

*Approved
by the decision of the Management Board
of Samruk-Kazyna JSC
dated April 16, 2021 (Minutes #15/21)*

**Auditor Selection Rules
for “Samruk-Kazyna” JSC and organizations fifty or more percent of the voting
shares (interest) of which are directly or indirectly owned by “Samruk-Kazyna”
JSC on the right of ownership or trust management.**

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Section 1. General Provisions

This Auditor Selection Rules for Joint-Stock Company “Sovereign Wealth Fund “Samruk-Kazyna” (hereinafter – the Fund) and organizations fifty or more percent of the voting shares (interest) of which are directly or indirectly owned by “Samruk-Kazyna” JSC on the ownership right or trust management (hereinafter – the Rules) sets out the principles and describes the procedures for selecting the audit firm for the purpose of making recommendations to the relevant bodies of the Customers, authorized to appoint the auditing firm for the Customers in accordance with the applicable laws of the Republic of Kazakhstan and Charter of the Customers (hereinafter - the Authorized body).

The Rules provide for procedures for selecting an audit organization to render audit services for Customers by tender through competitive negotiations in accordance with the provisions of the Procurement Management Standard of the Joint Stock Company “Sovereign Wealth Fund “Samruk-Kazyna” and organizations fifty or more percent of voting shares (shares participation) of which are directly or indirectly owned by “Samruk-Kazyna” JSC on the basis of ownership or trust management (hereinafter – “Standard”), which was developed in accordance with the Procurement Procedure of Joint Stock Company Sovereign Wealth Fund “Samruk-Kazyna” and organizations fifty or more percent of voting shares (participation interests) of which are directly or indirectly owned by “Samruk-Kazyna” JSC on the basis of ownership or trust management, approved by the Decision of the Board of Directors of “Samruk-Kazyna” JSC (hereinafter - the Procedure).

The provisions of these Rules apply to legal entities, fifty or more percent of voting shares (participation interests) of which are directly or indirectly owned by “Samruk-Kazyna” JSC on the basis of ownership or trust management, registered on the territory of the Republic of Kazakhstan.

The Rules are developed in accordance with the legislation of the Republic of Kazakhstan, the Charter of the Fund, the Code of Corporate Governance of the Fund, the Procedure, the Standard and other internal regulatory documents of the Fund.

The selection of the Auditor shall be based on the following principles:

- procurement of quality audit of financial statements and related services;
- transparency of selection process, control and responsibility for decisions taken;

- absence of conflict of interest and adherence to independence;
- effective expenditure of funds used for procurement of audit services;
- providing equal opportunities to all Participants;
- fair competition among the Participants.

Section 2. Definitions

The following basic concepts are used in the Rules:

Auditor - an audit organization to be recommended to the Authorized body for appointment as the auditing firm of the Customer in compliance with the Law “On Joint Stock Companies” and / or Charters of the Customers, the procurement of services of which will be performed by the decision of the Authorized body in compliance with the Procedure and these Rules;

audit organization- a profit organization established for the implementation of auditing (the right to conduct audit activities have the auditing firms that are licensed to perform audits);

Fund’s Group- the Fund, the Companies, their subsidiaries more than fifty percent of voting shares (participation interests) of which belong to the Companies, and the legal entities more than fifty percent of voting shares (participation interests) of which belong to the subsidiaries of the Companies;

Subsidiary - a subsidiary organization of the Fund or Company determined as a subsidiary in accordance with IFRS 10 "Consolidated Financial Statements";

First level subsidiary of the Fund (Portfolio Company) - an organization, fifty or more percent of voting shares (participation interests) of which are directly owned by the Fund on the basis of ownership or trust management;

Unified Commission - an advisory body that conducts the Auditor Selection procedures for the Fund and the Significant Companies, including their subsidiaries, in accordance with Section 3 of the Rules, and provides recommendations to the Authorized body;

Customer - the Fund or organizations included in the Holding, in respect of which the Selection procedure is carried out;

Request for participation - the document provided to the Participant for the preparation of application for participation in the Auditor Selection procedure and

containing all necessary and approved by the Unified Commission/ Commission requirements, criteria, information about the conditions and the order of the Selection procedure to be conducted (Annex 1). Approved Request for participation in the Selection Procedure is subject to change during the re-selection procedure when the Unified Commission / Commission makes the relevant decision;

Companies - national development institutions, national companies and other legal entities, more than fifty percent of the voting shares (participation interests) of which belong to the Fund on the basis of ownership or trust management;

Commission - an advisory body that conducts the Auditor Selection procedures for the Customers in accordance with Section 4 of the Rules, and provides recommendations to the Authorized body, except those Customers, the Auditor Selection procedures for which are conducted by the Unified Commission;

indirect ownership - ownership of shares (interest in the charter capital) by each subsequent Fund's organization in other organization on the right of ownership or trust management;

Audit Committee - the Audit Committee of the Board of Directors of the Fund or the Company;

reporting date - March 31, June 30, September 30, December 31;

List - a list of Significant companies placed on the external website of the Fund in the "Audit" section;

List of unreliable suppliers of the Holding - systematic information about unreliable potential suppliers of the Holding;

Selection procedure - actions to select the Auditor to provide services for the audit of the Customer's financial statements, carried out in accordance with the Rules;

Working body - a structural unit of the Fund or an organization belonging to the Holding, responsible for organizational support of the Selection Procedure in accordance with functional responsibilities;

The Commission Secretary - Secretary of the Unified Commission / Commission shall provide organizational and informational support of the Unified Commission / Commission, who is not a member of the Unified Commission / Commission, and has no voting right in the decision-making process of the Unified Commission / Commission. One of the members of the Working body is appointed as

the Secretary of the Commission;

the joint venture - a legal entity, in which the Fund or the Company, together with the other party or parties is a participant on the basis of a contractual arrangement that establishes joint control, and these participants of sharing agreements have rights to the net assets of the agreement. The participation of the Fund or the Company in a joint venture, for the purposes of these Rules, is set at fifty percent of the shares (participation interests);

Assets value - total assets in the consolidated financial statements of the Fund;

Significant Company - a subsidiary of the Fund, defined by the Managing Director for Economics and Finance - Member of the Management Board of the Fund and / or Co-Managing Director for Economics and Finance - Member of the Management Board of the Fund on the basis of the proposal of the Working body of the Fund for inclusion in the List;

Participant - an audit firm, which claims to sign a contract on procurement of audit services and takes part in the Selection procedure in accordance with the Rules;

Holding - collectively the Fund and legal entities, fifty and more percent of voting shares (participation interests) of which directly or indirectly belong to the Fund on the right of property or trust management. For the purposes of this definition indirect ownership means the possession by each subsequent legal entity of fifty and more percent of voting shares (participation interests) in other legal entity on the right of property or trust management;

electronic digital signature - a set of electronic digital symbols created by means of an electronic digital signature and confirming the authenticity of an electronic document, its ownership and the invariability of its content.

electronic document - the document in which information is provided in electronic form and is certified by the electronic digital signature.

Section 3. Selection procedure carried out by the Unified Commission

3.1 Powers and functions of the Unified Commission

1. The Unified Commission shall determine the strategy of selection of the Auditor and implement Selection procedure for the Fund and each of the Significant Companies.

2. The Unified Commission shall conduct the Selection procedure among international audit firms with a global network of organizations and / or affiliates with the purpose to access to international experience in auditing financial statements and compliance with requirements of capital markets (stock exchanges). The list of potential Participants is determined and approved by the Unified Commission, taking into account the proposals of the Working body of the Fund and / or the Significant Company.

3. The Significant Companies having Subsidiaries may apply to the Unified Commission with a reasoned request to carry out auditor Selection procedures for one or several subsidiaries with the purpose of selection of a single auditor for a total list of presented companies.

4. To implement the selection strategy of the Auditor, the Unified Commission shall be entitled to:

1) determine the term for which the Auditor is selected for the Fund / Significant company, including their Subsidiaries. In this case, the period for which the Auditor is selected should not exceed 3 (three) years;

2) combine the Fund and Significant Company including Subsidiaries in order to conduct a common Selection procedure and the selection of a single Auditor for them. The combination of the Fund and the Significant Company takes place if the share of the consolidated assets of the Significant Company is at least 40% (forty percent) of the Asset value as at the last reporting date. When carrying out a unified selection procedure, a Unified commission is created with representatives of all stakeholders in accordance with item 6 of the Rules. The decision to merge and conduct a unified Selection procedure for the Fund and the Significant Company is made on the Audit Committee meeting of the Fund;

3) combine the Significant Company and its Subsidiaries in one or several groups in order to select the single Auditor for all the companies of one group. When combining and conducting a unified Selection procedure for a Significant company

and its Subsidiaries, a Unified Commission is created in accordance with item 7 of the Rules. The decision to merge and conduct a unified Selection procedure for the Significant company and its Subsidiaries is made on a meeting of the Audit Committee of the Significant company;

4) direct the Request to participate to potential Participants in accordance with the approved list of potential Participants.

3.2. Composition of the Unified Commission

5. Composition of the Unified Commission in case of selecting the Auditor for the Fund:

Chair of the Unified Commission: Chair of the Audit Committee of the Fund

Members of the Unified Commission: Members and experts of the Audit Committee of the Fund;

Managing Director responsible for financial reporting of the Fund*

** Managing Director responsible for financial reporting of the Fund is non-voting member of the Unified Commission.*

Commission Secretary

6. Composition of the Unified Commission in case of carrying a unified procedure of selecting the Auditor for the Fund and Significant Company specified in sub-item 2) of item 4 of these Rules:

Chair of the Unified Commission: Chair of the Audit Committee of the Fund

Members of the Unified Commission: Members and experts of the Audit Committee of the Fund;

Members of the Audit Committee of the Significant Company;
Managing Director responsible for financial reporting of the Fund*;
Deputy CEO of the Significant Company responsible for financial reporting or
Head of the financial block of the Significant Company*

Commission Secretary

** (1) Managing Director responsible for financial reporting of the Fund (2) Deputy CEO of the Significant Company responsible for financial reporting or Head of the financial block of the Significant company are non-voting members of the Unified Commission.*

7. The composition of the United Commission, in case of selection of an Auditor

for the Significant Company/Significant Company and its Subsidiaries in accordance with sub-item 3) of item 4 of these Rules:

Chair of the Unified Commission: Chair of the Audit Committee of the Significant Company

Members of the Unified Commission: Members of the Audit Committee of the Significant Company

Deputy CEO of the Significant Company responsible for financial reporting or
Head of the financial block of the Significant Company*
Fund representative*

Commission Secretary

** (1) Fund representative (2) Deputy CEO of the Significant Company responsible for financial reporting or Head of the financial block of the Significant Company are non-voting members of the Unified Commission.*

Fund representative: The Significant Company mandatorily addresses to the Fund with the request for participation / non-participation of the Fund in the Selection procedure of the Auditor. In the case of confirmation of participation, the Fund directs the candidate to the Working body of Significant company for inclusion in the Unified Commission.

3.3. Approval of composition of the Unified Commission.

8. The personal composition of the Unified Commission is approved by the decision of the Audit Committee of the Fund/Significant Company in accordance with the Rules.

The decision on combination and joint Selection procedure for the Fund and the Significant Company / Significant Company and its subsidiaries is taken at a meeting of the Fund's/Significant Company's Audit Committee. This decision must be made and executed by the Minutes of the Audit Committee of the Fund / Significant Company.

The powers of the Unified Commission arise from the approval date of the composition of the Unified Commission and are valid until the date of conclusion of the contract with the Auditor to provide services for audit of financial statements.

The quorum for a meeting of the Unified Commission should be at least half of the members of the Unified Commission. Chair has the casting vote in case of equality of votes.

If the Chairman of the Unified Commission is unable to participate in the meeting, another member of the Unified Commission is appointed as the Chairman.

3.4. Selection procedure carried out by the Unified Commission.

9. The Selection procedure carried out by the Unified Commission shall provide for the following consistent stages:

1) The Working body of the Significant Company shall submit an application to the Working Body of the Fund not later than February 1 of the year preceding the period for which audit is required, which includes:

- a. an extract from the minutes of the Audit Committee of Significant Company on approval of the composition of Unified Commission;
- b. for the cases specified in item 3 of these Rules - a list of its Subsidiaries with the justification for their inclusion in the unified Selection procedure carried out by the Unified Commission
- c. draft Request for participation (Annex 1) in Kazakh or Russian, if necessary in English;

2) The Working Body of the Fund within one month shall analyze and consolidate the information received from the Significant Company and approve the draft Request for participation.

3) The Secretary of the Unified Commission of the Fund / Significant Company sends for consideration a draft Request for participation approved by the Working Body of the Fund to the members of the Unified Commission, with the necessary documents attached;

4) The Unified Commission shall hold the first meeting on the Selection procedure for the Fund/ Significant Company where the following key issues are considered:

1. About determination of the term for which the Auditor is selected (not more than 3 years);
2. About approval of the list of potential Participants;
3. About approval of the Request for participation.

If the Customer has valid reasons for not carrying out the Selection procedure, if the change of the Auditor can lead to negative consequences for the Customer, the Unified Commission at the first meeting is entitled to consider the issues:

1. on the absence of the need to change the Auditor, provided that the current Auditor meets the requirements specified in the Request for participation in the Selection procedure;
2. on the determination of the term for which the current Auditor is selected (no more than 3 years);
3. on the approval of the Request for participation for the current Auditor.

The decision of the Unified Commission based on the results of the discussion is recorded in a minute, which must contain valid reasons for not carrying out the Selection procedure and the conclusion of the Unified Commission on the issue "On absence of need to change the Auditor".

The working body sends information about the Selection procedure to the

current Auditor in accordance with sub-item 5) of item 9 of the Rules.

At the next meeting of the Unified Commission (second meeting), the received proposal of the current Auditor for the cost of services for the audit of financial statements and an analysis of its compliance with the requirements of the Request for participation is submitted for consideration.

5) The Working body sends information about carrying out the Selection procedure to all potential Participants from the approved list, accompanied by a Request for participation, with the following terms:

- for confirmation of participation or non-participation of potential Participants in the Selection procedure - no more than 7 (seven) calendar days, and in case of confirmation of participation;

- for the provision of official bids - no more than 20 (twenty) calendar days from the date of sending information on the Selection procedure.

If necessary, the Working body holds meetings with potential Participants to clarify the terms of the Selection procedure.

After the Participants confirm their participation in the Selection procedure, the Working body requests the confidentiality agreements signed by the Participant.

6) Participants submit to the Working body official bids for the provision of services in accordance with the requirements specified in the Request for participation, and written confirmation of conflict (s) of interest, in accordance with the Corporate Standard¹ for the prevention of conflicts of interest in engaging consulting services by organizations within the Fund group.

7) The Working body, after receiving the official bids of the Participants, analyzes them for compliance with the requirements of the approved Request for participation;

8) The Secretary of the Commission sends out the official bids of the Participants and analysis of their compliance to the requirements of the Request for participation to the members of the Unified Commission. Also, in agreement with the members of the Unified Commission, draws up a schedule of meetings of the Unified Commission with the Participants for their oral presentations (second meeting of the Unified Commission);

9) Based on results of oral presentations, the Unified Commission holds general discussion of all the Participants, which results in filling up the evaluation sheets in the prescribed form (Annex 2) and with indication of the Participants who have won the first, second and third places. The Unified Commission may use the list of evaluation criteria (Annex 3) as the standard questions to assess the Participants.

If necessary, by the decision of the Unified Commission a list of Participants for

¹ Corporate standard for preventing conflicts of interest when attracting consulting services by organizations belonging to the Group of Samruk-Kazyna JSC, approved by the decision of the Management Board of Samruk-Kazyna JSC dated 28.10.2014 (Minutes No. 48/14).

the final discussion shall be prepared, which includes the Participants with the highest number of votes of the members of the Unified Commission. The Unified Commission shall hold additional meetings with the Participants, from the list of Participants for the final discussion to identify additional factors that can significantly influence the selection or will reduce the cost of services. Following the additional meetings the evaluation sheets can be adjusted and the Participants can be re-defined who have won the first, second and third places by the members of the Unified Commission.

The winner is the Participant with the highest number of votes of the members of the Unified Committee present at the meeting. In case of equality of votes, the voice of the Chair of the Unified Commission is decisive.

10) Based on the results of the interviews and general discussion the Unified Commission prepares its final evaluation to recommend the preferred Participant to the Authorized body.

11) The Secretary of the Commission, within 10 calendar days from the date of the final meeting of the Unified Commission, draws up a draft minute on the results of the Selection procedure and sends it to the members of the Unified Commission for approval.

10. The selection procedure is recognized invalid by the Unified Commission in the case of:

1) submission of applications for participation from only one potential Participant;

2) if, after the Unified Commission rejects the official tender offer from the Participant on the grounds provided for in paragraph 32 of the Rules, there remains official tender offer from one Participant.

11. If the Selection procedure was declared invalid, the Unified Commission shall take one of the following decisions on:

1) about re-conducting the Selection procedure;

2) about changing the Request for participation and re-conducting the Selection procedure.

The decision of the Unified Commission is recorded in the minutes, and within 10 (ten) business days from the date of the decision, the Secretary of the Commission submits the relevant information to the interested Participants.

If re-selection procedure is declared invalid, Unified Commission is entitled to carry out further procedures involving the bid from one Participant.

Section 4. Selection procedures carried out by the Commission

4.1 Powers and Functions of the Commission.

12. The Commissions shall be established when the Unified Commission does not perform the Selection procedure.

13. Joint Ventures, in which decisions are made by the unanimous approval of all participants, carry out the Selection procedure in accordance with this section of the Rules. The Working body of the parent organization for the Joint venture are Working bodies of participants.

14. Customer having Subsidiaries shall be entitled to apply to the Commission with the reasoned request for joint Selection procedure at the same time for one or more of its Subsidiaries in order to select a single Auditor for the entire list of organizations represented.

15. To implement the Selection procedure, the Commission entitled to:

1) identify the period for which the Auditor is selected for each of the Customers. In this case, the period for which the Auditor is selected should not exceed 3 (three) years;

2) combine the Customer and its Subsidiaries in one or more groups to select a single Auditor for all Customers that are part of the same group;

The Commission shall perform the Selection procedure among the unlimited list of Participants.

16. Composition of the Commission, in case the Company has the Audit Committee/Supervisory Board:

Chair of the Commission:	Chair of the Audit Committee /Supervisory Board of the Company
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Members of the Commission:	Members of the Audit Committee /Supervisory Board of the Company
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CEO or Deputy CEO responsible for financial reporting of the Company *

Representative of the Fund (in case of selection for the Portfolio company not included in the List) /parent organization of the Company*

Secretary of the Commission

** (1) CEO or Deputy CEO responsible for financial reporting of the Company and (2) representative of the Fund (in case of selection for the Portfolio company not included in the List) /parent organization of the Company participate as non-voting observers.*

Representative of the Fund / parent organization of the Company. The Company mandatorily applies to the Fund (when conducting a selection procedure for a Portfolio company not included in the List) / parent organization with a request for

participation or non-participation of the Fund / parent organization in the Auditor Selection procedure. In case of confirmation of participation, the Fund / parent organization sends a candidate to the Working body of the Company to be included in the Commission.

17. Composition of the Commission, in case the Company does not have the Audit Committee/Supervisory Board:

Chair of the Commission: Chair of the management body of the Company

Members of the Commission: members of the management body of the Company

CEO or Deputy CEO responsible for financial reporting of the Company*
representative of the Fund (in case of selection for the Portfolio company not included in the List) /parent organization of the Company*

Secretary of the Commission

**(1) CEO or Deputy CEO responsible for financial reporting of the Company and (2) representative of the Fund (in case of selection for the Portfolio company not included in the List) /parent organization of the Company participate as non-voting observers .*

Representative of the Fund / parent organization of the Company. The Company mandatorily applies to the Fund (when conducting a selection procedure for a Portfolio company not included in the List) / parent organization with a request for participation or non-participation of the Fund / parent organization in the Auditor Selection procedure. In case of confirmation of participation, the Fund / parent organization sends a candidate to the Working body of the Company to be included in the Commission.

18. Composition of the Customer's Commission.

1) If the Company does not have the Audit Committee / Supervisory Board and Management body;

2) In case of implementation of the Selection procedure for joint ventures:

Chair of the Commission: Chair of:

- 1) the Audit Committee /Supervisory Board/ a management body (in the absence of the Audit Committee / Supervisory Board) of the parent company,
- 2) a collegial executive body / supervisory board/ (in the absence of a collegial executive body / supervisory board) a management body / supreme body (general meeting of participants) of a joint venture

Members of the Commission: Members of:

- 1) the Audit Committee /Supervisory Board/ a management body(in the absence of the Audit Committee / Supervisory Board) of the parent company,
- 2) a collegial executive body / supervisory board/ (in the absence of a collegial executive body / supervisory board) a management body / supreme body (general meeting of participants) of a joint venture);

CEO or Deputy CEO responsible for financial reporting:

- 1) of the Company*
- 2) of a joint venture*

Secretary of the Commission

** CEO or Deputy CEO responsible for financial reporting of 1) the Company, 2) a joint venture participate as non-voting observers.*

4.2 Approval of the composition of the Commission

19. The personal composition of the Commission is approved in accordance with the Rules:

- if the Company has established an Audit Committee / Supervisory Board - by the minutes of the Audit Committee / Supervisory Board of the Company;
- if the Company does not have an Audit Committee / Supervisory Board - minutes of the Company's management body;
- in the cases specified in item 18 of the Rules:

1) by the minute of the Audit Committee / Supervisory Board/ management body (in the absence of the Audit Committee / Supervisory Board) of the parent organization of the Company,

2) by the decision of the collegial executive body / supervisory board/ (in the absence of a collegial executive body / supervisory board) of the management body / supreme body (general meeting of participants) of the joint venture.

The powers of the Commission arise from the approval date of the composition of the Commission and are valid until the date of conclusion of the contract with the Auditor to provide services for audit of financial statements.

20. The quorum for meetings of the Commission should be at least half of the members of the Commission. Chair has the casting vote in case of equality of votes.

If the Chairman of the Commission is unable to participate in the meeting, another member of the Commission is appointed as the Chairman.

4.3 Selection procedure carried out by the Commission.

21. The Selection procedure carried out by the Commission shall provide for the following consistent stages:

1) The Working body of the Company, no later than January 15 of the year preceding the period for which it is necessary to conduct the audit, sends to the Working body of the Fund (when conducting the Selection procedure for a Portfolio Company that is not included in the List) / parent organization a request for participation or non-participation in the Selection procedure of a representative from the Fund / parent organization;

2) The Working body of the Customer not later than February 1 of the year preceding the period for which audit is required, shall submit to the Working body of the Fund (when carrying out the Selection procedure for a Portfolio Company not included in the List) / parent organization):

a) an extract from the minute of the Audit Committee / Supervisory Board / a management body or decisions of the collegial executive body / supervisory board / the management body / supreme body (general meeting of participants) on approval of the Commission;

b) in cases specified in sub-item 2) of item 15 of the Rules - list of its Subsidiaries with justification for inclusion in the Selection procedure carried out by the Commission;

c) draft Request for participation in the Selection procedure (Annex 1) in russian, if necessary in english;

The portfolio company has the right to set own deadline for submitting the Request for participation for the Companies included in its group.

3) The Working body of the Fund (when carrying out the Selection procedure for a Portfolio Company that is not included in the List) / the parent organization of the Customer agrees the draft Request for participation within 15 (fifteen) business days after receiving;

4) The Commission holds the first meeting on the Selection procedure where the following key issues are considered:

a) determination of the term for which the Auditor is selected (not more than 3 years);

b) approval of the Request for participation.

5) The Working body shall place the announcement on the Selection procedures at least 15 (fifteen) calendar days prior to the final date of providing the Bids by the Participants. The announcement should be posted on the Customer's website in the procurement section, and in cases where the Customer does not have a website, in the republican mass media. The announcement shall specify the name of services procured, email and postal addresses of the Customer or Customers; the

scope of services procured; the place and ways to obtain an electronic copy of the Request for participation in the Selection procedure; venue and deadline for submission of the applications, expected cost of services. The Working body is responsible for keeping the document that proves the fact of the announcement publication on the Selection procedure and provide to the members of the Company's Commission upon request.

6) The Working body provides the Request for participation in the Selection procedure after signing the Confidentiality Agreement by the Participant;

7) The Participants shall provide with official bids for rendering audit services to the Working body on terms and in accordance with the requirements specified in the Request for participation and written confirmation on the information on conflict of interest in accordance with the Corporate Standard for the prevention of conflicts of interest in engaging consulting services by organizations within the Fund group.

8) The Secretary of the Commission accepts the official bids of the Participants and agrees the schedule of meetings with the members of the Commission for the Selection procedure.

22. The further selection procedure carried out by the Commission has two stages:

1) The Working body, after receiving the official bids of the Participants, shall analyze them for compliance with the requirements of the approved Request for participation;

2) The members of Commission consider the bids of the Participants and analysis of their compliance with the requirements of Request for participation, fill out the evaluation sheets in the prescribed form (Annex 2) and indicate Participants who have won the first, second and third places. The Commission may use the list of evaluation criteria (Annex 3) as the model questions to assess the Participants.

In case of equality of votes, the vote of the Chair of the Commission is decisive.

3) The results of the first stage must be drawn up in the minutes and distributed for review to all members of the Commission within 5 (five) working days after the end of the first stage. The completion of the first stage is the date of the Minute of the first stage.

The first step can be performed in form of presence as well as in absentia.

4) If the bids are received from 2 or 3 Participants, the first stage of the Selection procedure is not carried out, the Commission shall carry out the second stage of the Selection procedure.

The second stage shall be conducted in the in-person form and has following steps:

5) The Secretary of the Commission forms a schedule of meetings of the

Commission with the Participants who took the first, second and third places (based on the results of the first round), or with the Participants who submitted bids (in the cases specified in sub-item 4 of this item) for their oral presentations;

6) Following the oral presentations, the Commission shall hold a discussion of all the Participants. After the discussion, the Commission shall fill out the evaluation sheets in the prescribed form (Annex 2) and specify the Participants, who took the first, second and third places. As the model questions to assess the Participants the Commission may use the list of evaluation criteria (Annex 3).

23. The winner is the Participant with the highest number of votes of the Commission's members present at the meeting. In case of equality of votes, the voice of the Chair of the Commission is decisive.

24. Based on the results of the scorecards, the Commission makes a decision upon recommending the winning Participant to the Authorized Body as the Customer's Auditor.

25. The Secretary of the Commission shall prepare a draft minute on the results of the second stage of the Selection procedure and shall send it to the members of the Commission for approval within 10 working days after the final meeting of the Commission.

26. The selection procedure is recognized by the Commission as invalid in case of:

- 1) submission of applications for participation from one potential Participant;
- 2) if after rejection by the Commission on the grounds provided for in item 32 of the Rules, there is a proposal from one Participant remained.

27. If the Selection procedure has been declared invalid, the Commission shall take one of the following decisions:

- 1) on the re-carrying out the Selection procedure;
- 2) on changing the Request for participation and re-conducting the Selection procedure.

The decision of the Commission is drawn up in Minute, and within 10 (ten) working days from the date of the decision, the Secretary of the Commission publishes the corresponding announcement on the Customer's website, and in case of an absence of a website, in the republican mass media.

If the repeated Selection procedure is recognized as invalid, the Commission has the right to carry out a further Selection procedure with the proposal received from one Participant.

Section 5. Recommended Criteria for Auditor Selection

28. The selection criteria recommended for the selection of the Auditor are as follows:

Approach to service provision: comprehensive work plans to ensure comprehensive audit coverage; performance of financial and compliance audits as well as economy, efficiency and value-for-money audits; proposed approach to external audit staffing to minimize compliance costs; collaboration with internal audit to optimize the use of limited audit resources; and delivery of audit results; global network and resources to render services in different parts of the world; adequate infrastructure (offices and representative offices), etc.

Project team competence: professional qualifications, skills, and size of work force (sufficient number of partners and other employees); clear and adequate structure of the project team with clear distribution of roles and responsibilities of employees; existence of a programme for a continuing professional education for staff; qualifications and industry experience of key personnel (partners and senior staff), etc.

Service quality: adequate procedures for the audit, including information exchange, work coordination and control; adequate procedures to resolve the conflict of interest; a clear mechanism for interaction with the Audit Committee, management and other key facilities of the Customer; mechanisms for feedback on very specific emerging technical issues (speed and quality); special IT systems used to conduct the audit, etc.

Seriousness of intentions and reputation: past experience in providing services by the Participant in terms of deadlines and quality (positive or negative); competitive advantages that Participant shown; enthusiasm, strong interest of Participant, etc.

Working hours and Service cost: compliance of working hours and service cost with the specified work volume; transparency of cost of service, the most competitive overall cost package, etc.

Integrity: adherence to a code of professional and ethical conduct applied to all staff and reviewed and updated at least annually.

Objectivity: objectivity in the discharge of duties and responsibilities.

Independence: effective procedures for compliance and monitoring the independence during the provision of audit services.

Additional advantages and services: additional attractive and necessary services will be provided within audit services fee.

Communications: timely communication of audit results presented to management through comprehensive management letters, audit reports and meetings, as necessary. Communications should be tailored according to the audience.

Section 6. Evaluation of the proposals of the Participants and results of the Auditor Selection procedures

29. The Bids of the Participants shall be considered by the Working body of the Unified Commission / Commission for compliance with the requirements specified in the Request for participation.

30. In considering the proposals of the Participants, the Working body of the Unified Commission / Commission shall be entitled to:

1) request for materials and explanations necessary for the consideration, evaluation and comparison of the proposals from the Participants;

2) with the aim to get precise information contained in the Participation requests request for the necessary information from the relevant government agencies, individuals and legal entities.

31. No bids of the Participants shall be rejected on formal grounds:

1) the presence of errors, printing errors, clerical errors in the bid of the Participant;

2) absence of the information (bank details, BIN, numbers of certificates and other information) in the documents, which does not affect the evaluation and comparison of the proposals for participation in the Selection procedure by the Unified Commission/Commission;

3) on other grounds not affecting the quality or the price of audit services offered by the Participant.

32. The Unified Commission/Commission rejects the proposal of the Participant in case of:

1) recognition of the Participant's bid as non-compliant with the requirements indicated in the Request for participation, except for the cases specified in clause 31 of the Rules;

2) the bid's price of the Participant exceeds the budgeted amount;

3) the Participant is in the list of unreliable potential suppliers (vendors) of the Holding and (or) in the Register of dishonest participants of state procurement.

33. The results of the Selection procedure shall be documented in the Minutes. The Minutes on the results of the Selection procedure shall be signed by the Chair and all present members of the Unified Commission/Commission.

34. The Minutes on the results of the Selection procedure should include the following information:

1) the venue and time of summing up results;

2) received proposals of the Participants;

- 3) rejected proposals of the Participants, reasons for rejection;
- 4) on the Participants recognized as compliant with the requirements specified in the Request for participation;
- 5) on the presence of discrepancies of the Participants with the requirements, in accordance with sub-items 1) -3) of item 31 of the Rules with justification of the reasons for the absence of the influence of these discrepancies on the quality and cost of audit services, the independence of the audit organization;
- 6) the winner of the Selection procedure;
- 7) the Participants who have taken the second and third places;
- 8) recommendations to the Authorized body upon determining the audit firm;
- 9) conclusion of the Unified Commission / Commission on the independence of the winner of the Selection procedure in relation to the Customer or Customers.
- 10) other information at the discretion of the Unified Commission/Commission.

35. Following the Selection procedures, the Unified Commission/Commission shall provide recommendations on determination of the audit firm to the relevant Authorized bodies to make the necessary decisions. At that, the Authorized body shall be provided with the following documents:

- 1) the executive summary indicating the results of the Selection procedure;
- 2) a copy of the Minutes on the results of the Selection procedure;
- 3) copies of the proposals of the Participants, who took 1st, 2nd, 3rd places.

36. In case of violations of current/conducted Selection procedure, the Unified Commission/Commission shall be obliged to cancel the results of the Selection procedure before the decision of the Authorized Body. At that, the Selection procedure should be re-conducted.

If violations are found after a decision was made by the Authorized Body on determining the audit firm, the Selection Commission shall provide a recommendation to the Authorized body to revise the decision.

37. The Secretary of the Unified Commission / Commission must notify the Participants of the Selection procedure in writing within 3 (three) working days from the date of the decision to cancel the results of the Selection procedure.

38. The Working body of the Unified Commission / Commission shall keep the documents on conducted Selection procedures.

Section 7. Procurement contract of services for the audit of financial statements

39. Based on the results of the Selection procedure, the Authorized Body of the Customer decides to determine the audit organization for the Customer's financial statements audit and the amount of payment for its services, based on which the Customer enters into an agreement with the Auditor.

40. The conclusion and execution of the contract with the Auditor on the procurement of audit of financial statements is carried out in accordance with the civil legislation of the Republic of Kazakhstan, internal regulatory documents of the Customer based on the decision of the Authorized body.

41. The scope of purchased audit services and related services, terms of services, cost of services and other norms of the contract concluded by the Customer and the Auditor must fully comply with the requirements provided for by the approved Request for participation.

42. The contract for the procurement of audit of financial statements of the Fund / Portfolio Company must provide for the obligation of the Auditor to provide the Fund and the Portfolio Company with information on the Auditor's current income from the provision of audit and non-audit services to the Portfolio Company group and the Fund's Group in the form and within the timeframes provided for by the Policy of "Samruk-Kazyna" JSC on the engagement of services of audit organizations. To determine the companies included in the Fund's Group, it is necessary to use the register of the Fund's Group companies, which must be obtained by the Auditor under the contract for the procurement of audit of financial statements concluded with the Fund / Portfolio Company.

In order to control the information received from the Auditor by the Fund, Portfolio Companies need to prepare and submit to the Fund information on the expenditures for audit and non-audit services provided by Audit organizations to the Portfolio Company group, in the form and within the time frame stipulated by the Policy of "Samruk-Kazyna" JSC on the engagement of services of audit organizations.

Information on the expenditures for audit and non-audit services provided by Audit organizations to the Portfolio Company group is submitted to the Fund:

- either by placing in the document library of the SAP BPC system ("Consolidated financial statements" window) by uploading the form, or
- by sending an official letter via the Fund's electronic document management system.

43. Amendments to the agreement with the Auditor do not require an additional decision of the Unified Commission / Commission in case of mutual consent of the Parties to the agreement in terms of a reasonable increase or a decrease in the volume of services, in accordance with the provisions of sub-item 4) of item 1 of the Standard.

Changes and additions to the agreement with the Auditor shall be recorded in the form of an additional written agreement to the agreement, which is an integral part of the agreement.

Section 8. Additional provisions

44. A legal entity, fifty percent of shares (participation interests) of which

belong to the Fund and fifty percent of shares (participation interests) belong to the Portfolio Company, shall carry out the Selection procedure in accordance with the Rules. The Working body of the Customer, which is subject to this clause, sends to the Portfolio Company, the activity of which is carried out in the same industry Segment² with the Customer, the necessary documents for the Selection procedure. The Working body of the parent organization of the Customer, for the purposes of this clause of the Rules, is the Working body of the Portfolio Company.

45. It is allowed to use the electronic document management system for collecting, processing, storing, transferring, searching and distributing documents within the framework of the Selection procedure. Electronic document corresponding to the requirements of the Law³ and certified by electronic digital signature of the person authorized to sign it, is equivalent to the document on paper.

46. In some cases, if it is impossible or inexpedient to hold in-person meetings of the Unified Commission / Commission, it is allowed to hold meetings using telephone, video and other types of communication. In the course of such meetings there should be audio and / or video recording.

Section 9. Mandatory requirements for audit organizations

47. An audit firm may be the Participant if it meets the requirements established by the legislation of the Republic of Kazakhstan on auditing firms.

48. The requirements for the Participants of the competition, established in accordance with the Rules, are the same for all Participants.

49. The audit firm is not entitled to participate in the Selection procedure in the cases specified in paragraph 1 of Article 31 of the Standard.

50. As part of the Selection procedure, the Participant must confirm its independence by submitting a corresponding statement in its official tender proposal for the provision of services, which includes information on the Participant's current income from the provision of audit and non-audit services to the Customer's group of companies, as well as the share of this income from the total income of the Participant.

In addition, during the period of the contract for the provision of audit services, the Customer's Auditor must annually provide information on the Auditor's current income (indicating future income from the concluded contracts) from the provision of audit and non-audit services:

for the Customer's group - to the Customer's Group's Audit Committee and / or the Customer's deputy chief executive in charge of financial reporting. Additional information is provided on the tenders of the Customer's group, where the Auditor participates or intends to participate as of the date of providing this information;

² In accordance with the Segment reporting of the Consolidated financial statements of Samruk-Kazyna JSC

³ The Law of the Republic of Kazakhstan "On Electronic Document and Electronic Digital Signature" dated January 7, 2003 N 370.

for the Fund's Group - the Fund Audit Committee and the Managing Director in charge of the Fund's financial reporting. Additional information is provided on the tenders of the Fund's Group, where the Auditor participates or intends to participate as of the date of providing this information.

To determine the companies included in the Fund's Group, it is necessary to use the register of the Fund's Group companies, which must be obtained by the Auditor under the contract for the procurement of audit of financial statements concluded with the Customer.

51. During the Selection procedures, a Unified Commission or the Commission necessarily shall give its opinion on the independence of the winner of the election procedure in relation to Customer / Customers.

Annex 1. Request for Proposal (standard)

Approved
by decision of the Unified Commission/Commission on auditor selection
of "Samruk-Kazyna" JSC
dated "____" _____ 20____
#_____

REQUEST FOR PARTICIPATION IN THE AUDITOR SELECTION PROCEDURE (hereinafter – the Request for Participation)

<Customer> invites you to take part in the Auditor Selection procedure to render audit services, details of which are given below:

a) information provided by the Customers and approved by the Unified Commission / Commission:

1. Name and address of Customers
2. Description of purchased audit and related services (reporting periods, the amount and nature of audit procedures)
3. Terms of services, including a draft schedule for the preparation and audit / review of reports, claimed for the audit or review by the Auditor with an indication of the expected terms of the audit reports issuance.
4. The amount allocated for the procurement of services of the audit organization is KZT _____ including VAT, KZT _____ excluding VAT.
5. List and contacts of the responsible officials of the Customers with whom participants have the right to meet in order to obtain information to prepare a formal offer of services.
6. General information about Companies, in respect of which the Selection procedure is taken, is given below. Authorized representatives of the potential participants can receive this information electronically or on paper at _____ in the period before "____" _____ 20____, after the signing of the Confidentiality Agreement.

Such information may include, but are not limited to:

- Description of activities and organizational structure of the Company (management structure);
- Number of employees;
- Structure of the Company as regards subsidiaries, joint ventures and associates'
- Brief description of business management information system used, accounting and reporting information system;
- Copies of annual financial statements and annual management reports for the last two years, or links to online resources where they are published;
- List of all the required mandatory reporting
- Audit history and contacts of current auditors.

7. Requirements for the official proposal for the provision of services on the basis of the standard document (Annex 4).

b) information provided by the Unified Commission or Commission:

1. Schedule of auditor Selection procedure with all necessary information (place, time, contacts of the responsible parties)
2. Requirements for the oral presentation of the proposal, such as duration or preferences regarding the format.

Official proposals for the provision of services from potential Participants are accepted at _____ in the period due "____" _____ 20____, "____" hours "____" min.

Annex 2. Evaluation sheet form (template)

Date _____

Full name of a Unified Commission/Commission member _____

Please describe below your overall view of the strengths and weaknesses of the Participant, and state your recommendations for choosing the winner.

	Strengths	Weaknesses	Occupied place
[Participant 1]	<ul style="list-style-type: none">•••	<ul style="list-style-type: none">•••	<ul style="list-style-type: none">•
[Participant 2]	<ul style="list-style-type: none">•••	<ul style="list-style-type: none">•••	<ul style="list-style-type: none">•
[Participant 3]	<ul style="list-style-type: none">•••	<ul style="list-style-type: none">•••	<ul style="list-style-type: none">•
[Participant N]	<ul style="list-style-type: none">•	<ul style="list-style-type: none">•	<ul style="list-style-type: none">•

Final recommendations and comments:

Name and signature of a Unified Commission/Commission member:

Annex 3. List of evaluation criteria (template)

Criteria
1. Approach to service provision <ul style="list-style-type: none">• Is an offer of services comprehensive and does it fully meet the requirements and needs of the Customer?• Does the Participant have a clear audit plan, which meets the terms of the customer? Is it enough time allocated for audit, including the time of a partner and project manager?• Does the Participant have an integrated approach to deal with the internal auditor?• Is there an effective and practical plan to change the Auditor (if applicable)?• Is the organization a globally integrated and does it have the resources to render services in different parts of the world?• Does the Participant have an adequate infrastructure (offices and representative offices) where the significant subdivisions of the Customer located?
2. Project team competence <ul style="list-style-type: none">• Does the Participant understand the scope of audit works and does it have sufficient resources to ensure the quality and deadlines of the audit (sufficient number of partners and other employees)?• Has it been presented a clear and adequate structure of the project team with clear distribution of roles and responsibilities of employees?• Do the key personnel (partners and senior staff) have qualifications and industry experience required for the Group (certificates and audit experience in the industry)?• Are at least half of the partners or persons who act as partners in the project the citizens of Kazakhstan?• Does the document contain a detailed description and evidence of industry experience of the firm and understanding of the impact of specific issues inherent in this type of business?
3. Service quality <ul style="list-style-type: none">• Has the Participant shown adequate procedures for the audit, including information exchange, work coordination and control? How will the non-standard critical issues be resolved?• Has the Participant shown adequate procedures to resolve the conflict of interest?• Has it been presented a clear mechanism for interaction with the Audit Committee, management and other key facilities of the Customer?• How effective are the mechanisms for feedback on very specific emerging technical issues (speed and quality)?• Are the special IT systems used to conduct the audit?
4. Seriousness of intentions and reputation <ul style="list-style-type: none">• How can we evaluate past experience in providing services by the Participant in terms of deadlines and quality (positive or negative)?• Has the Participant shown its competitive advantages?

- Have the representatives of the Participant shown enthusiasm and strong interest in cooperation?

5. Working hours and Service cost

Do working hours and service cost comply with the specified work volume?

Is the cost of services transparent?

6. Independence

- Are the statements and confirmations of the independence of the rendered services submitted by the Participant objective and consistent?
- Has the Participant presented effective procedures for compliance and monitoring the independence during the provision of audit services?

7. Additional advantages and services

- Does the Company offer any additional non-audit services within the audit contract?
- Are these services attractive and necessary for the Customer now or in the future?
- Do you think that the Customer will get some additional beneficial effect of audit services?

8. Oral presentation of the offer

- Was the presentation clear, well-organized and to the point, with the development and confirmation of the main ideas presented in the documentary offer?
- Did the presentation cover the additional issues raised during previous meetings, or as a result of the offer consideration?
- Does the presentation demonstrate understanding of the Customer's requirements, business knowledge and indicate whether the Customer will benefit from the services rendered?
- How effective were the answers given to specific questions, and how active was the participation of all the speakers?
- Does the culture of participants meet the culture of the Customer, is there mutual understanding and respect?

Annex 4. Requirements for the official tender proposal (standard)

It is mandatory to provide:

- an evidence and justification for the independence of the Participant from the Customer and any of its related parties and signed Conflict of Interest Information in accordance with the Corporate Standard for the Prevention of Conflict of Interest when attracting non-audit services for the Fund group;
- a compliance table to the requirements of the proposal with references to relevant sections and pages of the proposal;
- confirmation of compliance with the requirements for audit organizations to conduct an audit, in accordance with the legislation of the Republic of Kazakhstan.

Other useful information may be included in the official tender proposal at the discretion of the Participant..

1. General requirements

Participant must provide the following information:

- license to perform audit activities;
- the head of the audit organization must hold the Certificate of "Auditor" competency;
- the document confirming the membership of an accredited professional auditing organization;
- contract on compulsory insurance of civil liability of the auditor organization.
- industry experience, including hands-on experience in serving clients of a similar scale;
- list of the major clients in the industry;
- the scope of participation and interest of the audit organization in the provision of services to the industry in which the Customer operates.

2. Mandatory requirements for audit organizations.

An audit firm may be the Participant if it meets the requirements established by the legislation of the Republic of Kazakhstan on auditing firms.

Requirements for the Participants established in accordance with this Rules are the same for all Participants.

The audit firm is not entitled to participate in the Selection procedure if it is in the List of unreliable potential suppliers (vendors) of the Holding and (or) in the Register of dishonest participants of state procurement..

The Participant must confirm its independence by submitting a corresponding statement in its official tender proposal for the provision of services, which includes information on the Participant's current income from the provision of audit and non-audit services to the Customer's group of companies, as well as the share of this income from the total income of the Participant.

In addition, during the period of the contract for the provision of audit services, the Customer's Auditor must annually provide information on the Auditor's current income (indicating future income from the concluded contracts) from the provision of audit and non-audit services:

for the Customer's group - to the Customer's Group's Audit Committee and / or the Customer's deputy chief executive in charge of financial reporting. Additional information is provided on the tenders of the Customer's group, where the Auditor participates or intends to participate as of the date of providing this information;

for the Fund's Group - the Fund Audit Committee and the Managing Director in charge of the Fund's financial reporting. Additional information is provided on the tenders of the Fund's Group, where the Auditor participates or intends to participate as of the date of providing this information.

To determine the companies included in the Fund's Group, it is necessary to use the register of the Fund's Group companies, which must be obtained by the Auditor under the contract for the procurement of audit of financial statements concluded with the Customer.

3. Description of the team of the audit organization to provide audit services to the Customer

Please present detailed information on the following points:

- work group composition proposed on the project, including the general partners and managers;
- their roles and responsibilities in performing the task;
- qualification and relevant experience, including experience in conducting similar audits of the clients;
- minimum amount of hours per year on projects occupied by each of the project managers;
- commitment in relation to plan to change the Auditor and succession of the staff working on the project;
- commitments in relation to planning the change of auditors and succession of personnel working on the project;
- commitment to the professional development of employees;
- other resources and a detailed description of services offered;
- list and coverage of the involved local offices.

4. Audit approach

Please present detailed information on the following points:

- audit methodology and strategy in relation to the characteristics and requirements of the Customer;
- work coordination and controls;
- timing of the audit;
- approach to working with management and members of the Audit Committee;

- approach to the interaction with the internal audit services (if any);
- approach to dealing with tax issues;
- approach and methods to solve complex and non-standard technical accounting issues;
- commitments to continual audit improvement and efficiency.

5. Change of Auditors

If applicable, please provide a plan to change auditors, namely, the requirements for the procedures of studying the results of previous audits and proposals to ensure smooth operation.

6. Quality of services and conflict of interests

Please present detailed information on the following points:

- overall approach to quality of services and customer relationship management;
- potential conflicts and approaches to their resolution (including a description of the work performed for competitors);
- approach to the partner rotation and succession planning of project team members;
- description of the system of quality control and evaluation of customer satisfaction.

7. Working time and cost of services

Cost of services shall be provided in a separate document and should include the following:

- man-hours and fixed rates on the proposed audit services, audit services on obligatory and other reporting;
- mechanism for determining the cost of the audit for the first and subsequent years;
- method of calculating the cost of services;
- proposed timetable for payment of bills, as well as the flexibility of the process.

8. Other additional services within the audit services

- describe the experience and resources available to render other services, within provided price offer, potentially interesting for the organization.