

**Appendix No. 2
to the decision of the Extraordinary General
Meeting of Shareholders of KEGOC JSC
from October 26, 2017 (Minutes No. 7)**

**On making an amendment to П KEGOC 00-202-13-OCA
'Regulations on KEGOC Dividend Policy'**

Amendment No. 1

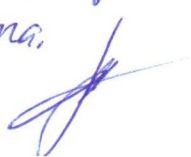
Amendment content: clause 13 of the Regulations shall be stated as follows:

“13. Dividends are paid no later than 90 (ninety) calendar days from the date of the decision to pay dividends on common shares if there is information about the actual details of the shareholder in the system of registers of the Company's shareholders.

In the absence of information on the actual details of the shareholder, payment of dividends on common shares is effected within 90 (ninety) calendar days from the date of the shareholder's application to the Company with a document confirming the necessary information about him in the system of registers of the Company's shareholders.”.

Reason for the amendment: The Law of the Republic of Kazakhstan *On Amendments and Addenda to Certain Legislative Acts of the Republic of Kazakhstan on Improving Civil and Banking Legislation and Advancing Conditions for Entrepreneurial Activity* dated 27 February 2017 made amendments to Clause 4, Article 23 of the Law of the Republic of Kazakhstan *On Joint-Stock Companies*. Therefore, Clause 13 of the Regulations shall be brought into compliance with Clause 4, Article 23 of the Law of the Republic of Kazakhstan *On Joint-Stock Companies*.

Я, Оздрин Павел Евгеньевич, начальник отдела переводов ДБНП, подтверждаю правильность перевода данного текста.





**АКЦИОНЕРНОЕ ОБЩЕСТВО
«КАЗАХСТАНСКАЯ КОМПАНИЯ ПО УПРАВЛЕНИЮ
ЭЛЕКТРИЧЕСКИМИ СЕТЯМИ» (KAZAKHSTAN
ELECTRICITY GRID OPERATING COMPANY) «КЕГОС»**

AGREED BY:
Minutes of Meeting of the Board of
Directors of KEGOC JSC
No. 4 dated 05 April 2013

APPROVED BY:
Minutes of Meeting of the Management
Board of Samruk-Kazyna JSC
No. 17/13 dated 09 April 2013

AGREED BY:
Minutes of Meeting of the Management
Board of KEGOC JSC
No. 9 dated 27 March 2013

Amended:
Minutes of Meeting of the Management
Board Samruk-Kazyna JSC
No. 42/14 dated 03 September 2014

Amended:
Minutes of Meeting of the Extraordinary
General Meeting of Shareholders of
KEGOC JSC
No. 7 dated 26 October 2017

REGULATIONS

on KEGOC DIVIDEND POLICY

П КЕГОС 00-202-13-ОСА

Copy No. ____

Version 2

Effective date 09 April 2013

Astana

1 General Provisions

1. These Regulations on Dividend Policy of KEGOC JSC (further - the Regulations) were elaborated in accordance with the laws of the Republic of Kazakhstan, Charter of KEGOC JSC (further - the Company) and Corporate Governance Code.
2. These Regulations shall determine priorities in working out recommendations by the Company Board of Directors with regard to dividends rate on ordinary shares, their payment conditions and procedure.
3. Dividend Policy of the Company shall be based on the interests of the Company and shareholders when determining dividend rates, on improvement of investment attractiveness of the Company and its capitalization, on respect and strict observance of the shareholders' rights stipulated in the laws of the Republic of Kazakhstan.

2 Main Conditions of Dividends Payment

4. The Company shall, along with the growth of capitalization, endeavour to increase the rate of the dividends payable based on the earned net income for the year and needs in development of operational and investment activity of the Company.
5. The dividends shall be paid on the following conditions:
 - 1) Availability of net profit or retained profits in the Company for the reporting period;
 - 2) Absence of any restrictions for dividends distribution and payment stipulated in clauses 9 and 10 hereof;
 - 3) Decision of the annual general meeting to pay dividends.

3 Determination of Dividend Rate

6. The source of dividends shall be net income for appropriate financial year or half-year, or retained profits accrued on the basis of the consolidated financial statements of the Company prepared in accordance with the IFRS.
7. The Company's Board of Directors when working out proposal with regard to the procedure for distributing the Company's net income for the past financial year or half-year and dividend rate, shall presume that the amount allocated for dividends payment on ordinary shares shall make not less than 40% of the net income.

The dividend rate paid in accordance with the results of the year or half-year can be equal to or exceed 100 % of the Company net income for the past financial year or half-year accordingly, if it does not conflict with the laws of the Republic of Kazakhstan, contract obligations of the Company, requirements hereof and internal documents of the Company. Should a decision be taken to pay dividends exceeding 100 % of the Company's net income, the dividends will be paid out of the retained profits of the Company.

8. The rate of a dividend on one ordinary share shall be determined based on the funds allocated for dividends payment, divided into quantity of ordinary shares distributed among shareholders who shall have the right to receive dividends as at the date of the list of shareholders.

4 Restrictions for Dividends Distribution and Payment

9. It shall not be allowed to distribute dividends on ordinary shares in the following cases:

- 1) negative equity, or if the Company's equity becomes negative in result of dividend distribution on its shares;
- 2) if the Company meets the criteria for insolvency or bankruptcy in accordance with the laws of the Republic of Kazakhstan on bankruptcy or the specified criteria occur in result of dividend distribution on its shares.

10. Dividends shall not be distributed and paid on shares which were not placed or were bought by the Company itself as well as when the court or the annual general meeting made a decision on liquidation of the Company.

5 Procedure for Dividends Payments

11. The Company Board of Directors shall work out proposals with regard to the procedure for distributing net income for the past financial year or half-year and on dividend rate for the year or half-year on one ordinary share of the Company.

When preparing proposals for the annual general meeting, the Board of Directors shall be entitled to take into account any factors, events and actions which it considers necessary, including but not limited to the profit margin of the Company, financial standing of the Company, forecasts relating to financial standing of the Company, needs of the Company for money (including capital expenditures and

investment plans), prospects and other factors which the Board of Directors will consider applicable.

When preparing proposals for the annual general meeting, the Board of Directors shall take into account obligations undertaken by the Company within the signed loan agreements.

12. Decision to pay dividends on ordinary shares based on the results of the year shall be made by the annual general meeting after the Company's annual financial statements are approved.

Decision to pay dividends on ordinary shares based on the results of the half-year shall be made by the extraordinary general meeting within three (3) months after the Company's annual financial statements are audited for the corresponding period.

The general meeting, having reviewed proposals of the Board of Directors, at its discretion shall make a decision to pay dividends on ordinary shares, approve a rate of dividends on one ordinary share in the Company, and define a date of dividend payment.

13. Dividends are paid no later than 90 (ninety) calendar days from the date of the decision to pay dividends on common shares if there is information about the actual details of the shareholder in the system of registers of the Company's shareholders.

In the absence of information on the actual details of the shareholder, payment of dividends on common shares is effected within 90 (ninety) calendar days from the date of the shareholder's application to the Company with a document confirming the necessary information about him in the system of registers of the Company's shareholders.

14. Within ten business days from decision making to pay dividends on ordinary shares in the Company, such decision shall be published in mass media and on the corporate web site.

15. Decision to pay dividends on ordinary shares in the Company shall contain the following information:

- 1) name, location, bank and other details of the Company;
- 2) period for which the dividends are paid;
- 3) rate of a dividend on one ordinary share;
- 4) dividend payment commencement date;
- 5) procedure and form of dividend payment.

16. The annual general meeting shall be entitled to make a decision not to pay dividends on ordinary shares in the Company based on the results of the year or half-year, with obligatory publication of the said decision in mass media and on the corporate web site within ten (10) business days from the date of the decision making.

17. The Company shall provide timely and full payment of dividends in accordance with the laws of the Republic of Kazakhstan, the Charter of the Company and decisions of the annual general meeting.

18. Dividends payment shall mean the transfer of corresponding sums of money in tenge from the Company account to the bank accounts of shareholders indicated in the order for opening an account at the Registrar of the Company or registered holder.

19. The Company shall be entitled to pay dividends on ordinary shares with securities of the Company provided that such payment is made with authorised shares and bonds issued by the Company with a written consent of the shareholder.

20. The list of shareholders with the right to obtain dividends shall be prepared at the date preceding the date of the dividends payment commencement. Alienation of shares with unpaid dividends shall be carried out with the right to their receipt by a new owner of shares unless otherwise provided by an agreement on alienation of shares.

21. Taxation of dividends to be paid shall be made in accordance with the procedure stipulated by laws of the Republic of Kazakhstan.

22. Shareholder shall have the right to request for undrawn dividends regardless of the duration of the Company's liability.

In case the dividends are not paid within the set period, the shareholder shall be paid the dividends and the penalty which is calculated on the basis of the official refinancing rate set by the National Bank of Kazakhstan at the date of fulfilment of the money obligation or a part of such obligation.

6 Liability

23. The Company shall be responsible for timely implementation of decisions of the annual general meeting relating to dividend payment in accordance with the laws of the Republic of Kazakhstan.

24. The shareholder shall notify the Company's Registrar and the registered holder of the shares owned by this shareholder of any changes in the data, which are required to maintain the Register of the Company's shareholders, within ten business days.

25. The Company and its Registrar shall not be liable for the effects resulting from the shareholder's failure to fulfil the requirements set in sub-clause 24 hereof.

7 Regulations Management

26. These Regulations shall be managed in accordance with CT KEGOC 00-102-07 'Organizational Documentation Management'.

27. These Regulations shall be agreed by the Chairman of the Management Board, First Deputy Chairman of the Management Board, Deputy Chairman of the Management Board - Corporate Governance, Managing Directors, and heads of structural subdivisions.

Developed by:

A. Ramazanova	<i>signed</i>	<i>20 March 2013</i>	Manager for Corporate Development and Risk Management Corporate Development Department
	(signature)	(date)	

Я, Озернов Павел Евгеньевич, начальник
отдела переводов ДБЦП, подтверждаю
правильность перевода данного текста.

