

**JOINT STOCK COMPANY
"CENTRAL – ASIAN ELECTRIC POWER CORPORATION"**

"Coordinated"

**By the decision of the Committee
of "CAEPCO" JSC
Minutes # 2 dated July 16, 2013**

"Approved"

**By the decision of the Board of
Directors of "CAEPCO" JSC
Minutes # 4 dated July 17, 2013**

REGULATION

**ON PERSONNEL, REMUNERATION AND SOCIAL AFFAIRS COMMITTEE
UNDER THE BOARD OF DIRECTORS**



1. General conditions

- 1.1. This Regulation is subject to approval by the Board of Directors of "Central – Asian Electric Power Corporation" JSC (hereinafter – "Company") and it defines status, structure, main objectives, tasks, authorities and order of activity arrangement and responsibility of Personnel, remuneration and social affairs committee (hereinafter – "Committee").
- 1.2. The Committee is collegial consultative and advisory body assisting to efficient execution of functions by the Board of Directors.
- 1.3. The Committee is constantly acting working body of the Board of Directors of the Company, which is not deemed as management body and is not entitled to act on the behalf of the Company.
- 1.4. The Committee is created with a purpose of execution of supportive consideration of items related with activity of the Company for ensuring proper activity of the Board of Directors. Decisions of the Committee serve as guidelines for the Board of Directors.
- 1.5. In its activity the Committee is governed by acting legislation of the Republic of Kazakhstan, Charter of the Company, decisions of the general meeting of shareholder, Board of Directors, present Regulation and other internal documents of the Company.

2. Structure and composition of the Committee

- 2.1. The Committee is established by the decision of the Board of Directors and consist of not less than 3 (three) members.
- 2.2. Members of the Committee elected by the Board of Directors only among individual persons.
- 2.3. 2.3. Members of the Board of Directors (with voting right) and experts (without voting right) are elected to the composition of the Committee, who upon the opinion of the Board of Directors possess necessary knowledge for the working in the Committee.
- 2.4. Member of the Committee can be elected among members of the Board of Directors, employees of the Company and other third parties.
- 2.5. Upon the decision of the Board of Directors of the Company authorities of all or separate members of the Committee could be terminated beforehand. Early termination of authorities of the member of the Committee upon its initiative is subject to execution on the basis of written notification to the Chairman of the Board of Directors. Authorities of such members are terminated from the moment of reception of specified notification by the Chairman of the Board of Directors.
- 2.6. Members of the Committee can be elected any number of times.
- 2.7. The Committee is chaired by the Chairman, who arranges activity of the Committee and is elected by the Board of Directors among the members of the Board of Directors, independent directors. Head of executive body of the Company can not be elected as the Chairman of the Committee.
- 2.8. Functions of the Committee's Secretary are executed by Corporate Secretary of the Company. Upon the decision of the members of the Committee functions of the Secretary can be assigned to one of the member of the Committee (with voting right) or to other employees of the Company (without voting right).
- 2.9. Secretary of the Committee ensures: preparation and conducting meetings of the Committee, forwarding to the Committee members and invited persons notifications on conducting Committee meetings, agenda of the meetings and materials on the items of the agenda.
- 2.10. Terms of authorities, amount of salaries, conditions of payment salary and remuneration of the Committee members are defined by the Board of Directors of the Company.

3. Main objectives, tasks and functions of the Committee



3.1. Main objectives of establishing and activity of the Committee are the following:

- 3.1.1. rendering of assistance to the Board of Directors in efficient execution of its functions on following items:
- 1) development of Policy on personnel for the Company and its subsidiary organizations, which includes issues of payment additional remuneration, compensations and social payments to employees;
 - 2) election or appointment of candidates to the position of Chairman and members of executive body of the Company and its subsidiary organizations, Directors of Internal Audit Department and Risk Management Department, Corporate Secretary, other bodies and supportive subdivisions;
 - 3) assignment and payment of additional remuneration to the Head of executive body, Directors of Internal Audit Department and Risk Management Department, Corporate Secretary, other bodies and supportive subdivisions of the Company and its Subsidiary organizations, pertaining to the competency of the Board of Directors;
 - 4) creation of efficient system of corporate governance and implementation of its principles.
- 3.1.2. rendering assistance to the Board of Directors on enhancement and development of system of appointments and payment of labor for managerial employees of the Company.

3.2. Main tasks of the Company are the following:

- 3.2.1. rendering consultative assistance and development of recommendations to the Board of Directors on following items:
- 1) implementation of unified personnel policy of the Company and its subsidiary organizations;
 - 2) appointment and payment of additional remuneration to the Head of executive body, Directors of Internal Audit Department and Risk Management Department, Corporate Secretary, other bodies and supportive subdivisions of the Company, pertaining to the competency of the Board of Directors;
 - 3) development of policy of rendering social support to the employees of the Company and settlement of social issues;
 - 4) defining of qualification requirements to the candidates for the position of Head of executive body, Directors of Internal Audit Department and Risk Management Department, Corporate Secretary, other bodies and supportive subdivision, pertaining to the competency of the Board of Directors;
 - 5) appointment to the corresponding positions of executive body members, Department of Internal Audit, Risk Management Department, Corporate Secretary, other bodies and supportive subdivisions of the Company, pertaining to the competency of the Board of Directors;
 - 6) preparation and approval of internal documents of the Company on the issues of appointment and also payment of remuneration to the members of executive body, Department of Internal Audit, Department of Risk Management, Corporate Secretary, other bodies of the Company, pertaining to the competency of the Board of Directors;
 - 7) approval and defining organizational structure of the Company.
- 3.2.2. assessment of materials, provided to the consideration of the Board of Directors of the Company;
- 3.2.3. development of interaction mechanisms between Board of Directors and structural subdivisions of the Company.

3.3. Main functions of the Committee are the following:

- 3.3.1. development of recommendations on candidates for the position of Head of executive body, Directors of Internal Audit Department and Risk Management Department, Corporate Secretary, other bodies and supporting subdivisions of the Company, pertaining to the competency of the Board of Directors;
- 3.3.2. assessment of оценка программ планирования кадрового резерва;



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- 3.3.3. development of recommendations for policy and structure of additional remuneration of executive body, Department of Internal Audit, Risk Management Department, Corporate Secretary, other bodies and supporting subdivisions of the Company pertaining to the competency of the Board of Directors;
- 3.3.4. consideration and assessment of regulations and policy of the Company on issues of salary payment to administrative, managerial and top management employees, scheme of salaries of the Company employees;
- 3.3.5. consideration of issues of payment remuneration upon the results of the year;
- 3.3.6. promote to settlement of social issues;
- 3.3.7. The Committee informs Board of Directors of the Company on recommendations on any issues, which require upon the opinion of the Committee any actions from the Board of Directors of the Company.

4. Rights of the Committee

- 4.1. For implementation of desired goals, tasks and implementation of assigned functions, Chairman and members of the Committee has rights for the following:**
 - 4.1.1. develop and bring into consideration of the Board of Directors recommendations on issues which pertain to the competency of the Committee;
 - 4.1.2. develop and provide for approval by the Board of Directors draft documents related to activity of the Committee;
 - 4.1.3. Request and obtain from employees and structural subdivision necessary documentation, reports, information, clarifications and other materials, necessary for members of the Committee;
 - 4.1.4. In case of justified necessity and upon coordination with executive body to involve employees of structural subdivisions for implementation of activities conducted by the Committee in accordance with this Regulation and preparing of documents which are subject to consideration by the Board of Directors of the Company;
 - 4.1.5. consider presented by the executive body and structural subdivision for consideration and approval by the Board of Directors draft decisions, regulations, policies, financial reports and other documents of the Company on issues related to the Committee activity;
 - 4.1.6. invite to the Committee meetings executive body, directors and employees of structural subdivisions of the Company;
 - 4.1.7. initiate conducting inspection of financial – economic activity of the Company;
 - 4.1.8. introduce proposals for creation working groups for settlement separate issues;
 - 4.1.9. participate in discussion of issues of financial – economic activity of the Company;
 - 4.1.10. participate in control and inspections of execution decision of instructions of the Board of Directors;
 - 4.1.11. exercise other rights, which do not contradict with legislation of the Republic of Kazakhstan, internal documents of the Company, necessary for execution by the Committee assigned functions.

5. Arrangement activity of the Committee

- 5.1. Meeting of the Committee conducted upon the necessity but not less than 1 (one) time in 6 (six) months.
- 5.2. Meeting of the Committee recognized legitimate if not less than 50% of Committee members are present at the meeting.
- 5.3. Chairman of the Committee manages its activity and conducts its meetings.
- 5.4. Decision on all items of agenda of the meeting are made by simply majority of the votes from total number of Committee members present at the meeting. In case of equality of votes, vote of Committee Chairman (chairperson) recognized as determining vote.



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- 5.5. Decision of the Committee documented by the minutes of the meeting (Annex 1) and it is subject for signature by the Chairman of the Committee and Secretary of the meeting not later than 3 (three) days from the conducting corresponding meeting. Decisions of the Committee could be made in absentia, by the questionnaire method, by means of signature questionnaire list by members of the Committee (Annex 2).
- 5.6. Secretary of the Committee conduct registration of all made decisions of the Committee in the registration journal where appropriate number is assigned.
- 5.7. Keeping and drawing up minutes of the meeting is conducted by the Secretary of the Committee. Extract from minutes of the Committee compiled and signed by the Secretary of the Committee and provided to the Board of Directors, as well as to structural subdivisions and employees of the Company, responsible for execution of decisions related with activity of the Committee.
- 5.8. The Committee is entitled to initiate assignment of Company employees responsible for execution of decision made.
- 5.9. Any member of the Committee can request Chairman of the Committee to conduct extraordinary meeting in case of necessity of making operative decision on issues pertaining to the competency of the Committee.
- 5.10. Originals of the minutes, questionnaire lists and other documents prepared for the meeting are kept by the Secretary of the Committee.

6. Confidentiality

- 6.1. In the period of execution of Committee member obligations and upon ending of authorities term in the Committee, persons being members of the Committee are obliged to observe confidentiality requirements in respect to information and documents of the Company, which they obtain in respect to their activity in the Committee.

7. Obligations and responsibility of the Committee

- 7.1. Execution of functions by the members of the Committee and rights stipulated by this Regulation should not violate normal regime of work of Company bodies and its structural subdivisions, should not promote to disclosure of information, which constitute commercial confidentiality on shareholders of the Company, members of the Board of Directors and other bodies of the Company.
- 7.2. Members of the Committee execute assigned obligations reasonably and in good faith, and their activity use approaches which mostly reflect interests of the Company and its shareholders;
- 7.3. Members of the Committee are responsible for the following:
 - 7.3.1. violation of requirements of the legislation of the Republic of Kazakhstan, Charter of the Company and internal documents of the Company;
 - 7.3.2. untimely and unqualified execution of its functional duties;
 - 7.3.3. non-execution of instruction and decisions of the Board of Directors in the defined terms;
 - 7.3.4. non-observance of confidentiality in operations with information and documents, provided to the Committee for execution of assigned tasks;
 - 7.3.5. violation of rules of internal regulation of the Company and labor discipline;
 - 7.3.6. violation of rules of labor safety, occupational safety, maintenance of technical facilities, fire safety.

8. Concluding provisions

- 8.1. This Regulation enters into full force from the date of its approval by the Board of Directors of the Company.



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- 8.2. In case of any contradictions of separate elements of this Regulation and legislation of Republic of Kazakhstan prevalence right has the provisions of acting legislation.
- 8.3. Amendments to this Regulation are subject for approval by the decision of the Board of Directors.
- 8.4. Person, elected to the membership of the Committee should be familiar with this Regulation and sign upon such familiarization.

Annexes:

- 1) Form of Committee meeting minutes (Annex 1);
- 2) Form of questionnaire list (Annex 2).

MINUTES # ____
OF THE MEETING OF PERSONNEL, REMUNERATION AND SOCIAL AFFAIRS COMMITTEE OF
JOINT – STOCK COMPANY
« _____ »

date, 201_



MINUTES # _____
Meeting of Personnel, remuneration and social affairs committee of the Board of Directors
of « _____ »

----- ___ 201 ___

Full name and location of executive body of the Company: Joint – stock company « _____ »
(hereinafter – « _____ » JSC or Company), Republic of Kazakhstan, _____, _____, _____.

Venue of the meeting: _____.

Date of the meeting: _____ 201 ___.

Time of the meeting: opening time ___ AM., ending time ___ PM.

Following members of the Personnel, Remuneration and Social affairs Committee were present at the meeting (hereinafter – the Committee):

№	Full name	Position	Form of participation
1.		Chairman of the Committee	In person
2.		Member of the Committee	In person
3.		Member of the Committee	In person
4.		Member of the Committee	In person

The quorum for a meeting is ensured, ___ (___) members of the Committee are present in person at the meeting.

Invited person:

Chairman of the Committee announced agenda items of Personnel, Remuneration and Social affairs Committee.

Agenda:
1. On consideration of Report on implementation of _____

Chairman of the Committee informed on the item of the agenda.

1. On the 1 item of the agenda:

On consideration of Report on implementation of _____.

Report on the item of the agenda.
Speeches of the members (upon availability).

Upon the results of the discussion Chairman of the Committee Mr. _____ proposed to vote on the item of the agenda.



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There were no questions, objections and other proposals from the members of the Strategic Committee.

The issue was put on vote.

Voting results:

#	Full name	«In favor»	«Against»	«Abstain»
1.		1 vote	-	-
2.		1 vote	-	-
3.		1 vote	-	-
4.		1 vote	-	-
	Total	4 votes	«0» votes	«0» votes

«In favor» - 4 (four) members of the Committee _____, «Against» - no, «Abstain» - no.

The decision was made to:
1. Take into consideration report on implementation of _____.

Chairman of the Committee Mr. _____ announced Committee meeting closed at _____.

Annex:	
1.	
2.	

The Minutes of the meeting of the Strategic Committee was drawn up in Russian language in single copy with 1 annex enclosed to it.

Signatories:

Chairman of the meeting _____

Secretary of the meeting _____

Annex 2
To the Regulation on Personnel,
remuneration and social affairs
of the Board of Directors of "CAEPCO" JSC

«Approve making decision by the questionnaire list»
Chairman of the Committee

Questionnaire list
Of members of the Personnel, Remuneration and Social affairs Committee
of the Board of Directors «_____» JSC

Almaty

«___»_____20__

Theme: (item for consideration of the Committee).

Proposed decision:

Decision of the Committee members:

Full name	«In favor»	«Against»	«Abstain»

Secretary of the Committee

Person, responsible for votes counting of absentia voting:
