



Approved by resolution of  
“Samruk-Energy” JSC Management  
Board  
Minutes No. \_\_\_\_\_  
dated \_\_\_\_, 2016

## **CORPORATE MANAGEMENT SYSTEM**

### **Regulation on “Samruk-Energy” JSC Credit Committee**

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**PSM 18-05-10**

**Astana 2016**



## **1 Purpose**

1. This Regulation on the Credit Committee determines the status, the procedure for establishment, convening, holding meetings, making decisions and their execution; main tasks, responsibilities of “Samruk-Energy” JSC Credit Committee.
2. The main purpose of this Regulation on the Credit Committee is to ensure timely and quality decision-making on issues related to the provision and attraction of loans (loans), financial aid and issuance of guarantees, asset and liability management, minimization of risks associated with borrowings, increasing profitability of “Samruk-Energy” JSC.

## **2 Scope of use**

3. This Regulation on the Credit Committee is an internal regulatory document and shall apply to all business units and employees of “Samruk-Energy” JSC.
4. The decisions of the Credit Committee on matters specified in this Regulation should be understood as recommendations and shall be submitted to “Samruk-Energy” JSC Management Board
5. The Credit Committee is a permanent joint consultative and advisory body under “Samruk-Energy” JSC Management Board.
6. The Credit Committee shall be established on the basis of a decision of “Samruk-Energy” JSC Management Board and shall report directly to “Samruk-Energy” JSC Management Board.
7. The Credit Committee shall act within the authority granted to it by the Management Board of “Samruk-Energy” JSC in line with this Regulation.

## **3 Definitions and abbreviations**

8. The following definitions and abbreviations shall be used in this document:
  - 1) **The Fund** - "Sovereign Wealth Fund “Samruk-Kazyna” Joint-stock company;
  - 2) **The Company** - "Samruk-Energy" joint-stock company;
  - 3) **The Fund’s Group** - the Fund, the Companies, their subsidiaries, more than 50% of the voting stock of which is held by Companies, as well as legal entities, more than fifty percent of voting stock (equity stake) of which belong to the said subsidiaries of Companies;

- 4) **SA** – Samruk-Energy’s subsidiaries and affiliates;
- 3) **BU**- Samruk-Energy’s business unit;
- 4) **CFD** - Corporate Finance Department;
- 5) **Lender**- a party in credit relations, which provides funds (credit resources) on conditions of repayment, maturity and interest payment;
- 6) **Credit and financial aid limits** - restrictions on provision of borrowed funds, in order to regulate a Lender’s activities on provision of loans and financial aid, maintain the internal control system and observe maximum permissible risk level in regard to loan transactions. The limits shall be calculated on the basis of Lender’s financial statements.

#### **4 Responsibility**

9. The Chairman of the Credit Committee, the Deputy Chairman of the Credit Committee, the members of the Credit Committee shall be responsible for the decisions they make in accordance with the legislation of the Republic of Kazakhstan and internal documents of “Samruk-Energy” JSC.

10. CFD shall be responsible for arranging the work of the Credit Committee in accordance with this Regulation on the Credit Committee.

11. In accordance with the Instruction for ensuring the protection of business and commercial information at “Samruk-Energy” JSC, the Chairman, Deputy Chairman, members of the Credit Committee, the Secretary of the Credit Committee, employees of “Samruk-Energy” JSC invited to its meetings and other invitees shall bear responsibility for disclosure and use for personal purposes of insider and other confidential information received at a meeting of the Credit Committee.

12. The Secretary of the Credit Committee shall be responsible for:

- 1) formulating the draft agenda;
- 2) collection and distribution of information on the approved agenda to the members of the Credit Committee;
- 3) preparation of the draft minutes of the meeting of the Credit Committee, its approval and signing, provision of extracts;
- 4) familiarization of the members of the Credit Committee and invited persons with the Instruction on ensuring the protection of business and commercial information at “Samruk-Energy” JSC.

13. The Credit Committee members may engage experts and consultants who have the necessary professional knowledge in accordance with the established procedure in order to consider certain issues in order to consider the specific issues relating to activities of the Credit committee.

14. Members of the Credit Committee shall be entitled to request and receive the information and documents required for the work of the Credit Committee from all BU of “Samruk-Energy” JSC, within the competence of the Credit Committee.

15. Responsibility for documents submitted to CFD and the Secretary of the Credit Committee in an untimely and inappropriate manner shall be borne by the heads of relevant BU of “Samruk-Energy” JSC and/or SA.

16. “Samruk-Energy” JSC CFD shall bear responsibility for the management of this Regulation on the Credit Committee.

## **5 Referenced rules and regulations and related documents**

17. This Regulation on the Credit Committee shall be developed taking into account the requirements of the Republic of Kazakhstan legislation, internal regulations of “Samruk-Energy” JSC:

- 1) Charter of “Samruk-Energy” JSC;
- 2) Internal credit policy of “Samruk-Kazyna” Sovereign Wealth Fund” JSC group;
- 3) Rules for borrowing of "SWF “Samruk-Kazyna” JSC;
- 4) “Samruk-Energy”JSC Rules for planning, approval and making payments;
- 5) Rules for managing internal regulatory documentation of “Samruk-Energy” JSC;
- 6) Instruction for ensuring the protection of official and commercial information at "Samruk-Energy" JSC;
- 7) Pledge policy of “Samruk-Kazyna” JSC.

## **6 Main tasks and responsibilities of the Credit Committee**

18. The main tasks of the Credit Committee are:

- 1) Implementation of the credit policy of “Samruk-Energy” JSC.
- 2) Implementation of the debt management and financial sustainability policy of the Fund.

19. In accordance with the tasks assigned to it, the Credit Committee shall perform the following functions:

- 1) consideration and development of recommendations on applications for provision of loan (loan), financial aid and issuance of a guarantee and preliminary determination of basic conditions for provision of a loan, financial aid, issuance of a guarantee;
- 2) consideration and development of recommendations on loans obtained by “Samruk-Energy” JSC;
- 3) making recommendations on setting the amount of interest for using a loan and the fee for issuing a guarantee;
- 4) determining the acceptable structure and quality of the loan portfolio;

- 5) development of recommendations for restructuring the loan, including refinancing of existing currency / tenge loans;
- 6) development of recommendations on problem loans;
- 7) development of recommendations following the consideration of reports on the status of the loan portfolio;
- 8) consideration and development of recommendations for compliance with the standards of the regulatory bodies of the Republic of Kazakhstan, international financial organizations and internal standards of the Fund as regards the compliance with restricting conditions;
- 9) development of recommendations on matters submitted to the Committee by SA in accordance with the internal documents of the Company and the Fund, regulating the matters of domestic credit policy, provision of guarantees and borrowing;
- 10) making recommendations for securities issue matters (excluding shares) and selection of a consultant on matters relating to securities issue, placement, representative of bondholders, market-maker for issued securities in accordance with the requirements of the legislation of the Republic of Kazakhstan.
- 11) determining the structure of funding for credit products, reviewing and approval of conditions of borrowed funds in order to ensure a stable flow of funds for working capital financing.

## **7 The structure and composition of the Credit committee**

20. The Credit committee consists of no less than 5 (five) people.
21. The Management Board of “Samruk-Energy” JSC shall determine the Credit committee composition, excluding the Secretary of the Credit committee.
22. The Credit Committee consists of the Managing Director for Economics and Finance - a member of the Management Board, the Managing Director for Production and Asset Management - a member of the Management Board, the Head of the Project Office, the Financial Controller, the Director of the Corporate Finance Department, the Director of the Risk Management and Internal Control Department.
23. Other employees of “Samruk-Energy” JSC may be additionally appointed to the Credit Committee.
24. The term of office of the members of the Credit Committee shall be 3 (three) years, which can be extended by the decision of “Samruk-Energy” JSC Management Board, for no more than two additional terms of three years
25. The powers of all or a part of members of the Credit Committee may be terminated ahead of schedule by decision of “Samruk-Energy” JSC Management Board.
26. The powers of a member of the Credit Committee shall be terminated early in the following cases:
  - 1) resignation of the Credit Committee member. A member of the Credit

Committee shall have the right to resign as a member of the Credit Committee, having notified the Chairman of the Board of “Samruk-Energy” JSC and the Chairman of the Credit Committee of this by sending a respective written statement 1 (one) month prior to the date of resignation.

2) by the decision of “Samruk-Energy” JSC Management Board;

3) termination of labor relationship with a member of the Credit Committee.

27. If the powers of a member of the Credit Committee are terminated by virtue of subparagraph 1) of paragraph 25 of this Regulation, the Management Board of “Samruk-Energy” JSC shall elect the new member of the Credit Committee at the nearest meeting but not later than 1 (one) month from the date of sending of a written resignation notice by the said member of the Credit Committee.

Until that moment, the member of the Credit Committee continues to perform his duties in full.

28. If the powers of the Credit Committee member are terminated by virtue of subp.2) of paragraph 25 of this Regulation, “Samruk-Energy” JSC Management Board shall elect the new member of the Credit Committee within 2 (two) weeks after termination of powers, if the new member of the Credit Committee is not elected at the meeting of the Management Board at which the item about termination of powers of the Credit Committee member is considered.

29. In the event that the powers of a member of the Credit Committee are terminated by virtue of subp. 3) of paragraph 25 of this Regulation, the Management Board of "Samruk-Energy" JSC shall elect the new member of the Credit Committee within 2 (two) weeks after termination of powers.

30. The Chairman of the Credit Committee shall manage the activities of the Credit Committee. The Managing Director for Economics and Finance, a member of the Management Board shall be appointed the Chairman of the Credit Committee. During the absence of the Chairman, the Deputy Chairman of the Credit Committee performs his/her functions. Director of Corporate Finance Department shall be appointed the Deputy Chairman of the Credit Committee.

## **8 Terms and procedure for convening meetings of the Credit Committee**

31. Documents for consideration at the meeting of the Credit Committee (hereinafter - documents) are prepared by the BU initiating the meeting of the Credit Committee.

32. The documents must be approved with concerned business units in accordance with the established procedure, and, if necessary, with the members of the Credit Committee. Approval of documents submitted for consideration by the Credit Committee through the electronic document management system is allowed.

33. The documents should contain the following:

1) An explanatory note containing the necessary information on the proposed item;

- 2) draft of the relevant decision of the Credit Committee (FR 01 PSM 18-05-10);
  - 3) necessary calculations and justifications for the proposed draft decision;
  - 4) wording of the item submitted for consideration by the Credit Committee, as well as the title, surname, first name, patronymic of the reporter;
  - 5) the list of persons who need to be included in the number of invitees for consideration of the item, indicating the full name, organization and title (if necessary);
  - 6) other necessary materials.
34. The requirements for the Explanatory note, draft decision and the application for payment are specified in Appendix 1 to this Regulation.
35. An official note with the attached documents shall be submitted to the Chairman of the Credit Committee and with his/her resolution shall be transferred to the CFD and the Secretary of the Credit Committee not less than 3 (three) business days before the meeting.
36. The documents given to the Secretary of the Credit Committee by the Company’s BU later than the set time shall not be included in the agenda, but shall be transferred to the next meeting or, if the items require an urgent decision, shall be considered in absentee voting in accordance with the established procedure.
37. The documents must be submitted to the Risk Management and Internal Control Department after agreement between interested BU. After receiving the risk-conclusion, the initiating unit can submit the documents to the Secretary of the Credit Committee for presenting the item to the meeting of the Credit Committee.
38. The Secretary of the Credit Committee checks the completeness of the prepared documents in accordance with paragraph 33 of this Regulation. In case of inconsistency of presented documents with the required form, the Secretary of the Credit Committee shall require the further revision of documents or provision of additional documents.
39. The Secretary of the Credit Committee shall prepare the draft agenda of the Credit Committee meeting and submit to the Chairman of the Credit Committee for approval, the draft agenda shall contain the items to be submitted for consideration by the Credit Committee, reporters, the estimated time and place of the meeting, and persons invited to participate in the meeting.
40. The Chairman of the Credit Committee shall take a decision on convening a meeting of the Credit Committee, the date, time and place of the meeting and agenda items, as well as the decision on the list of persons invited to attend the meeting.
41. After approval, the agenda with all necessary documents shall be sent by the Secretary of the Credit Committee to all members of the Credit Committee no later than 2 (two) business days before the meeting of the Credit Committee.



42. If it is necessary to consider the matter expeditiously, the Chairman of the Credit Committee may set a shorter time for consideration of documents, but not less than one business day before the meeting of the Credit Committee.

## **9 Procedure for holding meetings and making decisions by the Credit Committee**

43. The Credit Committee shall hold its meetings as required.

44. The quorum for the meeting of the Credit Committee shall be no less than half of the total number of members of the Credit Committee.

45. Meetings of the Credit Committee may be held either in person or in absentia (by ballot).

46. The decisions of the Credit Committee shall be taken by a simple majority of votes of those present at the meeting and who provided a written opinion (FF 02 PSM 18-05-10) before the meeting of the Credit Committee, or members of the Credit Committee participating in the absentee voting. Where the votes are equal, the decision for which the Chairman of the Credit Committee voted shall be deemed adopted.

35. The transfer of a vote by a member of the Credit Committee to other persons, including other members of the Credit Committee is not allowed.

36. The Secretary of the Credit Committee does not have the right to vote.

37. When conducting a meeting of the Credit Committee in absentia (by ballot):

1) the decision to hold an absentee vote shall be taken by the Chairman of the Credit Committee, which establishes the term of absentee voting.

2) questionnaires (FR 03 PSM 18-05-10) and documents (other information) should be sent by the electronic system or handed to the members of the Credit Committee no later than 2 (two) business days from the moment of making a decision on the method of voting.

3) when sending questionnaires to the members of the Credit Committee, the Secretary shall certify their correct and uniform drafting by his/her signature.

4) on the basis of returned questionnaires with the results of voting of the members of the Credit Committee, the Secretary of the Credit Committee shall draft the minutes of the meeting of the Credit Committee in absentia which reflects the results of voting on each item and record the adoption (non- adoption) of the decision.

### **10 Minutes of the Credit Committee meeting**

50. The minutes of the Credit Committee meeting shall specify:

1) date, venue and time of the meeting (or the date of absentee voting);

- 2) a list of the Credit Committee members who participates in consideration of agenda items of the Credit Committee meeting (specifying the form of the meeting), as well as a list of other persons present at the meeting of the Credit Committee;
  - 3) the agenda;
  - 4) proposals on the agenda items of the Credit Committee members;
  - 5) items put to a vote, and the results of voting on them;
  - 6) adopted decisions.
51. The results of consideration of agenda items of the Credit Committee meeting with an indication of results for each item shall be recorded by the Secretary of the Credit Committee in the appropriate minutes within 3 (three) business days after the date of the meeting of the Credit Committee (from the expiration of deadline for submission of the questionnaires).
52. The minutes of the in-person meeting shall be signed ("for", "against", "abstained") by all the members of the Credit Committee as well as by the Chairman and Secretary of the Credit Committee.
53. The minutes of the meeting in absentia shall be signed by the Secretary of the Credit Committee and submitted to the Chairman of the Credit Committee for signing. The date of minutes of the Credit Committee meeting in absentia shall be the deadline for submitting the questionnaires. Questionnaires are attached to the minutes of the Credit Committee meeting in absentia.
35. The decisions made at a meeting of the Credit Committee are communicated to all the members of the Credit Committee and concerned BU of the Company by the Secretary of the Committee within 2 (two) business days from the date of signing the minutes.
36. The Secretary of the Credit Committee shall keep the originals of signed minutes (with the questionnaires - in case of an absentee meeting) and documents submitted for the meeting of the Credit Committee on items considered at the meeting of the Credit Committee and file their copies. Copies of minutes may be submitted to the Chairman and all members of the Credit Committee, all concerned BU of “Samruk-Energy” JSC upon request.
37. After the expiration of the period of storage indicated in the file register of CFD, all files shall be transferred to the archive of the Company by the Secretary of the Credit Committee on the basis of transfer and acceptance certificate in line with the Company's internal documents regulating the matters of record keeping.

## **11 Secretary of the Credit Committee**

57. The Secretary of the Credit Committee (without voting right) shall be elected by the members of the Credit Committee by a simple majority of votes of the Credit Committee members who attend the meeting.
32. The term of office of the Secretary shall be set for 3 years on the basis of a decision of the Credit Committee;
59. The Credit Committee shall have right to dismiss the Secretary of the Credit Committee at any time and elect a new one.
60. The Secretary performs the following functions:
- 1) ensures preparation and holding of the Credit Committee meetings;
  - 2) collects and systematizes documents for the meeting of the Credit Committee, controls over the proper preparation of documents in accordance with the requirements of this

Regulation, other internal documents of the Company;

3) timely sends notifications of upcoming meetings, meeting’s agenda, documents on agenda items to the Credit Committee members and invitees;

4) takes the meeting minutes;

5) timely informs the BU of the decisions taken by the Credit Committee regarding their activities and provides extracts;

6) controls over the timely implementation of the Credit Committee decisions by drafting a statement about results of implemented decisions of the Committee in accordance with the RF 05 PSM 18-05-10 enclosed to this Regulation, on the basis of the information submitted by responsible BU (persons) and submits it to the Chairman of the Credit Committee;

7) timely informs the Credit Committee about the facts of non-fulfillment and / or untimely execution of the Credit Committee decisions;

8) keeps record of the Credit Committee decisions and extracts issued;

9) performs other functions stipulated by this Regulation and the decisions of the Credit Committee.

## 12 Final Provisions

61. This Regulation, as well as amendments and supplements thereto, shall be approved by the Management Board of the Company.

62. Appendices to this Regulation are an integral part of it.

63. All issues not settled by this Regulation shall be regulated by the legislation of the Republic of Kazakhstan, the Charter of “Samruk-Energy” JSC, and other internal documents of “Samruk-Energy” JSC.

## 13 Forms of records

| №<br>п/п | Description of a record   | Form of record     | The<br>department in<br>charge | Place of<br>storage | Storage<br>period |
|----------|---|--------------------|--------------------------------|---------------------|-------------------|
| 1        | Draft decision of “Samruk-Energy” JSC Credit Committee                                | FR 01 PSM 18-05-10 | CFD                            | CFD                 | 3 years           |
| 2        | Written opinion of a member of “Samruk-Energy” JSC Credit Committee                   | FR 02 PSM 18-05-10 | CFD                            | CFD                 | 3 years           |
| 3        | Questionnaire for absentee voting of members of “Samruk-Energy” JSC Credit Committee. | FR 03 PSM 18-05-10 |                                |                     | 3 years           |



**Regulation on “Samruk-Energy” JSC Credit Committee**

**PSM 18-05-10**

**Edition 5**

**Page 12 of 19**

|   |  |                    |     |     |         |
|---|--|--------------------|-----|-----|---------|
|   |  |                    | CFD | CFD |         |
| 4 | Statement about results of execution of “Samruk-Energy” JSC Credit Committee’s decisions | FR 04 PSM 18-05-10 | CFD | CFD | 3 years |



RF 01 PSM 18-05-10

**Draft resolution of “Samruk-Energy” JSC Credit Committee**

**On the item:** « \_\_\_\_\_ »

(the wording of the item)

(Reporter: \_\_\_\_\_)

(title, full name)

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

(wording of draft resolution)

The person who submits the item:

\_\_\_\_\_

(title, full name)

(signature)

**APPROVED:**

| <b>title</b> | <b>full name</b> | <b>signature</b> |
|--------------|------------------|------------------|
|              |                  |                  |
|              |                  |                  |

RF 02 PSM 18-05-10

**Written opinion of a member of “Samruk-Energy”  
JSC Credit Committee**\_\_\_\_\_  
(last name, name, patronymic)on agenda items of the meeting held on \_\_\_\_\_  
(date)

The agenda:

1. \_\_\_\_\_
2. \_\_\_\_\_
1. \_\_\_\_\_

Due to impossibility of attending the meeting of the Credit committee, I express the following view on the agenda items:

1. The draft resolution on the first item of agenda:

I vote for \_\_\_\_\_ (“FOR”, “AGAINST”, “ABSTAINED”).

2. The draft resolution on the second item of agenda:

I vote for \_\_\_\_\_ (“FOR”, “AGAINST”, “ABSTAINED”).

3. The draft resolution on the third item of agenda:

I vote for \_\_\_\_\_ (“FOR”, “AGAINST”, “ABSTAINED”).

Date \_\_\_\_\_

Signature \_\_\_\_\_

RF 03 PSM 18-05-10

**Questionnaire for absentee voting of members of "Samruk-Energy" JSC Credit Committee****Astana c.**

No. \_\_\_\_

« \_\_\_\_ » \_\_\_\_\_ 20 \_\_

Location of "Samruk-Energy" joint-stock company (hereinafter –the Company): \_\_\_\_\_.

**Agenda:**

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

On the \_\_\_\_\_ agenda item:  
The Credit Committee RESOLVED:\_\_\_\_\_  
\_\_\_\_\_ FOR     **AGAINST (dissenting opinion)**     **ABSTAINED (dissenting opinion)****Note:** a dissenting opinion shall be enclosed separately in writing. Clarifications on the procedure for completing the questionnaire:

On the item put to the vote in this questionnaire, a member of the Credit Committee signs (or checks) one of the presented boxes: "For", "Against", "Abstained". In the event of a vote "Against" or "Abstained", a member of the Credit Committee shall be entitled to express his dissenting opinion which is attached separately in writing.

The deadline for submission of signed questionnaire to the Secretary of the Credit Committee: \_\_\_\_\_, 20\_\_\_\_

Questionnaire for absentee voting shall be sent to the following address:

**The Credit Committee member**

\_\_\_\_\_

(signature is required)

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

**The Credit Committee Secretary** \_\_\_\_\_

RF 04 PSM 18-05-10

**Statement about results of implemented decisions of “Samruk-Energy”  
JSC Credit Committee**

from “ \_\_\_ “ \_\_\_\_\_ 20 \_ to “ \_\_\_ “ \_\_\_\_\_ 20\_

| No. | The item considered by the Credit Committee (Minutes No. and date) | Resolution (order) of the Credit Committee | deadline | Business unit/person in charge | The result of implementation |
|-----|--|--|----------|--------------------------------|------------------------------|
|     |  |  |          |                                |                              |
|     |  |  |          |                                |                              |
|     |  |  |          |                                |                              |



**Appendix 1****Structure of completing the Explanatory note, Draft resolution for the meeting of “Samruk-Energy” JSC Credit Committee and Application for issue /transfer of funds.****1. Explanatory note to the Credit Committee**

The explanatory note should completely disclose 5 (five) basic principles of lending:

- 1) the intended purpose;
- 2) repayment;
- 3) maturity;
- 4) interest payment;
- 5) security;

1. General information on the FPD of a borrower - the execution of the production plan, the state of work with debtors, creditors. Disclose the reasons for the need for borrowed funds.
2. The purpose of the loan, financial aid (for what purposes these borrowed funds will be spent) with complete justification for the need for implementation using the borrowed funds.
3. The basis for consideration of the matter should be specified (a request to the Company with ref. No and date). (The appeal should be addressed to the head of the Division in charge of this project).
4. Description of available corporate procedures and approvals (specify all, decisions of a shareholder or an authorized body, decisions of working bodies, including approvals with state bodies, signed contracts, etc).
5. Basic conditions for granting a loan, financial aid:
  - A. Repayment - (sources of loan, financial aid repayment) with the justification of the possibility of borrowed funds repayment with payment of interest. (attach all calculations).
  - B. Maturity - (a loan is issued for a certain period of time, it is necessary to justify this term (the payback period of the project should be supported by financial model of the project with the conclusion of the Investment Analysis Department).
  - C. Interest payment (a loan is issued on conditions of interest payment, i.e. the Borrower must pay a certain interest rate for using a loan). The interest rate must meet market conditions.
  - D. Security (necessary protection of the Lender's property interests against possible breach of contractual obligations by the Borrower). Security is expressed in the form of a guarantee, pledge of movable and immovable property and pledge of future cash flows. The loan can be issued by the Company without security on the basis of the decision of an Authorized body; in this case it is necessary to reference the necessary clauses of internal regulations.
6. Due to the Company's obligations under the Eurobond Issue Prospectus and rating agencies (Fitch and Standard & Poor's) (covenants):
  - 1) Confirmation of compliance with covenants is required (they are mentioned in the Eurobond issue Prospectus, starting from page 295) as well as calculations must be enclosed.
  - 2) Confirmation as regards the compliance with covenants provided by rating agencies (Debt / EBITDA) not less than 4.0. is required (Attach calculation).

7. All risks for the Company that may result in the issuance of a loan.
8. Indicate all references to internal regulatory documents (Regulations on the Credit Committee, Charter, Rules of Borrowing, etc.) agreed with the Company's LD.
9. An explanatory note must be signed by head of the department which initiated the item or the person replacing him/her.

## **2. Draft resolution**

1. References to internal regulatory documents.
2. Statement of resolution (detailing the intended purpose and other material terms of a loan, financial aid).
3. Head of the department which initiated the item or the person replacing him/her must sign the draft resolution.

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The Explanatory note and the Draft resolution are prepared by the Department initiating the issue of a loan, financial aid or guarantee.

The Department initiating the issue of a loan, financial aid or guarantee shall agree the Explanatory note and the Draft resolution with the Company's business units.

**Non-compliance of the Explanatory note and the Draft resolution with these requirements is the basis for refusing (returning) this matter from consideration by the Credit Committee.**

## **3. Application for issuance of borrowed funds/ financial aid**

In the event of a positive recommendation of the Credit Committee and approval of the item about the issue of loan, financial aid by the Company's Management Board, after signing the Loan Agreement, Agreement about financial aid, the Department initiating this item shall prepare payment application for transfer of a loan, financial aid to the Borrower, for turning in to the Department of Treasury. The application must be signed by the head of Department initiating the issue of a loan, financial aid.

