

Approved
by the decision of the Board of Directors of
“QAZAQ AIR” JSC
dated "05" May 2017 #15

Annex to the Minutes of
in-person meeting of the Board of Directors
of “QAZAQ AIR” JSC
dated "05" May 2017 #15

REGULATIONS **on the Corporate Secretary of “QAZAQ AIR” JSC**

1. General Provisions

1. This Regulation on the Corporate Secretary of “QAZAQ AIR” JSC (hereinafter referred to as the Regulations) was developed in accordance with the legislation of the Republic of Kazakhstan, the Corporate Governance Code of “Samruk-Kazyna” JSC (hereinafter - Corporate Governance Code), the Charter and internal documentation of “QAZAQ AIR” JSC (hereinafter - the Company).

2. This Regulations determine the status of the Corporate Secretary, the order of appointment, tasks, functions, rights, duties and responsibilities.

3. The position of the Corporate Secretary is introduced to effectively organize activities of the Board of Directors and interaction between the Board of Directors, Executive body and a Sole Shareholder.

4. Corporate secretary is an employee of the Company, who is not a member of the Board of Directors or an Executive body of the Company appointed by the Board of Directors of the Company and is accountable to the Board of Directors of the Company. In activities Corporate Secretary is accountable and subordinates to the Board of Directors of the Company and is independent from the Executive body.

5. The main responsibility of the Corporate Secretary is to ensure timely and quality adoption of corporate decisions by the Board of Directors and a Sole Shareholder, ensuring effective interaction of the Board of Directors, executive body with the Sole Shareholder, and overseeing good corporate governance practices.

6. The Corporate Secretary of the Company shall take measures to prepare and hold meetings of the Board of Directors of the Company, ensure that the members of the Board of Directors receive timely and prompt information necessary for taking decisions on the agenda items and within the competence of the Board of Directors.

7. The Corporate Secretary carries out activities in accordance with the Republic of Kazakhstan legislation (hereinafter - the legislation), the Charter, the Code of Corporate Governance, this Regulation, internal documentation and decisions of the Sole Shareholder and the Board of Directors.

2. The order of appointment, dismissal and remuneration of the Corporate Secretary.

8. Corporate secretary is appointed by the decision of the Board of Directors, adopted by a simple majority of votes of the members of the Board of Directors.

9. The issue of appointment or dismissal of the Corporate Secretary shall be submitted at internal meeting of the Board of Directors. The presence of a candidate (s) for the position of the Corporate Secretary at the meeting is mandatory.

10. The decision of the Board of Directors on appointment of the Corporate Secretary indicates the term of powers, the amount of official salary and remuneration terms of the Corporate Secretary.

11. Proposals for candidacies for the position of Corporate Secretary may be made by members of the Board of Directors.

12. For each of the candidates to the Board of Directors, the following information should be provided on electronic and hard copy:

- 1) last name, first name, patronymic;
- 2) date of birth;
- 3) the place of registration and the address of actual residence;
- 4) information on education (name of the educational institution, specialty, qualification, year of graduation);
- 5) information on work positions for the last five years (period, organization, position);
- 6) information on the presence (absence) of affiliation with the Company;
- 7) two recommendation letters from officials of organizations in which Candidate previously worked and, if possible, from authoritative members of professional organizations;
- 8) written consent of the candidate for appointment to the post of the Corporate Secretary.

13. Nomination and Remuneration Committee of the Board of Directors reviews the submitted documents and submits recommendations to the Board of Directors about the candidate (s) for the position of the Corporate Secretary.

14. The Board of Directors and / or the Committee may request additional information necessary for taking decision on appointment of an appropriate candidate for the position of the Corporate Secretary.

15. A person who meets the following requirements is appointed to the position of Corporate Secretary:

- 1) the presence of a higher legal or economic education;
- 2) at least 5 (five) years of professional experience, including the field of corporate governance or managerial positions, for at least two years;
- 3) availability of practical knowledge in the field of corporate governance and corporate law;
- 4) fluent English language, knowledge of the state and Russian languages;

- 5) impeccable business reputation, as well as personal qualities such as: honesty, activity, perseverance, purposefulness, aspiration to improve their skills, sociability, responsibility, ability to resolve corporate conflicts between the parties;
- 6) absence of affiliation with the Company;
- 7) knowledge of organizational and analytical skills and abilities;
- 8) knowledge of computer skills;
- 9) knowledge of the specifics of the Company's activities.

16. The Board of Directors adopted by a simple majority of votes of the members of the Board of Directors shall decide on the appointment, determination of the term of office of the Corporate Secretary, early termination of his powers, as well as determining the amount of official salary and terms of remuneration and bonuses of the Corporate Secretary.

17. The amount of official salary and remuneration terms of the Corporate Secretary are established by an employment contract concluded with the Corporate Secretary on the basis of a decision of the Board of Directors, and also in accordance with the Company's internal regulatory documentation.

18. Employment contract is concluded with the person appointed by the Corporate Secretary. Employment contract on behalf of the Company shall be signed with the Chairman of the Management Board of the Company.

19. The Board of Directors decides on early termination of the powers of Corporate Secretary, conclusion, amendment and termination of the concluded employment contract, in accordance with the norms and requirements of labor legislation.

Decision on the appointment of new Corporate Secretary shall be taken by the Board of Directors of the Company no later than one month after the decision to terminate the powers of the Corporate Secretary. Decision to appoint new Corporate Secretary can be taken simultaneously with the decision to terminate the powers of the current Corporate Secretary.

20. Predecessor must transfer files and database documentation on electronic and / or hard copy to newly appointed Corporate Secretary. The transfer takes place not later than 5 (five) business days from the date of appointment of new Corporate Secretary under the act of transfer and acceptance, which must necessarily indicate the basis for the transfer of cases, the date of transfer, the name and composition of the documents to be transferred, the list of cases and inquiries), in execution stage and must be executed by the newly elected Corporate Secretary.

21. With regard to the Corporate Secretary, the Company is developing a program of induction and succession planning. The search and appointment of the Corporate Secretary is carried out on the basis of open and transparent procedures fixed in internal documentation of the Company.

22. The Corporate secretary is allowed to perform work and occupy positions in other organizations or affiliates of other organizations only with the consent of the Board of Directors.

3. Tasks of the Corporate Secretary

23. The tasks of the Corporate Secretary in the framework of the activities are:

- 1) ensuring timely and quality adoption of corporate decisions by the Board of Directors and the Sole Shareholder;
- 2) ensuring effective interaction between the Board of Directors and the executive body with the Sole Shareholder;
- 3) acting as an adviser to the members of the Board of Directors on all matters related to their activities and applying provisions of the Corporate Governance Code;
- 4) monitoring implementation of the Corporate Governance Code and participation in improving corporate governance in the Company.

4. Functions of the Corporate Secretary

24. To fulfill the task of ensuring compliance by the bodies and officials of the Company with legislation in the field of corporate governance, the Charter, the Corporate Governance Code and internal documentation of the Company, as well as improving corporate governance policies and practices, Corporate Secretary is assigned the following functions:

- 1) monitoring of execution and compliance by the bodies and officials of the Company of Legislation in the field of corporate governance, the Charter, the Code of Corporate Governance and internal documentation of the Company;
- 2) advising officials and employees of the organization on corporate governance issues of the Company;
- 3) revealing, within the framework of the performance of its functions, violations in the part of corporate governance standards, as stipulated by the legislation, Charter and other documentation of the Company;
- 4) participate in the development, compliance and periodic review of the Company's corporate governance policies and practices;
- 5) monitoring of the best world practices in the field of corporate governance and making suggestions for improving corporate governance practices in the Company;
- 6) analysis of the Sole Shareholder expectations interested in the activities of the Company of persons and corporate governance system adopted therein;
- 7) preparation of a report to the Board of Directors on the state of corporate governance in the Company, the Company's compliance with the legislation requirements in the field of corporate governance, the Charter, the Corporate Governance Code and internal documentation of the Company with proposals for improving corporate governance practices in the Company;
- 8) monitoring of tendencies in the field of corporate social responsibility and preparation for the Board of Directors of the Company of

such trends overview, as well as providing advice on the reporting of the Company on these issues.

25. The following functions are assigned to the Corporate Secretary in order to fulfill the tasks of ensuring effective operation of the Board of Directors and its Committees:

1) assisting the Chairman of the Board of Directors in forming the work plan and meeting agendas;

2) organization of the Board of Directors and the Committee meetings;

3) ensuring the receipt by the members of the Board of Directors of up-to-date and timely information necessary for taking decisions on agenda issues and within the competence of the Board of Directors;

4) ensuring proper preparation of materials on agenda of meetings of the Board of Directors, including compliance with the procedures for preparing materials, preliminary discussions (organization of preliminary discussions) with officials, Internal Audit Service, managers and employees of the Company's structural units;

5) timely submission to the Board of Directors of the meeting agenda of the Board of Directors with the attachment of all necessary materials, as well as notification of persons invited to the meeting;

6) recording of meetings of the Board of Directors and committees, ensuring the storage of minutes, transcripts, audio-video records, materials of the Board of Directors and Committee meetings;

7) sending decisions and minutes of the Board of Directors to the members of the Board of Directors who were absent at the meeting of the Board of Directors;

8) sending resolutions of the Board of Directors to the relevant bodies and officials of the Company, monitoring their execution and informing the Board of Directors of the results (progress) of execution in accordance with the procedure established by the Board of Directors;

9) preparing ballots for absentee voting of the members of the Board of Directors, sending and collecting ballots, summarizing voting results on the agenda of the meeting of the Board of Directors;

10) direction of absentee decisions of the Board of Directors to the members of the Board of Directors with the enclosure of bulletins on the basis of which decisions were made within 20 (twenty) working days from the date of their execution; as well as at request of the members of the Board of Directors, to provide them with minutes of meetings of the Board of Directors and decisions taken by absentee voting, for familiarization and (or) providing them with extracts from the minutes certified by the signature of the Corporate Secretary and the Company Secretary's seal;

11) provision (secure the provision) to the members of the Board of Directors of documentation and information requested by;

12) provision of extracts from resolutions of the Board of Directors sealed and stamped with the signature of the Corporate Secretary within 2 (two) working days

after signing the minutes of the Board of Directors meeting to the initiators of the issue, as well as to employees and structural divisions of the Company, to which appropriate instructions were given;

13) monitoring the implementation of decisions and informing the Board of Directors of the result (progress) in execution of these orders in the manner established by the Board of Directors;

14) confirmation of extracts from the minutes of the Board of Directors meetings with their signature and seal of the Corporate Secretary of the Company;

15) informing the Chairman of the Board of Directors about all the facts preventing the Corporate Secretary from performing official duties;

16) preparation of a report on compliance with the principles and provisions of the Corporate Governance Code, which is included in the Annual Report of the Company;

17) collection and recording of information regarding members of the Board of Directors, necessary for provision to relevant state bodies and other interested parties;

18) organizational support of the Committees of the Board of Directors activities, including, inter alia, ensuring preparation of materials and organization of meetings, maintaining minutes, storing recommendations, conclusions of the Committees and submitting them to the Chairman of the Board of Directors;

19) accounting and storage of all incoming correspondence addressed to the Board of Directors, its Committees, ensuring preparation of responses to incoming requests;

20) advising members of the Board of Directors on the issues of the legislation of the Republic of Kazakhstan, the Charter, the Corporate Governance Code, internal documentation, monitoring of the ongoing changes and timely informing the members of the Board of Directors;

21) organization of the inauguration of newly elected members of the Board of Directors;

22) organization of familiarization meetings for newly elected members of the Board of Directors with members of the Management Board and heads of the Company's structural units;

23) organization of training for members of the Board of Directors and attraction of experts;

24) organization of the Board of Directors members interaction with the Sole Shareholder and executive body;

25) ensuring proper procedures for holding meetings and taking decisions by the Board of Directors, providing requirements of the Legislation clarification, the Charter and internal documentation of the Company, necessary for the Board of Directors to take decisions.

26. In order to fulfill tasks of ensuring interaction with the Sole Shareholder:

1) organization of holding meetings of the Sole Shareholder;

2) timely submission of materials on issues submitted for consideration by the Sole Shareholder for adoption of relevant decisions;

3) provision of minutes storage, materials of decisions of the Sole Shareholder;

4) ensuring proper interaction of the Company with the Sole Shareholder, including monitoring the provision of information at requests of the Sole Shareholder on a timely basis.

27. To fulfill the tasks of introducing good corporate governance practices:

1) monitoring implementation and compliance with the principles and provisions of the Corporate Governance Code;

2) preparation of a report on compliance with the principles and provisions of the Corporate Governance Code;

3) revealing, within the framework of performance of the functions, violations in the part of corporate governance standards, as stipulated by the legislation, the Charter and other documentation of the Company;

4) advising the Sole Shareholder, officers, employees of the Company on corporate governance issues of the Company;

5) monitoring of the best world practices in the field of corporate governance and making suggestions for improving corporate governance practices of the Company.

28. To fulfill the tasks ensuring storage, disclosure and provision of material information about the Company, as well as maintaining high level of information transparency, the Corporate Secretary is assigned the following functions:

1) ensuring compliance with the requirements for the storage and disclosure procedure (provision) of information on the Company, established by legislation, the Charter and internal documentation of the Company;

2) control over the timely disclosure by the Company of information in accordance with the procedure established by law, the Charter and internal documentation of the Company;

3) ensuring, in accordance with the legislation and internal documentation of the Company, the recording and storage of Company documents subject to mandatory storage, access to it, the provision of copies, while copies of these documents must be certified by the Corporate Secretary;

4) ensuring timely provision to the Sole Shareholder of information affecting the interests in accordance with legislation, the Charter, internal documentation of the Company and decisions of the Sole Shareholder;

5) ensuring the record and storage of information on the interest of the members of the Board of Directors, the head and members of the Management Board in taking decisions on matters within their competence;

6) participation in the development of information policies (provisions on disclosure of information), provisions on the storage of commercial and other confidential information of the Company;

7) monitoring timely and quality content filling of the Company's website, making appropriate proposals (information) to the Board of Directors and the executive body to improve its quality and informativeness;

8) ensuring collection, accounting, updating of information on affiliated persons and providing this information to an authorized state body.

29. to fulfill the tasks of ensuring clear and effective interaction between the Company's bodies, the Corporate Secretary is assigned the following functions:

1) organization of interaction between members of the Board of Directors with the Sole Shareholder and executive body of the Company;

2) ensuring compliance with the requirements for the storage and disclosure procedure (provision) of information, established by legislation, the Charter and internal documentation of the Company;

3) ensuring proper registration of letters received from the Sole Shareholder (requests, requirements), monitoring of their timely consideration by relevant bodies of the Company and preparation of replies;

4) assistance in creation and effective use of information exchange channels between the Company's bodies;

5) informing about potential and actual corporate conflicts together with the conflicts of interests of relevant bodies of the Company and participation in their resolution in the manner established by the internal documentation of the Company for the settlement of corporate conflicts and conflicts of interest.

30. Other functions:

1) within the limits of their competence, as well as on behalf of the members of the Board of Directors and Sole Shareholder, maintaining business correspondence and conducting business contacts with officials, the Sole Shareholder, bodies, heads of structural divisions of the Company, as well as other individuals and legal entities;

2) preparation and participation in preparation of draft internal documentation of the Company, approval of which is within the competence of the Sole Shareholder and the Board of Directors;

3) control over execution of decisions of the Sole Shareholder;

4) bringing the results of the Company's audits conducted by external auditor and state bodies to the Board of Directors and, if necessary, its Committees;

5) other functions of the Corporate Secretary established by law.

5. Rights and duties of the Corporate Secretary

31. The Corporate Secretary has the right to:

1) request and receive from the bodies, officials of the Company, the heads of the Internal Audit Service, the structural divisions of the Company documentation and information necessary for taking decisions at meetings of the Board of Directors and the Sole Shareholder;

2) check the completeness of the submitted package of materials on issues included in the agenda of the meeting of the Board of Directors and issues submitted for consideration by the Sole Shareholder, with the right to issue comments and proposals;

3) request and receive from the members of the Board of Directors, the Chairman of the Management Board, as well as officials and heads of structural divisions, a report on implementation of the Sole Shareholder, the Board of Directors decisions, and, in case of non-fulfillment or violation of the execution deadline, to request written explanations for the reasons of non-fulfillment or untimely execution of decisions;

4) ask the members of the Board of Directors and the Chairman of the Management Board for information and explanations in connection with violation of the rights of the Sole Shareholder or situations leading to emergence of corporate conflicts and conflicts of interest.

32. The Corporate Secretary shall:

1) comply with the requirements of the Republic of Kazakhstan legislation, the Charter, the Code of Corporate Governance, the Code of Business Ethics, this Regulation, other internal documentation of the Company in its activities;

2) execute instructions of the Board of Directors;

3) report on their activities to the Board of Directors;

4) respect confidential information of the Company and its affiliated persons as well as insider information that became known during the period of the functions of the Corporate Secretary and for no less than three years after termination of powers as the Corporate Secretary;

5) sign minutes and extracts from it and certify with the seal of the Corporate Secretary;

6) identify violations of the Republic of Kazakhstan legislation in the activities of the Company by the Company's officials and take measures to eliminate violations;

7) perform other duties in accordance with the Republic of Kazakhstan legislation, these Regulations, the Charter and internal documentation of the Company.

6. Responsibilities of the Corporate Secretary of the Company

33. The Corporate Secretary must act in the interests of the Company and the Sole Shareholder, to perform their duties faithfully and professionally.

34. In accordance with the procedure established by law, internal documentation of the Company, employment contracts, the corporate secretary is responsible for:

1) proper performance of the tasks, functions, entrusted rights and duties;

2) losses caused to the Company by the actions (inaction).

35. The responsibility of the Corporate Secretary is fixed in concluded employment contract.

36. Refusal of the Board of Directors and / or the Management Board of the Company from taking measures to eliminate corporate conflicts or to prevent potential corporate conflicts after been informed by the Corporate Secretary releases the latter from responsibility for arranging corporate conflicts resolution.

7. Reporting of the Corporate Secretary

37. The Corporate Secretary, at the request of the Board of Directors members shall submit to the Board of Directors of the Company written report on the work performed.

38. The report should contain information on implementation of the plan for holding meetings of the Board of Directors of the Company, information on corporate events held, on working with the appeals of the Sole Shareholder, as well as to provide recommendations on improving work process on issues within the competence of the Corporate Secretary.

39. The report of the Corporate Secretary is considered at the first meeting of the Board of Directors following the reporting period. Based on the results of consideration by the Board of Directors, decisions may be taken to take note of the Corporate Secretary's report and (or) to perform additional changes to the powers, functions and organization of the Corporate Secretary work.

8. Final provisions

40. In case of introducing amendments and additions to the legislation of the Republic of Kazakhstan, the Charter of the Company, the Code of Corporate Governance, this Provision shall be valid to the extent not inconsistent with such changes and additions.