



**БҰЙРЫҚ**

31.03.2020г.

Нұр-Сұлтан қаласы

**ПРИКАЗ**

№ 200

город Нур-Султан

**On approval of the Regulation on  
the Board of Directors of the non-  
commercial joint-stock company  
«West Kazakhstan Marat Ospanov  
Medical University»**

In accordance with subparagraph 5-1) of paragraph 42 of the Charter of the non-commercial joint-stock company «West Kazakhstan Marat Ospanov Medical University» and paragraph 69 of the Model Code of Corporate Management in state-controlled joint-stock companies, with the exception of the National Welfare Fund, approved by order of the Minister of National Economy of the Republic of Kazakhstan October 5<sup>th</sup>, 2018 No. 21, I **ORDER:**

1. To approve the attached Regulation on the Board of Directors of the non-commercial joint-stock company «West Kazakhstan Marat Ospanov Medical University».

2. This order is a decision of the sole shareholder of the non-commercial joint-stock company «West Kazakhstan Marat Ospanov Medical University» and comes into force from the date of its signing.

**Minister**

**E. Birtanov**

Approved by order  
Minister of Healthcare of the  
Republic of Kazakhstan  
from 31 March, 2020  
No. 200

## **Regulation on the Board of Directors of non-commercial joint-stock company «West Kazakhstan Marat Ospanov Medical University»**

### **Chapter 1. General Provisions**

1. This Regulation on the Board of Directors of the non-commercial joint-stock company «West Kazakhstan Marat Ospanov Medical University» (hereinafter the «Regulation») are developed in accordance with the laws of the Republic of Kazakhstan «On Joint-Stock Companies», «On State Property», and the Charter of the non-commercial joint-stock company «West Kazakhstan Marat Ospanov Medical University» (hereinafter - the Charter).

2. The Regulation details the procedures for the activities of the Board of Directors as a governing body of the non-commercial joint-stock company «West Kazakhstan Marat Ospanov Medical University» (hereinafter the Company), determines the status, goals, functions, procedure for election, holding of meetings of the Board of Directors of the Company, powers of members of the Board of Directors, the procedure for convening, conducting meetings of the Board of Directors, adoption and execution of its decisions.

3. The Board of Directors is the management body of the Company carrying out general management of the Company with the exception of resolving issues referred by the legislation of the Republic of Kazakhstan and the Charter of the Company to the competence of the sole shareholder of the Company (hereinafter - the Sole Shareholder) and the Management Board of the Company.

4. The Board of Directors in its activities is guided by the legislation of the Republic of Kazakhstan, the Charter, present Regulation and internal documents of the Company.

### **Chapter 2. The goals of the Board of Directors**

5. The goals of the Board of Directors are the general management of the Company, ensuring the implementation of the interests of the Company, and protecting the rights of the Sole Shareholder, as well as ensuring understanding and compliance with the obligations of the Company to the Sole Shareholder and other persons.

### **Chapter 3. Competence of the Board of Directors**

6. The Board of Directors is authorized to make decisions on issues that are attributed to the exclusive competence of the Board of Directors in accordance with the legislation of the Republic of Kazakhstan and paragraph 64 of the Charter.

Issues referred by the Charter of the Company to the exclusive competence of the Board of Directors cannot be referred for decision to the Management Board of the Company.

7. The Board of Directors is not entitled to make decisions on issues that, in accordance with the Charter, are within the competence of the Management Board, as well as make decisions that contradict the decisions of the Sole Shareholder.

8. The Board of Directors:

1) monitors and, if possible, eliminates potential conflicts of interest at the level of officials of the Company, including unlawful use of the Company's property and abuse of authority in transactions in which there is an interest;

2) exercises control over the effectiveness of corporate governance practices in the Company.

9. The Board of Directors is entitled to receive, in full and on a timely basis, information, clarifications and clarifications from the Company Management Board and the Internal Audit Service.

#### **Chapter 4. Election of members of the Board of Directors**

10. The election of members of the Board of Directors is carried out in accordance with Article 36 of the Law of the Republic of Kazakhstan «On Joint-Stock Companies» as the Sole Shareholder in agreement with the Committee of the State Ministry of Finance of the Republic of Kazakhstan on the basis of clear and transparent procedures, taking into account competencies, skills, achievements, business reputation and professional experience of candidates.

When re-election of individual members of the Board of Directors or its full composition for a new term, their contribution to the effectiveness of the activities of the Board of Directors of the Company is taken into account.

11. Members of the Board of Directors are elected from among:

1) individuals proposed (recommended) for election to the Board of Directors as representatives of the Sole Shareholder;

2) individuals who are not a shareholder of the Company and are not proposed (not recommended) for election to the Board of Directors as a representative of the Sole Shareholder.

12. A member of the Board of Directors is not entitled to transfer the performance of the functions assigned to him in accordance with the Law of the Republic of Kazakhstan «On Joint-Stock Companies» and (or) the Charter of the Company to other persons.

13. Members of the Management Board, except for the Chairman of the Management Board, may not be elected to the Board of Directors. At the same time, the Chairman of the Management Board cannot be elected as the Chairman of the Board of Directors.

14. Members of the Board of Directors and candidates for members of the Board of Directors must have relevant work experience, knowledge, qualifications, an impeccable reputation in the business and industry environment, necessary to fulfill its duties and organize the effective work of the entire Board of Directors in the interests of the Sole Shareholder and the Company.

15. A person cannot be a member of the Board of Directors:

1) having a criminal record outstanding or not removed in accordance with the legislation of the Republic of Kazakhstan;

2) previously being the chairman of the board of directors, the first head (chairman of the board), deputy head, chief accountant of another legal entity for a period of not more than one year of making a decision on the forced liquidation or forced repurchase of shares, or the conservation of another legal entity declared bankrupt in established order. The specified requirement shall apply within five years after the date of the decision on the conservation of another legal entity declared bankrupt in the prescribed manner;

3) found by the court guilty of crimes against property, in the sphere of economic activity or against the interests of service in commercial or other organizations, as well as exempted from criminal liability on the basis of paragraphs 3), 4), 9), 10) and 12) of the first part of Article 35 or article 36 of the Code of Criminal Procedure of the Republic of Kazakhstan for the commission of these crimes, in accordance with paragraph 4 articles 63 of the Law of the Republic of Kazakhstan «On Joint Stock Companies»

16. The number of members of the Board of Directors must be at least 3 (three) people. At least 30 (thirty) percent of the staff of the Board of Directors of the Company must be independent directors.

At the same time, the Board of Directors includes representatives of the Committee on State Property and Privatization of the Ministry of Finance of the Republic of Kazakhstan and the Sole Shareholder, Chairman of the Management Board-Rector, and independent directors.

17. All members of the Board of Directors must regularly improve their professional knowledge and skills, and also sign obligations to not disclose official (confidential), commercial and other secrets protected by the legislation of the Republic of Kazakhstan in the form in accordance with Appendix 1 to these Regulation

## **Chapter 5. Independent members of the Board of Directors**

18. Independent directors contribute to the implementation of the best standards of corporate governance, information transparency in the Company and are called upon to make a significant contribution to the discussion and decision-making on issues of developing strategic directions for the development of the Company, assessing the compliance of the Management Board with the approved strategic areas of development of the Company, as well as other important issues whose resolution may affect the interests of the Sole Shareholder.

19. If after election to the Board of Directors changes occur or circumstances arise as a result of which the independent director ceases to be such, this director must notify the Board of Directors of these changes and circumstances within 2 (two) working days from the occurrence of such an event. In this case the Board of Directors is obliged to inform the Sole Shareholder of this.

20. The Corporate Secretary of the Company submits to the Sole Shareholder information on the nominated candidates for independent directors of the Board of Directors in accordance with Appendixes 2 and 3 to the Regulation.

21. The requirements for independent directors are based on the obligation to make independent judgments, which implies the absence of any obligations that could affect the formation of their opinions.

22. A member of the Board of Directors is recognized as independent if:

1) is not an affiliated person of this joint-stock company and was not him during the three years preceding his election to the board of directors (except for the case of his tenure as an independent director of this joint-stock company);

2) is not affiliated with respect to affiliates of this joint-stock company; not connected by subordination with the officials of this joint-stock company or organizations - affiliates of this joint-stock company and was not connected by subordination with these persons during the three years preceding his election to the board of directors;

3) is not a civil agent;

4) is not a representative of a shareholder at meetings of the bodies of this joint-stock company and was not during the three years preceding his election to the board of directors;

5) does not participate in the audit of this joint-stock company as an auditor working as part of an audit organization, and did not participate in such an audit during the three years preceding his election to the board of directors.

#### **Chapter 6. Term of office of members of the Board of Directors**

23. The term of office of the Board of Directors is established by the Sole Shareholder subject to the restrictions established by clause 25 of the Regulation and the norms of the Corporate Management Code.

24. The sole shareholder has the right to prematurely terminate the powers of all or individual members of the Board of Directors.

25. The early termination of powers of a member of the Board of Directors on his initiative is carried out on the basis of his written notification to the Board of Directors. The powers of such a member of the Board of Directors expire upon receipt of the notice by the Board of Directors.

#### **Chapter 7. Chairman of the Board of Directors**

26. The Chairman of the Board of Directors is elected from among its members by a majority of votes of the total number of members of the Board of Directors by secret ballot.

The Board of Directors is entitled to re-elect the Chairman of the Board of Directors at any time.

27. The Chairman of the Board of Directors organizes the work of the Board of Directors, convenes meetings of the Board of Directors, presides over them, and organizes minutes at meetings in the manner established by the Regulation.

28. In the absence of the Chairman of the Board of Directors, his functions are performed by one of the members of the Board of Directors by decision of the Board of Directors.

29. The Chairman of the Board of Directors, in addition to the rights and obligations specified in Chapter 8 of the Regulation:

1) organizes the work of the Board of Directors and monitors the effectiveness of the Board of Directors of the Company in performing its functions, including the regularity and frequency of meetings;

2) concludes relevant agreements with the members of the Board of Directors on behalf of the Company;

3) concludes an employment contract on behalf of the Company with the Chairman of the Management Board of the Company, providing for a direct dependence of the material incentives and responsibility of the Chairman of the Management Board of the Company on the results of activities and the implementation of the Development Plan, achievement of strategic directions for the development of the Company;

4) annually informs the Sole Shareholder of the activities of the Board of Directors;

5) organizes for the agenda of the meeting, which is approved by the Board of Directors in accordance with the established procedure;

6) together with the Corporate Secretary ensures timely receipt by the members of the Board of Directors of reliable and clear information;

7) brings the point of view of the Sole Shareholder to the Board of Directors;

8) makes decisions on other issues, within the limits of the competency.

## **Chapter 8. Rights and duties of members of the Board of Directors**

30. Members of the Board of Directors have the right to:

1) require a meeting of the Board of Directors;

2) require inclusion in the minutes of the meeting of the Board of Directors of their dissenting opinion on agenda items and decisions taken;

3) add issues to the agenda of meetings of the Board of Directors in accordance with the established procedure;

4) receive and get acquainted with information about the activities of the Company, including those that constitute official, commercial and other secret of the Company protected by law, get acquainted with all documents of the Company;

5) make written proposals on the forming of the work plan of the Board of Directors;

6) express their opinion, submit comments, suggestions, recommendations on the issues under consideration in the manner prescribed by the Charter and internal documents of the Company;

7) prematurely terminate their authority by written notice to the Board of Directors;

8) in accordance with the procedure determined by the Sole Shareholder to receive remuneration, as well as the right to reimburse costs (expenses) associated with the performance of their duties as members of the Board of Directors;

9) carry out other actions provided for by the legislation of the Republic of Kazakhstan, the Charter, the Code and other internal documents of the Company.

31. Members of the Board of Directors are not entitled to:

1) use and allow the use of the property of the Company in contradiction with the Charter, decisions of the Sole Shareholder and the Board of Directors, as well as for personal purposes;

- 2) miss meetings of the Board of Directors without good reason;
- 3) transfer his voting right to another person, including another member of the Board of Directors;
- 4) disclose information constituting, in accordance with the legislation of the Republic of Kazakhstan and internal documents of the Company, an official, commercial and other secret protected by law that has become known to the independent director in connection with the discharge of his powers and duties of a member of the Board of Directors of the Company to persons who do not have access to such information, and also use it in their own interests or the interests of third parties, both during the period of fulfillment of the duties of a member of the Board of Directors, and within 3 (three) years from the date of termination of work in the Company unless specified by internal documents of the Company;
- 5) use information of limited access available to him about the Company for personal purposes.

32. Members of the Board of Directors are required to:

- 1) act in good faith, reasonably and fairly, observing the requirements, moral principles and rules of business ethics in the interests of the Sole Shareholder and the Company as a whole contained in the legislation of the Republic of Kazakhstan, the Charter, the Corporate Governance Code and the Regulation on the Board of Directors;
- 2) ensure the safety of information constituting an official, commercial and other secret protected by law during the period of fulfillment of duties of a member of the Board of Directors, and for 3 (three) years from the date of termination of work in the Company, unless otherwise specified by internal documents of the Company;
- 3) participate in meetings of the Board of Directors and the work of committees of the Board of Directors of which they are members;
- 4) notify the Chairman of the Board of Directors in advance of the impossibility to participate in the meeting of the Board of Directors of the Company, as well as the Chairman of the Committee of the Board of Directors of the impossibility of his participation in the meetings of the Committee of the Board of Directors, of which he is a member indicating the reasons for his absence;
- 5) refrain from actions that will lead or are potentially capable of causing a conflict of interests between him, the Company and the Sole Shareholder, and if such a conflict exists or arises, immediately inform the Chairman of the Board of Directors in writing;
- 6) coordinate with the Board of Directors the possibility of their election to the bodies of another joint-stock company or employment in another organization;
- 7) inform the Board of Directors within 2 (two) business days of a change in circumstances as a result of which the independent director ceases to be one;
- 8) be ready for the meetings of the Board of Directors, committees of the Board of Directors, which it includes, in particular: to familiarize themselves with the materials in advance, collect and analyze the necessary information, prepare their conclusions, comments and suggestions, conclusions and recommendations;
- 9) implement decisions made by the Sole Shareholder and the Board of Directors, data in writing within their competence in accordance with the legislation of the Republic of Kazakhstan and the Charter of the Company;

10) perform other powers, functions and duties in accordance with the legislation of the Republic of Kazakhstan, the Charter of the Company, the Code and other internal regulatory documents of the Company.

## **Chapter 9. Convening a meeting of the Board of Directors**

33. The corporate secretary forms the agenda, notifies the members of the Board of Directors and participants in the meeting, and also provides them with the necessary materials.

34. A meeting of the Board of Directors may be convened at the initiative of its chairman or the Management Board of the Company or at the request of:

- 1) Sole Shareholder;
- 2) any member of the Board of Directors;
- 3) Internal Audit Services;
- 4) an audit organization conducting an audit of the Company.

35. The requirement to convene a meeting of the Board of Directors is presented to the Chairman of the Board of Directors by sending a written notice containing the proposed agenda for the meeting of the Board of Directors.

36. In case of refusal or other reasons for the impossibility of the Chairman of the Board of Directors of the Company to convene a meeting, the initiator has the right to apply with the specified requirement to the Management Board of the Company, which is obliged to convene a meeting of the Board of Directors of the Company.

37. Materials for the meeting of the Board of Directors contain:

- 1) the agenda of the meeting, signed by the person initiating the convening of the meeting of the Board of Directors;
- 2) an explanatory note in the form in accordance with Appendix 4 to this Regulation to each agenda item under consideration;
- 3) a draft document planned for consideration, and other materials related to the issue under consideration, agreed with the interested structural divisions of the Company within their competencies;
- 4) copies of the decision of the Management Board, committees under the Board of Directors and / or other collegial bodies of the Company that have previously considered issues (if any);
- 5) the ballot of the absentee meeting of the Board of Directors, in the event of an absentee meeting;
- 6) other documents necessary for consideration and analysis of agenda items, if any (presentations, calculations, copies of decisions of committees and other collegial bodies of the Company, on relevant issues), reference materials justifying the inclusion of these issues on the agenda.

38. A member of the Board of Directors shall notify the Chairman of the Board of Directors and the Management Board in advance of the impossibility of his participation in a meeting of the Board of Directors.

39. The recommended number of issues included in the agenda of one meeting of the Board of Directors should not exceed 7 (seven).



40. Copies of materials for a meeting of the Board of Directors should be sent to members of the Board of Directors in hard copy or in electronic (scanned in PDF format) formally and by email at least 7 (seven) calendar days before the expected date of the meeting.

Written notices of a meeting of the Board of Directors, with materials on the agenda of the meeting, should be also sent to members of the Board of Directors no later than seven calendar days before the date of the meeting. In case of urgent convocation of a meeting of the Board of Directors, notifications of the meeting with all materials on the agenda should be sent to members of the Board of Directors no later than three business days before the date of the meeting. In exceptional cases, by decision of the Chairman of the Board of Directors, materials may be sent one business day before the date of the meeting.

### **Chapter 10. Meeting of the Board of Directors**

41. Decisions of the Board of Directors on issues on the agenda of a meeting of the Board of Directors approved in the established manner are adopted in the following ways:

- 1) by voting in person;
- 2) absentee voting;
- 3) a combination of both forms of voting (mixed voting). This form of voting is used when a member (s) of the Board of Directors does not have the opportunity to personally attend an in-person meeting of the Board of Directors, and submits (s) their opinion in writing.

42. Meetings of the Board of Directors are held regularly, in accordance with the work plan approved at a meeting of the Board of Directors for the corresponding calendar year in the form in accordance with Appendix 5 to these Regulation, but at least 4 (four) times a year. If necessary, the Board of Directors considers issues not included in the work plan.

43. The quorum for holding a meeting of the Board of Directors of the Company shall be at least half of the number of elected members of the Board of Directors of the Company.

44. When holding a meeting of the Board of Directors in person, the quorum may be determined taking into account the absent members of the Board of Directors of the Company in the presence of their votes expressed in writing (mixed vote).

45. A member of the Board of Directors who is absent at a meeting held in person shall be entitled to submit a written opinion on the agenda items in the form in accordance with Appendix 6 to this Regulation.

46. The written opinion of a member of the Board of Directors may be sent to the Chairman of the Board of Directors by registered mail, by courier, delivered to the Corporate Secretary in person or through a representative, prior to the meeting of the Board of Directors, and also sent by e-mail in PDF format with the subsequent provision of the original within 7 (seven) calendar days from the date of sending by e-mail.

47. The written opinion submitted by a member of the Board of Directors is taken into account when calculating the quorum and voting results and is filed with the minutes of the meeting of the Board of Directors.

48. If a member of the Board of Directors who previously submitted a written opinion arrives to participate and vote at a meeting of the Board of Directors, his written opinion shall not be taken into account.

49. If the actual number of members of the Board of Directors is not enough to achieve a quorum, the Board of Directors is obliged to submit for consideration of the Sole Shareholder of the Company the election (appointment) of new members of the Board of Directors. The remaining members of the Board of Directors are entitled to make a decision only on submitting such an issue for consideration by the Sole Shareholder.

50. Each member of the Board of Directors has one vote. Decisions of the Board of Directors are made by a simple majority of votes of the members of the Board of Directors present at the meeting.

If the votes are equal, the vote of the chairman of the Board of Directors or the person presiding at a meeting of the Board of Directors is decisive.

51. The Board of Directors of the Company has the right to decide on holding its closed meeting, in which only members of the Board of Directors of the Company can participate.

52. Decisions on issues submitted to the Board of Directors of the Company may be taken by the Board of Directors by absentee voting.

53. Absentee voting is held on the initiative of persons entitled to initiate the convening of the Board of Directors of the Company. The request for absentee voting is submitted to the Chairman of the Board of Directors in writing and contains clearly and unambiguously formulated issues put to the vote.

54. When making a decision by absentee voting, the agenda of the meeting of the Board of Directors cannot be changed and (or) supplemented. The Board of Directors is not entitled to consider issues that are not included in its agenda for an absentee meeting and make decisions on them.

55. Decisions of the absentee meeting of the Board of Directors of the Company are executed in the form in accordance with Appendix 7 to this Regulation with the appendix of ballots received from the members of the Board of Directors of the Company in the form in accordance with Appendix 8 to this Regulation.

56. The minutes of the absentee meeting of the Board of Directors are signed by the Chairman of the Board of Directors and the Corporate Secretary.

57. The decision of the absentee meeting of the Board of Directors must be sent to the members of the Board of Directors with the attached copies of the ballots on the basis of which the decision was made no later than 20 (twenty) calendar days from the date of signing the minutes of the meeting in absentia of the Board of Directors.

58. At the opening of the in-person meeting of the Board of Directors, the Chairman of the Board of Directors announces the agenda of the meeting and is obliged to report on his proposals for changing the agenda.

59. Amendments and (or) additions may be made to the agenda if the majority of votes of the members of the Board of Directors voted for their introduction.

60. The approval of the agenda of a meeting of the Board of Directors is carried out by a majority of votes of the members of the Board of Directors.

61. In case of complete or partial disagreement of a member of the Board of Directors with a decision made by the Board of Directors, he has the right to express his

disagreement in the form of a dissenting opinion on the issue put to the vote, which is recorded by the Corporate Secretary in the minutes of the meeting of the Board of Directors.

In specific cases a combination of both forms of the meeting of the Board of Directors of the Company is possible. This applies to the situation when one or several members of the Board of Directors (no more than 30%) are not able to attend a meeting of the Board of Directors of the Company in person. At the same time, an absent member of the Board of Directors may participate in the discussion of the issues under discussion using technical means of communication and take part in the vote by submitting his written opinion (mixed vote). A written opinion is drawn up taking into account the applicable provisions of the absentee ballot form of the Board of Directors in accordance with Appendix 8 to these Regulation and is attached to the minutes (if they were not reflected in the minutes of the meeting).

62. Decisions of the Board of Directors of the Company, which were taken at its meeting held in person, are made out by a protocol in the form in accordance with Appendix 9 to this Regulation which is signed by the Chairman of the Board of Directors or the person who chaired the meeting and the Corporate Secretary, within 3 (three) working days from the day of the meeting.

Decisions of the Board of Directors adopted by mixed voting are drawn up in a protocol in the form in accordance with Appendix 9 to these Regulation, taking into account certain provisions applicable to the execution of the minutes of an absentee meeting.

63. The Corporate Secretary is responsible for the correctness of the protocol (decision).

64. Minutes of meetings of the Board of Directors, including materials of meetings of the Board of Directors of the Company, are kept by the Corporate Secretary and, after 2 (two) years from the date of their adoption, are transferred to the archive of the Company in the established manner. The Corporate Secretary is responsible for the safety of such documents until they are transferred to the Company's archive.

65. At the request of a member of the Board of Directors, the Corporate Secretary of the Company is obliged to provide him with a copy of the protocol (decision) and approved or reviewed materials, certified by sheets of signature and seal of the Corporate Secretary.

66. A member of the Board of Directors who did not participate in a meeting of the Board of Directors or who voted against a decision made by the Board of Directors in violation of the procedure established by the Law of the Republic of Kazakhstan «On Joint-Stock Companies», the Charter and these Regulation has the right to challenge it in court.

## **Chapter 11. Control over the implementation of decisions of the Board of Directors**

67. The Board of Directors monitors the execution of its decisions by reviewing the reports of the Management Board, committees of the Board of Directors, the In-

ternal Audit Service, the Corporate Secretary on the implementation and (or) the implementation of decisions of the Board of Directors that are submitted to meetings of the Board of Directors.

68. The Corporate Secretary brings the decisions and relevant instructions to the attention of the Management Board, Internal Audit Service and informs the Board of Directors of the deadlines (if any) for the implementation of decisions of the Board of Directors.

## **Chapter 12. Committees of the Board of Directors**

69. To consider the most important issues and prepare recommendations to the Board of Directors, the Company may create committees of the Board of Directors on the following issues:

- 1) strategic planning;
- 2) staff and remuneration;
- 3) internal audit;
- 4) social issues;
- 5) other issues stipulated by the internal documents of the Company.

Consideration of the issues listed in this clause may be attributed to the competence of one or more committees of the Board of Directors, with the exception of internal audit issues considered by a separate committee of the board of directors.

70. Committees are established to facilitate the effective performance of the functions of the Board of Directors.

The committees of the Board of Directors consist of members of the Board of Directors and experts from among the employees of the Company who have the necessary professional knowledge to work in a specific committee. The presence of potential conflicts of interest should be taken into account when forming the composition of the committees. The Committee of the Board of Directors is headed by a member of the Board of Directors. The directors (chairmen) of the committees of the Board of Directors, whose functions include the consideration of issues provided for in subparagraphs 1) - 4) of paragraph 69 of these Regulation, are independent directors.

71. The Chairman of the Management Board cannot be the Chairman of the Committee of the Board of Directors. The activities of the committees are regulated by internal documents approved by the Board of Directors containing provisions on the composition, competence, procedure for the election of committee members, the working procedure of committees, as well as the rights and obligations of their members.

## **Chapter 13. Relations of the Board of Directors with Sole Shareholder and Management Board**

72. Decisions of the Sole Shareholder adopted within its competence are binding on the Board of Directors. The Board of Directors annually reports on its activities to the Sole Shareholder by submitting a progress report on the results of the past year.

73. The following information is indicated in the annual report of the Board of Directors on the work done:

1) the number of meetings of the Board of Directors and its committees, as well as the attendance by each member of the Board of Directors of meetings of the Board of Directors and the committee of which he is a member;

2) a report on the work of the committees in fulfilling their functions, including indicating the reasons for rejection by the Board of Directors of individual proposals and / or recommendations of the committees;

3) a report on the work of the Board of Directors, including full information on issues on which decisions are made by the Board of Directors;

4) assessment of the position of the Company and the prospects for its development;

5) measures taken by the Board of Directors to take into account the views of the Sole Shareholder in relation to the Company (through direct communication, briefings);

6) other information that is essential in the activities of the Company.

74. The Board of Directors and the Management Board interact in the interests of the Company.

#### **Chapter 14. Responsibility of members of the Board of Directors**

75. Members of the Board of Directors are liable to the Company and the Sole Shareholder for damage caused by their actions (inaction).

76. At the same time, members of the Board of Directors who voted against the decision that caused losses to the Company or did not participate in the voting are not liable.

#### **Chapter 15. Remuneration of members of the Board of Directors**

77. By the decision of the Sole Shareholder of the Company, members of the Board of Directors, during the performance of their duties, shall be paid remuneration (taking into account the requirements of the legislation of the Republic of Kazakhstan, the provisions of the Charter and internal documents of the Company) and reimbursed for expenses associated with the performance of their functions as members of the Board of Directors. The amount of such remuneration, compensation and the conditions for their payment shall be established in agreements concluded with members of the Board of Directors, with the exception of members of the Board of Directors who are civil servants. Travel expenses of members of the Board of Directors who are government employees are reimbursed at the place of work.

78. The terms of remuneration of independent directors are reflected in the agreements concluded with them.

79. The Chairman of the Board of Directors on behalf of the Company concludes an agreement with independent directors.

80. The Chairman of the Management Board, if elected to the Board of Directors, does not receive remuneration for work on the Board of Directors.

81. The company discloses information on the amount of remuneration to members of the Board of Directors for all interested parties in accordance with the legislation of the Republic of Kazakhstan. Information on the amount of remuneration to

members of the Board of Directors for the reporting period is subject to mandatory disclosure in the annual report prepared for the Sole Shareholder.

## **Chapter 16. Other Provisions**

82. The approval of the Regulation, as well as the introduction of amendments and additions to it, falls within the exclusive competence of the Sole Shareholder.

83. If, as a result of changes in the legislation of the Republic of Kazakhstan, the Charter or the Code, certain norms of this Regulation come into conflict with them, these norms of the Regulation do not apply until the moment of amending the Regulation, the officers and employees of the Company are guided by the current regulatory legal acts of the Republic of Kazakhstan, the Charter.

## COMMITMENT

I, \_\_\_\_\_, as a member of the Board of Directors of NJSC «West Kazakhstan Marat Ospanov Medical University» (hereinafter the Company), undertake not to disclose confidential official information and information constituting commercial and other secret of the Company protected by the legislation of the Republic of Kazakhstan, not to disclose and not to use it in the personal interests or in the interests of third parties during the term of office of a member of the Board of Directors and within 3 (three) years after the termination of powers of a member of the Board of Directors in accordance with the provisions established by the Company bylaws.

An exception to this obligation is my right to disclose the above information in cases established by the legislation of the Republic of Kazakhstan.

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Full name

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signature

**INFORMATION**  
**about the candidate for the position of independent director of**  
**NJSC «West Kazakhstan Marat Ospanov Medical University»**

1. General information:

Surname, first name, patronymic	(in full accordance with an identity card (passport), in case of a change in last name, first name, patronymic, indicate when and for what reason they were changed)
Date and place of birth	
Permanent residence, phone numbers	(indicate the detailed address, office, home, other contact phone numbers, including the code of the settlement)
Citizenship	
Full details of an identity document	

2. Information about close relatives (parents, spouse, brother, sister, children), as well as relatives (brother, sister, parents, children of the spouse (s):

№ п/ п	Surname, first name, patronymic	Date, month, year of birth	Blood relationship	Place of work and position
1				
2				
3				
4				

3. Direct or indirect participation in the authorized capital of legal entities:

№ п/п	Name and location	Statutory activities of legal entity	Amount and Share of participation
1			



2			
3			
4			

#### 4. Professional data

Education, including vocational education appropriate profile	(indicate the name and location of the educational institution, faculty or department, the period of study, the qualification awarded, details of the diploma of education)
Additional education, including extension courses qualifications in the field in which he works, academic degrees	(indicate the name and location of the educational institution, the period of study, details of the diploma of education, certificate, certificates)
Experience	(describe available work experience: job responsibilities, professional skills)
Work experience on the Board of Directors	
Knowledge of languages	
Opportunity to devote time to the work of an independent director	
Achievements	(indicate information on this issue, for example, the name of scientific publications, participation in scientific developments, bills, and so on)
Membership in professional organizations	
Other information having attitude to this issue	(information characterizing the professional competence of the candidate is indicated)

#### 5. Information about labor activity:

№ п/п	Work period (month year)	Name of organization, positions held and job responsibilities, organization coordinates
1		
2		

#### 6. Other information:

The presence of a conviction not canceled or not removed in the manner prescribed by law, including for crimes committed in the field of economic activity, for corruption and other crimes against the interests of public service and public administration	Yes/No
Availability of data on the deprivation by supervisory authorities of official duties for violation of the law	Yes/No If «Yes», who applied the measure of impact
Previously, he was the Chairman of the Board of Directors, the first head (Chairman of the Management Board), deputy head, chief accountant of another legal entity for a period of not more than one year prior to the decision on its forced liquidation, forced repurchase of shares, conservation or bankruptcy in the prescribed manner	Yes/No Name of company, position, period of work
Other relevant information	(optional)

I (surname, name, patronymic of the candidate for the position of independent director), \_\_\_\_\_ confirm that this information has been carefully checked by me and is reliable and complete. In this connection, I acknowledge that the presence of inaccurate information presented by me is the basis for a review of the appointment (election) to the position of independent director.

\_\_\_\_\_ (signature, date)

**Sole shareholder of  
NJSC «Marat Ospanov WKMU»**

I hereby confirm my consent to the appointment of an independent director of the non-commercial joint-stock company «West Kazakhstan Marat Ospanov Medical University» (hereinafter - the Company).

I also confirm that:

1) I am not an affiliated person of this joint-stock company and was not on this position during the three years preceding election to the board of directors (except for the case of his tenure as an independent director of this joint-stock company);

2) I am not affiliated with respect to affiliates of this joint-stock company; not connected by subordination with officials of a given joint-stock company or organizations - affiliates of this joint-stock company and was not connected by subordination with these persons during the three years preceding his election to the board of directors;

3) I am not a civil servant;

4) I am not a representative of a shareholder at meetings of the bodies of this joint-stock company and have not been a shareholder for three years preceding his election to the board of directors;

5) I do not participate in the audit of this joint-stock company as an auditor working as part of an audit organization, and did not participate in such an audit during the three years preceding my election to the board of directors.

\_\_\_\_\_  
(Full name)

\_\_\_\_\_  
Signature

\_\_\_\_\_ 20 \_\_\_\_\_

**EXPLANATORY NOTE**  
**on the agenda of the meeting of the Board of Directors**  
**of NJSC «Marat Ospanov WKMU»**  
«indicate the name of the issue»

1. The essence of the issue, the justification for the need to submit the issue for consideration by the Board of Directors and the proposed decision on it. Reference to the norms of the legislation of the Republic of Kazakhstan or internal documents of the Company, according to which the proposed issue is introduced.

2. The alleged risks that arise when the Board of Directors takes or does not take the proposed decision, as well as measures to minimize them. Estimated socio-economic and / or legal consequences in the event that the Board of Directors decides on the issue to be addressed (including the need to disclose information in accordance with the legislation of the Republic of Kazakhstan and internal documents of the Company).

3. Specific goals, terms of expected results and expected effectiveness, estimated financial costs associated with the implementation of the decision of the Board of Directors on the issue based on the budget of the Company.

4. Information on decisions previously taken by the bodies of the Company on the issue under consideration.

5. The list of internal documentation and (or) decisions previously made by the Board of Directors to be declared invalid in connection with the adoption of a decision on the considered pigment.

6. Other information.

**Chairman of the Board - Rector** \_\_\_\_\_ (Full name)

Approved by decision of Board of directors of NJSC «Marat Ospanov WKMU»  
minutes from \_\_\_\_\_ 20\_\_  
No. \_\_\_\_\_

**Operating Plan of Board of Directors  
NJSC «West Kazakhstan Marat Ospanov Medical University»  
for \_\_\_\_\_ year**

<b>№ п/п</b>	<b>Issue</b>	<b>Deadline for submission to the Board of Directors (month)</b>	<b>Responsible structural unit</b>	<b>Grounds for raising the issue</b> (indicate the relevant norms of the legislation of the Republic of Kazakhstan, the Charter or internal documents of the Company and other documents that are the basis for considering the issue at the Board of Directors and making decisions on it)
1.				
2.				
3.				
4.				
5.				

**Note: If the issue is submitted for consideration by the Board of Directors after the scheduled deadlines, the structural unit in the memo provides relevant comments indicating objective and reasonable reasons.**

**EXPRESSION IN WRITING**  
**from a member of the Board of Directors (full name)**  
**in person meeting of the Board of Directors of NJSC «West Kazakhstan Marat Ospanov Medical University»**

\_\_\_\_\_ 20\_\_

According to the notification dated \_\_\_\_\_ of 20\_\_ No. \_\_\_\_\_ and the materials submitted to the Board of Directors of NJSC Marat Ospanov WKMU (hereinafter the Company), whose meeting is scheduled for \_\_\_\_\_ 20\_\_ at \_\_\_\_\_ by the address: \_\_\_\_\_, the following issues were submitted:

1. (wording of the issue).
2. (wording of the issue

Due to the impossibility of taking part in a planned meeting of the Board of Directors of the Company, on the basis of paragraph \_\_ of the Regulation on the Board of Directors, I provide my position on the issues on the agenda of the meeting.

**I vote on the agenda:** (vote of a member of the Board of Directors: «FOR», «AGAINST», «ABSTAINED»).

**Issue № 1.** \_\_\_\_\_ wording an issue

Brief written expression of position (opinion of a member of the Board of Directors) on the issue under consideration.

In this connection, I propose voting for the following wording of the decision:

1. (wording of the decision).
2. (wording of the decision).

**On the first item on the agenda I vote:** (vote of a member of the Board of Directors: «FOR», «AGAINST», «ABSTAINED»).

**Issue № 2.** \_\_\_\_\_ wording an issue

Brief written expression of position (opinion of a member of the Board of Directors) on the issue under consideration.

In this connection, I propose voting for the following wording of the decision:

1. (wording of the decision).
2. (wording of the decision).

**On the second item on the agenda I vote:** (vote of a member of the Board of Directors: «FOR», «AGAINST», «ABSTAINED»).

**Member of the Board of Directors**  
**NJSC Marat Ospanov WKMU**

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Full name

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signature

**DECISION of meeting by means of telecommunication of the Board of Directors of NJSC «West Kazakhstan Marat Ospanov Medical University»**

\_\_\_\_\_ No. \_\_\_\_ \_\_\_\_\_ 20\_\_

Location of the non-commercial joint-stock company «West Kazakhstan Medical University named after Marat Ospanov» (hereinafter - NJSC Marat Ospanov WKMU or the Company): Republic of Kazakhstan, 030019, Aktobe,

\_\_\_\_\_.  
The following members of the Board of Directors were elected at the date of the newsletter and signing of this minutes:

**Chairman of the Board of Directors:**

(surname, name, patronymic) - (position)

**Members of the Board of Directors:**

(surname, name, patronymic) - (position)

(surname, name, patronymic) - (position)

(surname, name, patronymic) - (position)

(surname, name, patronymic) - (position)

(surname, name, patronymic) - (position)

The meeting of the Board of Directors of the Company was convened by the Chairman of the Board of Directors of the Company (surname, name, patronymic of the chairman of the Board of Directors are indicated).

In accordance with the Law of the Republic of Kazakhstan «On Joint Stock Companies» and the Charter of the Company, at the discretion of the Chairman of the Board of Directors of the Company, decisions by the Board of Directors of the Company on issues on the agenda are carried out by absentee voting based on the count of votes on duly signed ballots (attached).

A notice on the submission of issues for absentee voting dated \_\_\_\_ . 20\_\_ No. \_\_\_\_ was handed over to the members of the Board of Directors of the Company on \_\_\_\_ . 20\_\_ (indicate the delivery method if a different notification method was chosen).

Absentee voting was carried out on ballots delivered to members of the Board of Directors of the Company. The deadline for the provision of voting ballots is set for \_\_\_\_ 20\_\_ at the location of the Company at the address: \_\_\_\_\_, Republic of Kazakhstan, Aktobe.

The ballots submitted are signed by the members of the Board of Directors and received from them on time (attached).

There are no objections to the consideration of issues in absentia (indicate and formulate according to the Charter on the removal of the issue if at least one of the members of the Board of Directors is against the consideration of the issue in absentia).

**Participated in the absentee ballot:**



**Chairman of the Board of Directors:**

(surname, name, patronymic) - (position)

**Members of the Board of Directors:**

(surname, name, patronymic) - (position)

(surname, name, patronymic) - (position)

(surname, name, patronymic) - (position)

(surname, name, patronymic) - (position)

(surname, name, patronymic) - (position)

There is a quorum for decision making.

**The following agenda of the absentee meeting of the Board of Directors is presented for consideration by the Board of Directors:**

1. indicate the name of the agenda item in absentia;
2. indicate the name of the agenda item in absentia;
3. Indicate the name of the agenda item in absentia.

On the agenda of the absentee meeting of the Board of Directors of the Company, members of the Board of Directors voted:

«**FOR**» - (indicates the number of votes, full name of the members of the Board of Directors);

«**AGAINST**» - (indicates the number of votes, full name of the members of the Board of Directors and the reasons why a member of the Board of Directors voted «**AGAINST**» or has separate comments);

«**ABSTAINED**» - (indicates the number of votes, full name of the members of the Board of Directors and the reasons why a member of the Board of Directors voted «**ABSTAINED**» or has separate comments).

On the \_\_\_\_\_ item on the agenda, having examined the submitted materials, in accordance with (the norms of the Law of the Republic of Kazakhstan «On Joint-Stock Companies» are indicated, the provisions of the norms of the Charter of the Company and other provisions of the internal documents of the Company on the basis of which the decision is made), the Board of Directors DECIDED:

1. \_\_\_\_\_;
2. \_\_\_\_\_;
3. \_\_\_\_\_.

«**FOR**» - (indicates the number of votes, full name of the members of the Board of Directors);

«**AGAINST**» - (indicates the number of votes, full name of the members of the Board of Directors and the reasons why a member of the Board of Directors voted «**AGAINST**» or has separate comments);

«**ABSTAINED**» - (indicates the number of votes, full name of the members of the Board of Directors and the reasons why a member of the Board of Directors voted «**ABSTAINED**» or has separate comments).

**Chairman of the Board of Directors** \_\_\_\_\_ signature \_\_\_\_\_ Full name \_\_\_\_\_

**Corporate secretary**  
**NJSC Marat Ospanov WKMU** \_\_\_\_\_ signature \_\_\_\_\_ Full name \_\_\_\_\_

**Absentee ballot of a member of the Board of Directors of NJSC «West Kazakhstan Marat Ospanov Medical University»**

Location of the non-commercial joint-stock company «West Kazakhstan Medical University named after Marat Ospanov» (hereinafter - NJSC Marat Ospanov WKMU or the Company): Republic of Kazakhstan, 030019, Aktobe,

\_\_\_\_\_.

The meeting of the Board of Directors of the Company is convened (the position, status, surname, name, patronymic is indicated).

Date of presenting this ballot to a member of the Board of Directors of the Company (surname, name, patronymic of a member of the Board of Directors) \_\_. \_\_. 20\_\_.

The signed ballot must be transmitted no later than \_\_. \_\_. 20\_\_ before 18-00. to the Corporate Secretary of the Company at the location of the Company.

Please vote on the decision by signing in the appropriate column on the agenda item.

If you vote for the decision, please put your signature in the «FOR» column.

If you vote against, please put a signature in the column «AGAINST».

If you abstained, please put a signature in the «ABSTAINED» column.

**Agenda:**

1. indicate the name of the agenda item in absentia;
2. indicate the name of the agenda item in absentia;
3. Indicate the name of the agenda item in absentia.

**A member of the Board of Directors decided:**

To approve the agenda of the in absentia meeting of the Board of Directors of Marat Ospanov WKMU.

FULL NAME	«FOR»	«AGAINST»	«ABSTAINED»
Indicate full name.			

\_\_\_\_\_.

(Indicate the reasons for disagreeing with the proposed agenda items, or the reasons why a member of the Board of Directors «abstained»)

On the \_\_\_\_\_ item on the agenda, having examined the submitted materials, in accordance with (the norms of the Law of the Republic of Kazakhstan «On Joint-

Stock Companies» are indicated, the provisions of the norms of the Charter of the Company and other provisions of the internal documents of the Company on the basis of which the decision is made), the **Board of Directors DECIDED:**

1. \_\_\_\_\_;
2. \_\_\_\_\_.
3. \_\_\_\_\_.

<b>FULL NAME</b>	<b>«FOR»</b>	<b>«AGAINST»</b>	<b>«ABSTAINED»</b>
Indicate full name.			

\_\_\_\_\_  
(Indicate the reasons for disagreeing with the proposed agenda items, or the reasons why a member of the Board of Directors «abstained»)

**MINUTES No. \_\_**  
**Meetings of members of the Board of Directors**  
**NJSC «West Kazakhstan**  
**Marat Ospanov Medical University»**

city \_\_\_\_\_ 20\_\_

**Venue of the meeting of the Board of Directors of NJSC Marat Ospanov WKMU:**  
Republic of Kazakhstan, \_\_\_\_\_.

**Location of the non-commercial joint-stock company «West Kazakhstan Marat Ospanov Medical University» (hereinafter NJSC Marat Ospanov WKMU or the Company):** Republic of Kazakhstan, 030019, Aktobe, Astana district, 68 Maresyev street.

**Meeting opening time:** \_\_\_\_ часов \_\_\_\_ минут.

**Meeting closing time:** \_\_\_\_ часов \_\_\_\_ минут.

**Meeting Form:** \_\_\_\_\_

The following members of the Board of Directors are present at the meeting:

**Chairman of the Board of Directors** \_\_\_\_\_ :  
(Full name) - (position)

**Members of the Board of Directors:**

(surname, name, patronymic) - (position)

(surname, name, patronymic) - (position)

(surname, name, patronymic) - (position)

(surname, name, patronymic) - (position)

(surname, name, patronymic) - (position)

Invited persons:

(Surname, name, patronymic of the invited members of the Company are indicated)

**Meeting agenda:**

1. indicate the name of the issue on the agenda of the meeting;
2. indicate the name of the issue on the agenda of the meeting;
3. indicate the name of the issue on the agenda of the meeting.

The minutes of the meeting of the Board of Directors are conducted by  
\_\_\_\_\_ - Corporate Secretary of NJSC Marat Ospanov WKMU

On the \_\_\_\_\_ agenda item, he made a speech (the position and surname, name, patronymic of the rapporteur), who reported (a) the following.

(outlines the essence of the agenda item) \_\_\_\_\_

They took part in the discussion of the issue (surnames, names, patronymics of those who participated in the discussion of the issue and a brief summary of their comments are indicated).

«**FOR**» - (indicates the number of votes, full name of the members of the Board of Directors);

«**AGAINST**» - (indicates the number of votes, full name of the members of the Board of Directors and the reasons why a member of the Board of Directors voted «**AGAINST**» or has separate comments);

«**ABSTAINED**» - (indicates the number of votes, full name of the members of the Board of Directors and the reasons why a member of the Board of Directors voted «**ABSTAINED**» or has separate comments).

Having considered the \_\_\_\_\_ issue, **the Board of Directors DECIDED:**

1) \_\_\_\_\_;

2) \_\_\_\_\_;

3) (indicate the position, surname, name, patronymic) take the necessary measures related to the implementation of this decision.

The Chairman of the Board of Directors announced that the agenda for the meeting had been exhausted and thanked the members of the Board of Directors and those invited.

**Chairman of the Board of Directors**                      signature              Full name

**Corporate secretary**              signature              Full name \_\_\_\_\_