**Approved by Supervisory board decision of «SK-Pharmaceuticals» LLP from September 18th, 2017**

**(protocol № 57)**

**Regulation on the Management Board**

**of a limited liability partnership «SK-Pharmaceuticals»**

1. **General Provisions**

1. This Regulation on the Management Board of Limited Liability Partnership SK-Pharmaceuticals (hereinafter referred to as the Regulation) was developed in accordance with the Law of the Republic of Kazakhstan of April 22, 1998 "On partnerships with limited and additional liability", other normative legal acts of the Republic of Kazakhstan and the Charter of the Limited Liability Partnership " SK-Pharmaceuticals " (hereinafter referred to as "Partnership").

2. The Regulation determine the procedure for the functioning of the Partnership's Management Board (hereinafter referred to as the Management Board), the powers and responsibilities of the members of the Management Board, the procedure for convening, holding the Board meetings, and adopting and formalizing its decisions.

3. The Management Board carries out its activities in accordance with the legislation of the Republic of Kazakhstan (hereinafter referred to as the legislation), the Charter, and decisions of the Sole Participant, the Supervisory Board, this Regulation and other internal documents of the Partnership.

4. The management of the Partnership's day-to-day operations is carried out by the Management Board, which reports to the Sole Participant and the Supervisory Board for the performance of the tasks assigned to it.

The main tasks of the Management Board are the development of proposals on the Partnership's strategy, the implementation of the Company's financial and economic policy, the development of decisions on the most important issues of its current economic activities and the coordination of its units, the effectiveness of the monitoring system and the risk monitoring system, and the protection of the rights and legitimate interests of the Sole Participant.

5. The Management Board has the right to take decisions on any issues of the Partnership's activities that are not attributed by the legislation of the Republic of Kazakhstan, the Charter of the Partnership and the internal documents of the Partnership to the competence of other bodies of the Partnership and its officials.

**2. Composition and procedure**

**for the formation of the Management Board**

6. The formation of the Management Board, determination of the term of office of the Chairman and members of the Management Board, appointment (election), bringing to the disciplinary responsibility of the Chairman and members of the Management Board, and early termination of their powers shall be the sole competence of the Sole Participant in agreement with the authorized state property body.

7. The Board is created by the Sole Participant for a term not exceeding five years, consisting of at least 3 (three) people. The Chairman and members of the Management Board of the Partnership cannot be simultaneously members of the Supervisory Board.8. Proposals for candidates for election to the Management Board for consideration the only member is the Chairman of the Board.

9. The Chairman of the Management Board and the members of the Management Board of the Partnership must have the relevant knowledge, skills and experience necessary for the performance of their duties, have professional qualifications, an impeccable business and personal reputation, know the prospects, strategy, priorities of the Partnership's technical, economic and social development.

10. Relations between the Partnership and the members of the Management Board are formalized by labor contracts. An employment contract with the Chairman of the Management Board is signed by the Chairman of the Supervisory Board. Labor contracts with the members of the Management Board are signed by the Chairman of the Management Board.

11. The early termination of the powers of the chairman and members of the Management Board of the Partnership entails termination of these employment contract persons in accordance with labor legislation from the date of the decision to terminate their powers, unless otherwise specified by this decision.

**3. Remuneration of labor and payment**

**of remuneration to members of the Management Board**

12. The remuneration of the chairman and members of the Management Board (hereinafter - the members of the Management Board) shall be paid for at the expense of the funds provided for labor payment in the development plan of the Partnership for the current financial year.

13. The amount of the official salary, the right to receive remuneration based on the work results for the year of the members of the Management Board is established in an employment contract concluded in accordance with the procedure established by law.

14. This Regulation does not apply to foreign specialists who are senior employees who are attracted to the Partnership in accordance with the established procedure. The terms of payment for said foreign specialists are determined by the decision of the sole participant of the Partnership.

15. The amounts of the salaries of the members of the Management Board are determined by the decision of the Supervisory Board of the Partnership differentially within the limits established by the staffing table of the Partnership, depending on the complexity of the work performed, the position held, the specifics and scope of the Partnership's activities and associated risks, the sectorial specifics of labor, the place of the Partnership in the socio-economic development of the republic, within the limits of the funds provided for these purposes in the general fund of remuneration of supervisors of the Partnership.

16. The change in the amount of official salary to the members of the Management Board is made on the basis of a decision of the Supervisory Board of the Partnership.

17. Calculation of the average salary of the members of the Management Board is made in accordance with the procedure established by the legislation, without taking into account the remuneration based on the results of the work for the year.

18. Members of the Board are paid remuneration in order to increase their interest in improving the effectiveness of their activities and the quality of their work.

19. Remuneration to the members of the Management Board is carried out according to the results of the reporting year, depending on the achievement of strategic key performance indicators approved by the Supervisory Board of the Partnership and the results of the evaluation of their activities, as well as net income determined after the approved results of the financial and economic activities of the Partnership.

20. The fee is charged in proportion to the time actually worked for the respective position. The time spent in regular work leave (working days), the period of being on a business trip (including on advanced training courses) are included in the actually worked time for calculating the remuneration.

21. Key Performance Indicators (hereinafter referred to as KPI) with actual values, compiled based on the results of the work for the reporting year, as well as calculations of the remuneration to members of the Management Board taking into account the actual hours worked, are submitted by the person appointed by the Management Board to the Supervisory Board of the Partnership to resolve the issue of payment remuneration. Calculation of the amount of remuneration to members of the Management Board is carried out in accordance with this Regulation.

22. The evaluation of the activities of the Management Board is carried out according to the efficiency criteria provided for in the Strategy and the Development Plan of the Partnership for the corresponding year, approved in accordance with the established procedure.

23. The amount of remuneration for the performance of the members of the Management Board of the Partnership (Вгод) is calculated by the formula:

Вгод=Оср\*Пр\*К1 where

Оср – the average monthly wage;

Пр – coefficient of the maximum amount of remuneration, multiples of the annual salary;

K1 – coefficient, depending on the performance achieved by the Board in terms of efficiency.

The conversion of the actual values of the efficiency into performance indicators (the value determining the degree of achievement of the target bars according to the efficiency) is carried out according to the following scheme:

|  |  |
| --- | --- |
| Actual value for KPI | Performance by KPI\*, % |
| Less than the planned value, based on the target values | 0 |
| Equal and more to the planned value | 100 |

The total performance for all KPI is determined by the formula:

n

Σ Performance by KPI \* Weight of KPI,

i = 1

where n is the number of KPI,

I - the serial number of KPI,

the weight of KPI is the coefficient that determines the significance, priority of this indicator in relation to other indicators, as defined in the Partnership Strategy.

24. The maximum amount of remuneration of a member of the Management Board paid on the basis of a calendar year cannot exceed six (6) salaries of a member of the Management Board.

25. In honor of the celebration of the state holiday of the Republic of Kazakhstan (Independence Day), within the wage fund it is allowed to award the chairman and members of the Management Board in the amount of no more than 10 (ten) minimum wages established by the law of the Republic of Kazakhstan on the republican budget for the corresponding year. The corresponding award is made on the basis of the order of the first head of the Partnership or a person performing his duties.

26. Members of the Management Board may be awarded a bonus for the development and implementation of measures aimed at saving costs, increasing profitability, making innovative decisions and rationalizing proposals, in the amount not exceeding one official salary for the position held.

27. In the event of termination of an employment contract with a member of the Management Board, remuneration is not paid.

28. The chairman and members of the Management Board shall be subject to all conditions of remuneration and remuneration provided for by the internal documents of the Partnership approved by the Supervisory Board decisions.

**4. Rights, duties and responsibilities**

**of the members of the Management Board**

29. Rights and duties of the members of the Management Board are determined by the legislation, the Charter of the Partnership, this Regulation, internal documents of the Partnership approved by the Sole Participant and the Supervisory Board, and may also be determined by an employment contract.

30. Members of the Management Board have the right:

1) receive accounting and reference materials, statistical and other data from the structural divisions of the Partnership to make informed decisions;

2) to get acquainted with the regulatory, accounting, reporting, financial and other documents and materials of the Partnership, including audit reports necessary to resolve issues within the competence of the Board, to obtain copies of these documents and minutes of meetings of the Management Board;

3) submit proposals to the work plan of the Management Board and the agenda of the meeting of the Management Board, as well as proposals to convene an extraordinary meeting of the Management Board;

4) exercise other rights granted by the legislation of the Republic of Kazakhstan, the Charter and internal documents of the Partnership.

31. Members of the Management Board shall:

1) in accordance with the established procedure, submit information on behalf of the Sole Participant, the Supervisory Board;

2) participate in meetings of the Management Board (including by absentee voting);

3) ensure the integrity of the accounting and financial reporting system, including the conduct of an independent audit;

4) to abstain from voting on issues in the decision-making for which they have a personal interest;

5) refuse to accept gifts or other direct or indirect benefits, the purpose of which is to influence the activities of the members of the Board or the decisions they make (with the exception of the symbolic tokens taken in accordance with generally accepted rules of courtesy or souvenirs handed at holding official events);

6) inform the Chairman of the Management Board about the state of affairs in the range of issues they are supervising.

32. The main principles of action of the members of the Management Board are professionalism, reasonableness, discretion, honesty and objectivity. The members of the Management Board shall act in the interests of the Partnership, exercise their rights and fulfill their duties with respect to the Partnership in good faith and reasonably, in order to prevent potential risks and adverse consequences for the Partnership in making decisions.

33. Members of the Management Board should not use their position and information received about the activities of the Partnership to the detriment of the interests of the Partnership. The obligation to preserve confidentiality shall remain in force for 5 (five) years after the termination of the employment contract with the member of the Management Board.

34. The Chairman and members of the Management Board are prohibited from:

1) without the consent of the Sole Participant to conclude deals with the Partnership aimed at obtaining property benefits from it (including the donation, loan, gratuitous use agreements, purchase and sale agreements, etc.);

2) receive a commission fee, both from the Partnership itself and from third parties for transactions entered into by the Partnership with third parties;

3) act on behalf of or in the interests of third parties in relations with the Partnership;

4) carry out entrepreneurial activities competing with the activities of the Partnership;

5) without the consent of the Supervisory Board to work in other organizations.

35. The restrictions provided for in subparagraphs 2) -4) of paragraph 34 of the Regulations also apply to the spouse, all direct descending and ascending relatives, as well as the siblings of the chairman and members of the Board.

36. The only participant has the right to demand compensation in the court for the losses caused to the Partnership by the chairman and members of the Management Board caused by the violation of these or their spouse or by the above-mentioned relatives of the prohibitions provided for in paragraph 34 of the Regulations.

37. The members of the Management Board bear the responsibility established by the laws of the Republic of Kazakhstan, the Charter of the Partnership, for harm caused by their actions and (or) inaction, for losses incurred by the Partnership, including but not limited to losses incurred as a result of:

1) providing information that is misleading, or knowingly false information;

2) violation of the procedure for providing information established by the legislation of the Republic of Kazakhstan;

3) proposals to conclude and (or) take decisions on the conclusion of major transactions and (or) transactions in which there is interest, resulting in the occurrence of losses of the Partnership as a result of their unfair acts and (or) inaction, including for the purpose of obtaining them or their affiliated persons of profit (income) as a result of concluding such transactions with the Partnership.

**5. Guarantees, compensation and measures**

**of social support to the chairman and members of the Management Board**

38. The Chairman and members of the Management Board of the Partnership are guaranteed annual paid leave of absence of 30 (thirty) calendar days with the preservation of the average salary.

39. The Chairman and members of the Management Board are provided with guarantees and compensation payments in the amounts provided for by law.

40. Compensation payments on official business trips of the chairman and members of the Management Board are established by the internal documents of the Partnership.

41. The Chairman and members of the Management Board of the Partnership with the aim of creating favorable conditions for their effective work, maintaining a stable composition, are provided with social support as material assistance in the procedure established by this Regulation.

42. The social support of the chairman and members of the Management Board of the Partnership is based on the following principles:

1) the existence of grounds and the objective need for social support;

2) responsibility;

3) transparency;

4) the presence in the Partnership Development Plan of funds for the provision of social support (including through the savings of funds provided for wages).

43. Funds for the provision of material assistance for rehabilitation provided for in this Regulation shall be included under the relevant article in the annual Partnership Development Plan.

44. Material assistance is provided to the chairman and members of the Management Board of the Partnership who have passed the probationary period (if any), within the limits provided for by the Partnership Development Plan, in the following cases:

1) for health improvement when providing paid annual labor leave - in the amount of 2 (two) official salaries;

2) in connection with the birth of a child / adoption or adoption of a newborn child - in the amount of not more than 100 monthly calculation indicators established by the law on the republican budget for the corresponding year (hereinafter - MCI). In the event that both parents are employees of the Partnership, one of whom is a member of the Board, one-time material assistance is paid to one of the parents of their choice;

3) in connection with death:

Chairman or member of the Management Board - in the amount of no more than 400 MCI with a lump sum payment to one of the members of the family or, in the absence of such, to the person who undertook the organization of the funeral;

spouse / children, parents of the chairman or member of the Board - in the amount of not more than 300 MCI;

4) in connection with the marriage - in the amount of not more than 50 MCI;

5) in connection with the treatment / operation of a member of the Board or persons who are members of his family, in accordance with the list of severe forms of certain chronic diseases approved by the Government of the Republic of Kazakhstan dated November 8th, 2011 No. 1309 and the list of diseases for which a longer period is established incapacity for work, approved by the authorized state body in the field of health, if the cost of treatment / operation exceeds the limit established by the company's health insurance program (a the following: an extract from the medical history, the conclusion of the attending physician, documents confirming the expenses) - in the amount of no more than 100 MCI.

45. Material assistance is provided on the basis of an order of the Chairman of the Management Board of the Partnership or a person replacing it and is executed by the Accounting and Reporting Department of the Partnership.

46. Material assistance for health improvement shall be paid to the chairman and members of the Management Board of the Partnership at a time when providing them with paid annual leave (or part of the annual paid annual leave), in proportion to the actual hours worked in the working year.

47. The decision to issue material assistance for health improvement is made in one order for the provision of paid annual leave (or part thereof), on the basis of a relevant application for paid annual leave and material assistance for rehabilitation in the prescribed manner.

48. Material assistance in connection with the birth of a child, the adoption of the child or the death of the spouse, children, parents (hereinafter - members of the family) of the chairman or member of the Board or marriage is provided on the basis of a corresponding statement by the chairman or member of the Board.

49. Material assistance in connection with the death of a chairman or a member of the Board is based on the application of a member of the family, and in the absence of such persons, the person who undertook the organization of the funeral.

50. The application for material assistance provided for in paragraph 44 of this Regulation shall be accompanied by copies of the documents that are the basis for its provision (birth certificate, death certificate, marriage certificate, etc.).

51. Material assistance is rendered no later than one month after the occurrence of an event preceding the provision of material assistance.

52. Material assistance is provided on the basis of a statement by the chairman or a member of the Board or a member of his family, or, in the absence of such, of another person (a relative who is not a member of the family).

53. Attached to the application are copies of documents that are the basis for providing material assistance (extracts from the medical history, the conclusion of the attending physician, documents confirming the expenses, and other documents issued in accordance with the procedure established by law, with the presentation of documents for confirmation of the originals).

**6. Rules of work of the Board**

54. The Board is headed by the Chairman of the Board. Members of the Management Board manage the Partnership's activities through participation in meetings of the Management Board.

In order to organize continuous management of the Partnership for the period of being on vacation, business trip or absence due to illness, the authority of the Chairman of the Management Board of the Partnership is assigned to one of the members of the Management Board.

55. The Management Board has the right to take decisions on any issues of the Partnership's activities that are not referred by the legislation and the Charter to the competence of other bodies of the Partnership and its officials, including:

1) implementation of decisions of the Sole Participant and the Supervisory Board;

2) development and submission of proposals to the Sole Participant on changes and (or) amendments to the Charter of the Partnership or a new version of the Charter of the Partnership;

3) approval and adoption for approval by the Supervisory Board of the strategy and development plan of the Partnership;

4) approval of the staff schedule of the Partnership, taking into account its branches and representative offices, within the organizational structure and staffing approved by the Supervisory Board;

5) decision-making on creation or closing of branches, opening or closing of representative offices in the territory of the Republic of Kazakhstan and abroad, and approval of provisions on them;

6) making decisions that are binding on all employees of the Partnership;

7) ensuring the fulfillment of the Partnership's obligations under transactions concluded on behalf of the Partnership in the manner prescribed by the legislation and the Charter of the Partnership;

8) ensuring the provision of information in the manner and within the terms provided for by the Charter of the Partnership;

9) approval of internal documents of the Partnership under the list approved by the Single Participant;

10) ensuring the implementation of the strategy and the development plan of the Partnership, entering in due time a report on the implementation of the development plan for approval by the Supervisory Board;

11) approval of the logo of the Partnership and other means of corporate identification of the Partnership;

12) protection and definition of information that is confidential and constitutes a trade secret of the Partnership.

**7. Secretary of the Board**

56. The Secretary of the Management Board is the person responsible for the organizational and documentation support of the work of the Board.

57. Appointment to the post of Secretary of the Management Board and dismissal from his position shall be formalized by the decision of the Management Board.

Only an employee of the Partnership may be appointed Secretary of the Board.

In the event of a temporary absence of the Secretary of the Management Board, the performance of his duties is assigned by the Management Board to another person from among the employees of the Partnership.

58. The Secretary of the Management Board has the right:

1) to demand from the managing directors, heads of structural subdivisions of the Partnership, the observance of procedures when submitting questions for consideration by the Management Board established by the internal documents of the Partnership;

2) to exercise current control (on terms) for the implementation of the decisions of the Management Board, to report to the Board on the implementation of previously adopted decisions;

3) to request information and materials on the implementation of the decisions of the Partnership's Management Board from the managing directors and (or) structural subdivisions of the Partnership responsible for the implementation of the decisions of the Management Board;

4) perform other functions in accordance with the internal documents of the Partnership, these Regulations and instructions of the Management Board.

59. The Secretary of the Management Board shall:

1) notify the members of the Management Board and invited persons about the date, place and time of the Board meetings and prepare handouts for the members of the Management Board on the agenda items of the meeting;

2) to record the meetings of the Management Board;

3) prepare and send to members of the Management Board questionnaires for absentee voting;

4) communicate information about the decisions taken by the Management Board to the attention of the members of the Management Board and persons who are affected by the decisions taken;

5) issue statements from the minutes of the meetings of the Management Board;

6) keep the original minutes of the meetings of the Management Board and materials for them;

7) quarterly prepare a draft report on the activities of the Board;

8) not to disclose to third parties information constituting the trade secret of the Partnership and other confidential information of the Partnership.

60. The Secretary of the Management Board is responsible for the correctness of the minutes of meetings of the Management Board and extracts from them and does not have the right to vote when making decisions by the Management Board.

**8. The procedure for convening and holding internal meetings   
of the Board, adoption and execution of its decisions**

61. The Board carries out its activities through decision-making in the following ways:

voting of members of the Management Board at a full-time meeting;

by absentee voting of the members of the Management Board (by questionnaire in the form according to Appendix 1 to this Regulation).

62. If necessary, the meeting of the Board may be held using tele- or videoconferencing. At the same time, the vote of a member of the Management Board who is absent from the place of the meeting but participates in the meeting through this connection is taken into account when counting votes.

63. In case of impossibility for a member of the Board to arrive at the meeting, it is allowed to express his will in absentia in writing in favor, against or abstain on the issue to be voted on, with a draft decision on which he previously acquainted.

64. Meetings of the Management Board shall be held at the location of the Partnership specified in the Charter.

If necessary, meetings of the Management Board may be held elsewhere, as determined by the Chairman of the Management Board.

65. The meeting is considered valid if at least half of the members of the Management Board participate in it, including absent members of the Management Board who voted on the items on the agenda of the meeting in writing. Decisions of the Management Board are made by a simple majority of the votes of the members of the Management Board participating in the meeting or submitting written communications. At the same time, an obligatory condition for a quorum is the participation in the meeting of the Board of the Chairman of the Management Board or a person performing his duties.

66. Each member of the Board has one vote.

The transfer of a vote by a member of the Management Board to another person, including another member of the Management Board, is not permitted.

In the case of a tie, the decision shall be deemed to be the decision for which the Chairman of the Board or a person fulfilling his duties voted.

For each issue put to the vote, the Chairman of the Management Board expresses his will by the last of the members of the Management Board.

67. Invited persons may also take part in meetings of the Management Board in agreement with the Chairman of the Management Board.

Voting by members of the Management Board is carried out without participation of invited persons.

68. Meetings of the Management Board shall be held on matters falling within its competence by legislation, the Charter of the Partnership and this Regulation, as necessary.

69. Meetings of the Management Board may be convened at the initiative of the Chairman of the Management Board and (or) any of its members and (or) managing directors of the Partnership.

70. The timing and agenda of the meeting, the chairmanship of it, are within the competence of the Chairman of the Board. In the absence of the Chairman of the Board, these functions are performed by the person performing his duties.

71. Preparation of materials on issues for consideration by the Management Board is carried out on behalf of the Chairman of the Management Board, as well as on their own initiative of structural divisions and (or) managing directors.

72. The materials for consideration at the meeting of the Management Board prepared by the relevant structural units and / or managing directors should be agreed in due course with the interested structural units and (or) managing directors, and, if necessary, with the members of the Management Board.

73. It is allowed to coordinate documents submitted to the Board for consideration, through a single internal information system of electronic document management.

74. The materials prepared for consideration by the Board include an explanatory note in the form according to Appendix 2 to this Regulation, with the justification of the need to consider this issue and take a decision on it, a draft decision agreed in the established order, a list of persons planned to be invited to the meeting on specific item, other necessary materials.

75. An official note prepared by the structural unit and (or) the managing director supervising the corresponding direction of the Partnership's activity, in the form according to Appendix 3 to this Regulation, with the attached materials, is submitted to the Chairman of the Management Board and, if necessary, than three calendar days before the meeting.

76. The Secretary of the Management Board shall form and submit for approval to the Chairman of the Management Board or to the person performing his duties the draft agenda of the meeting of the Management Board in accordance with the form in accordance with Appendix 4 to this Regulation, which specifies the issues to be submitted to the Board, rapporteurs, expected time and place holding a meeting.

77. The approved agenda of the meeting of the Management Board with the attached materials shall be submitted to the members of the Management Board not later than 3 (three) business days before the day of the meeting of the Management Board.

78. Responsibility for the timely and qualitative preparation of materials for the meeting of the Board is assigned to the head of the structural unit and (or) the managing director who initiated the issue of the relevant issue for consideration by the Board.

79. Other terms for the formation of materials and the holding of a meeting of the Management Board may be established by the Chairman of the Management Board or by a person performing his duties.

80. The Board, upon the proposal of its member (s), may additionally consider issues that are not included in the agenda, subject to the consent of the majority of the members of the Management Board participating in the meeting and in the presence of all necessary materials on these issues.

81. Meetings of the Management Board are necessarily recorded by the Secretary of the Management Board. According to the decision of the Board, audio and / or video recording of the meeting can be conducted.

82. The minutes of the meeting of the Management Board shall be drawn up on the basis of records made during the meeting, explanatory notes presented, abstracts of speeches and speeches, references, draft decisions.

The minutes of the meeting of the Management Board are accompanied by the materials that served as the basis for the Board's decision-making.

83. The minutes of the meeting include:

number of the protocol (cumulative numbering from the beginning of the year);

full name of the Partnership;

place and time of the meeting;

members of the Management Board participating in the meeting, invited persons;

agenda of the meeting;

method of voting;

issues put to vote, and the results of voting on them;

the decisions taken;

other information.

84. The minutes following the meeting of the Management Board are drawn up by the Secretary of the Management Board, signed by him and, after sighting by the members of the Management Board, submitted for signing to the Chairman of the Management Board.

The date of the meeting is the date of the meeting. The minutes of the meeting of the Management Board should be drawn up, signed and signed within three working days from the date of the meeting.

85. In case of disagreement with the decision taken on the issue (s) of the agenda of the meeting of the Management Board or voting "abstained", such a member of the Management Board must provide a written explanation of the reasons for such voting for inclusion in the protocol within one working day from the end of the meeting, or the Secretary of the Board provides reflection of the position of the said member of the Board directly in the text of the protocol.

86. The original documents on the matters considered at the meeting of the Board are filed together with the minutes.

Registration of the minutes of the Board meetings, their formation in appropriate cases and safety of paper originals are provided by the Secretary of the Board. After registration, extracts from the minutes of the Board meetings, sealed with the stamp of the Board, are sent in accordance with the list drawn up by the Secretary of the Board.

Extracts from the minutes of the Board meetings, sealed with the seal of the Board, are issued by the Secretary of the Board at the request of the head of the interested structural unit and / or the managing director of the Partnership.

**9. Correspondence meetings of the Board**

87. In exceptional cases, absentee meetings of the Partnership's Board may be held only upon the decision of the Chairman of the Management Board or a person who replaces him on matters that are not of a dissenting nature.

In case of objections of at least one member of the Management Board against consideration of the matter at a meeting in absentia, the issue shall be included in the agenda of the next internal meeting.

The rules of section 6 of this Regulation shall apply to the adoption of decisions at correspondence meetings of the Management Board by absentee voting, unless otherwise provided for by this section or follows from the essence of absentee voting.

88. The decisions of the Management Board at absentee meetings are taken by a simple majority of votes of the members of the Management Board who take part in absentee voting by poll.

89. The decision to hold an absentee vote shall be taken by the Chairman of the Management Board or by a person performing his duties. For the conduct of absentee voting, the period during which it is carried out is established.

90. The questionnaires should be sent (handed) to the members of the Management Board not later than three working days before the deadline for submitting completed questionnaires.

The questionnaire should contain the following information:

full name of the Partnership;

the deadline for the receipt of the questionnaire;

the address of the receipt of the questionnaire;

the formulation of each item put to the vote, and options for voting on it, expressed by the wording "for", "against", "abstained";

an indication that the questionnaire should be signed by a member of the Management Board;

other information.

The questionnaires and other information (materials) should be sent to the members of the Management Board via postal, electronic or other communication, or through a single internal information system of electronic document circulation, or handed personally.

When sending questionnaires to the members of the Management Board, the Secretary of the Management Board certifies their correct and uniform composition by their signature.

Completed and personally signed by members of the Board questionnaires are provided to the Secretary of the Board or another person authorized by the Management Board. Members of the Board can also fill in and sign the questionnaires through a single internal information system of electronic document management.

91. The place of the decision of the absentee meeting of the Management Board shall be the location of the Partnership specified in the Charter.

92. On the basis of the returned questionnaires with the voting results of the members of the Management Board, the Secretary of the Management Board shall draw up a minutes of the Board's absentee meeting, which reflects the results of voting on each of the issues, and records the fact of the decision (non-adoption).

93. The minutes on the results of the absentee meeting shall be communicated by the Secretary of the Management Board to all members of the Management Board within a period not later than seven days from the date of its signing and enclosing the questionnaires on the basis of which the decision has been adopted.

94. Questionnaires are attached to the minutes of the absentee meeting of the Board. The minutes of the meeting in absentia are signed by the Secretary of the Management Board and submitted for signature to the Chairman of the Management Board. The date of the minutes of the absentee meeting of the Management Board is the deadline for submission of the questionnaires.

The minutes of the absentee meeting of the Management Board shall be drawn up and signed within three working days from the deadline for submission of the questionnaires.

**10. Control over the execution of decisions of the Management Board**

95. Control over the execution of decisions of the Management Board is exercised by the Chairman of the Management Board or its members on the issues being supervised or by a person who is subject to such control by the decision of the Board to ensure their high-quality and timely execution.

The current control (on terms) for the execution of the decisions of the Board is carried out by the Secretary of the Board.

96. All decisions requiring implementation of the decision of the Board are subject to control and verification.

97. In case of non-execution and (or) improper execution of the decision of the Management Board within the established period, the Secretary of the Management Board shall bring relevant information to the Chairman of the Management Board.

98. Managing directors and (or) structural subdivisions of the Partnership specified in the decisions of the Management Board as responsible for their implementation bear the responsibility established by the legislation for the timely and qualitative implementation of decisions made by the Board. At the end of the deadline specified in the decision of the Board, they are obliged to send to the Secretary of the Board a message on the execution of the relevant decision, with a copy of the document confirming the implementation of the decision or a reference to such a document.

99. Managing directors and (or) structural subdivisions of the Partnership are responsible for the execution of decisions of the Management Board within a period not exceeding three working days from the date of receipt of the request from the Secretary of the Management Board to provide him with information on the implementation of the decisions of the Management Board.

100. The Secretary of the Management Board shall, quarterly (no later than the 5th day of the month following the reporting quarter) inform the members of the Management Board of the results of implementation of decisions taken by the Management Board.

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Annex 1 to the Regulation on the Management Board of LLP «SK-Pharmaceuticals»

**Questionnaire for absentee voting of the members of the Management Board of the limited liability partnership SK-Pharmaceuticals**

Astana №\_\_\_\_\_ \_\_\_\_\_\_ «\_\_\_» 20\_\_.

(Position, full name member of the board)

Limited Liability Partnership SK- Pharmaceuticals (hereinafter - LLP «SK-Pharmaceuticals»), located at: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

The initiator of the meeting is: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

The final date for submission of the signed questionnaire for absentee voting:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Issues put to the vote:**

**1. "\_\_\_\_\_\_\_\_\_\_".**

**2. "\_\_\_\_\_\_\_\_\_\_".**

**Voting on each issue:**

|  |  |  |
| --- | --- | --- |
| № | Name of the issue | Decision of a member of the Board |
| 1. |  | For |
| Against (dissenting opinion) |
| Abstained (dissenting opinion) |

***Clarification on the order of filling in the questionnaire:***

*On the issue put to the vote in this questionnaire, a member of the Board signs his signature (ticks) under one of the presented graphs: "For", "Against", "Abstained". In case of voting "Against" or "Abstained", a member of the Management Board has the right to express a dissenting opinion, which is attached separately in writing.*

Date of counting votes:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Annex 2 to the Regulation on the Management Board of LLP «SK-Pharmaceuticals»

Explanatory note

**To a issue on"\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_" *(name of the question)***

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

***(Brief description of the issue, rationale)***

(position of the initiator of the issue) (Full name of the initiator of the question)

**Draft decision to the issue**

«\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_»

***(name of the issue)***

The Management Board DECIDED: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

***(the contents of the draft decision to the issue under consideration)***

Annex 3 to the Regulation on the Management Board of LLP «SK-Pharmaceuticals»

**OFFICIAL NOTE**

**to the issue submitted for consideration by the Management Board** **LLP «SK-Pharmaceuticals»**

**List**

**of information that should be reflected in the note**

1. The essence of the issue, the rationale for the need to bring the issue to the Board's consideration and the proposed decision on it.

2. The assumed risks arising from the adoption or non-acceptance by the Board of the proposed resolution, the consequences of the implementation of these risks, measures to minimize these risks.

3. Alleged socio-economic and / or legal consequences in case the Board makes a decision on the issue.

4. Specific objectives, expected results and expected effectiveness.

5. The estimated financial costs associated with the implementation of the Board's decision on the issue, based on the approved budget of the Partnership.

6. Information on legislative acts, acts of the parent bodies of the Partnership, acts of the Management Board, commissions adopted earlier on the issue under consideration and the results of their implementation.

7. The need to further bring the internal acts of the Partnership in line with the decision of the Board on the issue to be taken.

8. Other information.

**FULL NAME. position of developer, signature**

**Agreed**

Annex 4 to the Regulation on the Management Board of LLP «SK-Pharmaceuticals»

Agenda of the meeting

of the Management Board of LLP «SK-Pharmaceuticals»

"\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_"

***(issues submitted for consideration by the Board)***

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

***(Full name, position of the speaker, time and place of the meeting)***