

**Approved by the Board of Directors of
"Development Bank of Kazakhstan" JSC
(Protocol № 109 dated on the 16th of January 2010)**

**THE REGULATIONS CONCERNING THE STRATEGIC PLANNING
COMMITTEE OF THE BOARD OF DIRECTORS OF "DEVELOPMENT BANK
OF KAZAKHSTAN" JSC**

1. GENERAL PROVISIONS

1. These Regulations of Strategic Planning Committee of the Board of Directors (hereinafter - Committee) of "Development Bank of Kazakhstan" JSC (hereinafter - Society) have been developed in accordance with the laws of the Republic of Kazakhstan, Company Charter and the Code of Corporate Governance, and international practices of corporate governance.

2. In these Regulations, the following terms and definitions:

The only shareholder - the shareholder of the Company, which owns 100% of shares Society;

Director / s - member / s Board of Directors;

Legislation - a set of regulations of the Republic Kazakhstan adopted in the prescribed manner;

Committee / s - The Committee / s Board of Directors;

Corporate Secretary - Corporate Secretary;

Independent Director - defined as independent in According to the Law of the Republic of Kazakhstan "On Joint Stock Companies", Charter and Code of Corporate Governance;

Position - the position of the Strategic Planning Committee;

Board - Executive Body of the Company;

Internal Audit Service - Internal Audit Service of the Company;

The Board of Directors - The governing body of the Company;

Charter - Charter of the Company.

3. This provision defines the status and competence of the Committee, its rights and responsibilities of the Committee, order of its formation, work and interaction with the Company.

4. The Committee is an advisory body of the Board of Directors. The Committee shall be fully accountable to the Board of Directors and operates under the authority granted by the Board of Directors. All proposals developed by the Committee - are recommendations that are passed to the Board of Directors.

5. Committee established to prepare recommendations for the Board of Directors on developing priorities (development) strategic objectives (strategy) of the Company, including questions on development activities that enhance the effectiveness of Company's activities in the medium and long term.

6. The Committee is guided by the laws of the Republic of Kazakhstan, the decision of the sole shareholder of the Company, Company Charter, the Code of Corporate Governance, Regulations on the Board of Directors of the Company, these Regulations and other internal regulations of the Company.

2. COMPETENCE OF THE COMMITTEE

7. The competence of the Committee shall consist of the following questions:
- 7.1. preliminary review of strategic objectives (strategy Development) of the Company, changes and additions, as well as their periodic review;
 - 7.2. monitor changes in the economic and competitive environment for determine their impact on the existing strategy of the Company and software review / reassessment of development strategies to reflect these changes;
 - 7.3. regularly, at least once every six months, review implementation of measures to implement the development strategy of the Company, and provide a report to the Board with an estimate of the effectiveness of interventions to implement development strategies and recommendations for achieving purposes;
 - 7.4. analysis and providing recommendations to the Board of Directors to develop strategic decisions concerning the prioritization activities (development) of the Company, and evaluation (monitoring) following approved priority areas of the Company;
 - 7.5. analysis and providing recommendations for the development of strategic decisions related to improving the efficiency of the Company in the mid- and long term;
 - 7.6. analysis and providing recommendations for the development of strategic decisions related to the reorganization of the Company by merger, takeover, division, separation or transformation;
 - 7.7. preliminary review and approval of plans for the development strategy of the Company;
 - 7.8. preliminary review of documents submitted for consideration Board of Directors of the Company containing information on the execution development strategy, achieving the target values of key strategic indicators (KSI);
 - 7.9. preliminary review of development plans of the Company;
 - 7.10. preliminary review of the strategic investment projects;
 - 7.11. submission to the Board of Directors an annual report on the work of Committee;
 - 7.12. submission to the Board of Directors recommendations on other matters in within its competence, in accordance with the instructions of the Board of Directors and / or the provisions of the bylaws of the Company.

3. RIGHTS AND RESPONSIBILITIES OF THE COMMITTEE

8. The Committee and its members are entitled to:
- 8.1. request for documents, reports, explanations and other information from members of the Board of Directors, Committees, Management Board, Internal Audit Service, Corporate Secretary and other employees of the Company;
 - 8.2. invite members of the Board of Directors, Board Committees and Service Internal Audit and other persons to its meetings as observers;
 - 8.3. in the prescribed manner to use the services of external experts and consultants within the funds provided in the Company's budget for the current year;
 - 8.4. participate in the monitoring and verification of implementation of decisions and orders Board of Directors on its activities;
 - 8.5. develop and submit proposals for amendments and Additions to the present situation;
 - 8.6. develop and submit for approval by the Board of Directors Society of draft documents concerning the activities of the Committee;
 - 8.7. request to convene a meeting of the Committee and submit items to the agenda

Committee meetings;

8.8. enjoy other rights necessary to implement his mandate.

9. The Committee and its members are required to:

9.1. act honestly and in good faith in accordance with the Regulations for the benefit of the Sole Shareholder and the Company as a whole, and respect the basic principles of the Code of Corporate Governance of the Company;

9.2. give enough time for effective performance their duties;

9.3. participate in the Committee and attend the classroom sessions;

9.4. report regularly to the Board of Directors of achievements;

9.5. respect the confidentiality of information obtained under implementation of the Committee;

9.6. inform the Board of Directors of the Company of any changes in its status as an independent director or the appearance of conflict of interest in connection with decisions to be taken by the Committee.

4. COMPOSITION AND PROCEDURE OF FORMATION OF THE COMMITTEE

10. The Committee shall consist of at least three members, including both at least two independent directors.

11. Members are elected by a majority vote of the Council directors.

12. Member of the Board of Directors, are not independent Director may be elected to the Committee if the Board of Directors Society decides that the membership of the person on the Committee must be in the interests of Society and the sole shareholder.

13. Chairman of the Committee shall be elected from among its members by a majority vote of the Board of Directors. Chairman of the Committee can only be Independent director. The Board of Directors of the Company shall be entitled at any time re-elected Chairman of the Committee.

14. In the absence of the Chairman of his duties shall be one of the Committee members elected at the meeting of the Committee by a recorded vote simple majority vote of members present at the meeting.

15. If necessary, the Committee may include experts without voting rights, with the necessary skills to on the Committee. Experts with professional experience and qualifications in the industry, in accordance with the objectives, tasks and competence Committee are drawn to the Committee's effectiveness. Role Experts on the Committee is to provide the necessary information of Committee members in making decisions using special knowledge and professional experience that will enable the Committee to fully explore issues and develop recommendations to the Board of Directors.

16. Decision of the Committee appointed by the Secretary of the Committee, which performs the functions of organizational and informational support Committee's work. Secretary of the Committee may be the Corporate Secretary or staff members of the Corporate Secretary or other employee of the Company, have the necessary knowledge of their duties.

17. The term of office of members, usually coincides with the maturity of their office as members of the Board of Directors, but the term can be reviewed by the Board of Directors on the results presented, according to Article 9.4 of these Regulations, a report of the Committee on its activities.

18. The Committee may be prematurely dissolved by the Board of directors.

5. CHAIRMAN OF THE COMMITTEE

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

- 19.1. convene meetings and preside over them;
- 19.2. approve the agenda of meetings of the Committee, including the content issues proposed for discussion at the meeting of the Committee;
- 19.3. organize discussions at Committee meetings, as well as hear the opinions of the persons invited to the meeting;
- 19.4. maintains regular contacts with members of the Board of Directors Society, members of the Management Board, subdivisions Society in order to obtain a sufficiently complete and reliable information, necessary for the Committee's decision, and to ensure their effective interaction with the Board of Directors of the Company;
- 19.5. allocate responsibilities among its members, giving them and secretary Committee assignments related to the advanced study of selected issues and preparation of materials for consideration at the Committee meeting;
- 19.6. provides and coordinates the implementation of decisions of the Committee;
- 19.7. developing a plan of regular meetings for the current year, subject to Plan meetings of the Board of Directors, oversee the implementation of decisions and plans Committee;
- 19.8. reports on time and in the manner envisaged by the Regulations to the Board of Directors of the Company as a result of the Committee.

6. ORDER OF THE BOARD

20. The Committee's work is in the form of meetings. Committee meets on an annual plan approved by the President of the Committee, but not less than four times a year, an extraordinary meeting – as required.

21. An extraordinary meeting of the Committee be convened by the Chairman Committee on its own initiative, upon application of any member or member of the Board of Directors and upon written request of the Sole shareholder or CEO. The requirement to convene an extraordinary session shall be drawn up and sent to the Secretary Committee no later than 10 (ten) working days before the expected date holding an extraordinary meeting of the Committee.

22. Secretary of the Committee provides:

- 22.1. preparation and conduct of meetings of the Committee,
- 22.2. collect and organize materials for meetings,
- 22.3. timely referral to Committee members and invited persons notices of meetings of the Committee's agenda, materials on the agenda,
- 22.4. logging sessions,
- 22.5. preparation of draft decisions of the Committee,
- 22.6. to the extent necessary to issue an extract from the minutes of meetings Committee as well as
- 22.7. subsequent storage of all relevant materials and
- 22.8. Committee members receive the necessary information.

23. The Committee meets with the obligatory invitation of the person, nominated the initiative.

24. In case of refusal Chairman of the Committee in a meeting, the initiator may apply to

the specified requirement of the Board of Directors, who is obliged to convene a meeting of the Committee.

25. Notice of meetings of the Committee, together with the agenda should be directed to persons participating in the meeting, not later than 7 (seven) working days prior to the meeting of the Committee.

26. Committee Meeting, a quorum if it involves no less than half the number of members in this part may also the form of audio and video conferencing.

27. Decisions of the Committee may take the form of full-time, distance or mixed model.

28. When full-time Chairman of the Committee and voting members can decide to vote on the agenda of the Committee the presence of only members eligible to vote. In such cases, experts and other persons who are invited to participate in the meeting of the Committee, as observers, present at the meeting of the Committee only when discussions, and the moment of voting leave the courtroom.

29. At meetings of the Committee may attend at the invitation of Chairman of the Committee of any third party without the right to vote on any matters agenda day meeting of the Committee.

30. The Committee's decisions are taken by simple majority vote of the the total number of members participating in the meeting of the Committee. In case of a tie vote of the Chairman of the Committee shall be decisive.

31. Each member may present his dissenting opinion, which submitted with the report the Committee's decision. In those cases where individual issues a decision can not be made due to interest individual members, a fact recorded in the minutes of the meeting of the Committee.

32. After each meeting of the Committee, no later than three (3) working days after the meeting, drawn up. Protocol signed by the Chairman of the Committee or the person who presided at the meeting, and Secretary of the Committee who are responsible for and the accuracy of the content of the protocol.

7. LIABILITY OF MEMBERS

33. Committee member is liable to the Company and the sole shareholder of the Company for damages caused by his actions (or inaction) in accordance with the laws of the Republic of Kazakhstan, including for damages incurred as a result of the provision of information, misleading or misleading information.