



**Approved by resolution  
of “Samruk-Energy” JSC  
Board of Directors  
dated “13” December 2018  
Minutes No.13/18**

with additions  
dated “19” December 2022  
minutes No.17/22

## **CORPORATE MANAGEMENT SYSTEM**


### **Rules for internal control over the disposal and use of “Samruk- Energy” JSC insider information**

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SE-R-17/01

Astana 2018



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## Rules for internal control over the disposal and use of “Samruk-Energy” JSC insider information

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### 1 Purpose

1. The present Rules for internal control over the disposal and use of “Samruk-Energy” JSC insider information (hereinafter – the Rules) are developed in compliance with the Republic of Kazakhstan legislation and internal documents of the Company of «Samruk-Energy» JSC (hereinafter – the Company).

2. These Rules govern the procedure of implementing internal control over the use of insider information and contain:

1) the procedure for compiling, approving, maintaining up to date and disclosing the list of insider information of the Company;

2) the procedure for maintaining the list of insiders and notifying persons about the inclusion (exclusion) in (from) the list (list) of the Company’s insiders, including the procedure for informing the specified persons about the requirements of these Rules and relevant legislation of the Republic of Kazakhstan and the procedure for providing information about employees who by virtue of their official position and employment duties access to the Company's insider information;

3) the procedure for protecting the confidentiality of the Company’s insider information;

4) The procedure for delimitation and monitoring rights of access to the Company’s insider information ;

5) The procedure for prevention and detection of cases of misuse of insider information and (or) manipulation in securities market;

6) Procedure for exercising control over the observation by the Company and its officials and employees with the requirements of the legislation of the Republic of Kazakhstan and the rules of internal control

### 2 Field of Application

3. The effect of these Rules applies to all activities of the Company. The rules are mandatory for review and application by all structural divisions of the Company and all employees of the Company. Confirmation of familiarization with these Rules is carried out by signing a list of familiarization, in accordance with Annex 1 to these Rules.

### 3 Definitions and Abbreviations



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4. The following Definitions and Abbreviations are used in the Rules:

1) official - member of the Board of Directors or member of the Company's Management Board;

2) insider - a person who has access to insider information;

3) insider information - reliable information about securities (derivative financial instruments), transactions with them, as well as about the issuer who issued (provided) securities (derivative financial instruments), their commercial secret activities, as well as other information unknown to third to individuals, the disclosure of which may affect the change in the value of securities (derivative financial instruments) and the activities of their issuer;

4) publicly available information - information provided or distributed by their owner or owner without specifying the conditions for their use, including access to which is free and does not depend on the form in which they are presented and the method of distribution;

5) Responsible divisions are structural divisions of the Company responsible for timely informing the FSS about the occurrence / termination of the Company's insiders. Such structural divisions are divisions that, within their functions, provide conclusion of contracts with the Company's insiders, directly participate in the organization of corporate events of the Company, implement activities related to financial instruments with third parties, implement other actions in which employees of responsible divisions can receive information about the occurrence / termination of the Company's insiders;

6) employee - an individual who has an employment relationship with the Company on the conditions of an employment contract;

7) Significant corporate events - a series of events and transactions, which the Company may lead to fundamental changes in the Company's activities;

8) financial instrument - money, securities, including derivative securities, derivative financial instruments and other financial instruments, as a result of operations with which a financial asset of one organization and financial liability or equity instrument - of another organization simultaneously arise.

9) DFS - Depository of financial statements;

10) KASE - Kazakhstan Stock Exchange;

11) BUS – business unit of the Company responsible for security matters;;

12) BUHR – business unit of the Company responsible for the management of human resources;

13) BUCF – business unit of the Company, responsible for corporate finance;

14) BUCRGC – business unit of the Company, responsible for relations with the government and communications.



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### **4 Responsibility**

5. Officials and employees of the Company for unlawful access, use, transfer of the Company’s insider information may be brought to disciplinary and (or) civil law, and (or) administrative and (or) criminal liability in accordance with the legislation of the Republic of Kazakhstan, internal documents and terms of contracts of the Company.


6. The Company has the right to demand from the persons guilty of the unlawful use of the Company's insider information, compensation for damages caused to the Company by such illegal actions.

Responsible units for implementing the requirements of section 11 of these Rules “Procedure and deadlines for disclosing confidential information” are: BUCF (in terms of reporting and information within their competence in Samruk-Kazyna National Wealth Fund JSC (hereinafter referred to as the Fund), KASE and DFO), BUCRGC (in terms of timely publication of information in the media). The responsible structural subdivision in terms of maintaining and timely posting information on the website is determined in accordance with the Rules for the preparation and placement of information materials on the website of the Company.

### **5 Regulatory References**

7. These Rules were developed based on the following regulatory documents’ requirements:

- 1) Law of the Republic of Kazakhstan “On Securities Market”;
- 2) Law of the Republic of Kazakhstan "On Joint Stock Companies";
- 3) Decree of the Board of the National Bank of the Republic of Kazakhstan “On Approval of the Rules for the Disclosure of Insider Information in Securities Market”
- 4) other legislative acts of the Republic of Kazakhstan in the field of preservation of confidential information;
- 5) Rules of posting information on the internet resource about depository financial statements, stock exchange information about corporate events, financial statements and audit reports, lists of affiliated persons of joint-stock companies, as well as information on the total amount of remuneration of members of the executive body from the results of the year;

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6) internal regulations governing the activities of the Company.

## **6 The procedure for compiling, approving, maintaining up to date and disclosing the list of insider information of the Company**

8. In accordance with the requirements of the legislation of the Republic of Kazakhstan, the Company prepares and maintains up to date a list of the Company’s insider information (Appendix 2).

9. Responsible department of the Company, which use insider information in its work, prepare the list of insider information and amend it.

10. The list, additions and changes to the list are subject to publication in the Internet on the official website of the Company in the state and Russian languages.

11. Insider information does not include:

1) information prepared on the basis of publicly available information, including studies, forecasts and estimates regarding the value of a security (derivative financial instrument), the emitter’s financial status (including the Company), made in order to make investment decisions and (or) prepare recommendations or proposals on operations with securities (derivative financial instruments);

2) information obtained from the mass media;

3) unconfirmed information, the source of which is unknown, distributed among a wide range of people, as well as assumptions about the current or planned operations of the Company.

## **7 The procedure for maintaining the list of insiders and notifying persons about the inclusion in the Company’s insiders list (exclusion from the list), including the procedure for informing the specified persons.**

12. Insiders of the Company are:

1) members of the Board of Directors ;

2) Chairman of the Board of the Company;

3) members of the Board of the Company;

4) employees of the Company who have access to insider information due to their official position and job duties;



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5) persons who have access to insider information by virtue of possession, use and (or) disposal of directly or indirectly ten or more percent of voting shares (shares in the authorized capital) of the emitter of the Company;

6) an audit organization, appraiser, professional participants in securities market and other persons providing services to the Company in accordance with the concluded agreement;

7) civil servants who have access to insider information due to the functions assigned to them for state control and supervision of the activities of securities market entities;

8) public associations and self-regulating organizations whose members are the Company, emitter and organizations referred to in subparagraphs 5) and 6) of this paragraph, which, by virtue of their powers, have access to insider information;

9) employees of organizations specified in subparagraphs 5), 6) and 8) of this paragraph, who have access to insider information by virtue of their official position and job duties;

10) Persons who received insider information from the persons specified in subparagraphs 1) -9) of this paragraph.

### 13. Responsible subdivisions:

1) conduct analysis the legality of qualifying a person as an insider of the Company, based on the information and documents that are in possession of the responsible department;

2) in the case of a change in the list of insiders of the Company, provide BUS with information, according to Appendix 3 to the Rules, no later than the next working day after the reasons for the change occur.

14. In accordance with the requirements of the legislation of the Republic of Kazakhstan, insiders are not entitled to:

1) use insider information when making transactions in securities (derivative financial instruments);

2) To transfer to third parties or allow insider information accessible to third parties with the exception of cases provided for by the laws of the Republic of Kazakhstan;

3) To provide third parties with recommendations on making transactions with securities based on insider information.

15. The Company maintains a list of insiders (Appendix 3) on the basis of the categories of persons specified in clause 12 of these Rules, regardless of whether such person has the right to access the Company's insider information on a regular or temporary basis.

16. The list of the Company's insiders contains the following information:





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1) surname, name, patronymic (if available) of the individual, date of birth, individual identification number (if available) (hereinafter - IIN), name of the position of the individual;

2) the name of the legal entity, the details of the document confirming the state registration (re-registration) of the legal entity;

3) grounds for inclusion in the list of the Company’s insiders;

4) the date of the grounds for inclusion in the list of the Company’s insiders;

5) the date of exclusion from the list of the Company’s insiders.

17. The list of the Company’s insiders, additions and changes to it are prepared by the BUS of the Company on a quarterly basis.

18. Notice of inclusion in the list of insiders of the Company or exclusion from this list is formed in accordance with the samples given in Appendices 4, 5 to these Rules, and sent to the person who is an insider of the Company no later than 10 (ten) working days, next the date of inclusion of this person to the list of the Company's insiders or exclusion of this person from the specified list.

19. BUS keeps records of all sent and received notifications. Full information on the sent and received notifications is kept in BUS within 3 (three) years from the date of exclusion of the person from the list of the Company's insiders, unless a different period is established by the legislation of the Republic of Kazakhstan.

20. The use of insider information is prohibited:.

1) when making transactions with securities (production financial instruments);

2) by transferring it to another person, with the exception of cases of transferring this information to a person included in the list of the Company’s insiders, in connection with the performance of obligations to transfer such information established by the legislation of the Republic of Kazakhstan, or in connection with the performance of employment duties or the performance of the contract;

3) by providing recommendations to third parties about making transactions with securities which is based on insider information.

21. The persons included in the list of the Company’s insiders are obliged to notify the Company about all the operations with securities carried out by them, to the insider information, according to the list of the Company's insider information to which they have access.

22. A legal entity - an insider is obliged within 5 (five) business days to provide the Company with information about its employees who, by virtue of their official position and job duties, have access to the Company's insider information.



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### **8 The procedure for delimiting and monitoring the rights of access to the Company’s insider information**

23. The BUS of the Company implements control over the compliance of the Company and its officials and employees with the requirements of the legislation of the Republic of Kazakhstan on the delimitation of the rights to access insider information and prevent the possibility of illegal use of such information by insiders.

24. Access to the Company’s insider information is implemented by insiders, including the Company’s employees, on the basis of concluded labour and / or civil law agreements, providing provision about the safety of confidentiality of the Company’s insider information.


25. When hiring an employee, BUHR introduces him/her with the notification of non-disclosure of the Company’s insider and confidential information against his/her signature (Appendix 6).

26. In case of the absence of an appropriate labor and / or civil contract with a person who needs to gain access to insider information, issue of the possibility of granting such access is considered on the basis of the request of the person in the BUS and the responsible division of the Company, made in writing on paper or with the use of electronic digital signature indicating the reason for the need for such information, as well as the need to copy it using technical means and / or disclosing information to third parties who plan implement disclosures.

27. The application must be preliminary endorsed by the head of the structural subdivision and its curator, access to information, which is requested by the applicant, and transferred to the BUS and the responsible department of the Company for consideration by the Company’s management.

28. By the end of the consideration of the application by the Company’s management (within 5 (five) working days following the date of acceptance) the applicant is notified of the admission or refusal of admission to insider information. In case of a decision on admission, the applicant is obliged to sign a notice of non-disclosure of insider and confidential information of the Company.

29. After the applicant has signed these documents, the Company sends him a notice of his inclusion in the Company's insiders list, in accordance with provision 18 of these Rules.

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## **9 The procedure for ensuring the confidentiality of the Company’s insider information.**

30. Persons included in the list of the Company’s insiders (including temporarily) are required to use insider information only in accordance with these Rules, as well as the laws of the Republic of Kazakhstan, independently monitor changes and additions to the list of the Company's insider information posted on the Company's website.

31. The Company's insiders, as well as persons who have received temporary access to a part of the Company's insider information, must:

1) To ensure the safety of confidentiality of the Company's insider information and comply with the obligations of insiders established by the legislation of the Republic of Kazakhstan and these Rules, as well as prohibitions on the use of insider information;

2) in case of loss of the status of a person having the right to access insider information, transfer to the Company all information carriers at his disposal containing insider information;

3) employees of the Company are obliged to immediately notify their direct manager or his deputy about the loss or shortage of documents, files containing insider information, keys from safes (storages), passes, passwords or upon detection of unauthorized access to insider information and similar facts and circumstances.

32. Responsible divisions of the Company, who using insider information in their activities, should store insider information in conditions that provide appropriate confidentiality of insider information.

33. The Company provides the necessary organizational and technical conditions for the Company’s structural divisions to comply with the relevant confidentiality of insider information, including:

1) relevant requirements in labor and civil contracts;


2) availability of information technology systems and instruments of protect the confidentiality of insider information, preventing protection against information loss and unauthorized access to it, including via communication channels;

3) other relevant measures.

34. Persons who do not have access to insider information, but actually received access to it, must:

1) cease familiarizing with it;

2) adopt exhaustive measures on keeping the confidentiality of insider information;

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- 3) exclude the possibility of distribution or provision of insider information;;
- 4) act in accordance with the instructions of the BUS Company.

## **10 The procedure for the prevention and detection of cases of misuse of insider information and (or) manipulation in securities market**

35. In order to prevent the unlawful use of insider information and (or) manipulation on securities market, the Company uses:

- 1) early disclosure of information in accordance with the procedure specified in the internal documents of the Company governing the formation or provision of this information to the Company;

- 2) the procedure for timely notification by insiders of transactions with financial instruments in the Company by the responsible departments of the Company.

36. The procedure for the prevention and detection of cases of unlawful use of insider information and (or) manipulation on securities market when organizing trading is regulated by the relevant internal document of the Company.

## **11 The procedure and terms of disclosure of confidential information**

37. The Company discloses its confidential information in accordance with the legislation of the Republic of Kazakhstan

- 1) in terms of financial statements for the quarter and year;
- 2) in relation to significant corporate events;
- 3) in relation to "confidential transactions".

38. Information is disclosed as follows:

- 1) sending data to KASE ([www.kase.kz](http://www.kase.kz));
- 2) forwarding information to the Financial Statement Depository([www.dfo.kz](http://www.dfo.kz));

- 3) by publication in the media (Yegemen Kazakhstan, [www.egemen.kz](http://www.egemen.kz), Kazakhstan truth, [www.kazpravda.kz](http://www.kazpravda.kz));

- 4) by posting on the corporate website of the Company([www.samruk-energy.kz](http://www.samruk-energy.kz));

- 5) reporting through the information system "Taxpayer Cabinet";

- 6) provision of information through the management system of the SAP Fund;



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7) reporting through the information system "Project Office" of the Ministry of Investment and Development of the Republic of Kazakhstan.

39. If the laws of the Republic of Kazakhstan do not stipulate the terms of publication (bringing to the notice of shareholders) information on corporate events, then this information is published (communicated to shareholders) within three working days from the date of its occurrence. Information on the initiation of a corporate dispute in court must be provided to shareholders within seven working days from the date the Company received the relevant judicial notice (call) in a civil case on a corporate dispute.

40. The Company's information on corporate events, financial statements and audit reports is sent to the Financial Depository.

Reporting and KASE in terms and order established by the Rules for posting on the depository's website financial statements, stock exchange information on corporate events, financial statements and audit reports, lists of affiliated persons of joint-stock companies, as well as information on the total amount of remuneration of members of the executive body on , approved by the Resolution of the Board of the National Bank of the Republic of Kazakhstan dated January 28, 2016 No. 26.

41. Information on the confidential transactions carried out is sent to KASE in the terms established by KASE requirements, and published in the media by posting on the Company's corporate website.

42. Placement of information on the corporate website of the Company and (or) publication in periodicals should be disseminated throughout the territory of the Republic of Kazakhstan, in the state and Russian languages in open access for all interested parties.

43. The information posted on the corporate website of the Company shall be posted for a period of at least one month.

### **12 Procedure for monitoring compliance by the Company and its officials and employees with the requirements of the laws of the Republic of Kazakhstan and internal control rules**

44. Control over compliance with the requirements of these Rules and the relevant requirements of the legislation of the Republic of Kazakhstan shall be carried out by the BUS and the responsible divisions of the Company

45. In order to timely detect and control possible illegal use of insider information, the BUS of the society may verify compliance with the requirements of the Rules by persons who have access to insider information, as well as other



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employees of the Company, in order to exclude the possibility of unauthorized use of insider information.

46. BUS has the right, at its own initiative, at any time to carry out the said verification of the proper fulfillment of the requirements of the Rules, the legislation of the Republic of Kazakhstan, including requiring the provision of explanations from the company's employees, getting acquainted with documents and getting access to the technical means by which storage, processing and protection insider information of the company.

47. In order to effectively perform their functions, BUS employees have unhindered access to any premises of the company where the company's insider information may be located. At the same time, all officials and employees of the company are obliged to provide the BUS employees with necessary assistance in the performance of their job responsibilities.

48. In the case of identifying opportunities for illegal access or use of insider information, BUS employees immediately initiate before the management of the society the issue of taking measures aimed at their elimination.

49. In the event of unlawful access to or use of insider information, BUS employees immediately bring this information, and initiate to the company's management the issue of applying disciplinary or civil law actions against the violator.

50. Employees of the Company are obliged to immediately inform the direct manager and workers of the Union with any facts that they have become aware of:

1) about the society's insider information, which is not subject to disclosure by it in accordance with official duties, but has become known to them, including from clients or other persons;

2) the availability of access to insider information of persons not entitled to it;

3) unlawful use of the society's insider information, including the use of the company's insider information in the own interests of the society's employees, the company's insiders, customers and partners of the society, as well as in the interests of relatives of any of the above persons.

### 13 Final Provisions

51. The Board of Directors approve the rules and all changes and additions to them; the rules are then published on the company's website in the state and Russian languages.



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52. In case of non-compliance of Rules’ provisions with the requirements of the legislation of the Republic of Kazakhstan, the provisions of the legislation of the Republic of Kazakhstan shall prevail.

Annex 1  
To Internal  
control for the disposal and  
use of insider information  
rules of “Samruk-Energy  
JSC”

### Acknowledgment list

№	Full Name	Position	Date	Signature



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Appendix 2  
to Rules for internal  
control over the disposal  
and use of insider  
information of “Samruk-  
Energy JSC”

### **The list of the Company’s insider information**

- 1) financial and economic, accounting, production or other information that has actual or potential commercial value in virtue of their non-public nature, to which there is no free access on a legal basis and in respect of which the company take actions aimed at its protection, in accordance with the requirements of the current legislation of the Republic of Kazakhstan, including the following information:
- \* financial statements and accounting documents of the company;
  - \* forecasts of future income, profits or losses of the company;
  - \* reports of independent appraisers;
  - \* significant changes in the financial results of the company;
  - \* information on the replacement of the company's auditor;
  - \* actions of state bodies in relation to the company;
  - \* significant changes in the composition of shareholders of the company;
  - \* changes in the composition of the management bodies of the company (with the exception of changes in the composition of the Sole Shareholder of the company);
  - \* information on the company's participation in court proceedings;
  - \* significant changes in the value of assets and liabilities of the company;
  - \* information on the reorganization of the company;
  - \* information on the conclusion or termination of material contracts and other transactions by the company;
  - \* information on planned issues (additional issues) of the company’s securities;
  - \* information on the planned redemption or acquisition of shares of the company;
  - \* information on the amount of dividends recommended by the Board of Directors of the company;



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\* information on default on the Company's obligations or the company's bankruptcy;

\* other information about significant events in the financial and economic activities of the company;

2) information other than the information listed in subparagraph

1) of this clause, subject to disclosure in accordance with the legislation of the Republic of Kazakhstan, until its disclosure;

3) other information about the company's activities, the company's securities and transactions with them, which is not publicly available and the disclosure of which may affect the market value of the company's securities.

Appendix 3  
to Rules for internal  
control over the disposal  
and use of insider  
information of “Samruk-  
Energy JSC”

**List of persons with access to insider information of “Samruk-Energy” JSC as of \_\_\_\_\_ year.**

No.	Full Name	Date of birth	Category / division	Title	Basis of inclusion in the list	Date of inclusion in the list	Basis and date of exclusion from the list
1	2	3	4	5	6	7	8



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Appendix 4  
to Rules for internal  
control over the disposal  
and use of insider  
information of “Samruk-  
Energy JSC”


### **The notification of a legal entity about obtaining the status of “Samruk- Energy” JSC Insider**

Name of a legal entity \_\_\_\_\_ (hereinafter referred to  
as an Organization)

Full name of the Head \_\_\_\_\_

Samruk-Energy JSC (hereinafter referred to as the Company) notifies you that the Organization is recognized as insider of the Company from “\_\_\_” \_\_\_\_\_ 20\_\_ in accordance with paragraph \_\_\_ of Article 56-1 of the Law of the Republic of Kazakhstan “On Securities Market” (hereinafter - the Law). In this connection, you need to comply with requirements of the legislation of the Republic of Kazakhstan regarding the use / disclosure of the Company's Insider Information, including the Law of the Republic of Kazakhstan “On Securities Market”, as well as Rules for Internal Control over the disposal and use of insider information at Samruk-Energy JSC (posted on the Company's website [www.samruk-energy.kz](http://www.samruk-energy.kz)), including:

- not to use the company's Insider Information when effecting deals with securities (derivative financial instruments), the issuer of which is the company;
- not to transfer to third parties or make available to third parties the company's Insider information, except as required by the laws of the Republic of Kazakhstan;
- not to provide third parties with recommendations on transactions with securities based on the company's Insider information;
- keep a list of its employees who, by virtue of their official position and job duties, have access to the company's Insider information;

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- inform its employees about the requirements of the legislation of the Republic of Kazakhstan, including the Law of the Republic of Kazakhstan “On Securities Market”, regarding the prohibition to use the company's Insider Information, and Rules for internal control over the disposal and use of insider information at Samruk-Energy JSC;

- inform the company about its employees who, by virtue of their official position and job duties, have access to the company's Insider Information, in the manner and within the time established by Rules for internal control over the disposal and use of insider information at Samruk-Energy JSC, and the Organization guarantees that the personal data of employees who, by virtue of their official position and job duties, have access to the company's insider information, are transferred and collected in line with requirements of Chapter 5 of the Labor Code of the Republic of Kazakhstan and the Law of the Republic of Kazakhstan “On Personal Data and Their Protection”.

In case of non-observance of the above limitations, unlawful use and dissemination of the company's Insider information, as well as violation of the requirements of Rules for internal control over the disposal and use of insider information at Samruk-Energy, the Organization will be responsible under the laws of the Republic of Kazakhstan.

Authorized person of the Company

\_\_\_\_\_  
(Full name), signature

### **The notification of an individual about obtaining the status of “Samruk-Energy” JSC Insider**

Full name. \_\_\_\_\_  
IIN \_\_\_\_\_

Hereby Samruk-Energy JSC (hereinafter referred to as the Company) notifies you that you are recognized as an Insider of the Company from \_\_\_\_\_ 201\_\_ in accordance with paragraph 3 of Article 566 of the Law of the Republic of Kazakhstan “On Securities Market”.

In this connection, you need to comply with requirements of the legislation of the Republic of Kazakhstan regarding the use / disclosure of the Company's Insider Information, including the Law of the Republic of Kazakhstan “On Securities Market”, as well as Rules for internal control over the disposal and use



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of insider information at Samruk-Energy JSC posted on the Company's website ([www.samruk-energy.kz](http://www.samruk-energy.kz)), including:

- not to use the company's Insider Information when making transactions with securities (derivative financial instruments), the issuer of which is the society;

- not to transfer to third parties or not to make the company's Insider Information available to third parties;

- not to provide third parties with recommendations on transactions with securities based on the company's Insider Information.

For violation of the requirements of the legislation of the Republic of Kazakhstan and / or the Internal Control Rules for the disposal and use of insider information in Samruk-Energy JSC, you are responsible in accordance with the legislation of the Republic of Kazakhstan.

Authorized person of the company \_\_\_\_\_  
(Full name), signature

### **The notification of an individual about obtaining the status of “Samruk-Energy” JSC Insider**


Full name \_\_\_\_\_  
IIN \_\_\_\_\_

Hereby Samruk-Energy JSC (hereinafter referred to as the Company) notifies you that you are recognized as an Insider of the Company from \_\_\_\_\_ 201\_\_ in accordance with paragraph 3 of Article 566 of the Law of the Republic of Kazakhstan “On Securities Market”.

In this connection, you need to comply with the requirements of the legislation of the Republic of Kazakhstan regarding the use / disclosure of the Company's Insider Information, including the Law of the Republic of Kazakhstan “On Securities Market”, as well as Rules for internal control over the disposal and use of insider information at “Samruk-Energy” JSC (posted on the Company's website [www.samruk-energy.kz](http://www.samruk-energy.kz)), including:

- not to use the company's Insider Information when effecting deals with securities (derivative financial instruments), the issuer of which is the company or the organization, in relation to which the company is an Insider;

- not to transfer to third parties or not to make available to third parties the Insider Information of the company or the organization in relation to which the

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company is an Insider, except as provided for by the laws of the Republic of Kazakhstan;

- not to provide third parties with recommendations on making transactions in securities based on the Insider Information of the company or the organization in relation to which the company is an Insider.

For violation of the requirements of the legislation of the Republic of Kazakhstan and / or the Internal Control Rules for the disposal and use of insider information of Samruk-Energy JSC, you will bear responsibility in accordance with the legislation of the Republic of Kazakhstan.

Authorized person of the Company \_\_\_\_\_  
(Full name), signature

\* For employees of the Company


Appendix 5  
to Rules for internal  
control over the disposal  
and use of insider  
information of “Samruk-  
Energy JSC”

### Notification of exclusion from the List of “Samruk-Energy” JSC insiders

Name of a legal entity \_\_\_\_\_  
or  
Full name \_\_\_\_\_  
IIN \_\_\_\_\_ (if available)

Samruk-Energy JSC informs you on exclusion from the List of Samruk-Energy insiders from “\_\_” \_\_\_\_\_ 20\_\_ . The restriction on the use of insider information, access to which was obtained during the period of performance of contractual obligations, remains in force 5 years after the loss of insider status.

Authorized person of the Company \_\_\_\_\_  
(Full name), signature

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**Notification of exclusion from the List of insiders Samruk-Energy JSC \***

Full name \_\_\_\_\_  
 IIN \_\_\_\_\_ (if available)

Samruk-Energy JSC informs you on the exclusion of from the List of Samruk-Energy JSC insiders from “\_\_” \_\_\_\_\_ 20\_\_.

Authorized person of the Company \_\_\_\_\_  
 (Full name), signature

The restriction on the use of insider information, access to which was obtained during the period of fulfillment of official duties, remains in force 5 years after the loss of insider status.


\* for employees of the company

Appendix 5  
 to Rules for internal  
 control over the disposal and  
 use of insider information of  
 “Samruk-Energy JSC”

**Notification of Samruk-Energy employee’s non-disclosure of insider and  
confidential information of the company**

Full name \_\_\_\_\_  
 IIN \_\_\_\_\_

Hereby Samruk-Energy JSC (hereinafter referred to as the Company) notifies you of the need to familiarize and comply with the requirements of the legislation of the Republic of Kazakhstan regarding the use / disclosure of the Company's insider and confidential information, including the Law of the Republic of Kazakhstan “On Securities Market”, and Rules for internal controls over disposal and use of insider information at Samruk-Energy JSC (posted on the Company's website [www.samruk-energy.kz](http://www.samruk-energy.kz)) (hereinafter referred to as the

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Rules), including the need to comply with the following requirements of the Company:

- not to use the company's insider information when effecting deals with securities (derivative financial instruments), the issuer of which is the company or the organization, in relation to which the company is an Insider;

- not to transfer to third parties or not to make available to third parties insider and confidential information of the company or organization in relation to which the company is an insider, except as provided for by the laws of the Republic of Kazakhstan;

- not to provide third parties with recommendations on transactions with securities based on insider and confidential information of the company or the organization in relation to which the company is an insider.

You are responsible for non-compliance with requirements stipulated by the legislation of the Republic of Kazakhstan and the Rules. In the event that you do not comply with the restrictions stipulated by the legislation of the Republic of Kazakhstan and the Rules, unauthorized use and dissemination of insider and confidential information, you may be subject to civil, administrative and criminal liability provided for by the legislation of the Republic of Kazakhstan, and disciplinary measures may be applied against you in accordance with the labor legislation of the Republic of Kazakhstan.

This notification of non-disclosure of the company’s insider and confidential information was received by me personally. I agree with above mentioned conditions, which is acknowledged by my signature.

Employee \_\_\_\_\_ (signature) \_\_\_\_\_ (Full name)



## Rules for internal control over the disposal and use of “Samruk-Energy” JSC insider information

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### **Additions to the Internal Control Rules for the Disposition and Use of Insider Information at "Samruk-Energy" JSC**

Add the following changes to the existing Internal Control Rules for the Disposition and Use of Insider Information at "Samruk-Energy" JSC (referred to as "the Rules"), which were approved by the decision of the Board of Directors of "Samruk-Energy" JSC on December 13, 2018 (detailed in Minutes No. 13/18):

Supplement Section 12 of the Rules with the subsequent paragraphs 43-1, 43-2, and 43-3 as outlined below:


"43-1. The Company's Board of Directors bears the responsibility for cultivating a fitting control environment and establishes the prevailing attitude toward the dissemination of insider information.

43-2. The members of the Company's Board of Directors and the executive body of the Company are under an obligation to adhere substantially to the stipulations of the Rules, along with the applicable legislation of the Republic of Kazakhstan regarding matters of securities.

43-3. Upon being notified about breaches of the Rules by insiders, the Chairman of the Management Board of the Company – concerning insiders specified in sub-items 4) through 9) of paragraph 12 of the Rules – and the Company's Board of Directors – in relation to insiders specified in sub-items 1) through 3) of paragraph 12 of the Rules – take decisions regarding actions to be taken against an insider; these actions encompass a range of measures, including but not limited to:

1. Giving clear instructions to stop future rule violations.
2. Strengthening supervision to ensure following the rules.
3. Taking disciplinary actions as allowed by labor laws in the Republic of Kazakhstan.
4. Seeking compensation for actual losses or damage to the company's reputation due to an insider's actions.
5. Sending case materials to law enforcement for starting a criminal case if signs of wrongdoing are found.
6. Using different approaches that align with legal requirements.



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**Extract from the minutes of  
absentee meeting of “Samruk-Energy” JSC Board of Directors**

**No.17/22**

**Astana city**

**19 December 2022**


Location of “Samruk-Energy” Joint-stock Company (hereinafter - from time to time may be referred to as “Samruk-Energy” JSC or the Company): the Republic of Kazakhstan, Astana, 15 A, Kabanbay Batyr Avenue.

The following members of the Board of Directors were elected as of the date of distribution of the ballots and signing of these minutes:

Kazutin A.Yu.	Chairman of the Board of Directors
Repin A.Yu.	- member of the Board of Directors
Zharkeshov Y.S.	- member of the Board of Directors
Kashkinbekov A.K.	- independent director
Zhubayev A.S.	- independent director
Ogay V.D.	- independent director
Tutebayev S.S	- member of the Board of Directors

The meeting of the Board of Directors of the Company was convened by Kazutin N.Yu., Chairman of the Board of Directors.

In accordance with the Law of the Republic of Kazakhstan "On joint-stock companies" and the Charter of the Company, the adoption of decisions by the Board of Directors of the Company on agenda items is carried out by absentee voting based on the counting of votes on duly signed ballots (attached to this

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minutes).

The notification on the submission of items for absentee voting was handed over to the members of the Board of Directors of the Company on December 9, 2022.

Absentee voting was carried out according to the ballots handed over personally to the members of the Board of Directors of the Company. The deadline for submitting

voting ballots is scheduled for December 19, 2022 at the location of the Company.


The submitted ballots were signed by the members of the Board of Directors and received from them within the prescribed period (attached). The following members participated in absentee voting:

Kazutin A. Yu.	Chairman of the Board of Directors
Repin A. Yu.	- member of the Board of Directors
Zharkeshov Y.S.	- member of the Board of Directors
Kashkinbekov A.K.	- independent director
Zhubayev A.S.	- independent director
Ogay V.D.	- independent director
Tutebayev S.S	- member of the Board of Directors

The quorum for adoption of decisions is available.

The members of the Board of Directors of the Company are offered for consideration the following agenda of the meeting of the Board of Directors:

3. On making additions to the Internal Control Rules for the Disposition

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and Use of Insider Information at the Company.

The members of the Board of Directors voted as follows below with respect to the agenda of in absentia meeting of the Company’s Board of Directors:

- “For” - **Kazutin N.Yu.**
- “For” – **Repin A.Yu.**
- “For” – **Zharkeshov Y.S.**
- “For” – **Kashkinbekov A.K.**
- “For” – **Zhubaev A.S.**
- “For” – **Ogay V.D.**
- “For” – **Tutebayev S.S.**

The Board of Directors **RESOLVED:**

To approve the agenda of absentee meeting of the Company’s Board of Directors.

With respect to the third item of the agenda, the members of the Board of Directors voted in compliance with subparagraph 47) of paragraph 4 of article 10 of the Company’s Charter as follows:

- “For” - **Kazutin N.Yu.**
- “For” – **Repin A.Yu.**
  
- “For” – **Zharkeshov Y.S.**
- “For” – **Kashkinbekov A.K.**
- “For” – **Zhubaev A.S.**
- “For” – **Ogay V.D.**
- “For” – **Tutebayev S.S.**

The Board of Directors **RESOLVED:**

To approve the amendments to the Internal Control Rules for the Disposition and Use of Insider Information at the Company, attached to this Minutes, approved by the decision of the Board of Directors of the Company dated December 13, 2018 (Minutes No. 13/18).

**Corporate secretary**

**Y.Shalin**