

**Approved by the Board of Directors
of the joint-stock company
“Astana medical university”**

13 October, 2016

Minutes No.6

REGULATION
on the Corporate secretary of the joint-stock company
“Astana medical university”

Astana, 2016

1. General provisions

1. This Regulation has been developed in accordance with the current legislation of the Republic of Kazakhstan, Charter and other internal documents of the joint-stock company “Astana medical university” (hereinafter – Company).
2. The Regulation determines the procedure of appointment and activity of the Corporate Secretary, his status, competence and terms of rewarding.
3. The Regulation has been developed in accordance with the provisions of the current legislation of the Republic of Kazakhstan as well as taking into account the practice of corporate conduct developing in Kazakhstan, ethical norms, demands and conditions of the activity of companies in the market of funds on the current stage of their development and principles of corporate governance recognized in international practice.
4. Corporate Secretary is a worker of the Company who is not a member of the Board of directors or of the Board of the Company. He is assigned to the position or is dismissed from the post by the decision of the Company’s Board of Directors.
5. Corporate Secretary provides interaction between the Company’s bodies in accordance with the Charter’s provisions and other internal documents of the Company.
6. Corporate Secretary provides submission of matters to the consideration of the Sole Shareholder as well as preparation and conduct of meetings of the Company’s Board of Directors, provides formation of materials on the matters submitted to the consideration of the Sole Shareholder and materials to the meeting of the Board of Directors, controls provision of the access to them.
7. Corporate Secretary interacts with all structural units and officials of the Company to carry out his activity.

Corporate Secretary is accountable to the Company’s Board of directors in his activity.

2. Procedure for the assignment of Corporate Secretary

8. Assignment of Corporate Secretary and determination of the terms of his powers is carried out by the decision of the Company’s Board of Directors. Members of the Board of Directors, head of the executive body of the Company have right to make proposals on candidacies for the post of Corporate Secretary.
9. The matter on the assignment or dismissal of Corporate Secretary from the post is submitted to the in-person meeting of the Company’s Board of Directors. Presence of a candidate (-s) for the post of Corporate Secretary in the indicated meeting is obligatory.

10. The following documents must be submitted to the Board of Directors in hard copy and electronic form:

- 1) Data on the candidate in compliance with Appendix 1 to this Regulation;
- 2) Information on presence (absence) of affiliation to the Company;
- 3) Two recommendation letters from the officials of organizations where the candidate worked before and from a competent leader of professional organizations if possible;
- 4) Written application of the candidate for the appointment to the post of Corporate Secretary of the Company.

11. The Board of Directors has the right to request additional information needed for taking a decision on the appointment of appropriate candidate to the post of Corporate Secretary.

12. A person meeting the following requirements is appointed to the post of Corporate Secretary:

- 1) Presence of higher legal or economic education;
- 2) Presence of professional experience that is no less than 3 (three) years and practical skills in the field of corporate governance and corporate right;
- 3) Presence of professional certificate of Corporate Secretary;
- 4) Presence of knowledge, experience and qualification that are enough for executing obligations assigned to him. Requirements to the knowledge of Corporate Secretary are indicated in Appendix 2 to this Regulation;
- 5) Presence of excellent business reputation as well as such personal qualities as professionalism, honesty, objectivity, proactive attitude, purposefulness, pursuance of upgrading his qualification, sociability, responsibility, ability to resolve corporate conflicts between the conflict parties.
- 6) Presence of organizing and analytical skills and abilities;
- 7) Presence of skills for working with a computer;
- 8) Knowledge of nature of the Company's activity.

13. Labor contract for a term fixed by the Board of Directors is concluded with the person assigned to the post of Corporate Secretary.

14. Labor contract with Corporate Secretary is signed by Chairman of the Board of Directors in the name of the Company.

Labor contract must stipulate the responsibility of Corporate Secretary for the disclosure of information considered as official or commercial secret in accordance with the current legislation and internal documents of the Company.

15. The Company's Board of Directors has the right to take at any time a decision on pre-term termination of powers of Corporate Secretary.

Pre-term termination of the labor contract is carried out in accordance with procedure established by the legislation and labor contract.

16. The decision on the assignment of a new Corporate Secretary can be made concurrently with the decision on pre-term termination of powers of the current Corporate Secretary.

17. The predecessor must hand over the responsibilities, documents and (or) database of documents in hard copy and electronic form to the new Corporate Secretary. Handing over the responsibilities is carried out in the term no later than 5 (five) work days since the moment of appointing a new Corporate Secretary under the delivery-acceptance act which must include in obligatory manner the ground of handing over the responsibilities, data of handing over, name and content of the documents handed over, the list of records (measures, actions, requests) that are on the stage of execution and must be executed by a newly elected Corporate Secretary.

3. The role of Corporate Secretary in the Company

18. Corporate Secretary has an independent viewpoint in the meetings of the Board of Directors and is an authorized and strategic adviser of the Chairman of the Board of Directors.

- 1) Corporate Secretary is a worker with a high status in the Company directly accountable to the Chairman of the Board of Directors;
- 2) Corporate Secretary has necessary powers for the efficient execution of his functions;
- 3) Corporate Secretary applies professional experience, personal connections with the members of the Company's Board and skills of influence to provide the Board of Directors with the information necessary for him to make all strategic decisions;
- 4) Corporate Secretary submits recommendations to the Board members on the quality of materials and controls high level of the information presented to the Board of Directors;
- 5) Corporate Secretary has deep knowledge about the Company and can ensure commercial agreement of important matters.

19. Corporate Secretary unites the Board of Directors, Board and external stakeholders:

- 1) Corporate Secretary facilitates the efficient conduct of a meeting of the Board of Directors;
- 2) Corporate Secretary maintains effective interrelations with all members of the Board of Directors and regulates conflicts if necessary;
- 3) Carries out management and plays an active role in determining the agenda of a meeting and discussion of the Board of Directors.

- 4) Ensures quality of materials and information presented to the members of the Board of Directors;
- 5) Minutes of meetings of the Board of Directors reflect evidence of key discussions and argumentation of complicated issues.

4. Functions of Corporate Secretary

20. The main functions of Corporate Secretary:

- 1) Ensuring the efficiency of corporate governance, including:
 - Participation in the development of the Company's internal documents;
 - Interaction with structural units and officials of the Company in order to ensure execution of norms and requirements of the legislation of the Republic of Kazakhstan in the field of corporate governance, Charter and internal documents of the Company;
 - Analysis of the current practice of corporate governance in the Company, development of proposals on improving it;
- 2) Organization of the preparation and provision of submitting matters to the consideration of the Sole Shareholder in accordance with the current legislation, Charter and other internal documents of the Company, including:
 - regulation of decisions made by the Sole Shareholder and informing the members of the Board of Directors on the decisions of the Sole Shareholder;
 - implementation of requirements of the Sole Shareholder, Board of Directors and other bodies of the Company on the submission of matters to the consideration of the Sole Shareholder;
 - regulation of incoming requirements, and informing the members of the Board of Directors on the requirements of the Sole Shareholder;
 - participation in the preparation of documents and information subject to be considered by the Sole Shareholder; control of opportuneness of preparing such documents and information;
 - agreement of draft decisions of the Sole Shareholder with stakeholders;
 - provision of the members of the Sole Shareholder, officials of the Company with an opportunity to be acquainted with the decisions of the Sole Shareholder; preparation of copies of the decisions;
 - consultation on the procedure of submitting matters to the consideration of the Sole Shareholder;
- 3) provision of the work of the Board of Directors, including:
 - assistance to the Chairman of the Board of Directors in planning the work of the Board of Directors;
 - timely informing the members of the Board of Directors and persons invited on the forthcoming meetings of the Board of Directors;
 - preparation and sending materials on the agenda of the Board of Directors to its members;

- provision of the members of the Board of Directors with the information on the Company's activity required by them;
 - regulation of organizational and technical conduct of the meetings of the /board of Directors;
 - regulation and informing the members of the Board of Directors participating in the meeting on the information accepted by the absent members of the Board of Directors and their viewpoints on the agenda in written form;
 - attendance of the meetings of the Board of Directors and recording the minutes of the meeting, designing the decision of the absentee meeting of the Board of Directors;
 - when holding an absentee meeting of the Board of Directors – preparation of papers for absentee voting, distribution of papers and collection of these papers as well as making conclusion on the results of voting on the agenda of the meeting of the Board of Directors;
 - keeping record of the documents of the Board of Directors;
 - provision of the members of the Board of Directors, Sole Shareholder, officials of the Company, at their request, with an opportunity to be acquainted with the minutes of meetings (with decisions of absentee meetings) of the Board of Directors, preparation of copies of the minutes (decisions) as well as extracts from the minutes of meetings (decisions of absentee meetings) of the Board of Directors;
 - acceptance by structural units of the Company and submission to the members of the Board of Directors of necessary documents and information on the Company's activity;
 - induction of newly elected members of the Board of Directors, explanation of rules and procedures in the Company;
 - regulation of the implementation of specific decisions of the Board of Directors;
 - provision of maintenance of order for making decisions on big deals which are in interest.
- 4) storage of documents and disclosure of the information on the Company, namely:
- provision of the storage of documents indicated in the Law of the Republic of Kazakhstan "On joint-stock companies", in Charter and other internal documents of the Company;
 - provision of the Sole Shareholder with the access to indicated above documents in the established order;
 - organization of the preparation of copies of the document at the request of the Sole Shareholder and the members of the Board of Directors;
 - participation in recording affiliated persons of the Company;
 - organization of the preparation and timely submission of reports, messages on significant facts, announcements and other information subject be disclosed by the Company to the authorized bodies (publication in the established cases);
 - participation in the actualization of information of the official web-site of the Company in Internet;
- 5) organization of interaction between the Company's bodies, including:

- timely identification of forthcoming corporate conflicts, informing appropriate (officials) bodies of the Company on them, taking measures on preventing them, and if necessary provision of resolving conflicts by a competent body (official) of the Company;
- regulation of implementing the procedure for redemption of own shares in cases and orders established by the current legislation;
- organization and regulation of executing the procedures for the implementation of priority right of the Sole Shareholder to the announcement and placing (if there is an appropriate competence of the Sole Shareholder) shares of the Company;
- notification of creditors in case of making decisions on the reorganization of the Company;
- other corporate procedures established by the legislation;

6) other matters:

- establishment of interaction between the Company and its registrar;
- participation in the preparation and implementation of decisions on reorganizing the Company;
- coordination and provision of methodical maintenance of the work of Corporate Secretaries of the Board of Directors of branches (if there are);
- preparation of requests and acceptance of documents and information from branches (if there are), including: Charters, documents on the registration of share issuance; regulation on bodies, other internal documents, minutes of the meetings of the Board of Directors, data on the members of the Board of Directors, on affiliated bodies, extracts verifying the right to possess shares and others;
- participation in action and pre-action works on applying the norms of the legislation of the Republic of Kazakhstan.

4. Rights and obligations of the Corporate Secretary

21. Corporate Secretary must act in the interest of the Company, must implement his obligations and carry out his rights honestly and rationally when carrying out his rights and executing his obligations.

22. Within his competence, Corporate Secretary has the right to:

- 1) Request and accept from officials of the Company, heads of its structural units the information and documents needed for executing his tasks;
- 2) Control the execution of decisions made by the Board of directors and the Sole Shareholder;
- 3) Propose matters for the agenda of the meeting of the Board of Directors and executive body of the Company;
- 4) Prepare and send the Sole Shareholder answers for his mail;
- 5) Present materials on the matters submitted to the Sole Shareholder, the Company's documents subject to be stored and touching on the interests of the Sole Shareholder as well as to prepare replies on other issues accepted

from the Sole Shareholder within the competence entitled to the Corporate Secretary by the current legislation and other internal documents of the Company;

- 6) Request information from the Company's registrar on the operations recorded in the register of the holder of the Company's shares as well as other information from the register needed for the Company;
- 7) Present the registrar the documents connected with the issuance of paper securities by the Company and needed for the registrar for a correct record keeping;

23. Corporate Secretary must:

- 1) In his activity, commit strictly to the norms and requirements of the legislation of the Republic of Kazakhstan, Charter, Code of corporate governance of the Company and its internal documents;
- 2) In his activity, be guided with the current legislation, decisions of the Sole Shareholder and the Company's Board of Directors;
- 3) Execute directions of the Chairman of the Board of Directors;
- 4) At the request of the Sole Shareholder, report on his activity before it;
- 5) Inform the Board of Directors on the situation threatening to violate the norms of the current legislation, rights of the Sole Shareholder as well as on the occurrence of a corporate conflict.

5. Terms of remuneration and rewarding of the Corporate Secretary

24. The salary of the Corporate Secretary is determined by the official salary and other compensational or incentive payments established by the Labor contract in accordance with the legislation of the Republic of Kazakhstan and this regulation.

25. The salary is charged in accordance with the time-sheet. Regulation of time worked out actually by the Corporate Secretary is carried out by the structural unit of the Company responsible for this.

26. The procedure for paying out the salary to the Corporate Secretary is determined by the internal document of the Company regulating the system for remuneration of staff workers.

27. The size of the official salary and terms of rewarding of the Corporate Secretary of the Company not established by this Regulation are determined by the Board of Directors of the Company.

28. In compliance with the decision of the Board of Directors of the Company, bonuses can be paid out for the Corporate Secretary according to the results of his works for a report quarter as well as according to the results of works for a year in

case of qualitative and efficient performance of his functions in the amount not less than one official salary.

29. In honor of celebrating the state holiday of Independence day, professional holiday (Medical worker's day) in the Republic of Kazakhstan and other holidays stipulated in the Company's internal documents, rewarding of the Corporate Secretary of the Company is allowed in the amount corresponding to the amount of bonus payment in such events to the Company's workers with the official salary equal to the official salary of the Corporate Secretary by retrenching the resources of the salary fund.

Appropriate rewarding is carried out on the basis of the order of the executive body's head or of the person executing his activities.

30. Rewarding of the Corporate Secretary established by this Regulation is not carried out in the probation period and if he has an outstanding disciplinary sanction.

31. Rehabilitation benefit in the amount of two official salaries during a calendar year is paid out for the Corporate Secretary of the Company who passed the probation period or was recruited without the probation period when he is provided with annual paid labor vacation

Annual paid labor vacation is given to the Corporate Secretary in accordance with the order of the head of the Company's executive body on the basis of the application addressed to the Chairman of the Company's Board.

32. Financial assistance is rendered to the Corporate Secretary of the Company by retrenching the resources of the salary fund.

Financial assistance stipulated by this paragraph is rendered on the basis of copies of verifying documents (birth certificate (child adoption), marriage certificate, death certificate) in the following cases:

- 1) Child birth (adoption);
- 2) Marriage of the Corporate Secretary;
- 3) Death of a husband (wife) of the Corporate Secretary or his close relatives (parents, children, adopters, children adopted, full and part-blood brothers and sisters).

33. The Corporate Secretary is provided with additional payments, guarantees and compensations in the amount stipulated by the Labor Contract of the Republic of Kazakhstan as well as free will medical insurance at the expense of the Company (if there is an appropriate social package).

Free will medical insurance is not applicable to the Corporate Secretary who is in the probation period.

34. Payments for the Corporate Secretary not stipulated by this Regulation including additional payments, bonuses, premiums and other kinds of financial rewards (monetary or non-cash form) are prohibited.

6. Maintenance of the activity of the Corporate Secretary

35. In order to execute obligations correctly or efficiently, the Corporate Secretary must be provided with necessary organizational and technical conditions, particularly:

- 1) Corporate Secretary must have a separate office that is at the direct location of the Company's central office;
- 2) Workplace of the Corporate Secretary must be equipped with personal desktop computer, and the Corporate Secretary himself – with mobile computer (Laptop);
- 3) Corporate Secretary must be provided with necessary office machines, strongbox, and incombustible metal cabinet to store documents as well as references and periodicals.

36. The amount of trip expenses (daily allowances, expenses for renting accommodation, "to and from" travel expenses) for the Corporate Secretary is determined in accordance with the Company's internal documents.

7. Responsibility of the Corporate Secretary

37. Corporate Secretary is responsible before the Company for wastes harmed the Company by wrongful acts (inactivity) in the order established by the legislation of the Republic of Kazakhstan.

38. Corrective actions are taken against the Corporate Secretary in accordance with the Labor legislation for the non-performance or incorrect performance by the Corporate Secretary of his obligations as well as in the event of defining facts of violation of the Labor discipline.

39. Corporate Secretary has no right to disclose the data considered by the current legislation of the Republic of Kazakhstan and the Company's internal document as commercial secret and other confidential information.

40. Corporate Secretary has no right to use the information of limited access on the Company known to him.

8. Final revision

41. In case of absence of the Corporate Secretary, his obligations are performed by the Secretary of the Board of Directors who is appointed by the Board of Directors from among the Company's workers.

42. If particular paragraphs of this Regulation come into contradiction with the current legislation of the Republic of Kazakhstan, these paragraphs become inoperative, and in the part of matters regulated by these paragraphs it is needed to be guided with the norms of the current legislation of the Republic of Kazakhstan till the moment of making appropriate amendments into this Regulation.

**Appendix 1
to the Regulation on Corporate
Secretary of the joint-stock
company
“Astana medical university”**

CANDIDATE’S PHOTO

The information on the Corporate Secretary candidate

1. General information

Full name	
	(in full accordance with the identity card (passport), in case of change of the name indicate when and why they were changed)
Date and place of birth	
Permanent place of residence, phone numbers	
	(indicate detailed address, numbers of official, home, contact telephones including the code of residential place)
Citizenship	
	(in case of foreign citizenship, indicate number and terms of validity of the permission to be involved as foreign labor)
Full requisites of the identity document	

The information on close relatives (parents, marital partner, brother, sister, children) as well as on in-law relatives (brother, sister, parents, children of the marital partner):

No.	Full name	Date of birth	Kin relationship

Direct or indirect participation in the authorized capital of legal entities (LE):

No.	Name and location	Kind of the	Shareownership

		statutory activity of LE	

2. Professional data:

Education	
	(the name and location of the educational institutional, faculty, qualification, requisites of the education diploma)
Additional education including qualification upgrading courses, special trainings and seminars, scientific degrees	
	(the name and location of the educational institution, training period, requisites of the education diploma, certificate, verification letters)
Experience of the work in the field of corporate right and governance	
	(the number of years of working on the posts of corporate lawyer and/or specialist of the bloc of corporate development and asset management)
Experience of work on governing posts	
	(the number of years of experience)
Achievements made	
	(the information on this matter, for example, name of scientific publications, participation in scientific developments, law projects and others)
Membership in professional organizations	
	(the information on this matter, for example, Association of Corporate secretaries or Association of Independent directors)
Other information related to this matter	
	(the information on professional competence of the candidate)

The information on labor activities (beginning from the last workplace, list up all the previous workplaces):

Organization's name:	Area of the organization's activity:
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Address:			
Structural unit:			
Title of position	Beginning month/year	End month/year	Position obligations:
			Cause of dismissal:

(add rows when necessary)

3. Computer skills:

Operating systems (should be noted):

- 1) Windows XP
- 2) Windows 2000 Professional
- 3) Windows NT 4.0 Workstation
- 4) Windows 3.11/95/98/Me, MS DOS
- 5) RedHat 64 bit

Programs (should be underlined):

- 1) MS Office (Word, Excel, PowerPoint, Access, Visio, Outlook, Microsoft Project);
- 2) Lotus applications (LotusNotes, Lotus-123, Organizer);
- 3) Internet browsers (MS Internet Explorer, Mozilla Firefox, Netscape and others);
- 4) Adobe (Acrobat reader, Photoshop and others);
- 5) WinRAR, AutoCAD, ABBYY Lingvo, PROMPT;
- 6) Others (list out).

4. Other information:

Presence of outstanding debts that have not been removed in the established order of conviction for crimes committed in the economic field, for bribery or other crimes against the interests of public service and public administration	Yes/No
Presence of data on dismissal by authorized state bodies from executing official obligations for law violations	Yes/No, if "Yes" – indicate the dates and who applied the corrective action
Previously was a manager of an	Organization's name, position, period

organization recognized as bankrupt or in respect of which a decision was made to enforce liquidation, conservation, forced redemption of shares	of work
Other information related to this matter	(indicate informally)

Full name of the Corporate Secretary candidate:

I am reaffirming that this information has been carefully checked by me and is reliable and full and I acknowledge that the presence of false information submitted by me is the ground for the revision (revocation) of the consent to my assignment, _____ (signature, date).

Appendix 1
to the Regulation on Corporate
Secretary of the joint-stock
company
“Astana medical university”

Requirements to Corporate Secretary

Corporate Secretary must know:

The legislation on the corporate governance, particularly:

Civil Code, Laws of the Republic of Kazakhstan “On joint-stock companies”, “On stock market”, “On public property”, other regulatory acts stipulating the rights of shareholders and documents regulating the activity of the bodies of joint-stock companies, issuance procedures and transacting in securities;

fundamentals of labor, anti-monopoly, administrative legislation, juridical practice.

Rules for interaction of bodies of joint-stock companies, particularly:

the procedure for preparing and holding meetings of the bodies of joint-stock companies, their interaction.

The main regulatory documents stipulating corporate governance practice:

Code of corporate governance;

information disclosure rules in accordance with the requirements of legislation, stock markets;

the procedure for regulating corporate conflicts and competitive rules;

methodological and regulatory documents on technical information protection;

ethical standards of corporate conduct.