

CORPORATE GOVERNANCE FRAMEWORK

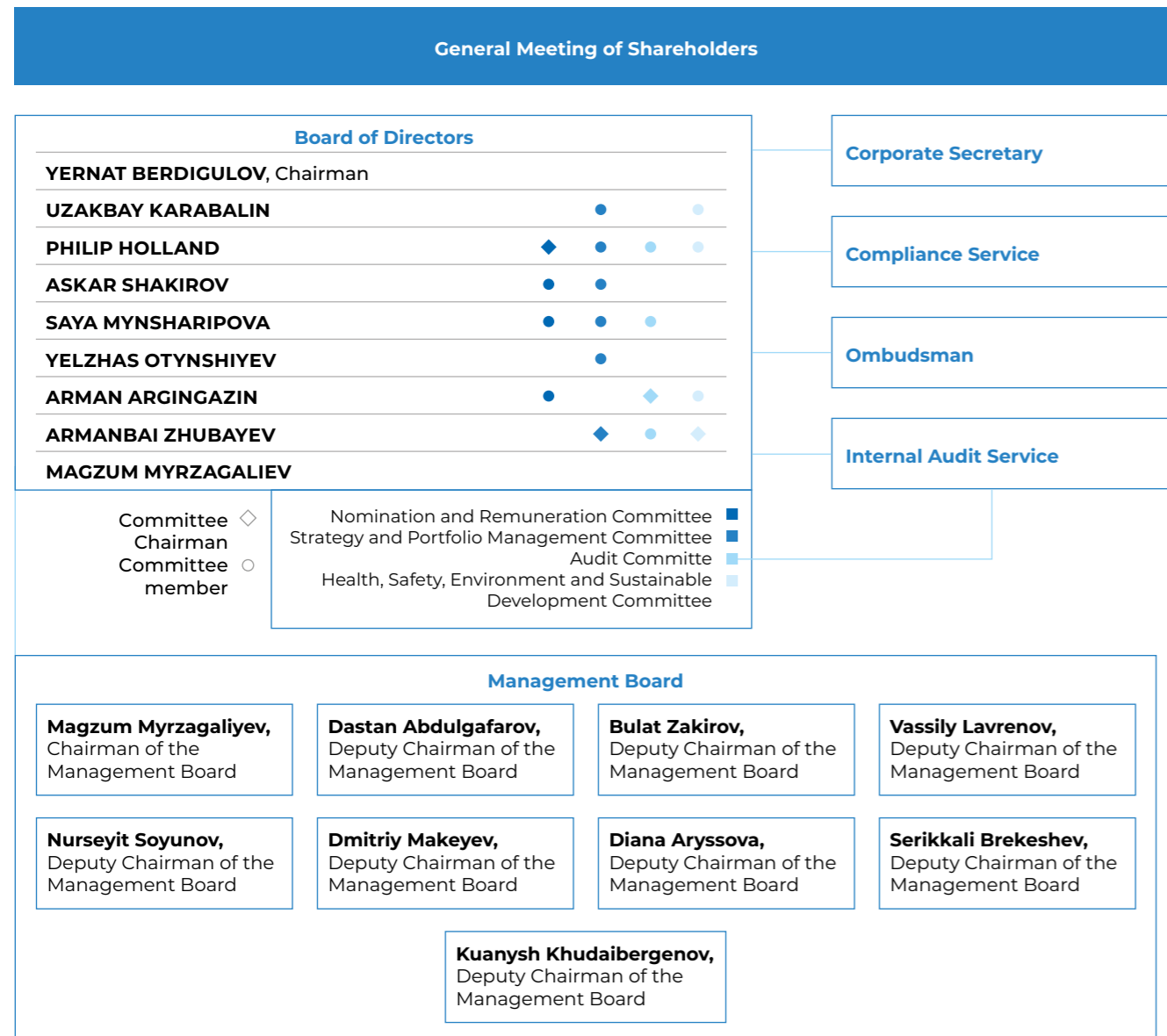


KMG's corporate governance framework represents the totality of processes ensuring management and oversight of KMG's activities and a system of relations between the shareholders (Samruk-Kazyna, Ministry of

Finance (Kazakhstan National Fund) and the National Bank of Kazakhstan), Board of Directors, Management Board and stakeholders.

The roles of KMG's governing bodies are clearly delineated and set out in KMG's Charter.

KMG's corporate governance structure



The Company's corporate governance framework comprises:

- **Supreme body** – General Meeting of Shareholders;
- **Governing body** – Board of Directors reporting to the General Meeting of Shareholders;
- **Executive body** – Management Board reporting to the Board of Directors;
- **Internal Audit Service** – a centralised body that directly reports to the Board of Directors, controls financial and business operations of the Company and other KMG Group entities related to the Fund pursuant to the Law of the Republic of Kazakhstan on the Sovereign Welfare Fund, appraises internal control and risk management systems, oversees implementation of corporate governance regulations and advises on enhancing KMG's and KMG Group's performance;
- **Corporate Secretary** – a permanent and independent employee who is neither a member of the Board of Directors, nor a member of the Company's executive body. Corporate Secretary is appointed by and reports to KMG's Board of Directors, and ensures implementation of corporate documents and control over KMG's corporate governance framework within their scope of responsibilities;
- **Compliance Service** reports to the Board of Directors and aims to ensure compliance with mandatory regulations and global best practices in pursuing anti-corruption policies and building a corporate culture across KMG Group to foster transparency and integrity among its employees, as well as to create a business environment aligned with global best practices, internal policies, and Kazakhstan's laws;
- **Ombudsman** – an appointee of KMG's Board of Directors, whose role is to advise KMG employees upon request and assist in resolving social and labour disputes, conflicts and issues, as well as to ensure compliance with business ethics principles among KMG employees.

KMG's corporate governance framework is based on respect for the rights and legitimate interests of KMG's shareholders and key stakeholders – the state, KMG's strategic partners and counterparties (suppliers and customers), investors, and employees, as well as municipalities, local communities, and residents in KMG's regions of operation.

KMG's corporate governance framework is continuously improving to reflect the evolving requirements and standards of national and international corporate governance practices.