

**Policy**  
**on professional development of members of the Board of Directors of NC**  
**“KazMunayGas” JSC and attraction of external experts by members of the**  
**Board of Directors of JSC NC “KazMunayGas”**

**1. General provisions**

1. The present Policy on professional development of members of the Board of Directors of NC “KazMunayGas” JSC and attraction of external experts by members of the Board of Directors of NC “KazMunayGas” JSC (hereinafter – the Policy) is developed in line with the Law of the RoK “On Joint-Stock Companies”, the Charter, the Code on Corporate Governance and other internal documents of NC “KazMunayGas” JSC (hereinafter - KMG) and in line with the best corporate governance practice.

2. The present Policy is aimed at promotion of the efficiency and deliberateness of resolutions adopted by members of the Board of Directors through introduction of a systematic, structured and transparent procedure for upgrading the skills and qualification of members of KMG’s Board of Directors and implementation of their right for attraction of external experts in case if external professional and independent expert survey is needed on any issues.

3. The Policy specifies the rights and obligations of members of the Board of Directors regarding their professional development and attraction of external experts set in the Regulation on the Board of Directors of KMG; it also regulates the procedure of planning and decision making on professional development and attraction of external experts by members of the Board of Directors.

**2. Rights and obligations of members of the Board of Directors on professional development and attraction of external experts**

4. Members of the Board of Directors will be entitled to improve own qualification - at the expense of KMG and in line with the procedure established by the present Policy - on issues in the competence of members of the Board of Directors and relevant aspects through participation in external and internal training events (seminars/ trainings), conferences (round-table discussions, forums, etc.) and via applying other generally accepted forms of professional development at least once in two years;

5. Members of the Board of Directors will be entitled to attract external experts at the expense of KMG

in line with the procedure established by the Policy if they believe that external professional and independent expert survey is needed on any issues to be considered by members of the Board of Directors.

6. Members of the Board of Directors will be obliged:

- to comply with the procedure set by the present Policy and the other internal documents of KMG while implementing their rights for professional development and attraction of external experts at the expense of KMG;

- to comply with the principle of independence while exercising their rights for professional development and attraction of external experts at the expense of KMG.

7. Objectives and functions of the Corporate Secretary in arrangement of preparatory works and professional development of members of the Board of Directors and attraction of external experts by members of the Board of Directors will be as follows:

- retrieval, collection and submission of information about measures on professional development to members of the Board of Directors;

- rendering assistance to members of the Board of Directors in arrangement of activities on professional development of members of the Board of Directors;

- development of the draft plan on professional development of the Board of Directors members in line with the schedule of meetings of the Board of Directors for a relevant year.

### **3. Procedure of professional development of members of the Board of Directors**

8. The professional development of the Board of Directors members will be carried out in the form of:

- internal corporate training events conducted through attracting experts from the group of companies of “Samruk-Kazyna” JSC and/ or KMG;

- external individual training events arranged by external suppliers in an open format;

- conferences, round-table discussions, symposiums and forums;

- self-training through study with analytical reviews, articles related to professional activity and other information provided to members of the Board of Directors;

- other forms of professional development in line with the resolution of the Board of Directors.

9. The Board of Directors will take a decision by the majority of votes on upgrading qualifications of members of the Board of Directors through approval of the plan on professional development of the Board of Directors members for the current year at the request of members of the Board of Directors.

10. In a relevant request a member of the Board of Directors should specify the subject on which the professional development is needed, the proposed form of training, and substantiation of a need for professional development, as well as the term of professional development.

11. In case of a need for an additional study of procedures set in the group of companies of “Samruk-Kazyna” JSC and/ or KMG, Chairman of KMG Management Board will inform the Board of Directors about a possibility of arranging a training

event for members of the Board of Directors via attraction of external experts from the group of companies of “Samruk-Kazyna” JSC and/ or KMG.

12. Aiming at implementation of the right of members of the Board of Directors for professional development KMG should provide for a separate expenditure item on professional development of members of the Board of Directors in its annual budget.

13. Chairman of the Management Board and the Corporate Secretary of KMG will regularly provide members of the Board of Directors with the information contributing to their professional development, particularly via preparation of regular press reviews for members of the Board of Directors and submission of professional articles on aspects of KMG activity and other related issues.

14. The principle of independence of the parties should be ensured in arrangement of external training events for members of the Board of Directors.

15. Procurement of services on professional development of members of the Board of Directors will be performed in the procedure established by the laws.

#### **4. Procedure of attracting external experts by members of the Board of Directors**

16. The Board of Directors will make a decision by the majority of votes about attraction of external experts to provide consultations on certain issues in the competence of the Board of Directors and Committees of the Board of Directors at the expense of KMG at the request of any member of the Board of Directors or upon recommendations of a Committee of the Board of Directors in case if external professional and independent expert survey is needed on any issues.

17. A relevant request of a member of the Board of Directors or recommendations of a Committee of the Board of Directors should specify the issue on which the consultation is needed as well as its reasons.

18. Aiming at implementation of the right of members of the Board of Directors for attraction of external experts, KMG should provide for a separate item in its annual budget for attraction of external experts to the Board of Directors. Such budget item should include sub-items for attracting external experts to the Committees of the Board of Directors.

19. The principle of independence of the parties should be ensured in selecting external experts to provide consultations on certain issues in the competence of the Board of Directors at the expense of KMG.

20. External experts cannot be attracted to provide consultations at the expense of KMG on certain issues in the competence of the Board of Directors that are associated with personal interests of members of the Board of Directors.

21. Members of the Board of Directors will bear responsibility for justification of any attraction of external experts at the expense of KMG.

22. Expenditures for professional development of members of the Board of Directors are specified in the annual budget of KMG which is discussed and formed in the course of the discussion and approval of KMG’s Development Plan.

23. Services of external experts should be procured in the procedure established by the laws.

## **5. Final provisions**

24. The Board of Directors will assess the efficiency of the present Policy and introduce any amendments and additions to it in case of need.