

«APPROVED»

**By decision of the Board of
Directors of
NJSC «West Kazakhstan Marat
Ospanov Medical University»
from August 06, 2019
protocol No. 3.**

**REGULATIONS
On Corporate Secretary of the
Non-commercial joint-stock company
«West Kazakhstan Marat Ospanov Medical University»**

Aktobe, 2019



1. General Provisions

1. These Regulations on the Corporate Secretary of non-commercial joint-stock company «West Kazakhstan Marat Ospanov Medical University» (hereinafter - the Regulations) are developed in accordance with the Law of the Republic of Kazakhstan «On Joint-Stock Companies», the Charter, the Code of Corporate Governance (hereinafter - the Code) and other internal documents of non-commercial joint-stock company «West Kazakhstan Marat Ospanov Medical University» (hereinafter - the Company).

2. The Regulation determines the procedure for appointment and dismissal, tasks, functions, rights and obligations, responsibilities and remuneration of the Corporate Secretary of the Company (hereinafter - the Corporate Secretary).

3. The position of the Corporate Secretary is introduced in order to ensure compliance by the bodies and officials of the Company with corporate governance rules and procedures that guarantee the exercise of the rights and interests of the Sole Shareholder.

4. Corporate Secretary - an employee of the Company who is not a member of the Board of Directors or the Management Board of the Company and is appointed by the Board of Directors of the Company. In its activities, the Corporate Secretary is accountable and subordinate to the Board of Directors of the Company. He performs his duties on an ongoing basis in full time.

5. The Corporate Secretary ensures that the bodies and officials of the Company comply with the procedures aimed at ensuring the rights and interests of the Sole Shareholder, as well as the Company follows the provisions in the field of corporate governance, the Charter and other internal documents of the Company.

6. The Corporate Secretary ensures the preparation and conduct of meetings of the Board of Directors of the Company, ensures the formation of materials on issues submitted for consideration by the Board of Directors and the Sole Shareholder, and controls access to them.

7. The Corporate Secretary conducts its activities in accordance with the laws of the Republic of Kazakhstan (hereinafter referred to as the Legislation), the Charter, the Corporate Governance Code, these Regulations, other internal documents of the Company, as well as decisions of the Board of Directors and the Sole Shareholder.

2. The procedure for the appointment and dismissal of Corporate Secretary

8. The appointment of the Corporate Secretary and determination of the term of his powers is carried out by decision of the Board of Directors of the Company. Proposals for candidates for the position of Corporate Secretary are entitled to make members of the Board of Directors, including the head of the executive body of the Company.

9. The issue of appointment or dismissal of the Corporate Secretary will be submitted to the in-person meeting of the Board of Directors. The presence of the candidate (s) for the position of Corporate Secretary at the said meeting is mandatory.



10. With regard to each candidate, the following information must be submitted to a meeting of the Board of Directors:

- 1) surname, name, patronymic;
- 2) year of birth;
- 3) education, specialty in diploma (diplomas), information on advanced training and professional retraining;
- 4) information on work experience over the past 3 years;
- 5) a written application of the candidate for appointment to the position of the Corporate Secretary of the Company.

11. The functions of the Corporate Secretary may be assigned to a person who meets the following requirements:

- 1) higher legal or economic education;
- 2) professional experience of at least 5 (five) years, including in the field of corporate law or corporate governance, or in a managerial position - at least 3 (three) years;
- 3) availability of knowledge, experience and qualifications sufficient to fulfill the duties assigned to him;
- 4) organization and analytical abilities and skills;
- 5) computer skills;
- 6) acknowledgment of the specifics of the Company.

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

13. The size of the official salary and the conditions for the bonus and / or remuneration of the Corporate Secretary are established by the Board of Directors in accordance with the Regulation and other internal regulatory documents of the Company.

14. The performance and holding of positions in other organizations or in bodies of other organizations by the Corporate Secretary is allowed only with the consent of the Board of Directors.

15. An employment contract is concluded with a person appointed by the Corporate Secretary of the Company for a period determined by a decision of the Board of Directors.

16. An employment contract with the Corporate Secretary is signed on behalf of the Company by the Chairman of the Board of Directors or another person authorized by the Board of Directors in the relevant decision. The employment contract should provide for the responsibility of the Corporate Secretary for the disclosure of information constituting an official or commercial secret in accordance with the applicable laws and internal documents of the Company.

17. The Board of Directors is entitled to decide on the early termination of the powers of the Corporate Secretary and termination of the labor contract concluded with him in the manner established by the Legislation, including in accordance with paragraph 3 of Article 50 of the Labor Code of the Republic of Kazakhstan (if this clause is provided for in the labor contract with the Corporate Secretary).

18. The decision to appoint a new Corporate Secretary is made by the Board of Directors no later than 1 (one) month from the date of the decision to terminate the

powers of the current Corporate Secretary. The decision on the appointment of a new Corporate Secretary may be taken simultaneously with the decision on the early termination of powers of the current Corporate Secretary.

3. Tasks of the Corporate Secretary

19. The tasks of the Corporate Secretary in the framework of his activities are:

- 1) ensuring compliance by the bodies and officers of the Company of the Legislation in the field of corporate governance, the Charter, the Code of corporate governance and internal documents of the Company, as well as improving policies and practices in the field of corporate governance;
- 2) ensuring the effective operation of the Board of Directors and its committees;
- 3) ensuring the storage, disclosure and provision of essential information about the Company within the framework of the competency provided, as well as maintaining a high level of information transparency;
- 4) ensuring a clear and effective interaction between the bodies of the Company.

4. Functions of the Corporate Secretary

20. In order to fulfill the task of providing the bodies and officers of the Company with Legislation in the field of corporate governance, the Charter, the Code of corporate governance and internal documents of the Company, as well as improving policies and practices in the field of corporate governance, the following functions are assigned to the Corporate Secretary:

- 1) monitoring the implementation, compliance by bodies and officials of the Company with the Legislation and internal documents;
- 2) providing and organizing consultations to the officers of the Company, within their competence, on issues related to the Legislation and internal documents of the Company;
- 3) informing the Board of Directors of violations of the Legislation and internal documents of the Company identified in the Company, within its competence;
- 4) participation in the development, compliance and periodic review of corporate governance policies and practices in the Company, as well as other internal documents of the Company within its competence;
- 5) monitoring and analysis of existing practices, trends, development prospects in the field of corporate governance in the Republic of Kazakhstan, abroad and the introduction (direction) of analytical reports, information, recommendations to officials, relevant bodies and heads of structural divisions of the Company;

21. To fulfill the tasks of ensuring the efficient operation of the Board of Directors and its committees, the following functions are assigned to the Corporate Secretary:

- 1) clarification to newly elected members of the Board of Directors of the rules of activity of the Board of Directors and other bodies of the Company in force in the Company, provision of information on the officers and organizational structure of the



Company, its internal documents and other information relevant to the proper performance by members of the Board of Directors of their duties;

2) organizing of familiarization meetings for newly elected members of the Board of Directors with members of the Management Board and heads of structural divisions of the Company (if necessary);

3) assistance in organizing professional development events for members of the Board of Directors;

4) developing a draft work plan of the Board of Directors with a schedule of meetings for the corresponding year;

5) ensuring the proper preparation of materials on the issues on the agenda of meetings of the Board of Directors;

6) timely sending to the members of the Board of Directors the agenda of the meeting of the Board of Directors with all the necessary materials attached, as well as notification of the persons invited to the meeting;

7) the recording of meetings of the Board of Directors in accordance with the requirements of the Legislation, the Charter and internal documents of the Company, as well as ensuring the timely signing by the Chairman of the Board of Directors of decisions of the Board of Directors (protocols);

8) sending copies of decisions, minutes of the Board of Directors by members of the Board of Directors who were absent from the meeting of the Board of Directors;

9) ensuring proper observance of the procedure for holding meetings and decision-making by the Board of Directors, providing explanations of the requirements of the Legislation, the Charter and internal documents of the Company, necessary for decisions by the Board of Directors;

10) sending decisions of the Board of Directors to the relevant bodies and officials of the Company, monitoring their implementation and informing the Board of Directors of the results (progress) of execution in the manner established by the Board of Directors;

11) preparing of ballots for absentee voting by members of the Board of Directors, mailing and collecting of ballots, summing up the voting on issues on the agenda of the meeting of the Board of Directors;

12) providing of the members of the Board of Directors with documents and information requested by them;

13) informing the Chairman of the Board of Directors of all facts that impede the fulfillment by the Corporate Secretary of his duties;

14) participation in preparing the annual report of the Company;

15) collecting and accounting of information in relation to members of the Board of Directors necessary for submission to relevant state bodies and other interested parties;

16) organizational support of the activities of the committees of the Board of Directors, including, inter alia, ensuring the preparation of materials and organization of meetings, keeping minutes, storing recommendations, conclusions of committees and their presentation to the Board of Directors;

17) accounting and storage of all correspondence received by the Board of Directors, its committees, ensuring the preparation of responses to incoming requests;

18) monitoring the implementation of targeted decisions of the Board of Directors.

22. To fulfill the tasks of ensuring storage, disclosure and provision of essential information about the Company, as well as maintaining a high level of information transparency, the Corporate Secretary shall be assigned the following functions:

1) ensuring compliance with the requirements for the procedure for storage and disclosure (presentation) of information about the Company established by the Legislation, the Charter and internal documents of the Company within its competence;

2) control over the timely disclosure by the Company of information in the manner prescribed by law, the Charter and internal documents of the Company;

3) ensuring, in accordance with the Legislation and internal regulatory documents of the Company, of accounting and storage of documents of the Company (relating to the activities of the Corporate Secretary) subject to mandatory storage, access to them, providing copies thereof, while copies of these documents are mandatory certified by the Corporate Secretary;

4) ensuring the timely provision of information to the Sole Shareholder affecting its interests in accordance with the Legislation, the Charter, internal documents of the Company, and the decision of the Sole Shareholder;

5) participation in developing of information policy and instructions for ensuring the safety of commercial and official secrets;

6) participation in updating and filling in the relevant information of the Company's website, making relevant proposals (information) to the Board of Directors and the Management Board to improve its quality and information content;

23. To perform tasks to ensure a clear and effective interaction between the bodies of the Company, the Corporate Secretary shall be assigned the following functions:

1) ensuring proper accounting of letters (appeals, requirements) received from the Sole Shareholder, monitoring their timely consideration by the relevant bodies of the Company and preparation of reports;

2) assisting in the creation and effective use of information exchange channels between the bodies of the Company;

3) timely identification of emerging corporate conflicts, informing the relevant bodies (officials) of the Company about them, taking measures to prevent them and, if necessary, ensuring the resolution of conflicts by the competent body (official) of the Company in the manner provided for by the internal documents of the Company.

24. Other functions:

1) within its competence, as well as on behalf of members of the Board of Directors and the Sole Shareholder, conducting business correspondence and carrying out business contacts with officials, the Sole Shareholder, bodies, heads of structural divisions of the Company, as well as other individuals and legal entities;

2) preparing and participating within the competence in the draft internal documents of the Company, the approval of which is within the competence of the Board of Directors and the Sole Shareholder;

3) monitoring the implementation of decisions of the Sole Shareholder within its competence;

4) organizing of the results of inspections of the Company conducted by the external auditor and government bodies to the Board of Directors and, if necessary, its committees;

5) and other functions of the Corporate Secretary established by the Legislation.

The functions provided for in this section of these Regulations are carried out by the Corporate Secretary both independently and by issuing appropriate instructions to the employees of the Corporate Secretary Service (if this Service is available).

5. Corporate Secretary Service

25. To ensure that the Corporate Secretary performs his functions in the Company, the Corporate Secretary Service (hereinafter referred to as the Service) may be created. The service is a structural unit of the Company.

26. The service is created and abolished by decision of the Board of Directors through approval of the organizational structure of the Company. The staffing of the Service is approved by the decision of the Board of Directors.

27. The management of the Service is carried out by the Corporate Secretary. Employees of the Service report directly to the Corporate Secretary.

28. Employees of the Service are appointed and dismissed by the Chairman of the Management Board - the Rector upon presentation (application) of the Corporate Secretary.

29. Employees of the Service act in accordance with labor contracts and job descriptions drawn up on the basis of this Regulation.

30. Employees of the Service must have the appropriate qualifications and skills sufficient to fulfill the duties assigned to them.

31. Employees of the Service may not simultaneously combine other functions in the Company, and also without working with the Board of Directors and the Corporate Secretary to work in other organizations.

6. Rights and Obligations of the Corporate Secretary

32. The Corporate Secretary has the right to:

1) request and receive from the Company officials, the head of the Internal Audit Service, structural divisions of the Company materials (information), if necessary, the explanations necessary for the Corporate Secretary to carry out his functions;

2) verify the completeness of the presented package of materials on issues included in the agenda of the 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 the progress in implementing decisions of the Sole Shareholder, the Board of Directors, and, in case

of failure to fulfill or violation of the deadlines, to request written explanations of the reasons for the failure to execute or untimely execution of decisions;

4) request information and explanations from members of the Board of Directors and the Chairman of the Management Board - Rector in connection with a violation of the rights of the Sole Shareholder or a situation leading to corporate conflicts and conflicts of interest;

5) propose issues on the agenda of the meeting of the Board of Directors and the Management Board of the Company;

6) request information from the registrar of the Company about operations registered in the register of holders of shares of the Company, as well as other information from the register necessary for the Company;

7) provide the registrar with documentation related to the issuance of securities by the Company and other information necessary for the registrar to properly maintain the register of holders of the Company's securities.

33. The corporate secretary must:

1) When carrying out activities, comply with the norms and requirements of the Legislation, the Charter, the Corporate Governance Code, these Regulations and other internal documents of the Company;

2) execute instructions of the Chairman and members of the Board of Directors;

3) report on its activities by the request of the Board of Directors;

4) maintain confidentiality of information about the Company, insider information that became known during the period of performing the functions of the Corporate Secretary and for at least 3 (three) years after the termination of authority as the Corporate Secretary;

5) sign the minutes, extracts from the minutes and certify with the seal of the Corporate Secretary (if necessary, initialed documents that are authenticated by leaf)

6) inform the Board of Directors of a situation that poses a threat of violation of applicable law, the rights of the Sole Shareholder, as well as a corporate conflict.

7. Responsibility of the Corporate Secretary and Service employees

34. The corporate secretary, employees of the Service must act in the interests of the Company and the Sole Shareholder and perform their duties in good faith.

35. The corporate secretary, employees of the Service in the manner prescribed by law and internal documents of the Company are responsible for:

1) the proper execution of the tasks, functions, rights and obligations assigned to them;

2) disclosure of information constituting an official, commercial or other secret protected by the Legislation;

3) use of insider information available to him (limited access information) about the Company for personal purposes;

36. The responsibility of the Corporate Secretary, employees of the Service is fixed in labor contracts concluded with them.

37. The refusal of members of the Board of Directors and / or the Chairman of the Management Board - Rector to take measures to eliminate corporate conflicts, or to prevent potential corporate conflicts, after they have been informed by the Corporate Secretary, relieves the latter of responsibility for organizing corporate conflicts.

8. Terms of remuneration and bonuses of Corporate Secretary and Service Employees

38. The salary of the Corporate Secretary and employees of the Service is determined by the sum of the official salary and other compensation payments (including financial assistance) established by the employment contract, incentive and / or stimulating in accordance with the Legislation of the Republic of Kazakhstan and these Regulations and other internal documents of the Company.

39. Payroll is made in accordance with the time sheet. Time accounting actually worked out by the Corporate Secretary and employees of the Service is carried out by the responsible structural unit of the Company.

40. The procedure for the payment of wages to the Corporate Secretary and employees of the Service is determined by the internal document of the Company governing the wage system for regular employees.

41. By a decision of the Board of Directors of the Company, the Corporate Secretary and employees of the Service are paid a bonus based on the results of their work for the reporting quarter, in the case of the high-quality and effective fulfillment of their functional duties, in the amounts and on conditions determined by the relevant internal documents of the Company.

42. In honor of the celebration of national, state and professional holidays in the Republic of Kazakhstan due to the savings of the wage fund (hereinafter referred to as the payroll fund), bonus payments may be made to the Corporate Secretary of the Company and employees of the Service in the amount corresponding to the amount of the bonus payment for such cases to the employee of the Company with an official salary, equivalent to the salary of the Corporate Secretary.

Corresponding bonuses are carried out on the basis of the order of the Chairman of the Management Board - the Rector, or the person performing his duties.

43. Bonuses to the Corporate Secretary and the Employees of the Service provided for in this Regulation shall not be made during the probationary period and if he has not been removed from the disciplinary sanction.

44. The Corporate Secretary of the Company and an employee of the Service who have passed the probationary period or were hired without it, shall be paid a health allowance in the amount of 2 (two) official salaries once a calendar year when the annual paid leave is granted.

Annual paid labor leave to the Corporate Secretary and employees of the Service is granted in accordance with the order of the Chairman of the Management Board - Rector of the Company on the basis of a statement addressed to the Chairman of the Board of Directors, subject to a positive resolution of the Chairman of the Board of Directors.

45. Material assistance is provided to the Corporate Secretary and employees of the Service by saving payroll funds in the amounts, on the terms established by the internal documents of the Company.

46. Additional payments are made to the Corporate Secretary and employees of the Service, guarantees and compensatory payments are provided in the amounts stipulated by the labor legislation of the Republic of Kazakhstan, these Regulations and internal documents of the Company, as well as voluntary medical insurance at the expense of the Company (if the Company has an appropriate social package).

Voluntary social insurance does not apply to the Corporate Secretary and employees of the Service who are on probation.

47. Financial assistance is provided to the Corporate Secretary and employees of the Service by saving payroll funds in the amount of 30 (thirty) monthly calculation indices.

The material assistance provided for in this paragraph is provided on the basis of copies of supporting documents (birth certificate (adoption), marriage certificate, death certificate) in the following cases:

- 1) birth (adoption) of a child;
- 2) marriage;
- 3) death of the spouse of the Corporate Secretary and employees of the Service or his close relatives (parents, children, adoptive parents, adopted, full and half brothers and sisters).

48. Payments not stipulated by this Regulation to the Corporate Secretary and employees of the Service, including other types of remuneration, co-payments, allowances, bonuses and other forms of material incentives in cash or in kind, are prohibited.

9. Support for the activities of the Corporate Secretary

49. In order to properly and efficiently perform duties, the Corporate Secretary must be provided with the necessary organizational and technical conditions, in particular:

- 1) an office located just near the office of the central office of the Company;
- 2) a personal computer, and the Corporate Secretary himself - with a portable computer (Notebook);
- 3) the necessary office equipment, a safe, a fireproof metal cabinet for storing documents, as well as reference and periodic literature.

50. The amount of travel expenses (per diem, expenses for renting premises, travel expenses to and from the place of business trip) for the Corporate Secretary is determined in accordance with the internal documents of the Company.

10. Final Provisions

51. The approval of the Regulations, as well as the introduction of amendments and additions to it, is within the competence of the Board of Directors of the Company.

52. The duties of the Corporate Secretary, in case of his absence, are to be performed by the person temporarily appointed by the decision of the Board of Directors from among the employees of the Company.

53. If certain points of these Regulations conflict with the current legislation of the Republic of Kazakhstan, they lose their force and, in terms of the issues regulated by these points, should be guided by the norms of the current legislation of the Republic of Kazakhstan until the relevant amendments to these Regulations are introduced.

