

Attn: KEGOC's shareholders

EXPLANATORY NOTE

on the item on the agenda of the meeting of the Annual General Meeting of KEGOC Shareholders: "Determination of the number of members, term of office of the Board of Directors of KEGOC, election of its members and the Chairman of the Board of Directors of KEGOC, as well as determination of the amount and terms of remuneration and reimbursement of expenses to the members of the Board of Directors of KEGOC for fulfilment of their duties"

In accordance with subparagraph 5) of paragraph 1 of Article 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies" (hereinafter referred to as the Law) and subparagraph 13) of paragraph 1 of Article 18 of the Charter of KEGOC, determination of the number of members, term of office of the Board of Directors, election (re-election) of its members and Chairman and early termination of their powers, as well as determination of the amount and terms of payment of remuneration and reimbursement of expenses to the members of the Board of Directors for the performance of their duties, falls within the exclusive competence of the General Meeting of Shareholders.

The Annual General Meeting of KEGOC shareholders (Minutes No. 21 dated 27 April 2021) established the composition of the Board of Directors of KEGOC, elected the Chairman of the Board of Directors of KEGOC, determined the term of office, amounts, procedure and terms of remuneration payment.

The General Meeting of Shareholders amended the composition of the Board of Directors of KEGOC (minutes No. 23 dated July 30, 2021, minutes No. 25 dated November 24, 2021, minutes No. 26 dated March 10, 2022, minutes protocol No. 28 dated July 18, 2022, minutes No. 32 dated July 31, 2023).

As at 1 April 2024, the Board of Directors consists of 7 members and is constituted as follows:

- 1) Yernat Berdigulov, Chairman of the Board of Directors, representative of Samruk-Kazyna;
- 2) Kanysh Moldabayev, representative of Samruk-Kazyna;
- 3) Almat Zhamiyev, representative of Samruk-Kazyna;
- 4) Nurlan Akhazaripov, senior independent director;
- 5) Marat Dulkairov, independent director;
- 6) Damir Suyentayev, independent director;
- 7) Nabi Aitzhanov, Chairman of Management Board, KEGOC.

In all aspects, the work of the Board of Directors has been carried out effectively, the qualifications of the members of the Board of Directors correspond to the goals and objectives of KEGOC JSC.

The decisions made by the Board of Directors contributed to the more efficient development of the Company, the achievement of strategic goals and objectives determined by the Company for short-term, medium-term and long-term periods.



The Board of Directors plays an active role in the enhancement of the corporate governance in KEGOC, analyses the efficiency of the internal control mechanisms and the risks management in respect of wide range of business-processes.

Considering the information provided, and taking into account that, in accordance with the decision of the General Meeting of Shareholders of KEGOC dated April 27, 2021, the term of office of the Board of Directors expires on April 27, 2024, for the purpose of ensuring the continuous performance by the Board of Directors of KEGOC of its functional duties, the realization of KEGOC's interests and the protection of shareholders' rights, establishing the principles and norms of KEGOC's activities, as well as ensuring understanding and compliance with KEGOC's obligations to the General Meeting of Shareholders and other parties, the General Meeting of Shareholders of KEGOC is presented with the agenda item of "Determination of the number of members, term of office of the Board of Directors of KEGOC, election of its members and the Chairman of the Board of Directors of KEGOC, as well as determination of the amount and terms of remuneration and reimbursement of expenses to the members of the Board of Directors of KEGOC for fulfilment of their duties"

Taking into account the above, the annual General Meeting of Shareholders is proposed to:

- 1) determine the number of members of KEGOC's Board of Directors;
- 2) elect the members and the chairman of KEGOC's Board of Directors;
- 3) determine the term of office of KEGOC's Board of Directors;
- 4) determine the amount of the annual fixed remuneration;
- 5) determine the procedure and terms of remuneration and compensation of expenses of members of KEGOC's Board of Directors associated with their travel to the place of meetings of the Board of Directors held outside the place of their permanent residence.

The Management Board of Samruk-Kazyna, as the majority shareholder of KEGOC, determined the following position of Samruk-Kazyna on the agenda item of the annual General Meeting of Shareholders of KEGOC:

1. Early terminate the powers of the Board of Directors of KEGOC from the date of adoption of this decision.
2. Set the composition of the Board of Directors of KEGOC JSC to seven (7) members.
3. Set the term of office for the Board of Directors of KEGOC to three (3) years from the date of the decision by the General Meeting of Shareholders of KEGOC.
4. Elect as members of the Board of Directors of KEGOC:
 - 1) Yernat Berdigulov, representative of Samruk-Kazyna;
 - 2) Miras Kiyakov, representative of Samruk-Kazyna;
 - 3) Kanysh Moldabayev, representative of Samruk-Kazyna;
 - 4) Nabi Aitzhanov, Chairman of Management Board, KEGOC.
 - 5) Nurlan Akhanzaripov, independent director;
 - 6) Marat Dulkairov, independent director;
 - 7) Damir Suyentayev, independent director;



5. Elect Yernat Berdigulov, the chairman of KEGOC's Board of Directors.

6. Determine the size and terms of payment of remuneration and expense compensation to the independent directors of the Board of Directors of KEGOC: Nurlan Akhanzaripov, Marat Dulkairov, and Damir Suyentayev, as well as to a member of the Board of Directors of KEGOC representing the interests of Samruk-Kazyna: Kanysh Moldabayev, in accordance with PR KEGOC ID-351-21-OSA "Regulations on the Formation of the Board of Directors of KEGOC, Determining Remuneration and Compensation of Expenses to the Members of the Board of Directors of KEGOC," approved by the General Meeting of Shareholders of KEGOC JSC (minutes No. 26 dated March 10, 2022), according to the appendix to this decision.

7. Chairman of the Board of Directors of KEGOC, Yernat Berdigulov, in accordance with the established procedure, shall take the necessary measures arising from the decision adopted by the General Meeting of Shareholders of KEGOC.

8. This decision comes into force from the date of adoption of a decision on it by the General Meeting of Shareholders of KEGOC in the prescribed manner.

Chairman of the Board of Directors of KEGOC

Yernat Berdigulov



Resolution of the annual General Meeting of Shareholders of KEGOC on the agenda item: “Determination of the number of members, term of office of the Board of Directors of KEGOC, election of its members and the chairman of the Board of Directors, as well as determination of the amount and terms of payment of remuneration and compensation of expenses to members of the Board of Directors of KEGOC for the performance of their duties”

In accordance with subparagraph 5) of paragraph 1 of Article 36, paragraph 2 of Article 55 of the Law of the Republic of Kazakhstan "On Joint Stock Companies," and subparagraph 13) of paragraph 1 of Article 18 of the Charter of KEGOC, the **annual General Meeting of Shareholders of KEGOC RESOLVED:**

1. Set the composition of the Board of Directors of KEGOC JSC to seven (7) members.
2. Determine the term of office of KEGOC's Board of Directors as three (3) years.
3. Elect as members of the Board of Directors of KEGOC:
 - 1) Yernat Berdigulov, representative of Samruk-Kazyna;
 - 2) Miras Kiyakov, representative of Samruk-Kazyna;
 - 3) Kanysh Moldabayev, representative of Samruk-Kazyna;
 - 4) Nabi Aitzhanov, Chairman of Management Board, KEGOC.
 - 5) Nurlan Akhanzaripov, independent director;
 - 6) Marat Dulkaurov, independent director;
 - 7) Damir Suentayev, independent director;
4. Elect Yernat Berdigulov, the chairman of KEGOC's Board of Directors.
5. Determine the size and terms of payment of remuneration and expense compensation to the independent directors of the Board of Directors of KEGOC: Nurlan Akhanzaripov, Marat Dulkaurov, and Damir Suentayev, as well as to a member of the Board of Directors of KEGOC representing the interests of Samruk-Kazyna: Kanysh Moldabayev, in accordance with PR KEGOC ID-351-21-OSA "Regulations on the Formation of the Board of Directors of KEGOC, Determining Remuneration and Compensation of Expenses to the Members of the Board of Directors of KEGOC," approved by the General Meeting of Shareholders of KEGOC JSC (minutes No. 26 dated March 10, 2022), according to the appendix to this decision.
6. Chairman of the Board of Directors of KEGOC, Yernat Berdigulov, in accordance with the established procedure, shall take the necessary measures arising from the decision adopted by the General Meeting of Shareholders of KEGOC.
7. This decision comes into force from the date of adoption of a decision on it by the General Meeting of Shareholders of KEGOC in the prescribed manner.



Appendix
to the resolution of the Annual General
Meeting of Shareholders of KEGOC
(minutes No. __ dated " __ " _____
2024 __)

Remuneration and reimbursement of expenses
for members of the Board of Directors of KEGOC

1. Determine the annual fixed remuneration to a member of KEGOC's Board of Directors, representative of Samruk-Kazyna: Kanysh Moldabayev, at the expense of KEGOC, in the amount of KZT 13,000,000 (thirteen million tenge) after taxes and other obligatory payments in accordance with the legislation of the Republic of Kazakhstan

2. Determine the annual fixed remuneration to the members of the Board of Directors of KEGOC, independent directors: Nurlan Akhanzaripov, Marat Dulkairov and Damir Suyentayev at the expense of KEGOC in the amount of KZT 13,000,000 (thirteen million tenge) after taxes and other obligatory payments in accordance with the legislation of the Republic of Kazakhstan.

3. The conditions and procedure for payment of remuneration and reimbursement of expenses to the independent directors: Nurlan Akhanzaripov, Marat Dulkairov, Damir Suyentayev and the representative of Samruk-Kazyna shall be determined in accordance with the KEGOC IR ID-351-21-OSA "Rules. Rules for the formation of the composition of the Board of Directors of KEGOC, determination of remuneration and compensation for expenses of members of the Board of Directors of KEGOC" approved by the decision of the General Meeting of Shareholders of KEGOC (Minutes No. 26 dated 10 March 2022).

