**Meeting on December 14, 2017.**

The following items were considered at the meeting of the Company’s Board of Directors dated October 24, 2017 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”:

**-** Information on implementation of the decisions/instructions from the previous “Samruk-Energy” JSC Board of directors meeting;

- On some matters of Management Board of the Company;

- On approval of the JSC “Samruk-Energy” Budget for the first calendar year (2018), planned in the Development plan (Business plan) of JSC “Samruk-Energy” for 2018-2022;

- On the execution of the JSC “Samruk-Energy” Development Plan for 9 months of 2017.

- On approval of the condensed consolidated interim financial statements of "Samruk-Energy" JSC as of 30th September 2017;

- Consideration of key matters as part of the release of annual consolidated financial statements for 2017;

- On increasing "Samruk-Energy" JSC liabilities in an amount from ten or more percent of its equity, by the bond issue and determine its terms within the bond program;

 - On determination of “Samruk-Energy” JSC risk zone;

 - The approval of the Action Plan for transfer of “Samruk-Energy” JSC into green risk zone.

- Regarding consideration of investments development report of “Samruk-Energy” JSC investment projects for the third quarter of 2017.

- On consideration of the Report on risk management with description and analysis of key risks as well as information on implementation of plans and programs on mitigation of “Samruk-Energy” JSC risks for the 3’d quarter of 2017.

- On approval of risk appetite “Samruk-Energy” JSC for the year 2018.

- On the approval of the consolidated Risk Register, the consolidated Risk Map, the Key Risk Management Action Plan with the definition of tolerance levels for each key risk, Key Risk Passports “Samruk-Energy” JSC for the year 2018.

- On consideration of the current status of the implementation of the Business Transformation Program of “Samruk-Energy” JSC.

- On approval of the Roadmap of the “Samruk-Energy” JSC transformation program for 2018.

- On amending the documents for the Implementation of the “Samruk-Energy” JSC Transformation Program.

- On approval of job profiles and job descriptions, jobs evaluation and wages schemes of “Samruk-Energy” JSC Compliance Service employees.

- On payment of bonus to the corporate secretary of “Samruk-Energy” JSC following the performance results for the 4 quarter of 2017 as well as for annual results through saving funds for remuneration payment.

- On approval of the budget for 2018 of the Internal Audit Service of “Samruk-Energy” JSC.

- On approval of the annual audit plan of the Internal Audit Service of JSC "Samruk-Energy" for 2018.

- On report on the performance of “Samruk-Energy” JSC Internal Audit Service for the 4th Q of 2017.

- Evaluation of performance efficiency of “Samruk-Energy” JSC Internal Audit Service and its head for the 4th Q of 2017. Bonuses for employees of “Samruk-Energy” JSC Internal Audit Service for the 4th of 2017.

- Report on the performance of “Samruk-Energy” JSC Internal Audit Service for 2017.

- Evaluation of performance efficiency of “Samruk-Energy” JSC Internal Audit Service and its head for 2017. Bonuses for employees of “Samruk-Energy” JSC Internal Audit Service for 2017.

- On approval of the Strategic Plan of the Internal Audit Service of “Samruk-Energy” JSC for the period 2018-2020.

**The following BOD members were present:**

 **Bektemirov K.A., Spitsyn A.T., Satkaliyev A.M., Rakhmetov N.K.,**

 **Luca Sutera, Andreas Stoerzel, Joaquin Galindo.**