

**Approved
by the Board of Directors
Of "Development Bank of
Kazakhstan" JSC
Protocol № 89 dated on the March
28, 2008**

THE REGULATIONS CONCERNING THE NOMINATION AND REMUNERATION COMMITTEE OF THE BOARD OF THE DIRECTORS OF “DEVELOPMENT BANK OF KAZAKHSTAN” JSC

1. GENERAL PROVISIONS

1. These Regulations on Nomination and Remuneration Committee of the Board of the Directors (hereinafter - Committee) “Development Bank Kazakhstan” JSC (hereinafter - the Company) have been developed in accordance with the legislation of the Republic of Kazakhstan the Charter, the Code of Corporate Governance, Regulations of the Board of Directors and international practices of corporate governance.

These Regulations determine the procedure for the formation and operation, quantitative composition of the Committee, its tasks and functions, rights and duties of members of the Committee.

2. The Committee is an advisory body of the Board of the Directors, established to enhance management development society by making recommendations to the Board of Directors with respect to personnel policy and the motivation, review issues of the Nomination and Remuneration Committee within the jurisdiction of the Board Directors, as well as controlling the implementation of such decisions, adopted by the Board of Directors.

3. The Committee is the body of the Board of Directors constituted for preliminary examination of the issues under the Charter of the Company to jurisdiction of the Board of Directors. In its activities the Committee is authority accountable to and controlled the Board of Directors of the Company.

4. The Committee is entitled, within its competence to make recommendations executive body. In this case, the executive body of the Society the right not to accept the recommendation of the Committee, giving a reasoned failure. In case of disagreement with the executive body Committee's recommendations, issue may be submitted to consideration by the Board on the initiative of the Committee members.

5. Committee members do not participate in the consideration and voting on issues related to their own appointment and remuneration.

6. Terms used in this Regulation are used in the sense in which they are used in the law and the Charter of the Company.

2. COMPETENCE OF THE COMMITTEE

7. The competence of the Committee shall consist of the following questions:

- 1) the development policy of the Company in respect of the formation and motivation of the Board of Directors;
- 2) develop and monitor the implementation of personnel policies and policy motivation for the executive body, the vice-presidents, Corporate Secretary;
- 3) make recommendations to the executive body of the Company regarding personnel policies and policy of staff motivation of the Society;
- 4) development of human resources policy and motivation policy of subsidiary and affiliates companies, where the Board of the Directors serves as a shareholder.

3. FUNCTIONS OF THE COMMITTEE

8. In developing the policy of the Company in respect of the formation and motivation of the Board of Directors of the basic functions of the Committee are:

- 1) determination on behalf of the shareholder of the Company and the criteria qualification requirements for members of the Board of Directors Society;
- 2) preparing on behalf of the shareholder's conclusions regarding nominations to the Board of Directors;
- 3) preliminary consideration of the situation on the motivation of members of the Board Directors put to the approval of the general meeting of shareholders;
- 4) development of policy continuity in the work of the Board of the Directors.

9. In developing and monitoring the implementation of personnel policies and policy motivation for the executive body, the vice-presidents, Corporate Secretary of the Company's core functions of the Committee are:

- 1) determining eligibility requirements for executive body, the Vice-Presidents, Corporate Secretary Society;
- 2) preliminary (before consideration by the Board of Directors) score nominations for the posts, the appointment (liberation) which carried out in coordination with the Board of Directors, except employees of the Internal Audit Service;
- 3) preparing and presenting to the Board of Directors a list of persons and recommendations on them, the appointment (liberation) which carried out in coordination with the Board of Directors;
- 4) preliminary consideration of issues of early termination powers of persons appointed (liberation) which is carried on approval of the Board of Directors;
- 5) preliminary consideration of the conditions of the employment contract, concluded with the President of the Company;
- 6) Organization Development and preliminary evaluation of the conditions remuneration and bonuses of the executive body, the vice-presidents Company, for consideration by the Board of Directors;
- 7) a comparative analysis of levels and remuneration policy executive body, the vice-presidents, employees of the Internal audit, corporate secretary in comparison with Kazakhstan and foreign, on a similar scale and type of activity, companies, and inform the Board of Directors;
- 8) the consideration for the appointment, the definition of the term Corporate Secretary, early termination of his powers, as well as questions for determining the salary and conditions of awarding Corporate Secretary;
- 9) development of policy continuity in the executive body, vice-presidents;
- 10) annual assessment of the effectiveness of the executive body Society vice-president, corporate secretary.

10. When making recommendations to the executive body of the Company with respect to personnel policy and motivating employees of the Company the basic functions of the Committee are:

- 1) a preliminary review of the organizational structure of the Company;
- 2) a comparative analysis on the wage system and awarding bonuses to employees in comparison with Kazakhstani and foreign, similar in scale and type of activity, companies, and training appropriate recommendations to the executive body of the Company;
- 3) preliminary review of draft rules on wages and awarding bonuses to employees of the Company.

11. development of human resources policy and motivation policy of subsidiary and affiliates companies, where the Board of the Directors serves as a shareholder.

The main functions of the Committee are:

- 1) the definition of criteria and qualifications, imposed on members of the Board of Directors of subsidiaries and affiliates organizations of the Company;

- 2) preparation of the conclusion of the nominations to the Board of the Directors of subsidiaries and affiliates of the Company;
- 3) preliminary consideration of the situation on the motivation of members of the Board the Directors of subsidiaries and affiliates;
- 4) development of policy continuity in the work of the Board of the Directors of subsidiaries and affiliates of the Company.

12. The functions of the Committee also includes:

- 1) preparation of recommendations for optimizing the management structure of Society;
- 2) Review of documents regulating the internal activities of Society (with the exception of documents adopted by the executive members of Society to organize the activities of the Company), handed down Board for approval on personnel matters and motivation;
- 3) provision of the Board of the Directors an annual report on the work of Committee;
- 4) the Board of Directors recommendations on other matters in within its competence, in accordance with the instructions of the Board of the Directors and / or the provisions of internal documents.

4. RIGHTS AND RESPONSIBILITIES OF THE COMMITTEE

13. The Committee is entitled, within its competence:

- 1) to consider any matter within its competence these Regulations in accordance with the plan of the Committee, initiative, as well as on behalf of the Board of Directors of the Company;
- 2) require the inclusion of questions relating to the competence of the Committee, agenda of the next meeting of the Board of Directors, as well as require holding an extraordinary meeting of the Board of Directors of the Company;
- 3) invite to its meetings, the leaders of the Company;
- 4) bring to their work outside experts and consultants in accordance with legislation and internal regulations of Society,
- 5) request for documents, reports and other information from Board members, executive body of the Company, service Internal Audit, Corporate Secretary and other employees of the Company. Information and documents mentioned above, are transmitted through the Secretary Committee. The Company shall in the prescribed manner to provide the Committee all necessary materials at their own expense;
- 6) exercise other rights stipulated by the current legislation of the Republic of Kazakhstan, the Charter and internal regulations of the Company.

14. The Committee shall:

- 1) operate in the interests of the Company and its shareholders;
- 2) to inform shareholders about its activities through the Board of Directors;
- 3) at least once a year to report on its findings the Board of Directors.

15. Members of the Committee shall:

- 1) act within its rights and jurisdiction in accordance with goals and objectives of the Board of Directors of the Company;
- 2) to act reasonably, in good faith, with due diligence in concerning the affairs of the Company;
- 3) act in the interests of the Company as a whole, not individual officers and others;
- 4) to attend meetings of the Committee;
- 5) keep confidential all information coming to them, known in the course of their duties;
- 6) within its competence and provided for by this Regulation Order to perform any other duties that may be determined by the Board of Directors;
- 7) to prevent arbitrary decisions and recommendations, abstain from voting on matters in respect of decisions which have Committee members did not work out for reasonable positions;
- 8) inform the Chairman of the Committee on the availability of personal interest in the issue.

5. COMPOSITION OF THE COMMITTEE AND THE ORDER OF ITS FORMATION

16. Quantitative composition of the Committee shall be determined by the Board of Directors of the Company. The Committee consists of at least three members of the Board of Directors, not less than two-thirds of which should be independent directors.

17. Personal membership of the Committee be approved at the Council meeting Directors of the Company by a simple majority of votes among the candidates by members of the Board of Directors in the presence of a quorum the relevant Board meeting. The Committee shall not may be approved by absentee ballot;

Changes in the composition of the Committee shall determine and approve the decision Board of Directors

18. The term of office shall be determined by the Board of Directors.

19. Members of the Committee, including the Chairman must have impeccable reputation and the necessary professional knowledge to on the Committee.

20. Chairman of the Committee or any Committee member may resign authority under the direction of the application to the President of the Board of Directors of the Company not later than 30 (thirty) days before the anticipated termination of the authority.

In any case, if the authority of a member shall be terminated, then the Board of Directors at the next meeting but not later than 30 (thirty) working days from receipt of a written statement resignation of a member of the Committee shall elect a new Committee member for mandatory compliance with the terms of this Position. Until the election of a new member of the Committee, the Committee continues to perform his duties in full force composition.

6. CHAIRMAN OF THE COMMITTEE AND ELECTION PROCEDURE

21. The decision on electing the Chairman of the Committee taken by a simple majority vote of all members of the Board of Directors.

Chairman of the Committee can only be an independent member of the Board of Directors. President of the Company may not be the Chairman of the Committee.

22. In the absence of the Chairman of the Committee of his duties shall Vice-Chairman of the Committee. Vice-Chairman appointed by the Chairman of the Committee from among the elected members.

23. Chairman of the Committee organizes the work of the Committee, in particular:

- 1) developing a plan to the Committee meetings for the current year, controls the decisions and plans of the Committee;
- 2) determines the shape of and approve the agenda of the meetings Committee taking into account the proposals of the Committee;
- 3) convene meetings of the Committee and preside over them, organize keeping protocols of meetings;
- 4) defines a list of persons invited to participate in Committee meeting;
- 5) assign duties among its members and give instructions to Committee members related to the advanced study of the issue and preparation of materials for consideration at the Committee meeting;
- 6) report Committee's work results to the Board of Directors of the Company;
- 7) perform other necessary functions under the authority of the Committee;

7. SECRETARY OF THE COMMITTEE AND ELECTION PROCEDURE

24. Secretary of the Committee carries out an employee of the Company, determined by the order of the President of the Bank in consultation with the Committee.

25. Secretary of the Committee:

- 1) participates in the development plan of the Committee;
- 2) ensure the preparation and conduct of meetings of the Committee, gathering and

systematization of the materials for the meetings,

3) promptly send to the members of the Committee and invited persons Notification of upcoming meetings and materials on the agenda day;

4) carry out the logging meeting of the Committee, prepares draft decisions;

5) provides storage protocols, if necessary, on-demand stakeholders prepare extracts from the protocols;

6) executes instructions Chairman of the Committee;

26. Secretary of the Committee responsible for:

1) for disclosure of any information which is in accordance with the requirements of legislation and action by the Company internal documents trade secret, confidential or insider information;

2) for completeness and accuracy of the information reflected in the Committee's protocols;

3) for the design of the protocol and its preservation.

8. CONDUCT OF COMMITTEE MEETINGS

27. Committee meeting held on approval by the members of the Committee plan, as well as in the cases provided for in this Regulation.

Information on the approved plan of work of the Committee shall be communicated to members Board of Directors and executive body.

28. The Committee may hold joint meetings with other committees Board of Directors of the Company, the Company's management, committees, councils directors of subsidiaries and associated companies.

29. Notice, agenda for the meeting of the Committee and the necessary Materials prepared for it and sent to Committee members no later than 5 (five) working days prior to the scheduled meeting.

30. An extraordinary meeting of the Committee be convened by the Chairman Committee at the request of a member / members of the Committee, the Board of Directors Society, the executive body, the vice-presidents of the Company. Person who in accordance with these Regulations the right to demand convene an extraordinary meeting of the Committee, no later than seven (7) working days before the proposed date of the extraordinary meeting Committee shall make their suggestions and contributions to the Secretary of the Committee, which is not later than the day after its receipt shall bring these proposal to the Chairman of the Committee.

The President's Committee on the refusal to convene an extraordinary Committee meeting may be taken in the following cases:

1) issue proposed for inclusion in the agenda of the meeting of the Committee not assigned by these Regulations within its competence;

2) issue on the agenda, as contained in the request for convening Extraordinary meeting of the Committee, is already included in the agenda of the next the next meeting to be convened in accordance with the decision of the President of the Committee.

In the case of an appeal the Board of Directors of the Company with the requirement to convene an Extraordinary meeting of the Committee, Chairman of the Committee shall convene an extraordinary meeting within 5 (five) working days.

31. Committee meetings chaired by the Chairman of the Committee, and his absence - Deputy Chairman.

32. Committee Meeting, a quorum (a quorum) if it attended by at least half the members of the Committee. In the absence of quorum, the Chairman of the Committee decides to adjourn the meeting.

33. In addressing each member has one vote.

Transfer of the voting members of the Committee to other persons, including other Committee members are not allowed.

34. The Committee's decisions are taken by simple majority vote of members Committee. If equality of votes the Chairman shall be decisive.

The Committee's decisions may be taken in full-time, part-time and mixed forms. Decisions of the Committee on the appointment (Liberation) candidates for positions carried out in consultation with the Board of Directors, as well as solutions for the remuneration of the executive body, the vice-presidents Society can not be taken in absentia. Decisions can be made in absentia, or mixed voting with the written opinion of the absent member Committee on the issues and mandatory reporting other members of the Committee. The Committee strives to minimize the holding of the meetings in absentee voting.

35. Committee meetings may be present on invitation of the Chairman of the Committee or other persons without the right vote on the agenda of the Committee.

36. Each member has the right to express their special opinion, which is included with the Committee's decision.

37. In cases where the individual matters, decisions can not be made due to the interest of certain members, such fact recorded in the minutes of the meeting of the Committee.

38. Not later than 3 (three) working days after the meeting of the Committee Secretary of the Committee shall prepare minutes of the meeting; Minutes of the meeting of the Committee signed by the Chairman of the Committee, attending members of the Committee and the Secretary of the Committee. The protocol shall be prepared in two original copies, one of are within 3 (three) working days after the signing goes to The Board of Directors of the Company with the application prepared for him materials and recommendations, while the other remains in the archives of the Committee. Copies of the protocol, prepared materials and recommendations sent to all members of the Board of Directors, the executive body. The protocol of the meeting of the Committee shall include:

- 1) the date, place, form and time of the meeting;
- 2) a list of Committee members who took part in the consideration of Committee agenda and a list of other persons present at the Committee meeting;
- 3) the agenda;
- 4) a member of the Committee on the agenda;
- 5) the questions put to the vote, and voting results;
- 6) the decisions taken.

9. PRIVACY POLICY

39. During the execution of the duties of the Committee, as well as the end term of office of the Committee, the person is (are) members of the Committee must comply with the strictest confidentiality respect to information they receive in connection with their activities in the Committee/

10. OTHER PROVISIONS

40. This provision, as well as all amendments thereto, approved by the Board of Directors

41. Changes and additions to these Regulations by the Board of Directors on its own initiative or at the initiative of the executive body or Committee decision taken by simple majority vote.

42. If the provisions of this Regulation come into conflict with the existing legislation, the Charter, Regulations on Board of Directors, such rules do not apply.