

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 Report on the Activity of the Internal Audit Service of JSC "KEGOC" for the 4th Quarter of 2013 and Bonus Payment to Service Employees Based on the Results of the Work for the 4th Quarter of 2013"

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",
Chairman of the Board of Directors |
| Daukeyev Gumarbek Zhussupbekovich | - Rector of Almaty University of Energy and
Communications, Independent Director |
| Spitsyn Anatoliy Tikhonovich | - Director of Institute for Strategic Studies of
Integration Problems of the Eurasian Economic
Community, Independent Director |
| Luca Sutera | - Group Vice President and Chief Financial
Officer (CFO Global Power & Water Division),
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 Baurzhanovich, 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 Report on the Activity of the Internal Audit Service of JSC "KEGOC" for the 4th quarter of 2013 and Bonus Payment to service employees based on the results of the work for the 4th quarter of 2013" 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) and 40) of clause 4 of the Article 22 of the Charter of JSC "KEGOC", **the Board of Directors DECIDED:**

1. To take into consideration the Report on the Activity of the Internal Audit Service of JSC "KEGOC" for the 4th quarter of 2013.
2. To approve the following evaluation of target goals execution by the Internal Audit Service employees of JSC "KEGOC" based on the results of the work for the 4th quarter of 2013 and set the following remuneration indexes for the Internal Audit Service employees of JSC "KEGOC":

Sr	Name of IAS employee	Goal achievement	Description	Remuneration index (maximum value)	Bonus award index
1	Yessetov Omirzhan Omirbekovich	Exceeds expectations	The goals and objectives are executed ahead of time with high quality.	1.01 to 1.5 inclusive	1.10
2	Zharov Andrey Nikolayevich	Exceeds expectations	The goals and objectives are executed ahead of time with high quality.	1.01 to 1.5 inclusive	1.20
3	Kasselbayev Alibek Orzabekovich	Exceeds expectations	The goals and objectives are executed ahead of time with high quality.	1.01 to 1.5 inclusive	1.30
4	Salym Saken Kayyrbayuly	Exceeds expectations	The goals and objectives are executed ahead of time with high quality.	1.01 to 1.5 inclusive	1.25
5	Yeskarayev Nurlan Omirtayuly	In line with expectations	The goals and objectives are executed in time with high quality.	0.9 to 1.0 inclusive	1.0
6	Amirov Chingiz Kadriyevich	In line with expectations	The goals and objectives are executed in time with high quality.	0.9 to 1.0 inclusive	0.95
7	Taibayev Meiram	Not	There are violations of labor	0	0

	Zhanatkhovich	applicable	discipline			
8	Yestibayev Timur Serikovich	In line with expectations	The goals and objectives are executed in time with high quality.	0.9 to 1.0 inclusive	1.0	1.0

Company Secretary

/Seal/

/signature/



Ye. Ramazanov

Bound and numbered

3 (three) pages

