

**Approved
by the decision
of the Board of Directors
of JSC “Samruk-Energy”
March 24, 2011
Minutes № 44**

**POLICY
on advanced training and involvement of external experts by the Board members of JSC
“Samruk-Energy”**

Astana, 2011

Chapter 1. General Provisions

1. This Policy on advanced training and involvement of external experts by the Board members of JSC “Samruk-Energy” (hereinafter referred to as the Policy) is developed in accordance with the Law of the Republic of Kazakhstan “On Joint Stock Companies”, other normative legal acts of the Republic of Kazakhstan, the recommendations of the best corporate governance practices.

2. It is expected that the members of the Board of Directors at the time of their election have sufficient experience and knowledge. However, they cannot be experts in all fields. In this context, JSC “Samruk-Energy” (hereinafter referred to as – the Company) considers it necessary to regularly expand and update the knowledge of the Board of Directors, as well as provide them with an opportunity to attract external professional and independent expertise on specific issues within the competence of the Board of Directors.

3. The purpose of this policy is to increase the efficiency and reasonableness of decisions of the Board of Directors through the introduction of a systematic, structured and transparent mechanism for the development of skills and qualifications of members of the Board of Directors and realization of their right to engage external experts if the questions being addressed by the Board of Directors require external professional and independent expertise.

4. This policy details the rights and duties of members of the Board of Directors in terms of improving their skills and involvement of external experts assigned by the Regulations of the Board of Directors of the Company, and regulates the procedure of planning and decision making on advanced training and involvement of external experts by members of the Board of Directors.

5. This Policy is applicable to members of the Board of Directors who are not members of the executive body of the Company.

Chapter 2. Rights and obligations of members of the Board of Directors in the sphere of advanced training and involvement of external experts

6. Member of the Board of Directors of the Company shall be entitled to:
 - improve their skills at the expense of the Company in accordance with the procedure established by this Policy;
 - attract at the expense of the Company external experts in accordance with the procedure established by this Policy, if they find the issue under consideration of the Board of Directors of the Company or a committee of the Board of Directors of the Company requires external professional and independent expertise.
7. Member of the Board of Directors is obliged to:
 - regularly, at least 2 times a year, to improve their skills in issues within the competence of the Board of Directors of the Company and related issues, participating in internal and external training programs, workshops (training), conferences, roundtables, forums using other conventional forms of training;
 - participate in internal and external training programs, organized by the Company for the members of the Board of Directors of the Company;

- follow the procedures prescribed by this Policy and other internal documents of the Company in the implementation of their right to training and involvement of external experts at the expense of the Company;
- be guided by the principle of independence of the parties in the implementation of their right to training and involvement of external experts at the expense of the Company.

Chapter 3. The procedure for training of members of the Board of Directors

8. Professional training of members of the Board of Directors of the Company may take the following forms:

- internal workshops (seminars organized by employees of the Company);
- external workshops (trainings) for members of the Board of Directors of the Company;
- professional articles and other information provided by members of the Board of Directors of the Company;
- conferences, roundtables and forums;
- other forms of professional training by the decision of the Board of Directors of the Company.

9. The Board of Directors of the Company by a majority vote decides to raise qualifications of members of the Board of Directors as a whole or its individual members at the expense of the Company on the basis of the identified needs in professional training of members of the Board of Directors of the Company on the results of the annual evaluation of the activities of the Board of Directors of the Company, members of the Board of Directors of the Company and committees of the Board of Directors of the Company by means of approval of the annual plan for professional training of members of the Board of Directors of the Company or at the request of individual members of the Board of Directors of the Company.

10. The relevant request of the member of the Board of Directors of the Company shall specify the issue for advanced training, the proposed form of training and the alleged organization that provides such services.

11. The Chairman of the Board of the Company informs the Board of Directors of the Company on the possibility of organizing an internal workshop (training) for members of the Board of Directors of the Company through employees of the Company.

12. The Board of Directors of the Company by a majority vote decides on the form of professional training of members of the Board of Director of the Company based on a comparison of costs and assessment of the threat of influence of various forms of training on the independence of the Board of Directors of the Company.

13. In order to implement the rights of members of the Board of Directors of the Company for professional training the Company's annual budget should have a separate article on the professional training of members of the Board of Directors of the Company.

14. The Chairman of the Board of the Company and Corporate Secretary of the Company shall regularly provide members of the Board of Directors of the Company with information that promotes professional training of members of the Board of Directors of the Company. In particular, through the preparation for the members of the Board of Directors of the Company of regularly reviews of the press and sending them professional articles on the activities of the Company and related matters.

15. The organization of external workshops (trainings) for members of the Board of Directors of the Company shall be provided with the principle of independence of the parties.

Chapter 4. The Procedure of attraction by members of the Board of Directors of the Company of external experts

16. The Board of Directors of the Company by a majority vote decides to attract external experts for advice on specific issues within the competence of the Board of Directors of the Company and committees of the Board of Directors of the Company at the expense of the Company at the request of any member of the Board of Directors of the Company or recommendation of the committee of the Board of Directors of the Company if the issue before the Board of Directors of the Company requires external professional and independent expertise.

17. The relevant request of the member of the Board of Directors of the Company or recommendations of the committee of the Board of Directors of the Company shall specify the issue which requires consultation, and the organization, which is supposed to give professional advice.

18. In order to implement the rights of members of the Board of Directors of the Company to attract external experts the annual budget of the Company should have a separate article on the use of external experts for the Board of Directors of the Company. As part of the article on the use of external experts for the Board of Directors of the Company there shall be subclauses for the use of external expertise for committees of the Board of Directors of the Company.

19. When selecting external experts for advice on specific issues within the competence of the Board of Directors of the Company at the expense of the Company the principle of independence of the parties shall be provided.

20. Involvement of external experts for advice on specific issues within the competence of the Board of Directors of the Company at the expense of the Company cannot be carried out on issues related to the personal interests of the members of the Board of Directors of the Company.

Chapter 5. Final Provisions

21. The Board of Directors of the Company evaluates the effectiveness of this Policy and, if necessary, introduces amendments and addenda.