

APPROVED BY  
the decision of the Board of Directors of  
MC "Kazakhstan Mortgage Company" JSC  
dated March 2, 2018 No. 3

*In the name the words "Kazakhstan Mortgage Company" Mortgage Organization" Joint Stock Company" are replaced by the words "Kazakhstan Housing Company Joint Stock Company" in the appropriate cases in accordance with [the decision](#) of the Board of Directors of Kazakhstan Housing Company JSC dated 29.04.22 No.4 ([see old ed.](#))*

**Regulations**  
**on the Corporate Secretary of Kazakhstan Housing Company Joint Stock Company**  
*(with [amendments and additions](#) as of 29.04.2022)*

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*Throughout the text of the Regulation the words ""Mortgage Organization" Joint Stock Company Kazakhstan Mortgage Company" are replaced by the words "Kazakhstan Housing Company Joint Stock Company" in the appropriate cases in accordance with the [decision](#) of the Board of Directors of Kazakhstan Housing Company JSC dated 29.04.22 No.4 ([see old ed.](#))*

**1. General provisions**

1. The Regulation on the Corporate Secretary of Kazakhstan Housing Company Joint Stock Company (hereinafter - the Regulation) has been developed in accordance with the legislation of the Republic of Kazakhstan, the charter and internal documents of Kazakhstan Housing Company Joint Stock Company (hereinafter - the Company).

2. The Regulation defines the status of the corporate secretary in the organizational structure and corporate governance system of the Company, the procedure for appointment and early dismissal of the corporate secretary, his/her tasks, functions, rights and obligations, powers and responsibilities, organizational and technical support of activities.

3. 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, who is appointed by the Board of Directors of the Company and is accountable to the Board of Directors of the Company.

4. The Corporate Secretary participates in the development, compliance and periodic revision of the Corporate Governance [Code](#), including documents related to corporate governance, analysis of relevant practices, as well as in ensuring compliance by the Company's bodies and officials with the requirements of regulatory legal acts of the Republic of Kazakhstan, the Charter and other internal documents of the Company. The Corporate Secretary prepares a report on compliance with the principles and provisions of the Corporate Governance Code. This

report should reflect a list of principles and provisions of the Corporate Governance Code that are not observed, with appropriate explanations.

The Corporate Secretary carries out arrangements for the preparation and holding of meetings of the Board of Directors; ensures the organization of effective interaction between the Company's bodies; promotes disclosure of information about the Company within the requirements of the legislation and internal documents of the Company, storage of its documents, consideration by the Company of appeals of the sole shareholder and resolution of conflicts related to violation of the rights of the sole shareholder.

5. The Corporate Secretary carries out his/her activities in accordance with the legislation of the Republic of Kazakhstan, the [Charter](#) of the Company, this Regulation, as well as other internal documents of the Company.

## **2. Appointment and termination of the powers of the Corporate Secretary of the Company**

6. The Corporate Secretary is appointed by the Board of Directors of the Company on the proposal of the Chairman or members of the Board of Directors of the Company, by a simple majority of votes of the members of the Board of Directors participating in the meeting.

7. The Corporate Secretary is the Secretary of the Board of Directors of the Company, the committees of the Board of Directors of the Company and performs the functions of technical and organizational support of meetings of the Board of Directors, committees of the Board of Directors of the Company.

8. The Corporate Secretary must have the knowledge, experience and personal qualities necessary to carry out the functions assigned to him/her, have high business and professional qualities, as well as enjoy the trust of the sole shareholder and members of the Board of Directors, as well as:

- 1) have a higher legal or economic education;
- 2) have at least 5 (five) years of work experience, including preferably having work experience related to corporate law, corporate finance or corporate governance;
- 3) have knowledge of the legislation of the Republic of Kazakhstan;
- 4) be able to negotiate and regulate conflicts between participants in corporate relations;
- 5) have organizational and analytical skills;
- 6) speak the state language, as well as English, if there are persons in the board of directors who do not speak the state and/or Russian.

9. In order to consider a candidate for the position of corporate secretary, the candidate submits the following information to the Board of Directors:

- 1) surname, first name and patronymic;
- 2) date of birth;
- 3) education (basic and additional), including the name of the educational institution, year of graduation, specialty (received qualification), degree (if applicable);
- 4) information about places of work for at least the last 5 (five) years;
- 5) information about the presence (absence) of affiliation to the Company or its officials, as well as other information about the existence of relations between the candidate and the Company and (or) its officials, which may lead to a conflict of interests;
- 6) information on the presence or absence of shares (participation interests) of legal entities owned by the candidate;
- 7) written consent of the candidate for election to the position of corporate secretary of the Company;
- 8) other information that may influence the performance of his/her functions as a corporate secretary.

10. The conditions for the corporate secretary to perform his/her duties are determined by the employment contract, this Regulation, job description, as well as other internal documents of the

Company. The employment contract is signed by the Chairman of the Management Board of the Company, based on the decision of the Board of Directors of the Company.

11. The Board of Directors may terminate the powers of the Corporate Secretary ahead of schedule at any time and appoint a new corporate secretary in accordance with the legislation of the Republic of Kazakhstan.

12. The presence of a candidate (candidates) for the position of corporate secretary at meetings of the Personnel, Remuneration and Social Affairs Committee and the Board of Directors when deciding on the appointment of a corporate secretary is mandatory.

13. The Corporate Secretary must not combine his/her activities with the performance of other functions in the Company, as well as work in other organizations without the approval of the Board of Directors of the Company.

### **3. Tasks of the Company's Corporate Secretary**

*Paragraph 14 is set out in the wording of the [decision](#) of the Board of Directors of Kazakhstan Housing Company JSC dated 29.04.22 No. 4 ([see old ed.](#))*

14. The tasks of the corporate secretary within the framework of his/her activities are:

- 1) ensuring the development of the corporate governance system;
- 2) ensuring the control of compliance with the best practices of corporate conduct;
- 3) providing support for the work and organization of meetings of the board of directors and its committees;
- 4) ensuring effective interaction of the Company's bodies;
- 5) ensuring the protection of the rights and interests of the sole shareholder;
- 6) provision of disclosure (presentation) of information about the Company and storage of Company documents in accordance with the requirements of legislation and internal documents of the Company.

### **4. Functions of the Company's Corporate Secretary**

*Paragraph 15 is set out in the wording of the [decision](#) of the Board of Directors of Kazakhstan Housing Company JSC dated 29.04.22 No. 4 ([see old ed.](#))*

15. The Corporate Secretary participates in ensuring the development of the corporate governance system, namely:

- 1) assists the Board of Directors in the development, compliance and periodic revision of the Company's Corporate Governance Code;
- 2) strives to keep abreast of the latest changes in the legislation of the Republic of Kazakhstan and internationally recognized good corporate governance practices and periodically provides relevant information to the heads of the Company's structural divisions;
- 3) provides members of the Board of Directors of the Company with explanations of the requirements of the legislation of the Republic of Kazakhstan, the charter and other internal documents of the Company in the field of corporate governance, if necessary;
- 4) informs the Board of Directors about the Company's corporate governance activities;
- 5) participates in the preparation of a report for the Board of Directors on the state of corporate governance in the Company, the Company's compliance with the requirements of rules and procedures in the field of corporate governance, provides recommendations for improving corporate governance practices in the Company;
- 6) informs the sole shareholder and the Board of directors of the Company about the revealed violations in the Company's activities when making corporate decisions and makes proposals to them on measures to eliminate the violations committed;
- 7) organizes the interaction of members of the board of directors with the executive body of the Company in terms of organizing the activities of the board of directors.

16. The Corporate Secretary participates in ensuring compliance with the best practices of corporate behavior, namely, monitors compliance by all bodies of the Company with the requirements stipulated by the charter and other internal documents of the Company, and also initiates the necessary amendments and additions to the relevant documents in accordance with the established procedure. The Corporate Secretary is obliged to inform the Chairman of the Board of Directors in a timely manner about all detected violations of the legislation of the Republic of Kazakhstan, the charter and internal documents related to the activities of the Board of Directors.

*Paragraph 17 is set out in the wording of the [decision of the Board of Directors of Kazakhstan Housing Company JSC dated 29.04.22 No. 4 \(see old ed.\)](#)*

17. Within the framework of providing support for the work and organization of meetings of the Board of Directors and its committees, the Corporate Secretary performs the following functions:

1) organization of the appointment of newly elected members of the Board of Directors, including clarification to newly elected members of the Board of Directors of the Company's operating rules of the Board of Directors and other bodies of the Company, the organizational structure of the Company, as well as information about the Company's officials, familiarization with the Company's internal documents, decisions of the sole shareholder, the board of directors and the executive body, provision of other information relevant to the proper performance by members of the board of directors of their duties;

2) providing explanations to the members of the Board of Directors regarding the requirements of the legislation of the Republic of Kazakhstan, the charter and internal documents of the Company concerning procedural issues of preparation and holding of meetings of the Board of Directors, disclosure (provision) of information about the Company and other issues;

3) collection and accounting of information regarding members of the board of directors necessary for submission to the relevant structural divisions of the Company, in order to form a report by them on affiliated persons and provide the relevant authorized bodies with information in accordance with the procedure established by the legislation of the Republic of Kazakhstan and internal documents of the Company;

4) ensures proper compliance with the procedure for holding a meeting of the Board of Directors in accordance with the requirements of the legislation of the Republic of Kazakhstan, the Charter and internal documents of the Company;

5) draws up a draft work plan of the board of directors for the relevant year, approved by a decision of the board of directors no later than December 25 of the year preceding the planned one, as well as the annual schedule of meetings of the board of directors and submits them for approval to the board of directors;

6) draws up a draft agenda for meetings of the board of directors and its committees with a proposal on the form of holding and submits them to the chairman of the board of directors/chairmen of the committees no later than 5 (five) working days before the date of sending notification of the convening of a meeting of the board of directors to the members of the board of directors;

7) ensures proper preparation of materials on the agenda of the meeting of the Board of directors and its committees, including compliance with the procedures for preparing materials, preliminary discussion with all interested structural divisions of the Company, taking into account the requirements of internal documents of the Company;

8) checks the materials submitted for inclusion in the agenda of meetings of the board of directors and its committees for compliance with the competence of the board of directors and its committees, in accordance with the legislation of the Republic of Kazakhstan, the Charter and internal documents of the Company, as well as the completeness of the submitted materials (if necessary, appendices, presentations, etc.);

9) after agreement of the agenda with the Chairman of the board of Directors, sends notifications to the members of the board of directors and its committees on holding a meeting of

the board of directors, committees with the attached agenda of the meeting of the board of directors, committees, including all necessary materials posted in the collective work system, electronic document management system, and also notifies the persons invited to the meeting;

10) promotes the organization of the participation of nonresident independent directors in the meetings of the committees of the board of directors and the board of directors (for example, booking tickets, hotels, etc.);

11) ensures that the minutes of the meeting of the board of directors and committees are kept, which reflects the time and place of the meeting, the names of the meeting participants, the agenda, the quorum and the decisions taken, and also ensures that the members of the board of directors and committees sign the minutes of the meetings in a timely manner;

12) in case of absentee voting of the board of directors or mixed voting, sends (hands over) ballots for absentee voting to members of the board of directors, collects completed ballots, written opinions of members of the board of directors, and summarizes voting results on issues on the agenda of the meeting of the board of directors;

13) not later than 5 (five) working days after the signing of the protocol, sends a copy of the signed protocol to the members of the board of Directors;

14) at the request of a member of the board of directors, within 5 (five) working days, provides him/her with the minutes of the meeting of the board of directors (committees of the board of directors) and (or) decisions taken by absentee voting for review and (or) issues him/her extracts from the minutes and decisions certified by the signature of the corporate secretary and the seal of the corporate the Secretary of the Company or certified, using an electronic digital signature;

15) sends decisions of the board of directors to the relevant structural divisions and officials of the Company within five working days from the date of their registration, at the same time, at the request of the interested structural division of the Company, it is obliged to issue extracts from the minutes and (or) decisions certified by the signature of the corporate secretary and the seal of the corporate secretary of the Company within 2 (two) working days or certified, using an electronic digital signature.

16) on a quarterly basis, sends information in writing to the members of the board of Directors on the progress of the execution of decisions and instructions of the board of directors.

17) certifies extracts from the minutes of meetings of the board of directors, committees certified by the signature of the corporate secretary and the seal of the corporate secretary of the Company or certified using an electronic digital signature. Paper copy of the extract from the minutes and the decision must contain the mandatory mark "True copy of electronic documents" and is certified by the signature of the corporate secretary and the seal of the corporate secretary;

18) keeps a log of extracts from minutes of meetings of committees and the board of directors;

19) within the scope of its competence, publishes information on corporate events related to the activities of the Board of Directors on the Internet resource of Depository of Financial Statements Joint Stock Company;

20) in case of withdrawal and referral for revision of issues before consideration at an in-person meeting or absentee voting of the board of directors, due to comments on the lack of competence of the board of directors or incompleteness or inadequate quality of the materials provided, which are also reflected in the conclusion of the Corporate Secretary, as part of the verification of materials submitted for inclusion in the agenda of meetings of the board of directors for compliance the competence of the Board of Directors in accordance with the legislation of the Republic of Kazakhstan, the charter and internal documents of the Company and the provision of an opinion, as well as the completeness of the submitted materials, are not taken into account when assessing the actual effectiveness of key performance indicators of the Corporate Secretary, as non-performance or improper performance.

18. Excluded in accordance with the [decision](#) of the Board of Directors of Kazakhstan Housing Company JSC dated 29.04.22 No. 4 ([see old ed.](#))



19. Within the framework of ensuring effective interaction of the Company's bodies, the Corporate Secretary is entrusted with the following functions:

1) taking into account, in accordance with the Company's internal documents, information (proposals) sent to the sole shareholder on the placement of the Company's declared shares, as well as information (proposals) received from the sole shareholder on the repurchase of the Company's already placed shares and shares under placement;

2) ensuring proper accounting of appeals received from the sole shareholder (letters, demands), sending appeals to the relevant bodies and structural divisions of the Company, as well as monitoring the timely consideration of such appeals by them and the preparation of responses;

3) ensuring effective interaction between the bodies of the Company;

4) informing the chairman of the board of directors about all potential and actual conflicts of interest between members of the board of directors and the executive body and participating as an intermediary in resolving conflicts of interest between members of the board of directors.

20. As part of ensuring the protection of the rights and interests of the sole shareholder, the Corporate Secretary ensures timely consideration and resolution of conflicts over violations of the rights of the sole shareholder. The Corporate Secretary has the right to apply directly to the registrar for clarification in connection with complaints received from the sole shareholder.

21. The Corporate Secretary ensures disclosure (provision) of information about the Company and storage of the Company's documents, in particular:

1) ensuring compliance with the requirements for the procedure for storing and disclosing (providing) information about the Company established by the legislation of the Republic of Kazakhstan, as well as the charter and internal documents of the Company;

2) control over the timely disclosure by the Company of information contained in the Company's securities prospectuses and in its quarterly and annual reports, as well as information on material facts affecting the financial and economic activities of the Company;

3) in accordance with the legislation of the Republic of Kazakhstan and internal documents of the Company, ensuring accounting and storage of documents of the joint stock company subject to mandatory storage, access to them, provision of copies thereof, including monitoring access to materials on the agenda of meetings of the board of directors, issues submitted for consideration by the sole shareholder of the Company, decisions the sole shareholder, minutes of meetings of the Board of Directors of the Company. Copies of these documents must be certified by the signature of the Corporate Secretary and the seal of the Corporate Secretary of the Company;

4) ensuring timely provision to the sole shareholder of information affecting its interests in accordance with the legislation of the Republic of Kazakhstan, the charter, internal documents of the Company, decisions of the sole shareholder;

5) ensuring accounting and storage of information on the interest of members of the board of directors in making decisions on issues of their competence;

6) ensuring the timely transfer of documents held by the corporate secretary due to the performance of duties to the Company's archive. At the same time, the Corporate Secretary is responsible for the safety of all such documents before transferring them to the Company's archive;

7) the Corporate Secretary ensures the storage of the following documents of the Company before transferring them to the archive:

- decisions, minutes of meetings of the Board of Directors of the Company, voting ballots of members of the Board of Directors of the Company;

- materials for decisions of the Board of Directors on the agenda of meetings of the Board of Directors of the Company;

- personal data of members of the Board of Directors of the Company;

- other documentation on issues related to the competence of the Corporate Secretary of the Company;

8) participation in the development of information policy (regulations on disclosure of information), regulations on the storage of commercial and other confidential information of the Company;

9) assistance to the Company in the qualitative and timely filling of the content of the Company's corporate website, in the part related to the competence of the corporate secretary;

10) participation in the preparation of the Company's annual report.

22. The Corporate Secretary, within the scope of its competence, also performs the following functions:

1) conducting business contacts with officials, heads of structural divisions of the Company, as well as other individuals and legal entities in accordance with the decisions of the sole shareholder and on behalf of members of the board of directors;

2) if necessary, preparation and participation in the preparation of drafts of internal documents of the Company, the approval of which falls within the competence of the sole shareholder, the Board of directors;

3) other functions of the corporate secretary established by the legislation of the Republic of Kazakhstan and internal documents of the Company.

*The Regulation was supplemented by paragraph 22-1 in accordance with the [decision](#) of the Board of Directors of Kazakhstan Housing Company JSC dated 29.04.22 No. 4*

22-1. It is not allowed to assign additional functions to the corporate secretary that are not typical of their activities in accordance with this Regulation.

## **5. Reporting of the Corporate Secretary**

23. The Corporate Secretary quarterly, as well as at the end of the calendar year, submits to the Board of Directors of the Company a report on the work of the Board of Directors, the committees of the Board of Directors, the Corporate Secretary.

24. The report should contain information on the activities of the Company's Board of Directors, committees, changes in the composition of the Company's Board of Directors, committees, attendance of meetings by members of the Board of Directors, committees during the reporting period, on the progress of the work plan of the Company's Board of Directors, information on corporate events held, work with appeals of the sole shareholder, state bodies and other interested persons, recommendations on improving work on issues within the competence of the corporate Secretary (if any), on the implementation of the Action Plan for Improving Corporate Governance and/or measures implemented to improve corporate governance, monitoring the execution of decisions, orders of the Board of Directors of the Company for the reporting period, as well as information on significant corporate events of the Company.

25. The report on the work of the Board of Directors, the committees of the Board of Directors, the corporate Secretary is considered at the first meeting of the Board of Directors following the reporting period.

## **6. Rights of the Company's Corporate Secretary**

26. The Corporate Secretary has the right:

1) to request and receive from officials, heads of structural divisions of the Company information and documents necessary for the implementation of tasks and functions provided for by this Regulation;

2) not to accept materials and not to include in the agenda issues on which the necessary materials have not been provided and (or) improperly provided within the specified time (inconsistency of the competence of the Board of directors and its committees, in accordance with the legislation of the Republic of Kazakhstan, the charter and internal documents of the Company, incompleteness of materials (appendices, presentations, etc.);

3) require officials and heads of structural divisions of the Company to report on the execution of decisions taken by the board of directors and the sole shareholder, as well as to require a written explanation of the reasons for non-execution of decisions.

## **7. Duties of the Company's Corporate Secretary**

27. The Corporate Secretary is obliged to:

- 1) exercising its functions, strictly comply with the norms and requirements of the legislation of the Republic of Kazakhstan, the charter and internal documents of the Company;
- 2) when resolving issues, proceed from the principle of respect for the rights and legitimate interests of the sole shareholder;
- 3) execute orders of the Board of Directors of the Company;
- 4) systematically report on their activities to the Board of Directors of the Company;
- 5) inform the board of directors of its intention to make transactions with securities of the Company or its subsidiaries before making such transactions;
- 6) perform other duties in accordance with the legislation of the Republic of Kazakhstan, this Regulation, the charter of the Company and internal documents of the Company.

## **8. Organizational and technical support of the Corporate Secretary's activities**

28. Organizational and technical support of the corporate secretary's activities should be aimed at ensuring that he/she performs his/her functions, as well as protecting the confidentiality of stored and transmitted information.

29. The Corporate Secretary is provided with technical means of recording any type of meetings, a personal computer with appropriate software, telephone and electronic communication facilities and other necessary office equipment available in the Company.

30. In order to preserve the confidentiality of stored and processed information, the Corporate Secretary of the Company is provided with a safe for storing confidential documents.

## **9. Terms of wages and remuneration of the Corporate Secretary of the Company**

*Paragraph 31 is set out in the wording of the [decision](#) of the Board of Directors of Kazakhstan Housing Company JSC dated 29.04.22 No. 4 ([see old ed.](#))*

31. Remuneration of the corporate secretary is made in accordance with the employment contract concluded with him on the basis of the relevant decision of the Board of Directors of the Company, acts of the employer and is regulated by the legislation of the Republic of Kazakhstan, Standard Rules of remuneration and Bonuses, performance evaluation and social support of employees of the Internal Audit Service, Compliance Service and/or Compliance Controller and (Services) of the Corporate Secretary, accountable to the Board of Directors of legal entities, more than fifty percent of whose shares are directly owned by National Managing Holding "Baiterek" JSC on the right of ownership or trust management (or) other internal documents of the Company.

The amount of the official salary of the corporate Secretary is determined by the Board of Directors of the Company. When determining the size of the official salary the following shall be taken into account:

- the grade of the position determined by the results of the evaluation of the Company's positions in accordance with internal documents;
- the salary scheme based on grades approved by the decision of the Board of Directors of the Company;
- the staffing table of the Company.

*Paragraph 32 is set out in the wording of the [decision](#) of the Board of Directors of Kazakhstan Housing Company JSC dated 29.04.22 No. 4 ([see old ed.](#))*



32. Within the limits of the funds provided for in the Company's budget, the corporate Secretary may be paid a bonus based on the results of the evaluation of the performance of the efficiency according to the results of the reporting period and a bonus for a public holiday.

The payment of the bonus to the Corporate Secretary based on the results of the performance evaluation of the performance efficiency for the reporting period (quarter or year) is carried out in accordance with the decision of the Board of Directors of the Company after consideration by the HR, Remuneration and Social Affairs Committee. The basis for the payment of the bonus to the corporate Secretary is an order of the Chairman of the Management Board of the Company, or a person replacing him/her, in accordance with the decision of the Board of Directors of the Company.

33. In case of termination of his/her powers, the corporate secretary must transfer the cases to the person entrusted by the Board of Directors with the performance of the duties of the corporate secretary (if there is a person entrusted with the performance of duties).

At the same time, the person who performed the functions of the corporate secretary, and whose powers as the corporate secretary were terminated (including in connection with the expiration of such powers), is obliged to transfer to the newly appointed corporate secretary or employee of the Company, determined for this purpose by the Board of Directors, minutes of meetings, materials on the agenda of the board of directors, plans, reports and other documents on the issues of ensuring the activities of the board of directors and corporate governance in electronic and (or) paper media. The transfer of cases is carried out within 5 (five) working days from the date of termination of authority under the transfer acceptance act, which must specify the basis for the transfer of cases, the date of transfer, the name and composition of the transferred documentation, the list of cases (events, actions, requests) that are under execution.

To the newly appointed corporate Secretary, his predecessor or an employee of the Company, designated for this purpose by the Board of Directors, must transmit minutes of meetings, materials on the agenda of the Board of Directors, plans, reports and other documents on the issues of ensuring the activities of the Board of Directors and corporate governance in electronic and (or) paper. The transfer of cases is carried out no later than 5 (five) working days from the date of appointment of a new corporate secretary according to the act of acceptance and transfer, in which the basis for the transfer of cases, the date of transfer, the name and composition of the transferred documentation, the list of cases (events, actions, requests) that are under execution, and must be executed by the newly appointed corporate secretary.

## **10. Responsibility of the Corporate Secretary of the Company**

34. The Corporate Secretary must act in the interests of the Company and the sole shareholder, perform his duties in good faith and professionally.

35. The Corporate Secretary, in accordance with the procedure established by the legislation of the Republic of Kazakhstan, internal documents of the Company, the employment contract, is responsible for:

- 1) improper performance of the tasks, functions, rights and obligations assigned to him/her;
- 2) losses caused to the Company by his/her actions (inaction).

36. The refusal of the members of the Board of Directors and (or) the executive body of the Company to take measures to eliminate a corporate conflict or to prevent a potential corporate conflict, after they have been informed by the corporate secretary, releases the latter from responsibility for organizing the resolution of the corporate conflict.

## **11. Final provisions**

37. If necessary, amendments and additions to this Regulation are made in the manner similar to its approval.

