

APPROVED

**by decision of the Board of Directors
NPJSC «Abylkas Saginov Karaganda
Technical University»**

(Minutes No. 3 of November 30, 2020)

*(with amendments and additions dated
December 27, 2024, minutes No. 13/44)*

PROVISION

**About the Strategic Planning Committee of the Board of Directors
NPJSC «Abylkas Saginov Karaganda Technical University»**

Karaganda

1. General Provisions

1. This Provision on the Strategic Planning Committee of the Board of Directors of NPJSC «Abylkas Saginov Karaganda Technical University» (hereinafter referred to as the Company) defines the status, composition, election, term of office, operating procedure, competence of the Strategic Planning Committee of the Board of Directors of the Company, as well as the rights, duties and responsibilities of the members of the Strategic Planning 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*).

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

3. The Provision is an internal document of the Company and is developed in accordance with the legislation of the Republic of Kazakhstan, the Charter Companies, Corporate Governance Code of NPJSC «Abylkas Saginov Karaganda Technical University» and other internal documents of the Company (*this clause was amended 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 operates within the powers granted to it by the Board of Directors and these Provision.

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 other decisions of the Board of Directors.

6. The Committee's recommendations, made on issues referred by the Company's Charter to the competence of the Sole Shareholder, are 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 members of the Committee

7. The Committee is formed from among the members of the Board of Directors who possess the relevant professional knowledge, competencies and skills. (*this clause was amended 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 are elected by a majority vote of the members of the Board of Directors. The Chairman of the Board - the Rector cannot be the Chairman of the Committee.

10. In order to ensure the effective operation of the Committee, experts with professional experience and qualifications in accordance with the goals, objectives and competence of the Committee may be involved in its work.

Members of the Committee who are not members of the Board of Directors are appointed by the Board of Directors upon the recommendation of the Chairman of the Committee.

(*this clause was supplemented by the decision of the Board of Directors of the Company dated December 27, 2024*).

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

12. The functions of the Secretary of the Committee are performed by the Corporate Secretary.

The Secretary of the Committee ensures the preparation and holding of meetings of the Committee, the collection and systematization of materials for meetings, the timely dispatch to members of the Committee and invited persons of notifications about the holding of meetings of the Committee, the agenda of meetings, materials on the issues on the agenda, the recording of minutes of meetings, the preparation of draft decisions of the Committee, issues extracts from the minutes of meetings of the Committee as necessary, as well as the subsequent storage of all

relevant materials.

The Secretary of the Committee ensures that the members of the Committee receive the necessary information.

3. Chairman of the Committee

13. The Chairman of the Committee may only be an independent director.

14. The Chairman of the Committee organizes the work of the Committee he heads, in particular:

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

15. In the absence of the Chairman, his functions shall be performed by one of the members of the Committee, as decided by the Committee.

4. Procedure of the Committee's work

16. The committee meetings are held in person. In exceptional cases Committee meetings may be held with absentee voting.

In order to create favorable conditions and reduce the costs of holding in-person meetings of the Committee, the participation of Committee members is permitted through technical means of communication. Meetings held in this order are considered in person.

If a Committee member is unable to attend a meeting in person, he or she may 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 prepares a work plan for the committee in accordance with the work plan of the board of directors, which is approved by the committee.

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

A meeting of the Committee may be convened at the initiative of its Chairman or at the request of:

- 1) any member of the Committee;
- 2) Board of Directors;
- 3) The sole shareholder of the Company.

In the event of the Committee Chairman's refusal to convene a meeting, the initiator has the right to address the said request to the Board of Directors, which is obliged to convene a meeting of the Committee. The meeting of the Committee is held with the obligatory invitation of the person who presented the said request.

19. Decisions are made by a simple majority of votes of the Committee members participating in the meeting. When deciding issues, each member of the Committee has one vote. The transfer of the right to vote by a member of the Committee to other persons, including other members of the Committee, is not allowed. In the event of a tie in votes of the members of the Committee, the vote of the chairperson of the meeting is decisive. Members of the Committee who are not members of the Board of Directors do not have the right to vote when the Committee makes decisions.

20. Each member of the Committee may express his or her dissenting opinion, which is stitched together with the Committee's minutes and is an integral part of it.

In cases where a decision cannot be made on individual issues due to the interests of individual members of the Committee, such fact is recorded in the minutes of the Committee meeting.

21. In the case of open voting, the Chairman of the Committee and its members may 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 other persons who are invited to participate in the Committee meeting as observers are present at the Committee meeting only when the issues are discussed, and leave the meeting room at the time of voting.

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

The bulletin must state:

- 1) the full corporate name of the Company and its location;
- 2) formulations of questions put to the vote and decisions on each question;
- 3) voting options for each question: «for», «against», «abstain»;
- 4) the column «Special Opinion»;
- 5) the postal address to which completed ballots should be sent;
- 6) closing date for accepting ballots.

23. Based on the results of the in-person meeting of the Committee, no later than three calendar days after its holding, a protocol is drawn up. The protocol is signed by the Chairman of the Committee or the person who chaired the meeting, as well as the Secretary of the Committee, who are responsible for the correctness of the drafting and content of the protocol. *(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 Committee's meeting in absentia, no later than three calendar days after its holding, a decision is drawn up. The decision is signed by the Chairman of the Committee or the person who chaired the meeting, as well as the Secretary of the Committee, who are 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).*

5. Competence of the Committee

25. The following issues fall within the Committee's competence:

1) preliminary consideration of the priority areas of the Company's activities, as well as approval development strategies/programs Societies, including issues on the development of measures to improve the efficiency of the Company's activities, its long-term value and sustainable development *(this sub-clause was amended by the decision of the Board of Directors of the Company dated December 27, 2024);*

2) implementation monitoring conceptual directions and target indicators of the development strategy/program Societies *(this sub-clause was amended by the decision of the Board of Directors of the Company dated December 27, 2024);*

3) preliminary review of documents submitted for consideration by the Board of Directors containing information on the progress of implementation conceptual directions and achievement of target indicators of the Company's development strategy/program *(this sub-clause was amended by the decision of the Board of Directors of the Company dated December 27, 2024);*

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

5) providing recommendations to the Board of Directors on possible risks associated with the implementation of the Company's long-term strategic directions;

6) review and approval of strategic risks in order to integrate the risk management system into the planning process;

7) preliminary approval of the draft organizational structure and staffing levels of the Company;

8) preliminary approval of the development plan for the relevant planning period,

clarifications of the approved development plan, as well as a report on the implementation of the Company's development plan;

9) development and approval of educational programs; development and approval of scientific projects, including within the framework of program-targeted and grant financing; creation, assessment of activities and liquidation of academic and scientific structural divisions *(this sub-clause was amended by the decision of the Board of Directors of the Company dated December 27, 2024);*

10) providing recommendations to the Board of Directors on the Company's investment activities if the transaction value exceeds 10% of the book value of the Company's assets *(this sub-clause was amended by the decision of the Board of Directors of the Company dated December 27, 2024);*

11) providing recommendations to the Board of Directors on the implementation and monitoring of sustainable development of the Company *(this clause was amended by the decision of the Board of Directors of the Company dated December 27, 2024);*

12) submitting recommendations to the Board of Directors on other issues within its competence in accordance with the instructions of the Board of Directors and/or the provisions of the Company's internal documents *(this sub-clause was supplemented by the decision of the Board of Directors of the Company dated December 27, 2024);*

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

6. Rights and responsibilities of the Committee members

26. A member of the Committee has the right, in accordance with the established procedure: request and receive from officials and employees of the Company any information (documents, materials) regarding the Company, if the said information is necessary for him to perform the functions of a member of the Committee;

1) familiarize themselves with the minutes of meetings and decisions of the Committee;

2) demand that their special opinion on the agenda items and decisions taken be included in the minutes of the Committee meeting;

3) demand the convening of a meeting of the Committee;

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

5) exercise other rights provided for by the current legislation of the Republic of Kazakhstan, the Charter of the Company, and other internal documents of the Company.

27. The members of the Committee are obliged to:

1) carry out its activities honestly and in good faith in the interests of the Sole Shareholder and the Company as a whole;

2) devote sufficient time to effectively perform their duties;

3) participate in the work of the Committee and attend its meetings;

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

5) 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 prescribed by these Provision, perform any other duties that may be determined by the Board of Directors.

7. Responsibilities of 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 the introduction of amendments and additions to it, 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 Regulations come into conflict, these provisions of the provisions shall lose force until the relevant changes are made.

A M E N D M E N T S H E E T

1. Additions No.1:

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

2. Additions No.2:

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