

CORPORATE GOVERNANCE

STRUCTURE OF CORPORATE GOVERNANCE

In accordance with the Articles of Association, the Company's bodies include:

1. the Sole Shareholder being the supreme body;
2. the Board of Directors being the controlling body; and
3. the Management Board being the executive body.

The Company is taking actions to implement an effective corporate governance system that establishes relationships between the Board of Directors, the Management Board, the Sole Shareholder and other stakeholders. Through this system, the Company is continuously working to maximize the value while protecting the interests of the Sole Shareholder and other parties affected by its activities.

REPORT ON COMPLIANCE WITH THE PRINCIPLES OF THE CORPORATE GOVERNANCE CODE OF SAMRUK-KAZYNA JSC FOR 2021

The Company traditionally assigns a key role to the creation of an effective corporate governance system based on the best world practices. The Company considers the compliance with the basic principles of the Corporate Governance Code to be a necessary condition for the long-term successful development of the Company and increasing its investment attractiveness.

The principles formulated in the Corporate Governance Code are an essential source for the Company to develop its own internal documents and a guideline for the formation of the best practice of corporate governance. The Company strives to ensure that the structure of corporate governance complies with the legislation of the Republic of Kazakhstan and the Corporate Governance Code of Samruk-Kazyna JSC and clearly defines the division of responsibilities between controlling bodies. Following the principles of corporate

governance contributes to the creation of an effective approach for conducting an objective analysis of activities of the Company. Corporate governance is built on the basis of fairness, honesty, responsibility, openness, accountability, transparency, professionalism and competence.

An effective structure of corporate governance implies respect for the rights and interests of all stakeholders, contributes to the successful activities of the Company, including the growth of its value and increase in market value, maintaining financial stability and profitability. The Company is constantly taking measures to improve the system of corporate governance. The Report on adherence to the principles of the Corporate Governance Code of Samruk-Kazyna JSC can be found on the Company's website: <https://skcn.kz/ru/news/otchet-o-sledovanii-principam>.

BOARD OF DIRECTORS

The Board of Directors is in charge of the general management of the Company's activities. The functions of the Board of Directors are approving the Strategy of development of the Company and the Business Plan, ensuring the effective operation of the risk management system, exercising control over the financial and economic activities of the Company, etc. In 2021, the following changes occurred in the Board of Directors:

1) by resolution of the Management Board of the Sole Shareholder No.17/21 dated 26 April 2021:

- The powers of the current Board of Directors were early terminated: Chairperson of the Board of Directors of Samruk-Kazyna Construction JSC, representative of the interests of Samruk-Kazyna JSC Ye.B. Zhanadil, member of the Board of Directors of Samruk-Kazyna Construction JSC, representative of the interests of Samruk-Kazyna JSC, A.K. Muratbayev and independent director D.V. Larionov;
- The Board of Directors comprising three members was elected for a three-year term office: M.D. Aitenov – the Chairperson of the Board of Directors of Samruk-Kazyna Construction JSC, representative of the interests of Samruk-Kazyna JSC, Ye.K. Berdigulov – a member of the Board of Directors of Samruk-Kazyna Construction JSC, representative of the interests of Samruk-Kazyna JSC, and N.S. Turlybekov – an independent director.

2) by resolution of the Management Board of the Sole Shareholder No.36/21 dated 26 August 2021:

- The powers were early terminated: the Chairperson of the Board of Directors of Samruk-Kazyna Construction JSC, representative of the interests of Samruk-Kazyna JSC M.D. Aitenov and an independent director N.S. Turlybekov;
- A member of the Board of Directors, representative of the interests of Samruk-Kazyna JSC Ye.K. Berdigulov was elected to be the Chairperson of the Board of Directors of Samruk-Kazyna Construction JSC, the Chairperson of the Management Board of Samruk-Kazyna Construction JSC B.A. Sandykbayev was elected to be a member of the Board of Directors of Samruk-Kazyna Construction JSC, A.A. Amanzholov – an independent director until the expiration of the term office of the Board of Directors determined by resolution of the Management Board of the Sole Shareholder No. 17/21 dated 26 April 2021.

The Board of Directors of the Company comprises 3 members one of which is an independent director, the Chairperson of the Management Board and representative of the interests of the Sole Shareholder.

At the same time, on 18 February 2022, a meeting in presentia of the Management Board of Samruk-Kazyna JSC was held at which the following resolutions were adopted concerning the membership of the Board of Directors of Samruk-Kazyna Construction JSC (hereinafter referred to as the Company):

1) The powers of Yernat Kudaibergenovich Berdigulov, the Chairperson of the Board of Directors of Samruk-Kazyna Construction JSC, were early terminated.

2) The powers of Bolatkan Aitkozhanovich Sandykbayev, a member of the Board of Directors of Samruk-Kazyna Construction JSC, were early terminated.

3) The following persons were elected to the Board of Directors of the Company:

- Mukhtar Utepkaliyevich Tazhigaliyev was elected to be a member of the Board of Directors of Samruk-Kazyna Construction JSC, a representative of Samruk-Kazyna JSC until the expiration of the term office of the Board of Directors of Samruk-Kazyna Construction JSC in general as determined by the resolution of the Management Board of Samruk-Kazyna JSC dated 26 April 2021 (minutes No.17/21). Mukhtar Utepkaliyevich Tazhigaliyev – a member of the Board of Directors of Samruk-Kazyna Construction JSC, representative of Samruk-Kazyna JSC was elected to be the Chairperson of the Board of Directors of Samruk-Kazyna Construction JSC.
- Yelzhas Kairatovich Korabayev was elected to be a member of the Board of Directors of Samruk-Kazyna Construction JSC, a representative of Samruk-Kazyna JSC until the expiration of the term office of the Board of Directors of Samruk-Kazyna Construction JSC in general as determined by the resolution of the Management Board of Samruk-Kazyna JSC dated 26 April 2021 (minutes No.17/21).

The Report on adherence to the principles of the Code of Corporate Governance of Samruk-Kazyna JSC can be found on the Company's website: <https://skcn.kz/ru/news/otchet-o-sledovanii-principam>.



The information about all of the members of the Board of Directors of Samruk-Kazyna Construction JSC can be found on the Company's website: <https://skcn.kz/ru/news/sostav>.



MEMBERS OF THE BOARD OF DIRECTORS (AS OF 31 DECEMBER 2021)



YERNAT BERDIGULOV

Chairperson of the Board of Directors, representative of the Sole Shareholder

Date of birth: 03 September 1987

Nationality: Republic of Kazakhstan

Date of initial election to the Board of Directors:
26 April 2021

Date of election as the Chairperson of the Board of Directors: 26 August 2021

Education:

2015–2018, University of Warwick, Master of Business Administration;

2011–2012, CIMA Diploma: Operations Efficiency Management and Business Efficiency Management;
2007–2010, University of Toronto, specialty – Public Policy and International Relations (direction – International Economy).

Place of employment and positions held in organizations over previous 10 years:

As from April 2021: Co-managing Director for strategy, sustainable development and digital transformation of Samruk-Kazyna JSC (from February 2022, he is the Managing Director for strategy, sustainable development and digital transformation of Samruk-Kazyna JSC);

May 2019 – April 2021: Project Manager in Whiteshield Partners, an international consulting company (during different years he was the senior analyst and consultant);

August 2018 – April 2019: Analyst in the Asset Management Direction of Samruk-Kazyna JSC;

January 2013 – May 2018: Adviser of the Chairperson of the Management Board of Samruk-Energo JSC (for financial and economic issues). Also, during different years he was the Director of the Analytical Support Department, the Director of the Strategic Development Department, and the Director of the Project Management Department;

April 2011 – December 2012: Project Manager, Project Office for implementation of the Management Accounting System (MAS) of Samruk-Kazyna JSC.

Work in part-time positions and membership in the BoD:

He is a member of the Boards of Directors of other subsidiaries of Samruk-Kazyna JSC.

He has no shares in the Company, suppliers and competitors of the Company.



BOLATKAN SANDYKBAYEV

Member of the Board of Directors, Chairperson of the Management Board

Date of birth: 06 May 1960

Nationality: Republic of Kazakhstan

Date of election to the Board of Directors: 26 August 2021

Education:

Almaty Architecture and Construction Institute, 'Industrial and Civil Construction', 1986.

Place of employment and positions held in organizations over previous 10 years:

As from November 2018: Chairperson of the Management Board of Samruk-Kazyna Construction JSC (by resolution of the Management Board of Samruk-Kazyna JSC No.06/22 dated 24 January 2022, his powers as the Chairperson of the Management Board of Samruk-Kazyna Construction JSC were early terminated);

March 2018 – November 2018: General Director of the Corporate Fund 'Facility Construction Company';

2016–2018: General Director of the Construction Direction of Astana EXPO-2017, Astana EXPO-2017 NC JSC;

2009–2016: President of Astana-Kurylys NCC JSC.

He is not a member of the Boards of Directors of other subsidiaries of Samruk-Kazyna JSC.

He has no shares in the Company, suppliers and competitors of the Company.



AKTAN AMANZHOLOV

Member of the Board of Directors, Independent Director

Date of birth: 30 August 1975

Nationality: Republic of Kazakhstan

Date of election to the Board of Directors: 26 August 2021

Education:

Eurasian National University named after L.N. Gumilyov, EME (economy and management at enterprise);

MBA, Master of Business Administration;

Certified Project Director, IPMA Level A.

Place of employment and positions held in organizations over previous 10 years:

1995-2019: BI-Group, including:

2007–2019: General Director of the ICC Industry Division;

2006–2019: General Director of ABK Kurylys 1 LLP;

Kurmet Order, Honourable Constructor of Kazakhstan.

He holds 100% interest in Smart Stom Digital Stomatology Centre LLP and 50% interest in Vavilon NV LLP (production of construction materials).

Shares held in Samruk-Kazyna Construction JSC: none.

DIRECTOR INDEPENDENCE CRITERIA

In accordance with paragraph 4) of clause 29 of the Articles of Association of Samruk-Kazyna Construction JSC, the issues of determining the quantity of members, the term office of the Board of Directors, the election of its members and the early termination of their powers, the election of the Chairperson of the Board of Directors, as well as determining the amount and the terms for paying remuneration to the members of the Board of Directors are referred to the exclusive competence of the Sole Shareholder.

In accordance with paragraph 20 of article 1 of the Law On Joint-Stock Companies, the Articles of Association and the Corporate Governance Code, an "independent director" is defined as a member of the Board of Directors who:

- is not an affiliate of the Company;
- has not been a member during three years preceding the election to the Board of Directors (except for the case of a tenure as an independent director of the Company);
- is not affiliated with affiliates of the Company; is not subordinated to officials of the Company or organizations being affiliates of the Company;
- has not been subordinated to these persons during three years preceding the election to the Board of Directors;
- is not an auditor of the Company and has not been one during three years preceding the election to the Board of Directors;

- does not participate in an audit of the Company as an auditor working as a member of an audit organization, and has not participated in such an audit during three years preceding the election to the Board of Directors;
- is not a public officer; and
- is not a representative of the Sole Shareholder at the meetings of the Company's bodies and has not been the same during three years preceding the election to the Board of Directors.

The members of the Board of Directors of the Company shall notify preliminarily the Board of Directors of the Company of the part-time work in other organizations and positions of the members of the Board of Directors.

The members of the Board of Directors of the Company may not be a member of the Board of Directors or hold executive positions in competitor organizations of the Company.

By resolution of the Management Board of the Sole Shareholder No. 36/21 dated 26 August 2021, A.A. Amanzholov was elected to be an independent director of the Company. The relationships between a member of the Board of Directors – an independent director – and the Company are regulated by an agreement entered into on behalf of the Company by the Chairperson of the Board of Directors of the Company dated 26 August 2021.

ASSESSMENT OF ACTIVITIES OF THE BOARD OF DIRECTORS

The Board of Directors is assessed in accordance with the Policy on assessment of activities of the Board of Directors and its committees, Chairperson, members of the Board of Directors and Corporate Secretary as approved by resolution of the Board of Directors of the Company No.130 dated 27 February 2017, subject to amendments and alterations No. 149 dated 08 November 2019.

In accordance with this Policy, the Board of Directors may make the assessment with the involvement of a consultant, through questionnaires and interviews, or using a mixed approach: by own efforts with the consultant coordinating the process. The Sole Shareholder can also make its own assessment on its own or with the involvement of a Consultant.

An independent assessment is made at least once every three years. At the same time, if the Company diagnoses the corporate governance in the reporting period with the involvement of independent consultants, to prevent the process duplication, there is no need to make a separate assessment for the same reporting period.

In 2021, the Sole Shareholder made an external diagnostic of corporate governance in the Company by efforts of the independent consultants – PricewaterhouseCoopers LLP – in order to provide recommendations for further improvement of corporate governance practices towards similar international organizations. As a result of the completion of the assessment by an external consultant, recommendations were made for further improvement.

CAREER DEVELOPMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS

The Company has in place the Policy on career development of the members of the Board of Directors of Samruk-Kazyna Construction JSC and involvement of external experts by the Board of Directors of the Company, which Policy determines the rights and obligations of the members of the Board of Directors in terms of their career development and involvement of external experts.

In accordance with the Plan on career development of the members of the Board of Directors for 2021, as well as the Plan for the improvement of corporate governance of the Company for 2021–2022, in February 2021, all of the members of the Board of Directors of the Company took part in training seminar on the topic 'Construction Activities in Kazakhstan', and in December 2021, an independent director also took part in the seminar 'Management of Investment Projects in Construction'.

Activities of the Board of Directors are carried out on the basis of an approved annual work plan.

In 2021, the Company held 12 meetings in presentia of the Board of Directors (meetings No.156-167). A total of 111 issues were considered concerning the key aspects of activities of the Company.

From April 2020, the meetings in presentia of the Board of Directors were partially held via videoconference on the basis of the resolution of the Fund to reduce the practice of holding field meetings of the Board of Directors during 2020–2021 in order to optimize expenses due to the worsening of the global economic and financial situation caused by the COVID-19 pandemic. In accordance with the Regulations of the Board of Directors, in cases where one or more members of the Board of Directors are not able to personally attend the meeting of the Board of Directors, they may participate in the discussion of the issues under consideration using technical means of communication (i.e. a video conference session, telephone conference, etc.). It is planned to continue this practice during 2022.



Participation of the members of the Board of Directors in the meetings of the board of directors in 2021:

Member of the Board of Directors	Independent	Participation in meetings of the BoD
Ye.K. Berdigulov	no	11 out of 11***
B.A. Sandykbayev	no	5 out of 5***
A.A. Amanzholov	yes	5 out of 5***
M.D. Aitenov	no	6 out of 6**
N.S. Turlybekov	yes	6 out of 6**
Ye.B. Zhanadil	no	1 out of 1*
D.V. Larionov	yes	1 out of 1*
A.K. Muratbayev	no	1 out of 1*

* the powers were early terminated according to resolution of the Management Board of Samruk-Kazyna JSC No. 17/21 dated 26 April 2021.

** election to the Board of Directors of the Company according to resolution of the Management Board of Samruk-Kazyna JSC No. 17/21 dated 26 April 2021; the powers were early terminated according to resolution of the Management Board of Samruk-Kazyna JSC No. 36/21 dated 26 August 2021.

*** Election to the Board of Directors according to resolution of the Management Board of Samruk-Kazyna JSC No. 36/21 dated 26 August 2021.

MAIN ISSUES CONSIDERED BY THE BOARD OF DIRECTORS FOR 2021

In 2021, both strategic and current issues of activities within its competence were considered at the meetings of the Board of Directors.

By the resolution of the Board of Directors, the following key issues were considered and approved:

- Business Plan for 2022–2026;
- Financial strategy for 2021–2030;
- Audited annual financial statements of the Company – Samruk-Kazyna Construction (consolidated and separate) for 2020;
- approval of the list of non-strategic assets to be withdrawn by Samruk-Kazyna Construction JSC;
- construction of the residential quarter in Akkent Microdistrict in Almaty City, the residential complex 'French Quarter' in Atyrau City, the residential complex of the VIP-town 'SARANDA', and the office building 'Yassy Tower' in Turkestan City;
- approval of the issue of bonds of Samruk-Kazyna Construction JSC, determination of the conditions for their issue, redemption of bonds in case of early redemption and increase in liabilities of Samruk-Kazyna Construction JSC by an amount of ten or more percent of equity in order to attract debt financing, including for the development of a land plot under the Property Transfer Agreement made with Energoinform JSC;
- as part of the trust management of the companies' interests at the design and construction stage, the Board of Directors of the Company decided to implement the significant investment project 'Joint venture for waste recycling and production of utility and drinking water' on the territory of the facility 'Water treatment and sewage treatment plant, stage 1' owned by Karabatan Utility Solutions LLP in order to make a profit, save the cost of waste disposal of the Water treatment plant and reduce the burden on the environment of the region;
- approval of the Plan for the improvement of corporate governance for 2021–2022;
- consideration of information on the progress of the implementation of the Personnel Policy of the Company for 2018–2028 and the implementation of the KPIs under the Personnel Policy for 2020;
- approval of the Annual Report of Samruk-Kazyna Construction JSC for 2020, including the sustainable development report developed in accordance with the GRI Guidelines;
- approval of the report on the Company's compliance with the principles and provisions of the Corporate Governance Code for 2020;
- consideration of the report on the activities of the Board of Directors and Corporate Secretary of the Company for 2020, as well as regular monitoring of the instructions of the Board of Directors;
- hearing the report on the results of the assessment of the activities of the Board of Directors, Chairperson, members of the Board of Directors and Corporate Secretary of the Company for 2019–2020;
- approval of the charts of key performance indicators of executive employees of the Company with actual values for 2020, motivational charts of key performance indicators of executive employees (hereinafter referred to as KPIs) for the 2nd half of the year 2021. The charts of KPIs of executive and managerial employees for 2022 were approved before the beginning of the financial year in accordance with the Corporate Governance Code;
- approval of the goal maps of the Internal Audit Service, the Compliance Controller, the Corporate Secretary of the Company for the forecast period and assessment of their activities for the reporting period;
- during 2021, the organizational structure of the central office of the Company was revised;
- determination of the composition of the Management Board comprising 4 (four) members of the Management Board and, in connection with the expiration of the term office of the Management Board in general, by resolution of the Board of Directors No. 165 dated 26 November 2021, the term office of the Management Board of the Company (with the exception of the Chairperson of the Management Board) is determined to be 3 (three) years as from 27 November 2021; the Managing Director for procurement and facilities management, the Managing Director for operating activities and the Managing Director for Economy and Finance were elected to be the members of the Management Board of the Company as from 27 November 2021 with the determination of the term office before the expiration of the above period; the powers of the Managing Director for design and construction – a member of the Management Board of the Company – were also terminated due to the expiration of his term as from 29 November 2021; and
- approval as part of the grading of job descriptions and evaluations due to changes in the organizational structure, as well as the determination of the official salaries of executive employees and employees accountable to the Board of Directors.

RISK MANAGEMENT:

- consideration of quarterly Reports on risk management;
- setting limits on liabilities of counterparty banks of the Company;
- approval of the risk register, risk map of the Company and their modification;
- approval of risk appetite, tolerance levels and key risk indicators for the forecast year;
- approval of the action plan to ensure the compliance with the Law of the Republic of Kazakhstan On Combating Corruption in Samruk-Kazyna Construction JSC;
- approval of a new version of the Policy on combating fraud and corruption in Samruk-Kazyna Construction JSC; and
- in December 2021, the Compliance Controller conducted a review-training for the Board of Directors, the Management Board and the structures accountable to the Board of Directors on the application of and compliance with the Policy on combating fraud and corruption and the Code of Conduct (on corruption issues) in the Company.

EXTERNAL AND INTERNAL AUDIT:

- approval of the annual audit plan;
- approval of the budget of the Internal Audit Service of the Company;
- consideration of the reports of the Internal Audit Service;
- holding a closed meeting of the Board of Directors with the Internal Audit Service. These meetings are scheduled as part of the agenda of the Board of Directors. The issue of extending the powers of the senior auditor of the Internal Audit Service A.S. Iskakov for three years as from 29 October 2021 was also considered;
- meetings of the external auditor with the Board of Directors were held in 2021. Also, at meeting of the Board of Directors of the Company No. 166 dated 23 December 2021, the external auditor of the Company was heard on the audit planning report in the Company for the year ended 31 December 2021; and
- approval of a new version of the Policy of Samruk-Kazyna Construction JSC in the field of involving the services of auditing organizations.

COMMITTEES OF THE BOARD OF DIRECTORS

To support the activities of the Board of Directors, the following committees have been formed in the Company, whose duties include considering issues and developing recommendations on a particular issue as part of their functional duties:

- Audit Committee;
- Nomination and Remuneration Committee; and
- Committee for Strategic and Investment Issues.

In accordance with the Regulations on committees under the Board of Directors, each of the committees submits to the Board of Directors a report on work performed, on an annual basis. During 2021, the meetings of the Committees were not held due to a change in the number of members of the Board of Directors.

BASIC PROVISIONS ON REMUNERATION OF THE BOARD OF DIRECTORS AND MEMBERS OF THE MANAGEMENT BOARD

The members of the Board of Directors of the Company, with the exception of independent directors, carry out their activities on a gratuitous basis. The procedure for paying remuneration to independent directors is determined in accordance with the Rules for forming the composition of the Boards of

Directors of Samruk-Kazyna JSC. In 2021, remuneration paid to independent directors amounted to 5,564,383.56 tenge after taxes and other obligatory payments in accordance with the legislation of the Republic of Kazakhstan.

MANAGEMENT BOARD

A collegial body in the form of the Management Board headed by the Chairperson of the Management Board is in charge of the day-to-day activities of the Company. The Activities of the Management Board aims to respect to the extent possible the interests of the Sole Shareholder, as well as to fulfil the objectives of the Company and implement its strategy. The organization of work of the Management Board, the procedure for convening and holding its meetings, the procedure for adopting resolutions are determined by the Regulations of the Management Board of the Company. The main principles of activities of the Management Board are honesty, good faith, reasonableness, prudence, and regularity. The Management Board holds regular meetings in the form of in-person voting. There are 3 Committees under the Management Board: Activities Planning and Assessment Committee, Risk Management Committee, and Sustainable Development Committee.

At the same time, by resolution of the Management Board of Samruk-Kazyna JSC No. 06/22 dated 24 January 2022, the powers of the Chairperson of the Management Board of Samruk-Kazyna Construction JSC Boltakan Aitkozhanovich Sandykbayev, as well as the employment relations with him, were early terminated, and by resolution of the Management Board of Samruk-Kazyna JSC No. 13/22 dated 24 February 2022, the Chairperson of the Management Board of Samruk-Kazyna Construction JSC Maulen Zarlykovich Aimanbetov was agreed upon and appointed.

Also, by the resolution of the Board of Directors of the Company dated 24 Aimanbetov 2022, the powers of Darkhan Kalkabayevich Mussanov as the Managing Director for Procurement and Facilities Management – a member of the Management Board of Samruk-Kazyna Construction JSC – were early terminated; on 24 January 2022, the employment contract was terminated in accordance with the labour laws of the Republic of Kazakhstan.

MEMBERS OF THE MANAGEMENT BOARD (AS OF 31 DECEMBER 2021)



BOLATKAN SANDYKBAYEV

Chairperson of the Management Board

Date of birth: 06 May 1960

Nationality: Republic of Kazakhstan

Date of election to the Management Board: 27 November 2018

Education:

Almaty Architecture and Construction Institute, 'Industrial and Civil Construction', 1986

Experience:

As from 2018: Chairperson of the Management Board of Samruk-Kazyna Construction JSC (by resolution of the Management Board of Samruk-Kazyna JSC No.06/22 dated 24 January 2022, his powers as the Chairperson of the Management Board of Samruk-Kazyna Construction JSC were early terminated);

2018: General Director of the Corporate Fund 'Facility Construction Company';

2016–2018: General Director of the Construction Direction of Astana EXPO-2017, Astana EXPO-2017 NC JSC;

2009–2016: President of Astana-Kurylys NCC JSC.

He has no shares in the Company, suppliers and competitors of the Company.



MAKHABBAT UALI

Managing Director for Economy and Finance – a member of the Management Board

Date of birth: 19 December 1982

Nationality: Republic of Kazakhstan

Date of election to the Management Board: 04 May 2021

Education:

Kazakh National University named after al-Farabi (KazNU), Almaty City, Department of Economics and Law, 2006 – Bachelor and Master programs.

Experience:

From 2021 to the present day: Managing Director for Economy and Finance of Samruk-Kazyna Construction JSC – a member of the Management Board of Samruk-Kazyna Construction JSC;

2020–2021: Director of the Department for category management of procurement in Kazakhstan temir zholy NC JSC;

2015–2020: Vice-Chairperson of the Management Board, a member of the Management Board in Karabatan Utility Solutions LLP;

2014–2015: alternate General Director of Karabatan Utility Solutions LLP;

2014–2015: Chief of the Service of the Investment Project Development Direction in United Chemical Company LLP;

2010–2013: Senior Manager of the Department of interaction with public authorities, financial institutions and international investors in Kazakhstan Petrochemical Industries Inc. LLP;

2008–2010: Senior Specialist of the Project Management Department in Kazakhstan Electricity Grid Operating Company JSC (KEGOC);

2007: Leading Specialist of the SME Lending Division in Eurasian Bank JSC.

He has no shares in the Company, suppliers and competitors of the Company.

He is a member of the Supervisory Board of Karabatan Utility Solutions LLP.

He is a member of the Board of Directors of other subsidiaries of Samruk-Kazyna JSC.



DARKHAN MUSSANOV

Managing Director for Procurement and Facilities Management – a member of the Management Board

Date of birth: 28 January 1984

Nationality: Republic of Kazakhstan

Date of election to the Management Board: 25 August 2020

Education:

KazNPU named after Abay (Kazakh National Pedagogic University named after Abay), Legal department, 2006

Experience:

2020: Managing Director for Procurement and Facilities Management – a member of the Management Board of Samruk-Kazyna Construction JSC (by resolution of the Board of Directors of Samruk-Kazyna Construction JSC No.168 dated 24 January 2022, the powers of the Managing Director for Procurement and Facilities Management – a member of the Management Board of Samruk-Kazyna Construction JSC – were early terminated);

2019–2020: Director of the Procurement and Facilities Operation Department of Samruk-Kazyna Construction JSC;

2018–2019: Director of the Material and Technical Supply Department of the Corporate Fund 'Facilities Construction Company';

2016–2018: Director of the Material and Technical Supply Department of Branch 'Construction Direction of Astana EXPO-2017' of Astana EXPO-2017 NC JSC;

2011–2016: Chief of the Government Procurement Division of RSUE 'Direction of Salaried National Teams and Sporting Reserve' of the Committee for Sport and Physical Training of the Ministry of Culture and Sport of the Republic of Kazakhstan;

2009–2011: Senior Specialist of the Legal Division of the Legal and Personnel Direction of Locomotive kurastyru зауыты JSC;

2009: Corporate Secretary of the Board of Directors of Almaty car-repair plant JSC;

2007–2009: Senior Specialist, legal counsel of the Legal Division of Almaty car-repair plant JSC.

Social work: President of the Cycling Federation of Nur-Sultan City.

He has no shares in the Company, suppliers and competitors of the Company.

He is a member of the Boards of Directors of the other subsidiaries of Samruk-Kazyna JSC.



MARAT ILIYAS

Managing Director for Operating Activities – a member of the Management Board

Date of birth: 10 March 1985

Nationality: Republic of Kazakhstan

Date of election to the Management Board: 25 August 2020

Education:

Kazakh University for Humanities and Law, Legal Department – 2007, specialty – Jurisprudence;

'Bolashak' Karaganda University, academic degree – Master of Legal Sciences – 2012.

Experience:

From 2020 to the present day: Managing Director for Operating Activities – a member of the Management Board;

2018–2020: Director of the Administrative and Legal Department of Samruk-Kazyna Construction JSC;

2018: Director of the Administrative and Legal Department of the CF 'Facilities Construction Company';

2017–2018: Chief of the Legal Support and Labour Protection Service of the Branch of 'Construction Direction Astana EXPO-2017';

2016–2017: Senior Manager of the Administrative and Legal Department of the Branch of 'Construction Direction Astana EXPO-2017';

2015–2016: Manager of the Administrative and Legal Department of the Branch of 'Construction Direction Astana EXPO-2017';

2014–2015: assistant public prosecutor of Auezov District, Public Prosecutor's office of Almaty City;

2012–2014: senior inspector for major cases, senior inspector of the Direction for detection of crimes in the field of shadow economy, senior inspector of the 2nd Division of the Direction for detecting and preventing corruption cases of the Department for economic and corruption crime fighting on Almaty City (finance police);

2009–2012: expert (acting head) of the Personnel and Personal Security Direction of the Committee for Registration Service and Provision of Legal Assistance of the Ministry of Justice of the Republic of Kazakhstan;

2009: expert of the Direction of Public Control of the Use and Safeguard of Lands of the Agency of the Republic of Kazakhstan for land resources management;

2008–2009: deputy Director for legal issues of BET and Com LLP;

2007–2008: expert of the Organization and Personnel Direction, superintendent of the Legal Operations, Labour Protection and Occupational Safety Sector, consultant of the RSUE 'Direction of the Administrative Building of the Supreme Court of the Republic of Kazakhstan'.

He has no shares in the Company, suppliers and competitors of the Company.

He is a member of the Boards of Directors of the other subsidiaries of Samruk-Kazyna JSC.

REPORT ON ACTIVITIES OF THE MANAGEMENT BOARD FOR 2021

In 2021, 38 meetings of the Management Board were held in presentia at which the resolutions on 247 issues were adopted.

PARTICIPATION OF THE MEMBERS OF THE MANAGEMENT BOARD IN THE MEETINGS OF THE MANAGEMENT BOARD IN 2021

Member of the Management Board	Participation in the meetings of the Management Board
B.A. Sandykbayev	38 out of 38
M.Zh. Iliyaz	34 out of 34
M.Zh. Uali	26 out of 26*
A.A. Kussainov	33 out of 33**
D.K. Mussanov	36 out of 36
D.K. Doszhanov	12 out of 12***

* By resolution of the Board of Directors of the Company No.157 dated 30 April 2021, he is elected to be a member of the Management Board.
 ** The powers of the member of the Management Board were early terminated according to resolution of the Board of Directors of the Company No.165 dated 26 November 2021.
 *** The powers of the member of the Management Board were terminated according to resolution of the Board of Directors of the Company No.157 dated 30 April 2021.

BASIC RESOLUTIONS ADOPTED BY THE MANAGEMENT BOARD IN 2021:

- regarding reports on the implementation of the Company's Business Plan for 2020–2024, including the Report on the implementation of the Annual Budget for 2020, and a detailed analysis of the financial statements of Samruk-Kazyna Construction JSC;
- regarding the approval of the Business Plan of Samruk-Kazyna Construction JSC for 2022–2026;
- regarding the approval of the draft Business Plan and Annual Budget of SK Development LLP for 2022;
- regarding the approval of the Financial Strategy of Samruk-Kazyna Construction JSC for 2021–2030;
- regarding the approval of the Audited Annual Financial Statements of Samruk-Kazyna Construction (consolidated and separate) for 2020;
- regarding the implementation of construction projects;
- regarding issues arising in the process of implementation of investment projects;
- regarding the allocation of temporarily free funds;
- regarding the approval of a price and cost of renting commercial premises and apartments in the residential complexes;
- regarding the preliminary approval of the sale of a 49% interest in the authorized capital of SK Development LLP;
- regarding the implementation of investment projects "Construction of Multi-apartment Residential Complex on the Millennium Alley-2 in Nur-Sultan City", "Construction of the Residential Complex 'Bavaria-2' in Aktobe City", "Construction of the Residential Quarter in Akkent Microdistrict in Almaty City", "Construction of the Residential Complex 'French Quarter' in Atyrau City", "Construction of the Residential Complex of the VIP-town 'Saranda' " in Nur-Sultan City, and "Construction of the Residential Complex within the EXPO area in Nur-Sultan City";
- regarding the preliminary approval of the concept of the project "Construction of factories for the production of ceramic sanitary faience ware, glass wool and the production of gas blocks (Euroblocks) in Nur-Sultan City";
- regarding the preliminary approval of the implementation of the project "External power supply. Construction of 220 kV high voltage line and 220 kV substation, the second independent source of power supply from the combined steam and gas power plant to 220 kV outdoor switchgear of central distribution substation – 3 of Atyrau Oil Refinery LLP;
- regarding the preliminary consideration and approval of issues and internal regulatory documents subsequently submitted for consideration by the Board of Directors of the Company;
- regarding activities referred to the exclusive competence of the general meeting of members of the organizations the interests in the authorized capital and the shares of which are transferred to the trust management of Samruk-Kazyna Construction JSC;
- regarding the agreement and approval of internal documents regulating the activities of the Company and its subsidiaries, including: staffing and organizational structure;

- regarding change of the members of the Management Board of Samruk-Kazyna Construction JSC;
- regarding the approval of the Basic Treasury Portfolio Parameters of Samruk-Kazyna Construction JSC;
- Regulations of the structural units of the Company;
- Agreements on dispute (conflict) settlement;
- Labour regulations;
- Rules for the search and selection of administrative and managerial personnel;
- Policy of compliance risk management;
- Policy of remuneration for project management;
- Policy for selection and consideration of residential/non-residential (commercial) construction projects of Samruk-Kazyna Construction JSC;
- Policy for combating fraud and corruption in Samruk-Kazyna Construction JSC;
- Monitoring of key risk indicators on a monthly basis; and
- Approval of the Priority Procurement List for 2021, etc.



INTERNAL AUDIT

The Company has in place the generally recognized internal audit model in which the functions of internal audit are separated from the functions of internal control and risk management. Internal audit is in the mode of special functional-administrative subordination and reporting, which ensures objectivity and independence. The Internal Audit Service was formed to help to achieve the strategic goals and objectives by applying a systematic and consistent approach to assessing and enhancing the effectiveness of the internal control and risk management system during audits and consultations and reporting to the Board of Directors of the Company.

In accordance with the tasks assigned to it, the Internal Audit Service performs the following functions:

- assessment of the adequacy and effectiveness of the internal control system in the Company;

- assessment of the completeness of the application and effectiveness of the risk assessment methodology and risk management procedures in the Company; and
- assessment of the implementation of and compliance with the adopted principles of corporate governance, relevant ethical standards and values of the Company, etc.

The Board of Directors annually approves the risk-based Annual Audit Plan of the Internal Audit Service, as well as the key performance indicators of the Internal Audit Service and its Chief. The report of the Internal Audit Service is provided to the Board of Directors of the Company on a quarterly and annual basis. The Internal Audit Service takes into account in its activities the current International Standards for the Professional Practice of Internal Auditing and the Internal Auditors' Code of Ethics adopted by the International Institute of Internal Auditors and is guided by local regulations on internal audit approved in the Company. During 2021, the Internal Audit Service performed 12 scheduled engagements and 3 unscheduled audit engagements and consultations. Based on the results of the assessments and audits of the Internal Audit Service, it develops appropriate recommendations and gives comments on any issues within its competence. In accordance with the Annual Career Development Plan, the employees of the Internal Audit Service have completed seminars and trainings for the purpose of improvement of their qualifications and career development. Employees of the Internal Audit Service regularly take part in meetings of members of the Institute of Internal Auditors of the Republic of Kazakhstan.

