

APPROVED

**By the decision of the Board of
Directors**

Non-profit joint stock company

**“L.N. Gumilyov Eurasian
National University”**

(Minutes No. 1 dated January 14, 2021)

(as amended on August 25, 2021, minutes

NO 8



**REGULATIONS
on the Corporate Secretary
of
Non-Profit Joint Stock Company
“L.N. Gumilyov Eurasian National University”**

Nur-Sultan, 2021

1. General Provisions

1. These Regulations on the Corporate Secretary of the Non-Profit Joint-Stock Company "L.N. Gumilyov Eurasian National University" (the Regulations) are developed in compliance with the Republic of Kazakhstan Law "On Joint-Stock Companies", the Charter and other internal regulations of the Non-Profit Joint-Stock Company "L.N. Gumilyov Eurasian National University" (the Company).

2. The Regulations set forth the objectives, functions, rights and obligations, liability, procedure for appointment, and terms of remuneration of the Company's Corporate Secretary (the Corporate Secretary), as well as the procedure for the formation and activities of the Corporate Secretary Service.

3. The position of the Corporate Secretary is introduced to ensure that the Company's bodies and officials comply with the rules and procedures of corporate management ensuring that the rights and interests of the Sole Shareholder are exercised.

4. The Corporate Secretary is an employee of the Company who is not a member of the Board of Directors or the Management Board of the Company. The Corporate Secretary is appointed by the Board of Directors. The Corporate Secretary reports to and is accountable to the Company's Board of Directors.

5. The Corporate Secretary ensures that the Company's bodies and officials comply with the procedures ensuring that the rights and interests of the Sole Shareholder are secured and that the Company demonstrates compliance with the corporate management regulations, the Charter, and other internal regulations of the Company.

6. The Corporate Secretary is responsible for preparation and holding of meetings of the Company's Board of Directors, ensures that materials on the issues to be reviewed by the Board of Directors and the Sole Shareholder are prepared and accessible.

7. The Corporate Secretary performs his/her functions in compliance with the statutory regulations of the Republic of Kazakhstan (the Laws), the Charter, these Regulations, other internal documents of the Company as well as resolutions of the Board of Directors and the Sole Shareholder.

2. Procedure for Appointment and Termination

8. The Corporate Secretary is appointed by decision of the Board of Directors made by simple majority of votes by the Board of Directors.

9. Appointment or termination of the office of the Corporate Secretary is discussed during an in-person meeting of the Board of Directors. The candidate to the position of the Corporate Secretary must attend such meeting.

10. The Board of Directors must be provided with the following information about the candidate:

- 1) Full name of the candidate;
- 2) Year of birth;

3) Education, specialty (major) according to the diploma(s), information about advanced and professional training;

4) Information about work experience over past 5 years;

5) An application filed by the candidate in writing to the open position of the Company's Corporate Secretary.

11. A person who meets the following requirements can be appointed as the Corporate Secretary:

1) A university degree in law and/or economics;

2) At least 5 (five) years of work experience, including corporate law or corporate management and/or in a management position – over 3 (three) years;

3) Knowledge, experience, and qualification sufficient for performance of the Corporate Secretary's duties;

4) Organizational and analytical abilities and skills;

5) Good understanding of the Company's activities.

12. The decision of the Board of Directors on the appointment of the Corporate Secretary indicates, inter alia, the term of office, the size of the official salary and the conditions of remuneration, bonuses and / or remuneration.

13. The amount of the salary, additional payment for temporary performance of duties (performance of the Corporate Secretary's functions along with the main job), and the terms of bonuses and/or rewards to the Corporate Secretary must be established by the Board of Directors in compliance with the internal regulations of the Company.

14. The Corporate Secretary is allowed to perform work and hold positions in other structural divisions of the Company, unless otherwise provided by the Charter of the Company.

15. The person appointed to the position of the Company's Corporate Secretary signs an employment agreement for the period established by resolution of the Board of Directors.

16. The employment agreement with the Corporate Secretary is signed on behalf of the Company by the Chairman of the Management Board – Rector.

17. The Board of Directors has the right to decide on the early termination of the powers of the Corporate Secretary and termination of the agreement concluded with him in the manner prescribed by the Legislation. In case of early termination of the powers of the Corporate Secretary and termination of the agreement concluded with him, along with the payments provided for by the current legislation, he is paid an additional payment in the amount of one salary.

18. The decision on appointment of the new Corporate Secretary is made by the Board of Directors within 1 (one) month from the moment when the decision to terminate the office of the current Corporate Secretary is made. The decision on appointment of the new Corporate Secretary can be made along with the decision to terminate the office of the current Corporate Secretary.

19. The newly appointed Corporate Secretary must be provided with the files, documents, and data base of documents in electronic format and (or) hard copies by the previous Corporate Secretary. The files and documents must be transferred within 5 (five) business days from the time the new Corporate Secretary is appointed.

The transfer must be arranged under a delivery and acceptance certificate which specifies the basis for the transfer, the date, titles and composition of the transferred documentation, the list of all ongoing activities (events, activities, requests) that must be completed by the newly elected Corporate Secretary.

3. Tasks of the Corporate Secretary

20. The tasks of the Corporate Secretary within his/her function are as follows:

- 1) ensuring that the Company's bodies and officials comply with the corporate management laws, the Charter and internal regulations of the Company, and that the corporate management policy and practices are improved;
- 2) ensuring effective operation of the Board of Directors;
- 3) ensuring the storage, disclosure, and provision of essential information about the Company within his/her competence, as well as maintenance of the high level of informational transparency.

4. Functions of the Corporate Secretary

21. In order to ensure that the Company's bodies and officials comply with the corporate management laws, the Charter and internal regulations of the Company, and that the corporate management policy and practices are improved, the Corporate Secretary performs the following functions:

- 1) providing and arranging consultations for the Company's officials within his/her competence regarding the issues related to the laws and the internal documents of the Company;
- 2) informing the Board of Directors of any identified non-conformities with the laws and the internal documents of the Company within his/her competence;
- 3) participating in the development, compliance, and regular review of the corporate management policy and practices at the Company, as well as other internal documents of the Company within his/her competence;
- 4) monitoring and analyzing the existing practice, trends, and perspectives for development of corporate management in the Republic of Kazakhstan and abroad, as well as providing information and recommendations to the officials, corresponding bodies, and heads of structural divisions of the Company.

22. In order to ensure the effective operation of the Board of Directors and committees thereof, the Corporate Secretary performs the following functions:

- 1) clarifying to newly elected members of the Board of Directors the applicable rules of the Board of Directors and other bodies of the Company, providing information on the officials and organizational structure of the Company, its internal documents and other information relevant to proper performance of the duties by the members of the Board of Directors;
- 2) arranging introductory meetings, the newly elected members of the Board of Directors with the members of the Management Board and heads of structural divisions of the Company (if necessary);
- 3) assisting in arrangement of advanced training for the members of the Board

of Directors;

4) developing a draft Action Plan for the Board of Directors with a schedule of the meetings for the corresponding academic and calendar year;

5) ensuring proper preparation of materials in accordance with the agenda of the meeting of the Board of Directors;

6) submitting in a timely manner the agenda to the members of the Board of Directors with attachment of all necessary materials and notifying all individuals invited to the meeting;

7) keeping minutes of the meetings of the Board of Directors in compliance with the requirements set forth in the laws, the Charter, and the internal documents of the Company, as well as ensuring that resolutions (minutes) of the Board of Directors are timely signed by all members of the Board of Directors;

8) sending copies of resolutions and minutes of meetings of the Board of Directors to the members of the Board of Directors that were not attending the meeting;

9) ensuring proper compliance with the procedure of the meeting and decision-making by the Board of Directors, providing clarifications regarding requirements of the laws, the Charter and internal documents of the Company as required for the Board of Directors to make a decision;

10) sending resolutions of the Board of Directors to corresponding bodies and officials of the Company and monitoring fulfillment thereof, as well as informing the Board of Directors of the results (progress) of the fulfillment according to the procedure established by the Board of Directors;

11) preparing forms for absentee voting by the members of the Board of Directors, distributing and collecting the forms, and counting votes on the agenda items of a meeting of the Board of Directors;

12) providing (ensuring the provision of) the members of the Board of Directors with documents and information requested;

13) informing the Chairman of the Board of Directors of all circumstances that prevent the Corporate Secretary from performing his/her duties;

14) participating in the preparation of the Company's annual report;

15) collecting and registering information regarding the members of the Board of Directors required for submission to corresponding authorities and other stakeholders;

16) providing organizational support to the committees of the Board of Directors, including, but not limited to, ensuring that materials are prepared and meetings are arranged, keeping minutes, storing recommendations and reports of the committees, and submitting them to Board of Directors;

17) registering and storing all incoming correspondence addressed to the Board of Directors and the committees thereof, as well as preparing responses to the incoming requests;

18) monitoring the fulfillment of specifically-addressed resolutions made by the Board of Directors.

23. In order to ensure the storage, disclosure, and provision of essential information about the Company within his/her competence, as well as maintenance

of the high level of informational transparency, the Corporate Secretary fulfills the following functions:

1) ensuring that the requirements for storage and disclosure (provision) of information about the Company established by the laws, the Charter and internal documents of the Company are complied with within his/her competence;

2) monitoring the timely disclosure of information by the Company in compliance with the procedures set forth in the laws, the Charter and internal documents of the Company;

3) ensuring in accordance with the laws and the internal documents of the Company that the Company's documents (regarding the activities of the Corporate Secretary) subject to obligatory storage are accounted for, stored, and accessed, that copies of such documents are provided while being certified by the Corporate Secretary;

4) ensuring that the Sole Shareholder timely receives the information which concerns the interests of the Sole Shareholder in compliance with the laws, the Charter, the internal documents of the Company, and the decision of the Sole Shareholder;

5) participating in the development of an information policy (regulations on information disclosure), regulations on commercial secrets, or other confidential information of the Company;

6) participating in updates and content creation for the Company's website, making corresponding suggestions (information) to the Board of Directors and the Management Board concerning improvement of the quality and completeness of the information.

24. Other functions include:

1) maintaining business correspondence and business contacts with the officials, the Sole Shareholder, bodies, heads of structural divisions of the Company as well as other individuals and entities within his/her competence and as instructed by the members of the Board of Directors and the Sole Shareholder;

2) developing and participating in the development of draft internal documents of the Company within his/her competence if approval of such documents is within the competence of the Board of Directors and the Sole Shareholder;

3) monitoring the fulfillment of the decisions taken by the Sole Shareholder;

4) ensuring that the results of Company audits performed by an external auditor and authorities are reported to the Board of Directors and, if necessary, the committees thereof;

5) other functions of the Corporate Secretary as established by the laws. The performance of the functions provided for in this section of this Regulation is carried out by the Corporate Secretary both independently and by issuing appropriate instructions to the employees of the Corporate Secretary Service.

5. Service of the Corporate Secretary

(supplemented in accordance with the decision of the Board of Directors dated August 25, 2021, minutes No. 8)

25. To ensure that the Corporate Secretary performs his functions, the Corporate Secretary Service (hereinafter – Service) may be created in the Company. The Service is a structural division of the Company.

26. The service is created and abolished by the decision of the Board of Directors. The staffing of the Service is approved by the decision of the Board of Directors.

27. The functions of employees of the Service may be assigned to a person who meets the following requirements:

- 1) presence of a higher legal and / or economic education;
- 2) presence of professional work experience of at least 3 (three) years, including in the field of corporate law or corporate governance – at least 1 (year) years;
- 3) availability of knowledge, experience and qualifications sufficient to perform the duties assigned to him/her;
- 4) availability of organizational and analytical abilities and skills;
- 5) availability of computer skills;
- 6) knowledge of the specifics of the Company's activities.

6. Rights and Obligations of the Corporate Secretary

28. The Corporate Secretary has the right to:

1) request and receive from officials of the Company, heads of the Internal Audit Service, structural divisions of the Company materials (information) and, if necessary, clarifications required for the Corporate Secretary to perform his/her functions;

2) verify completeness of the package of materials provided regarding items of the agenda for a meeting of the Board of Directors with the right to issue comments and suggestions;

3) request and receive from the members of the Board of Directors and the Chairman of the Management Board – Rector a report on fulfillment of decisions of the Sole Shareholder, the Board of Directors, and, in case of non-fulfillment or delayed fulfillment, request written explanations of reasons for non-fulfillment or delayed fulfillment of the decisions;

4) request the members of the Board of Directors and the Chairman of the Management Board – Rector to provide information and explanations regarding violation of the rights of the Sole Shareholder or regarding the situation resulting in corporate conflicts and conflicts of interests;

5) suggest items for the agenda of a meeting of the Board of Directors and the Management Board;

6) request information from the Company register administrator regarding any operations registered in the register of the Company's stockholder, as well as other information from the register as required by the Company;

7) provide the register administrator with documents related to issue of securities by the Company and other information required for the register

administrator to keep the Company shareholder register properly.

9The Corporate Secretary must:

1) comply with the standards and requirements of the laws, the Charter, and these Regulations, as well as other internal documents of the Company when performing his/her duties;

2) fulfill the instructions of the Board of Directors;

3) report to the Board of Directors on his/her activities;

4) ensure confidentiality of the Company's information and known insider information during performance of the Corporate Secretary functions and during at least 3 (three) years after termination of the function in the capacity of the Corporate Secretary;

5) sign minutes, extracts from minutes, and certify such documents with the seal of the Corporate Secretary with initialing the certified documents on each sheet thereof;

6) report to the Board of Directors on any situations that represent a risk of failure to comply with the effective laws, breach of the rights of the Sole Shareholder, or occurrence of a corporate conflict.

7. Liability of the Corporate Secretary

30. The Corporate Secretary must act in the interest of the Company and the Sole Shareholder and must perform his/her duties in good faith.

31. In compliance with the procedures set forth in the laws and the internal documents of the Company, the Corporate Secretary must be held liable for:

1) improper fulfillment of his/her tasks, functions, rights, and obligations;

2) losses caused to the Company due to his/her actions (failure to act);

3) disclosure of information which constitutes business, commercial, or other secrets protected by the laws;

4) use of available insider information (information with restricted access) about the Company for personal purposes.

32. The liability of the Corporate Secretary must be specified in the employment agreement between the Corporate Secretary and the Company.

33. If the members of the Board of Directors and/or the Chairman of the Management Board – Rector refuse to take measures to eliminate corporate conflicts or prevent potential corporate conflicts after being informed to that effect by the Corporate Secretary, the latter must be released from the liability for arrangement of settlement of corporate conflicts.

8. Remuneration and Bonuses Paid to the Corporate Secretary and employees of the Service

(amended and supplemented in accordance with the decision of the Board of Directors dated August 25, 2021, minutes No. 8)

34. Remuneration of the Corporate Secretary and employees of the Service is comprised of the official salary specified in the employment agreement and other compensations (including financial support), incentives and/or bonuses paid in

compliance with the laws and these Regulations, the resolution of the Board of Directors, and other internal documents of the Company.

35. Salary accounting is performed in compliance with the timesheet. Accounting of hours actually worked by the Corporate Secretary must be performed by the Company's structural department in charge of such operations.

36. The salary payment procedure is set forth in an internal document of the Company which establishes the payroll system for the full-time employees of the Company.

37. At discretion of the Company's Board of Directors, the Corporate Secretary is paid a bonus corresponding to the results of the work in the reporting quarter in case the Corporate Secretary performs the duties in a quality manner. The amount and terms of the bonus payment must comply with the corresponding internal documents of the Company.

38. In celebration of public holidays in the Republic of Kazakhstan, the cost savings of the payroll fund (hereinafter – PRF) can be used to pay a bonus to the Company's Corporate Secretary in the amount corresponding to the amount of a bonus payment in such occasions to any employee of the Company with an official salary equivalent to that of the Corporate Secretary. Corresponding bonus payment must be provided on the basis of an order of the Chairman of the Management Board – Rector, or the person acting in his/her capacity.

39. The corporate secretary and employees of the Service, upon granting an annual paid leave, are paid a health improvement allowance in the amount of one official salary once per calendar year. The Corporate Secretary is granted annual paid leave in accordance with the order of the Chairman of the Management Board – the Rector of the Company for 30 (thirty) days.

40. The Company's Corporate Secretary receives additional payments, warranties and compensations in the amount set forth by the labor laws of the Republic of Kazakhstan and the internal documents of the Company. The Corporate Secretary is also provided a medical insurance at the expense of the Company (if the Company offers a corresponding benefit package).

41. Employees of the Service, on the basis of the presentation of the Corporate Secretary, are paid an additional payment in an amount not exceeding two base official salaries

42. The corporate secretary and employees of the Service are provided with material assistance in the amount of 50 (fifty) monthly calculation indicators based on copies of supporting documents (birth certificate (adoption), marriage certificate, death certificate) in the following cases:

- 1) birth (adoption) of a child;
- 2) marriage of the employee;
- 3) death of the spouse or close relatives (parents, children, adoptive parents, adopted children, siblings and half-siblings).

9. Maintenance of the Corporate Secretary Activities

43. For the purpose of proper fulfillment of the duties, the Corporate Secretary

must be equipped with the necessary organizational and technical facilities, in particular:

- 1) a separate room at the location of the administrative bodies of the Company;
 - 2) workplace of the Corporate Secretary must be provided with a personal computer, and the Corporate Secretary himself/herself – with a laptop;
 - 3) necessary office and auxiliary equipment, a safe, a fire-proof case for storage of documents, as well as reference literature and periodicals;
 - 4) a corresponding information and legal system (an electronic database).
44. The amount of business travel expenses (daily allowance, accommodation costs, costs of traveling to the business travel destination and back) for the Corporate Secretary is established by the Board of Directors.

10. Final Provisions

45. Approval of the Regulations and amendments thereto must be the competence of the Company's Board of Directors.

46. If certain clauses of these Regulations conflict with the effective laws, such clauses must be void and the provisions of the effective laws must apply to replace the invalid provisions hereof until corresponding amendments are made to the Regulations.

APPROVED
By the decision of the Board of Directors
of the NJSC "The L.N. Gumilyov Eurasian
National University"
(Minutes No. 8 dated August 25, 2021)



**The Quantitative Composition of the Corporate Secretary Service
of the NJSC "The L.N. Gumilyov Eurasian National University"**

No.	Position title	Number, staff unit
1	Corporate Secretary	1
2	Specialist	1
3	Specialist	1
	TOTAL:	3