



**KAZAKHSTAN ELECTRICITY GRID OPERATING COMPANY
(KEGOC) JOINT-STOCK COMPANY**

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

REGULATIONS

**ON THE NOMINATION AND REMUNERATION COMMITTEE
OF THE BOARD OF DIRECTORS OF KAZAKHSTAN ELECTRICITY
GRID OPERATING COMPANY (KEGOC) JOINT-STOCK COMPANY**

П КЕГОС ИД-203-19

Copy No. ____

Revision 2

Effective Date _____

Nur-Sultan

1 General

1. These Regulations (hereinafter referred to as 'the Regulations') define status and competence of the Nomination and Remuneration 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. Recommendations made by the Committee on the issues referred by the 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.

5. The Committee is established to work out and submit to the Board of Directors the recommendations relating to:

- election or nomination of independent directors, members of the Management Board, the Corporate Secretary and the Ombudsman subject to the Company's internal documents;

- - remuneration of the Directors, members of the Management Board, Corporate Secretary in accordance with the goals, objectives and the current standing of the Company and level of remuneration in peer companies similar in scope and type of operations;

- - introduction of structured and open system of remuneration of Directors, Management Board members, the Corporate Secretary and the Ombudsman;

- - provision of the social support to the employees of the Company, including recommendations on the approval of the internal regulatory documents of the Company.

6. The members of the Committee should not participate in decisions related to their own election, re-election and remuneration.

2 Competence of the Committee

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

1) preparation of qualification requirements for candidates for Independent

Directors, Corporate Secretary and Ombudsman;

2) recommendations on candidates for Independent Directors, members of the Management Board, the Corporate Secretary and the Ombudsman. Candidates for the position that shall be elected (appointed) exclusively by the general meeting of shareholders, shall be considered by the Committee in accordance with the relevant provisions of internal documents of the Company and/or request (instruction) of the general meeting of shareholders;

3) development of recommendations for the search and selection of candidates for the Board of Directors and requirements to the candidates for the Board of Directors on the basis of an annual assessment of the activities of the Board of Directors and its members; assessment of candidates for the Board of Directors of the Company;

4) preliminary review of the Induction programme for newly elected members of the Board of Directors, and the Professional development plan for the members of the Board of Directors.

5) provision of recommendations to the Board of Directors on making a list of candidates for the Board of Directors on the basis of proposals of the Committee members and shareholders, and submission of the list to shareholders, together with a description of the biography, ratings and recommendations of the Committee regarding candidates proposed for election to the Board of Directors of the Company;

6) preparation of recommendations on the qualification requirements for the members of the Board of Directors;

7) preliminary review of the personnel pool management of the Company and consideration of the pool management report;

8) submission of recommendations on the amount, procedure for determining the remuneration of the members of the Board of Directors and the conditions thereof;

9) submission of recommendations on remuneration / bonus payment to the Chairman of the Management Board, members of the Management Board, the Ombudsman and the Corporate Secretary;

10) preparation of recommendations on the appointment of an external remuneration consultant;

11) submission of recommendations on appointment, determination of the term of office of the Ombudsman and the Corporate Secretary, early termination of their powers, approval of their regulations, review of their progress and assessment reports;

12) submission of recommendations on the composition, term of office of the Management Board, on the election of members of the Management Board (except for the Chairman of the Management Board);

13) submission of recommendations on the appointment (election) of the Chairman of the Management Board;

14) preliminary review of the list of the Company's positions, which shall be elected or approved by the Board of Directors, and decide on their election and/or approval;

15) submission of proposals on approval of labour payment and bonus payment

rules, salary rate schedule and determine the salary rates for the Chairman of the Management Board, members of the Management Board, the Ombudsman, and the Corporate Secretary.

16) submission of proposals to approve the procedures for and review of the performance assessment of the Board of Directors and its committees, the Chairman and the members of the Board of Directors, Corporate Secretary, approve the Rules on assessment of performance of the Board of Directors and its committees, the Chairman and members of the Board of Directors, Corporate Secretary;

17) review of the system for performance assessment of the Company and some members of the Management Board;

18) submission of recommendations on review of performance assessment for the reporting period (year, three years); determination of the amount and terms of payment of remuneration to the Chairman and members of the Management Board of the Company;

19) review and approval of the model regulations on remuneration of the members of the Board of Directors and Management Board of the subsidiaries of the Company and preparation of the relevant proposals and comments;

20) submission of recommendations to the Board of Directors on the procedure for approval by the Board of Directors of working and / or holding positions in other organizations by the members of the Board of Directors, the Management Board and other employees of the Company to be appointed by the Board of Directors;

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

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

23) submission of proposals on approval of key performance indicators and their targets for members of the Management Board and the Corporate Secretary;

24) submission of recommendations on drafting policies on appointing employees in legal entities whose shares (equity interest) belong directly or indirectly to the Company.

25) search and selection of candidates to the Chairman of Management Board, interview and making of a ranked short list of candidates;

26) approval of the total number of staff and organizational structure for the Executive Administration;

27) monitoring of the achievement of the targets of the key performance indicators of the Company;

28) preliminary consideration of the Succession Plan of the Board of Directors;

29) submission of recommendations on approval of the Induction programme for newly elected members of the Board of Directors, and the Professional development plan for the members of the Board of Directors.

30) review of the corporate conflicts with participation of the Chairman of the Board of Directors and other directors;

31) submission of recommendations on the internal regulatory documents on rendering social support to the Company's employees.

32) 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 dates.

33) preliminary review of the Rules of selection and election of the members of the Board of Directors and the Rules of remuneration and compensation of expenses of the members of the Board of Directors;

34) preliminary review of the Rules of appointment (election) and early termination of the powers of the Chairman of the Management Board;

35) preliminary review of the Rules for election and early termination of the powers of the members of the Management Board;

36) preliminary review of the Development Plan of the Corporate Secretary, the Ombudsman;

37) submission of recommendations on approval of the job descriptions, the assessment of the position of the Chairman, the members of the Management Board, and other management level positions that are lower than the position of the Chairman of the Management Board (based on recommendations of the Nomination and Remuneration Committee of the Board of Directors), the Corporate Secretary and Ombudsman;

38) Carrying out of the calibration sessions to discuss the results of assessment of the activities of the Corporate Secretary and the Ombudsman and their placement on the talent map;

39) preliminary review of the Code of Conduct of the Company and the personnel policy of the Company, as well as amendments thereto;

40) preliminary review of internal regulatory documents governing the activities of the Corporate Secretary and the Ombudsman;

41) submission of recommendations on approval of the maximum remuneration of the Chairman and the members of the Management Board;

42) submission of recommendations on other issues within its competence according to instructions of the Board of Directors, the committee and/or provisions of the internal documents of the Company.

3 Rights and Obligations of the Committee

8. The Committee is entitled to:

1) request documents, reports, explanations and other information from the members of the Board of Directors, Committees, Management Board, Internal Audit Service, Corporate Secretary, Ombudsman, Compliance Officer and other employees of the Company. The information and documents stated above shall be communicated via the Corporate Secretary. The Company shall provide the Committee, under the established procedure, with all necessary materials and resources at the expense of the

Company;

2) invite the members of the Board of Directors, Management Board, committees and other employees to its meetings as observers;

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

4) use services of recruiting agencies when selecting the candidates for executive positions of the Company.

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

6) use other rights required to perform powers assigned;

9. The Committee's members shall:

1) carry out their activities in fairly and in good faith in the interest of the general meeting and the Company as a whole and comply with the main principles of the Code;

2) spend enough time to efficiently perform its duties;

3) participate in work of the Committee and attend its meetings except for cases considering the issues of their own appointment and remuneration;

4) make proposals on amendments to the Regulations;

5) within two (2) business days inform the Board of Directors about change of circumstances resulting in an independent director cease to be independent. The Chairman of the Board of Directors shall immediately inform the shareholders about it, 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 specified by the Board of Directors.

8) participate in selection of the Corporate Secretary and the Ombudsman, the meetings with potential candidates, review CVs of the potential candidates;

9) participate in the meetings with members of the Company's talent pool to get acquainted with them, assess them, exchange knowledge and communicate the Company's vision and strategy to them.

10) help the Board of Directors to elaborate proper policies and procedures covering the scope of the Board's duties;

11) monitor the results of the Board of Directors' activity assessment and training needs for directors.

10. The members of the committee shall be held responsible in accordance with the provisions of the Law of the Republic of Kazakhstan 'On Joint Stock Companies', Charter, Corporate Governance Code and other internal documents of the Company.

11. 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

12. Establishment and determination of the number of members, terms of office of the members of the committees of the Board of Directors, election of the Chairman and members of the Committees of the Board of Directors, and approve the regulations on the committees.

13. The Committee shall include at least three Directors, two thirds of them shall be the Independent Directors. The potential conflicts of interest shall be taken into consideration while forming the committees.

14. 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.

15. 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 in accordance with the goals, targets and competency of the Committee shall be engaged for efficient operation 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.

16. Terms of office of the Committee members shall coincide with the terms of their office as members of the Board of Directors, however the terms are likely to be revised by the Board of Directors.

5 Chairman of the Committee

17. The Chairman of the Committee shall be elected out of Independent Directors.

18. The Chairman of the Committee shall be responsible for operation the Committee, in particular the Chairman shall:

- 1) convene meetings of the Committee and chair them;
- 2) draft the agenda of meetings of the Committee;
- 3) 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. Terms for preparation and submission of such report shall be defined by the Board of Directors.

19. 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

20. The Committee shall operate through meetings.

21. The Committee appoints the secretary of the Committee performing the functions relating to organization and information support of the Committee activities.

22. 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 agenda, materials on the agenda issues, take minutes of the meetings, draft the decisions of the Committee, issue 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.

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

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

25. 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;

26. 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 form the agenda of the Committee meeting on the basis of the submissions for a meeting.

27. 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 state the type of communication used.

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

28. 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.

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

30. 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.

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

32. The Committee shall take decisions by simple majority votes out 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.

33. 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, and shall include the following:

34. A decision by absent voting shall be acknowledged as 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) expiration date of voting paper receipt.

35. 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.

36. The written statement (opinion) shall contain:

- 1) date of 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.

37. 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.

38. 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.

39. 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.

40. 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 considered.

41. Each member of the Committee shall be entitled to state his/her minority report, which shall be submitted together with the Minutes of meeting. If the 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

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

43. 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 respective amendments are made to the Regulations.

8 Regulations Management

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

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

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

Corporate Secretary Yertai Ramazanov

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

**Appendix 1
to the Regulations on Nomination and
Remuneration Committee of KEGOC
Board of Directors**

Explanatory Note Form

Ф.П КЕГОС 00-203-01

**Nomination and Remuneration
Committee of the Board of Directors;
KEGOC JSC**

EXPLANATORY NOTE

**On the agenda item of the Nomination and Remuneration Committee of the
Board of Directors of KEGOC.**

Name of the agenda 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 Board of Directors.

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.

Signatory

(Chairman of Management Board/

Chairman of the Committee/

Head of Internal Audit Service _____ (full name)

**Appendix 2
to the Regulations on Nomination and
Remuneration Committee
of KEGOC Board of Directors**

**Form of draft decision of the Nomination and Remuneration Committee
on the agenda of the meeting**

Ф.П КЕГОС ИД-203-02

Draft

**decision of the Nomination and Remuneration Committee of the Board of
Directors of KEGOC on the agenda item of the meeting**

‘ _____ ’
name of the agenda item

**Having considered the agenda item and the submitted materials, in
accordance with** (*Regulations on the Nomination and Remuneration 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 the Regulations on Nomination and
Remuneration Committee of KEGOC
Board of Directors

The form of the minutes of the meeting in praesentia or mixed voting
of the Nomination and Remuneration Committee of KEGOC Board of
Directors

Ф.П КЕГОС ИД-203-03

MINUTES
of the meeting of the Nomination and Remuneration Committee
of the Board of Directors of
Kazakhstan Electricity
Grid Operating Company (KEGOC)

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 Nomination and Remuneration Committee (*specify the address of the meeting*).

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

Members of Committees

(full name) *(position)*

(full name) *(position)*

(full name) *(position)*

In accordance with the Regulations on the Nomination and Remuneration 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 of 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 dated ____ No.____ was handed over 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 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 Board of Directors).*

CON: *(full name of a member of the Board of Directors and reasons why the member of the Board of Directors voted "con" or has some specific comments).*

ABSTAIN: *(full name of a member of the Board of Directors and reasons why the member of the Board of Directors voted "abstain" or has 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 *(describe 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).*

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

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

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': *(specify number of voted and full names of members of the Committee).*

'Con': *(specify number of votes and full names of members of the Committee and reasons why the member of the Committee voted 'con' or had some specific comments).*

'Abstain': *(specify number of votes and full names of members of the Committee and reasons why the member of the Committee of the Board of Directors voted 'abstain' 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).*

After the decision on the agenda item *(name of the item)*, the Committee proceeded to review the agenda item *(name of the item)*.

**Chairman of the Committee
on Nomination and Remuneration
KEGOC's Board of Directors
or his/her substitute *(full name)***

Committee Secretary

(full name)

Appendix 4
to the Regulations on Nomination and
Remuneration Committee of KEGOC's
Board of Directors

The form of the minutes of the meeting in absentia voting of the Nomination and Remuneration Committee of the Board of Directors of KEGOC.

Ф.П КЕГОС ИД-203-04

Minutes

of the meeting in absentia of the Nomination and Remuneration 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 these 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 Nomination and Remuneration Committee, the decisions are made/recommendation are issued to the Board of Directors of the Company on the agenda item 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)*

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 _____ (name of the item), having considered the agenda item and the presented materials, in accordance with *(specify the provision in the Regulations on the Committee on Nomination and Remuneration, 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

**Chairman of the Committee
on Nomination and Remuneration
KEGOC's Board of Directors/
or his/her substitute (*full name*)**

Committee Secretary

(full name)

Appendix 5
to the Regulations on Nomination and
Remuneration Committee of KEGOC's
Board of Directors

The form of the ballot of the meeting in absentia
of the Nomination and Remuneration Committee;

Ф.П КЕГОС ИД-203-05

Voting ballot of the meeting in absentia of a member of the Nomination
and Remuneration 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 Nomination and Remuneration Committee was convened by
(specify the position, full name).

The date of submission of this ballot to a member of the Nomination and Remuneration 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 on the decision by signing in the relevant column on the agenda issue.

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

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

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

Agenda:

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

The Committee's member decided:

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

Full name	PRO	CON	ABSTAIN
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<i>Specify full name of the member of the Committee</i>		
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On the agenda item _____ (name of the item), having considered the presented materials, in accordance with (*specify the provision in the Regulations on the Committee on Nomination and Remuneration, 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 confirmed with the signature of the voting member of the Board of Directors.

The ballot shall take into account the vote only if a balloting member of the Board of Directors checked 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”, which he/she shall note in writing in the ballot accordingly.

Appendix 6
to the Regulations on Nomination
and Remuneration Committee of
KEGOC's Board of Directors

Form of Written statement (opinion) at the meeting in praesentia/absentia
of the Nomination and Remuneration Committee

Ф.П КЕГОС ИД-203-06

Written statement (opinion)

(Position, full name)

of the meeting of the Nomination and Remuneration 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 Nomination and Remuneration Committee of KEGOC's Board of Directors: *(specify the legal address of the Company)*

(full name), member of the Nomination and Remuneration Committee of KEGOC's Board of Directors dated _____, and thus, in accordance with the Nomination and Remuneration Committee of KEGOC's 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 (name of the item), having considered the agenda item and the submitted materials, in accordance with *(reference to the provision of the Regulations on the Nomination and Remuneration Committee)*, a 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 the Regulations on Nomination
and Remuneration Committee of
KEGOC Board of Directors

Approval Sheet

Form CT KEGOC 00-101-01

Job title	Full name	Date	Signature
Managing Director for Legal Support and Risks	Tolegen Safuani		
Chief of Staff	Zhanabay Beksary		
Head of Internal Audit Service	Omirzhan Yessetov		
Head of Legal Department	Kabdulla Omarov		
Head of Human Resources Department	Bolatbek Omarov		
Head of Corporate Development Department	Zhanar Arpabekova		
Ombudsman	Rishat Rakhimov		
Corporate Secretary	Yertai Ramazanov		

Appendix 8
to the Regulations on Nomination
and Remuneration Committee of
KEGOC Board of Directors

Form CT KEGOC 00-101-02

Acknowledgement List

Position	Full name	Date	Signature

**Appendix 9
to the Regulations on Nomination
and Remuneration Committee of
KEGOC Board of Directors**

Form CT KEGOC 00-101-03

Revision Record Sheet

No. of notice that is used as the basis for amendment	Sheet No.				Name of person who made the amendments	Signature of the person who made the amendments	Date of the amendments
	amended	replaced	new	cancelled			
1	2	3	4	5	6	7	8

Appendix 10
to the Regulations on Nomination
and Remuneration Committee of
ΚΕΓΟС Board of Directors

Form CT ΚΕΓΟС 00-101-04

Routine Review Record Sheet

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