**Meeting December 12, 2019.**

The following items were considered at the meeting of the Company’s Board of Directors dated December 12, 2019 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”:

- Report CEO.

- Report CFO.

- Information on Decisions/Assignments of the Board of Directors of «Samruk-Energy» JSC given during the BOD.

- Execution of the Action plan for implementation of “Samruk-Energy” JSC Development Strategy for 2018-2028 based on results of 9 months of 2019.

- Execution of the Action plan for meeting expectations of “Samruk-Energy” JSC sole shareholder for 2019-2023 based on results of 9 month of 2019.

- Approval of the Report on the implementation of “Samruk-Energy” JSC Business Plan for 9 months of 2019.

- Approval of motivational KPI map of the Managing Director for Economy and Finance for 2019 in the new edition.

- Investments development report of “Samruk-Energy” JSC investment projects for the 3Q of 2019.

- Approval of “Samruk-Energy” JSC organizational structure in the new edition.

- Approval of the risk - appetite of Samruk-Energy JSC for 2020.

- 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 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 3rd quarter of 2019.

- Report on work in the field of health and safety and occupational injuries for the 3 quarter of 2019 and the Report on work in the field of environmental protection for the 9 months of 2019.

- Concept of a unified automated system for recording incidents and violations.

- Moratorium for disciplinary responsibility of perpetrators of incidents in the field of occupational safety until 2022.

- Consideration of the Report on status of the “Samruk Energy” JSC Digital Transformation program for the period of 10 months of 2019 year.

- Approval of the training plan for Compliance Department employees for 2020.

- Approval of the report of the Compliance Department of the Company for the 4d quarter of 2019.

- Assessment of the activities of the Compliance Department of the Company for the 4th quarter of 2019.

- Rewarding employees of the Compliance Service of the Department for 2019.

- Approval of the List of Competence Issues of the Board of Directors entrusted to consideration by the Committees of the Board of Directors.

- Bonus payment to the Corporate Secretary of the Company regarding the performance results in the 4th quarter, as well as according to the performance results in 2019.

- Approval of the Annual Audit plan of the Internal Audit Department for 2020.

- Approval of the budget of the Internal Audit Department of the Company for 2020.

- Report on the performance of the Internal Audit Department of JSC “Samruk-Energy” for the 4Q of 2019.

- Bonuses to employees of the Internal Audit Department of JSC “Samruk-Energy” based on the results of the 4Q of 2019.

- Report on the performance of the Internal Audit Department of JSC “Samruk-Energy” for the year 2019.

- Evaluation of the effectiveness of the Internal Audit Department of JSC "Samruk-Energy" and its Head for 2019. Bonuses to employees of Internal Audit Department of JSC "Samruk-Energy" for 2019.

- Amending the internal documents of the Internal Audit Department of JSC "Samruk-Energy".

- On approval of the predictions and structure of the transaction for the acquisition by “Samruk-Energy” JSC of a 100% stake in Miradore Enterprises Ltd., a 50% stake in Mega Business & Partners B.V. and a 50% stake in mega Business & Alliances B.V.

**The following BOD members participated:**

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

 **Joaquin Galindo, B. Zhulamanov.**