directors of JSC “EIC “KazakhExport” of 20_____

No. P/P	Question name	Estimated review date (month)	Responsible Structural Unit
Q1 of 20_____			
1			
Q2 of 20_____			
2			
Q3 of 20_____			
3			
Q4 of 20_____			
4			

** The issues provided for in this Plan are not exhaustive. If necessary, the Committee of the Board of Directors _____ of JSC*

Chairman of the Committee of the Board of Directors _____
of JSC “EIC “KazakhExport” _____

Approval Sheet

Title of the document: Regulations on the Audit Committee of the Board of Directors of JSC
“EIC “KazakhExport”

Developer of GNI: Corporate Secretary

Owner of GNI: Corporate Secretary

No.	Position	FULL NAME	Signature
1.	Director of the Legal Department providing	Nurmukhambetov S.K.	
2.	Head of Compliance Service	Kabsamatov K.A.	
3.	Director of the Department for Risk Management	Shabarbayeva L.G.	
4.	Director of the Business analysts	Battalova A.Z.	

Corporate Secretary

A. Uralbayeva