

**JOINT STOCK COMPANY
CENTRAL-ASIAN ELECTRIC POWER CORPORATION**

**APPROVED by
Decision of the General Meeting of Shareholders
of “CAEPCO” JSC
Minutes #2
Dated 08.04.2019**

CHARTER

Almaty, 2019

Article 1. General Provisions

- 1.1. These Charter of the “Central-Asian Electric Power Corporation” JSC (hereinafter -the “Company”) determines its name, location, formation procedure and competences of its bodies, terms for reorganization and termination of its activities and other provisions not contradicting the legislation of the Republic of Kazakhstan.
- 1.2. The “Central-Asian Electric Power Corporation” JSC shall be established in accordance with the Civil Code of the Republic of Kazakhstan and Law #415-II of the Republic of Kazakhstan On Joint-Stock Companies dated May 13, 2003, as amended (hereinafter - the “Law”).
- 1.3. **The full name of the Company is:**
- 1) in the State language: «Орталық-Азия Электрэнергетикалық Корпорациясы» Акционерлік қоғамы;
 - 2) in the Russian language: Акционерное общество «Центрально-Азиатская Электрэнергетическая Корпорация».
 - 3) in the English language: “Central-Asian Electric Power Corporation” JSC.
- 1.4. **The abbreviated name of the Company is:**
- 1) in the State language: «ОАЭК» АҚ-ы;
 - 2) in the Russian language: АО «ЦАЭК».
 - 3) in the English language: “CAEPCO” JSC.
- 1.5. The Executive Body of the Company is located at: Republic of Kazakhstan, 010000 Nur-Sultan city, Esil district, 2 Dostyk str., non-residential premises 2, 5th floor.
- 1.6. The Company shall be established for an indefinite period.

Article 2. Legal Status of the Company

- 2.1. The Company shall be a legal entity under the laws of the Republic of Kazakhstan, shall have an independent balance, bank accounts, may, on its own behalf, acquire and exercise property and personal non-property rights, incur obligations, and bring or defend any action.
- 2.2. The Company shall have a seal, headed notepapers bearing its name in the State and Russian languages and such other requisites as required for carrying out its activities, and may have its own trademark and symbols, the samples of which shall be approved by the Executive Body of the Company and duly registered.
- 2.3. The Company shall be entitled to issue ordinary and preferred shares or other securities, the conditions and the procedure for the issue, placement, circulation and redemption of which shall be established by the legislation of the Republic of Kazakhstan on the securities market.
- 2.4. In its activities, the Company shall be guided by the Constitution of the Republic of Kazakhstan and the legislation of the Republic of Kazakhstan, and these Articles as well.
- 2.5. The Company shall be entitled to participate in the authorized capitals of legal entities in such manner as required by the legislation of the Republic of Kazakhstan.
- 2.6. The Company shall, as provided by the applicable legislative acts of the Republic of Kazakhstan, be entitled to set up branches (representative offices) outside its location being no legal entities and acting for and on behalf of the Company on the basis of regulations thereon.
- 2.7. The Company shall have its property separated from the property of its Shareholders and shall not held liable for their obligations. The Company shall be liable for its obligations to the extent of its property.
- 2.8. The Company’s Shareholders shall not be held liable for the Company’s obligations and shall bear the risk of losses associated with the activities of the Company to the extent of the value of their shares, except as provided by the applicable legislative acts of the Republic of Kazakhstan.

Article 3. Principal activities of the Company

- 3.1. The principal activities of the Company shall be as follows:
- 3.1.1. Investment activity;
 - 3.1.2. Innovative activities;
 - 3.1.3. Assistance in the development of domestic and foreign enterprises operating in the energy,-engineering and other industries;
 - 3.1.4. Consulting services;
 - 3.1.5. Foreign economic activity under the legislation in force of the Republic of Kazakhstan;
 - 3.1.6. Commercial activity;

- 3.1.7. Such other activities as not prohibited by the laws of the Republic of Kazakhstan.
- 3.2. The Company shall be entitled to engage in activities, for which an appropriate license, permission, or certificate shall be obtained, upon receipt thereof and until withdrawal, expiration or invalidation thereof in such manner as specified by the legislation of the Republic of Kazakhstan.

Article 4. Rights and Obligations of the Company Shareholders

4.1. A Shareholder of the Company is entitled:

- 4.1.1. To participate in the management of the Company as required by the Law and/or these Articles;
- 4.1.2. When holding five or more percent of the Company's Voting Shares by himself/itself or together with other Shareholders, to propose to the Board of Directors to include additional items in the agenda of the General Meeting of Shareholders in accordance with the Law;
- 4.1.3. receive dividends;
- 4.1.4. To receive information on the Company's activities including inspection of the Company's financial statements as determined by the General Meeting of Shareholders or these Articles;
- 4.1.5. To receive statements from the central depository or a nominal holder confirming his/its title to securities;
- 4.1.6. To propose candidates to the General Meeting of Shareholders for election to the Company's Board of Directors;
- 4.1.7. To contest in courts resolutions passed by the Company's bodies;
- 4.1.8. When holding five or more percent of the Company's Voting Shares by himself/itself or together with other Shareholders, to apply to the judicial bodies on his/its own behalf as mentioned in Articles 63 and 74 of the Law demanding the Company officials' compensation of the Company for losses caused to the Company, and the return of such profit (income) to the Company by its officials and/or their affiliates as gained by them as a result of making decisions on conclusion (proposal for conclusion) of major transactions and/or those transactions, in the conclusion of which there is an interest;
- 4.1.9. To make inquiries to the Company in written form about its activities and to receive substantiated responses within thirty calendar days upon receipt of such inquiry by the Company;
- 4.1.10. To a part of the property during the liquidation of the Company;
- 4.1.11. To a pre-emptive purchase of shares or other securities of the Company convertible into his/its shares, in such manner as specified by the Law, except as required by the applicable legislative acts of the Republic of Kazakhstan;
- 4.1.12. To participate in the adoption by the General Meeting of Shareholders of a resolution to change the number of the Company's shares or to change their type as required by the Law.
- 4.1.13. Shareholders holding five or more percent of the Company's Voting Shares by themselves or together with other Shareholders shall be entitled to receive information on the amount of remuneration due to an individual member of the Board of Directors and/or the Executive Body of the Company at year-end if the following conditions are available simultaneously:
- 1) determination by the court of the actual willful deception of the Company Shareholders by the said member of the Board of Directors and/or the Executive Body of the Company with a view of of getting profit (income) by the member or his affiliates;
 - 2) if it is proved that unfair acts and/or omission of the said member of the Board of Directors and/or the Executive Body of the Company resulted in the losses suffered by the Company.

4.2. A Major Shareholder of the Company is also entitled:

- 4.2.1. To request the convocation of an extraordinary general meeting of Shareholders or to file actions with a court for such convocation if the Board of Directors refuses to convene a general meeting of Shareholders;
- 4.2.2. To request convocation of a meeting of the Board of Directors;
- 4.2.3. To request an audit of the Company by an audit organization at his/its own expense.
- 4.3. Restrictions on Shareholders' rights set forth in Clauses 4.1 and 4.2. of this article shall not be allowed.
- 4.4. An Ordinary Share shall entitle a Shareholder to participate in a general meeting of Shareholders with the right to vote in the resolution of all the issues put to vote, and to receive dividends if the Company has net income, and also a part of the Company's property if the Company is dissolved in such manner as required by the legislation of the Republic of Kazakhstan.

4.5. Dividends on Ordinary Shares of the Company for a quarter, six months or a year shall be only paid after auditing the Company's financial statements for the relevant period and by a resolution of the General Meeting of Shareholders. A resolution of the General Meeting on the payment of dividends on Ordinary Shares shall specify the amount of a dividend per one Ordinary Share. A resolution to pay dividends on the Company's Ordinary Shares at year-end shall be passed by the Annual General Meeting of Shareholders. The General Meeting of Shareholders of the Company shall be entitled to pass a resolution on non-payment of dividends on the Company's Ordinary Shares.

4.6. Shareholders – Holders of Preferred Shares shall have preference to Shareholders – Holders of Ordinary Shares as to dividends in a predetermined guaranteed amount established by these Articles, and part of the property upon the liquidation of the Company as prescribed by the Law. During the placement period, the number of Preferred Shares of the Company shall not exceed twenty-five percent of the total number of its outstanding shares.

4.7. Dividends on the Company's Preferred Shares shall be paid with regularity of payments on its Ordinary Shares. The size of dividends accrued on Preferred Shares may not be less than that of the dividends accrued on Ordinary Shares for the same period. Dividends on the Company's Ordinary Shares shall not be paid until the full payment of dividends on Preferred Shares of the Shareholders entitled to receive dividends, and for which there are current details in the System for Registers of the Company's Shareholders.

4.8. A Preferred Shares share shall not entitle the Shareholder to participate in the management of the Company except as otherwise stated in Clause 4.9. hereof.

4.9. **A Preferred Share shall entitle the Shareholder to participate in the management of the Company, if:**

4.9.1. The General Meeting of Shareholders shall consider the issue, on which a resolution may restrict the rights of a Shareholder holding Preferred Shares. A resolution on such issue shall be deemed passed only under the condition that at least two thirds of the total number of placed (minus repurchased) Preferred Shares were voted for such restriction;

4.9.2. The General Meeting of Shareholders shall consider the issue of approving changes to the methods (approval of the said methods if not approved by the foundation meeting) for determining the value of Preferred Shares when repurchased by the Company in the unorganized market in accordance with the Law;

4.9.3. The General Meeting of Shareholders shall consider the issue of reorganization or liquidation of the Company;

4.9.4. A dividend on a Preferred Share has not been paid in full within three months from the date of expiration of the period specified for its payment, except as the dividend is not charged on the grounds of Clause 5 Article 22 of the Law.

4.10. A Shareholder of the Company is obliged:

4.10.1. To pay Shares;

4.10.2. Within ten business days, to notify the Central Depository and/or the Nominal Holder of Shares held by the said Shareholder of a change in information required for maintaining the System for Registers of the Company's Shareholders;

4.10.3. To disclose no information on the Company or its activities constituting official, commercial or other secrets protected by law.

4.10.4. To perform such other obligations as required by the Law and other legislative acts of the Republic of Kazakhstan.

4.11. The Company, the central depository and/or the Nominal Holder shall not be responsible for the consequences of the Shareholder's failure to comply with the requirement specified by Sub-Clause 4.10.2. Clause 4.10 of this article.

4.12. The procedure for exercising the right of the Company's Shareholders to the preemptive purchase of securities and rejecting it shall be established by the authorized body.

Article 5. Corporate Managerial Bodies

5.1. **The Bodies of the Company shall be:**

5.1.1. The Supreme Body – the General Meeting of Shareholders;

5.1.2. The Management Body – the Board of Directors;

5.1.3. The Executive Body - the General Director who shall solely perform duties of the Executive Body.

5.2. The Company may also set up other bodies pursuant to the applicable legislation of the Republic of Kazakhstan.

Article 6. Shareholders' General Meeting, its competence and passing of its resolutions

6.1. General meetings of Shareholders shall be divided into annual and extraordinary ones. The Company shall annually hold an annual general meeting of Shareholders. Other general meetings of Shareholders shall be extraordinary.

6.2. At an annual general meeting of Shareholders:

6.2.1. Annual financial statements of the Company shall be approved;

6.2.2. The procedure for distributing the Company's net income for the past financial year and the amount of a dividend per one Ordinary Share of the Company shall be determined;

6.2.3. The issue shall be considered on the Shareholders' claims for activities of the Company and its officials and the results of their consideration;

6.2.4. A report of the Board of Directors on its activities for the reporting period shall be considered. The Chairman of the Board of Directors shall notify the Shareholders of the Company on the amount and the composition of the remuneration of the members of the Board of Directors and the Executive Body of the Company.

6.3. The Annual General Meeting of Shareholders shall be entitled to transact other business, the resolutions on which shall fall within the competence of the General Meeting of Shareholders.

6.4. An annual general meeting of Shareholders shall be held within five months of the end of the fiscal year. The specified period shall be deemed extended up to three months in case of the impossibility of completing the audit of the Company for the reporting period.

6.5. A Shareholder shall be entitled to participate in a general meeting of Shareholders and to vote on the issues concerned in person or by proxy. The General Director of the Company shall not be entitled to act as a representative of Shareholders at a general meeting of Shareholders.

6.6. The Shareholder's representative shall act on the basis of a power of attorney executed in accordance with the legislation of the Republic of Kazakhstan.

6.7. No power of attorney is required to participate in a general meeting of Shareholders and vote on the issues under consideration for a person entitled to act without power of attorney on behalf of a Shareholder or to represent his/its interests under the applicable laws of the Republic of Kazakhstan or contract.

6.8. The procedure for holding a general meeting of Shareholders shall be determined under the Law, these Articles, the Regulation for the General Meeting of Shareholders and other documents of the Company governing its internal activities, or directly by a resolution of the General Meeting of Shareholders.

6.9. The issues listed in Clauses 6.10.1.- 6.10.4. of this article may not be resolved by absentee voting of the General Meeting of Shareholders. Other issues may be included in the said list of issues.

6.10. The following issues shall fall within the exclusive competence of the General Meeting of Shareholders:

6.10.1. Modifications, amendments and supplements hereto or approval hereof as amended;

6.10.2. Approval of the corporate governance code, and also modifications, amendments and supplements hereto if adoption of the code is provided herein;

6.10.3. A voluntary reorganization or liquidation of the Company;

6.10.4. Passing of a resolution on the increase in the number of authorized shares of the Company or a change in the type of unplaced authorized shares of the Company;

6.10.5. Determination of the conditions and the procedure for converting the Company's securities, as well as a change thereof;

6.10.6. Passing of a resolution on the issue of securities convertible into Ordinary Shares of the Company;

6.10.7. Passing of a resolution on the exchange of outstanding shares of one type for shares of another type, determination of the conditions, time-frames and procedure for such exchange;

6.10.8. Determination of the quantitative composition and the term of office of the Counting Commission, election of its members and early termination of their powers;

6.10.9. Determination of the quantitative composition, the term of office of the Board members, election of its members and early termination of their powers, as well as determination of the amount and terms of remuneration and compensation for expenses to the Board members for the discharge of their duties including approval of regulations for the Board of Directors;

6.10.10. Assignment of an audit organization to conduct an audit of the Company;

6.10.11. Approval of annual financial statements;

- 6.10.12. Passing of a resolution on the placement (sale), including the number of shares to be placed (sold) within the limits of the number of authorized shares, and the method and price of such placement (sale);
- 6.10.13. Passing of a resolution on the Company's repurchase of placed shares or other securities and the repurchase price;
- 6.10.14. Approval of the procedure for distributing the Company's net income for the reporting fiscal year, passing of a resolution for paying dividends on Ordinary Shares and approval of the amount of a dividend per one Ordinary Share;
- 6.10.15. Passing of a resolution on non-payment of dividends on Ordinary Shares of the Company;
- 6.10.16. Passing of a resolution on a voluntary delisting of the Company's Shares;
- 6.10.17. Passing of a resolution on the Company's participation in the establishment or activity of any legal entities or the withdrawal from the membership (shareholders) of other legal entities by transferring (receiving) a part or several parts of assets totaling twenty-five or more percent of all assets owned by the Company;
- 6.10.18. Determination of the form of the Company's notices to Shareholders of the convocation of a general meeting of Shareholders;
- 6.10.19. Approval of changes in the methods (approval of the methods if not approved by the foundation meeting) of determining the value of shares when redeemed by the Company in the unorganized market in accordance with the Law;
- 6.10.20. Approval of the agenda of the General Meeting of Shareholders;
- 6.10.21. Determination of the procedure for providing Shareholders with information on the Company's activities;
- 6.10.22. Introduction and cancellation of the "golden share";
- 6.10.23. Passing of a resolution on the Company's conclusion of a major transaction, as a result of which the Company acquires or alienates (may acquire or alienate) the property, the value of which is fifty or more percent of the total balance sheet value of the Company's assets at the date of such resolution on the transaction resulting in the acquisition or alienation (possible acquisition or alienation) of fifty or more percent of the total book value of its assets;
- 6.10.24. Passing of a resolution on the conclusion of a major transaction, in which there is an interest;
- 6.10.25. Other issues, the resolution falls within the exclusive competence of the General Meeting of Shareholders by the Law and/or these Articles.
- 6.11. Resolutions of the General Meeting of Shareholders on the issues specified in Clauses 6.10.2. - 6.10.7., 6.10.19. of this article shall be passed by a qualified majority of the total voting shares of the Company. A resolution of the General Meeting of Shareholders on the issue specified in Clause 6.10.24 of this article shall be passed by a simple majority of votes from the total voting shares of the Company.

Resolutions of the General Meeting of Shareholders on other issues shall be carried by a simple majority of votes from the total voting shares of the Company participating in voting.

6.12. Transfer of issues, the adoption of resolutions on which shall fall within the exclusive competence of the General Meeting of Shareholders, shall not be allowed to the competences of the other bodies, officials and employees of the Company, unless otherwise provided by the Law and other applicable legislative acts of the Republic of Kazakhstan.

6.13. The General Meeting of Shareholders shall be entitled to cancel any resolution of the other bodies of the Company on such issues as related to the internal activities of the Company.

Article 7. Convocation of a shareholders' general meeting

7.1. Shareholders shall be notified of the forthcoming general meeting of Shareholders within thirty calendar days, and in case of absentee or mixed voting, during which means of the postal service is used to notify one or more Shareholders – within forty-five calendar days of the date of the meeting. The notice of a general meeting of Shareholders shall be posted in the Kazakh and Russian languages on the Internet Site of the Depositary for financial statements or given thereto. If the number of the Company's Shareholders does not exceed fifty Shareholders, a Shareholder shall be notified in writing.

7.2. An annual general meeting of Shareholders shall be convened by the Board of Directors.

7.3. An extraordinary general meeting of Shareholders shall be convened on the initiative of:

- 1) The Board of Directors;
- 2) The Major Shareholder.

7.4. Such other issues as related to the procedure for convening a general meeting of Shareholders and the procedure for counting votes shall be regulated by the Law and these Articles.

Article 8. Quorum of a general meeting of Shareholders

8.1. The Shareholders' General Meeting shall be entitled to consider and pass resolutions on the agenda items if, at the time of the end of registration of participants at the meeting (on the date, on which all ballots are submitted, or on the expiry date of providing ballots when the shareholders' general meeting is held by absentee voting), those Shareholders (their representatives) are registered who are included in the list of the Shareholders entitled to participate and vote thereat holding in total fifty or more percent of the Company's voting shares.

8.2. At an adjournment of the meeting, the Shareholders' General Meeting shall be entitled to consider and pass resolutions on the agenda items if:

1) The procedure for convening the general meeting of Shareholders was complied with, which did not take place due to the lack of quorum;

2) At the time of the end of registration for participation thereat, those Shareholders (or their representatives) are registered who hold in total forty or more percent of the Company's voting shares including Shareholders voting in absentia.

8.3. In the event that ballots for absentee voting are sent to Shareholders, the votes represented by the said ballots and received by the Company at the time of registration of participants at the general meeting shall be taken into account when determining the quorum and counting votes. In the absence of the quorum when holding the general meeting of Shareholders by absentee voting, the general meeting of Shareholders shall not be adjourned.

Article 9. Holding a general meeting of Shareholders in person

9.1. The procedure for holding a general meeting of Shareholders in person shall be determined in accordance with the Law, these Articles and other documents of the Company regulating its internal activities, or directly by a resolution of the General Meeting of Shareholders.

9.2. Before opening a general meeting of Shareholders, the arriving Shareholders (their representatives) shall be registered. The representative of a Shareholder shall present a power of attorney confirming his/her authority to participate and vote thereat.

9.3. Shareholders of the Company shall be entitled to participate at meetings of the General Meeting of Shareholders held in person, remotely using such means of communication as specified by the Company's internal documents.

9.4. A shareholder (his representative) who has failed to be registered shall not be counted while determining the quorum and shall not be entitled to participate in the voting.

9.5. A shareholder of the Company who is the holder of Preferred Shares shall be entitled to attend a general meeting of Shareholders held in person and to participate in the discussion of the business transacted thereat.

9.6. Unless otherwise provided by these Articles or by a resolution of the General Meeting of Shareholders held in person, other persons may be present thereat without invitation. The right of such persons to speak at the general meeting of Shareholders shall be established by these Articles or by a resolution of the General Meeting of Shareholders held in person.

9.7. A general meeting of Shareholders shall be opened at the announced time if there is a quorum. A general meeting of Shareholders may not be opened before the announced time except as all the Shareholders (their representatives) have been already registered, notified and do not object to a change in the opening time thereof.

9.8. The General Meeting of Shareholders shall elect the Chairman and The Secretary of the Meeting and shall determine the form of voting - open or secret (by ballot). When voting on the issue of electing the Chairman and the Secretary of the General Meeting of Shareholders, each Shareholder shall have one vote, and a resolution shall be passed by a simple majority of the votes present.

9.9. During the General Meeting of Shareholders, its Chairman shall be entitled to put to vote a motion on the closure of discussion on the issue under consideration, and on a change in the method of voting thereon.

9.10. The General Meeting of Shareholders may be only declared closed only after transacting all the business of the agenda and carrying resolutions thereon.

9.11. The Secretary of the Shareholders' General Meeting of shall be responsible for the completeness and accuracy of the information set forth in the Minutes thereof.

Article 10. Passing of resolutions by the Shareholders' General Meeting by absentee voting

10.1. Resolutions of the General Meeting of Shareholders may be passed by absentee voting. Absentee voting may be used along with the voting by the Shareholders present thereat (mixed voting), or without holding a meeting of the General Meeting of Shareholders.

10.2. In case of absentee voting, voting ballots of a single form shall be sent (distributed) to those persons who are included in the list of Shareholders. The Company shall not be entitled to selectively send voting ballots to individual Shareholders to influence the voting results.

10.3. A voting ballot shall be sent to persons included in the list of Shareholders:

1) When using means of the postal service - not later than forty-five calendar days before the date of the general meeting of Shareholders;

2) When giving a notice electronically or posting it on the Internet resource of the depository for financial statements - not later than thirty calendar days before the date of the general meeting of Shareholders;

10.4. An absentee ballot shall contain:

1) Full name and location of the Executive Body of the Company;

2) Details on the initiator of the calling of the meeting;

3) Final date for submission of absentee ballots;

4) Closing date of the general meeting of Shareholders;

5) Agenda of the general meeting of Shareholders;

6) Names of candidates proposed for election, if the agenda of the general meeting of Shareholders contains issues on the election of the Board members;

7) Wording of the issues, on which the vote is taken;

8) Voting options for each issue on the agenda of the general meeting of Shareholders expressed by the words "for", "against", "abstained";

9) Explanation of the voting procedure (filling in ballots) for each issue on the agenda;

10.5. An absentee ballot shall be signed by a Shareholder - an individual (representative of the Shareholder - an individual) with the indication of the information on the identity document of the person.

An absentee ballot of a Shareholder - a legal entity shall be signed by its chief executive (representative of the Shareholder - a legal entity).

If an absentee ballot is signed by the representative of a Shareholder, a copy of the power of attorney or other document confirming the authority of the representative of the Shareholder shall be attached to the absentee ballot.

A ballot without signature of a Shareholder - an individual or the chief executive of a Shareholder - a legal entity, or the representative of the Shareholder - an individual, or the representative of the Shareholder - a legal entity shall be deemed invalid.

When counting votes, votes shall be taken into account on those issues, on which a Shareholder (representative of the shareholder) has complied with the voting procedure specified in the ballot and only one of the possible voting options is noted.

10.6. If the agenda of the general meeting of Shareholders includes the issues on the election of the Board members, the absentee ballot shall contain fields to indicate the number of votes cast for individual candidates.

10.7. If during a general meeting of shareholders by absentee voting, duly filled ballots were received from all the Shareholders before the appointed date of the votes counting, then an earlier date shall be allowed to count the votes, which shall be stated in the minutes on the voting results.

Article 11. Minutes of vote results and Minutes of a shareholders' general meeting

11.1. Based on the voting results, the Secretary of the Meeting shall draw up and sign the minutes of the voting results.

11.2. If a Shareholder has a special opinion on an issue put to vote, the Secretary shall make an appropriate entry in the minutes.

11.3. After drawing up and signing the minutes of the voting results, completed in-person secret and absentee ballots (including ballots deemed to be invalid), on the basis of which the minutes were so drawn up, shall be stitched together with the minutes and be filed with the Company.

11.4. The minutes of the voting results shall be attached to the minutes of the general meeting of Shareholders.

11.5. The voting results shall be announced at the general meeting of Shareholders, during which the voting was held.

11.6. The voting results of the general meeting of Shareholders or the absentee voting results shall be notified to the Shareholders by posting them in the Kazakh and Russian languages on the Internet resource of the depository for financial statements and in such manner as specified herein (if such manner is specified) within fifteen calendar days of the closing date of the general meeting of Shareholders.

11.7. Minutes of a general meeting of Shareholders shall be drawn up and signed within three working days of closure of the meeting.

11.8. The minutes of a general meeting of Shareholders shall specify as follows:

- 1) The full name and location of the Company's Executive Body;
- 2) The date, time and place of the general meeting of Shareholders;
- 3) The information on the number of the Company's voting shares represented at the general meeting of Shareholders;
- 4) The quorum of the general meeting of Shareholders;
- 5) The agenda of the general meeting of Shareholders;
- 6) The voting procedure at the general meeting of Shareholders;
- 7) The Chairman and the Secretary of the general meeting of Shareholders;
- 8) The speeches of persons participating thereat;
- 9) The total votes of Shareholders on each issue on the agenda of the general meeting of Shareholders put to vote;
- 10) The issues put to vote and the voting results thereof;
- 11) The resolutions passed by the general meeting of Shareholders.

Should the issue on the election of the Company's Board of Directors (election of a new Board member) be considered at the general meeting, the minutes of the general meeting shall indicate, the representative of which Shareholder is the elected Board member and/or who of the elected Board members is an independent director.

11.9. The minutes of a general meeting of Shareholders held in person shall be signed by the Chairman and the Secretary thereof.

11.10. Minutes of a general meeting of Shareholders held by absentee voting shall be signed by the Secretary thereof.

11.11. The minutes of a general meeting of Shareholders shall be stitched together with that of the voting results, powers of attorney for the right to participate and vote thereat, and to sign the minutes and with written explanations of the reasons for refusing to sign it. The said documents shall be kept by the Executive Body and made available to Shareholders for examination at any time. At the request of a Shareholder, he shall be given a copy of the minutes of the general meeting of Shareholders.

Article 12. Board of Directors, its competence and passing of its resolutions

12.1. The Board of Directors of the Company shall carry out the general management of the corporate activities, with the exception of resolving those issues, which fall within the exclusive competence of the General Meeting of Shareholders under the Law and/or these Articles.

12.2. Unless otherwise provided by the Law and/or these Articles, the following issues shall fall within the exclusive competence of the Board of Directors:

- 12.2.1. Determination of priority areas of the Company's activities and its development strategy;
- 12.2.2. Passing of resolutions on the calling of annual and extraordinary general meetings of Shareholders; preparation of the agenda of a general meeting of Shareholders
- 12.2.3. Preparation of the agenda of a general meeting of Shareholders;
- 12.2.4. Submission of a proposal for the placement (sale) of Shares to the General Meeting of Shareholders including the number of shares to be placed (sold) within the limits of the number of authorized shares, the method and price of their placement (sale);
- 12.2.5. Preliminary approval of the Company's annual financial statements;
- approval of regulations for the board committees;
- 12.2.6. approval of regulations for the board committees;

- 12.2.7. Determination of terms for issuing bonds and derivative securities of the Company, and passing of resolutions on their issue;
- 12.2.8. Election of the General Director, determination of his term of office, as well as early termination of his powers;
- 12.2.9. Determination of the amount of salary and conditions for remuneration of labour and bonuses of the General Director;
- 12.2.10. Determination of the quantitative composition and the term of office of the Internal Audit Department, appointment of its head and members, as well as early termination of their powers, determination of the operation procedure for the Internal Audit Department, the amount and conditions for remuneration of labour and bonuses of the Internal Audit Department's personnel;
- 12.2.11. Appointment, determination of the term of office of the Corporate Secretary, early termination of his powers, and determination of the amount of salary and conditions for remuneration of the Corporate Secretary;
- 12.2.12. Determination of the amount of payment for the audit organization's services for its audit of financial statements, and also of the appraiser for assessment of the market value of the property transferred in payment for the Company's shares or being the subject of a major transaction;
- 12.2.13. Approval of documents regulating the internal activities of the Company (to the exclusion of documents accepted by the Executive Body to organize the activities of the Company), including an internal document establishing the conditions and procedure for holding auctions and subscription to the Company's securities;
- 12.2.14. Passing of resolutions on the establishment and dissolution of the Company's branches and representative offices and approval of regulations thereon;
- 12.2.15. Passing of resolutions on the Company's acquisition (alienation) of ten or more percent of shares (shares in the authorized capital) of other legal entities;
- 12.2.16. Passing of resolutions on such matters as related to the activities that fall within the competence of the general meeting of shareholders (participants) of the legal entity, ten or more percent of shares (shares in the authorized capital) of which are held by the Company.
- 12.2.17. An increase in the Company's obligations by the amount of ten or more percent of its own capital;
- 12.2.18. Determination of information on the Company or its activities being official, commercial or other secrets protected by law;
- 12.2.19. Passing of resolutions on the conclusion of major transactions and those transactions, in which the Company has an interest, except for major transactions, the resolution on the conclusion of which shall be passed by the General Meeting of Shareholders as per Clause 6.10.23. and Clause 6.10.24 hereof. According to Clause 1 Article 68 of the Law, the following shall be deemed to be a major transaction;
- 1) A transaction or a set of interrelated transactions, as a result of which the Company acquires or alienates (may acquire or alienate) the property, the value of is twenty-five or more percent of the total balance sheet value of the Company's assets;
 - 2) A transaction or a set of interrelated transactions, as a result of which the Company may redeem its placed securities or sell the securities redeemed by the Company in the amount of twenty-five or more percent of the total number of securities of one type;
 - 3) Such other transaction as deemed to be a major transaction by these Articles.
- 12.2.20. Such other issues as contemplated by the Law and/or these Articles that do not fall within the exclusive competence of the General Meeting of Shareholders.
- 12.3. A resolution on the Company's conclusion of a transaction, in which there is an interest, shall be passed by a simple majority of votes of the Board members who are not interested in the transaction.
- 12.4. A resolution on the Company's conclusion of a transaction, in which there is an interest, shall be passed by the general meeting of Shareholders by a majority of votes of Shareholders not interested therein where:
- 12.4.1. All Board members are interested persons;
 - 12.4.2. The Board of Directors cannot pass a resolution on the conclusion of such transaction due to the lack of such number of votes as required for the passing of the resolution;
- 12.5. A resolution on the Company's conclusion of a transaction, in which there is an interest, shall be passed by the General Meeting of Shareholders by a simple majority of votes from the total voting shares of the Company if all the Board members of the Company and all the Shareholders holding ordinary shares are interested persons and/or the Board of Directors cannot pass a resolution on the conclusion of such transaction due to the lack of such number of votes as required for the passing of the resolution.

12.6. The issues listed in Clause 12.2. hereof may not be submitted to the Executive Body for their resolution.

12.7. The Board of Directors shall:

12.7.1. Monitor and, if possible, eliminate potential conflicts of interest at the level of officials and shareholders, including any unlawful use of the Company's property and abuse in making transactions, in which there is an interest;

12.7.2. Monitor the efficiency of corporate governance practices in the Company.

12.8. The Board of Directors shall not be entitled to carry resolutions on any matters that, in accordance with these Articles, fall within the competence of its Executive Body, and to pass any resolutions contradicting those of the General Meeting of Shareholders.

Article 13. Organizing the activities of the Board of Directors

13.1. Only a natural person may be a member of the Board of Directors. A member of the Board of Directors shall not be entitled to transfer his duties and responsibilities to other persons as required by the Law and/or these Articles.

13.2. **The Board members shall be elected from among:**

13.2.1. The Shareholders - individuals;

13.2.2. The persons proposed (recommended) for the election to the Board of Directors as representatives of Shareholders;

13.2.3. Those individuals who are not Shareholders of the Company and not proposed (not recommended) for the election to the Board of Directors as representatives of Shareholders.

13.3. The Board members shall be elected by the Shareholders by cumulative voting using voting ballots except as one candidate runs for one vacancy in the Board of Directors. A Shareholder shall be entitled to cast his votes for the shares held by him fully for one candidate, or to distribute them among several candidates to the Board of Directors. The candidates who have received the maximum votes shall be deemed to be elected to the Board of Directors. If two or more candidates to the Board of Directors receive an equal number of votes, an additional cumulative voting shall be held for the said candidates by providing cumulative voting ballots to the Shareholders with an indication of the candidates who have received the equal number of votes.

13.4. The General Director of the Company may be elected to the Board of Directors but may not be elected its Chairman.

13.5. The number of the Board members shall be at least six persons. At least thirty percent of the Company's Board of Directors shall be independent directors.

13.6. The term of office of the Board members shall be established by the General Meeting of Shareholders. The term of office of the Board members shall expire at the time of holding a general meeting of Shareholders, at which a new Board of Directors is elected.

13.7. The General Meeting of Shareholders shall be entitled to early terminate the powers of all or individual Board members. Powers of such Board member shall terminate upon the passing of a resolution by the General Meeting of Shareholders on such termination. Powers of a Board member shall be terminated on his initiative on the basis of a written notice to the Board of Directors. The powers of such Board member shall be terminated upon receipt of the said notice by the Board of Directors, unless the date of such termination is indicated in the notice.

13.8. In the event of early termination of the powers of a Board member, a new Board member shall be elected by cumulative voting by those Shareholders present at the general meeting of Shareholders, and the powers of the newly elected Board member shall expire simultaneously with the expiration of the term of office of the Board of Directors in general.

13.9. Persons elected to the Board of Directors may be re-elected for unlimited times.

13.10. The Chairman of the Board of Directors shall be elected from among its members by a majority vote of all the Board members by the open voting. The Board of Directors shall be entitled to re-elect the Chairman at any time.

13.11. The Board Chairman shall organize the activities of the Board of Directors, hold its meetings, and discharge such other duties as determined herein. In the absence of the Board Chairman, his duties shall be performed by one of the Board members as resolved by the Board of Directors.

13.12. The members of the Board of Directors shall:

- 13.12.1. Act as required by the legislation of the Republic of Kazakhstan, these Articles and the Company's internal documents on the basis of awareness, transparency, and in the interests of the Company and its Shareholders;
- 13.12.2. Treat all the Shareholders fairly, and shall make an objective independent judgment on corporate matters.
- 13.13. A meeting of the Board of Directors may be convened at the initiative of its Chairman or the General Director of the Company or at the request of:
- 13.13.1. Any Board member;
- 13.13.2. The Internal Audit Department of the Company;
- 13.13.3. The audit organization auditing the Company;
- 13.13.4. A major Shareholder.
- 13.14. A request to convene a meeting of the Board of Directors shall be made to its Chairman by giving an appropriate written message containing the proposed agenda for the meeting of the Board of Directors.
- 13.15. If the Board Chairman refuses to convene a meeting, the initiator shall be entitled to make such request to the General Director of the Company who shall convene a meeting of the Board of Directors. A meeting of the Board of Directors shall be convened by its Chairman or the General Director of the Company within ten calendar days upon receipt of such request.
- 13.16. The said meeting of the Board of Directors shall be held by inviting, without fail, the person who has made the said request.
- 13.17. Notices to the Board members on the holding of a meeting of the Board of Directors as well as materials on agenda items shall be given/submitted to the Board members not later than seven days before the date of the meeting. In the exigent cases, the notices on the holding of a meeting of the Board of Directors can be dispatched three days before the date of the meeting. The notice on the holding of such meeting of the Board of Directors shall contain information on the date, time and place of the meeting, and its agenda as well.
- 13.18. A member of the Board of Directors shall, in advance but not later than one business day before the date of the meeting, notify the General Director of the impossibility of his participation thereat.
- 13.19. The quorum for holding a meeting of the Board of Directors shall be at least half of the Board members. If the total number of the Board members is not enough to achieve the quorum required herein, the Board of Directors shall convene an extraordinary general meeting of Shareholders to elect new Board members. The remaining members of the Board of Directors shall be entitled to pass resolutions only on the calling of such extraordinary general meeting of Shareholders.
- 13.20. Each member of the Board of Directors shall have one vote. Resolutions of the Board of Directors shall be passed by a simple majority of votes of the Board members who are present at the meeting. In case of equality of votes, the vote of the Board Chairman or the person presiding at the meeting of the Board of Directors shall be casting.
- 13.21. The Board of Directors shall be entitled to hold its closed meeting where only Board members may participate.
- 13.22. Meetings of the Board of Directors shall be held as and when necessary. Resolutions of the Board of Directors passed at its meeting held in person shall be documented by minutes to be drawn up and signed by the person who took the chair at the meeting, and the Secretary of the Board of Directors within three days of the holding thereof, and shall contain:
- 13.22.1. The full name and location of the Executive Body of the Company;
- 13.22.2. The date, time and place of the meeting;
- 13.22.3. The details on the persons participating thereat;
- 13.22.4. The agenda;
- 13.22.5. The issues put to vote and the voting results thereon showing the result of voting of each Board member on each issue on the agenda of the meeting of the Board of Directors;
- 13.22.6. The resolutions passed;
- 13.22.7. Other information by a resolution of the Board of Directors.
- 13.23. Meetings of the Board of Directors shall be held in person through the joint personal attendance of the Board members thereat, and also through video conference communication, conference calls by phone or other means of communication that allow identifying the Board members and discussing the agenda items on a real-time basis. Participation at a meeting using the said communication methods shall be equal to the personal attendance thereat.

13.24. The Board of Directors of the Company shall be entitled to pass its resolutions by the absentee voting on such issues as submitted to the Board of Directors. The procedure for passing such resolutions shall be determined by the Company's internal documents.

13.25. A resolution by the absentee voting shall be deemed passed if there is a quorum in the ballots received within the specified period.

13.26. A resolution of an absentee meeting held by the Board of Directors shall be passed in writing and signed by its Secretary and Chairman.

13.27. Within twenty days from the date of the resolution, it shall be sent to the Board members with copies of the ballots attached, on the basis of which it was passed.

13.28. Minutes of meetings of the Board of Directors and its resolutions passed by the absentee voting shall be filed with the Company. The Corporate Secretary shall, at the request of a Board member, provide him with minutes of such meeting of the Board of Directors and resolutions passed by the absentee voting for examination thereof and/or issue extracts to him from the minutes and resolutions certified by the signature of an authorized employee of the Company.

13.29. To consider the most important issues and to prepare recommendations to the Board of Directors, the Company has established committees of the Board of Directors.

13.30. The committees of the Board of Directors shall consist of the Board members and experts having the required professional knowledge to work in a particular committee. A committee of the Board of Directors shall be headed by a Board member. The General Director of the Company may not be the Chairman of committees of the Board of Directors.

13.31. The procedure for setting up and operation of committees of the Board of Directors, their number, and their quantitative composition shall be established by such internal document of the Company as approved by the Board of Directors.

Article 14. General Director of the Company

14.1. Current activities shall be managed by the Sole Executive Body - the General Director of the Company.

14.2. The General Director shall be entitled to make decisions on any issues related to the activities of the Company, which do not fall within the competence of other bodies and officials of the Company by the Law and other applicable legislative acts of the Republic of Kazakhstan and these Articles. The General Director shall execute resolutions of the General Meeting of Shareholders and the Board of Directors of the Company.

14.3. The General Director may be either a shareholder or an employee of the Company who is not its Shareholder. The General Director of the Company shall be entitled to work in other organizations only with the consent of the Board of Directors of the Company but shall not be entitled to hold the position of the head of the Executive Body or a person who solely performs the duties of the Executive Body or another legal entity.

14.4. Duties, rights and obligations of the General Director shall be determined by the Law, other legislative acts of the Republic of Kazakhstan, these Articles, and the employment agreement concluded by the said person with the Company. The said employment agreement shall be signed on behalf of the Company with the General Director by the Chairman of the Board of Directors or a person duly authorized by the General Meeting of Shareholders or the Board of Directors.

14.5. **The General Director of the Company shall:**

14.5.1. Arrange for the implementation of resolutions of the General Meeting of Shareholders and the Board of Directors;

14.5.2. Act, without power of attorney, on behalf of the Company in relations with third parties;

14.5.3. Issue powers of attorney to represent the Company in its relations with third parties;

14.5.4. Employ, transfer and dismiss employees of the Company (except as provided by the Law), apply incentives to them and impose disciplinary penalties on them, establish salaries of the Company's employees and personal increments to salaries as per the Company's staff schedule, and determine the amount of bonuses to the Company's employees other than those being members of the Company's Internal Audit Department;

14.5.5. Make decisions on the conclusion of transactions that are not major ones:

1) A transaction or a set of interrelated transactions, as a result of which the Company acquires or alienates (may acquire or alienate) the property, the value of which is not twenty-five or more percent of the total book value of the Company's assets;

2) A transaction or a set of interrelated transactions, as a result of which the Company may redeem its placed securities or sell such securities as redeemed by the Company in a quantity, which is not twenty-five or more percent of the total placed securities of one type.

14.5.6. Make decisions on the Company's acquisition (alienation) of shares (shares in the authorized capital) of other legal entities in the amount not exceeding ten percent;

14.5.7. Make decisions on the matters of activities that fall within competence of the general meeting of Shareholders (participants) of the legal entity whose less than ten percent of shares (shares in the authorized capital) are held by the Company;

14.5.8. Discharge such other duties and responsibilities as assigned by these Articles, resolutions the General Meeting of Shareholders and the Board of Directors of the Company.

Article 15. Corporate Secretary

15.1. The Corporate Secretary shall be an employee of the Company being no member of the Board of Directors and/or the General Director of the Company who shall be appointed by the Board of Directors of the Company and be accountable to the Board of Directors, and shall, as part of his/her activities control the preparation and the holding of meetings of Shareholders and the Board of Directors, shall ensure the preparation of materials on the agenda of the General Meeting of Shareholders and materials for a meeting of the Board of Directors, shall ensure the provision of access to them, and shall ensure that the Company's bodies and officials comply with the procedures aimed at ensuring the rights and legitimate interests of the Company's Shareholders, and the Company's compliance with the norms of the laws of the Republic of Kazakhstan for the corporate governance, the provisions of these Articles, the Corporate Governance Code and other internal documents of the Company.

15.2. The Corporate Secretary shall, in his/her activities, meet the requirements of the RK laws, these Articles, the Corporate Governance Code and other internal documents of the Company.

15.3. The Corporate Secretary's competence and activities shall be determined by the Company's internal documents.

15.4. The Corporate Secretary shall be entitled to combine their activities with the performance of other duties in the Company.

Article 16. Provision of information on the activities of the Company to its Shareholders

16.1. The Company shall disclose information at the Internet resource of the depository for financial statements and at the Internet resource of the stock exchange as required by the Law of the Republic of Kazakhstan "On the Securities Market" and a regulatory legal act of the authorized body.

16.2. The Company's documents relating to its activities shall be kept by the Company for the entire duration of its activities at the location of the Executive Body of the Company.

Article 17. Financial statements and audit of the Company

17.1. The accounting and financial reporting procedures for the Company shall be established by the legislation of the Republic of Kazakhstan on accounting and financial reporting and international financial reporting standards.

17.2. The General Director of the Company shall annually submit to the General Meeting of Shareholders annual financial statements for the past year, the audit of which was conducted in accordance with the legislation of the Republic of Kazakhstan on auditing activities, for the discussion and approval thereof. In addition to financial statements, the Director General shall submit an auditor's report to the General Meeting.

17.3. Annual financial statements shall be subject to prior approval by the Board of Directors not later than thirty days before the date of the Annual General Meeting of Shareholders.

17.4. The Company's annual financial statements shall be finally approved at the Annual General Meeting of Shareholders.

17.5. The Company shall annually post its consolidated annual financial statements on the Internet resource of the depository for financial statements, and if there are no subsidiaries - its unconsolidated annual financial statements and audit report in such manner and within such time as specified by the authorized body. Information on a major transaction and/or a transaction, in which there is an interest, shall be disclosed in the explanatory note to the annual financial statements according to the international financial reporting standards, and shall be notified to the Shareholders and investors as required by the Law and the Law of the Republic Kazakhstan "On Securities". Information on the transaction, as a result of which property is acquired or

alienated to the amount of ten or more percent of the Company's assets shall include information on the parties to the transaction, the terms and conditions thereof, the nature and the amount of participation shares of the parties involved as well as other information thereon.

17.6. The Company shall have its annual financial statements audited. The Company may be audited at the initiative of the Board of Directors, the General Director of the Company at the Company's own cost or at the request of a major shareholder at his expense where such major shareholder shall be entitled to determine an audit organization at his/its own discretion. In case of an audit at the request of a major shareholder, the Company shall all the necessary documentation (materials) requested by the audit organization.

17.7. If the General Director of the Company evades from auditing the Company, an audit may be appointed by a court decision at the suit of any interested party.

Article 18. Company's Internal Audit Department

18.1. To control the financial and business activities of the Company, an Internal Audit Department (hereinafter - the "Department") is set up. The Department shall be directly accountable to the Board of Directors and shall report thereto on its work. The Department's activities shall be supervised by the Audit Committee of the Board of Directors.

18.2. The Department's employees may not be elected to the Board of Directors and the Executive Body of the Company.

18.3. The competence and activities of the Internal Audit Department shall be determined by the Company's internal documents.

Article 19. Shareholders' and officials' provision of information on their affiliates to the Company

19.1. The Company shall keep records of its affiliates on the basis of information furnished by the said persons or the central depository (only in relation to the persons who are major shareholders in such manner as provided by the authorized body).

19.2. **Shareholders and officials of the Company shall provide information on their affiliates as follows:**

19.2.1. On individuals: surname, name, patronymic (if there is a patronymic); details of an identity document and information on the place of residence of an individual; date of birth; identification number (IIN), grounds for recognition of affiliation; date of affiliation, residency;

19.2.2. On legal entities: full name of legal entity; date and number of the state registration thereof, business identification number (BIN), postal address and actual location; grounds for recognition of affiliation; date of affiliation, residency

19.3. Individuals and legal entities that are affiliates of the Company shall, within seven days of the creation of affiliation, submit information their affiliates to the Company.

Article 20. Dissolution of the Company

20.1. The operation of the Company shall be terminated by reorganizing dissolving the Company.

20.2. Reorganization of the Company (merger, consolidation, split-up, demerger, split-off, transformation) shall be done under the Civil Code of the Republic of Kazakhstan subject to the features required by the applicable legislative acts of the Republic of Kazakhstan. If, in the event of reorganization, the Company ceases its operation, the issue of its shares shall be cancelled as envisaged by the legislation of the Republic of Kazakhstan.

20.3. A resolution on the voluntary liquidation of the Company shall be passed by the General Meeting of Shareholders, which shall assign the liquidation procedure by agreement with the creditors and under their control pursuant to the applicable legislative acts of the Republic of Kazakhstan.

20.4. A compulsory liquidation of the Company shall be carried out judicially as provided by the applicable legislative acts of the Republic of Kazakhstan. The demand for the liquidation of the Company may be brought to the court by the interested parties, unless otherwise specified by the applicable legislative acts of the Republic of Kazakhstan.

20.5. A liquidation commission shall be appointed by a court decision or by a resolution of the General Meeting of Shareholders on the liquidation of the Company.

20.6. The Liquidation Commission shall have the authority to manage the Company during the period of its liquidation and to take actions, the list of which is determined by the legislation of the Republic of Kazakhstan.

20.7. In case of a voluntary liquidation of the Company, representatives of the Company's creditors, representatives of major shareholders, as well as other persons shall be included in the Liquidation Commission by a resolution of the General Shareholders Meeting.

20.8. The procedure for the liquidation of the Company and the procedure for meeting its creditors' claims shall be governed by the legislation of the Republic of Kazakhstan.

20.9. In case of the liquidation of the Company, its authorized shares including placed ones shall be cancelled as provided by the legislation of the Republic of Kazakhstan.

20.10. The property of the liquidated Company remaining after the satisfaction of its creditors' claims shall be distributed by the Liquidation Commission between the Shareholders in the following order:

- 1) On a first-priority basis, payments on shares that shall be redeemed under the Law;
- 2) On a second-priority basis, payments of accrued and unpaid dividends on Preferred Shares;
- 3) On a third-priority basis, payments of accrued and unpaid dividends on Ordinary Shares.

The remaining property shall be distributed among all the Shareholders in proportion to the number of Shares held by them, subject to the requirements of Clause 2 Article 13 of the Law.

20.11. The liquidation of the Company shall be deemed completed, and the Company terminated after entering the details thereof in the National Register of Business Identification Numbers.

Article 21. Final Provisions

21.1. Otherwise not regulated by these Articles, the Company shall be guided by the regulatory legal acts of the Republic of Kazakhstan.

21.2. These Charter shall become effective upon their state registration as required by the legislation of the Republic of Kazakhstan.

Sergey Vladimirovich Kan,
General Director of the Company,
duly authorized by the General Meeting of Shareholders
