



REGULATIONS
on the Human Resources and Remuneration Committee of the Board of Directors of NLC
"Karaganda Technical University"

1. General Provisions

1. This Regulation on the Human Resources and Remuneration Committee of the Board of Directors of NLC "Karaganda Technical University" (hereinafter referred to as the Company) determines the status, composition, election, term of office, operating procedure, competence of the Human Resources and Remuneration Committee of the Board of Directors of the Company, as well as the rights, obligations and responsibility of members of the Human Resources and Remuneration Committee of the Board of Directors of the Company.

2. The Committee is a consultative and advisory body of the Board of Directors of the Company (hereinafter referred to as the Board of Directors). All proposals developed by the Committee are recommendations that are submitted for consideration to the Board of Directors.

3. The Regulation is an internal document of the Company and is developed in accordance with the legislation of the Republic of Kazakhstan, the Charter and other internal documents of the Company.

4. The Committee is accountable to the Board of Directors, acts within the powers granted to it by the Board of Directors and these Regulations.

5. In its activities, the Committee is guided by the legislation of the Republic of Kazakhstan, the Charter of the Company, decisions of the Sole Shareholder of the Company, this Regulation and other decisions of the Board of Directors.

6. Recommendations of the Committee made on issues attributed by the Charter of the Company to the competence of the Sole Shareholder are sent, if approved by the Board of Directors, to the Sole Shareholder for consideration and decision-making in the manner prescribed by law.

2. Composition, election and term of office of the members of the Committee

7. The composition of the Committee is formed from the members of the Board of Directors and experts with the necessary professional knowledge to work in the Committee.

8. The number of members of the Committee is at least 3 (three) people.

9. Members of the Committee are elected by a majority of votes of the members of the Board of Directors.

10. For the purpose of the effective activity of the Committee, experts with professional experience and qualifications in accordance with the goals, objectives and competence of the Committee may be involved in its work.

11. The terms of office of the members of the Committee coincide with the terms of their powers as members of the Board of Directors, and can be reviewed annually by the Board of Directors.

12. The functions of the Committee secretary are performed by the corporate secretary.

The Secretary of the Committee ensures the preparation and holding of meetings of the Committee, collection and systematization of materials for meetings, timely sending to members of the Committee and invited persons notifications about holding meetings of the Committee,

agenda of meetings, materials on agenda items, minutes of meetings, preparation of draft decisions of the Committee, as necessary issues extracts from the minutes of the meetings of the Committee, as well as the subsequent storage of all relevant materials.

The Secretary of the Committee ensures that the members of the Committee receive the necessary information.

3. Chairman of the Committee

13. The Chairman of the Committee can only be an independent director.

14. The Chairman of the Committee organizes the work of the Committee headed by him, in particular:

- 1) convene meetings of the Committee and preside over them;
- 2) approves the agenda of the meeting of the Committee, including the content of issues submitted for discussion at the meeting of the Committee;
- 3) organizes the discussion of issues at the meetings of the Committee, and also hears the opinions of persons invited to participate in the meeting;
- 4) develops a plan of regular meetings for the current calendar year, taking into account the plan of meetings of the Board of Directors.

15. In the absence of the Chairman, his functions are performed by one of the members of the Committee by decision of the Committee.

4. Procedure of the Committee

16. Meetings of the Committee provided for in person or by correspondence. The committee chooses the form of the meeting based on the nature of the question posed.

In order to create favorable conditions and reduce the cost of holding in-person meetings of the Committee, the participation of members of the Committee through online videoconferences is allowed. Meetings held in this order are considered in-person.

17. The Committee annually draws up a work plan of the Committee in accordance with the work plan of the Board of Directors, which is approved by the Committee. Materials and a draft decision on the issue of the agenda of the meeting of the Committee are sent by the Secretary of the Committee to all members of the Committee and interested parties no later than 3 (three) calendar days before the planned date of the meeting. In exceptional cases, by decision of the Chairman of the Committee, materials may be sent one working day before the date of the meeting. The meeting of the Committee is considered competent if there is a quorum - at least half of the number of members of the Committee.

A meeting of the Committee can be convened at the initiative of its Chairman or at the request of:

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

If the Chairman of the Committee refuses to convene a meeting, the initiator has the right to apply with the specified request to the Board of Directors, which is obliged to convene a meeting of the Committee. The meeting of the Committee is held with the obligatory invitation of the person who presented the specified requirement.

19. Decisions are taken by a simple majority of votes of the members of the Committee participating in the meeting. When deciding issues, each member of the Committee has one vote. Transfer of voting rights by a member of the Committee to other persons, including other members of the Committee, is not allowed. In case of equality of votes of the members of the Committee, the vote of the chairman of the meeting is decisive. Members of the Committee who are not members of the Board of Directors do not have the right to vote when making decisions by the Committee.

20. Each member of the Committee can state his dissenting opinion, which is stitched together with the minutes of the Committee and is an integral part of it.

In cases where a decision on certain issues cannot be made due to the interest of individual members of the Committee, such a fact is recorded in the minutes of the meeting of the Committee.

21. In an open form of voting, the Chairman of the Committee and its members may take a decision on voting on the agenda items of the Committee meeting in the presence of only the members of the Committee who have the right to vote. In such cases, experts and other persons who are invited to participate in the meeting of the Committee, as observers, are present at the meeting of the Committee only when discussing issues, and at the time of voting, they leave the meeting room.

22. A decision by means of absentee voting is recognized as adopted if there is a quorum in the ballots received in due time.

The bulletin must indicate:

- 1) full corporate name of the Company and its location;
- 2) the wording of the issues to be voted on and the decisions on each issue;
- 3) voting options for each issue: "for", "against", "abstain";
- 4) column "Dissenting opinion";
- 5) the mailing address to which the completed ballots should be sent;
- 6) the deadline for accepting ballots.

23. Based on the results of the in-person meeting of the Committee, no later than three calendar days after its holding, a protocol is drawn up. The minutes are signed by the Chairman of the Committee or the person who presided over the meeting, as well as the secretary of the Committee, who are responsible for the correctness and content of the minutes.

24. Based on the results of the meeting by correspondence of the Committee, no later than three calendar days after its holding, a decision is drawn up. The decision is signed by the Chairman of the Committee or the person who presided over the meeting, as well as the secretary of the Committee, who are responsible for the correctness of the preparation and content of the minutes.

5. Competence of the Committee

25. B the competence of the Committee includes the following issues:

- 1) providing recommendations on candidates for the Board;
- 2) making proposals on the size and structure of remuneration for members of the Management Board, employees of the Internal Audit Service and the Corporate Secretary of the Company;
- 3) submission of recommendations on the number of members, the term of office of the Board, on the election of members of the Board, as well as the early termination of their powers;
- 4) making proposals for determining the size of official salaries, terms of remuneration and bonuses to the Chairman of the Board-Rector, members of the Board, employees of the Internal Audit Service, Chief Accountant, Corporate Secretary of the Company;
- 5) making proposals for assessing the performance of the Board of Directors, Committees of the Board of Directors, the Board, the Internal Audit Service and the Corporate Secretary;
- 6) providing the Board of Directors with recommendations regarding the opportunity to work and / or hold position (s) in other organizations by members of the Board;
- 7) providing the Board of Directors with an annual report on the work of the Committee;
- 8) making proposals on key performance indicators for members of the Board of the Company and their target values and calculating the amount of remuneration for the Chairman of the Board-Rector, members of the Board;
- 9) providing the Board of Directors with recommendations on other issues within its competence in accordance with the instructions of the Board of Directors and / or the provisions of the internal documents of the Company;
- 10) consideration of other issues on behalf of the Sole Shareholder, the Board of Directors and the Chairman of the Board of Directors.

6. Rights and obligations of members of the Committee

26. A member of the Committee has the right, in accordance with the established procedure:

- 1) request and receive from officials and employees of the Company any information (documents, materials) in relation to the Company, if the specified information is necessary for him to perform the functions of a member of the Committee;
- 2) get acquainted with the minutes of meetings and decisions of the Committee;
- 3) demand that his dissenting opinion on the agenda items and the decisions made be entered into the minutes of the meeting of the Committee;
- 4) demand the convocation of a meeting of the Committee;
- 5) introduce issues into the agenda of the meeting of the Committee;
- 6) exercise other rights provided for by the current legislation of the Republic of Kazakhstan, the Charter of the Company, other internal documents of the Company.

27. The members of the Committee are obliged:

- 1) to carry out their activities honestly and in good faith in the interests of the Sole Shareholder and the Company as a whole;
- 2) to devote enough time to effectively perform their duties;
- 3) to participate in the work of the Committee and attend its meetings;
- 4) make proposals for amendments and additions to this Regulation;
- 5) maintain the confidentiality of all information that becomes known to them in the course of performing the duties of a member of the Committee;
- 6) within the limits of their competence and in the manner prescribed by this Regulation, perform any other duties that may be determined by the Board of Directors.

7. Responsibility of the members of the Committee

28. A member of the Committee is liable to the Company and the Sole Shareholder for harm caused by his actions (inaction), in accordance with the legislation of the Republic of Kazakhstan, including for losses incurred as a result of providing misleading information or knowingly false information.

8. Final provisions

29. Approval of the Regulations on the Committee, as well as making changes and additions to it, is within the competence of the Board of Directors.

30. If, as a result of changes in legislation, the Charter, certain provisions of the Regulations come into conflict, these norms of the Regulations become invalid until the appropriate changes are made.