APPROVED BY
The decision of the Board of Directors of NLC "Karaganda Technical University"
(Minutes No. 1 dated 01/10/2020)

Regulation on the Corporate Secretary of Non-profit Limited Company "Karaganda Technical University"

1. General Provisions

1. This Regulation has been developed in accordance with the Law of the Republic of Kazakhstan " On Joint-Stock Companies ", Order of the Minister of National Economy of the Republic of Kazakhstan dated October 5, 2018 No. 21 "On Approval of the Model Code of Corporate Governance in State-controlled Limited Companies, with the exception of the National Welfare Fund", The Charter of the non-profit limited company "Karaganda Technical University" (hereinafter referred to as the Company) and other regulatory legal acts of the Republic of Kazakhstan.

2. In its activities, the Corporate Secretary is guided by the current legislation of the Republic of Kazakhstan, this Regulation, the Charter of the Company and other internal regulatory documents of the Company, as well as decisions of the Sole Shareholder and the Board of Directors.

3. Corporate Secretary - an employee of the Company who is not a member of the Board of Directors or the Management Board of the Company, is appointed by the Board of Directors. In his activities, the Corporate Secretary is accountable and subordinate to the Board of Directors.

4. The Corporate Secretary ensures that the bodies and officials of the Company comply with procedures aimed at ensuring the rights and interests of the Sole Shareholder, as well as the Company's adherence to the provisions in the field of corporate governance, the Charter and other internal documents of the Company.

5. The corporate secretary ensures the preparation and holding of meetings of the Board of Directors, the preparation of materials for the meeting of the Board of Directors, controls the provision of access to materials for the preparation of a meeting of the Board of Directors.

2. Procedure for appointment and dismissal of Corporate Secretary

6. The corporate secretary is appointed by the decision of the Board of Directors. The decision is taken by a simple majority of votes of the members of the Board of Directors.

7. The issue of appointing or dismissing the Corporate Secretary is submitted to the meeting of the Board of Directors. The presence of the candidate for the position of the Corporate Secretary at the specified meeting is mandatory.

8. The following information must be submitted regarding the nomination of the Corporate Secretary to the Board of Directors:

1) surname, name, patronymic;

2) year of birth;

3) education, specialty in diploma (diplomas), information on advanced training and professional retraining;

4) information about work experience for the last 5 years;

5) written application of the candidate on the appointment to the position of the Corporate Secretary of the Company.

9. A person who meets the following requirements is appointed to the position of the Corporate Secretary:

1) the presence of a higher legal or economic education;

2) the presence of professional work experience of at least 5 (five) years, including in the field of corporate law or corporate governance, or in a managerial position - at least 2 (two) years;

3) availability of knowledge, experience and qualifications sufficient to perform the duties assigned to him;

4) having an impeccable business reputation, as well as organizational and analytical abilities and skills.

10. By a decision of the Board of Directors, the term of office of the Corporate Secretary, the size of the official salary and the terms of remuneration, bonuses and (or) remuneration are determined in accordance with the internal documents of the Company.

11. In accordance with the decision of the Board of Directors, an employment contract is concluded with the Corporate Secretary, which is signed on behalf of the Company by the Chairman of the Management Board - Rector or another person authorized by the Board of Directors.

12. The employment contract must provide for the responsibility of the Corporate Secretary for disclosing information constituting commercial, official and other secrets of the Company protected by the legislation of the Republic of Kazakhstan.

13. The Board of Directors has the right to make a decision on early termination of the powers of the Corporate Secretary and termination of the agreement concluded with him in the manner prescribed by the legislation of the Republic of Kazakhstan.

14. The decision to appoint a new Corporate Secretary is made by the Board of Directors no later than 1 (one) month from the date of the decision to terminate the powers of the current Corporate Secretary. The decision to appoint a new Corporate Secretary can be made simultaneously with the decision to early terminate the powers of the current Corporate Secretary.

15. To the newly appointed Corporate Secretary, his predecessor must transfer files, documents and a database of documents in electronic and (or) paper form. The transfer of cases is carried out no later than 5 (five) working days from the date of appointment of a new Corporate Secretary according to the transfer act, which must indicate the basis for the transfer of cases, the date of transfer, the name and composition of the transferred documentation, a list of cases (events, actions, requests) that are pending and must be fulfilled by the newly elected Corporate Secretary.

16. The performance of the duties of the Corporate Secretary, in his absence, is carried out by a person temporarily appointed by the decision of the Board of Directors from among the employees of the Company.

3. Functions of the Corporate Secretary

17. To ensure compliance by divisions, officials of the Company with the legislation in the field of corporate governance, the provisions of the Charter and other internal documents of the Company, as well as to improve the policy and practice in the field of corporate governance, the Corporate Secretary is assigned the following functions:

1) monitoring the implementation, compliance by the bodies and officials of the Company with the legislation of the Republic of Kazakhstan and internal documents of the Company;

2) revealing, within the framework of the performance of its functions, violations in terms of corporate governance norms stipulated by the legislation of the Republic of Kazakhstan, the Charter and other internal documents of the Company;

3) participation in the development, revision of the corporate governance policy and practice, as well as other internal documents of the Company within its competence;

4) advising officials, employees of the Company, within their competence, on corporate governance issues;

5) monitoring and analysis of existing practice, trends and development prospects in the field of corporate governance in the Republic of Kazakhstan, world practice and making proposals for improving the corporate governance practice of the Company.

18. To ensure the efficiency of the Board of Directors and its committees, the Corporate Secretary is assigned the following functions:

1) rendering assistance to the Chairman of the Board of Directors in drawing up a work plan and meeting agendas;

2) organization of meetings of the Board of Directors and its committees;

3) ensuring the preparation of materials on the agenda of the meeting of the Board of Directors;

4) timely sending to the members of the Board of Directors of the agenda of the meeting of the Board of Directors with the relevant information sufficient for making decisions on the issues on the agenda and within the competence of the Board of Directors;

5) taking minutes of meetings of the Board of Directors and committees, timely signing of decisions of the Board of Directors (minutes), ensuring the storage of minutes, transcripts, audio-video recordings, materials of meetings of the Board of Directors and committees;

6) sending decisions of the Board of Directors to the relevant divisions and officials of the Company, monitoring their implementation and informing the Board of Directors about the results of execution in the manner established by the Board of Directors;

7) provision (ensuring the provision) to the members of the Board of Directors of the requested documents and information;

8) organization of interaction of members of the Board of Directors with the Sole Shareholder, the Management Board of the Company;

9) rendering assistance in familiarizing newly elected members of the Board of Directors with their rights and obligations, key aspects of the Company's activities and documents.

19. Other functions:

1) ensuring proper interaction of the Company with the Sole Shareholder;

2) ensuring the timely submission to the Sole Shareholder of information affecting his interests in accordance with the legislation of the Republic of Kazakhstan, the Charter, internal documents of the Company;

3) within its competence, as well as on behalf of the members of the Board of Directors and the Sole Shareholder, conducting business correspondence and conducting business contacts with officials, the Sole Shareholder, bodies, heads of structural divisions of the Company, as well as other individuals and legal entities;

4) other functions of the Corporate Secretary established by the Legislation.

20. To perform his functions, the Corporate Secretary is vested with the following powers:

1) request and receive from the bodies, officials and employees of the Company documents and information necessary for making decisions at meetings of the Board of Directors;

2) interact with the Chairman and members of the Board of Directors, Chairman and members of the Management Board, employees of the Company, the Sole Shareholder.

4. Rights and obligations of the Corporate Secretary

21. The corporate secretary has the right:

1) request and receive from officials, heads of the Internal Audit Service, structural divisions of the Company materials (information), if necessary, explanations necessary for the implementation of their functions;

2) check the completeness of the submitted package of materials on the issues included in the agenda of the meeting of the Board of Directors, with the right to issue comments and suggestions;

3) request and receive from the members of the Board of Directors and the Chairman of the Management Board a report on the progress in the implementation of decisions of the Sole Shareholder, the Board of Directors, and, in case of non-fulfillment or violation of deadlines, request written explanations of the reasons for non-fulfillment or untimely fulfillment of decisions;

4) request information and clarifications from members of the Board of Directors and the Chairman of the Management Board in connection with violation of the rights of the Sole Shareholder or a situation leading to corporate conflicts and conflicts of interest;

5) propose items to the agenda of the meeting of the Board of Directors and the Management Board of the Company;

6) prepare and send the Sole Shareholder responses to his inquiries (within the framework of corporate governance);

7) sign the minutes, extracts from the minutes and certify with the seal of the Company.

22. The corporate secretary is obliged:

1) when carrying out activities, comply with the norms and requirements of the legislation of the Republic of Kazakhstan, the Charter, the Code, these Regulations and other internal documents of the Company;

2) execute instructions of the Board of Directors;

3) report on their activities to the Board of Directors;

4) maintain the confidentiality of information about the Company, insider information that became known during the period of performing the functions of the Corporate Secretary and for at least 3 (three) years after the termination of powers as the Corporate Secretary.

5. Responsibility of the Corporate Secretary

23. The Corporate Secretary must act in the interests of the Company and the Sole Shareholder, and fulfill his duties in good faith.

24. The corporate secretary, in the manner prescribed by the legislation of the Republic of Kazakhstan and the internal documents of the Company, is responsible for:

1) proper performance of the functions, rights and obligations assigned to him;

2) losses caused to the Company by its action (inaction);

3) disclosure of information constituting an official or other secret;

4) use of available insider information (information of limited access) about the Company for personal purposes.

25. The responsibility of the Corporate Secretary is fixed in the employment contract concluded with him.

26. Refusal of the members of the Board of Directors and (or) the Chairman of the Management Board of the Company to take measures to eliminate corporate conflicts, or to prevent potential corporate conflicts, after they have been informed by the Corporate Secretary, releases the latter from responsibility for organizing the resolution of corporate conflicts.

6. Terms of remuneration and bonuses for the Corporate Secretary

27. The salary of the Corporate Secretary is determined by the amount of the official salary established by the employment contract and other compensatory, incentive and (or) incentive payments in accordance with the legislation of the Republic of Kazakhstan, this Regulation and other internal documents of the Company.

28. By decision of the Board of Directors, the Corporate Secretary is paid a bonus based on the results of work for the reporting period, in the case of high-quality and effective performance by him of his functional duties, in the amount and on the conditions determined by the relevant internal documents of the Company.

29. In honor of the celebration of national, state and professional holidays in the Republic of Kazakhstan due to savings in the wage fund, bonuses to the Corporate Secretary are allowed in the amount corresponding to the amount of the bonus payment for such cases to an employee of the Company with an official salary equivalent to the official salary of the Corporate Secretary.

30. Bonuses are paid on the basis of the order of the Chairman of the Management Board or the person performing his duties.

7. Support for the activities of the Corporate Secretary

31. In order to properly and efficiently perform duties, the Corporate Secretary must be provided with the necessary organizational and technical conditions, in particular:

1) have a separate office located directly at the location of the Company;

2) the workplace should be provided with a personal computer, and the Corporate Secretary himself - with a laptop (Notebook);

3) the necessary office equipment, a safe, a fireproof metal cabinet for storing documents.

32. The amount of travel expenses (daily allowance, expenses for renting accommodation, travel expenses to the place of business trip and back) for the Corporate Secretary is determined in accordance with the internal documents of the Company.

8. Final provisions

33. Approval of the Regulation, as well as introduction of amendments and additions to it, falls within the competence of the Board of Directors of the Company.

34. If individual clauses of this Regulation conflict with the current Legislation, these clauses become invalid and in terms of the issues regulated by these clauses, one should be guided by the norms of the current Legislation until the appropriate amendments to this Regulation are made.