

**Approved with the resolution of the  
Board of Directors of  
NC QazExpoCongress JSC**

**Annex 7  
to the resolution of absentee meeting  
of the  
Board of Directors of  
NC QazExpoCongress JSC  
dated April 28, 2023, No. 2**

## **Regulations on the Social Affairs, Human Resources and Remuneration Committee under the Board of Directors of NC QazExpoCongress JSC**

### **Chapter 1. General provisions**

1. These Regulations on the Social Affairs, Human Resources and Remuneration Committee under the Board of Directors of NC QazExpoCongress JSC (hereinafter referred to as the Regulations) is an internal document of NC QazExpoCongress JSC (hereinafter referred to as the Company), developed in accordance with the Law of the Republic of Kazakhstan "On Joint Stock Companies", the Charter, the Corporate Governance Code and the Regulations on the Board of Directors.

2. Concepts and definitions used in these Regulations:

**Sole Shareholder** - the Ministry of Trade and Integration of the Republic of Kazakhstan;

**Legislation** - a set of regulatory legal acts of the Republic of Kazakhstan adopted in accordance with the established procedure;

**Committees** - committees under the Company's Board of Directors (Strategic Planning and Corporate Development Committee, Audit and Risk Management Committee, Social Affairs, Human Resources and Remuneration Committee);

**Committee** - the Social Affairs, Human Resources and Remuneration Committee of the Company;

**Corporate Secretary** - Corporate Secretary of the Company;

**Independent Director** - a member of the Board of Directors who is not an affiliated person of the Company and has not been the same for three years prior to his/her election to the board of directors (except for the case of his/her office as an independent director of this Joint Stock Company), is not an affiliated person with the affiliated persons of this Joint Stock Company; is not subordinated to the officials of the Company or affiliated entities of the Company, and was not subordinated to these persons during the three years preceding his/her election to the board of directors; is not a civil servant; is not a shareholder's representative at

meetings of the bodies of the Company and was not a shareholder within the three years preceding his/her election to the board of directors; does not participate in the audit of the Company as an auditor working as part of an audit company, and has not participated in such audit during the three years preceding his/her election to the board of directors;

**Internal Audit Service** - a body of the Company that ensures the organization and control over the financial and economic activities of the Company;

**Board of Directors** - the Company's management body;

**Management Board** - the executive body of the Company;

**Charter** - the Company's Charter.

3. These Regulations define the status, competence, quantitative composition, procedure for the formation and work of the Committee, election of the Chairman and members of the Committee, powers and early termination of their powers, as well as rights and obligations.

4. The Committee is a permanent consultative and advisory body that provides assistance to the Board of Directors through preliminary consideration, analysis, succession planning and making recommendations on issues within its competence.

The Committee was established to improve the efficiency and quality of the work of the Board of Directors through in-depth study and monitoring of issues within the competence of the Board of Directors in the field of HR policy, appointment and remuneration systems, as well as assessment of performance of the Board of Directors, members of the Management Board, and assessment of performance of the Corporate Secretary.

5. All proposals developed by the Committee shall be drawn up in the form of minutes (resolutions), and they shall have a recommendatory nature.

6. The Committee shall be accountable to the Board of Directors, and shall act within the powers assigned by the Board of Directors and these Regulations.

7. The Committee shall be guided by the legislation of the Republic of Kazakhstan in its activities, the Charter of the Company, the Corporate Governance Code of the Company, decisions of the Sole Shareholder, the Board of Directors, the Regulations on the Board of Directors, these Regulations and other internal documents of the Company.

## **Chapter 2. Competence and powers of the Committee**

8. The competence of the Committee shall include consideration and provision of recommendations to the Board of Directors on the following issues:

1) development of recommendations on HR policy, motivation of members of the Management Board, as well as the Corporate Secretary, the Ombudsman, employees of the Centralized Procurement Control Service and the Anti-Corruption Compliance Service in the field of appointments, evaluation and remuneration, social issues (corporate social responsibility issues);

2) development of recommendations on candidates for the positions of members of the Management Board, Corporate Secretary, Ombudsman, employees of the Centralized Procurement Control Service and the Anti-Corruption Compliance Service;

3) development of recommendations for the approval of internal documents regulating ethical standards and rules of corporate behavior of employees, development of recommendations for changing these documents or practices of their application;

4) development of recommendations on changing existing internal documents in the field of selection, appointment, replacement, termination of powers, motivation of members of the Management Board, Corporate Secretary, Ombudsman, employees of the Centralized Procurement Control Service and Anti-Corruption Compliance Service, as well as on changing these documents or practices of their application;

5) development of recommendations on the issues of compliance of the personnel policy with the development plan, the financial situation of the Company, the situation on the labor market and on amendments in these documents;

6) development of recommendations for corporate transformations in the field of personnel management and remuneration;

7) development of recommendations on succession planning, including recommendations on the replacement plan and the personnel reserve of employees accountable to the Board of Directors;

8) development of recommendations on candidates for key positions and recommendations on the appointment/termination of powers of employees accountable to the Board of Directors, with the exception of the Company's Internal Audit Service;

9) development of recommendations on the essential terms of employment contracts with employees accountable to the Board of Directors;

10) preliminary review of information on the results of the assessment of performance of the Board of Directors, members of the Board of Directors and committees of the Board of Directors for the reporting year and approval of the Plan for Improvement of Performance of the Board of Directors;

11) development of recommendations on the principles and criteria for determining the amount and conditions of remuneration and compensation to key employees, as well as recommendations on the terms of employee incentive programs;

12) development of recommendations on key performance indicators for members of the Management Board, the Corporate Secretary, the Ombudsman, employees of the Centralized Procurement Control Service and the Anti-Corruption Compliance Service and submitting them for approval to the Board of Directors;

13) development of recommendations for assessment of performance of the Corporate Secretary;

14) development of recommendations on the evaluation of the Ombudsman's work;

15) development of recommendations on proper disclosure of information regarding remuneration and compensation of members of bodies in accordance with the requirements of the legislation of the Republic of Kazakhstan and internal documents;

16) development of recommendations (if necessary) on evaluating the effectiveness of the policy and the amount of remuneration for members of the Board of Directors, including with the involvement of external experts (consultants);

17) consideration of other issues within the competence of this Committee.

### **Chapter 3. Rights and obligations of the Committee and its members**

9. In order to exercise the assigned powers, the Committee and its members shall be assigned with the following rights:

1) to request documents, reports, explanations and other information from members of the Board of Directors, the Management Board, the Centralized Procurement Control Service, Anti-Corruption Compliance Service, the Corporate Secretary and other employees of the Company within its competence;

2) to invite members of the Management Board, employees of the Internal Audit Service, the Centralized Procurement Control Service, the Anti-Corruption Compliance Service and other persons to their meetings as observers;

3) to use the services of external experts and consultants in accordance with the established procedure and within the funds provided for in the Company's budget for the current year;

4) to participate in the control and verification of the execution of decisions and instructions of the Board of Directors on issues of its activities;

5) to develop and make proposals for amendments and additions to these Regulations;

6) to develop and submit draft documents related to the activities of the Committee for approval by the Board of Directors;

7) to demand the convening of a meeting of the Committee and to put issues on the agenda of the meeting of the Committee;

8) to exercise other rights required for the exercise of assigned powers.

10. The Committee has the right to consider other issues within the competence of the Committee, including by decision of the Board of Directors or its Chairman.

11. The Committee shall monitor and analyze the implementation of decisions of the Board of Directors within the competence of the Committee.

12. The Committee and its members are obliged:

1) to carry out its activities honestly and in good faith in accordance with these Regulations, in the interests of the Sole Shareholder and the Company as a whole;

- 2) to devote sufficient time to the effective performance of their duties;
- 3) to participate in the work of the Committee and attend its meetings in presentia;
- 4) at the request of the Board of Directors, to report to the Board of Directors of the Company on the results of its activities;
- 5) to respect the confidentiality of information received in the framework of the activities of the Committee;
- 6) to inform the Board of Directors on any changes in its status as an independent director or about the occurrence of a conflict of interest in connection with decisions to be taken by the Committee.

#### **Chapter 4. Composition, election procedure and term of office of the Committee**

13. The Committee shall consist of members of the Board of Directors with the professional knowledge, competencies and skills required for working in the Committee. The Chairman of the Committee is an independent director.

14. The Chairman and members of the Committee shall be elected by the Board of Directors of the Company by a simple majority vote. The Committee shall not include the Chairman, members of the Management Board and employees of the Company. Members of the Management Board/employees of the Company may participate in Committee meetings as invited persons.

15. The term of office of the Committee's members shall coincide with their term of office as members of the Board of Directors.

16. The Committee may be prematurely dissolved by a decision of the Board of Directors.

#### **Chapter 5. Chairman of the Committee**

17. The Chairman of the Committee shall be elected from among the independent directors, and he/she shall organize the work of the Committee, in particular, he/she shall:

- 1) convene meetings of the Committee, determine the form of meetings and chair them;
- 2) formulate the agenda of the Committee meetings;
- 3) arrange the keeping of minutes at the meetings in presentia of the Committee;
- 4) organize the discussion of issues at the meetings of the Committee, as well as hear the opinions of persons invited to participate in the meetings;
- 5) maintain contacts with members of the Board of Directors, members of the Management Board, and structural divisions of the Company on a permanent basis in order to receive the most complete and reliable information required for the Committee to make decisions and to ensure their effective interaction with the Board of Directors;

6) distribute responsibilities among its members, provide instructions to them and the Secretary of the Committee related to examination and preparation of items for review at Committee meetings;

7) ensure and coordinate the work on the implementation of the Committee's resolutions;

8) ensure the development and approval of the Committee's work plan for the current year, taking into account the plan of meetings of the Board of Directors, arrange monitoring and supervision of the proper execution of decisions and instructions of the Committee headed by him/her;

9) prepare a report on the activities of the Committee and report to the Board of Directors on the results of activities for the year during the meeting of the Board of Directors.

18. The Chairman of the Committee, along with professional competencies, should have organizational and leadership qualities, good communication skills for the effective organization of the activities of the Committee headed by him/her.

19. In the absence of the Chairman of the Committee at a meeting, the members of the Committee shall elect the Chairman of the meetings from among the members present by a simple majority of votes.

### **Chapter 6. Secretary of the Committee**

20. The Corporate Secretary, being the secretary of the Committee, shall perform functions on organizational and information support of the Committee's work. During the absence of the Corporate Secretary (vacation, business trip and other valid reasons), the performance of his/her duties in accordance with the decision of the Chairman of the Committee shall be temporarily assigned to another employee of the Company.

21. The Secretary of the Committee shall have the following duties:

1) preparation and holding of Committee meetings;

2) collection and systematization of materials for meetings;

3) timely sending notifications on the holding of meetings of the Committee, the agenda of meetings, materials on the agenda items to the members of the Committee and invited persons;

4) recording of meetings, subsequent storage of minutes, electronic versions of minutes signed using EDS (resolutions, bulletins), transcripts, audio-video recordings, materials of Committee meetings;

5) issuing extracts from the minutes of the Committee as necessary;

6) analysis of the instructions of the Board of Directors of the Company related to the competence of the Committee;

7) performing other functions on the instructions of the Chairman or other members of the Committee.

### **Chapter 7. Work order of the Committee**

22. Meetings of the Committee shall be held in accordance with the work plan approved before the beginning of the calendar year, which is coordinated with the work plan of the Board of Directors, indicating the list of items under consideration and the dates of meetings, but at least once a quarter. If necessary, the Committee shall hold extraordinary meetings.

23. Ordinary and extraordinary meetings of the Committee may be convened at the initiative of its Chairman or upon request of:

- 1) the Sole Shareholder;
- 2) the Board of Directors;
- 3) any member of the Committee.

If the Chairman of the Committee refuses to convene meetings, the initiator has the right to apply with the specified request to the Board of Directors of the Company.

24. The meetings of the Committee shall be held in presentia, with recording the minutes.

25. Notification of the convening of meetings of the Committee shall be sent by the Secretary of the Committee to the members of the Committee no later than 3 (three) working days before the date of the relevant meeting.

The notification shall contain the place, time and date of the meeting.

The notification shall be accompanied by:

- Committee meeting agenda;
- explanatory notes addressed to the members of the Committee to each item on the agenda under consideration, signed by the Chairman or a member of the Management Board of the Company, or by the person initiating the inclusion of the item in the agenda of a meeting on paper or in electronic form using an electronic digital signature;
- the draft resolution of the Committee on each item on the agenda, signed by the Chairman or a member of the Management Board of the Company or the person initiating the inclusion of the item on the agenda of the meeting on paper or in electronic form using an electronic digital signature;
- draft documents to be considered at a meeting of the Committee, signed by the Chairman or a member of the Management Board, or by the person initiating the submission of the document to the Committee for consideration on paper or in electronic form using an electronic digital signature;
- extracts from the minutes of meetings of the Company's Management Board (if necessary);
- other additional documents, if available (presentations, copies of decisions of state bodies and (or) other legal entities, reference materials justifying the inclusion of these items on the agenda).

26. The Chairman of the Committee, the members of the Committee and the Secretary of the Committee shall participate in the meetings of the Committee. The following persons may attend the meetings of the Committee by invitation (including, but not limited to):

- 1) employees of the Company;

2) consultants (experts) engaged in accordance with the established procedure.

27. If necessary, the Committee may hold separate meetings with the management of the Company, its external and internal auditors.

28. The Chairman shall chair the meetings of the Committee. In case of his/her absence at a meeting, the members of the Committee shall elect the chairman of the meeting from among the members present by a simple majority of votes.

29. A meeting of the Committee is valid if at least half of the members of the Committee participate in it. In order to create favorable conditions and reduce the cost of holding Committee meetings, committee members may participate in the meeting via videoconference (interactive audio-visual communication), conference calls (simultaneous conversation of Committee members in the "telephone meeting" mode), as well as through the use of other means of communication. Such type of participation is equivalent to personal participation.

30. Resolutions of the Committee shall be taken by a simple majority of votes of the total number of all members of the Committee. Each member of the Committee shall have one vote in taking decision on the items. The assignment of voting rights by a member of the Committee to other persons, including other members of the Committee, is not allowed. In case of equality of votes of the Committee members, the vote of the chairman at the meeting is decisive.

31. Minutes shall be drawn up based on the results of a meeting in presentia of the Committee, and a Resolution shall be drawn up based on the results of meetings in absentia. The minutes shall be drawn up on paper or in electronic form using an electronic digital signature, and signed no later than within 5 (five) working days after the meeting. The minutes shall be signed on paper or in electronic form using an electronic digital signature by the Chairman of the Committee or the person performing his/her functions, in charge of the correctness of the contents of the minutes, and the Secretary of the Committee.

32. The minutes of the meeting shall indicate:

- 1) date, place and time, form of the meeting of the Committee;
- 2) a list of Committee members who took part in the meeting, as well as a list of other persons who attended the meeting of the Committee;
- 3) Committee meeting agenda;
- 4) key proposals of the Committee members on agenda items;
- 5) the items put to the vote and the results of voting, as well as all resolutions taken.

## **Chapter 8. Reporting on the activities of the Committee**

33. The Committee shall report to the Board of Directors on its activities on a regular basis, but at least once a year.



34. The Chairman of the Committee shall organize the preparation of information on the results of the Committee's work for inclusion in the report of the Board of Directors and the Annual Report of the Company.

### **Chapter 9. Liability of the Committee members**

35. Members of the Committee shall be liable to the Company and the Sole Shareholder of the Company for damage caused by his/her actions (omission), in accordance with the legislation of the Republic of Kazakhstan, including for losses incurred as a result of providing misleading information or knowingly false information.

36. The limitation period for non-disclosure of internal (official) information of the Company by former members of the Committee after termination of their activities as members of the Board of Directors is 5 (five) years.

### **Chapter 10. Final provisions**

37. In case of amendments and/or additions to the legislation of the Republic of Kazakhstan, the Charter of the Company, these Regulations shall be valid in the part that does not contradict such amendments and additions.

38. Amendments and/or additions to these Regulations shall be made in the manner similar to the approval of the Regulations.

39. The requirements for the content of the explanatory note, draft resolution, minutes, bulletins and other additional documents for the meeting of the Committees are similar to the requirements for the content of materials submitted to the meeting of the Board of Directors.