

VERIFIED

by the Decision of the Audit Committee of the  
Board of Directors of "NC "KTZ" JSC  
dated February 13, 2019  
Minutes No. 01/19

APPROVED

by the Decision of the Board of  
Directors of "NC "KTZ" JSC  
dated February 14, 2019  
Minutes No. 2

*Updated version, taking into account the  
changes made by Decision of the Board  
of Directors of "NC "KTZ" JSC  
dated June 15, 2023  
Minutes No. 2 and No. 17 dated December  
12, 2024*

**REGULATIONS  
on the Audit Committee  
of the Board of Directors of the Joint Stock Company  
"National Company "Kazakhstan Temir Zholy"**

**Astana  
2019**

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## 1. GENERAL PROVISIONS

1. This Regulation on the Audit Committee of the Board of Directors of National Company Kazakhstan Temir Zholy joint-stock company (hereinafter referred to as the Regulation) was developed in accordance with the legislation of the Republic of Kazakhstan, the Charter, the Regulation on the Board of Directors of Company, and takes into account the recommendations of the Corporate Governance Code of Company and international corporate governance practice.

2. Concepts and definitions used in this Regulation:

<b>Sole Shareholder</b>	- Joint Stock Company "National Welfare Fund "Samruk-Kazyna"
<b>Committee</b>	- Committee on Safety and Environmental Protection of the Board of Directors of the Company
<b>Independent director</b>	- a director, defined as independent in accordance with the Law on Joint Stock Companies; a member of the Board of Directors of the Company, who has sufficient professionalism and independence to make independent and objective Decisions, free from the influence of individual shareholders, the executive body and other stakeholders
<b>Internal Audit Service</b>	- is the body that monitors the financial and business activities of the Company, assesses internal control, risks management, execution of documents in the field of corporate governance and advises in order to improve the Company's operations;
<b>Company</b>	- Joint Stock Company "National Company "Kazakhstan Temir Zholy"
<b>Management Board</b>	- executive body of the Company
<b>Board of Directors</b>	- the management body of the Company, carrying out the general management of the Company, except for issues related to the legislation of the Republic of Kazakhstan and the Charter of the Company to the exclusive competence of the Sole Shareholder
<b>Charter</b>	- Charter of the Company
<b>Compliance Service</b>	- is a structural unit directly accountable to the Board of Directors of the Company, ensuring compliance by the Company and its subsidiaries with the regulatory requirements of the Republic of Kazakhstan on anti-corruption issues, as well as the introduction of mechanisms to prevent corruption risks.

3. This Regulation determines the status, competence, composition, procedure for electing members of the Committee, the procedure for the work and functions of the Committee, the procedure for convening and holding its meetings, as well as the rights, duties and responsibilities of members of the Committee.

4. The Committee is established by the Decision of the Board of Directors and is a permanent advisory and consulting body accountable to the Board of Directors of the Company and operates within the authority, granted to it by the Board of Directors.

5. The main task of the Committee is a preliminary comprehensive study of the issues, assigned to its competence, and preparation of recommendations for the adoption of sound and informed Decisions by the Board of Directors.

6. Decisions adopted by the Committee shall be drawn up in the form of Minutes and shall be recommendatory in nature to the Board of Directors of the Company.

The Committee, within its competence, is entitled to consider issues delegated by the Board of Directors that do not require consideration and Decision by the Board of Directors. As part of consideration of such issues, the Committee shall be entitled to make recommendations and assignments.

*(by the Decision of the Board of Directors of “NC “KTZ” JSC dated June 15, 2023 (Minutes No. 7) clause 6 was redrafted).*

7. In its activities, the Committee is guided by the legislation of the Republic of Kazakhstan, the Company's Charter, Decisions of the Sole Shareholder and the Board of Directors of the Company, the Regulation on the Board of Directors of the Company, this Regulation and other internal documents of the Company.

## **2. COMPETENCE AND AUTHORITY OF THE COMMITTEE**

\*<sup>1</sup>8. The Committee assists in establishing the personal awareness of the members of the Board of Directors in relation to:

- establishing an effective system for control over ensuring the completeness, accuracy and reliability of the Company's financial statements and providing financial and other reports;
- ensuring independence and objectivity of external audit;
- control over the reliability and effectiveness of risk management systems and internal control;
- ensuring the development of the corporate governance system;
- ensuring the independence and objectivity of the internal audit function;
- control over the practice of compliance function.

**9. Within the competence to establishing an effective system for control over ensuring the completeness, accuracy and reliability of the Company's financial statements and providing financial and other reports, the Committee:**

\* 1) considers the interim (quarterly, semi-annual, nine months) and annual financial statements of the Company with a view to certifying its completeness, accuracy and relevance;

2) discusses with the management of the Company and the external auditor the validity and acceptability of the used principles of financial reporting, significant estimates in the financial statements, significant adjustments in reporting;

\*3) examines the reports/conclusions of the external auditor and holds meetings with the external auditor (at least three meetings, including without the participation of the management of the Company) until the issuance of an audit report within the audit process to discuss audit observations and recommendations, with bringing a full and objective assessment of the identified problems to the attention of the Board of Directors;

4) considers and pre-approves the annual financial statements of the Company, submits proposals to the Board of Directors on the procedure for distributing net income for the past fiscal year and the amount of dividend per one ordinary share;

5) discusses with the Company's management, external and internal auditors the proposed (assumed) changes in the Company's accounting policy and how these changes will affect the content of the reporting;

6) considers the process of preparing financial statements on the following issues:

- used information systems for accounting and financial reporting;
- areas of accounting, that require professional judgment;
- areas of accounting, that are most at risk of distortions;
- information disclosure;

7) reviews and approves preliminarily the accounting policy of the Company, amendments and additions to it;

8) considers other issues that, in the opinion of the Committee, may affect the reliability of financial statements.

**10. Within the competence to ensure the independence and objectivity of external audit, the Committee:**

- \*1) participates in the commission for the selection of an external auditor;
- 2) reviews and approves preliminarily the essential terms of the draft contract with the external auditor for the audit of the annual financial statements of the Company, including, determining the amount of payment for his services;
- 3) discusses with the external auditor the adequacy and sufficiency of the proposed plan and scope of audit to the needs of the Board of Directors and the Sole Shareholder;
- 4) discusses with the external auditor the actions of the Company's management regarding the risks of the internal control system for the preparation of financial statements previously identified by the external auditor and assesses the adequacy of actions to control and minimize risks and implementation of the recommendations of the external auditor by the Company's management;
- \*5) ensures control over the independence of the external auditor, including: ensures that the external auditor receives confirmation (at least once a year) of maintaining the independence of the external auditor in accordance with the internal documents of the Company and absence of a conflict of interest, with notification of the Board of Directors of receipt of the relevant confirmation;
- 6) monitors compliance of the external auditor with the principle of rotation of the project partner (who is primarily responsible for the audit) at least once every five years;
- \*7) reviews and approves preliminarily non-audit (consulting) services, that are supposed to be provided by the external auditor, which may affect independence to ensure the current obligations of the external auditor, with notification of the Board of Directors about the Decision taken;
- 8) exercises control and assesses the quality of the services of the external auditor.
- 9) reviews and pre-approves an external audit policy.

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Hereinafter, the sign “\*” means that the question is taken from the Corporate Governance Diagnostics Methodology in legal entities, more than fifty percent of voting shares of which are directly or indirectly owned by Samruk-Kazyna JSC

**11. Within the competence to monitor the reliability and effectiveness of risk management systems and internal control, the Committee:**

- 1) reviews and approves preliminarily policies and procedures for risk management and internal control systems;
- 2)
- 3) reviews and approves preliminarily methodologies for assessing the effectiveness of internal control and risk management systems;
- 4) holds regular meetings with the members of the Management Board of the Company to consider significant deficiencies in the internal control system and the risk management system and plans for their elimination;
- \*4) considers the degree of integration of risk management and internal control in the strategy, business model and business planning processes of the Company;
- \*5) considers changes in the nature, probability and level of impact of significant/key risks and the ability of the Company to respond to changes in its activities and in the external environment;
- \*6) considers information on identified significant failures and shortcomings of control procedures, as well as the level of their actual and potential impact;
- \*7) controls the monitoring of the risks of sustainable development and all related financial and non-financial information and reporting;
- 8) reviews and approves preliminarily the Risk Register, the Risk Card, the risk Appetite of

the Company and the levels of tolerance to key risks and other indicators, relevant to the competence of the Board of Directors;

\*9) considers the scope, frequency (timing of compliance) and the quality of reporting on the status of control measures and risk management activities, including information on significant risks to the Company, as well as measures taken to control and minimize them, and makes recommendations to the Board of Directors of the Company;

\*10) enforces, reviews annually and approves preliminarily the results of an assessment of effectiveness of risk management and internal control systems;

11) monitors and assesses the quality of implementation of measures, developed by the Company's Management Board to improve the internal control system and risk management system, and makes recommendations to the Board of Directors of the Company.

**12. Within the competence to ensure the development of the corporate governance system, the Committee:**

1) reviews and approves preliminarily the annual report and other reports of the Company on corporate governance issues;

2) considers and pre-approves the conflict of interest settlement policy, participates in resolving the conflict of interest in accordance with the approved policy, conducts analysis and assessment of the implementation of the conflict of interest management policy, and makes recommendations to the Board of Directors of the Company;

3) reviews the results of the diagnosis of the corporate governance system;

4) monitors and assesses the quality of the implementation of measures, developed by the Company's Management Board to improve the corporate governance system, and makes recommendations to the Board of Directors of the Company;

5) considers issues of transparency of the activities and effectiveness of information disclosure processes of the Company;

6) considers issues, related to the execution of documents in the field of corporate governance, and makes recommendations to the Board of Directors of the Company.

7) considers and preliminarily approves the internal document which establishes the conditions and procedures for holding auctions and subscription of the Company's securities;

8) evaluates the effectiveness and pre-approves the information policy;

8-1) oversees the implementation of the Information Security Strategy of JSC NC KTZ;

*(by the decision of the Board of Directors of JSC NC KTZ dated December 12, 2024 (Minutes No. 17), paragraph 12 was supplemented by subparagraph 8-1).*

9) prepares recommendations to the Board of Directors in relation to the dividend policy of the Company;

10) pre-determines information about the Company or its activities, which constitute official, commercial or other secrets protected by law;

11) considers and pre-approves the internal document establishing the list of issues on Decisions made by the Board of Directors, information about which should be brought to the attention of the Sole Shareholder and investors;

12) pre-approves the election and early termination of the powers of the supervisory board and (or) the revision commission (inspector), and also pre-approves reports and conclusions of the revision commission (inspector) (according to the list determined by the Board of Directors of the Company);

13) considers, preliminarily approves and issues recommendations to the Board of Directors of the Company on issues submitted for consideration by the Sole Shareholder of the Company;

14) considers and pre-approves the policies and regulations of the Board of Directors on supervised areas of activity.

**13. Within the competence to ensure the independence and objectivity of the internal audit function, the Committee:**

1) oversees the activities of the Internal Audit Service;

2) reviews and approves preliminarily the provision on the Internal Audit Service of the

Company, the strategic plan of the Internal Audit Service and other documents and procedures, governing the activities of the Internal Audit Service, as well as changes and additions to them, including qualification requirements for employees of the Internal Audit Service;

3) reviews and agrees the quantitative composition, staff list and structure of the Internal Audit Service, the term of office of the employees of the Internal Audit Service, the appointment of its head and employees, and the early termination of their powers;

4) reviews and approves preliminarily the procedure for the work and budget of the Internal Audit Service, the amount and terms of remuneration and bonuses for the head and employees of the Internal Audit Service;

5) reviews and approves preliminarily the annual audit plan of the Internal Audit Service;

6) reviews and approves preliminarily the periodic (quarterly and annual) reports of the Internal Audit Service and monitors the elimination of deficiencies, identified by the Internal Audit Service;

7) conducts a preliminary assessment of the activities of the Internal Audit Service;

8) at least quarterly conducts meetings with the head of the Internal Audit Service without the participation of the management of the Company to discuss the effectiveness of the Internal Audit Service and other matters, related to the activities of the Internal Audit Service;

9) in exceptional cases, initiates/orders the performance of unplanned audit tasks/inspections by the Internal Audit Service;

10) provides an independent assessment of the quality of internal audit activities at least once every five years;

11) considers issues (at least once a year) on the confirmation of the organizational independence of the Internal Audit Service and the objectivity of the employees of the Internal Audit Service, existence of significant restrictions, that hamper the effective resolution of the Internal Audit Service's tasks and contributes to the elimination of such restrictions, including by engaging independent consultants.

**14. Within the competence to carry out control over the practice of compliance function, the Committee:**

1) oversees the activities of the Compliance Service, ensures the independence of the Compliance Service;

2) preliminary reviews and approves of the Regulation on the Compliance Service, internal documents of the Company on compliance issues;

3) preliminary review and approval of the Compliance Service work plans, budget (cost estimates) of the Compliance Service;

4) preliminarily reviews and approves the form for evaluating the activities of the Head of the Compliance Service and the results of evaluating his/her activities, periodic reports on the activities of the Compliance Service and other issues related to the compliance function in the Company;

5) preliminarily consider and approve the appointment and determination of the term of office of the Head of Compliance Services, as well as early termination of his powers, the amount and terms of remuneration and bonus payment of the Head of Compliance Services, the staff schedule of Compliance Services;

*(by the Decision of the Board of Directors of "NC "KTZ" JSC dated June 15, 2023 (Minutes No. 7) sub-clause 5) of clause 14 was redrafted).*

5-1) approve the appointment of Compliance Service employees and early termination of their powers, determine their terms of office, as well as the amount and terms of remuneration and bonuses of Compliance Service employees;

*(by the Decision of the Board of Directors of "NC "KTZ" JSC dated June 15, 2023 (Minutes No. 7) sub-clause 5-1) of clause 14 was added).*

6) participates in the procedures for the selection of candidates for the positions of head and employees of the Compliance Service;

7) pre-examines and approves the register and compliance risk card, the plan for compliance risk management, and quarterly reports on the status of compliance risks;

8) considers the issue of the existence of significant constraints that impede the effective solution of the tasks assigned by the Compliance Service and contributes to the elimination of such constraints;

9) in exceptional cases, initiates/instructs the Compliance Service to carry out unscheduled tasks/official check;

10) holds at least once a quarter meetings with the Head of the Compliance Service without the participation of the Company's management to discuss the performance of the Compliance Service and other issues of the Compliance Service.

15. Other powers of the Committee:

1) analyzes and summarizes cases of unlawful actions in relation to the Company's property and assess the adequacy of measures taken by the Company's Board to prevent misconduct in relation to the Company's property in the future;

2) reviews and approves preliminarily reports on concluded transactions, in which the Company has an interest;

3) provides the Board of Directors of the Company with recommendations on other issues within its competence in accordance with instructions of the Board of Directors, Sole Shareholder and/or the provisions of internal documents of the Company.

### **3. COMPOSITION, PROCEDURE FOR ELECTION AND TERM OF OFFICE OF THE COMMITTEE**

\*16. Determination of the number of members, term of office of the Committee, election of its Chairman and members, as well as early termination of their powers are within the competence of the Board of Directors of the Company. Composition of the Committee is formed only from among independent directors, who have the necessary professional knowledge to work in the Committee.

\*17. The Committee should consist of at least three members. The Chairman of the Committee is elected from among independent directors.

\*18. Chairman and members of the Committee should have in-depth knowledge and practical experience in accounting and auditing, risk management and internal control.

19. Performance of the duties of a member of the Committee is personal. Representation of members of the Committee by power of attorney is not allowed.

20. Composition of the Committee is formed for a period until the election of a new Board of Directors by a simple majority of votes of the members of the Board of Directors, participating in the meeting.

21. Powers of all or some members of the Committee may be terminated ahead of schedule by Decision of the Board of Directors of the Company, adopted by a majority vote of its members, participating in the meeting. Changes in the composition of the Committee may be made by the Board of Directors at any time at the suggestion of each of the members of the Board of Directors.

22. A member of the Committee may resign voluntarily by sending a request to the Chairman of the Board of Directors not later than 30 days prior to the proposed date of termination of office. If the number of members of the Committee becomes less than the quorum for meetings of the Committee (less than three persons), determined by the Regulation, the Chairman of the Board of Directors shall include the issue of election of members of the Committee or election of new composition of the Committee in the agenda of the next meeting of the Board of Directors.



#### 4. CHAIRMAN OF THE COMMITTEE

23. Management of the Committee and organization of its activities are carried out by the Chairman of the Committee.

24. Chairman of the Committee is elected by the Board of Directors of the Company from among the elected members of the Committee by a majority vote of the members of the Board of Directors, participating in the meeting of the Board of Directors.

25. Chairman of the Committee:

- 1) convenes meetings of the Committee and presides over them;
- 2) determines the form of the meeting and approves the agenda of the meetings of the Committee;
- 3) determines the list of persons, invited to participate in the internal meeting of the Committee. Invitation to the in-person meeting of the Committee (consideration of certain issues on the agenda of the meeting) of members of the Management Board and/or employees of the Company is carried out by sending the appropriate invitation, addressed to the Chairman of the Management Board of the Company. Chairman of the Management Board of the Company is obliged to ensure the participation of the members of the Management Board and/or employees of the Company or other persons with the powers, information and qualifications, necessary for effective participation in the meeting of the Committee (consideration of issues on the agenda of the meeting, provision of information, participation in discussions, Decision-making, etc.);
- 4) distributes responsibilities among members of the Committee;
- 5) forms the work plan of the Committee, taking into account the plan of meetings of the Board of Directors and submits the plan for approval to the Committee, supervises the implementation of the Decisions and work plans of the Committee;
- 6) provides for constructive discussion of the issues on the agenda, provides an opportunity for members of the Committee to express their views on the issues under discussion, contributes to the development of agreed conclusions and recommendations;
- 7) ensures timely and correct drafting of the minutes of the meetings of the Committee and signs the minutes of the meetings of the Committee;
- 8) carries out official correspondence of the Committee, signs requests, letters and documents on behalf of the Committee;
- 9) maintains constant contacts with the members of the Board of Directors and the Management Board of the Company, the Internal Audit Service and the Company's divisions in order to obtain the most complete and reliable information, necessary for the Committee to make Decisions, and to ensure their effective interaction with the Board of Directors of the Company;
- \*10) determines the nature of issues, that the head of the Internal Audit Service should submit promptly to the Chairman of the Committee;
- 11) represents the Committee in cooperation with the Company's Board of Directors, other committees of the Board of Directors, the Company's Management Board, the external auditor, heads of the Company's divisions and other bodies and persons;
- 12) submits recommendations of the Committee to the meetings of the Board of Directors of the Company and informs the Board of Directors of the work of the Committee;
- \*13) reports in due time and in accordance with the procedure, prescribed by these Regulations, to the Board of Directors of the Company, based on the results of the work of the Committee;
- 14) ensures compliance with the requirements of the legislation of the Republic of Kazakhstan, the Charter of the Company, other internal documents of the Company and this Regulation in the course of the Committee's activities.

In the absence of the Chairperson of the Committee, his/her functions are performed by one of the members of the Committee by Decision of the Committee. In the event of early termination of the

powers of the Committee Chair as a member of the Board of Directors, the Committee shall elect an acting Chair of the Committee until a new Chair of the Committee is elected by the Board of Directors of the Company.

26. In the absence of the Chairperson of the Committee, his/her functions are performed by one of the members of the Committee by Decision of the Committee. In the event of early termination of the powers of the Committee Chair as a member of the Board of Directors, the Committee shall elect an acting Chair of the Committee until a new Chair of the Committee is elected by the Board of Directors of the Company.

*(by the Decision of the Board of Directors of "NC "KTZ" JSC dated June 15, 2023 (Minutes No. 7) clause 26 was redrafted).*

*27. (by the Decision of the Board of Directors of "NC "KTZ" JSC dated June 15, 2023 (Minutes No. 7 clause 24 was excluded).*

## **5. SECRETARY OF THE COMMITTEE**

28. Functions of the organizational and information support for the work of the Committee are performed by the Secretary of the Committee, which can be re-elected at any time by the Decision of the Committee.

29. Secretary of the Committee is elected by a majority of votes from the total number of members of the Committee from among the employees of the Corporate Secretary's Office or the Internal Audit Service of the Company.

30. Secretary of the Committee:

- 1) ensures preparation and holding of meetings of the Committee;
- 2) collects and systematizes materials for the meetings of the Committee;
- 3) ensures timely provision of members of the Committee and invited persons with notices of meetings of the Committee, agenda of meetings, materials and information, sufficient for making Decisions on the agenda items;
- 4) in accordance with the established procedure, records the meetings, organizes preparation of draft Decisions of the Committee;
- 5) ensures storage of minutes (Decisions, ballots) of meetings of the Committee and other documents and materials, related to the activities of the Committee in accordance with the procedures for storage of documents, adopted by the Company;
- 6) if necessary, provides explanations to the Company's officials on the activities of the Committee;
- 7) issues, as necessary, extracts from the minutes (Decisions) of the Committee and provides information to the Company's officials (at their request and in agreement with the Chairman of the Committee), relating to the activities of the Committee;
- 8) exercises control over compliance with the requirements of this Regulation, the execution of Decisions of the Committee;
- 9) performs other functions in accordance with this Regulation, Decisions of the Company's Board of Directors and the Committee, instructions of the Chairman of the Committee within the authority of the Chairman of the Committee.

31. In the absence of the Secretary of the Committee, his functions will be performed by an employee of the Company by Decision of the Committee.

## **6. RIGHTS AND DUTIES OF MEMBERS OF THE COMMITTEE**

32. To implement the delegated powers, the members of the Committee are vested with the following rights:

- 1) to request and receive documents, reports, explanations and other information from officials and employees of the Company for the performance of their activities within the

framework of the powers granted, including confidential information;  
to invite members of the Board of Directors, Management Board, Committees, employees of the Internal Audit Service, Compliance Service, representatives of the external auditor and independent consultants (experts) and other persons to participate in the internal meetings of the Committee;

2) to hold meetings with external and internal auditors without the participation of representatives of the Company's management;

3) to initiate or conduct any investigations on matters under the responsibility of the Committee, as defined in this Regulation, including with the engagement of independent experts and consultants;

4) to participate in the control and audit of the execution of Decisions and instructions of the Board of Directors of the Company on the issues of its activities;

5) to develop and submit proposals to the formed work plan of the Committee and to improve this Regulation;

6) to develop draft documents, relating to the activities of the Committee, and submit them for approval by the Board of Directors of the Company;

7) to demand convocation of the meeting of the Committee and bring issues into the agenda of the meeting of the Committee;

8) to require inclusion of its special opinion on the agenda issues and Decisions to be taken in the minutes of the meeting of the Committee;

9) to demand the provision of the conditions, necessary to fulfill the functions and duties, assigned to the member of the Committee;

10) to use other rights, necessary for the exercise of the powers, conferred on them in accordance with the procedure, provided for in this Regulation.

33. Members of the Committee are required to:

1) perform the functions, assigned to the Committee, honestly and conscientiously in accordance with this Regulation, the requirements of the legislation of the Republic of Kazakhstan, the Charter and internal documents of the Company in the interests of the Sole Shareholder and the Company as a whole;

2) devote sufficient time for the effective discharge of his duties as a member of the Committee, including in preparation and participation in meetings;

3) attend the internal meetings of the Committee and take an active part in its meetings;

4) inform timely the Board of Directors of the Company of the risks, to which the Company is exposed, assess possible risks and consequences for the Company when the Committee makes its own Decisions;

\*5) submit to the Board of Directors of the Company a report on the work done on an annual basis and at any time, at the request of the Board of Directors, report on the results of its activities;

6) observe the confidentiality of information received as part of the activities of the Committee;

7) inform the Board of Directors of the Company of any changes in its status of an independent director or a conflict of interest, arising from Decisions to be taken by the Committee, and to refrain from actions, that could compromise the Committee and/or its members.

## **7. WORKING ORDER OF THE COMMITTEE**

34. The meetings of the Committee are held in accordance with the approved work plan, but not less than 4 (four) meetings per year. If necessary, the Committee holds unscheduled meetings.

\*35. The work plan of the Committee is formed by the Chairman of the Committee (with the date of the meetings, the form of the meetings, the list of issues to be considered) based on the approved work plan of the Board of Directors of the Company, including at least all issues to be considered by the Committee in accordance with its competence.

\*36. The work plan of the Committee is approved at a meeting of the Committee prior to the beginning of the fiscal year.

37. Regular and extraordinary meetings of the Committee are convened by the Chairman of the Committee or on demand of:

- 1) the Sole Shareholder;
- 2) the Board of Directors or its Chairman and members;
- 3) the Chairman of the Committee or its members;
- 4) the Internal Audit Services of the Company;
- 5) the Compliance services.

If the Chairman of the Committee refuses to convene the meeting, the initiator is entitled to apply to the Board of Directors of the Company with this request, which is obliged to convene a meeting of the Committee, unless the issue, proposed for consideration, is not within the competence of the Committee.

\*38. Meetings of the Committee are held in-person or in-absentia, with at least 75% of meetings held in-person. The duration of the meetings of the Committee should allow enough time to discuss the issues under consideration.

39. In case of impossibility to participate in the meeting, a member of the Committee is entitled to send a written opinion on the agenda items. Written opinion should be sent to the Chairman of the Committee within the time period prior to the date of the meeting of the Committee. The Chairman of the Committee must inform the members of the Committee of the opinion of the absent member of the Committee prior to the meeting.

A written opinion is attached to the minutes of the meeting of the Committee.

40. Members of the Board of Directors, who are not members of the Committee, may participate in the meetings of the Committee on their own initiative. Persons, who are not members of the Board of Directors or the Committee, may attend the meetings of the Committee only at the invitation of the Chairman of the Committee, including consultants (experts), who are properly consulted, to obtain information on the agenda issues.

41. The meeting of the Committee is eligible if at least half of the members of the Committee participate in it, and in case of holding the meeting through absentee voting

- if at the end of the receipt of ballots for voting, not less than half of the total number of members of the Committee were received. Participation in the meeting of the Committee through videoconference (interactive audiovisual communication), conference call (simultaneous conversation of Committee members in the "telephone meeting" mode), as well as using other means of communication is allowed.

42. The Chairman of the Committee shall approve the place, date and time of the meeting of the Committee (in case of absentee voting - the deadline for the receipt of ballots for voting), the agenda of the meeting and the number of persons, invited to attend the meeting.

43. The notice on convening the meeting of the Committee, signed by the Chairman of the Committee, as well as materials on the agenda items are sent by the Secretary of the Committee to the members of the Committee and invited persons no later than 7 calendar days before the date of the meeting. In case of high urgency of the matter, the specified period may be reduced, provided that all members of the Committee have been properly notified of the meeting of the Committee, and there were no objections from them.

The notice must contain:

- date, time and place of the meeting;

- the form of the meeting (in-person or in-absentia);
- agenda of the meeting of the Committee, indicating the responsible person for preparing each item on the agenda.

The notice must be attached with materials on the agenda of the meeting of the Committee, compiled in accordance with the internal documents of the Company.

*(by the Decision of the Board of Directors of "NC "KTZ" JSC dated June 15, 2023 (Minutes No. 7) words "10 working days" were replaced with "7 calendar days" in clause 43).*

44. In the absence of a quorum, the Chairman of the Committee decides to postpone the date of the meeting, and members of the Committee are sent a second notification in accordance with the procedure, prescribed by this Regulation.

45. Decisions of the Committee are taken by a simple majority of votes of the members of the Committee, participating in the meeting. Each member of the Committee has one vote. Transfer of the voting right by a member of the Committee to another person, including another member of the Committee, is not allowed.

In case of equality of votes, the Chairman of the Committee has a dominant vote right.

46. The secretary of the Committee shall take Minutes at Committee meetings, which shall be drawn up within seven (7) days after the Committee meeting and signed by the Chairman or the presiding officer and the Secretary of the Committee. The Committee's Minutes shall be accompanied by a "voting sheet" on the issues considered at the Committee's meeting, which shall be signed by the Chairman or presiding and members of the Committee as per Appendix 1 to these Regulations. If the Committee meets by absentee voting, the Minutes of the meeting shall be accompanied by completed absentee voting ballots received from members of the Committee as per the form in accordance with Appendix 2 to these Regulations.

*(by the Decision of the Board of Directors of "NC "KTZ" JSC dated June 15, 2023 (Minutes No. 7) clause 46 was redrafted).*

47. The minutes (Decision) of the meeting shall specify:

- 1) date, time and place, form of the meeting (only the date is indicated in the form of meeting in-absentia);
- 2) list of members of the Committee, who participated in the meeting (absentee voting), as well as the list of other persons, present at the meeting of the Committee (in-person meeting);
- 3) agenda of the meeting;
- 4) key proposals/comments of members of the Committee on the agenda issues;
- 5) issues, put to the vote, and the results of voting on them;
- 6) adopted Decisions on the agenda issues.

48. Minutes shall be kept in the Office of the Corporate Secretary of the Company, a copy of minutes of meeting upon request shall be sent by the Secretary of the Committee to all members of the Committee.

49. Recommendations of the Committee shall be submitted to the Board of Directors within five (5) days from the date of the meeting of the Committee, but not later than the date of sending materials on the agenda items to the members of the Board of Directors.

If this is not possible for objective reasons, the Chairman of the Committee on behalf of the Committee brings to the attention of the members of the Board of Directors at the meeting of the Board of Directors the position of the Committee on the issues under consideration.

50. Documents, recommendations on issues within the competence of the Committee sent via e-mail can be recognized as officially written.

## **8. ACCOUNTABILITY OF THE COMMITTEE TO THE BOARD OF DIRECTORS**

51. The Committee is obliged to report annually to the Board of Directors of the Company by submitting a report on activities and implementation of tasks (hereinafter

- the Report).

52. Before submission to the Board of Directors, the Report is subject to preliminary review by the Committee.

The report on the activities of the Committee may be included in the annual report of the Company.

53. The Board of Directors is entitled to demand at any time the provision of a report on the current activities of the Committee. The timing of the preparation and submission of such a report shall be determined by a Decision of the Board of Directors.

## **9. FINAL PROVISIONS**

54. The present Regulation, as well as all amendments and additions to it, are approved by the Board of Directors of the Company after preliminary approval by the Committee.

55. Assessment of the activities of the members of the Committee and the Committee as a whole is conducted in accordance with the internal documents of the Company.

56. Issues, not regulated by this Regulation, are regulated by the Charter, the Regulation on the Board of Directors of the Company and other internal documents of the Company, current legislation and Decisions of the Board of Directors and/or Sole Shareholder of the Company.

Appendix 1 to the Regulations on the  
Audit Committee of the Board of  
Directors of "NC "KTZ" JSC,  
approved by the Decision of the  
Board of Directors of "NC "KTZ"  
JSC  
dated June 15, 2023  
Minute No. 7

**Voting sheet on the issues on the agenda of the in-person meeting  
Audit Committee of the Board of Directors of «NC «KTZ» JSC  
dated “\_\_\_” \_\_\_\_\_, Minutes No. \_\_\_\_\_**

**Agenda of the meeting of the Audit Committee  
of the Board of Directors of «NC «KTZ» JSC**

1. Approval of the agenda
2. ...

**Results of voting on the agenda items:**

**1 Approval of the agenda**

**DECISION**

To approve the agenda of the meeting of the Audit Committee of the  
Board of Directors of «NC «KTZ» JSC, in accordance with Appendix  
\_\_\_to these Minutes.

**Voted**

\_\_\_\_\_-FOR;  
\_\_\_\_\_-FOR;  
\_\_\_\_\_-FOR;  
\_\_\_\_\_-FOR.

**DECISION was  
adopted unanimously/  
by a majority of vote**

**2 Approval of the Minutes of the previous meeting**

**DECISION**

*In accordance with (provide specific references to the legislation, the  
Company's Charter or other regulatory documents, in accordance  
with which the issue is submitted for consideration of the Committee  
of the Board of Directors and falls within the competence of the Board  
of Directors), having considered the submitted materials, taking into  
account the Decision of the Management Board of JSC "\_\_\_\_"  
(Minutes dated "\_\_\_" \_\_\_\_\_, No.\_\_\_\_) the Audit Committee of the  
Board of Directors of «NC «KTZ» JSC has **DECIDED:***

**Voted**

\_\_\_\_\_-FOR;  
\_\_\_\_\_-FOR;  
\_\_\_\_\_-FOR;  
\_\_\_\_\_-FOR.

**DECISION was  
adopted unanimously /  
by a majority of vote**

1. the content of the proposed Decision, with an indication of the  
deadline for implementation of the Decision (if necessary).

**3 \*\*\***

**Signatures of members of the Board of Directors:**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
*(by the Decision of the Board of Directors of “NC “KTZ” JSC dated June 15, 2023 (Minutes No. 7) Appendix  
I was added).*

Appendix 2  
to the Regulations on the Audit  
Committee of the Board of Directors  
of «NC «KTZ» JSC, approved by the  
Decision of the Board of Directors of  
«NC «KTZ» JSC  
dated June 15, 2023  
Minute No. 7

**Absentee ballot of the member of the Audit Committee of the Board of Directors of the Joint  
Stock Company "National Company "Kazakhstan Temir Zholy"**

Location of the joint stock company "National Company "Kazakhstan Temir Zholy"  
(hereinafter - «NC «KTZ» JSC or the Company): Republic of Kazakhstan, Astana, \_\_\_\_\_.

The meeting of the Audit Committee of the Board of Directors of «NC «KTZ» JSC was  
convened by the Chairman of the Audit Committee of the Board of Directors of «NC «KTZ» JSC.

The date of submission of this ballot to the member of the Audit Committee of the Board of  
Directors of «NC «KTZ» JSC surname \_\_\_\_\_ "\_\_\_" 20\_\_.

The signed ballot should be submitted no later than \_\_\_\_\_ "\_\_\_" 20\_\_ by \_\_-\_\_ hours to the  
Secretary of the Audit Committee of the Board of Directors of «NC «KTZ» JSC, at the location of  
«NC «KTZ» JSC.

Please vote with respect to the Decision by signing in the appropriate column on the agenda  
item.

If you vote for the Decision, please put your signature in the **"FOR"** column.

If you vote against the Decision, please sign in the **"AGAINST"** column.

If you abstained, please sign in the **"ABSTAINED"** column.

**AGENDA:**

1. (Title of item).
2. (Title of item).
3. ...

**A member of the Audit Committee of the Board of Directors has DECIDED:**

To approve the agenda of the absentee meeting of the Audit Committee of the Board of  
Directors of «NC «KTZ» JSC.

**Voting results:**

Name And Surname	FOR	AGAINST	ABSTAINED

**On the first item on the agenda**, in accordance with (specify specific references to  
legislation, the Company's Charter or other regulatory documents, in accordance with which the  
issue is submitted to the Audit Committee of the Board of Directors and falls within the competence  
of the Board of Directors), having considered the submitted materials, taking into account the  
Decision of the Management Board of " «NC «KTZ» JSC dated \_\_\_\_\_ (Minutes No. \_\_) the  
Audit Committee of the Board of Directors of «NC «KTZ» JSC has **DECIDED:**

the contents of the proposed Decision, specifying the term of execution of the Decision (if  
necessary).



**Voting results:**

<b>Name And Surname</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAINED</b>

**On the second item on the agenda,** in accordance with (specify specific references to legislation, the Company's Charter or other regulatory documents, in accordance with which the issue is submitted to the Audit Committee of the Board of Directors and falls within the competence of the Board of Directors), having considered the submitted materials, taking into account the Decision of the Management Board of " «NC «KTZ» JSC dated \_\_\_\_\_ (Minutes No. \_\_) the Audit Committee of the Board of Directors of «NC «KTZ» JSC has **DECIDED:**

the contents of the proposed Decision, specifying the term of execution of the Decision (if necessary).

**Voting results:**

<b>Name And Surname</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAINED</b>

*(by the Decision of the Board of Directors of "NC "KTZ" JSC dated June 15, 2023 (Minutes No. 7) Appendix 2 was added).*

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