**Meeting on May 11, 2017.**

The following items were considered at the meeting of the Company’s Board of Directors dated May 11, 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 amending the Board of directors resolution dated March 3, 2017 (Minutes№ 04/17).

- On approval of the actual values of key performance indicators of the members of the Management Board, Head of Internal Audit Service and Corporate Secretary of the Company on results of 2016.

- On approval of the List of strategic KPI for “Samruk-Energy” JSC for 2018-2022 and Methodological recommendations for calculation of basic key performance indicators of the Company.

- On increasing the liabilities of the Company by an amount equal to ten percent or more of its equity by concluding a loan agreement with “Halyk Bank of Kazakhstan” JSC.

- On approval of the Industry Regulation on purchase of goods, works and services by the Company and organizations with fifty and more percent of voting stocks (equity participation) of which are directly or indirectly owned by the Company on the ownership right or upon trust management”.

- On considering the report on compliance/noncompliance of principles and provisions of the corporate governance Code of the Company for 2016.

- On approval of annual report on the Company’s performance results for 2016.

- On considering the report on implementation of the Action plan for improvement of corporate governance and introduction of the Company corporate governance Code for 2016-2017 following the results of 1 quarter of 2017.

- On approval of the documents on Transformation program implementation of the Company.

- On considering investment projects report for the 1 quarter of 2017.

- Report on the performance of the Company`s Internal Audit Service for the 1st Q of 2017. Evaluation of performance efficiency of Company`s Internal Audit Service and its head for the 1 quarter of 2017. Bonuses for employees of Company`s Internal Audit Service for the 1 quarter of 2017.

- On introducing amendments and additions to the internal regulatory documents of the Internal Audit Service of the Company.

- The report on the results of performance appraisal of the Board of directors and its committees, chairman, member of the Company Board of Directors following the results of 2016.

- On payment of bonus to the corporate secretary of the Company following the performance results for the 1 quarter of 2017.

- On appointment of General Director of “AlmatyEnergoSbyt” LLP and setting his term of office.

- On conclusion of the loan agreement and collateral agreement between “Samruk-Energy” JSC and “Balkhash Thermal Power Plant” JSC as transactions which are in line with “Samruk-Energy” JSC interest.

- On some matters of “Samruk-Energy” JSC assets privatization.

- On termination of powers and appointments of employees of the Internal Audit Service of «Samruk-Energy» JSC.

**The following BOD members were present:**

**Bektemirov K.A., Spitsyn A.T., Satkaliyev A.M., Luca Sutera, Andreas Stoerzel, Joaquin Galindo, Rakhmetov N.K.**