Approved

 by decision of the Supervisory Board of

 SK-Pharmaceuticals LLP

 dated September 21, 2018

 (protocol number 68)

Changes and additions to

Regulations on the Board of SK-Pharmaceuticals LLP

Include in the Regulations on the Board of SK-Pharmaceuticals Limited Liability Partnership, the following changes and additions, approved by decision оf the Supervisory Board of the SK-Pharmaceuticals LLP dated September 18, 2017 (protocol number 57):

clause 1 shall read as follows:

"1. These Regulations on the Board of the of SK-Pharmaceuticals Limited Liability Partnership (hereinafter - the Regulations) developed in accordance with the Law of the Republic of Kazakhstan from 22 April 1998 “On Limited and Additional Partnerships Responsibility ”, Partnership Code of Corporate Governance of SK-Pharmaceuticals Limited Liability Partnership approved by order of the Ministry of Health of the Republic of Kazakhstan from 10 May 2018 No. 249, other regulatory legal acts of the Republic of Kazakhstan and the Charter of SK-Pharmaceuticals Limited Liability Partnership (hereinafter the Partnership).";

clause 9 shall read as follows:

"9. Chairman of the Board and members of the Board of the Partnership must have the appropriate knowledge, skills, experience work necessary for the performance of their duties, to have professional qualification, impeccable business and personal reputation, know prospects, strategy, technical priorities, economic and social development of the Partnership, to have high professional and personal characteristics, adhere to high ethical standards. Chair also need to have high organizational skills work actively with the Sole Member and constructively build a dialogue with him, the Supervisory Board, employees and other interested parties. ";

clause 20 shall read as follows:

"20. Remuneration to members of the Board is charged in proportion to the time actually spent on relevant position. At the same time, members of the Board who continuously held positions employees in the Partnership before their election to the Board, by results of the performance evaluation is paid a premium on the basis of work for the reporting period (quarter, year) in the range of funds stipulated in the Partnership Development Plan for these purposes. Remuneration of specified persons on the basis of work results for the reporting period charged in proportion to the time actually spent on the relevant position on the basis of the order of the Chairman Board of the Partnership or the person performing his duties. Time spent in the next labor vacation (working days), period of business travel (including advanced training courses) are included in the actual time for the calculation of remuneration. ";

clauses 25, 26, 27 shall read as follows:

"25. In the framework of the wage fund are allowed bonuses to Chairman and members of the Board in the amount of not more than 10 (ten) minimum wage established by law of Republic of Kazakhstan in the national budget for the relevant year:

to celebrate the professional medical holiday of the Republic of Kazakhstan;

to celebrate a public holiday - Independence Day.

Relevant bonuses are made on the basis of the order of the first head of the Partnership or the person performing his duties.

26. A premium in an amount not exceeding one official salary for the position to Members of the Board of Directors may be paid, upon decision of the Supervisory Board:

- for the development and implementation of measures aimed at cost savings, increased profitability, innovation solutions and innovation proposals;

- at the initiative of the Sole Participant for the contribution and development

drug provision of the population of the republic.

27. By decision of the Supervisory Board in the event of termination

(cancellation) of an employment contract with a member of the Board on the basis provided for in Articles 50, 51, sub-paragraphs 2), 6), 19) (in the case of guilt absence), 20), 23) and 24) clause 1 of Article 52, Article 56, sub-clauses 1), 3), 5) and 6) of paragraph 1 of Article 57, Article 59 of the Labor Code of the Republic Kazakhstan, bonuses for performance reporting period is made in accordance with these Regulations at availability of an approved in the prescribed manner Efficiency Card proportional to the actual worked hours.

Remuneration of a member of the Board on the grounds provided for this paragraph is carried out on the basis of a member statement The Board with which the employment contract is cancelled / terminated supporting documents, Board member bonuses in accordance with subparagraph 3) of paragraph 1 of Article 57 of the Labor Code of the Republic of Kazakhstan is carried out on the basis of an application one of his family members with a document confirming his relationship with the dead and death certificates.";

clause 31 to add sub-clause 7) with the following content:

“7) to prevent a situation with a conflict of interest. In the event of a conflict of interest, a member of the Board notify the Supervisory Board in advance or Chairman of the Board and does not participate in the discussion and voting this issue, what is the corresponding entry in the protocol of Board meetings.”;

in paragraph 55:

subparagraph 3) shall read as follows:

“3) approval and submission for approval by the Supervisory Council strategy and development plan of the Partnership, other documents the development and approval of which is provided for in documents regulating the activities of the Partnership;";

subparagraph 3) shall read as follows:

“3) approval and submission for approval by the Supervisory Council strategy and development plan of the Partnership, other documents the development and approval of which is provided for in documents regulating the activities of the Partnership; ";

subparagraph 8) shall read as follows:

"8) ensuring the provision of information in the manner and time frame stipulated by the Charter of the Partnership, the Corporate Code management and other documents regulating the activities of Partnership; ";

add with subparagraph 13) of the following content:

"13) ensuring the creation of an optimal organizational structure of Partnership, which should be focused on efficiency decision making, increasing the productivity of the Partnership, efficiency of decision making, organizational flexibility.”;

to add clause 55-1,55-2 as follows:

“55-1. The Board is accountable to the Sole Member and Supervisory Board and manages the current activities of the Partnership, is responsible for decisions, including for the implementation of the development strategy and / or plan development and decisions made by the Sole Member and Supervisory Board.

55-2. The Board forms the Work Plan for the coming year with list of questions before the beginning of the calendar year. ";

clause 57 shall be stated as follows:

“57. Chairman of the Board assigns secretary functions Board on one of the employees of the Partnership. ";

paragraph 61 to add the fourth paragraph read:

“The board should have face-to-face meetings and discuss issues of implementation of the development strategy and / or development plan, decisions Single Member, Supervisory Board and Operating four activities. Board meetings are held on a regular basis.”;

add with paragraph 65-1 of the following content:

“65-1. The board makes a decision based on the full, reliable and high-quality information provided by structural units and / or managing director, initiating the relevant issue for consideration Board. ";

clause 68 shall read as follows:

“68. Meetings of the Board are held on issues related to its competence legislation, the Charter of the Partnership and these Regulations on a regular basis.";

to add clause 72-1 with the following content:

“72-1. The agenda of the Board meeting does not include issues materials on which were presented poorly and with violation of terms. ";

clause 74 shall read as follows:

"74. Materials prepared for consideration by the Board include an explanatory note on the form according to the appendix 2 to this Regulation, with the justification of the need consideration of this issue and decision on it, the draft decisions agreed in the prescribed manner risks associated with making / not making a decision and their impact on cost and sustainable development of the Partnership, a list of persons who scheduled to be invited to a meeting on a specific issue, others necessary materials.";

Add with paragraph 80-1, 80-2 of the following content:

“80-1. When addressing important and complex issues such as development strategies and / or development plans, investment projects, risk management can be held several meetings.

80-2. When considering each issue a separate discussion It is dedicated to the risks associated with making / not making a decision and their impact on the cost and sustainable development of the Partnership. ";

paragraph 95, add the third paragraph to read:

"In cases where the decisions of the Board of the Partnership (protocols) the deadline for the execution of the order is not specified, it is executed on a monthly basis term.";

clause 100 shall read as follows:

"100. Secretary of the Board quarterly (no later than the 20th month following the reporting quarter) informs members The Board on the results of the implementation of decisions made by the Board.”;

Annex 2 shall read as follows:

Appendix 2

to the Regulations on the Board

SK-Pharmacеuticals LLP

**Explanatory note**

**by a question "\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_"**

**(name of the question)**

1. The essence of the issue, the rationale for the need to issue consideration of the Board and the proposed decision on it. Link to norms of the legislation of the Republic of Kazakhstan or internal documents of the Partnership, according to which the proposed question.

2. Estimated risks arising from the adoption or not the adoption by the Board of the proposed decision, as well as measures for their minimization.

3. Specific objectives, deadlines for expected results and estimated efficiency, estimated financial costs, related to the implementation of the Board’s decision on the issue based on Partnership Development Plan.

4. Information on decisions previously taken by the bodies of the Partnership on

the subject matter.

5. List of internal documentation and (or) previously adopted The Board of the decisions to be declared null and void due to with the decision on the piglet under consideration.

6. Other information \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

**Decision project to the question**

**"\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_"**

**(name of the question)**

The Board RESOLVED:

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(content of the decision project to the submitted issue)

Questions

initiator Position (full name)