



**APPROVED**  
**By the decision of the**  
**Board of Directors of**  
**NLC "Karaganda Technical**  
**University"**  
**(Minutes No. 3 dated 30/11/2020)**

**REGULATION**  
**on the Strategic Planning Committee of the**  
**Board of Directors of**  
**NLC "Karaganda Technical University"**

**1. General Provisions**

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

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 to the Board of Directors for consideration.

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 this Regulation.

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 the issues referred to the competence of the Sole Shareholder by the Charter of the Company 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. The Membership, the Election and Terms of Office of the Committee Members**

7. The membership 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 Committee members is at least 3 (three) persons.

9. The Committee members are elected by the majority of votes of the members of the Board of Directors. The Chairman of the Management Board, Rector cannot be the Chairman of the Committee.

10. For the purpose of 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 Committee members coincide with the terms of their office as the members of the Board of Directors, and can be reviewed by the Board of Directors annually.

12. The functions of the Secretary of the Committee are performed by the Corporate Secretary.

The Secretary of the Committee ensures preparing and holding the meetings of the Committee, collecting and systematizing materials for meetings, timely sending to members of

the Committee and invited persons notifications of holding meetings of the Committee, the agenda of meetings, materials on the agenda items, minutes of meetings, preparing draft decisions of the Committee, issues extracts from the minutes of the meetings of the Committee if needed, as well as the subsequent storage of all the relevant materials.

The Secretary of the Committee ensures receiving the necessary information by the members of the Committee.

### **3. The 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) convenes meetings of the Committee and presides over them;
- 2) approves the agenda of the meeting of the Committee including the content of the issues submitted for discussion at the meeting of the Committee;
- 3) organizes discussing the issues at the meetings of the Committee, and hears the opinions of the 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 Committee members by the decision of the Committee.

### **4. The Committee Rules of Procedure**

16. The meetings of the Committee will be held in-person or in absentia. The Committee chooses the form of the meeting based on the nature of the issue raised.

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

17. Annually the Committee 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.

18. The 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 the members of the Committee and interested parties no later than 3 (three) calendar days prior to the planned date of the meeting. In exceptional cases, by decision of the Chairman of the Committee, the materials can be sent one working day before the date of the meeting. A meeting of the Committee is considered competent if there is a quorum: at least half of the number of the Committee members.

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) The Sole Shareholder of the Company.

If the Chairman of the Committee refuses to convene a meeting, the initiator has the right to apply with a 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 request.

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. Transferring the voting rights by a member of the Committee to other persons including other members of the Committee is not allowed. In case of the equality of votes of the members of the Committee, the vote of the Chairman of the meeting is decisive. The Committee members 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 the 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 the open form of voting, the Chairman of the Committee and its members can take a decision on voting on the agenda items of the Committee meeting in the presence of only the members of the Committee having 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. The decision by means of absentee voting shall be deemed as adopted if there is a quorum in the ballots received within the prescribed period.

The ballot 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", "abstained";
- 4) the column "Dissenting opinion";
- 5) the postal 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, the minutes are 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 absentee meeting of the Committee, no later than three calendar days after its holding, the 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. The Committee Competence**

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

- 1) preliminary considering of the priority intents of the Company's activity, as well as approval of the strategic intents of the Company;
- 2) monitoring the implementation of the Company's strategic intents;
- 3) preliminary considering the documents submitted for consideration by the Board of Directors containing the information of the progress of implementing strategic intents, achievement of target values of strategic key performance indicators;
- 4) providing the Board of Directors with an annual report of the work of the Committee;
- 5) providing recommendations to the Board of Directors on possible risks associated with implementing long-term strategic intents of the Company;
- 6) considering and approving strategic risks in order to integrate the risk management system into the planning process;
- 7) preliminary approving the project of the organizational structure and staffing of the Company;
- 8) preliminary approving the development plan for the corresponding planning period, clarifications of the approved development plan, as well as a report of implementing the development plan of the Company;
- 9) analyzing the effectiveness of the risk management system of the Company;
- 10) submitting recommendations to the Board of Directors on other issues within its competence in accordance with the instructions of the Board of Directors and/or the provisions of the Company's internal documents;
- 11) considering other issues on behalf of the Sole Shareholder, the Board of Directors and

the Chairman of the Board of Directors.

#### **6. Rights and responsibilities of the Committee Members**

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

- 1) to request and to 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) to get acquainted with the minutes of meetings and decisions of the Committee;
- 3) to demand his dissenting opinion on the agenda items and the decisions made entering into the minutes of the Committee meeting;
- 4) to demand the convocation of a meeting of the Committee;
- 5) to introduce issues into the agenda of the meeting of the Committee;
- 6) to exercise other rights provided for by the current legislation of the Republic of Kazakhstan, the Charter of the Company, and 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 a sufficient amount of time to effective performing their duties;
- 3) to participate in the work of the Committee and to attend its meetings;
- 4) to make proposals for amendments and additions to this Regulation;
- 5) to maintain the confidentiality of the information that becomes known to them in the course of fulfilling the duties of a member of the Committee;
- 6) within the limits of their competence and in the manner prescribed by this Regulation, to perform any other duties that can be determined by the Board of Directors.

#### **7. Liabilities of the Committee Members**

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 losses incurred as a result of providing misleading information or knowingly false information.

#### **8. Final Provisions**

29. Approval of the Regulation on the Committee, as well as introducing amendments 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 Regulation come into conflict, these norms of the Regulation become invalid until the appropriate changes are made.