

ABAI KAZAKH NATIONAL PEDAGOGICAL UNIVERSITY



APPROVED
by the Resolution of the Board of
Directors of NJSC “Abai Kazakh
National Pedagogical University”
Protocol No.2, February 19, 2021
Chairman of the Board of directors

Isimbayeva G.I.



REGULATIONS
of HR, Remuneration and Social Issues Committee of the Board of Directors
Abai Kazakh National Pedagogical University

Almaty, 2021

1. General

1. These Regulations on the Committee for HR, Remuneration and Social Issues of the Board of Directors of the Abai Kazakh National Pedagogical University (hereinafter referred to as the Company) have been developed in accordance with the legislation of the Republic of Kazakhstan, the Company's Charter and internal regulatory documents of the Company.

2. The Committee is a permanent consultative and advisory body of the Board of Directors of the Company (hereinafter referred to as the Board of Directors). Proposals and other requests of the Committee are of a recommendatory nature and are submitted to the Board of Directors for consideration.

3. The Regulation is an internal regulatory document of the Company.

4. The Committee is accountable to the Board of Directors, acts within the powers granted to it by the Board of Directors.

5. In its activities, the Committee is guided by the legislation of the Republic of Kazakhstan, the Charter of the Company, this Regulation, decisions of the Sole Shareholder of the Company and the Board of Directors.

6. Recommendations of the Committee on issues referred to the competence of the Sole Shareholder by the Charter of the Company are sent to the shareholder, if approved by the Board of Directors, to the Sole Shareholder for consideration and decision-making in accordance with the procedure established by law.

7. All issues not regulated by this Regulation are governed by the legislation of the Republic of Kazakhstan, the Charter of the Company, decisions of the Sole Shareholder, the Board of Directors and other internal documents of the Company.

8. Decisions of the Committee are drawn up in the form of protocol, written explanations on certain issues, and records are kept on them.

2. Composition, election and term of office of the members of the Committee

9. The composition of the Committee is formed from the members of the Board of Directors.

10. The number of members of the Committee is at least 3 (three) members of the Board of Directors. The members of the Committee are elected by the Board of Directors.

11. Chairman of the Management Board - The Rector cannot be a member of the Committee.

12. For the purpose of effective activity of the Committee, by decision of the Committee, experts with professional experience and relevant qualifications in accordance with the goals, objectives and competence of the Committee may be involved as members.

13. The terms of office of the Committee members are determined by the term of their powers as members of the Board of Directors, and may be reviewed by the Board of Directors annually.

14. The functions of the Committee secretary are performed by the corporate secretary.

The Secretary of the Committee ensures the preparation and holding of meetings of the Committee, collection and systematization of materials for meetings, timely sending to members of the Committee and invited persons notifications about holding meetings of the Committee, agenda of meetings, materials on agenda items, minutes of meetings, preparation of draft decisions of the Committee, as necessary and, upon request, issues extracts from the minutes of the meetings of the Committee, as well as the subsequent storage of all relevant materials.

The Secretary of the Committee ensures that the members of the Committee receive the necessary information and documents.

3. Chairman of the Committee

15. The Chairman of the Committee can only be an independent director, whose candidacy is approved by the decision of the Board of Directors.

16. Chairman of the Committee:

- 1) organizes the activities of the Committee;
 - 2) convene meetings of the Committee and preside over them;
 - 3) approve the agenda of the meetings, the content of the issues submitted for discussion at the meeting of the Committee, determine the form of holding the meetings;
 - 4) organizes the discussion of issues at the meetings of the Committee, as well as hearing the opinions of persons invited to participate in the meeting, taking into account the proposals of the members of the Committee;
 - 5) formulates a plan of regular meetings for the current year, taking into account the plan of meetings of the Board of Directors, and approves it at a meeting of the Committee;
 - 6) submit to the Board of Directors written reports on the activities of the Committee, provide the necessary clarifications regarding their content;
 - 7) perform other functions within the powers of the Committee in accordance with these Regulations and other internal regulatory documents of the Company.
17. In the absence of the Chairman, by decision of the Committee, his functions are performed by a person who replaces him - one of the Committee members.

4. Procedure of the Committee

18. The Committee annually prepares a work plan of the Committee in accordance with the work plan of the Board of Directors, which is approved by the Committee.

19. Meetings of the Committee can be held both in person and in absentia. The Chairman of the Committee chooses the form of the meeting based on the nature of the issue raised.

In order to create favorable conditions and reduce the cost of holding in-person meetings, the participation of Committee members through online videoconferences is allowed. Meetings held in this order are considered in-person.

20. Materials and a draft decision on the issue of the agenda of the meeting of the

Committee are sent by the secretary to all members of the Committee and interested parties no later than 3 (three) calendar days before the planned date of the meeting. In exceptional cases, by decision of the Chairman of the Committee, materials can be sent one working day before the date of the meeting.

The meetings of the Committee are considered competent if there is a quorum - at least half of the number of members of the Committee.

21. A meeting of the Committee may be convened at the initiative of its Chairman or at the request of:

- 1) any member of the Committee;
- 2) the Board of Directors;
- 3) The Sole Shareholder of the Company.

If the Chairman of the Committee refuses to convene a meeting, the initiator has the right to apply with the specified request to the Board of Directors, which is obliged to convene a meeting of the Committee. The meeting of the Committee is held with the obligatory invitation of the person who presented the specified request.

22. Decisions are taken by a simple majority of votes and only by the members of the Committee taking part in the meeting. When deciding issues, each member of the Committee has one vote. In case of equality of votes of the members of the Committee, the vote of the chairman is decisive.

23. Each member of the Committee may state his dissenting opinion, which will be reflected in the protocol of the Committee.

In cases where a decision on certain issues cannot be made due to the interest of individual members of the Committee, such a fact is recorded in the protocol of the meeting of the Committee and may be submitted for consideration by the Board of Directors.

24. In an open form of voting, the Chairman of the Committee and its members may take a decision on voting on the agenda items of the Committee meeting in the presence of only the members of the Committee who have the right to vote. In such cases, experts and other persons invited to participate in the meeting of the Committee as observers are present at the meeting of the Committee only when discussing issues, and at the time of voting, they leave the meeting room.

25. A decision by means of absentee voting shall be deemed adopted if there is a quorum by the established deadline in the ballots in the form, in accordance with Appendix 1 to these Regulations.

The bulletin must indicate:

- 1) full name of the Company and its location;
- 2) the wording of the issues to be voted on and the decisions on each issue;
- 3) voting options for each issue: "for", "against", "abstained";
- 4) column "Dissenting opinion";
- 5) the postal address to which the completed ballots should be sent;
- 6) the deadline for accepting ballots.

26. Based on the results of the in-person meeting of the Committee, no later than 3 (three) business days after its holding, a protocol is drawn up in the form, in accordance with Appendix 2 to these Regulations. The protocol is signed by the Chairman of the Committee or a person replacing him, as well as the secretary of the Committee, who

are responsible for the correctness of drawing up and the content of the protocol.

27. Based on the results of the absentee meeting of the Committee, no later than 3 (three) business days after its holding, a decision is drawn up in the form, in accordance with Appendix 3 to these Regulations. The decision is signed by the Chairman of the Committee or a person replacing him, as well as the Secretary of the Committee, who are responsible for the correctness of the preparation and content of the protocol.

5. Competence of the Committee

28. The competence of the Committee includes the following issues:

1) consideration and provision of recommendations on qualification requirements for candidates to the Management Board, Corporate Secretary and employees of the Internal Audit Service;

2) providing recommendations on candidates for the members of the Management Board to be elected to the Management Board;

3) making proposals on the size and structure of remuneration for members of the Management Board, employees of the Internal Audit Service and the Corporate Secretary of the Company;

4) providing recommendations on the number of members, the term of office of the Management Board, on the election of the Chairman and members of the Management Board, as well as early termination of their powers;

5) making proposals for approving the rules for remuneration and bonuses, the salary scheme, as well as determining the size of the official salaries of the Chairman of the Management Board of the Company - the Rector, members of the Management Board, employees of the Internal Audit Service, the Corporate Secretary of the Company;

6) preliminary approval of the project of the organizational structure and staffing of the Company;

7) consideration and submission of proposals on social issues;

8) formation of criteria for assessing the activities of the Board of Directors, Committees of the Board of Directors, the Management Board, the Internal Audit Service and the Corporate Secretary of the Company;

9) preliminary consideration of draft internal documents of the Company governing corporate governance issues, procedure and assessment of the work of the Board of Directors, submitted for consideration by the Sole Shareholder;

10) providing the Board of Directors with recommendations on payment / or non-payment of remuneration to members of the Management Board of the Company and other employees of the Company appointed / elected by the Board of Directors;

11) providing the Board of Directors with recommendations regarding the possibility of working and / or holding a position (s) in other organizations by members of the Management Board, other employees of the Company, who are appointed or elected by the Board of Directors;

12) providing the Board of Directors with an annual report on the work of the Committee;

13) making proposals on key performance indicators for members of the Management Board of the Company and their target values and calculating the amount of remuneration

for the Chairman of the Management Board of the Company - Rector, members of the Management Board;

14) providing the Board of Directors with recommendations on other issues within its competence in accordance with the decisions of the Board of Directors and (or) the provisions of the internal regulatory documents of the Company;

15) consideration of other issues on behalf of the Sole Shareholder of the Company and the Board of Directors.

5. Rights and obligations of members of the Committee

29. Members of the Committee have the right, in the prescribed manner:

1) request and receive from officials and employees of the Company any information (information, documents, materials) in relation to the Company, if the specified information is necessary for them to perform the functions of a member of the Committee;

2) get acquainted with the protocol of meetings and decisions of the Committee;

3) demand that his dissenting opinion on the agenda items and the decisions made be entered into the protocol of the Committee meeting;

4) demand the convocation of a meeting of the Committee, include issues on the agenda of the meeting of the Committee;

5) make proposals for amendments and additions to this Regulation;

6) enjoy other rights provided for by the legislation of the Republic of Kazakhstan, the Charter of the Company, these Regulations, internal documents of the Company, including decisions of the Board of Directors.

30. The members of the Committee are obliged:

1) carry out their activities honestly and in good faith in the interests of the Company in compliance with the decisions of the Sole Shareholder and the Board of Directors;

2) devote a sufficient amount of time to effectively perform their duties;

3) participate in the work of the Committee and attend its meetings;

4) maintain the confidentiality of all information that becomes known to them in the course of the performance of their official duties;

5) fulfill other obligations stipulated by the legislation of the Republic of Kazakhstan, the Charter of the Company, these Regulations, internal documents of the Company, including decisions of the Board of Directors.

7. Responsibility of the members of the Committee

31. The members of the Committee are liable to the Company and the Sole Shareholder for harm caused by his actions (inaction) in accordance with the legislation of the Republic of Kazakhstan, including losses incurred by the Company as a result of providing misleading or knowingly false information.

8. Final provisions

32. Approval of the Regulations on the Committee, as well as making changes and (or) additions to it, is within the competence of the Board of Directors.

33. If, as a result of changes in the legislation of the Republic of Kazakhstan, the Charter of the Company, certain provisions of the Regulations come into conflict, then such norms become invalid from the date of introduction of the relevant changes and (or) additions.