

**«APPROVED»**

**By the decision of the Board of  
Directors of NJSC «West  
Kazakhstan Marat Ospanov  
Medical University»  
from september 18, 2020  
minutes No. 7.**

**POSITION**

**on the Committee of the Board of Directors for Strategic  
Planning, Human Resources and Remuneration non-commercial joint  
stock company «West Kazakhstan Marat Ospanov Medical  
University»**

**Aktobe, 2020**

## **1. GENERAL PROVISIONS**

1. The Regulation on the Committee of the Board of Directors for Strategic Planning, Human Resources and Remuneration of the non-commercial joint stock company «West Kazakhstan Marat Ospanov Medical University» (hereinafter - the Regulation) is the main document regulating the activities of the Committee of the Board of Directors for Strategic Planning, Human Resources and Remuneration of the non-commercial joint-stock company. Society «West Kazakhstan Medical University named after Marat Ospanov» (hereinafter referred to as the Committee) and determining the issues of its competence, the procedure for forming the composition and its functioning.

2. The Committee is a permanent consultative and advisory body of the Board of Directors, created with the aim of improving the efficiency of development management of the non-commercial joint stock company «West Kazakhstan Marat Ospanov Medical University» (hereinafter - the Company) by preparing comprehensive substantiated recommendations to the Board of Directors in relation to strategic planning, personnel policy and motivation, as well as control over the execution of such decisions adopted by the Board of Directors of the Company.

3. The Committee is formed by decision of the Board of Directors of the Company. In its activities, the Committee is fully accountable to the Board of Directors of the Company and acts within the powers granted to it by the Board of Directors. All proposals prepared by the Committee are recommendations that are submitted for consideration to the Board of Directors of the Company for making appropriate decisions.

4. The Committee in its activities is guided by the legislation of the Republic of Kazakhstan, the Charter of the Company, decisions of the Board of Directors of the Company, and other internal regulations of the Company.

## **2. OBJECTIVES AND COMPETENCES OF THE COMMITTEE**

5. The main purpose of the Committee activities is to develop objective recommendations for the Board of Directors of the Company when solving issues within its competence.


6. The competence of the Committee includes the following issues:

- in the field of determining the priority directions of the Company activities, the Company's Development Program;
- in the field of personnel policy;
- in the destination area;
- in the field of evaluation and remuneration.

## **3. FUNCTIONS OF THE COMMITTEE**

7. In accordance with the purpose and within the competence of considering issues, the Committee performs the following functions:

1) preliminary consideration of proposals and preparation of recommendations to the Board of Directors of the Company for the preparation and adjustment of the Development Program and the Development Plan of the Company;



2) preliminary consideration of proposals and preparation of recommendations to the Board of Directors of the Company on the annual implementation of the Development Program and Development Plan of the Company;

3) preliminary consideration of proposals and preparation of recommendations for the Board of Directors of the Company to determine the priority areas of activity (development) of the Company;

4) preliminary consideration of proposals and preparation of recommendations to the Board of Directors of the Company on qualification requirements for the Chairman of the Management Board - Rector and members of the Management Board of the Company;

5) preliminary consideration of proposals and preparation of recommendations for the Board of Directors of the Company for making a decision on granting consent regarding the possibility of the Chairman of the Management Board - Rector and members of the Management Board to combine work activities in other organizations;

6) preliminary consideration of proposals and preparation of recommendations to the Board of Directors of the Company on the appointment, determination of the term of office and the size of the official salary of the Corporate Secretary of the Board of Directors, early termination of his powers, as well as determination of the terms of remuneration, application of incentives and penalties to him;

7) preliminary consideration of proposals and preparation of recommendations to the Board of Directors of the Company on the issues of appointment (election), setting motivational Key Performance Indicators, performance evaluation, remuneration and succession planning for the Chairman of the Management Board - Rector and members of the Management Board;

8) preliminary consideration of proposals and preparation of recommendations to the Board of Directors of the Company on approval and introduction of amendments and additions to the personnel policy of the Company;

9) preliminary consideration and preparation of recommendations to the Board of Directors of the Company on the annual report on compliance / non-compliance with the principles and provisions of the Corporate Governance Code;

10) providing the Board of Directors of the Company with recommendations on other issues within its competence in accordance with the Charter of the Company, instructions of the Board of Directors of the Company and / or provisions of the internal regulatory documents of the Company.

#### **4. RIGHTS AND OBLIGATIONS OF THE COMMITTEE AND ITS MEMBERS**

8. The Committee and its members have the right to:

1) have access to information, documents of the Company on issues related to the competence of the Committee;

2) invite the Company's employees to the meetings of the Committee;

3) use the services of external experts and consultants within the approved budget of the Company;

4) participate in the control and verification of the execution of decisions and instructions of the Board of Directors on the issues of its activities;

- 5) develop proposals for amendments and additions to this Regulation;
  - 6) develop and submit for approval to the Board of Directors draft documents related to the activities of the Committee;
  - 7) involve external experts (consultants), including for a fee, to determine the policy and the amount of remuneration for members of the Board of Directors and executive employees of the Company;
  - 8) enjoy other rights that do not contradict the legislation of the Republic of Kazakhstan, internal documents of the Company and are necessary for the Committee to exercise the powers assigned to it.
9. The Committee and its members are obliged to:
- 1) exercise the powers assigned to him in accordance with the Regulations and other internal acts of the Company;
  - 2) submit opinions on the issues included in the agenda of the meeting of the Board of Directors of the Company and referred to the competence of the Committee;
  - 3) regularly report to the Board of Directors on the results of its activities;
  - 4) not to disclose information received in the course of the activities of the Committee;
  - 5) to carry out their activities honestly and in good faith in the interests of the Company;
  - 6) devote sufficient time to effectively perform their duties;
  - 7) improve their qualifications in the area of competence of the Committee.

## **5. COMPOSITION OF THE COMMITTEE AND ORDER OF ITS FORMATION**

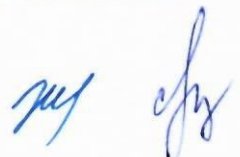
10. The number of members of the Committee is determined by the decision of the Board of Directors from among the members of the Board of Directors and, if necessary, from experts with the necessary professional knowledge to work in the Committee. The number of members of the Committee must be at least 3 (three) people.

11. The personal composition of the Committee is approved at a meeting of the Board of Directors by a simple majority of votes from among the members of the Board of Directors of the Company participating in voting. A member of the Board of Directors who is not an independent director may be elected to the Committee if the Board of Directors decides on an exceptional basis that membership of this person in the Committee is necessary in the interests of the Company.

12. The terms of office of the members of the Committee coincide with the terms of their office as members of the Board of Directors. The powers of any member of the Committee may be early terminated by the decision of the Board of Directors.

13. The Chairman of the Committee or any member of the Committee may resign when sending an application to the Chairman of the Board of Directors not later than 30 (thirty) business days prior to the proposed termination of powers.

14. If the powers of a member of the Committee are terminated, the Board of Directors at the next meeting, but not later than 30 (thirty) business days from the date of receipt of a written application for resigning from the powers of a member of the Committee, shall elect a new member of the Committee, subject to the conditions of



the Regulations. Until the election of a new member of the Committee, the Committee continues to perform its duties in full in the current composition.

15. The members of the Committee are elected persons whose education, experience and level of professional training allows them to effectively solve the tasks assigned to the Committee. A member of the Committee must have an impeccable business reputation and enjoy the confidence of the members of the Board of Directors.

## **6. CHAIRMAN OF THE COMMITTEE AND THE ORDER OF HIS ELECTION, SECRETARY OF THE COMMITTEE**

16. The Chairman of the Committee is elected by the Board of Directors from among the independent directors of the Board of Directors who are members of the Committee for the term of the Board of Directors exercising their powers by open voting by a simple majority of votes from the total number of members of the Board of Directors participating in the vote.

17. The Chairman of the Board of Directors and the Chairman of the Management Board - the Rector of the Company cannot act as the Chairman of the Committee.

18. The Board of Directors has the right to re-elect the Chairman of the Committee at any time.

19. In the absence of the Chairman of the Committee, his duties are performed by one of the members of the Committee, elected at a meeting of the Committee by open voting by a simple majority of votes from the total number of members of the Committee present at the meeting. The interim Chairman of the Committee must be an independent director of the Board of Directors.

20. The Chairman of the Committee organizes the work of the Committee, in particular:

1) convene its meetings and preside over them, organize the keeping of the minutes of its meetings;

2) approves the agenda of its meetings, taking into account the proposals of the members of the Committee;

3) distributes responsibilities among its members, gives them instructions related to in-depth study of the issue and preparation of materials for consideration at a meeting of the Committee;

4) develops a plan of its meetings for the current year, controls the implementation of its decisions and plans;

5) annually reports to the Board of Directors on the results of the Committee's work;

6) maintains constant contacts with members of the Board of Directors, structural divisions of the Company in order to obtain the most complete and reliable information necessary for the Committee to make decisions, and in order to ensure their effective interaction with the Board of Directors;

7) in accordance with the information of the Secretary of the Committee, determines the quorum at the meeting or its absence, including for making a decision on the relevant issue;

8) performs other functions within the powers of the Committee.



21. The functions of the Secretary of the Committee are performed by the Corporate Secretary of the Board of Directors of the Company, unless otherwise provided by the decision of the Committee.

22. The Secretary of the Committee ensures preparing and holding of the Committee meetings, collection and systematization of materials for the meetings, timely sending to the Committee members and invited persons notifications of the Committee meetings, the agenda of the meetings, materials on the agenda items, minutes of meetings, preparing of draft decisions of the Committee, and also subsequent storage of all relevant materials.

The secretary ensures that the members of the Committee receive the necessary information.

## **7. THE MEETINGS OF THE COMMITTEE AND THE ORDER OF THEIR CONDUCT, MINUTES OF THE MEETING**

23. Meetings of the Committee are held according to the plan approved by the Board of Directors, as well as in cases stipulated by the Regulation, but not less than 4 (four) meetings per year. The notice, the agenda of the meeting of the Committee and the necessary materials for it are prepared and sent to the members of the Committee no later than 5 (five) business days before the planned date of the meeting.

The meetings of the Committee are held in presentia or absentee voting. It is allowed for a member of the Committee to participate in an in-person meeting of the Committee if there is a quorum, via videoconference, conference calls, and also using other means of communication. In this case, the member of the Committee is considered to have taken part in the in-person meeting of the Committee. In this case, the type of connection used is indicated in the minutes of the meeting.

24. The decision to convene the next meeting of the Committee, the date, time and place of the meeting, and issues on the agenda, as well as the decision on the list of persons invited to participate in the meeting, are made by the Chairman of the Committee in accordance with the schedule of the regular meetings of the Committee.

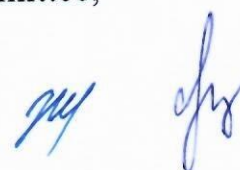
25. An extraordinary meeting of the Committee may be held by decision of its Chairman, at the request of its members.

26. The persons specified in clause 30 no later than 10 (ten) working days prior to the expected date of the extraordinary meeting of the Committee send their demands. Such a request must be formalized and sent to the Secretary of the Committee, who, no later than the next day after receiving it, brings these requirements to the attention of the Chairman of the Committee.

27. The decision of the Chairman of the Committee to refuse to convene an extraordinary meeting of the Committee may be made in the following cases:

1) the issue proposed for inclusion in the agenda of the meeting of the committee is not attributed by the Regulation to its competence;

2) the agenda item contained in the request to convene an extraordinary meeting of the Committee is already included in the agenda of the next regular meeting convened in accordance with the decision of the Chairman of the Committee;



28. If the Board of Directors requests to convene an extraordinary meeting of the Committee, its Chairman is obliged to convene an extraordinary meeting within 5 (five) working days.

29. A meeting of the Committee is legally qualified (has a quorum) if it is attended by at least half of the members of the Committee.

30. When resolving issues, each member of the Committee has one vote. Transfer of voting rights by a member of the Committee to other persons, including other members of the Committee, is not allowed.

31. Decisions of the Committee are made by a simple majority of votes of its members.

32. Not later than 3 (three) working days after the meeting of the Committee, the Secretary of the Committee will draw up the minutes of the meeting.

33. The minutes are signed by the Chairman and the Secretary of the Committee. The minutes are drawn up in two original copies, one of which is sent to the Board of Directors within 3 (three) working days after signing, with the materials and recommendations prepared for it, and the other remains in the Committee's archive. Copies of the minutes, prepared materials and recommendations are sent to all members of the Committee.

34. The minutes of the meeting of the Committee will include:

- date, place, form and time of the meeting;
- a list of the members of the Committee who took part in the consideration of the agenda, as well as a list of other persons present at the meeting;
- agenda;
- proposals of the members of the Committee on the agenda items;
- issues put to vote and voting results on them;
- the decisions taken.

## **8. ACCOUNTABILITY OF THE COMMITTEE TO THE BOARD OF DIRECTORS**

35. At least once a year, the Committee provides the Board of Directors with a report on the work done during the reporting period.

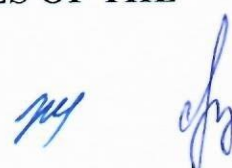
36. The report must contain information on the activities of the Committee during the year, in particular:

- the number of meetings held;
- considered issues and prepared recommendations;
- proposals for improving strategic planning, human resource development and the Company remuneration system.

The Committee's report may contain other material information at the discretion of the Committee.

37. The Board of Directors has the right at any time to demand from the Committee to provide a report on the current activities of the Committee. The terms of preparation and submission of such a report are determined by the decision of the Board of Directors.

## **9. INTERACTION OF THE COMMITTEE WITH THE BODIES OF THE COMPANY AND OTHER PERSONS**



38. In the performance of its duties, the Committee maintains effective working relations with the bodies of the Company, as well as other organizations and persons.

39. The Chairman of the Committee is obliged to ensure coordinated interaction of the Committee with the Board of Directors, the executive body, as well as, if any, with other Committees of the Board of Directors.

40. Heads of structural departments as well as other employees of the Company are obliged, upon the request of the Committee, within 10 (ten) calendar days to provide complete and reliable information and documents on the subject of the Committee's activities. The request to provide information and documents is made in writing signed by the Chairman of the Committee.

41. Information and documents shall be provided to the Committee through the Secretary of the Committee with copies attached in an amount equal to the number of members of the Committee. If materials and information are of a confidential nature, in accordance with internal documents, they must be labeled "Confidential".

## **10. CONFIDENTIALITY**

42. During the term of office of the members of the Committee, as well as the end of the term of office in the Committee, persons who are (were) members of the Committee are obliged to comply with the requirement of confidentiality in relation to information received by them in connection with their activities in the Committee.

## **11. COMPENSATIONS FOR THE MEMBERS OF THE COMMITTEE**

43. By decision of the Sole Shareholder of the Company, the members of the Committee may be reimbursed for expenses related to the performance of their duties in the amount and in the manner approved by the Sole Shareholder. These expenses are included in the budget of the Company.

## **12. RESPONSIBILITY**

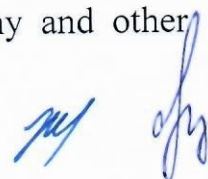
44. The Chairman and members of the Committee are liable to the Company and the Sole Shareholder for harm caused by their actions (inaction) in accordance with the legislation of the Republic of Kazakhstan, including losses incurred as a result of providing misleading information or knowingly false information ...

## **13. FINAL PROVISIONS**

45. This Regulation, as well as amendments and additions to it, are approved by the decision of the Board of Directors of the Company.

46. The annual report of the Committee submitted to the Board of Directors of the Company in accordance with the terms of this Regulation may contain recommendations to the Board of Directors on the need to amend and supplement this Regulation.

47. Issues not regulated by these Regulations are governed by the Charter of the Company, the Regulations on the Board of Directors of the Company and other






internal regulatory documents of the Company, as well as current legislation.

48. If, as a result of changes in the legislation of the Republic of Kazakhstan, certain norms of these Regulations come into conflict with the current legislation of the Republic of Kazakhstan, these norms of the Regulations become invalid, and until changes are made to this Regulations, one must be guided by the current legislation of the Republic of Kazakhstan.


49. Regulations on the Committee, information on the composition of the Committee on may be posted on the corporate Internet resource of the Company.

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**Developed by:**

No	Full name	Position	Signature	Date
1.	Sarashov A.A.	Corporate Secretary of the Board of Directors		04.09.20

**Agreed:**

No	Full name	Position	Signature	Date
1.	Zhiyenalín Ye.Sh.	Head of Legal Department		04.09.20