

**Extract from the Minutes № 2**  
**of the Meeting of the Board of Directors of JSC "Kazakhstan Electricity Grid Operating**  
**Company" ("KEGOC") dated February 28, 2014**  
**Regarding the Agenda Item "On Consideration of the Main Areas of Responsibility**  
**Comprehensive Analysis"**

Location of Joint Stock Company "Kazakhstan Electricity Grid Operating Company" («KEGOC») (hereinafter - JSC "KEGOC" or the Company): Republic of Kazakhstan, Astana, Beibitshilik str., 37.

Venue of the Meeting of the Board of Directors of JSC «KEGOC»: Republic of Kazakhstan, Astana, Beibitshilik str., 37.

As of the date of signing of this Minutes the following members of the Board of Directors of JSC "KEGOC" (hereinafter - the Board of Directors) were elected:

- |                                     |   |  |
|-------------------------------------|---|--|
| Bektemirov Kuanush Abdugaliyevich   | - | Managing Director of JSC "Samruk-Kazyna",<br>Chairman of the Board of Directors  |
| Daukeyev Gumarbek Zhussupbekovich   | - | Rector of Almaty University of Energy and<br>Communications, Independent Director  |
| Spitsyn Anatoliy Tikhonovich        | - | Director of Institute for Strategic Studies of<br>Integration Problems of the Eurasian Economic<br>Community, Independent Director |
| Luca Sutera                         | - | Group Vice President and Chief Financial<br>Officer (CFO Global Power & Water Division),<br>Independent Director                   |
| Satkaliyev Almassadam Maidanovich   | - | Chairman of the Board of JSC "Samruk Energo"   |
| Kazhiyev Bakytzhan Toleukazhiyevich | - | Chairman of the Board of JSC "KEGOC"   |

Meeting of the Board of Directors was convened by Bektemirov K.A., the Chairman of the Board of Directors.

In accordance with clause 1 of Article 58 of the Law of the Republic of Kazakhstan "On Joint Stock Companies" and clause 2 of Article 27 of the Charter of JSC "KEGOC" (hereinafter - the Charter), the Board of Directors has the right to take decisions if a half or over half of all the elected members of the Board Directors attends the meeting.

As of the date of this meeting six members of the Board of Directors elected. The quorum for a meeting of the Board of Directors was not less than half of the elected members of the Board of Directors.

Five members of the Board of Directors attended the meeting.

Due to the absence at the meeting and in accordance with clauses 41-46 of the Regulation on the Board of Directors, Daukeyev G.Zh, the Member of the Board of Directors, submitted a written report (opinion) and the results of the vote on the agenda of meetings of the Board of Director, which shall be attached to the Minutes of the meeting of the Board of Directors. Respectively, the quorum for a meeting of the Board of Directors is present.

The quorum for a meeting of the Board of Directors was present.

Minutes of the meeting of the Board of Directors was kept by Ramazanov Yertay Sauretanovich, the Secretary of JSC "KEGOC".

The meeting of the Board of Directors was opened at 15 hours 00 minutes.

**Representatives of JSC "KEGOC":**

1. Beksary Zhanabay Muratbekuly - Deputy Chairman of Board on Corporate Management
2. Botabekov Aibek Toleubekovich – Managing Director of Economic Affairs
3. Yessetov Omirzhan Omirbekovich – Head of Internal Audit Service
4. Akhmetov Yerbosyn Kimovich – Director of Corporate Development Department

**Representatives of JSC "Samruk-Kazyna":**

Ogay Alexey Vladimirovich – Director of Energy Assets Management of JSC "Samruk-Kazyna"

**The members of the Board of Directors HAVE VOTED on agenda item "On Consideration of the Main Areas of Responsibility Comprehensive Analysis" as follows:**

- Bektemirov K.A. – YES;
- Daukeyev G.Zh. – YES;
- Spitsyn A.T. – YES;
- Luca Sutera – YES;
- Satkaliyev A.M. – YES;
- Kazhiyev B.T. – YES;

Having examined the agenda item and presented materials in accordance with subclause 28) of clause 4 of the Article 22 of the Charter of JSC "KEGOC", **the Board of Directors DECIDED:**

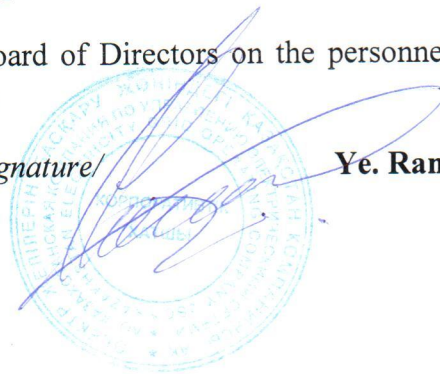
1. To take into consideration the Main Areas of Responsibility Comprehensive Analysis.
2. To authorize the Board:
  - 1) to resume work on improvement of corporate management system and risk management system;
  - 2) to tighten control over implementation of the Company Development Plan for 2014-2018, the Company's Investment Projects and Development Strategies;
  - 3) to timely execute the Letters of Expectations of the Sole Shareholder of JSC "KEGOC" for the relevant period;
  - 4) to instruct the members of the Board of Directors on the personnel management and motivation, as well as remuneration system.

**Company Secretary**

/Seal/

/signature/

**Ye. Ramazanov**





Bound and numbered

( 270 ) pag

5.