

**APPROVED**  
**by the decision of the Board of Directors of**  
**"Development Bank of Kazakhstan" JSC**  
**Protocol № 82 dated on the 6 August 2007**

**THE REGULATIONS CONCERNING THE CORPORATE  
SECRETARY/SECRETARIAT OF "DEVELOPMENT BANK OF KAZAKHSTAN"  
JSC**

**I. General Provisions**

These Regulations are prepared on the basis of current legislation of the Republic of Kazakhstan, the Charter of "Development Bank of Kazakhstan" JSC (hereinafter - the Company) and other internal acts of the Company. The Regulations determines the status, procedure of appointment, tasks, functions and responsibilities of Corporate Secretary.

Present Regulations is an internal document of the Company in determining the status, authority, rights and responsibilities of Corporate Secretary / Secretariat of the Board of Directors of the Company, as well as the procedure for election and the formation of the Corporate Secretary of the Secretariat.

In order to create the Society of transparent and effective mechanisms for implementing the rights and interests of the sole shareholder, which in particular are available at the Society established by law, the Charter and internal documents to the procedural requirements of the order of organizing the activities of the Society, the Society's Board of Directors elected by the Corporate Secretary and can be formed by the Secretariat of the Board.

Corporate Secretary - employee of the Company who is not a member of the Board of Directors or executive body, which is appointed by the Board of Directors and reports to the Board of Directors of the Company, as well as part of its control over the preparation and conduct of meetings of the sole shareholder and the Board of Directors, ensures the formation of materials on submitted for consideration to the sole shareholder and materials for the meeting of the Board of Directors of the Company, has control over providing access to them.

Corporate Secretary is the head of the secretariat of the Board of Directors of the Company and simultaneously performs the functions of Executive Secretary of the Board of Directors of the Company.

Corporate Secretary / Secretariat of the Company shall ensure strict compliance with authorities and officials of the Society of procedures aimed at ensuring the rights and interests of the sole shareholder - a national management company (hereinafter - the sole shareholder), as well as adherence to Company regulations and legislation of the Republic of Kazakhstan, the provisions of the Charter and other internal documents of the Company.

Corporate Secretary / Secretariat carries out its activities in accordance with the Law of the Republic of Kazakhstan "On Joint-Stock Companies" and "On the

Development Bank of Kazakhstan and other normative legal acts of the Republic of Kazakhstan, the Charter, decisions of the sole shareholder of the Company's Board of Directors and these Regulations.

Corporate Secretary / Secretariat ensures that the Company required by law procedural requirements that guarantee the realization of the rights and interests of the sole shareholder, the Board of Directors, storage, disclosure and providing information about the Company.

Corporate Secretary / Secretariat is responsible for corporate policy and corporate processes in society. The objectives of the Corporate Secretary / Secretariat are to provide conflict resolution in the Company in the relationship of the sole shareholder and other bodies of the Company.

## **II. The order of appointment of the Corporate Secretary and the formation of the Secretariat of the Board of Directors**

1. The Corporate Secretary shall be elected by the Board of Directors by a simple majority of Board members who participate in its meetings.
2. The Board of Directors may at any time release the Corporate Secretary of his duties and to elect a new one.
3. In the case of temporary absence of the Corporate Secretary of the execution of his duties assigned to another person by a simple majority of Board members participating in the meeting of the Board of Directors.
4. In the appointment of the Corporate Secretary of the Company's Board of Directors must take into account education, previous work experience required for the effective performance of the functions of the Corporate Secretary, as well as business skills necessary to perform official duties.
5. For a complete, comprehensive and unbiased evaluation of the person applying for the position of Corporate Secretary, candidate for the position of Corporate Secretary shall report to the Board the following information:

- Full name;
- Year of birth;
- Residential address;
- Education;
- Information about places of work over the last \_\_\_\_\_ (years);
- Information about the presence (absence) of affiliation with the sole shareholder, the members of the Company or its officers;
- A written agreement to serve as corporate secretary;
- Additional information at the discretion of the candidate.

If you change the specified information, the Corporate Secretary is encouraged to

promptly report to the Board of Directors.

6. Contract with the Corporate Secretary on behalf of the Company signed by the Chairman of the Board of the Company or a person authorized by the Board of Directors.

7. In order to ensure the efficient operation of the Corporate Secretary of the Board of Directors may be established Secretariat of the Board of Directors. At the same time the Board of Directors makes the appropriate changes to the overall structure of the Company.

8. The secretariat of the Company is a subdivision of the Company.

9. Personal composition of the Secretariat is determined by the Board of Directors.

Appointment of staff at the Secretariat of the Board of Directors of the Company executed by order of the President of the Company on the results of the Board of Directors appropriate action.

10. Relations between members of the Secretariat Board of Directors and the Company are regulated by the labor laws of the Republic of Kazakhstan.

11. Secretariat staff, the Board of Directors should have knowledge, experience and skills needed to perform their assigned functions.

12. Corporate Secretary supervises the work of the Secretariat of the Board of Directors of the Company, distribute the duties among his staff report to the Board of Directors for the results of the Secretariat.

### **III. Functions of the Corporate Secretary**

13. Corporate Secretary personally and through guidance to the Secretariat of the Board of Directors (if any) organizes and provides:

13.1. Training materials for the sole shareholder in accordance with the laws of the Republic of Kazakhstan, the Charter and these Regulations, including:

- Reception received by the Company from sole shareholder proposals submitted for the agenda of issues, preparation of relevant materials for consideration of these proposals by the Board of Directors;
- If necessary, to invite members of the Board of Directors, the executive body of auditors and other bodies of the Company at meetings held the sole shareholder of the Company;
- Formation of the materials submitted for consideration by the sole shareholder, and access to, provision of certified copies of relevant documents at the request of the sole shareholder;
- Keeping the minutes, prepare a draft decision of the sole shareholder;
- Informing the meeting participants on the order of the meeting;
- Take the necessary measures to resolve conflicts that arise on procedural matters during the preparation and holding of the meeting;
- Control over timing of implementation of decisions taken by the sole shareholder, preparing and disseminating information on the outcome of the implementation to the

Board and (or) executive body.

13.2. Preparation and conduct of meetings of the Board of Directors in accordance with the requirements of applicable law, the Charter and other internal documents, including:

- Notification of all board members to hold a meeting of the Board of Directors, the collection of written opinions of members of the Board of Directors;
- Preparation of the minutes of the Board of Directors within 3 working days from the date of the meeting;
- Ensuring the organization of the meeting of the Board of Directors in the manner and terms established by legislation of the Republic of Kazakhstan, the Company Charter and internal documents;

- If any, for members of the Board of Directors of documents and materials necessary to the agenda, the Board of Directors in the terms established by the legislation of the Republic of Kazakhstan, the Company Charter and internal documents;

- Preparing, if necessary additional information on the agenda of the Board of Directors;

- Due process of holding a meeting of the Board of Directors;

- At the written request of a member of the Board granting him the protocols of the Board of Directors and the decisions taken by absentee ballot, for review and / or issuing it extracts from the protocols and decisions ratified by the signature of the Corporate Secretary and the seal of the Company;

- Provision of executive authority, the relevant structural units, officers and employees of the Company's statement of decision of the Board of Directors on matters within their competence within 3 working days from the date of signing of the protocol by all members of the Board of Directors;

- If necessary on behalf of the Board of Directors or the executive body of information on the Board of Directors meeting on the implementation of decisions of the Board of Directors;

- Accounting for extracts from the decisions of the Board of Directors in the log book;

-Assisting the Board of Directors in carrying out their functions;

- Providing members of the Board clarify the requirements of legislation, the Charter and other internal documents related to procedural matters of training and making the sole shareholder, the preparation and conduct of meetings of the Board of Directors, disclosure (provision) of information about the Company;

- Control over timing of implementation of decisions taken by the sole shareholder, the Board of Directors, preparing and disseminating information on the outcome of the implementation executive body and (or) the Board of Directors of the Company.

- Perform other functions under these Regulations and the decisions of the Board of Directors.

13.3. Disclosure (provision) of information about the Company in accordance with the Law of the Republic of Kazakhstan "On Joint Stock Companies.

13.4. Consideration of requests from the Company the sole shareholder, board members and the resolution of conflicts related to violation of the rights of the sole shareholder:

- Registration received from the sole shareholder calls, letters and claims;

- Monitoring the timely consideration of governing bodies and units of the Company

appeals the sole shareholder and board members;

- Preparation of appropriate responses to inquiries of the sole shareholder and board members.

#### **IV. The rights, duties and responsibilities of the Corporate Secretary**

14. In order to osuschestveniya functions and achieve its objectives, the Corporate Secretary is entitled to:

- To require the managers of the Company, and subdivisions, employees of the Company's implementation of actions aimed at compliance with the procedures in the field of corporate governance;
- Request and receive from the Company's executives, departments, employees of the Company the necessary information and documents (originals and copies in the required quantities);
- Require the heads of the Company, and subdivisions, employees of the Company report on the implementation of decisions adopted by the sole shareholder and the Board of Directors, if necessary - to demand a written explanation for non-performance solutions;
- Request information from the registrar of the Company and monitor compliance with the requirements of the law in conducting the register of shareholders;
- Attend the meetings of the Board of Directors and sole shareholder;
- Submit to the Company's management proposals aimed at addressing deficiencies and improving the work on issues related to the activities of the company;
- Provide a proxy company in third-party organizations within its jurisdiction;
- Participate in conferences, seminars, meetings on their immediate action.

15. The Corporate Secretary shall:

- To comply strictly with its activities the requirements of legislation of the Republic of Kazakhstan, to carry out their functions conscientiously and wisely;
- Respect the interests of the sole shareholder in the resolution of conflicts arising between the Company and shareholder;
- Inform the Board of Directors of the possible violations of applicable corporate law, shareholder rights, as well as the occurrence of corporate conflicts.

16. The Corporate Secretary is responsible for:

- For disclosing any information which is in accordance with the requirements of the legislation in force at the internal documents of the Company trade secrets, confidential or insider information; 8
- For the completeness and accuracy of the information reflected in the minutes of the Board of Directors;
- For the design of the protocol and its preservation.

17. The Corporate Secretary is accountable to the board and personally the President of the Board of Directors of the Company.

#### **V. Final Provisions**

18. This provision shall take effect upon its approval by the Board of Directors of the Company and shall remain valid until priyantiya Board decision on its cancellation.

19. If as a result of changes in the legislation of the Republic of Kazakhstan, the Company's Charter or the Regulations of the Board of Directors of the individual

provisions of these Regulations shall be with him in a contradiction, the Regulation applies to the extent not contrary to applicable law and the Charter or the Regulations of the Board of Directors.