

**APPROVED by the
Decision of the Board of Directors of
Abylkas Saginov Karaganda
Technical University
(Minutes No. 3 dated 30/11/2020)
(with amendments and additions dated
December 27, 2024, minutes No.
13/44)**

**REGULATION
on the Nomination and Remuneration Committee of the Board of Directors
of Abylkas Saginov Karaganda Technical University NJSC**

Karaganda

1. General provisions

1. This Regulation on the Nomination and Remuneration Committee of the Board of Directors of Abylkas Saginov Karaganda Technical University NJSC (hereinafter referred to as the Company) determine the status, the composition, election, term of office, the operating procedure, competence of the Nomination and Remuneration Committee of the Board of Directors of the Company, as well as the rights, duties and responsibilities of the members of the Nomination and Remuneration Committee of the Board of Directors of the Company (this clause was amended by the decision of the Board of Directors of the Company dated April 27, 2022 and December 27, 2024).

2. The Committee is an advisory and consultative body of the Board of Directors of the Company (hereinafter referred to as the Board of Directors). All the proposals developed by the Committee are recommendations that are submitted for consideration to the Board of Directors.

3. The Regulation is an internal document of the Company and has been developed in accordance with the legislation of the Republic of Kazakhstan, the Charter of the Company, the Corporate Governance Code of Abylkas Saginov Karaganda Technical University NJSC and the other internal documents of the Company (this clause was supplemented by the decision of the Board of Directors of the Company dated December 27, 2024).

4. The Committee is accountable to the Board of Directors and acts within the powers granted to it by the Board of Directors and this Regulation.

5. In its activities, the Committee is guided by the legislation of the Republic of Kazakhstan, the Charter of the Company, decisions of the Sole Shareholder of the Company, this Regulation and the other decisions of the Board of Directors.

6. Recommendations of the Committee made on the issues referred by the Charter of the Company to the competence of the Sole Shareholder shall be sent, if approved by the Board of Directors, to the Sole Shareholder for consideration and decision-making in accordance with the procedure established by law.

2. Composition, election and term of office of the Committee members

7. The Committee shall be composed of the Board of Directors members and experts with the necessary professional knowledge to work in the Committee. At least one member of the Nomination and Remuneration Committee shall have knowledge and practical experience in the field of personnel management and performance assessment, as well as in the field of corporate governance (*this clause was supplemented by the decision of the Board of Directors of the Company dated December 27, 2024*).

8. The Committee shall consist of at least 3 (three) persons.

9. The members of the Committee shall be elected by a majority vote of the Board of Directors members.

10. To ensure the effective operation of the Committee, independent experts and consultants can be involved in its work to provide expert advice on the issues on the agenda (*this clause was amended by the decision of the Board of Directors of the Company dated December 27, 2024*).

11. The terms of office of Committee members shall coincide with their terms of office as members of the Board of Directors, and can be reviewed annually by the Board of Directors.

12. The functions of the Secretary of the Committee shall be performed by the Corporate Secretary.

The Secretary of the Committee ensures preparing and holding of meetings of the Committee, collecting and systematizing the materials for meetings, the timely sending of notifications to Committee members and invited persons about holding meetings of the Committee, the agenda of meetings, the materials on the issues of the agenda, the recording of minutes of meetings, the preparing of draft decisions of the Committee, the issues extracts from the minutes of meetings of the Committee is needed, as well as the subsequent storage of all the relevant materials. The Secretary of the Committee ensures that the Committee members receive the necessary information.

3. Chairman of the Committee

13. Only an independent director can be Chairman of the Committee.

14. Chairman of the Committee organizes the work of the Committee headed by him, in particular:

- 1) convenes meetings of the Committee and presides over them;
- 2) approves the agenda of the meeting of the Committee, including the content of the issues submitted for discussion at the meeting of the Committee;
- 3) organizes the discussion of issues at the meetings of the Committee, and hears the opinions of persons invited to participate in the meeting;
- 4) develops a plan of regular meetings for the current calendar year, taking into account the plan of meetings of the Board of Directors.

15. In the absence of Chairman, his functions are performed by one of the Committee members by decision of the Committee.

4. Procedure of the Committee work

16. Committee meetings are held in person. In exceptional cases, Committee meetings can be held with absentee voting.

To form favorable conditions and to reduce the costs of holding in-person meetings of the Committee, the Committee members can participate via technical means of communication. Meetings held in this manner are considered to be in person.

If a Committee member is unable to attend a meeting in person, he or she can provide his or her opinion in writing.

(This clause was amended and supplemented by the decision of the Board of Directors of the Company dated December 27, 2024).

17. The Committee annually draws up a work plan for the Committee in accordance with the work plan of the Board of Directors, which is approved by the Committee.

The materials and the draft resolution on the agenda item of the Committee meeting are sent by the Secretary of the Committee to all the Committee members and interested persons no later than 3 (three) calendar days before the planned date of the meeting. In exceptional cases, by decision of Chairman of the Committee, the materials can be sent one business day before the date of the meeting. A meeting of the Committee shall be considered valid if there is a quorum of at least half of the number of members of the Committee.

18. A meeting of the Committee can be convened at the initiative of its Chairman or at the request of:

- 1) any member of the Committee;
- 2) the Board of Directors;
- 3) the Sole Shareholder of the Company.

If Chairman of the Committee refuses to convene a meeting, the initiator has the right to address with the said request to the Board of Directors that is obliged to convene a meeting of the Committee. A meeting of the Committee shall be held with the obligatory invitation of the person who presented the said request.

19. Decisions shall be made by a simple majority of votes of the Committee members participating in the meeting. When resolving issues, each member of the Committee shall have one vote. The transfer of the right to vote by a member of the Committee to the other persons, including the other members of the Committee is not permitted. In the event of a tie among the members of the Committee, the vote of Chairman of the meeting shall be decisive. The Committee members who are not members of the Board of Directors shall not have the right to vote when the Committee makes decisions.

20. Each member of the Committee can express his or her dissenting opinion, which shall be stitched together with the minutes of the Committee and shall constitute an integral part thereof.

In cases where a decision cannot be made on individual issues due to the interests of

individual members of the Committee, such fact shall be recorded in the minutes of the Committee meeting.

21. In the case of open voting, Chairman of the Committee and its members can decide to vote on the issues on the agenda of the Committee meeting in the presence of only the members of the Committee who have the right to vote. In such cases, experts and the other persons who are invited to participate in the meeting of the Committee as observers shall be present at the meeting of the Committee only when the issues are discussed and shall leave the meeting room at the time of voting.

22. A decision by absentee voting shall be deemed to have been adopted if there is a quorum in the ballots received within the specified period.

The ballot must indicate:

- 1) the full corporate name of the Company and its location;
- 2) the wording of the issues put to the vote and the decisions on each issue;
- 3) voting options for each question: “for”, “against”, “abstained”;
- 4) the “Dissenting opinion” column;
- 5) the postal address to which completed ballots should be sent;
- 6) the closing date for accepting ballots.

23. Based on the results of the in-person meeting of the Committee, its minutes shall be drawn up no later than three working days after it is held. The minutes shall be signed by Chairman of the Committee or the person who chaired the meeting, as well as the Secretary of the Committee, who shall be responsible for the correctness of the preparation and content of the minutes (*this clause was amended by the decision of the Board of Directors of the Company dated December 27, 2024*).

24. Based on the results of the absentee meeting of the Committee, a decision shall be drawn up no later than three working days after it is held. The decision shall be signed by the Chairman of the Committee or the person who chaired the meeting, as well as the Secretary of the Committee, who shall be responsible for the correctness of the preparation and content of the protocol (*this clause was amended by the decision of the Board of Directors of the Company dated December 27, 2024*).

5. The Committee competence

25. The following issues fall within the competence of the Committee:

- 1) providing recommendations on candidates for the Management Board;
- 2) providing recommendations on the number of members, the term of office of the Management Board members, on the election of the Management Board members, on the election and appointment of the Corporate Secretary, the other employees of the Company whose appointment is carried out by the Board of Directors (except for the head and auditor of the Internal Audit Service and the head of the Anti-Corruption Compliance Service), as well as the early termination of their powers;
- 3) making proposals on determining the amounts of salaries, terms of remuneration and bonuses of Chairman of the Management Board - Rector, members of the Management Board, the chief accountant, the Corporate Secretary, the other employees of the Company whose appointment is carried out by the Board of Directors (except for the head and auditor of the Internal Audit Service and the head of the Anti-Corruption Compliance Service);
- 4) setting motivational KPIs, making proposals on the amount and structure of remuneration for the Management Board members, the Corporate Secretary, and the other employees of the Company appointed by the Board of Directors (except for the head and auditor of the Internal Audit Service and the head of the Anti-Corruption Compliance Service);
- 5) making proposals on key performance indicators for the Management Board members of the Company and their target values and calculations of the amounts of remuneration for Chairman of the Management Board - Rector, the Management Board members;
- 6) making proposals on assessing the activities of the Board of Directors, the Committees of

the Board of Directors, the Management Board and the Corporate Secretary;

7) making proposals on succession planning for members of the Board of Directors, Chairman of the Management Board, members of the Management Board of the Company, and the Corporate Secretary;

8) making proposals on candidates for membership in the Board of Directors (in cases where such powers are granted by the Sole Shareholder);

9) reviewing reports on the results of the ombudsman's work;

10) providing the Board of Directors with recommendations on the possibility of members of the Management Board working and/or holding a position(s) at the other organizations;

11) providing the Board of Directors with an annual report on the work of the Committee;

12) reviewing corporate conflicts, if Chairman of the Board of Directors is involved in them;

13) making recommendations on improving the efficiency of the remuneration and bonus system for the employees of the Company and organizations;

14) making recommendations on the issues of social policy, corporate social responsibility and building a positive reputation for the Company and organizations;

15) providing the Board of Directors with recommendations on the other issues within its competence in accordance with the instructions of the Board of Directors and/or the provisions of the Company internal documents;

16) consideration of the other issues on behalf of the Sole Shareholder, the Board of Directors and Chairman of the Board of Directors (*this clause was amended and supplemented by the decision of the Board of Directors of the Company dated December 27, 2024*).

6. Rights and obligations of the Committee members

26. A Committee member has the right, in accordance with the established procedure:

1) to request and to receive from officials and employees of the Company any information (documents, materials) regarding the Company, if such information is necessary for him to perform his functions as a Committee member;

2) to be familiarized with the minutes of meetings and decisions of the Committee;

3) to demand that his dissenting opinion on the agenda items and decisions taken be included in the minutes of the Committee meeting;

4) to demand the convening of a Committee meeting;

5) to include issues in the agenda of the Committee meeting;

6) to exercise the other rights stipulated by the current legislation of the Republic of Kazakhstan, the Charter of the Company, and the other internal documents of the Company.

27. The members of the Committee are obliged:

1) to perform their activities honestly and in good faith in the interests of the Sole Shareholder and the Company as a whole;

2) to devote sufficient time to the effective performance of their duties;

3) to participate in the work of the Committee and be present at its meetings;

4) to make proposals for amendments and additions to this Regulation;

5) to maintain confidentiality of all information that becomes known to them in the course of performing their duties as a member of the Committee;

6) within the limits of their competence and in the manner provided for by these Regulations, to perform any other duties that can be determined by the Board of Directors.

7. Responsibility of the Committee members

28. A member of the Committee shall be liable to the Company and the Sole Shareholder for damage caused by his actions (inaction), in accordance with the legislation of the Republic of Kazakhstan, including for losses incurred as a result of providing misleading information or knowingly false information.

8. Final provisions

29. The approval of the Regulation on the Committee, as well as making amendments and additions to them, is within the competence of the Board of Directors.

30. If as a result of changes in legislation or the Charter, individual provisions of the Regulation come into conflict, these provisions of the Regulation shall lose force until the relevant amendments are made.

LIST OF AMENDMENTS

1. Amendment No. 1:

- approved by the decision of the Board of Directors of Abylkas Saginov Karaganda Technical University NJSC (minutes No. 3 dated April 27, 2022).

2. Amendment No. 2:

- approved by the decision of the Board of Directors of Abylkas Saginov Karaganda Technical University NJSC (minutes No. 13 dated December 27, 2024).