**Meeting December 14, 2020.**

The following item was considered at the meeting of the Company’s Board of Directors dated December 14, 2020 in accordance with the Company’s Charter, the Regulations on the Board of Directors of the Company, the Law of the Republic of Kazakhstan “On Joint-Stock Companies”:

- CEO Report

- CFO Report

- Approval of motivational KPI maps of the Management Board members and Corporate Secretary of “Samruk-Energy” JSC for 2021.

- Approval of the report on execution of the Action plan for implementation of “Samruk-Energy” JSC Development Strategy for 2018-2028 based on the results of 9 months of 2020.

- Annual determination of the risk zone of “Samruk-Energy” JSC for 2020.

- Approval of the risk management report with a description and analysis of key risks, as well as information on the implementation of plans and programs to minimize the risks of Samruk-Energy JSC for the 3Q of 2020.

- Approval of the risk - appetite of “Samruk-Energy” JSC for 2021.

- Approval of the consolidated risk register, consolidated risk map, action plan for managing key risks with determination of tolerance levels for each key risk, passports of key risk indicators of “Samruk-Energy” JSC for 2021.

- Consideration of the Report on Digital Transformation program realization progress of the «Samruk-Energy» JSC for the 3Q of the 2020.

- Approval of the Portfolio of projects and activities of the «Samruk-Energy» JSC Digital Transformation program for the period of 2017-2025 years, the Roadmap for the implementation of «Samruk-Energy» JSC Digital Transformation Program for the period of 2020-2023 years and Checklist of key results of the Roadmap for the implementation of «Samruk-Energy» JSC Digital Transformation Program for the period of 2020-2023.

- Approval of the appointment of Auditor 1st level of the Internal Audit Department of “Samruk-Energy” JSC.

- Termination of powers of Internal Audit Department’s employees of “Samruk-Energy” JSC.

- About conclusion of the Additional agreement No. 1 to the purchase and sale Agreement of 710,756 common shares and 45,865 preferred shares of East Kazakhstan regional energy company JSC No. KP-108 dated September 20, 2017, concluded between “Samruk-Energy” JSC and the consortium of companies «East Kazakhstan energy company» LLP and «Karaoba-2005» LLP.

- Approval of the conclusion of Supplementary Agreement No. 2 to the Loan Agreement No. 193 dated October 31, 2019 by “Yereymentau Wind Power” LLP, concluded between “Yereymentau Wind Power” LLP and the Eurasian Development Bank, as a result of which the “Yereymentau Wind Power” LLP shall alienate (may be alienated) property, the value of which is equal to fifty-one and more percent of the total book value of the assets of “Yereymentau Wind Power” LLP.

- Approval of the Report on implementation of “Samruk-Energy” JSC Business Plan with adjustments for 9 months of 2020.

- Approval of the report of the Compliance Department of the Company for the 4Q of 2020.

- Assessment of the activities of the Compliance Department of the Company for the 4Q of 2020.

- Assessment of the activities of employees of the Compliance Department of the Company for 2020.

- Report on the performance of the Internal Audit Department of JSC “Samruk-Energy” for the 4Q of 2020.

- Evaluation of the effectiveness of the Internal Audit Department of JSC «Samruk-Energy» and its Head for the 4th quarter 2020.

Bonuses to employees of the Internal Audit Department of JSC «Samruk-Energy» for the 4th quarter 2020.

- Report on the performance of the Internal Audit Department of JSC “Samruk-Energy” for 2020.

- Evaluation of the effectiveness of the Internal Audit Department of JSC «Samruk-Energy» and its Head for the year of 2020.

Performance evaluation and bonuses to employees of the Internal Audit Department of JSC «Samruk-Energy» for the year of 2020.

- Approval of the Annual Audit Plan of the Internal Audit Department of JSC “Samruk-Energy” for 2021.

- Approval of the Budget of the Internal Audit Department of JSC “Samruk-Energy” for 2021.

- Bonus payment to the Corporate Secretary of the Company based on the performance results in 4th quarter of 2020, as well as on the 2020 results.

- Approval of “Samruk-Energy” JSC headcount, organizational structure in the new edition and staff schedule of Corporate Secretary Office, Internal Audit Service and Compliance Service.

**The following BOD members participated:**

 **B. Karymsakov, A. Zhamiyev, Andreas Stoerzel,**

 **Joaquin Galindo, B. Zhulamanov.**