

**Approved by:
Decision of the General Meeting of Members
of the Association of Legal Entities
“Republican Association of Mining and
Metallurgical Enterprises”
(Minutes No. 1 dated June 10, 2021)**

**CHARTER
OF THE ASSOCIATION OF LEGAL ENTITIES
“REPUBLICAN ASSOCIATION OF MINING AND METALLURGICAL
ENTERPRISES”**

**Nur-Sultan
2021**

1. General provisions

1.1. Association of Legal Entities “Republican Association of Mining and Metallurgical Enterprises” (hereinafter referred to as the Association) is an association of legal entities based on voluntary membership, created to represent and protect the interests of its members, as well as to achieve other objectives that do not contradict the law.

The Association is a non-profit organization.

1.2. The Association shall not seek to make profit as the main goal of its activities.

The Association has the right to engage in entrepreneurial activity only insofar as this corresponds to its statutory objectives, and shall keep records of costs and revenues of entrepreneurial activities in accordance with the legislation of the Republic of Kazakhstan.

1.3. The Association shall carry out its activities on the entire territory of the Republic of Kazakhstan, acting in accordance with the Constitution of the Republic of Kazakhstan, the Civil Code of the Republic of Kazakhstan, Law of the Republic of Kazakhstan “On Non-Profit Organizations,” other laws and regulations of the Republic of Kazakhstan and this Charter.

In cases determined by this Charter, according to the decisions of the Association bodies, it may carry out activities outside the Republic of Kazakhstan in accordance with the laws of the Republic of Kazakhstan and the norms of other applicable law.

1.4. The name of the Association:

1.4.1. in the Kazakh language:

full name: «Тау-кен өндіруші және тау-кен металлургиялық кәсіпорындардың республикалық қауымдастығы» заңды тұлғалар бірлестігі;

abbreviated name: «ТМКҚ» ЗТБ.

1.4.2. in the Russian language:

full name: Объединение юридических лиц «Республиканская ассоциация горнодобывающих и горно-металлургических предприятий»;

abbreviated name: ОЮЛ «АГМП».

1.5. Location of the Association: 12/1 D. Kunayev Street, Nur-Sultan, Yessil district, 010000, Republic of Kazakhstan.

1.6 The Association shall be deemed established as a legal entity from the moment of its incorporation in the manner prescribed by law, may acquire and exercise property and personal non-property rights on its own behalf, bear responsibilities corresponding to the purposes of establishment and activities provided for herein, as well as be a plaintiff and defendant in court.

1.7. The Association shall be the owner of its property, shall have the right to acquire civil rights and perform duties in accordance with the legislation of the Republic of Kazakhstan. The Association shall be liable for its obligations with all its property, unless otherwise provided by law.

1.8. The Association shall have the right to open bank accounts in and beyond the territory of the Republic of Kazakhstan.

1.9. The Association shall have a round seal containing its full corporate name in the Kazakh and Russian languages.

The Association shall be entitled to have stamps and letterheads with its corporate name, its own emblem, as well as duly registered trademarks and other means of visual identification.

1.10. The Association may establish branches and open representative offices in the Republic of Kazakhstan and abroad. Branches and representative offices shall operate on behalf of the Association and shall not have the status of a subject of civil rights.

The Association shall be entitled to establish other structural subdivisions by the decision of the Executive Body of the Association.

1.11. In order to achieve the objectives stipulated herein, the Association may establish other non-commercial organizations and join other associations and unions.

1.12. The Association shall not be liable for obligations of its members, unless otherwise provided by law.

Members of the Association shall not be liable for its obligations, unless the law provides for subsidiary liability of its members.

1.13. The Association shall be liable to its members in accordance with the legislation of the Republic of Kazakhstan, the provisions of this Charter and internal documents including, but not limited to the following.

1.13.1 In its activity the Association shall act in good faith, taking into account interests of its members and within the framework of applicable laws and customs of business;

1.13.2. The Association shall be obliged to hold timely general meetings of its members in accordance with the procedure established by law and internal documents of the Association, as well as, other meetings provided for by the internal documents and acts of the Association, if necessary;

1.13.3. The Association shall be obliged to report on its activities at the annual General Meeting of the Members of the Association;

1.13.4 Association shall represent interests of mining and metallurgical industry in good faith in its relations with state bodies, citizens and organizations;

1.13.5. The Association shall spend carefully the funds of its members received in the course of making voluntary and obligatory contributions;

1.13.6. The Association shall provide its members with requested information to the extent and in the order stipulated by the law, the present Charter and internal documents;

1.13.7. The Association shall, to the extent of its capabilities, assist in exercise and protection of legal rights and interests of its members;

1.13.8. The Association shall strictly comply with the decisions of the General Meeting of the Members of the Association made in accordance with the established procedure;

1.13.9. Other obligations to its members may be imposed on it by the law, internal documents and decisions of general meetings of the Association members.

1.14. Features of the legal status of the Association can be established by laws and other legal acts.

1.15. The term of Association's activity shall not be limited.

2. Membership in the Association. Terms and procedure for admission to and withdrawal from the Association

2.1. Members of the Association can be legal entities that meet one of the following criteria, including but not limited to:

2.1.1. entities carrying out activities in mining and metallurgical industries;

2.1.2. entities carrying out activity related to mining and metallurgical industries;

2.1.3. entities carrying out service maintenance of mining and metallurgical industry enterprises;

2.1.4. other legal entities whose activities are directly or indirectly related to mining and metallurgical industries;

2.1.5. entities holding shares (participatory interests) in legal entities specified in subparagraphs 2.1.1. - 2.1.4. hereof;

2.1.6. non-profit legal entities, whose members are the organizations specified in subparagraphs 2.1.1. - 2.1.4. hereof.

2.2. Members of the Association retain their independence and rights. Founders and members of the Association shall be equal in rights and obligations.

2.3. The Association shall be open for new members to join.

With the consent of the members of the Association, a new member can join the Association. The position of the members of the Association on the entry of a new member shall be formed by a written or electronic poll of the members of the Association. A simple majority vote of those Association members who expressed their position during the survey shall be sufficient for the admission of a new member.

2.4. Admission to membership in the Association shall be carried out on the basis of an application submitted to the Executive Body of the Association. Submission of such an application shall mean the expression of will of the candidate to become a member of the Association and to adhere to the Memorandum of Association. Information about the new member joining the Association shall be posted on the official website of the Association in the information and communication network "Internet" with the name of the new member, the date of its admission and contact information.

2.5. Members entering the Association shall pay an entrance fee in the amount and within the timeframe determined by the internal documents of the Association, approved by the decision of the General Meeting of the Members of the Association.

2.6. Members of the Association shall pay annual (periodic) membership fees, the amount of which shall be determined in accordance with the procedure established by the Regulations on Membership Fees, approved by decision of the General Meeting of the Members of the Association.

2.7. Voluntary withdrawal or exclusion from the membership in the Association shall not entitle the withdrawing member to a refund of funds paid by it as entrance, annual (periodic) and other fees.

2.8. A member of the Association has the right to withdraw from the Association at any time at its discretion by submitting a written application to the Executive Body of the Association. The member of the Association shall be

considered to have been withdrawn from its membership from the date of receipt of a written application by the Association. Termination of membership in the Association shall not exempt the resigned entity from liability to the Association for violation of obligations related to the legal fact of membership.

Application to withdraw from the Association is a unilateral refusal of the withdrawing member of the Association to fulfill the provisions of this Charter.

2.9. Exclusion of a member from the Association shall be based on the decision of the General Meeting of the Members of the Association as advised by the Executive Body.

The member of the Association shall be excluded from the Association if it:

2.9.1. systematically fails to perform or improperly performs its duties, or violates its obligations against the Association;

2.9.2. prevents normal work of the Association with its actions or inaction;

2.9.3. violates the provisions of the Charter of the Association;

2.9.4. fails to pay membership fees for two (2) calendar years, unless a member of the Association was temporarily exempted from paying them in accordance with the Regulations on Membership Fees, approved by the General Meeting of the Members of Association;

2.9.5. member of the Association has lost contact with it, i.e. within six (6) months twice did not respond to written notifications from the Association to contact the Association.

3. Subject matter and objectives of the Association

3.1. The subject of the Association is to:

3.1.1. develop and submit to the state authorities and management bodies proposals on development and maintenance of competitiveness of Kazakhstani mining and metallurgical enterprises;

3.1.2. assistance to the Association Members in search of business partners, conclusion of contracts, organization of goods sale (rendering of services) and other matters related to their trade and economic activities;

3.1.3. practical and advisory assistance to the Association Members in legal, economic, organizational and managerial matters related to their activities;

3.1.4. organization of information and analytical support of Association Members' activities;

3.1.5. cooperation with international organizations;

3.1.6. representation and protection of interests of Association Members in government agencies of the Republic of Kazakhstan, international and foreign organizations and agencies;

3.1.7. organization of research projects, provision of members of the Association with statistical, analytical and regulatory information;

3.1.8. examination and provision of information on draft laws and other regulatory legal acts on issues affecting the interests of the Association Members;

3.1.9. organization of workshops, conferences, congresses and advanced training courses;

3.1.10. holding of workshops, conferences, congresses for a fee to third parties and/or free or at a reduced cost to the Association Members, and organization of advanced training courses;

3.1.11. participation in the manner prescribed by the legislation of the Republic of Kazakhstan in the preparation and signing of agreements on social and labor and related economic relations;

3.1.12. charity activities;

3.1.13. other types of activities not prohibited by the legislation of the Republic of Kazakhstan and corresponding to the objectives of the Association.

3.2. The main objectives of the Association:

3.2.1. consolidation of the efforts of its members to ensure their sustainable development;

3.2.2. protection and support of the rights and legitimate interests of Association Members in state bodies of the Republic of Kazakhstan, foreign and international organizations and agencies, in relations with trade unions and other non-commercial organizations;

3.2.3. draft of proposals on development and maintenance of competitiveness of Kazakhstani mining and metallurgical enterprises;

3.2.4. assistance to the process of consultations and negotiations between members of the Association and social partners at all levels, settlement of collective labor disputes and conflicts;

3.2.5. representation of interests of the Association Members in similar organizations of foreign countries.

4. Rights and obligations of Members of the Association

4.1. A member of the Association has the right to:

4.1.1. participate in the management of its affairs in the manner prescribed by law or the Charter;

4.1.2. participate in the formation of the Association's property in the manner, in the amount, order and within the terms stipulated by the Charter of Association, decisions of its bodies, the legislation of the Republic of Kazakhstan;

4.1.3. in cases and in the manner prescribed by legislation and the Charter, receive information about the activities of the Association;

4.1.4. appeal, in the manner prescribed by law, against the decisions of the Association bodies that are contrary to the law;

4.1.5. use consulting, methodological, legal and other services provided by the Association;

4.1.6. resign from the Association at any time at its own discretion;

4.1.7. make proposals to improve the Association's activities;

4.1.8. make proposals on agenda items of the General Meeting of Members of the Association;

4.1.9. if there is a demand of one third of the total number of the Association Members to initiate an extraordinary General Meeting of Members of the Association;

4.1.10. make voluntary contributions of their own free will and with the consent of the Association;

4.1.11. exercise other rights stipulated by law or the Charter, decisions of the General Meeting of the Members of the Association.

4.2 A member of the Association is obliged to:

4.2.1. not to disclose confidential information about the activities of the Association and its members;

4.2.2. participate in decision-making, if its participation, in accordance with the law and/or the Charter, is necessary for making such decisions;

4.2.3. not to commit actions deliberately aimed at causing harm to the Association and its members, not to abuse their rights;

4.2.4. not to take actions (inaction) that significantly complicate or make it impossible to achieve the goals for which the Association was created;

4.2.5. timely pay membership fees in accordance with the Regulations on Membership Fees;

4.2.6. execute the decisions of the General Meeting of the Members of the Association;

4.2.7. fulfill other obligations stipulated by this Charter and the legislation of the Republic of Kazakhstan.

5. Bodies of the Association

5.1. Management bodies of the Association shall be:

Supreme body – the General Meeting of Members of the Association;

Executive Body (Sole) – Executive Director;

Control body (Sole) – Auditor.

6. General Meeting of the Members of the Association

6.1. The exclusive competence of the General Meeting of the Members of the Association shall include resolution of the following issues:

6.1.1. determination of priority (major) activities of the Association;

6.1.2. modification of the Association's Charter, approval of its new version;

6.1.3. election and early termination of powers of the Association's Auditor;

6.1.4. election and early termination of powers of the Executive Director;

6.1.5. determination of a person authorized to sign an employment contract with the Executive Director, determination of the Executive Director's remuneration;

6.1.6. approval of annual reports and financial statements of the Association;

6.1.7. making decisions on establishment of other legal entities by the Association or participation in activities of other legal entities;

6.1.8. making decisions on establishment of branches and opening of representative offices of the Association;

6.1.9. making decisions on reorganization or liquidation of Association, appointment of Liquidation Commission (or liquidator) and approval of liquidation balance sheets (interim and final);

6.1.10. making decision about the Association's property remaining after settlements with creditors in the process of liquidation of the Association;

6.1.11. adoption of the Regulations on Membership Fees, introducing amendments and/or additions to the said Regulations;

6.1.12. making decisions on inclusion of new members into membership of the Association, as well as exclusion of members from the Association in the manner prescribed in paragraphs 2.3. and 2.4. hereof;

6.1.13. making decisions on other issues, which by virtue of law are referred to the exclusive competence of the General Meeting of the Members of the Association; and

6.1.14. determination of the amount of the Auditor's remuneration.

6.2. General meetings of the members of the Association can be held in person (including through the Zoom software product or other software and hardware tools that provide videoconference) or in absentia. The form of the General Meeting of the Association members shall be determined by the Executive Director.

General Meetings of the Members of the Association may be convened on the initiative of:

6.2.1. the Executive Director;

6.2.2. at least one third of the Association members;

6.2.3. the Auditor;

6.2.4. the Liquidation Commission (Liquidator).

6.3. The General Meeting of Members of the Association according to the results of the corresponding year must be held not later than May 1 of the year following the reporting year.

6.4. The Association members shall be notified about the convocation of the General Meetings of the Association Members by means of posting an announcement on the official website of the Association in the information and communication network "Internet" 30 (thirty) calendar days prior to its holding regardless of the form of holding.

Announcement about the call of the meeting shall contain information about the date and method of holding the meeting, the agenda of the meeting, and ways of accessing the meeting materials.

The members of the Association have a right to make proposals to the agenda of the meeting not later than fifteen (15) calendar days before the date of the meeting. The members of the Association shall be notified of such proposals in the same manner as the meeting is called, no later than ten (10) calendar days before the date of the meeting. The General Meeting of Members shall have the right to decide by a simple majority to amend or supplement the meeting agenda.

The members of the Association shall have the right to get acquainted with the materials of the meeting.

6.5. When holding a General Meeting of the Association Members in person, representatives of the Association Members are subject to registration on the day of the meeting (before the start of the meeting) by the registrar appointed by the Executive Director from among the employees of the Association. The registrar shall perform its functions free of charge, ensure the reliability of the registration process of the members of the Association, verify their powers, carry out the formation of a

registration sheet (such a list must be signed by the registrar and each of the representatives of the members of the Association authorized to participate in the meeting, and in the case of an in-person meeting via Zoom or other software and hardware that provides videoconference – only by the registrar) and transfer it to the storage of an authorized employee of the Association upon completion of registration on the day of the meeting.

In case the elected registrar is unable to perform his/her functions, the Executive Director shall appoint a person acting as registrar (from among the employees of the Association) temporarily to hold a specific meeting.

6.6. The General Meeting of Members of the Association held in person shall be competent to make decisions, if at least 15 (fifteen) of its members are present, subject to timely notification of all members of the Association (quorum).

In case of insufficient quorum, a repeat meeting shall be held the next day. A quorum shall be deemed sufficient for a repeat meeting if at least eight (8) members of the Association are present. If even in this case a quorum is not assembled, the meeting shall be considered as failed and the Association may reconvene the meeting with the same or changed agenda, not earlier than thirty (30) calendar days after the date of the repeated failed meeting. The Association shall take measures to form a quorum by negotiating with members of the Association within the specified period.

6.7. After registration of the participants of the General Meeting of the Members of the Association held in person, the Members of the Association shall determine the rules of the meeting, elect the Chairman and the Secretary of the meeting.

The Chairman of the meeting shall lead the meetings, ensure order and compliance with the rules of procedure.

The Chairman or the Secretary of the meeting can be a representative of a member of the Association, or the Executive Director of the Association, or another employee of the Association.

The Secretary of the meeting shall keep the minutes of the meeting.

The minutes of the meeting shall be signed by the Chairman and the Secretary.

6.8. Decisions of the General Meeting of the Members of the Association held in person shall be made by a simple majority of votes of the members present at the meeting. Each member of the Association has one vote.

Voting may be conducted openly, in closed or mixed forms according to the decision of the General Meeting of the Members of the Association on the meeting regulations.

The minutes of such meeting shall contain information on the date, time, place and form of the meeting, registrar, quorum, the issues considered at the meeting, and decisions made at the meeting.

6.9. Members of the Association shall have the right to familiarize themselves with the minutes of General Meeting of the Members of the Association and receive copies thereof. Members of the Association shall have the right to challenge decisions of General Meeting of the Members of the Association in court in case of violation of the legislation of the Republic of Kazakhstan in making decisions, violation of legal rights and interests of Association members, and/or significant violation of the

procedure for convening and holding meetings and voting thereon, if such violations could affect the voting results.

The minutes of meetings, registration forms, in addition to the paper version, shall be subject to electronic digitization and shall be kept by the Association for the entire term of its activity.

6.10. When holding General Meeting of the Members of the Association in absentee form, no later than 15 (fifteen) calendar days before the date of the meeting, Members of the Association have the right to download from the official website of the Association, posted on the information and communication network “Internet,” voting ballots or by decision of the Executive Director, voting ballots can be sent to members of the Association by mail no later than 15 (fifteen) calendar days before the meeting.

The meeting held in absentee form shall be chaired by the Executive Director, while the Secretary shall be a person designated by him/her from among the Association employees, or elected from among the Association Members.

6.11. The absentee ballot shall be signed by the Member of the Association and shall be accompanied by a document confirming the powers of the signatory.

The signed ballot shall be sent by mail or courier (with the above document attached) no later than the date of the meeting at the location of the Association.

The ballots sent later than the specified date or received without documents confirming the powers of the signatory shall not be taken into account when making a decision.

6.12. Based on the counting of ballots, the Executive Director as the Chairman and the Secretary of the meeting shall form and sign the minutes of the General Meeting of the Members of the Association. Ballots sent by the deadline and documents confirming the powers of the signatories shall be subject to indefinite storage in the Association.

Decisions shall be determined by a simple majority vote (each member has one vote) on each issue.

A quorum for decision-making shall be considered to be met if the Association receives proper ballots from at least 15 (fifteen) members of the Association. Otherwise, the General Meeting of the Members of the Association shall be considered invalid which is fixed in the Minutes.

The Minutes shall contain information about the date of its signing, the number of valid and invalid (including those submitted late and/or without proper confirmation of the representative’s powers) ballots, the total number of votes on each issue on the meeting agenda and the wording of the decisions taken.

The minutes and ballots shall be kept in the Association’s documents for the entire period of the Association’s activity.

6.13. Specifics of holding General Meeting of the Members of the Association with the use of software and hardware polls shall be determined by decision of the General Meeting of the Members of the Association, as well as other requirements for holding meetings may be specified in the Regulation on General Meetings of the Association, which shall be adopted by the General Meeting of the Members of the Association.

7. Executive Body

7.1. The sole executive body of the Association is the Executive Director, appointed by decision of the General Meeting of the Members of the Association for a period of three (3) years. In case of several candidates, the candidate from the list, for whom the majority of votes of the Association Members was given, shall be elected. If two or more candidates receive an equal number of votes of the Association Members, the decision shall not be adopted and a repeat meeting of the Association Members shall be held. The repeated meeting shall be held not later than thirty (30) calendar days from the date of the original meeting of the Association Members, the only issue on the agenda of which is the election (voting) of the Executive Body from among the candidates for whom an equal number of votes of the Association Members at the previous meeting had been given. According to the results of the repeated voting, the candidate for whom the majority of votes of the Association Members was given (voted) shall be deemed elected.

The Executive Director shall be accountable to the General Meeting of the Members of the Association.

In the event of the expiration of the term for which the Executive Director has been appointed, and provided that no decision on the election of the Executive Director has been made by the General Meeting of Members of the Association before the last day of such term, the acting Executive Director shall retain his/her full powers until a decision by the General Meeting of Members of the Association at which the election of the Executive Director will be considered.

An employment contract shall be concluded with the Executive Director by a person authorized to do so by the decision of the supreme body of the Association.

7.2. The competence of the Executive Body of Association includes any issues of Association activities, not related to the competence of the General Meeting of Members of the Association in accordance with the law and the present Charter.

7.3. The Executive Director shall:

manage the activities of the Association;

approve target programs and projects of the Association;

formulate and submit for consideration of the General Meeting issues on the main activities of the Association;

determine on an annual basis the amount and procedure of payment of membership fees, taking into account the needs of the Association within the limits established by the Regulations on Membership Fees;

adopt regulations governing the activities of the Association;

approve the staff schedule of the Association;

organize the admission of new members of the Association in accordance with paragraphs 2.3., 2.4. hereof;

7.3.1. act on behalf of the Association without a power of attorney, represent the Association in all government agencies, institutions, organizations and businesses both in Kazakhstan and abroad;

7.3.2. make decisions and issue orders on internal activities of the Association;

7.3.3. organize preparation of General Meetings of Members of the Association, including determination of a registrar from among employees of the Association to carry out actions stipulated by this Charter;

7.3.4. sign contracts, including employment contracts, issue acts of the employer, make decisions on rewards and punishments for employees of the Association;

7.3.5. ensure the achievement of the goals of the Association;

7.3.6. bear responsibility within its competence for the use of funds and property of the Association in accordance with its statutory goals and objectives;

7.3.7. make decisions, guided by the main activities of the Association, determined by the decision of the General Meeting of Members of the Association;

7.3.8. make decisions on other issues of Association activity, including the disposal of Association property, and issuing powers of attorney.

7.4. The Executive Director has the right to create working groups, expert councils or other consultative and advisory bodies to provide expert support in the implementation of tasks faced by the Association. Procedure of their activities shall be determined by the Executive Director, such advisory and consultative bodies shall not be the bodies of the Association.

7.5. The Executive Director shall act in good faith, reasonably and fairly, showing respect for the Association's employees, as well as due diligence and care for the affairs of the Association, avoid conflicts of interest, take all measures to achieve the goals of the Association.

7.6. The Executive Director cannot be held liable for the consequences of his/her actions that could not reasonably have been foreseen.

8. Auditor

8.1. Control over financial and economic activities of the Association shall be carried out by the Auditor. The Auditor shall, exercise the following powers, in particular:

8.1.1. analysis of the financial and economic activities of the Association;

8.1.2. inspections as necessary (audits);

8.1.3. analysis of compliance on accounting, tax and statistical accounting with the requirements of the legislation of the Republic of Kazakhstan.

8.2. The Auditor shall be elected at the General Meeting of Members of the Association for the period of three (3) years. In case there are several candidates, the one with the most number of votes of the Association members shall be deemed elected.

8.3. The Auditor of the Association cannot simultaneously be an employee of the Association.

8.4. Inspections (audits) of financial and economic activities of the Association shall be carried out based on the results of the Association's activities for the year.

8.5. The Auditor may be paid remuneration by decision of the Association's supreme body.

8.6. Legal relations between the Auditor and the Association shall be of civil law nature. No employment contract shall be signed with the Auditor.

8.7. The Auditor has the right to:

8.7.1. receive from the Association bodies, its employees documents and materials necessary to perform its tasks;

8.7.2. demand from the Executive Director to convene the General Meeting of the Members of the Association in cases of serious violations in its financial and economic activity, as well as in case of threat to the interests of the Association;

8.7.3. make proposals to the Executive Director of Association on bringing the Association employees to disciplinary responsibility in case of their violation of financial and economic discipline;

8.7.4. perform other actions stipulated by this Charter, decisions of the General Meeting of the Members of the Association.

8.8. The Auditor is obliged to:

8.8.1. bring to the attention of the General Meeting of of the Members of the Association the results of performed audits (inspections);

8.8.2. not to disclose information and data of commercial secret or confidential nature that became known to the Auditor in connection with his/her activity;

8.8.3. appropriately examine and verify all documents and materials related to the subject of the audit (inspection), their compliance with applicable laws, rules and requirements established in the Association.

8.9. Responsibilities of the Auditor shall be determined by the legislation of the Republic of Kazakhstan.

9. Property and sources of formation of the Association's property

9.1. The Association may own or otherwise possess buildings, constructions, housing fund, equipment, inventory, monetary funds in national and foreign currency, securities and other property.

9.2. The Association may have land plots in ownership or on other rights in accordance with the legislation of the Republic of Kazakhstan.

9.3. The Association shall be liable for its obligations with all its property.

9.4 The sources of formation of the Association's property shall be:

9.4.1. regular and one-time receipts from members;

9.4.2. voluntary property contributions and donations;

9.4.3. proceeds from sale of goods, works and services;

9.4.4. dividends (income, interest) received on shares, bonds, other securities and deposits;

9.4.5. income received from property of the Association;

9.4.6. other income not prohibited by law.

9.5. Profit (income) received by the Association is not subject to distribution among its members and shall be directed to the goals of the Association.

9.6. Amount, periodicity and other issues on contributions shall be regulated by the present Charter and the Regulation on Membership Fees approved by the General Meeting. When determining the amount of contributions, the reasonably

foreseeable costs of maintaining the staff of the Association and achieving the goals of the Association in the relevant year shall be taken into account.

10. Procedure for making amendments and additions to the Charter

10.1. Amendments and additions to this Charter shall be made by decision of the General Meeting of Members of the Association.

Amendments and additions to the Charter, as well as the Charter in a new version shall be signed by the Executive Director of the Association, after approval at the General Meeting.

10.2. Amendments and additions to this Charter approved by the General Meeting of Members of the Association shall be subject to state registration, unless otherwise established by the legislation of the Republic of Kazakhstan.

10.3. State registration of amendments and additions to this Charter shall be carried out in the manner established by the legislation of the Republic of Kazakhstan in force.

11. Procedure for reorganization and liquidation of the Association.

Use of property in the event of liquidation of the Association

11.1. Reorganization of the Association shall be carried out by a decision of the General Meeting of Members of the Association in the manner prescribed by the laws of the Republic of Kazakhstan.

11.2. The Association may be liquidated on the basis and in the manner prescribed by the laws of the Republic of Kazakhstan.

11.3. Upon liquidation of the Association, the property remaining after satisfaction of creditor claims shall be allocated for the purposes for which it was established and/or for charitable purposes.

11.4. Liquidation of the Association shall be deemed completed, and the Association shall be deemed to have ceased to exist after making a record about it in the national register.

11.5. In the event of liquidation of a member of the Association, its membership in the Association shall be terminated automatically from the date of exclusion from the State Database of Legal Entities, for which no decision of the General Meeting of Members of the Association is required.

12. Branches and representative offices

12.1. If the General Meeting of Members of the Association decides to establish a branch or representative office, they shall be subject to accounting registration in accordance with the law of the Republic of Kazakhstan.

12.2. The Regulations of a branch or representative office shall be subject to approval by the Executive Director.

12.3. The Executive Director shall make decisions on hiring the head of a branch and representative office.

12.4. The head of the branch, representative office shall act on behalf of the Association on the basis of a power of attorney.

Executive Director

N. Radostovets