

**APPROVED by  
the decision of the Board of  
Directors of NPJSC Abaylkas  
Saginov Karaganda Technical  
University (Minutes No.1  
dated October 01, 2020)**  
*(with amendments and additions dated  
December 27, 2024, minutes  
No. 13/44)*

**Provision on the corporate secretary of non-profit joint-stock company  
Abaylkas Saginov Karaganda Technical University**

**1. General Provision**

1. This Provision has been developed in accordance with the Law of the Republic of Kazakhstan “On Joint-Stock Companies”, Order of the Minister of National Economy of the Republic of Kazakhstan dated October 5, 2018 No. 21 “On Approval of the Model Code of Corporate Governance in State-controlled Limited Companies, with the exception of the National Welfare Fund”, the Charter of “Abaylkas Saginov Karaganda Technical University” Non-Profit Joint-Stock Company (hereinafter referred to as the Company), the Collective Agreement between Abaylkas Saginov Karaganda Technical University NPJSC and the trade union organization of teachers and staff of the University for 2023-2026 and other regulatory legal acts of the Republic of Kazakhstan ([this paragraph was supplemented by the decision of the Board of Directors of the Company dated December 27, 2023](#)).

2. In its activities, the Corporate Secretary is guided by the current legislation of the Republic of Kazakhstan, these provision, the Company's Charter, the Corporate Governance Code of NPJSC Abaylkas Saginov Karaganda Technical University and other internal regulatory documents of the Company, as well as decisions of the Sole Shareholder and the Board of Directors ([this paragraph was supplemented by the decision of the Board of Directors of the Company dated December 27, 2024](#)).

3. The Corporate Secretary is an employee of non-profit joint-stock company who is not a member of the Board of Directors and (or) the executive body of the Company, appointed by the Board of Directors. In his/her activities, the Corporate Secretary is accountable and subordinate to the Board of Directors ([this paragraph was amended by the decision of the Board of Directors of the Company dated December 27, 2024](#)).

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

5. The corporate secretary ensures the preparation and holding of meetings of the Board of Directors, the preparation of materials for the meeting of the Board of Directors, controls the provision of access to materials for the preparation of a meeting of the Board of Directors.

**2. Procedure for appointment and dismissal of Corporate Secretary**

6. The corporate secretary is appointed by the decision of the Board of Directors. The decision is taken by a simple majority of votes of the members of the Board of Directors.

7. The issue of appointing or dismissing the Corporate Secretary is submitted to the meeting of the Board of Directors. The presence of the candidate for the position of the Corporate Secretary at the specified meeting is mandatory.

8. The following information must be submitted regarding the nomination of the Corporate Secretary to 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 about work experience for the last 5 years;

5) written application of the candidate on the appointment to the position of the Corporate Secretary of the Company.

9. A person who meets the following requirements is appointed to the position of Corporate Secretary:

1) the presence of a higher legal or economic education;

2) availability of special training in corporate governance;

3) having at least 3 years of professional experience, including at least 1 year as a supervisor;

4) the availability of knowledge, experience and qualifications sufficient to perform the duties assigned to him.

5) the presence of a good business reputation, as well as organizational and analytical abilities and skills.

(this paragraph was amended by the decision of the Board of Directors of the Company dated December 27, 2024).

10. By a decision of the Board of Directors, the term of office of the Corporate Secretary, the size of the official salary and the terms of remuneration, bonuses and (or) remuneration are determined in accordance with the internal documents of the Company.

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

(this item was included by the decision of the Board of Directors of the Company dated December 27, 2024)

11. In accordance with the decision of the Board of Directors, an employment contract is concluded with the Corporate Secretary, which is signed on behalf of the Company by the Chairman of the Management Board - Rector or another person authorized by the Board of Directors.

12. The employment contract must provide for the responsibility of the Corporate Secretary for disclosing information constituting commercial, official and other secrets of the Company protected by the legislation of the Republic of Kazakhstan.

13. The Board of Directors has the right to make a decision on early termination of the powers of the Corporate Secretary and termination of the agreement concluded with him in the manner prescribed by the legislation of the Republic of Kazakhstan.

14. 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 to appoint a new Corporate Secretary can be made simultaneously with the decision to early terminate the powers of the current Corporate Secretary.

15. To the newly appointed Corporate Secretary, his predecessor must transfer files, documents and a database of documents in electronic and (or) paper form. The transfer of cases is carried out no later than 5 (five) working days from the date of appointment of a new Corporate Secretary according to the transfer act, which must indicate the basis for the transfer of cases, the date of transfer, the name and composition of the transferred documentation, a list of cases (events, actions, requests) that are pending and must be fulfilled by the newly elected Corporate Secretary.

16. The performance of the duties of the Corporate Secretary, in his absence, is carried out by a person temporarily appointed by the decision of the Board of Directors from among the employees of the Company.

### **3. Functions of the Corporate Secretary**

17. To ensure compliance by divisions, officials of the Company with the legislation in the field of corporate governance, the provisions of the Charter and other internal documents of the Company, as well as to improve the policy and practice in the field of corporate governance, the Corporate Secretary is assigned the following functions:

1) monitoring the implementation, compliance by the bodies and officials of the Company with the legislation of the Republic of Kazakhstan and internal documents of the Company;

2) revealing, within the framework of the performance of its functions, violations in terms of corporate governance norms stipulated by the legislation of the Republic of Kazakhstan, the Charter and other internal documents of the Company;

3) participation in the development, revision of the corporate governance policy and practice, as well as other internal documents of the Company within its competence;

4) advising officials, employees of the Company, within their competence, on corporate governance issues;

5) monitoring and analysis of existing practice, trends and development prospects in the field of corporate governance in the Republic of Kazakhstan, world practice and making proposals for improving the corporate governance practice of the Company.

18. To ensure the efficiency of the Board of Directors and its committees, the Corporate Secretary is assigned the following functions:

1) rendering assistance to the Chairman of the Board of Directors in drawing up a work plan and meeting agendas;

2) organization of meetings of the Board of Directors and its committees;

3) ensuring that members of the Board of Directors receive up-to-date and timely information sufficient for making decisions on the issues on the agenda and within the competence of the Board of Directors;

4) advising members of the Board of Directors on issues related to the legislation of the Republic of Kazakhstan, the Company's Charter, the Corporate Governance Code, internal documents, monitoring changes and timely informing members of the Board of Directors;

5) taking minutes of meetings of the Board of Directors and committees, timely signing of decisions of the Board of Directors (minutes), ensuring the storage of minutes, transcripts, audio-video recordings, materials of meetings of the Board of Directors and committees;

6) sending decisions of the Board of Directors to the relevant divisions and officials of the Company, monitoring their implementation and informing the Board of Directors about the results of execution in the manner established by the Board of Directors;

7) provision (ensuring the provision) to the members of the Board of Directors of the requested documents and information;

8) organization of interaction of members of the Board of Directors with the Sole Shareholder, the Management Board of the Company;

9) organization of the inauguration of newly elected members of the Board of Directors.

10. organization of training of members of the Board of Directors and involvement of experts

In terms of ensuring interaction with the Sole Shareholder:

1) timely transmission of materials on issues submitted for consideration by the Sole Shareholder for making appropriate decisions;

2) ensuring proper interaction of the Company with the Sole Shareholder, including control over the timely provision of information on requests from the Sole Shareholder;

Regarding the implementation of good corporate governance practices:

1) monitoring the implementation and compliance with the principles and provisions of the Corporate Governance Code;

2) preparation of a report on compliance with the principles and provisions of this Corporate Governance Code;

3) identification, within the framework of the exercise of their powers, of violations of the norms of corporate governance stipulated by the legislation, the Charter and other documents of the Company;

4) advising the Sole Shareholder, officials, and employees of the Company on corporate governance issues;

5) monitoring the best global practices in the field of corporate governance and making proposals to improve corporate governance practices in the Company. (Paragraph 111 of the CGC).

*(this paragraph was amended and supplemented by the decision of the Board of Directors of the Company dated December 27, 2024).*

## **19. Other functions**

In terms of ensuring interaction with the Sole Shareholder:

1) timely sending of materials on issues submitted for consideration by the Sole Shareholder for making appropriate decisions;

2) ensuring proper interaction of the Company with the Sole Shareholder, including control over the timely provision of information on requests from the Sole Shareholder.

Regarding the implementation of good corporate governance practices:

1) monitoring the implementation and compliance with the principles and provisions of the Corporate Governance Code;

2) preparation of a report on compliance with the principles and provisions of this Corporate Governance Code;

3) identification, within the framework of the exercise of their powers, of violations of the norms of corporate governance stipulated by the legislation, the Charter and other documents of the Company;

4) advising the Sole Shareholder, officials, and employees of the Company on corporate governance issues;

5) monitoring the best global practices in the field of corporate governance and making proposals to improve corporate governance practices in the Company. (Item 111 of the CGC).

*(this paragraph was amended by the decision of the Board of Directors of the Company dated December 27, 2024).*

20. In order to perform his functions, the Corporate Secretary is given the following powers:

1) request and receive from the Company's bodies, officials and employees materials sufficient for decision-making at meetings of the Board of Directors and materials necessary for decision-making by the Sole Shareholder

2) interact with the Chairman and members of the Board of Directors, the Chairman and members of the Management Board, employees of the Company, and the Sole Shareholder;

3) take measures to organize meetings of the Board of Directors.

*(this paragraph was amended and supplemented by the decision of the Board of Directors of the Company dated December 27, 2024)*

#### **4. Rights and duties of the Corporate Secretary**

21. The Corporate Secretary has the right to:

1) request and receive from officials, heads of the Internal Audit Service, structural divisions of the Company materials (information), if necessary, explanations necessary for the performance of their functions;

2) check the completeness of the submitted 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 a progress report on the implementation of decisions of the Sole Shareholder, the Board of Directors, and, in case of non-fulfillment or violation of deadlines, request written explanations of the reasons for non-fulfillment or late execution of decisions;

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

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

6) prepare and send responses to the Sole Shareholder's requests (within the framework of corporate governance);

7) sign the protocol, extracts from the protocol and certify with the seal of the Company.

22. The Corporate Secretary is obliged to:

1) when carrying out activities, comply with the norms and requirements of the legislation of the Republic of Kazakhstan, the Charter, the Code, these Regulations and other internal documents of the Company;

2) execute the instructions of the Board of Directors;

3) report on their activities to the Board of Directors;

4) to observe the confidentiality of information about the Company, insider information that became

known during the period of performance of the functions of the Corporate Secretary and for at least three (3) years. years after termination of powers as Corporate Secretary.

5) to assist in the timely and high-quality adoption of interrelated and (or) complementary corporate decisions by the Board of Directors and the sole shareholder;

6) act as an advisor to the members of the Board of Directors, the Management Board, the anti-corruption compliance service and the Ombudsman on all issues of their activities and the application of the provisions of the Corporate Governance Code of the Company, as well as monitoring the implementation of the provisions of the Code and participating in the improvement of corporate governance in the Company;

7) monitor the timely execution of corporate decisions made by the Sole Shareholder and the Board of Directors;

8) monitor the execution by the executive body and other key employees of the decisions of the Sole Shareholder and the Board of Directors, inform the Board of Directors about the execution/non-execution;

9) prepare a report on compliance with the principles and provisions of the Company's Corporate Governance Code, which is included in the Company's annual report.

*(this paragraph was supplemented by the decision of the Board of Directors of the Company dated December 27, 2024).*

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

23. The Corporate Secretary must act in the interests of the Company and the Sole Shareholder, and fulfill his duties in good faith.

24. The corporate secretary, in the manner prescribed by the legislation of the Republic of Kazakhstan and the internal documents of the Company, is responsible for:

1) proper performance of the functions, rights and obligations assigned to him;

2) losses caused to the Company by its action (inaction);

3) disclosure of information constituting an official or other secret;

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

25. The responsibility of the Corporate Secretary is fixed in the employment contract concluded with him.

26. Refusal of the members of the Board of Directors and (or) the Chairman of the Management Board of the Company to take measures to eliminate corporate conflicts, or to prevent potential corporate conflicts, after they have been informed by the Corporate Secretary, releases the latter from responsibility for organizing the resolution of corporate conflicts.

## **6. Terms of remuneration and bonuses for the Corporate Secretary**

27. The salary of the Corporate Secretary is determined by the amount of the official salary established by the employment contract and other compensatory, incentive and (or) incentive payments in accordance with the legislation of the Republic of Kazakhstan, this Regulation and other internal documents of the Company.

Payroll is calculated in accordance with the time table. The accounting of the actual time worked by the Corporate Secretary is carried out by the responsible structural unit. *(this paragraph was supplemented by the decision of the Board of Directors of the Company dated December 27, 2024).*

27-1. When providing annual paid work leave to the Corporate Secretary, a recovery allowance in the amount of one month's official salary is paid (this item was supplemented by the decision of the Company's Board of Directors dated December 27, 2023). dated December 27, 2023).

27-2. Other social benefits and entitlements to the Corporate Secretary are paid in accordance with the Collective Agreement of the Company *(this paragraph was supplemented by the decision of the Board of Directors of the Company dated December 27, 2023).*

28. By decision of the Board of Directors, the Corporate Secretary is paid a bonus based on the results of his work for the reporting period of no more than four official salaries per year, in case of high-quality and effective performance of his functional duties, taking into account the fulfillment of KPIs

(appendix 1) (this paragraph was amended by the decision of the Board of Directors of the Company dated December 27, 2024).

29. In honor of the celebration of national, state and professional holidays of the Republic of Kazakhstan, due to savings in the salary fund, the Board of Directors may award a Corporate Secretary in an amount corresponding to the amount of the bonus payment in such cases to an employee of the Company with an official salary equivalent to the official salary of the Corporate Secretary, while the total annual amount of this award is not more than ten minimum amounts wages, established by the legislation of the Republic of Kazakhstan on the republican budget for the relevant financial year (this paragraph was amended by the decision of the Board of Directors of the Company dated December 27, 2024).

30. Bonuses are paid on the basis of the order of the Chairman of the Management Board or the person performing his duties.

## **7. Support for the activities of the Corporate Secretary**

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

1) have a separate office located directly at the location of the Company;

2) the workplace should be provided with a personal computer, and the Corporate Secretary himself - with a laptop (Notebook);

3) the necessary office equipment, a safe, a fireproof metal cabinet for storing documents.

32. The amount of travel expenses (daily allowance, expenses for renting accommodation, travel expenses to the place of business trip and back) for the Corporate Secretary is determined in accordance with the internal documents of the Company.

## **8. Final provisions**

33. Approval of the Regulation, as well as introduction of amendments and additions to it, falls within the competence of the Board of Directors of the Company.

34. If individual clauses of this Regulation conflict with the current Legislation, these clauses become invalid and in terms of the issues regulated by these clauses, one should be guided by the norms of the current Legislation until the appropriate amendments to this Regulation are made.



### KPI of the Corporate Secretary

The assessment of the Corporate Secretary's performance is determined by key indicators:

No .	Name of the KPI of the corporate secretary's activity	Indicator	Weight, %	Critical indicator	Target indicator	Fact	Report form
1	2	3	4	5	6	7	8
1	Implementation of the annual work plan of the Board of Directors and its Committees.	Percentage of meetings held on time.	20	70	100		Report on the implementation of the work plan of the Board of Directors and Committees for the reporting period.
2	Ensuring timely disclosure of information on corporate events in the Financial statement depositories	The number of claims from regulatory authorities related to the untimely disclosure of information in the Financial statement depositories.	20	2	0		Notifications on the results of processing electronic reports received by JSC Information Accounting Center.
3	Efficiency of the corporate governance system.	Number of lawsuits related to corporate governance issues.	10	2	0		Certificate from the Head of the Legal Department of the Company.
4	Ensuring control over the implementation of decisions of the Sole Shareholder and the Board of Directors.	The number of unimplemented decisions due to inaction on the part of the Corporate Secretary.	10	3	0		Report on the implementation of decisions of the Sole Shareholder and the Board of Directors for the reporting period.
5	Ensuring updating and posting of information in the "Corporate	The number of justified claims from members					Information on the presence of comments

	Governance” section on the Company’s Internet resource.	of the Board of Directors and the Sole Shareholder regarding the presence of incomplete or inaccurate information on corporate governance in the Company.	10	3	0		from members of the Board of Directors and the Sole Shareholder.
6	Satisfaction of the Board of Directors with the performance of the Corporate Secretary.	The average rating value from 1 to 5 is calculated based on the results of a survey of members of the Board of Directors.	20	by meaning	100		Results of the survey of members of the Board of Directors.
7	Ensuring proper preparation of materials on agenda items.	The number of justified complaints from members of the Board of Directors regarding the quality of preparation of documents for the meeting of the Board of Directors.	10	3	0		Information on the presence of comments from members of the Board of Directors regarding the quality of preparation of documents for the meeting of the Board of Directors.
			100%				

### Calculation of key indicators of the corporate secretary:

1. The percentage of fulfillment of the annual work plan of the Board of Directors and its Committees is calculated using the formula:

$$KP1 = (Kf / Kpl) * 100\% + (KVN / Kpl) * 100\%,$$

Where

KP1 – coefficient of fulfillment of the work plan of the Board of Directors and its Committees, %;

Kf – the number of planned issues actually considered at meetings of the Board of Directors and Committees;

Kpl – number of planned questions;

KVN – the number of questions considered outside the plan.

2. Ensuring timely disclosure of information on corporate events is determined by the number of claims from regulatory authorities related to untimely disclosure of information in the Financial statement depositories:



<b>Number of claims from the regulatory authorities</b>	<b>Percentage of indicator effectiveness</b>
0	100%
1	50%
2 or more	0%

3. The effectiveness of the corporate governance system is determined by the number of lawsuits related to corporate governance issues:

<b>Number of lawsuits related to corporate governance issues</b>	<b>Percentage of indicator effectiveness</b>
0	100%
1	50%
2 or more	0%

4. The effectiveness of the implementation of decisions of the Sole Shareholder and the Board of Directors is determined by the number of unimplemented decisions in the presence of inaction on the part of the Corporate Secretary:

<b>Number of unimplemented decisions due to inaction on the part of the Corporate Secretary</b>	<b>Percentage of indicator effectiveness</b>
0	100%
1	66.6%
2	33.3%
3 or more	0%

5. The effectiveness of updating and posting information in the “Corporate Governance” section on the Company’s Internet resource is determined by the number of justified claims from members of the Board of Directors and the Sole Shareholder regarding the presence of incomplete or inaccurate information on corporate governance in the company:

<b>Number of claims from members of the Board of Directors and the Sole Shareholder</b>	<b>Percentage of indicator effectiveness</b>
0	100%
1	66.6%

2	33.3%
3 or more	0%

6. The satisfaction of the Board of Directors with the activities of the Corporate Secretary is determined based on the results of a survey of members of the Board of Directors. To evaluate the Corporate Secretary, each member of the Board of Directors completes a questionnaire in accordance with Appendix 2.

When assessing the activities of the Corporate Secretary, the following is carried out:

- 1) comparison of the activities of the Corporate Secretary with the provisions of the Company Charter and the Regulations on the Corporate Secretary;
- 2) assessment of the organization of meetings of the Board of Directors;
- 3) assessment of the performance of the Corporate Secretary's functional duties;
- 4) assessment of the effectiveness of interaction with the Sole Shareholder and the Board of Directors.

The satisfaction of the Board of Directors with the activities of the Corporate Secretary is calculated using the formula:

$$KP6 = (\sum_{i=1}^7 Kpi) / \text{number of questionnaires} * 100\%$$

Where:

KP6 – satisfaction of the board of directors with the activities of the corporate secretary;

Kri is the result of the assessment of the activities of the Corporate Secretary based on the results of a survey of one member of the board of directors.

7. The effectiveness of proper preparation of materials on agenda items is determined by the number of justified complaints from members of the Board of Directors regarding the quality of preparation of documents for the meeting of the Board of Directors:

Number of complaints from members of the Board of Directors regarding the quality of document preparation	Percentage of indicator effectiveness
0	100%
1	66.6%
2	33.3%
3 or more	0%

The performance evaluation of the Corporate Secretary is determined by the following formula:

$$KP_{\text{result}} = \sum_{i=1}^7 (K\Pi i * Beci) / 100\%$$

### Corporate Secretary KPI Rating Scale

<b>Total KPI percentage</b>	<b>KPI assessment</b>
90 – 100%	Key performance indicators are fully met
70 – 89%	Key indicators in the main part have been achieved
50 – 69%	Key performance indicators are partially not met
0 – 49%	Key performance indicators are not met

## Corporate Secretary Performance Assessment Questionnaire

1. The questionnaire is completed by each member of the board of directors, while maintaining confidentiality;
2. On a scale from 1 to 5, please indicate the score that corresponds to your opinion:
  - 1 – *completely disagree*;
  - 2 – *rather disagree*;
  - 3 – *I take a neutral position*;
  - 4 – *rather agree*;
  - 5 – *I completely agree*.
3. If you have any special opinions, recommendations or wishes, please fill out the appropriate section of the questionnaire.
4. Based on the results of filling out the questionnaire, the Corporate Secretary calculates the total number of responses with a mark from 1 to 5 and calculates the average rating value, as well as compiles a list of comments, recommendations and wishes.

No.	Evaluation criteria	Score in points	Comments/ recommendations/wishes
1	The corporate secretary is aware of the functions and duties of his job		
2	Ensures the effective functioning of the Board of Directors and its committees		
3	Ensures the development of the draft annual Work Plan of the Board of Directors		
4	Ensures that members of the Board of Directors are provided with the requested information		
5	Explains to members of the Board of Directors the provisions of documents submitted for consideration by the Board of Directors		
6	Sends the agenda and materials to the members of the Board of Directors in a timely manner		
7	Ensures interaction between members of the Board of Directors and the Company's bodies		
Corporate Secretary Performance Assessment Result (Average Score)			

## A M E N D M E N T   S H E E T

### **1. Changes #1:**

- approved by the decision of the Board of Directors of the NPJSC "Abylkas Saginov Karaganda Technical University" (minutes No. 3 of April 27, 2022).

### **2. Additions No. 2:**

- approved by the decision of the Board of Directors of the NPJSC "Abylkas Saginov Karaganda Technical University" (minutes No. 9 of December 27, 2023).

### **3. Additions No. 3:**

- approved by the decision of the Board of Directors of the NPJSC "Abylkas Saginov Karaganda Technical University" (minutes No. 13 of December 27, 2024).