APPROVED
by minutes of the Board of Directors of
JSC National Investment Corporation of
the National Bank of Kazakhstan
№ 148 on November 26, 2021

REGULATION
on the Corporate Secretary of the Joint Stock Company "National Investment Corporation of the National Bank of Kazakhstan"

Nur-Sultan

1. General provisions

1. This Regulation on the Corporate Secretary (hereinafter referred to as the Regulation) JSC "National Investment Corporation of the National Bank of Kazakhstan" (hereinafter referred to as the Corporation) has been developed in accordance with the Law of the Republic of Kazakhstan "On Joint Stock Companies" (hereinafter referred to as the Law), the Charter and the Corporate Governance Code of the Corporation, as well as internal regulatory documents of the Corporation.

2. The Regulation defines the status of the Corporate Secretary of the Corporation (hereinafter referred to as the Corporate Secretary) in the organizational structure and corporate governance system of the Corporation, the procedure for appointment and termination of powers, tasks, functions, powers, responsibilities, and also defines the procedure for the activities of the Corporate Secretary.

3. The Corporate Secretary is an employee of the Corporation who is not a member of the Board of Directors or the Management Board of the Corporation, who is appointed by the Board of Directors and is accountable to the Board of Directors of the Corporation.

4. Appointment, determination of the term of office The Corporate Secretary, the early termination of his powers, as well as the determination of the amount of the official salary and remuneration conditions of the Corporate Secretary is carried out on the basis of the relevant decision of the Board of Directors.

5. Corporate Secretary assists in the development of corporate governance in Corporations, the effective interaction between the officers of the Corporation, in cooperation and in coordination with the Chairman of the Board of Directors of the Corporation and the chairmen of the committees of the Board of Directors of the Corporation carries out activities for the preparation and holding of meetings of the Board of Directors and its committees, provides for the formation of materials on the issues submitted for consideration by the Shareholder contributes to the disclosure of the Corporation in accordance with the requirements of legislation, the Charter and internal documents of the Corporation, the Corporation's consideration of appeals of the Shareholder of the Corporation and the resolution of conflicts related to the violation of the rights of a Shareholder of the Corporation.

6. The Corporate Secretary carries out the activities in accordance with the legislation of the Republic of Kazakhstan, the Corporation's Charter, this Regulation, as well as other internal regulatory documents of the Corporation.

2. Appointment and termination of the powers of the Corporate Secretary

7. The Corporate Secretary of the Corporation is appointed by a decision of the Board of Directors adopted by a majority vote of the members of the Board of Directors participating in the meeting.

8. To consider a candidate for the position of Corporate Secretary, the candidate submits the following information to the Board of Directors:

1) surname, first name and patronymic of the candidate;
2) date of birth;
3) education(main and additional), including the name of the educational institution, year of graduation, specialty (qualification received), degree received (if applicable);
4) information about places of work for the last three years;
5) information about the presence (absence) of affiliation to the Corporation;
6) information about relations with affiliated companies;
7) additional information that the candidate may submit at his discretion.

9. The Corporate Secretary shall have high business and professional qualities, shall have the confidence of the Shareholder of the Corporation and members of the Board of Directors of the Corporation, as well as meet the following requirements:

1) have a higher education in the field of law or corporate governance (management), or a higher education in any specialty and a certificate of specialized training and awarding the qualification of a corporate secretary;
2) have at least three years of professional work experience;
3) have knowledge of the legislation of the Republic of Kazakhstan;
4) have no conflict of interest with respect to the Corporation, and also have no affiliation with the Corporation and (or) its officials;

10. The terms and procedure for the Corporate Secretary to perform his/her duties shall be determined by the employment contract, these Regulations, as well as other internal regulatory documents of the Corporation. The employment contract with the appointed Corporate Secretary on

behalf of the Corporation shall be signed by the Chairman of the Management Board of the Corporation based on the resolution of the Board of Directors of the Corporation appointing such person to the position of the Corporate Secretary of the Corporation.

11. The powers of the Corporate Secretary shall be terminated upon expiry of their term of office or upon their early termination by resolution of the Board of Directors of the Corporation. The Board of Directors of the Corporation may terminate the powers of the Corporate Secretary early, including in the event that the Corporate Secretary no longer meets the requirements specified in paragraph 9 of the Regulations, and appoint a new Corporate Secretary in accordance with the law.

12. Temporary performance of the duties of the Corporate Secretary shall be assigned by resolution of the Board of Directors of the Corporation to an employee of the Corporation in cases of temporary absence of the Corporate Secretary (labor leave; leave without pay; business trip; temporary disability, etc.) - for the period of temporary absence, as well as in case of termination of powers of the Corporate Secretary - for the period until appointment of the new Corporate Secretary.

13. In the event of termination of his/her powers, the Corporate Secretary shall hand over the files and all available documentation in electronic and/or hard copy to the employee of the Corporation entrusted by the Board of Directors of the Corporation to perform the duties of the Corporate Secretary or to the person appointed by the Board of Directors of the Corporation as the Corporate Secretary.

Cases shall be transferred within five (5) business days from the date of termination of authority under a transfer-acceptance act, which shall specify: the reason for the transfer of cases, the date of transfer, the name and composition of the transferred documentation, the list of cases (activities, actions, requests) that are in progress and must be executed by the newly appointed Corporate Secretary.

The acceptance certificate must include the following information:

1) the basis of the transfer of cases;

2) transfer date;

3) the time period for which the documentation is transmitted;

4) name and composition of the transmitted documentation;

5) a list of cases (events, actions, requests) that are under execution and must be executed by the newly appointed Corporate Secretary.

4. Tasks of the Corporate Secretary

14. The main tasks of the Corporate Secretary within the framework of his activities are:

1) participation in the development of the corporate governance system of the Corporation and the effective implementation of the corporate policy of the Corporation;

2) ensuring compliance by the bodies and officials of the Corporation with the rules and procedures of corporate governance that guarantee the implementation and protection of the rights and interests of the Shareholder;

3) ensuring the organization of effective interaction between the Shareholder, the Board of Directors, the Internal Audit Service (Internal Auditor), the Management Board, as well as the organization of the activities of the Shareholder of the Corporation in accordance with the legislation of the Republic of Kazakhstan, the Charter and other internal documents of the Corporation;

4) provision and organization of meetings of the Board of Directors and its committees;

5) ensuring the storage, disclosure and provision of necessary information about the Corporation in accordance with legal requirements, as well as maintaining a high level of information transparency of the Corporation's activities.

5. Functions of the Corporate Secretary

15. In order to fulfill the tasks of ensuring strict compliance by the bodies and officials of the Corporation with the rules and procedures of corporate governance that guarantee the realization and protection of the rights and interests of the Shareholder, the Corporate Secretary is entrusted with the following functions:

1) Maintaining the legitimacy of corporate governance in the Corporation, including by ensuring that the Corporation follows the procedures and rules established by the laws of the Republic of Kazakhstan in the area of corporate governance, the provisions of the Charter and other internal documents of the Corporation.

2) notify the Shareholder and the Board of Directors of any identified irregularities in the Corporation's activities in the course of making corporate decisions and make proposals to them

regarding measures to eliminate such violations;

3) monitoring of the legislation of the Republic of Kazakhstan in the field of corporate governance (corporate legislation) and development of corporate governance practices of the Corporation;

4) disclosure of information about corporate events in accordance with the requirements and deadlines established by the legislation of the Republic of Kazakhstan;

5) informing the Board of Directors about the corporate governance activities carried out in the Corporation.

16. To fulfill the tasks of ensuring the organization of interaction between the Shareholder, the Board of Directors and other bodies of the Corporation, as well as the organization of activities by the Shareholder of the Corporation in accordance with the legislation of the Republic of Kazakhstan, the Charter and other internal documents of the Corporation, the Corporate Secretary is entrusted with the following functions:

1) implementation of organizational support and coordination of interaction of bodies and officials of the Corporation, as well as information exchange between them;

2) organizing the preparation of responses to letters, appeals and demands received from the Shareholder to the Corporation on issues of their competence, sending them to the structural division of the Corporation, whose competence this issue belongs to;

3) acceptance of proposals on the introduction of issues for consideration by the Shareholder, proposals on the nomination of candidates to the bodies of the Corporation appointed by the Shareholder;

4) proper preparation of issues submitted for consideration by the Shareholder, referred under the legislation of the Republic of Kazakhstan and the Articles of Association of the Corporation to the exclusive competence of the Shareholder, ensuring the formation of materials on issues on the agenda for consideration by the Shareholder, including compliance with the procedures for preparing materials, preliminary discussion of the issues submitted with all interested structural divisions of the Corporation, taking into account the requirements of internal documents of the Corporation, monitoring access to them;

5) registration of the decisions made by the Shareholder in accordance with the legislation of the Republic of Kazakhstan, the Articles of Association of the Corporation and internal documents of the Corporation and keeping records of the decisions made by the Shareholder;

6) timely placement of Shareholder decisions on the web portal of the Financial Reporting Depository of the Ministry of Finance of the Republic of Kazakhstan

7) formation of materials that are necessary or should be provided to the Sole Shareholder.

17. To fulfill the tasks of ensuring and improving the activities of the Board of Directors and its committees, the Corporate Secretary is entrusted with the following functions:

1) explanation to the newly elected members of the Board of Directors of the rules of activity of the Board of Directors and other bodies of the Corporation, the organizational structure of the Corporation, provision of information about the officers of the Corporation and other information necessary for the proper performance by members of the Board of Directors of their duties;

2) drafting of the work plan for the corresponding year, as well as the annual schedule of meetings of the Board of Directors and submits them for approval to the Board of Directors;

3) development of proposals on the draft agenda of meetings of the Board of Directors and its committees, the form of their conduct and their submission to the Chairman and members of the Board of Directors of the Corporation;

4) timely notification of members of the Board of Directors and persons invited to meetings on the convening of meetings of the Board of Directors and its committees;

5) proper preparation and sending to the members of the Board of Directors of materials on the agenda of meetings of the Board of Directors and its committees, including compliance with the procedures for preparing materials, preliminary discussion of issues with all interested structural divisions of the Corporation, taking into account the requirements of internal documents of the Corporation;

6) attendance at meetings of the Board of Directors and its committees and ensuring proper compliance with the procedure for their conduct;

7) if necessary, sending (handing over) ballots for absentee voting to members of the Board of Directors, collecting completed ballots, written opinions of members of the Board of Directors, summarizing voting results on issues on the agenda of the meeting of the Board of Directors and its committees;

8) sending absentee resolutions of the Board of Directors to the members of the Board of

Directors with the attachment of the ballots on the basis of which the decisions were made, within twenty days from the date of their registration, as well as, at the request of the members of the Board of Directors, providing them with minutes of meetings of the Board of Directors and decisions taken by absentee voting for review and (or) providing them with extracts from the minutes certified by the signature of the Corporate Secretary and the seal of the Corporate Secretary of the Corporation;

9) provision of meetings of the Board of Directors and its committees with regulatory acts, as well as reference and other materials necessary for making decisions by the Board of Directors of the Corporation;

10) organizes the keeping of minutes of meetings of the Board of Directors and its committees, and bringing decisions adopted by the Board of Directors to the Shareholder and the Corporation's bodies for information;

11) notification of members of the Board of Directors absent from the meeting on the results of the meeting of the Board of Directors;

12) collecting written opinions of members of the Board of Directors of the Corporation and transmitting them to the Chairman of the Board of Directors of the Corporation;

13) summing up the voting results on issues on the agenda of meetings of the Board of Directors and its committees;

14) provision to the members of the Board of Directors of the documents and information requested by them on the activities of the Corporation, including minutes of meetings of the Board of Directors, documents on corporate and information policy of the Corporation, minutes of meetings of the Management Board, decisions of the Chairman of the Management Board, conclusions of the Internal Audit Service of the Corporation, etc.;

15) informing the Chairman of the Board of Directors of all facts that prevent compliance with procedures and rules, ensuring compliance with which is within the competence of the Corporate Secretary;

16) participates in the planning of the work of the committees of the Board of Directors;

17) Deciding on organizational issues related to meetings of the Board of Directors and its committees;

18) informing the Corporation's bodies and other interested parties about the issues planned for consideration by the Board of Directors and its committees;

19) notification of members of the Corporation's bodies, employees of the Corporation invited to meetings of the Board of Directors and its committees on the convening of meetings of the Board of Directors and its committees;

20) attaching the recommendations of the committees of the Board of Directors to the materials on the agenda of the meetings of the Board of Directors;

21) collection and communication to interested persons of recommendations and minutes of meetings of committees of the Board of Directors.

18. The Corporate Secretary ensures the storage of the following documents of the Corporation before transferring them to the archive:

1) resolutions, minutes of meetings of the Board of Directors and its committees, voting ballots of members of the Board of Directors and materials to them on the agenda of meetings of the Board of Directors and its committees;

2) Shareholder's decisions and materials to them;

3) personal data of members of the Board of Directors of the Corporation;

4) contracts with independent directors for the provision of services for the exercise of the powers of a member of the Board of Directors;

5) other documentation on issues related to the competence of the Corporate Secretary of the Corporation.

19. Other issues:

1) within its competence, conducting business correspondence and other business contacts with members of the Board of Directors, committees of the Board of Directors, the Management Board, other officials and heads of structural divisions of the Corporation, third-party enterprises and organizations, as well as other persons and government agencies;

2) organization of preparation of drafts of internal documents of the Corporation (including annual reports), the approval of which falls within the competence of the Sole Shareholder or the Board of Directors of the Corporation;

3) timely placement of quarterly reports on the web portal of the Financial Reporting Depository of the Ministry of Finance of the Republic of Kazakhstan.

6. Powers of the Corporate Secretary

20. The Corporate Secretary has the right to request and receive from officials, heads of structural divisions of the Corporation information and documents necessary for the implementation of tasks and functions provided for by the Regulations.

21. The Corporate Secretary has the right to demand from officials and heads of structural divisions of the Corporation reports on the execution of decisions taken by the Board of Directors and the Sole Shareholder, as well as to require a written explanation of the reasons for non-execution of decisions.

7. Terms of remuneration and remuneration of the Corporate Secretary

22. The Board of Directors of the Corporation determines the amount of the official salary, terms of remuneration and bonuses of the Corporate Secretary.

8. Responsibility of the Corporate Secretary

23. The Corporate Secretary, in exercising his rights and performing his duties, must act in the interests of the Corporation, exercise his rights and perform his duties in respect of the Corporation in good faith and reasonably.

24. The Corporate Secretary is responsible in accordance with the labor legislation and internal regulatory documents of the Corporation, including:

1) for failure to ensure the completeness and timeliness of the performance of their functions, the quality of tasks, effective interaction with the bodies of the Corporation, officials and divisions of the Corporation;

2) for non-compliance with the requirements of the current legislation in the course of work;

3) for non-compliance with and disclosure of information constituting commercial, official, banking and (or) other secrets protected by law;

4) for non-execution or improper execution of decisions (instructions) of the Shareholder of the Corporation, the Board of Directors of the Corporation and its committees, the Chairman of the Corporation;

5) for the unreliability of the information provided and information on reports;

6) for violating the requirements to ensure the safety of documents (before their transfer to the archive in accordance with the procedure established by the internal regulatory document of the Corporation).

9. Final provisions

25. The Regulation comes into force from the date of its approval by the Board of Directors of the Corporation. Amendments and additions to the Regulation are made by decision of the Board of Directors of the Corporation.

26. If, as a result of changes in the legislation of the Republic of Kazakhstan or the Articles of Association of the Corporation, certain articles of the Regulation come into conflict with it, the Provision is applied in the part that does not contradict the legislation of the Republic of Kazakhstan and the Charter of theCorporation.

27. The invalidity of certain provisions of the Regulation does not entail the invalidity of other rules and Regulations as a whole.