APPROVED
by the decision of the Board of Directors of NPJSC "Abylkas Saginov Karaganda Technical University"
(Minutes No 6 dated August 20, 2021)

REGULATION ON THE MANAGEMENT BOARD
of the non-profit joint-stock company "Abylkas Saginov Karaganda Technical University"

Karaganda - 2021

1. General provisions

1. This Regulation on the Management Board (Rector's Office) of Non-profit joint-stock company "Abylkas Saginov Karaganda Technical University" (hereinafter the Regulation) has been developed in accordance with the Law of the Republic of Kazakhstan "On Joint-Stock Companies", the Charter of the Non-profit joint-stock company "Abylkas Saginov Karaganda Technical University" (hereinafter the Company) and other regulatory legal acts of the Republic of Kazakhstan and determines the rights, obligations, responsibilities of the Management Board members, establishes the procedure of the Management Board activities, convocation and holding of meetings of the Management Board, adoption and execution of its decisions.

2. When performing its activities, the Management Board is guided by the current legislation of the Republic of Kazakhstan, the Charter of the Company and its internal documents including this Regulation.

2. The Management Board status

3. The Management Board is a collegial executive body of the Company that manages its current activities, reports to the Board of Directors and the Sole Shareholder of the Company, is responsible for implementation of the development strategy and/or development plan and decisions taken by the Board of Directors and the Sole Shareholder.

3. The Management Board reference terms

4. The Management Board has the right to make decisions on any issues of the Company's activities that are not attributed by the legislative acts of the Republic of Kazakhstan and the Charter of the Company to the reference terms of other bodies and officers of the Company including the following:

1) it ensures implementation of the Company's activities in accordance with the norms of the legislation of the Republic of Kazakhstan, the Charter and internal documents of the Company, decisions of the Sole Shareholder, the Board of Directors;

2) it develops and submits for approval to the Board of Directors the organizational structure and the staffing of the Company;

3) it approves the staffing table of the Company, taking into account the staff number approved by the Board of Directors;

4) it issues decisions and gives instructions that are binding on all the employees of the Company;

5) it approves documents adopted for the purpose of organizing the activities of the Company, which are not related to the documents approved by the Board of Directors;

6) it develops and submits to the Board of Directors for approval the Development Plan of the Company and reports of its implementation;

2) it makes decisions on production issues of the internal activities of the Company;

3) it makes decisions on the participation of the Company in the development and activities of other legal entities by transferring a part and several parts of assets in the amount of up to ten percent of all the assets owned by the Company;

4) it approves educational programs of higher and postgraduate education in accordance with state compulsory education standards on the basis of the Academic Council decisions;

5) it determines independently the content of higher and postgraduate education according to the requirements that are not lower than the requirements of the corresponding state compulsory education standards;

6) it ensures proper risk management and internal control;

7) it ensures the allocation of resources for implementation of decisions of the Sole Shareholder, the Board of Directors;

8) it ensures the labor safety of the Company's employees;

9) it ensures the development of the atmosphere of interest and loyalty of the Company's employees, the development of corporate culture;

10) it makes decisions on other issues of ensuring the activities of the Company that do not belong to the exclusive reference terms of the Sole Shareholder and the Board of Directors of the Company.

5. The Management Board is obliged to comply with the decisions of the Sole Shareholder and the Board of Directors.

6. Other functions, rights and obligations of a member of the Management Board are determined by the legislation of the Republic of Kazakhstan, the Charter of the Company, as well as an employment contract. An employment contract with the Chairman of the Management Board, Rector of the Company on behalf of the Company, is signed by the person authorized by the decision of the Sole Shareholder. The employment contract with the members of the Management Board is signed by the Chairman of the Management Board, Rector of the Company on the basis of the decision of the Board of Directors.

7. The Management Board has the right to initiate the convocation of a meeting of the Board of Directors of the Company.

4. The Management Board composition, method of electing and early termination of the member powers

8. Determining the number of members of the Management Board of the Company, their term of office and election of members of the Management Board (with the exception of the Chairman of the Management Board, Rector of the Company and the member of the Management Board for Academic Affairs), as well as early termination of their powers and bringing to disciplinary responsibility are within the exclusive competence of the Board of Directors of the Company.

9. The Board of Directors considers candidates for the position of the Chairman of the Management Board, Rector and recommends candidates for consideration by the Republican Competition Commission for election and subsequent appointment as the Sole Shareholder.

10. The Chairman of the Management Board, Rector of the Company shall be elected (appointed), determined by the term of his powers, early terminated his powers on the basis of recommendation of the Republican Commission by the Sole Shareholder.

11. The Sole Shareholder appoints the member of the Management Board for Academic Affairs, determines his term of office, and terminates his powers prior to the schedule.

12. The Board of Directors determines the size of the official salary, the terms of remuneration of the Management Board members.

13. The Chairman of the Management Board, Rector and the members of the Management Board of the Company are elected for a period of up to three years. The terms of office of the Chairman of the Management Board, Rector and the members of the Management Board must coincide with the term of office of the Management Board.

14. To increase the transparency of the processes of appointment and remuneration of the Chairman of the Management Board, Rector and the members of the Management Board of the Company, the Board of Directors approves and strictly adheres to the procedure for election and appointment, provisions on remuneration, assessment of the members of the Management Board of the Company. The Company is developing the program of succession.

15. The members of the Management Board can be shareholders and employees of the Company who are not its shareholders.

16. The employees of the Internal Audit Service cannot be elected to the Management Board.

5. Rights, liabilities and responsibility of the management Board member

17. The Members of the Management Board have the right:

1) within the limits of their reference terms, to resolve the issues of the current activities of the Company;

2) to receive full information of the activities of the Company, to get acquainted with the constituent, regulatory, accounting, reporting, financial, contractual and other documents and materials of the Company including audit reports needed for resolving the issues related to the reference terms of the Management Board;

3) to receive remuneration in accordance with the internal documents of the Company and decisions of the Board of Directors;

4) to make proposals to the Work Plan of the Management Board and the agenda of the meeting of the Management Board, as well as proposals to convene an extraordinary meeting of the Management Board;

5) to work at other organizations in the cases established by the legislation of the Republic of Kazakhstan, only with the consent of the Board of Directors of the Company. The Chairman of the Management Board, Rector should not hold the position of the head of the Management Board of another legal entity;

6) to exercise other rights provided by the legislation of the Republic of Kazakhstan, the Charter of the Company, internal documents of the Company and this Regulation.

18. The members of the Management Board are obliged:

1) to fulfill the duties assigned to them in good faith and to use methods that reflect to the greatest extent the interests of the Company and the Sole Shareholder;

2) to execute decisions and instructions of the Sole Shareholder, the Board of Directors and the Management Board of the Company, to comply with the requirements of the Charter, the Code and internal documents of the Company;

3) to participate in the meetings of the Management Board;

4) to control the disclosure and provision of information of the activities of the Company in accordance with the requirements of the legislation of the Republic of Kazakhstan;

5) to maintain the confidentiality of information of the activities of the Company within three years from the date of termination the work in the Company;

6) not to use their position, the property of the Company and the information of the activities of the Company for personal interests, as well as not allow other persons using the property of the Company, their position and information that they have, to the detriment of the interests of the Company;

7) to ensure the integrity of the accounting and financial reporting systems including the performing of an independent audit;

8) to prevent the emergence of a situation with a conflict of interests. If a conflict of interests arises, they are obliged to notify the Board of Directors or the Chairman of the Management Board, Rector of the Company in advance, to fix it in writing and not to participate in making a decision on the issue;

2) to take measures for preventing damage, to optimize the activities of the Company by initiating the convocation of a meeting of the Management Board, by informing the Chairman of the Management Board, Rector of the Company or in any other available way;

3) to inform the Chairman of the Management Board, Rector of the Company of the state of affairs in the supervised range of issues;

4) to fulfill other obligations stipulated by the legislation of the Republic of Kazakhstan, the Charter, these Regulations, the labor contract and other internal documents of the Company.

19. The distribution of duties, as well as areas of authority and responsibility among the members of the Management Board is performed by the Chairman of the Management Board, Rector of the Company.

6. Powers of the Chairman of the management Board, Rector of the Company

20. The management of the current activities of the Company is performed by the Chairman of the Management Board, Rector of the Company.

21. The Chairman of the Management Board, Rector of the Company fulfills the decisions of the Sole Shareholder and the Board of Directors, has the right to make decisions on any issues

of the Company's activities that are not attributed to the competence of other bodies and officials of the Company by the current legislation and the Charter of the Company.

22. The Chairman of the Management Board, Rector of the Company

1) organizes implementing the decisions of the Sole Shareholder and the Board of Directors;

2) without a power of attorney acts on behalf of the Company in relations with the third parties;

3) issues powers of attorney for the right to represent the Company in its relations with the third parties;

4) on behalf of the Company concludes, changes and terminates labor and other contracts with employees of the Company and the Internal Audit Service of the Company, the Corporate Secretary, in accordance with the legislation of the Republic of Kazakhstan;

5) applies incentives to the employees of the Company and imposes disciplinary sanctions, with the exception of employees who are members of the Executive body, the Corporate Secretary and the Internal Audit Service of the Company;

6) appoints the heads of branches and representative offices, as well as dismisses them from their posts;

7) establishes the size of the official salaries of the Company's employees, personal allowances and surcharges to salaries in accordance with the staffing table of the Company and the procedure for providing material assistance; determines the amount of bonuses for employees of the Company, with the exception of employees who are members of the Executive body, the Corporate Secretary and the Internal Audit Service of the Company;

8) in case of his absence, assigns the performance of his duties to one of the members of the Executive body;

9) distributes duties, as well as areas of authority and responsibility among the members of the Executive body;

10) establishes the mode of operation of the Company;

11) ensures implementing the current and long-term plans of the Company;

12) is responsible for the work of the Company to the Sole Shareholder;

13) reports to the Board of Directors in accordance with the legislation of the Republic of Kazakhstan;

14) opens bank and other accounts of the Company;

15) within the limits of his reference of terms, issues orders, approves regulations on the structural divisions of the Company, with the exception of the Regulations on the branches (representative offices) of the Company;

16) convenes the meetings of the Management Board and submits the needed materials for consideration;

17) approves internal documents adopted in order to organize the activities of the Company;

18) ensures the development of the plans of the Company provided for by the legislation of the Republic of Kazakhstan;

19) organizes work to combat and to prevent corruption and bears personal responsibility for the specified work;

20) bears personal responsibility for the information security policy pursued by the Company, for non-dissemination of information that is an official or other secret in accordance with the legislation of the Republic of Kazakhstan and the employment contract;

21) makes decisions on other issues of the Company's activities that are not related to the exclusive reference of terms of the Sole Shareholder and the Board of Directors of the Company.

22) holds reporting meetings before the population on the work done;

23) annually reports on the strategic plan and development plan to the governing bodies; at the end of the academic year holds reporting meetings with the public including with the parents, students, employers, representatives of the scientific and pedagogical community and the media on educational, scientific-research and educational activities, as well as spending budget funds, attracting and spending extra-budgetary funds and financial and economic activities;

24) ensures the functioning of the education management information system (high-tech information and educational environment including the website, the information and educational portal, the automated system of providing credit technology of education, a set of information and educational resources) integrated with the National Educational Database, the extensive computer network with the broadband and high-speed Internet access;

25) is responsible for the completeness, reliability and timeliness of filling out the administrative data forms approved by the authorized body in the field of education.

7. The Management Board meetings, the procedure of taking and writing the award of decisions

23. The Management Board holds in-person meetings and discusses implementation of the development strategy and/or development plan, the Sole Shareholder, the Board of Directors and operating activities. The meetings of the Management Board are held on a regular basis, at least once a month. The cases of holding meetings in absentia are limited and defined in the Charter and internal documents of the Company.

24. The Management Board draws up a work plan for the coming year with a list of issues before the beginning of the calendar year. The members of the Management Board are provided in advance with materials for consideration of appropriate quality. When considering such issues as development strategies and/or development plans, investment projects, risk management, several meetings are allowed.

When considering each issue, a separate discussion is dealing with the risks associated with the adoption/non-adoption of a decision and their impact on the value and sustainable development of the Company.

All the issues submitted at the initiative of the Management Board for consideration by the Board of Directors and the Sole Shareholder are preliminarily considered and approved by the Management Board.

25. The meeting of the Management Board is convened by the Chairman of the Management Board and submits the needed materials for consideration.

26. Decisions of the Management Board are made by the majority vote of the members present. In case of equality of votes, the decision is made, for which the Chairman of the Management Board, Rector of the Company voted. A meeting of the Management Board is considered valid if attended by at least 2/3 of the total number of the Management Board members.

27. The decisions of the Management Board are drawn up in minutes, which must be signed by all the members of the Management Board present at the meeting and contain the issues put to vote, the results of voting on them that reflect the results of voting by each member of the Management Board on each issue.

The transfer of the right to vote by a member of the Company's Executive body to another person including another member of the Company's Executive body, is not allowed.

28. A member of the Management Board has the right to participate at the meeting of the Management Board via video conferencing. Voting of such a member of the Management Board is performed by filling in and signing the absentee voting ballot (Appendix 1) prepared by the Secretary of the Management Board, which is an integral part of the minutes of the in-person meeting of the Management Board. In case of such participation, the member of the Management Board is considered to have arrived at the meeting of the Management Board.

29. If the absentee voting procedure is used, the absentee voting ballot is attached to the notification and materials on the agenda items drawn up in the form given in Appendix 1 to this Regulation.

30. The Secretary of the Management Board prepares the draft minutes of the in-person meeting or the draft resolution of the meeting in absentia. The minutes of the in-person meeting, the decision of the meeting in absentia of the Management Board shall be drawn up no later than 1 (one) day from the date of the meeting.

8. Liabilities of the Management Board members

31. The members of the Management Board are liable to the Company and the Sole Shareholder in the cases and in the manner provided for by the legislation of the Republic of Kazakhstan.

32. The members of the Management Board, being officials of the Company, are liable, established by the laws of the Republic of Kazakhstan, to the Company and the Sole Shareholder for harm caused by their actions and (or) inaction, and for losses incurred by the Company including but not limited to losses incurred as a result of the following:

1) providing misleading or knowingly false information;

2) violating the procedure for providing information established by the Law;

3) proposals for the conclusion and (or) decision-making on the conclusion of major transactions and (or) transactions in which there is an interest that entailed the occurrence of losses to the Company as a result of their fraudulent actions and (or) inaction including for the purpose of obtaining profits (income) by them or by their affiliates as a result of concluding such transactions with the Company.

33. The adoption by the Sole Shareholder in cases stipulated by the Law and (or) the Charter of the Company, a decision to conclude a major transaction does not relieve the member of the Management Board who proposed it for conclusion, or a member of the Management Board who acted in bad faith and (or) did not act at the meeting of the Management Board including for the purpose of obtaining profit (income) by them, if as a result of its execution, the Company incurred losses.

34. The members of the Management Board who voted against the adoption of a decision that caused damage to the Company, or who did not take part in the vote, are not liable for such damage.

35. The members of the Management Board are responsible for failure to comply with the requirements of this Regulation.

36. The Chairman of the Management Board, Rector of the Company is responsible for the following:

1) the financial and economic activities of the Company, the safety of property and the organization of combating corruption in the Company;

2) the work of the Company before of the Sole Shareholder;

3) organizing work to combat and prevent corruption;

4) the information security policy pursued by the Company, for non-dissemination of the information that is an official and other secret in accordance with the legislation of the Republic of Kazakhstan and the employment contract;

5) for the completeness, reliability and timeliness of filling out the administrative data forms approved by the authorized body in the field of education.

9. Secretary of the Management Board

37. The Secretary of the Management Board is the person responsible for documentary support of the Management Board.

38. The functions of the Secretary of the Management Board (without the right to vote) by order of the Chairman of the Management Board, Rector of the Company are performed by an employee of the Company. In the event of a temporary absence of the Secretary of the Management Board, his duties shall be assigned by the order of the Chairman of the Management Board, Rector of the Company to another person from among the employees of the Company.

39. The Secretary of the Management Board is not entitled to disclose information constituting commercial and official secrets, as well as other confidential information, according to the internal regulations of the Company.

40. The Secretary of the Management Board is not entitled to use the limited access information of the Company available to him for personal purposes.

41. The Secretary of the Management Board is responsible for the following:

1) organizational and documentary support for the Management Board work;

2) confidentiality of information constituting an official, commercial and other secret of the Company protected by the legislation of the Republic of Kazakhstan;

3) correctness of the minutes of the meetings of the Management Board and preparation of extracts from them.

10. Reports for the Board of Directors

42. The Management Board ensures preparation and consideration of reports on the activities of the Company at the meeting of the Board of Directors.

43. The Board of Directors has the right at any time to demand from the Management Board a report on the state of affairs in the Company and relations of the Company with organizations dependent on it, as well as on the state of affairs in these organizations, if it can affect the position of the Company itself.

11. Audit and accountability

44. The Management Board ensures the annual audit of the yearly financial statements of the Company, as well as its timely publication in the manner and terms stipulated by the legislation of the Republic of Kazakhstan and the Charter of the Company.

12. Conclusion

45. Approval of the Regulation, as well as introduction of amendments and additions to it, is performed by the decision of the Board of Directors.

46 If, as a result of changes in the legislation of the Republic of Kazakhstan and (or) the Charter of the Company, certain provision of the Regulation come into conflict with them, these provisions of the Regulation become invalid, and until the moment of amendments to the Regulation, officials and employees of the Company are guided by the normative legal acts of the Republic of Kazakhstan and (or) the Charter of the Company.

Appendix 1

Absentee voting ballot for members of the Management Board of NPJSC "Abylkas Saginov Karaganda Technical University"

Karaganda _____ ___, 20___

Location of NPJSC "Abylkas Saginov Karaganda Technical University: Republic of Kazakhstan, 100027, Karaganda, Nursultan Nazarbayev Ave., No. 56.

The following absentee voting agenda is presented to the members of the Management Board:

1. indicate the title of the item on the agenda of the meeting;
2. indicate the title of the item on the agenda of the meeting;
3. indicate the title of the item on the agenda of the meeting.

On the _____ agenda item, the Board DECIDED:
1)_____;
2) _____;
3) _____.

"FOR"	"AGAINST" (separate opinion)	"ABSTAINED" (separate opinion)

Explanations on the procedure for filling out the ballot:

On the issue put to the vote in this ballot, a member of the Management Board puts his signature (or a tick) under one of the columns presented: "For", "Against", "Abstained". In case of voting "Against" or "Abstained", the member of the Management Board expresses his separate opinion that is attached separately in writing.

The final date of submission of the signed ballot to the Secretary of the Management Board: _____ ___, 20__.

The absentee voting ballot should be submitted to the address: _____.

Member of the Management Board _____(*signature*)_____ (*full name*)

_____ ____, 20____