



Kazakhstan Electricity Grid Operating Company
(KEGOC) Joint Stock Company

APPROVED by:
the Board of Directors
KEGOC JSC
(Minutes No. 10
dated 30 November 2019)

REGULATIONS

**ON STRATEGIC PLANNING AND CORPORATE GOVERNANCE
COMMITTEE
OF THE BOARD OF DIRECTORS OF KAZAKHSTAN ELECTRICITY
GRID OPERATING COMPANY (KEGOC) JOINT-STOCK COMPANY**

II KEGOC ИД-206-19

Copy No. ____

Revision 2

Effective Date _____

1. General Provisions

1. These Regulations (hereinafter referred to as 'the Regulations') define status and competence of the Strategic Planning and Corporate Governance Committee (hereinafter referred to as 'the Committee') of the Board of Directors of Kazakhstan Electricity Grid Operating Company (KEGOC) Joint Stock Company (hereinafter referred to as 'the Company'), its rights and obligations, membership of the Committee, procedure for its establishment, work and interaction with the Company's bodies.

2. The Regulations have been elaborated under the Laws of the Republic of Kazakhstan (hereinafter referred to as 'the Laws'), the Charter of the Company (hereinafter referred to as 'the Charter'), the Corporate Governance Code of KEGOC (hereinafter referred to as 'the Code') and international corporate governance practices.

3. The Committee is an advisory body of the Board of Directors. All proposals worked out by the Committee are recommendations to be submitted to the Company's Board of Directors (hereinafter referred to as 'the Board of Directors') for consideration.

4. The Committee is established to facilitate the efficient performance of functions of the Board of Directors, determination of the Company's strategy, prepares recommendations to improve the Company's corporate governance, monitors and assesses the Transformation Programme implementation.

5. Recommendations made by the Committee for the agenda items referred by the Company's Charter to the competence of the General Meeting of Shareholders, shall be submitted, if approved by the Board of Directors, to the General Meeting of Shareholders for consideration and decision-making as prescribed by the Laws.

2 Competence of the Committee

6. The issues referring to the competence of the Committee are as follows:

1) preliminarily review of priority areas of the Company's activity, also consideration of the development strategy and monitoring of its implementation;

2) preliminarily review of the Development Plan or Business Plan;

3) preliminarily monitoring of the implementation of key performance indicators of the Development Plan or Business Plan, review the quarterly, semi-annual, 9-month and annual progress reports on the Development Plan or Business Plan;

4) preliminarily review of the list and methodology of strategic key performance indicators of the Company;

5) preliminarily review of the parameters, investment decisions (performance indicators, finance, transition to the next stage) and monitor of the implementation of major and significant investment projects;

6) preliminarily review of the plans and/or programmes to improve corporate governance and review of the reports on their implementation;

7) establishment of the sustainable development management system,

definition and promotion of sustainability principles, development of sustainability culture in the Company;

8) monitoring and evaluating of the activities on the improvement of the sustainable development management system;

9) monitoring and evaluating of the achievements of sustainable development KPI as part of the monitoring the implementation of the Company's development strategy;

10) preliminarily review of the documents elaborated to improve the corporate governance and sustainable development;

11) preliminarily review of the sustainability report of the Company;

12) submission to the Board of Directors of an annual performance report of the Committee, included in the progress report of the Board of Directors for the year;

13) preliminarily review of the information on possible risks relating to implementation of the Company's long-term development strategy;

14) preliminary review of the information about the strategic risks to integrate the risk management system into the planning process;

15) preliminarily review of the Corporate Governance Code, and any amendments thereto, and submission thereof for consideration to the Board of Directors;

16) analyse and submission of recommendations to the Board of Directors on preparing strategic decisions on improvement of the Company's mid-term and long-term activity efficiency;

17) election of the Committee's secretary;

18) hearing the reports of the sponsors of the transformation projects and (or) heads of the transformation office on the progress of the Business Transformation Programme;

19) certification of compliance of the Transformation Programme events to the provisions of the Development Strategy;

20) preliminary review and submission of recommendations to the Board of Directors on approving of the Roadmap for the Transformation Programme;

21) preliminary review of the progress reports of the Transformation Programme, including the Roadmap, benefits reflected in the Development plan or Business plan on a quarterly and annual basis;

22) preliminary review and assessment of the effectiveness and quality of implementation of the Transformation Programme and Roadmap of the Transformation Programme, as well as of the effectiveness of heads and employees, and propose to the Board of Directors regarding determination of personal responsibility for the end result under the established procedure;

23) preliminary review of the Regulations on the Committee and amendments thereof;

24) annual elaboration of the work plan, which shall be approved by the beginning of the next calendar, be consistent with the work plan of the Board of Directors and specify the list of issues to be reviewed and respective meeting dates;

25) review of the Report on corporate governance diagnostics;

26) preliminary review of the report on compliance/non-compliance with the principles and provisions of the Corporate Governance Code;

27) preliminary review of the report on management of branches and jointly-controlled entities, and impact of the financial and economic performance of branches and jointly-controlled entities on KEGOC's performance indicators;

28) preliminary review of KEGOC's Information and Telecommunication System Development Strategy and monitoring of its implementation, and making of any amendments thereto;

29) review of internal documents on settlement of corporate conflicts and conflicts of interest;

30) preliminary review of the letter of shareholder expectations, approval of the Action Plan for implementation of shareholders' expectations and monitoring of its implementation;

31) submission of recommendations on other issues to the Board of Directors within its competence and as required by instructions of the Board of Directors, the committees and/or provisions of the internal documents of the Company.

3 Rights and Obligations of the Committee

7. The Committee is entitled to:

1) request documents, reports, explanations and other information from the members of the Board of Directors, Committee, Management Board of the Company (hereinafter referred to as 'the Management Board'), Internal Audit Service, Corporate Secretary, Ombudsman, Compliance Officer and other employees of the Company and subsidiaries. Information and documents stated above shall be communicated via the Committee's Secretary. The Company shall provide the Committee, under the established procedure, with all necessary materials and resources at its own expense;

2) invite members of the Board of Directors, who are not members of the Committee, members of the Management Board, committees, Sponsor of the Programme, Project Sponsors and other persons to the meetings of the Committee;

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

4) participate in monitoring and verification of execution of the Board of Directors' decisions or instructions on the activity of the Committee.

5) make recommendations on the management of the Transformation Programme;

6) engage the Internal Audit Service to audit/assess the progress and results of the implementation of the Business Transformation Programme of the Company.

7) use other rights required to perform powers assigned to the Committee;

8. The Committee's members shall:

1) carry out their activity in fair dealing and in good faith in the interest of the shareholders and the Company as a whole and comply with the main principles

of the Code;

- 2) spend enough time to efficiently perform their duties;
- 3) participate in work of the Committee and attend its meetings;
- 4) make proposals on amendments hereto;
- 5) inform within two (2) business days the Chairman of the Board of Directors of any change of circumstances resulting in an independent director ceasing to be such. The Chairman of the Board of Directors shall immediately communicate this information to shareholders so that they can make a relevant decision;
- 6) keep confidential all information they become aware of during fulfilment of official duties;
- 7) within their competence and in accordance with the procedures provided in the Regulations, fulfil any other duties, which can be determined by the Board of Directors and the Committee;
- 8) help the Board of Directors to elaborate proper policies and procedures covering the scope of the Board's duties;
9. Members of the Committee shall be responsible in accordance with the provisions of the Laws of the Republic of Kazakhstan, Charter, Code and other internal documents of the Company.
10. A member of the Committee, who has interest in the agenda item to be reviewed by the Committee, shall not participate in discussion and voting on this item and the respective record shall be made in the minutes of the meeting of the Committee.

4 Establishment of the Committee

11. Establishment and determination of the number of members, terms of office of the members of the Committees, election of the Chairman and members of the Committees, and approval of the regulations on the committees. Is within the competence of the Board of Directors.

12. The Committee shall include at least three Directors, and at least two thirds of them shall be the Independent Directors. Potential conflicts of interest shall be taken into consideration while establishing the committees..

13. The members of the Committee shall be elected by majority votes of the Board of Directors members. The Chairman of the Management Board shall not be a member of the Committee.

14. If necessary, the Committee may include non-voting experts and possessing the necessary professional knowledge, qualifications and skill for the work in the particular Committee. Experts having professional knowledge and qualification in the industry shall be engaged for efficient operation of the Committee in accordance with the goals, targets and competency of the Committee. Experts in the Committee shall serve to provide the members of the Committee with information required for making decisions using special knowledge and professional experience, thus enabling the Committee to

thoroughly address the issues and develop recommendations for the Board of Directors.

15. The terms of office of the Committee members shall coincide with the terms of their office as members of the Board of Directors, however, the Committee's composition can be annually revised by the Board of Directors.

5 Chairman of the Committee

16. The Chairman of the Committee shall be elected out of independent directors. The Chairmen of the Committee shall have managerial and leadership qualities, good communicational skills together with professional competencies for efficient organization of the committee operation.

17. The chairman of the Committee shall arrange works of the Committee, in particular:

- 1) convene meetings of the Committee and chair them;
- 2) draft the agenda of meetings of the Committee;
- 3) arrange discussion of the issues at the meetings of the Committee and hear opinions of the persons invited for participation at the meeting;
- 4) maintain constant contact with members of the Board of Directors, members of Management Board, employees of structural divisions of the Company to receive complete and accurate information necessary for the Committee's decision-making and ensure efficient interaction with the Board of Directors;
- 5) allocate duties between members of the Committee, instruct them to thoroughly study the issue and prepare materials for consideration at the meeting of the Committee.
- 6) report on the issues and decisions made by the Committee before the beginning of each meeting of the Board of Directors;
- 7) report on the results of activities for the year at a meeting of the Board of Directors. The Chairman of the Board of Directors shall have a right to request the committees to submit information on current activities during a year. The timeline for preparation and submission of such report shall be defined by the Board of Directors.

18. If the Chairman is absent, his/her functions shall be carried out by one of the Committee members present at the meeting and elected as the chairing person.

6 Management of the Committee operations

19. The Committee shall operate through meetings. The Committee shall annually elaborate their work plan, which shall be approved by the beginning of the calendar year, be consistent with the work plan of the Board of Directors and specify the list of the reviewed issues and dates.

20. The Committee appoints the secretary of the Committee, who shall perform the functions relating to organization and information support of the Committee activities.

21. The secretary of the Committee shall prepare and arrange meetings of

the Committee, compile and systematize materials for the meetings, notify in proper times the Committee members and the invited persons of the Committee meetings about the meeting of the Committee, and provide them in advance with the agenda, materials on the agenda issues, take minutes of the meetings, draft the decisions of the Committee, provide extracts from the Minutes of meeting of the Committee if requested.

The secretary of the Committee shall be responsible for accuracy and storage of the minutes, materials and recommendations of the Committee till they are transferred to the archive of the Company.

The secretary of the Committee shall ensure obtaining of the required information by members of the Committee.

22. The Committee meetings shall be held in accordance with the Plan approved by the Committee.

23. The frequency of committee meetings shall be at least 4 meetings per year, at least 75% of which shall be held in praesentia.

24. The Committee meeting can be convened upon the Chairman's initiative or request of:

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

25. The business units that suggest items for the agenda of the Committee meeting shall send an explanatory note, a draft decision (in the form of Appendix 1 and 2 to the Regulations) and materials on the agenda items to the secretary of the Committee at least 7 (seven) calendar days in before the meeting, and, for more important items specified in the Charter of the Company, at least 15 calendar days before the meeting.

The secretary of the Committee shall draft the agenda of the Committee meeting on the basis of the materials submitted for a meeting.

26. The decisions of the Committee may be taken in the form of praesentia, absentia or mixed voting and are recorded in the form of minutes (Appendices 3 and 4 to the Regulations). The Committee shall select the meeting procedure form based on importance of issues under review.

In exceptional cases, depending on urgency and importance of issues under consideration, the Committee member shall be allowed to participate in the meeting in praesentia of the Committee, in presence of quorum, via video conference (interactive audio-visual connection), conference call (simultaneous conversation of members of the Committee in the mode of "telephone meeting") and other communication means. In such case, the Committee member is considered to be present at the meeting in praesentia of the Committee. In this case the minutes of the Committee meeting shall specify the type of communication used.

The Committee shall seek to minimize the number of meetings through absentee voting.

27. The Committee meeting notice shall be sent together with agenda to the persons participating in the meeting at least 7 (seven) working days prior to the date of the meeting.

28. The Committee meeting shall be deemed eligible if it is attended by at least half of its members.

29. In case of voting in praesentia the Chairman of the Committee and its members may decide to vote on the agenda issues in the presence only of the voting Committee members. In such cases the experts and other persons invited to participate at the meetings of the Committee as observers shall attend at the meeting only while discussing the agenda items and leave the conference room while voting.

30. The meetings of the Committee may be attended by the non-voting third persons invited by the members of the Committee.

31. The Committee shall take decisions by simple majority of votes of total number of members of the Committee. In the event of a tie, the vote of the Chairman of the Committee shall be a decisive one.

32. The decisions of the Committee made on the meeting in praesentia shall be formalised in the forms of minutes to be compiled by the secretary of the Committee, who shall include there all the results of discussions and made decisions. The minutes shall be signed by the chairman of the meeting and the secretary of the Committee within three (3) business days after the date of the meeting.

33. A decision by absent voting shall be considered adopted in presence of quorum or at least half of the elected Committee members in voting papers received within the established deadline (Appendix 5 hereto).

The voting ballot shall contain the following:

- 1) full commercial name of the Company and its location;
- 2) wording of issues to be introduced for voting and formulations of decisions on each issue;
- 3) voting options on each issue: “pro”, “con”, “abstain”;
- 4) column “Notes”;
- 5) postal address to which the completed voting ballots shall be sent;
- 6) deadline of voting paper receipt.

34. If the member of the Committee is absent at the meeting he/she may provide a written statement (opinion) (Appendix 6 to the Regulations) on the agenda items.

35. The written statement (opinion) shall contain:

- 1) date of statement preparation;
- 2) agenda, on which the absent member of the Board of Directors expresses the opinion;
- 3) a clearly-defined position with respect to each agenda items;
- 4) signature of the Committee member;
- 5) other information relating to the agenda at the discretion of the member of the Committee.

36. The written statement (opinion) of the member of the Committee can be forwarded to the Chairman of the Committee by registered mail, by courier or handed over to the Corporate Secretary personally or through a representative.

37. The written statement (opinion) submitted by the member of the

Committee shall be taken into account when counting the quorum and vote results and shall be attached to the minutes of meeting.

38. The written statement (opinion) shall be submitted by the member of the Committee to the Chairman of the Committee or Corporate Secretary before the meeting of the Committee.

39. If the member of the Committee, who has earlier submitted the written statement (opinion), arrives to participate and vote at the meeting of the Board of Directors, his/her written statement (opinion) shall not be not considered.

40. Each member of the Committee shall be entitled to state his/her special opinion which shall be submitted together with the Minutes of the Committee and be its integral part. In cases when decision on specific issues cannot be taken subject to interest of any members of the Committee, this fact shall be included in the Committee's Minutes of Meeting.

7 Validity of Regulations

41. Approval of the Regulations on the Committee, as well as amendments thereto shall be the competence of the Board of Directors.

42. If due to amendments to the Laws, the Charter or the Code, some provisions of the Regulations contradict with them, these provisions of the Regulations shall become invalid until the corresponding amendments are made to the Regulations.

8 Regulations Management

43. The Regulations shall be managed in accordance with CT KEGOC 00-102-13-ПП corporate standard.

44. The Regulations shall be approved by the Managing Directors, Heads of Departments and the Head of the Internal Audit Service in the “Approval Sheet” (Appendix 7 to the Regulations).

45. All members of the Company's Board of Directors shall study the requirements of the Regulations.

Prepared by:

Corporate Secretary Yertai Ramazanov

**Manager
for the Corporate Secretary Service
Aliya Iskakova**

**Appendix 1
to Regulations on Strategic Planning
and Corporate Governance Committee
of KEGOC Board of Directors**

Explanatory Note Form on the agenda item

Ф.П КЕГОС 00-206-01

**Attn: Members of the Strategic
Planning and Corporate Governance
Committee of KEGOC's Board of
Directors**

**EXPLANATORY NOTE
on the agenda item of the Strategic Planning and Corporate Committee of
the Board of Directors of KEGOC**

_____ *name of the item*

1. *The explanatory note shall contain the reference to the laws of the Republic of Kazakhstan, or the internal documents of the Company according to which the proposed item is introduced and shall refer to the exclusive competence of the Committee.*

The substance of the item, grounds for putting it for consideration by the Committee;

2. *Expected risks of taking or not taking the proposed decision by the Committee, and consequences of the said risk occurrence; the risk mitigation measures;*

3. *Expected social and economical and/or legal impact in case of taking the decision on the issue by the Committee;*

4. *Specific goals, time frames of the expected results and anticipated efficiency;*

5. *Expected financial expenses associated with implementation of the decision of the Committee (additional costs, revenue increase, cost reduction) on the issue based on the Company's budget;*

6. *Information on legislative acts, acts of the Company's higher bodies documents, acts of the Board of Directors, and Company's committees, instructions issued earlier on the subject item and results of their implementation;*

7. *The necessity to further bring internal documents of the Company and its subsidiaries in compliance with the decision of the Committee on the subject item;*

8. *Other information.*

Signatories

(Chairman of Management Board/

Chairman of the Committee/

Head of Internal Audit Service _____ (full name)

**Appendix 2
to Regulations of the Strategic
Planning and Corporate Governance
Committee
of KEGOC Board of Directors**

The from of the draft decision on the agenda item of the meeting

Ф.П КЕГОС ИД-206-02

Draft

**decision of the Strategic Planning and Corporate Committee of the Board of
Directors of KEGOC on the agenda item of the meeting**

‘

,
name of the item

Having considered the agenda item and the submitted materials, in accordance with (*Regulations on the Strategic Planning and Corporate Committee, on the basis of which this item falls within the competence of the Committee*) or instructions of the Board of Directors / Committee, **The Committee DECIDED:**

describe content of the proposed decision (recommend to the Board of Directors / adopt / approve)

**Appendix 3
to Regulations on Strategic Planning
and Corporate Governance Committee
of KEGOC Board of Directors**

The form of the minutes of the meeting in praesentia or mixed voting of the Strategic Planning and Corporate Committee of the Board of Directors of KEGOC

Ф.П КЕГОС ИД-206-03

**Minutes
of the meeting in praesentia of the Strategic Planning and Corporate
Committee of the Board of Directors of Kazakhstan Electricity Grid
Operating Company
(KEGOC) JSC**

No. _____ (specify the reference number)

(specify the venue and the date of the meeting)

Registered address of Kazakhstan Electricity Grid Operating Company (KEGOC) JSC (hereinafter referred to as 'KEGOC' or 'the Company'): (specify the registered address of the Company).

Venue of the meeting of the Strategic Planning and Corporate Governance Committee: (specify the address of the meeting).

As on the date of signing this minutes, the following members of the Committee were elected:

Members of Committees:

<i>(full name)</i>	<i>(position)</i>
<i>(full name)</i>	<i>(position)</i>
<i>(full name)</i>	<i>(position)</i>

In accordance with the Regulations on the Strategic Planning and Corporate Committee, the Committee is authorized to make decisions if at least half of the numbers of the Committee participate in its meeting.

As on the date of this meeting, (*number of the members*) members has been elected, and (*number of the members*) members participate in discussion and voting on the agenda items in person or using technical communications video-conference.

The quorum to hold the meetings of the Committee (*specify the information on the presence or absence of a quorum, if required specify the information on written notification of the absent members of the Committee (mixed voting)*).

Notice of absentee voting No. _____ dated _____ was handed to the members

of the Committee on _____ (date).

The minutes of this meeting of the Committee were recorded by *(full name)* the Secretary of the Committee

The meeting of the Committee meeting was opened at _____ (time).

Invited persons from the Board of Directors: *(Specify full name and position of members of the Board of Directors).*

Invited persons from KEGOC: *(specify full names of invited employees of the Company).*

Invited persons from Samruk-Kazyna: *(specify full names of invited employees of Samruk-Kazyna).*

The Chairman of the Committee introduced the proposed agenda:

1. *(specify the agenda item).*
2. *(specify the agenda item).*
3. *(specify the agenda item).*

.....

The Chairman of the Committee introduced the proposed agenda for voting:
'Pro': *(full name of a member of the Committee).*

'Con': *(full name of a member of the Committee and reasons why the member of the Board of Directors voted "con" or had some specific comments).*

'Abstain': *(full name of a member of the Committee and reasons why the member of the Board of Directors voted "abstain" or had some specific comments).*

The Committee DECIDED to approve the following agenda:

1. *(specify the agenda item).*
2. *(specify the agenda item).*
3. *(specify the agenda item).*

.....

The agenda item *(specify the name of the item)* was presented by *(full name of the speaker)*, who noted (a) that *(include information is given in the explanatory note and in the presented materials).*

(Specify full names of those participating in discussion of issue and their remarks in brief) participated in the discussion of the item.

The Corporate Secretary shall submit the materials on the voted agenda item to all members of the Committee.

Having considered the agenda item and presented materials, the Chairman of the Committee brought the agenda item *(name of the item)* for voting.

The Committee's members voted as follows:

'Pro': *(full name of a member of the Committee).*

'Con': *(full name of a member of the Committee and reasons why the member of the Board of Directors voted "con" or had some specific comments).*

'Abstain': *(full name of a member of the Committee and reasons why the member of the Board of Directors voted ABSTAIN in voting or or had some specific comments).*

Having considered the agenda item and the submitted materials, in accordance with *(specify the provision in the Regulations on the Committee, why this item falls within the competence of the Committee)*, **the Committee DECIDED:**

1. *(specify the item of the Committee's decision).*
2. *(specify the item of the Committee's decision).*
3. *(specify the item of the Committee's decision).*

**Chairman of the
Strategic Planning and Corporate Governance Committee
of the Board of Directors
of KEGOC or his/her substitute** *(full name)*

Committee Secretary

(full name)

**Appendix 4
to Regulations on Strategic Planning
and Corporate Governance Committee
of KEGOC Board of Directors**

The form of the minutes of the meeting in absentia voting of the Strategic
Planning and Corporate Committee of the Board of Directors of
KEGOC

Ф.П КЕГОС ИД-206-04

**Minutes
of the meeting in absentia of the Strategic Planning and Corporate
Governance Committee of the Board of Directors of Kazakhstan Electricity
Grid Operating Company joint-stock company (KEGOC) JSC**

No. _____ (*specify the reference number*)

(*specify the venue and the date of the meeting*)

Registered address of Kazakhstan Electricity Grid Operating Company
(KEGOC) JSC (hereinafter referred to as 'KEGOC' or 'the Company'): (specify
the registered address of the Company).

As on the date of sending of the ballots and signing of this minutes, the
following members of the Committee were elected:

Members of Committees:

(*full name*) (*position*)
(*full name*) (*position*)

The meeting was convened by the Chairman of the Committee, (*full name*).

In accordance with the Regulations on the Strategic Planning and Corporate
Committee, the decisions are made/recommendation are issued to the Board of
Directors of the Company on the agenda items through absentia voting by
counting votes in duly signed ballots (attached).

Notice of absentee voting No. _____ dated _____ was handed to the members
of the Committee on _____ (date).

The voting in absentia was held through ballots delivered to the members
of the Committee. The completed voting ballots should have been submitted on
_____(date) at the registered address of KEGOC: (*specify the registered
address of the Company*).

The submitted vote ballots were duly signed by the members of the
Committee and received from them by the established deadline (attached hereto).

Participants of the meeting in absentia:

Members of Committees:

(*full name*) (*position*)

(full name) *(position)*
(full name) *(position)*

In accordance with the Regulations of the Strategic Planning and Corporate Governance Committee, the Committee is authorized to make decisions by absent voting in presence of quorum or at least half of the elected Committee members in voting papers received within the established deadline.

The quorum for making a decision was present.

The Committee members were proposed the following agenda for review:

1. *(specify the agenda item).*
2. *(specify the agenda item).*
3. *(specify the agenda item).*

.....

The voting results on the agenda of the meeting in absentia of the Committee were as follows:

'Pro': *(full name of a member of the Committee).*

'Con': *(full name of a member of the Committee and reasons why the member of the Board of Directors voted "con" or had some specific comments).*

'Abstain': *(full name of a member of the Committee and reasons why the member of the Board of Directors voted "abstain" or had some specific comments).*

The Committee members were proposed the following agenda for approval:

1. *(specify the agenda item).*
2. *(specify the agenda item).*
3. *(specify the agenda item).*

.....

On the agenda item _____ *(specify name of the item)*, having considered the agenda item and the presented materials, in accordance with *(specify the provision in the Regulations on the Strategic Planning and Corporate Governance Committee, why this item falls within the competence of the Committee)*, **the Committee VOTED as follows:**

'Pro': *(full name of a member of the Committee).*

'Con': *(full name of a member of the Committee and reasons why the member of the Board of Directors voted "con" or had some specific comments).*

'Abstain': *(full name of a member of the Committee and reasons why the member of the Board of Directors voted "abstain" or had some specific comments).*

The Committee DECIDED to:

Recommend to the Board of Directors to approve / take note / approve /
instruct

**Appendix 5
to Regulations on Strategic Planning
and Corporate Governance Committee
of KEGOC Board of Directors**

The form of the ballot of the meeting in absentia
of the Strategic Planning and Corporate Governance Committee

Ф.П КЕГОС ИД-206-05

**Voting ballot of the meeting in absentia of a member of the Strategic
Planning and Corporate Governance Committee of the Board of Directors of
Kazakhstan Electricity Grid Operating Company joint-stock company
(KEGOC) JSC**

Registered address of Kazakhstan Electricity Grid Operating Company
(KEGOC) JSC (hereinafter referred to as 'KEGOC' or 'the Company'): 59
Tauyelsizdik Ave., Nur-Sultan, Kazakhstan

Meeting of the Strategic Planning and Corporate Governance Committee
was convened by (*specify the position, full name*).

The date of submission of this ballot to a member of the Strategic Planning
and Corporate Governance Committee (*full name of a member of the Committee*) is
" ____ " _____ of the year.

The signed voting paper shall be submitted to the Corporate Secretary of
KEGOC not later than _____ till 6.00 p.m. at the registered address of
KEGOC.

Please vote regarding the decision by signing in the relevant column on the
agenda issue.

If you vote for the decision, please sign in the column 'PRO'.

If you vote against, please sign in the column 'CON'.

If you abstained, please sign in the column 'ABSTAIN'.

Agenda:

1. (*specify the agenda item*).
2. (*specify the agenda item*).
3. (*specify the agenda item*).

The Committee's members decided:

Approve the agenda of the meetings of the Committee in absentia.

Full name	PRO	CON	ABSTAIN
<i>Specify full name of the member of the Committee</i>			

On the agenda item _____ (*specify the name of the item*), having considered the presented materials, in accordance with (*specify the provision in the Regulations on the Strategic Planning and Corporate Governance Committee, why this item falls within the competence of the Committee*), **the Committee's member DECIDED as follows:**

1. (*specify the item of the Committee's decision*).
 2. (*specify the item of the Committee's decision*).
 3. (*specify the item of the Committee's decision*).
- voting options *

Full name	PRO	CON	ABSTAIN
<i>Specify full name of the member of the Committee</i>			

* Voting option shall be marked with the signature of the voting member of the Board of Directors.

The ballot vote shall be considered valid only if a voting member of the Board of Directors noted only one of the possible voting options.

A member of the Board of Directors shall not participate in voting if he/she is interested in a transaction of the Company in accordance with the Law of the Republic of Kazakhstan "On Joint-Stock Companies". This fact shall be properly noted by such member of the Board of Directors in the ballot.

**Appendix 6
to Regulations on Strategic Planning
and Corporate Governance Committee
of KEGOC Board of Directors**

Form of Written statement (opinion) at the meeting in praesentia/absentia
of the Strategic Planning and Corporate Governance Committee

Ф.П КЕГОС ИД-206-06

**Written statement (opinion)
(Position, full name)
for the meeting of the Strategic Planning and Corporate Governance
Committee of the Board of Directors of Kazakhstan Electricity Grid
Operating Company (KEGOC) JSC dated**

Registered address of Kazakhstan Electricity Grid Operating Company (KEGOC) joint-stock company (hereinafter referred to as 'KEGOC' or 'the Company'): *(specify the legal address of the Company)*

Venue of the meeting of the Strategic Planning and Corporate Governance Committee under the Board of Directors: *(specify the legal address of the Company)*

(full name), member of the the Strategic Planning and Corporate Governance Committee under the Board of Directors dated _____, and thus, in accordance with the Regulations on the Strategic Planning and Corporate Governance Committee under the Board of Directors, submits written statement (opinion) and voting results on the agenda item of the meeting of the Committee, which shall be attached to the minutes of the meeting of the Committee dated _____.

Notice No. _____ dated _____ of the Chairman of the Committee *(full name)* presented the following agenda and materials on the agenda of the meeting of the Committee, planned on _____ (date).

Agenda:

1. *(specify the agenda item).*
2. *(specify the agenda item).*
3. *(specify the agenda item).*

...

On the agenda item _____ (specify the name of the agenda item), having considered the agenda item and the submitted materials, in accordance with (reference to the provision of the Strategic Planning and Corporate Governance Committee), **member of the Committee (full name) VOTED as follows:**

1. *(specify the item of the Committee's decision).*
2. *(specify the item of the Committee's decision).*

3. *(specify the item of the Committee's decision).*

Full name	PRO	CON	ABSTAIN
<i>Specify full name of the member of the Committee</i>			

The vote in a written statement (opinion) shall be taken into account only if a voting member of the Committee checked only one of the possible voting options.

**Appendix 7
to Regulations on Strategic
Planning and Corporate
Governance Committee of
KEGOC Board of Directors**

Approval Sheet

Form CT KEGOC 00-101-01

Job title	Full name	Date	Signature
Chairman of Management Board	Bakytzhan Kazhiyev		
Managing Director for Strategy and Development	Askerbek Kuanyshbayev		
Managing Director for Legal Support and Risks	Tolegen Safuani		
Managing Director for Finance and Accounting	Aibek Botabekov		
Managing Director for Information and Telecommunication Complex and Transformation	Sergey Katyshev		
Head of Internal Audit Service	Omirezhan Yessetov		
Head of Legal Department	Kabdulla Omarov		
Executive Director for Capital Construction and Occupational Health	Yermakhanbet Atakulov		
Head of Corporate Development Department	Zhanar Arpabekova		
Head of Strategic Planning Department	Dana Tokubayeva		
Head of Planning and Economic Analysis Department	Gulmira Akhmedova		
Head of Business Initiatives and Projects Department	Zhanna Shigayeva		
Corporate Secretary	Yertai Ramazanov		

**Appendix 8
to Regulations on Strategic
Planning and Corporate
Governance Committee of
KEGOC Board of Directors**

Form CT KEGOC 00-101-
02

Acknowledgement List

Position	Full name	Date	Signature

**Appendix 9
to Regulations on Strategic
Planning and Corporate
Governance Committee of
KEGOC Board of Directors**

Form CT KEGOC 00-101-03

Revision record sheet

No. of notice that is used a the basis for amendment	Sheet No.				Name of person who made the amendment s	Signature of the person who made the amendmen ts	Date of the amendme nts
	of the amended	replac ed	new	cancell ed			

**Appendix 10
to Regulations on Strategic
Planning and Corporate
Governance Committee of
KEGOC Board of Directors**

Form CT KEGOC 00-101-
04

Routine review record sheet

Date of review	Name of the person who performed the check	Signature of the reviewer	Comments
1	2	3	4