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Regulation on the Corporate Secretary under E-Finance Center JSC

Nur-Sultan 2019

Drafted by:

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Sh.K. Turash	Corporate Secretary	

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1. Terms and abbreviations

The Company - E-Finance Centre JSC;

Regulation - Regulation on the Corporate Secretary of the E-finance Centre JSC;

The Sole Shareholder - the higher authority of the Company - Ministry of Finance of the Republic of Kazakhstan State Institution;

The Board of Directors is the Company's management body;

The Management Board is a collective executive of the Company;

Committee - A committee of the Board of Directors;

Corporate Secretary - the corporate secretary of the Company;

Service - Service of the Company's Corporate Secretary.

2. General regulations

1. Regulation on the Corporate Secretary of Electronic Finance Centre JSC defines the status, activities, competence and responsibility of the Company's Corporate Secretary.

2. These Regulation drafted in accordance with the Law of the Republic of Kazakhstan "On Joint Stock Companies" (hereinafter - the Law), the Charter of the Company (hereinafter - the Charter) and the Corporate Governance Code of the Company (hereinafter - the Code).

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

4. Corporate Secretary is in charge of the Corporate Secretary Service.

5. In its activities the Corporate Secretary follows the legislation of the Republic of Kazakhstan, the Code, the Charter, these Regulations and other internal documents of the Company.

6. For effective corporate governance of the Company, and creating an open dialogue between the Board of Directors and the Management Board, the Corporate Secretary arranges for the Management Board providing the Board of Directors with necessary reports (information).

7. Corporate Secretary performs duties on a permanent full-time basis.

8. In case of temporary absence of the Corporate Secretary, its duties are performed by another employee of the Service, assigned by the order of the Chairman

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of the Management Board with the consent of the Chairman of the Board of Directors.

3. Tasks, functions and competence of the Corporate Secretary

9. Task of the Corporate Secretary is ensuring compliance by the Company's employees with the requirements and procedures guaranteeing fulfilment of rights and interests of the Sole Shareholder, including access of the Sole Shareholder to information about the Company.

10. To achieve the set tasks, the Corporate Secretary performs functions that include, but are not limited to, the following:

on support of the Company's Board of Directors' activities:

1) supervision over preparation and holding of meetings of the Board of Directors and its Committees;

2) assisting the Board of Directors in drafting the work plan and meeting agendas;

3) preparing materials and meetings arrangement of the Board of Directors and its Committees;

4) ensuring Board members receive relevant and timely information required for decision-making on agenda items within the competence of the Board of Directors;

5) Minutes recording of meetings of the Board of Directors, storage of minutes, transcripts, audio-video recordings, materials of meetings of the Board of Directors and Committees;

6) consulting members of the Board of Directors on the laws of the Republic of Kazakhstan, the Charter of the Company, the Corporate Governance Code of the Company, internal documents, monitoring of changes in these documents and timely informing members of the Board of Directors thereof;

7) consulting assistance during induction of newly elected members of the Board of Directors;

8) cooperation arrangement between the members of the Board of Directors and the Sole Shareholder and the Management Board.

On ensuring interaction with the Sole Shareholder:

1) timely sending materials on items submitted for consideration of the Sole Shareholder for decision-making;

2) ensuring storage of the Sole Shareholder's decisions;

3) ensuring proper interaction of the Company with the Sole Shareholder and providing information on requests of the Sole Shareholder on the items of the Board of Directors activity.

On implementing appropriate corporate governance practices:

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1) monitoring the implementation of and compliance with the principles and provisions of the Code;

2) preparing a report on compliance with the principles and provisions of the Code;

3) detection of any violations of corporate governance norms specified by the law, the Charter and other documents of the Company as part of its functions;

4) consulting the Sole Shareholder, officers, employees of the Company on corporate governance activities;

5) monitoring of the world practice on corporate governance and submission recommendations on improvement of the Company's corporate governance practice.

11. In the event of a conflict of interest, the Corporate Secretary informs the Chairman of the Board of Directors of this information.

12. For professional performance of its duties, the Corporate Secretary is obliged to be knowledgeable, experienced and qualified, have an impeccable business reputation and enjoy the confidence of the Board of Directors and the Sole Shareholder.

13. Corporate Secretary performs activities in accordance with the laws of the Republic of Kazakhstan, the Charter, the Code, decisions of the Sole Shareholder and the Board of Directors, these Regulations and other internal documents of the Company.

14. Management Board provides full assistance to the Corporate Secretary in fulfilment of powers of the Corporate Secretary.

4. Procedure for appointment and early termination of powers of the Corporate Secretary

15. Corporate Secretary must be qualified to ensure compliance with the requirements in corporate law established by the laws of the Republic of Kazakhstan, the Charter, the Code, these Regulations, and other internal regulatory documents of the Company.

16. Appointment, term of office, early termination of powers of the Corporate Secretary, and the salary and terms of remuneration are within the competence of the Board of Directors.

17. In appointing the Corporate Secretary, the Board of Directors must assess the candidate's ability of realising the task assigned to the candidate, along with education, work experience and business qualities.

18. Candidate for the position of Corporate Secretary is required to:

- have higher legal or economic education;
- have at least 3 (three) years of work experience;

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- have no criminal record;
- knowing norms of the laws of the Republic of Kazakhstan on corporate law;
- be aware of the Company's specifics.

19. Candidate for the position of the Corporate Secretary is required to provide the Board of Directors with the following information:

- last name, first name, patronymic and date of birth;
- place of registration and address of permanent residence;
- education;
- information about employment;
- information on the presence (absence) of affiliation with members of the Company's management body;
- additional information at the candidate's sole option.

20. Decision on a candidate for the position of the Corporate Secretary is adopted by a majority vote of the members of the Board of Directors.

21. With a person elected as Corporate Secretary:

- among the Company's employees - an additional agreement to the labour contract shall be signed on the terms and conditions established by the Board of Directors;
- labor contract is concluded for a term set by the Board of Directors for newly hired employees.

22. Employment contract with the Corporate Secretary signed on behalf of the Company by the Chairman of the Management Board based on the decision of the Board of Directors. Employment contract obligations shall provide for the Corporate Secretary's liabilities for information disclosure that constitutes an official or commercial secret in accordance with the laws of the Republic of Kazakhstan and the Company's internal regulatory documents.

5. Rights and duties of the Corporate Secretary

23. Corporate Secretary is entitled to:

- 1) within the competence defined by these Regulations, require from the management and heads of structural subdivisions of the Company to perform actions and procedures of corporate governance;
- 2) request and receive necessary information and documents from the Management and Heads of the Company's structural subdivisions;
- 3) demand from the Management and Heads of the Company's structural subdivisions a report on performance of decisions adopted by the Sole Shareholder

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and the Board of Directors, and, if necessary, demand a written explanation of the reasons for non-performance of the decisions;

4) prepare answers and explanations for the Sole Shareholder on the Board of Directors' activity;

5) assign duties to the employees of the Service, instruct the employees of the Service on related items within the competence of the Service;

6) exercise all other rights stipulated by the current laws of the Republic of Kazakhstan and regulatory acts of the Company.

24. Corporate Secretary is obliged to:

1) perform its duties reasonably and in a diligent and prudent manner;

2) strictly follow provisions of the laws of the Republic of Kazakhstan, internal regulatory documents of the Company in its activities;

3) observe interests of the Sole Shareholder and the Company in resolving items;

4) comply with the Company's internal labor regulations;

5) inform the Board of Directors on situations threatening violation of the current laws, Sole Shareholder's rights, corporate conflict;

6) provide Board of Directors with a proper information supply, and provide advisory assistance during the introducing of a member of the Board of Directors to the Board of Directors;

7) organize consultations for all members of the Board of Directors on all management items.

6. Responsibilities of the Corporate Secretary

25. Corporate Secretary undertakes responsibility for disclosing any information that according to the Company's internal regulatory documents is a commercial secret and official secret, non-compliance with confidentiality of information.

7. Procedures for ensuring independence, protection of status, rights, powers and social interests of the Corporate Secretary

26. The amount of the official salary and terms of remuneration of the Corporate Secretary shall be approved by the decision of the Board of Directors.

Bonuses, one-time and other payments to the Corporate Secretary shall be provided in accordance with the relevant internal documents of the Company.

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8. Final Regulations

27. These Regulations shall be approved, changed with the resolution of the Board of Directors by a simple majority vote of the members thereof in meeting.

28. In the event that, following a change in the laws of the Republic of Kazakhstan, certain Clauses of these Regulations contradict them, these Clauses are ineffective until these Regulations are changed in accordance with the procedure established by law.

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