 КазМұнайГаз <small>NATIONAL COMPANY ҚАЗАҚСТАН РЕСПУБЛИКАСЫНЫҢ</small>		Joint Stock Company "National Company "KazMunayGas"	
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Developed by: A.M Seksenbaeva <hr/> O.N. Nechaeva <hr/> « ____ » _____ 2026		Checked by: D.V. Sharipov <hr/> « ____ » _____ 2026	Approved by the resolution of the Board of Directors of NC "KazMunayGas" JSC dated 20 March 2026 Minutes No.4/2026, item No.4

1. General Provisions

1.1. These Regulations on the Audit Committee of the Board of Directors of NC "KazMunayGas" JSC determine the procedure for the formation, status, competence, composition, procedure for the activities and functions of the Committee, the procedure for convening and holding its meetings, the execution of its decisions, as well as the rights and responsibilities of the Committee members.

1.2. The following concepts and definitions are used in the Regulations:

Law on JSC – the Law of the Republic of Kazakhstan "On Joint Stock Companies";

Law on the Fund – the Law of the Republic of Kazakhstan "On the Sovereign Wealth Fund";

Fund – Joint Stock Company "Sovereign Wealth Fund "Samruk -Kazyna";

KMG / Company – Joint Stock Company "National Company "KazMunayGas";

Committee – the Audit Committee of the Board of Directors of KMG;

Code – Corporate Governance Code of Joint Stock Company "National Company "KazMunayGas";

Regulations – the Regulations on the Audit Committee of the Board of Directors of KMG;

The Company's Management – the Chairman and members of the KMG Management Board, CEO-1 level executives;


RK – the Republic of Kazakhstan;

CEO-1 – the management level below the position of the Chairman of the Management Board (CEO) in accordance with the organizational structure of KMG (Deputy Chairmen of the Management Board, Chief of Staff, Directors of the Departments directly reporting to the CEO);

Charter – the Charter of Joint Stock Company "National Company "KazMunayGas";

An expert – an individual who has the knowledge, experience and powers necessary for the activities of the Committee, who is involved in the activities of the Committee on a permanent, free of charge basis, to consider all issues on the Committee's agenda and provide expert opinions or recommendations at the request of the Committee members;

An external expert – an individual or legal entity having the knowledge, experience, and authority necessary for the Committee's activities, who is engaged in

 ҚазМұнайГаз <small>NATIONAL COMPANY ҚАЗАҚСТАН РЕСПУБЛИКАСЫНЫҢ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 2 of 41

the Committee’s activities on a remunerated basis for a specified period of time to consider specific issues and provide recommendations or expert opinions.

1.3. These Regulations are an internal document of KMG and has been developed in accordance with the Law on Joint-Stock Companies, the Charter, the Code, the Regulations on the Board of Directors of KMG, the Rules for Document Management in KMG and other internal documents of KMG.

1.4. The Committee is a body reporting to the KMG Board of Directors and entrusted with overall responsibility for the Company’s approach to risk management and internal control, as well as ensuring the proper protection of the interests of KMG shareholders with respect to financial reporting and internal control. The Committee is established by the KMG Board of Directors to provide a more in-depth and thorough review of external and internal audit, risk management, and internal control issues, as well as compliance issues, compliance with the requirements of the legislation of the Republic of Kazakhstan, and other regulatory requirements of the Company, and to conduct a detailed analysis and develop recommendations on a range of issues within the Committee’s competence in accordance with these Regulations.

1.5. The Committee reports to the Board of Directors of KMG and operates within the powers granted to it by the Board of Directors of KMG and these Regulations.

1.6. The Committee has the right to consider and make decisions within its competence both on issues submitted for consideration to the Board of Directors of KMG and on other issues.


1.7. In its activities, the Committee is guided by the legislation of the Republic of Kazakhstan, including the Law on JSC, the Law on the Fund, the requirements of the Exchanges on which the Company’s shares are traded: Astana International Exchange (AIX) and Kazakhstan Stock Exchange JSC (KASE), the Charter, decisions of the General Meeting of Shareholders of KMG, the Regulations on the Board of Directors of KMG, these Regulations and other internal documents of the Company, as well as documents of the Fund that apply to the Company.

1.8. The Committee’s activities are based on the principles of professionalism, reasonableness, prudence, honesty and objectivity, efficiency, and responsibility.

1.9. The members of the Committee perform their functional duties and adhere to the following principles in their activities:

- 1) act within the limits of their authority;
- 2) devote sufficient time to participation in and preparation for the Committee meetings;
- 3) contribute to the growth of long-term value and sustainable development of the Company;
- 4) maintain high standards of business ethics;
- 5) avoid conflicts of interest;
- 6) act with due skill.

2. Objectives, tasks and functions of the Committee

 КазМунайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 3of 41

2.1. The Committee acts in the interests of KMG’s shareholders and the Company, and its work is aimed at assisting the KMG Board of Directors on issues of:

- 1) establishing an effective system of control over the financial and economic activities of KMG (including the completeness and reliability of financial reporting);
- 2) control over the reliability and effectiveness of KMG’s internal control and risk management systems, as well as over the implementation of documents in the area of corporate governance;
- 3) control over the independence of external and internal audit, as well as the process of ensuring compliance with the legislation of the Republic of Kazakhstan;
- 4) other issues in accordance with the requirements of this Regulation.

2.2. The Committee, in accordance with the established procedure, performs the following functions:

1) on financial reporting issues:

a) agrees on the standard form of the report on the assessment of the financial reporting process of KMG;


b) considers and informs the Board of Directors of KMG on material matters of KMG’s financial statements and the judgments made in connection with the preparation of KMG’s financial statements, taking into account matters brought to its attention by KMG’s external auditor and KMG’s interim reports;

c) discusses with the Company’s Management and the external auditor of KMG the financial statements of KMG, as well as the validity and acceptability of the financial reporting principles used by KMG, significant estimated indicators in the financial statements of KMG and significant adjustments to the financial statements of KMG.

The responsibility for the preparation of complete and reliable financial statements of KMG and the disclosure of information in accordance with accounting standards and other regulatory acts lies with the Company’s Management, and the Company’s Management informs the Committee about the methods used to account for material or other transactions for which different accounting approaches exist;

d) Taking into account the opinion of KMG’s external auditor on KMG’s financial statements, considers whether the Company has adopted appropriate accounting policies and whether the Company has, where necessary, made appropriate estimates and judgments. The Committee verifies the completeness of disclosures in KMG’s financial statements and also considers the correct presentation of disclosed information in context.

In exercising its functions on financial reporting matters, the Committee assumes that, in accordance with auditing standards, KMG’s external auditor is required to communicate to the Committee any information that, in the opinion of KMG’s external auditor, may be relevant for KMG’s Board of Directors and the Committee (in the context of fulfilling their responsibilities in accordance with the Code) in order to understand the basis and evidence on which KMG’s external auditor relies when making significant professional judgments during the audit and forming an opinion on KMG’s financial statements.

 ҚазМұнайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 4 of 41

If, based on the results of the audit, the Committee expresses dissatisfaction with any aspect of KMG’s financial statements, the Committee shall inform KMG’s Board of Directors thereof;

e) discusses with the Company’s Management, external and internal auditors of KMG the significant principles of KMG’s accounting policies, as well as any proposed (anticipated) changes in KMG’s accounting policies and how such changes will affect the content of KMG’s financial statements;

f) preliminarily approves the Accounting Policy of KMG, as well as amendments to the Accounting Policy of KMG;

g) considers any material disagreements between KMG’s external auditor and the Company’s Management regarding KMG’s financial statements;

h) preliminarily approves the annual audited consolidated financial statements of KMG and the audited separate financial statements of KMG for the reporting year. In doing so, the Committee also reviews the relevant information presented with KMG’s financial statements, including the strategy report and reports in the area of corporate governance, audit, and risk management;

i) approves the interim condensed consolidated financial statements (nonaudited) of KMG for three, six and nine months of the reporting year;

j) assesses the risks to the quality and effectiveness of KMG’s financial reporting process, particularly taking into account communications between KMG’s external auditor and the Committee;

k) makes appropriate recommendations to the Management Board of the Company, or to the structural divisions of the Company supervising certain areas of activity, or recommends that the Board of Directors of KMG issue instructions to the Management Board of the Company on matters of KMG’s financial reporting;

2) on corporate governance issues:

a) studies best practices in corporate governance and develops recommendations on which of them are applicable to KMG;

b) reviews current corporate governance practices of KMG;


c) preliminarily considers the issue of engaging an external consultant to conduct a diagnostic of KMG’s corporate governance (assessing the compliance of KMG’s current corporate governance practices with the best corporate governance practices applicable to KMG), as well as the technical specifications for the procurement of consulting services to conduct a diagnostic of KMG’s corporate governance;

d) reviews the results of the KMG corporate governance diagnostics;

e) preliminarily approves documents and (or) plans for improving corporate governance in KMG;

f) preliminarily reviews reports on the implementation of documents and (or) plans for improving KMG’s corporate governance;

g) reviews the Report on compliance / failure to comply with the principles and provisions of the Code based on the results of the reporting year;

 ҚазМұнайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 5of 41

h) approves the Action Plan for the implementation of the recommendations of the external independent evaluation of the Internal Audit Service of KMG;

i) hears the report on the implementation of the action plan for the implementation of the recommendations of the external independent assessment of the Internal Audit Service of KMG;

j) provides assistance to the Board of Directors of KMG in matters of improving corporate governance practices in KMG;

k) considers issues of financial and economic activities of KMG’s subsidiaries and dependent companies, as well as information on the financial status of the companies of the Company’s group and the ability of these companies to receive financing and make payments to the oil producing companies of the Company’s group, and formulates recommendations for the KMG Board of Directors;

l) considers issues of improving the efficiency of the KMG group of companies and formulates recommendations for the KMG Board of Directors;

m) reviews internal documents of KMG related to the activities of the KMG Board of Directors and formulates recommendations for the KMG Board of Directors;

n) makes appropriate recommendations to the Management Board of the Company, or to the structural divisions of the Company supervising certain areas of activity, or recommends that the Board of Directors of KMG issue instructions to the Management Board of the Company on issues of improving corporate governance;


3) on issues of internal control and risk management:

a) formulates recommendations for the Board of Directors of KMG on issues of implementing a culture of proper risk management in the Company;

b) formulates recommendations for the Board of Directors of KMG on issues of determining the principles and approaches to organizing the risk management and internal control system of KMG, based on the objectives and taking into account the best practices in the field of risk management and internal control systems;

The Company’s Management bears ongoing responsibility for risk management and internal control systems, including financial control, which are an integral part of the Company’s day-to-day business processes. Within the scope of its authority, the Committee oversees this function and reviews these systems, including preliminary reviews of the Company’s Management reports on the effectiveness of KMG’s current risk management and internal control system, as well as the results of any audits conducted by KMG’s internal or external auditors.

c) formulates recommendations for the KMG Board of Directors on the approval of, and amendments to, the KMG’s internal documents defining the principles and approaches to organizing an effective risk management and internal control system, demonstrating the Company’s commitment to best practices in risk management and internal control. When reviewing the Company’s internal documents in the area of risk management and internal control, the Committee is guided by the documents adopted by the Fund regulating risk management and internal control issues;

 ҚазМұнайГаз <small>NATIONAL COMPANY ҚАЗАҚСТАН РЕСПУБЛИКАСЫНЫҢ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 6 of 41

d) formulates recommendations for the Board of Directors of KMG on issues of the organization, functioning and effectiveness of the risk management and internal control system of the Company, as well as, if necessary, recommendations for its improvement;

e) carries out an analysis of the internal financial control mechanisms of the Company, that is, systems created to identify, assess, manage and monitor the financial risks of the Company;

f) considers and formulates recommendations for the Board of Directors of KMG on the issue of approving reports on key (including financial) risks of KMG, their analysis from the point of view of the impact on the strategy and business plan of the Company;

g) analyzes the reports of KMG’s external and internal auditors on the status and effectiveness of the Company’s internal control and risk management systems;

h) assesses the level of confidence in KMG’s risk management and internal control systems, including internal financial controls, as well as their sufficiency for a positive conclusion by KMG’s Board of Directors on the effective functioning of such systems;

i) monitors and provides appropriate recommendations to the KMG’s structural unit responsible for risk management, or recommends that the KMG Board of Directors issue instructions to the Company’s Management Board regarding the timely provision of documentation on key risk management;

jk) exercises control and supervision over the implementation of recommendations of KMG’s internal and external auditors in relation to internal control systems, including internal financial control and risk management;

k) attracts additional external resources to the KMG Internal Audit Service to test internal controls if there are concerns related to the low effectiveness of internal controls;

l) holds regular meetings with the Company’s Management to provide feedback on risk reports, review significant risks and control issues, and relevant KMG risk management and internal control plans;


m) preliminarily approves KMG’s policies and procedures on internal control and risk management systems;

n) analyzes the results and quality of implementation of measures (corrective steps) developed by KMG to improve the internal control and risk management system;

o) considers and formulates recommendations for the Board of Directors of KMG on issues of approval of the KMG’ risk register, risk map and action plan for critical risk management, KMG’s overall risk appetite, tolerance levels for each key risk of KMG, and the establishment of limits for limiting the level of accepted risks;

p) formulates recommendations for the Board of Directors of KMG on issues of risks in the area of sustainable development;

q) approves the KMG’s business continuity plan;

 ҚазМұнайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 7 of 41

r) considers issues related to establishing internal limits of KMG on balance sheet and off-balance sheet liabilities for counterparty banks and formulates recommendations for the Board of Directors of KMG;

s) considers issues of the effectiveness of internal controls in KMG’s subsidiaries and dependent organizations and formulates recommendations for the KMG Board of Directors;

t) except in cases where the relevant issue is considered directly by the KMG Board of Directors, the Committee considers and formulates recommendations to the KMG Board of Directors regarding the disclosure of information in the KMG Annual Report regarding internal control and risk management systems;

u) makes relevant recommendations to the Management Board of the Company, or to the structural divisions of the Company supervising certain areas of activity, or recommends that the Board of Directors of KMG issue instructions to the Management Board of the Company on matters of risk management and internal control;

4) on issues of external audit:

a) considers issues related to the appointment and change of KMG’s external auditor and formulates recommendations for KMG’s Board of Directors on this issue;

b) develops recommendations on issues of approval / amendment of the Company’s policy on attracting the services of audit organizations, taking into account the ethical standards and requirements of the legislation of the Republic of Kazakhstan;

c) ensures receipt from KMG’s external auditor of a list of all related services that KMG’s external auditor provides (plans to provide) to KMG and discusses it with KMG’s external auditor. Assesses the compatibility of such related services with the auditor’s independence. Recommends that KMG’s Board of Directors take measures to ensure the independence of KMG’s external auditor;

d) permits/disallows the provision of related non-audit services by KMG’s external auditor. The Committee’s objective is to ensure that such services are provided without compromising the independence or objectivity of KMG's external auditor.

In the context of non-audit services, the provision of which is permitted by the legislation of the Republic of Kazakhstan, the Committee applies its own judgment with respect to the provision of such services, including an assessment of:


1) threats to independence and objectivity created by the provision of such services and any safeguards taken to eliminate or reduce such threats to a level at which they will not compromise the independence and objectivity of the auditor;

2) the nature of non-audit services;

3) the compliance of the skills and experience of the audit organization with the requirements of the most suitable provider of non-audit services;

4) existing or future expenses for non-audit services, both individually and in aggregate, in relation to the audit fee, including special terms (for example, contingent fee agreements);

5) criteria governing the remuneration of persons performing the audit.

 КазМунайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 8 of 41

The Committee is guided by the provisions of the Company’s policy on engaging the services of audit firms, which defines the types of non-audit services for which the engagement of KMG’s external auditor may be authorized. Reporting on the provision of non-audit services by the external auditor must include both services subject to prior approval by the Committee and those that have been approved by the Committee, as well as services subject to prior approval by the Committee but not approved by it, but which were nevertheless rendered.

The Committee determines approaches to assessing the presence of any direct or significant influence on the audited financial statements of the Company as a result of the provision of non-audit services, to assessing the level and justification of such influence on the financial statements of the Company, as well as to assessing the independence of the external auditor of KMG;

e) preliminarily approves the essential terms of the draft agreement (contract) with KMG’s external auditor for the audit of KMG’s annual financial statements;

f) at the beginning of each annual audit cycle, discusses with KMG’s external auditor the audit plan and the extent to which the proposed plan and scope of the audit meet the needs of KMG’s shareholders and the KMG Board of Directors. The Committee analyzes the alignment of KMG’s external auditor’s overall work plan (including planned materiality levels and proposed resources for implementing the audit plan) with the scope of the audit engagement, taking into account the length of service, qualifications, and experience of the audit team.

The Committee also conducts a preliminary discussion of the audit plan without the participation of KMG’s external auditor in order to identify factors that may affect the quality of the audit, and then discusses them with KMG’s external auditor;


g) considers, together with the external auditor of KMG, the results of annual and interim audits, including information from the Company’s Management on the results of audits, the letters from the external auditor of KMG to the Company’s Management, prepared by the external auditor of KMG on the results of audits of KMG’s financial statements;

h) holds, at least once every six months, meetings with the external auditor of KMG, without the participation of representatives of the Company’s Management;

i) develops recommendations on the amount of remuneration of the external auditor of KMG;

j) preliminarily reviews action plans/measures for the implementation of the recommendations of the external auditor of KMG, contained in the letters of the external auditor to the Company’s Management, prepared by the external auditor of KMG based on the results of audits of the financial statements of KMG, and also hears reports on the implementation of such action plans/measures for the implementation of the recommendations of the external auditor of KMG;

k) considers key audit matters on its own initiative, without relying solely on the work of KMG’s external auditor. The Committee determines what information and assurances are necessary for the Committee to properly perform its functions of reviewing, monitoring, and providing assurance or recommendations to KMG's Board

 ҚазМұнайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 9 of 41

of Directors regarding the audit, and, if any gaps exist, determines how to address them. In doing so, the Committee ensures that the sources of such information and evidence are sufficient and objective;

l) annually evaluates and informs the KMG Board of Directors on the qualifications, experience, resources, and independence of KMG’s external auditor, as well as on the effectiveness of the audit process, and, if necessary, formulates recommendations for submitting a proposal to KMG's shareholders for the re-election of KMG’s external auditor. Such evaluation shall cover all aspects of the audit services provided by KMG’s external auditor and shall include receiving a report on KMG’s external auditor’s internal quality control procedures and reviewing KMG’s external auditor’s annual transparency reports;

m) in the event of a refusal by KMG’s external auditor to provide the Company with the services of an external auditor, it shall study the reasons that led to such refusal and consider the need to take appropriate measures;

n) annually assesses the independence and objectivity of KMG’s external auditor, taking into account the requirements of the legislation of the Republic of Kazakhstan, the Company’s internal documents, the Fund’s documents applicable to the Company, ethical standards, and other professional requirements. The Committee also reviews the annual reports submitted by KMG’s external auditor and discusses with KMG’s external auditor threats to its independence and the safeguards applied by KMG’s external auditor to mitigate such threats. This assessment includes a review of the interaction between the Company and KMG's external auditor, including interactions within the group and with entities included in KMG's external auditor’s group, as well as any safeguards established by KMG’s external auditor. The Committee considers how such relationships as a whole, taking into account the opinions of KMG’s external auditor, the Company’s Management, and KMG’s Internal Audit Service, impact the independence and objectivity of KMG’s external auditor.

The Committee monitors the compliance of KMG’s external auditor with the requirements of ethical standards, the level of remuneration paid by the Company, and the compliance of KMG’s external auditor with other regulatory requirements.

The Committee annually requests information from KMG’s external auditor on the policies and procedures of KMG’s external auditor to maintain independence and comply with relevant requirements, including with respect to the rotation of audit partners.

The Committee coordinates with the KMG Board of Directors the Company’s policy regarding the employment of former employees of KMG’s external auditor, taking into account ethical standards and the requirements of Kazakhstani legislation, paying particular attention to the policy regarding former employees of KMG’s external auditor who previously served on the audit team and were hired directly by the Company. The Committee monitors the application of this policy, as well as the number of former employees of KMG’s external auditor holding management positions within the Company, and conducts an analysis for any infringement or signs

 ҚазМұнайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 10 of 41

of infringement of the independence and objectivity of KMG’s external auditor during the audit.

o) reviews the results of work of the KMG’s external auditor and the audit report in a timely manner. During the review of the external auditor’s work results, the Committee shall:

1) discuss with KMG’s external auditor the main issues that arose during the audit and were subsequently resolved, as well as issues that remained unresolved;

2) request explanations from KMG’s external auditor on how KMG’s external auditor has eliminated previously identified risks in relation to the quality of the audit;

3) evaluate the evidence obtained for each area requiring significant judgment and analyze the key accounting and auditing judgments;

4) request the opinion of KMG’s external auditor on interaction with the Company’s Management and employees of KMG’s financial unit;

5) analyze the errors identified during the audit, receives explanations from the Company’s Management and, if necessary, from KMG’s external auditor regarding the reasons why any errors cannot be corrected;

p) analyzes and monitors the response of the Company’s Management to the findings and recommendations of KMG’s external auditor. The Committee also reviews assurance letters from KMG’s external auditor prior to signing, paying particular attention to non-standard matters for which such assurances are requested. In doing so, the Committee evaluates the completeness and relevance of the information provided based on its own competencies;

q) evaluates the effectiveness of the external audit process. Assessing the quality of external audit in the specific operating conditions of the Company requires consideration of the mentality and culture, skills and knowledge, quality control, and judgment, including the auditors’ reliability and insight in forming key judgments, responses to the Committee’s questions, and, where necessary, comments regarding the Company’s internal control system.


In assessing the effectiveness of the external audit process, the Committee:

1) requests from KMG’s external auditor clarifications regarding the identified risks in relation to the quality of the audit and ways to eliminate them;

2) discusses with KMG’s external auditor key control measures at the level of the audit firm and the companies included in KMG’s external auditor group, on which KMG’s external auditor relies to address identified risks to audit quality, and requests information on the results of internal and external reviews of the audit process and the audit firm;

3) verifies the implementation by KMG’s external auditor of the agreed audit plan and considers the reasons for any changes, including changes in expected audit risks and the measures taken by KMG’s external auditor to address such risks;

4) receives feedback on the audit performance from key participants in the audit process, for example, from the Deputy Chairman of the KMG Management Board (in the area of economics and finance) and the head of the KMG Internal Audit Service;

 КазМұнайГаз <small>NATIONAL COMPANY ҚАЗАҚСТАН РЕСПУБЛИКАСЫНЫҢ ҰЛТТЫҚ КӨМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 11 of 41

5) reviews the content of the letter from the external auditor to the Company’s Management and monitors other interactions with the Committee in order to assess whether the said interactions are based on a proper understanding of the Company’s activities, as well as to determine whether the recommendations of KMG’s external auditor have been implemented and, in the event of non-implementation of these recommendations, to identify the reasons for such non-implementation;

r) provides relevant recommendations to the Management Board of the Company, or to the structural divisions of the Company supervising certain areas of activity, or recommends that the Board of Directors of KMG issue instructions to the Management Board of the Company on matters of external audit;

5) on internal audit issues:

a) oversees the activities of KMG’s Internal Audit Service and makes recommendations to KMG’s Board of Directors regarding the role and powers of KMG’s Internal Audit Service. KMG’s Board of Directors may require objective assurance and advice on risk and control issues. Such assurance and advice may be provided by an adequately resourced internal audit function.

The Committee ensures that the KMG Internal Audit Service has the appropriate scope of authority, the necessary resources and access to information, and that the KMG Internal Audit Service is properly equipped to perform the functions of the KMG Internal Audit Service in accordance with the established professional standards of internal auditors.


The KMG’s Internal Audit Service has access to the Committee and the Chairman of the KMG Board of Directors, as necessary, and the Committee ensures the appropriate level of subordination of the KMG Internal Audit Service in order to ensure the independence of the KMG Internal Audit Service from the Management Board of the Company and, consequently, the ability to exercise independent judgment;

b) makes proposals to the Board of Directors of KMG on the number of members, the term of office of the Internal Audit Service of KMG, the appointment of its head and employees, as well as the early termination of their powers, and the operating procedures of the Internal Audit Service of KMG;

c) makes proposals to the Board of Directors of KMG on the amounts and conditions of remuneration and bonuses for the head and employees of the Internal Audit Service of KMG, and the qualification requirements for the head and employees of the Internal Audit Service of KMG;

d) develops recommendations on the setting and approval of goals, as well as motivational key performance indicators of the head of the KMG Internal Audit Service for the reporting period, and their implementation based on the results of the reporting period;

e) preliminarily approves the regulations on the KMG Internal Audit Service, the Internal Audit Organization Guidelines, internal audit policies, procedures, and other documents regulating the activities of the KMG Internal Audit Service, as well as amendments and additions thereto. The Committee regularly reviews the regulations

 ҚазМұнайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 12 of 41

on the KMG Internal Audit Service to ensure that they meet the current needs of the Company;

f) preliminarily approves the candidacies of heads and employees of internal audit services in KMG’s subsidiaries and dependent organizations, and also submits proposals for the early termination of their powers, in the event that they do not have boards of directors (Supervisory Boards) and audit committees;

g) preliminarily approves the internal audit policies and procedures of KMG’s subsidiaries and dependent organizations, in the event that they do not have boards of directors (supervisory boards) and audit committees;

h) preliminarily approves the annual/long-term audit plan, the strategic plan of the KMG Internal Audit Service, the structure, staffing levels, and approves the budget (cost estimate) of the KMG Internal Audit Service.

The Committee ensures the development of the annual audit plan of the KMG Internal Audit Service, taking into account key risks. activities of the Company. The Committee pays special attention to areas where there may be duplication of functions between the risk management, compliance, financial management, internal and external audit departments, and monitors the interaction of these departments in order to ensure their coordination and effective functioning in order to avoid duplication of functions;

i) hears the results of external and internal periodic self-assessments of the KMG Internal Audit Service after their completion;

j) preliminarily reviews the reports of the KMG Internal Audit Service, which present in a general format the results of the work and the most significant audit comments, and also hears the reports of the KMG Internal Audit Service on the implementation of the annual audit plan;


k) considers the issue of existing limitations that impede the effective performance of the assigned tasks by the KMG Internal Audit Service and facilitates the elimination of such limitations;

l) holds, at least once per quarter, meetings with the head of the KMG Internal Audit Service without the participation of representatives of the Company’s Management;

m) conducts a preliminary assessment of the effectiveness of the activities of the Internal Audit Service of KMG.

When assessing the effectiveness of KMG's Internal Audit Service, the Committee ensures that the quality, experience, and qualifications of its employees meet the Company’s operational needs. The Committee also reviews the measures taken by the Company's Management to implement the recommendations of KMG's Internal Audit Service and assesses the extent to which such measures contribute to the effective operation of KMG’s Internal Audit Service.

During the evaluation of the effectiveness of the Internal Audit Service KMG Committee:

 ҚазМұнайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 13 of 41

1) holds a meeting with the head of the Internal Audit Service of KMG without the participation of the Company’s Management to discuss the effectiveness of the Internal Audit Service KMG;

2) reviews and evaluates the implementation of the annual audit plan of the KMG Internal Audit Service;

3) receives a report on the results of the activities of the auditors of the Internal Audit Service of KMG;

4) monitors and evaluates the role and effectiveness of the KMG Internal Audit Service as a whole in the context of the Company’s risk management system.

The Committee also considers the advisability of conducting an independent audit of the effectiveness and internal audit processes of the Company;

n) initiates, where necessary, independent audits (assessments) of matters of interest by the KMG Internal Audit Service. If the KMG Management Board requires that the KMG Internal Audit Service conduct an independent audit (assessment) of a matter of interest, the Chairman of the KMG Management Board shall apply to the Committee for preliminary approval to carry out such independent audit (assessment);

o) provides relevant recommendations to the KMG Internal Audit Service, the Management Board of the Company, the KMG Compliance Service, or the structural divisions of the Company supervising certain areas of activity, or recommends that the KMG Board of Directors issue instructions to the KMG Internal Audit Service, the KMG Compliance Service, the Management Board of the Company on matters of internal audit;

6) on compliance issues


a) oversees the activities of the KMG Compliance Service;

b) makes proposals to the KMG Board of Directors on the number of members, the term of office of the KMG Compliance Service, the appointment of its head and employees, as well as the early termination of their powers, and the operating procedures of the KMG Compliance Service;

c) makes proposals to the Board of Directors of KMG on the amounts and conditions of remuneration and bonuses for the head and employees of the KMG Compliance Service, and the qualification requirements for the head and employees of the KMG Compliance Service;

d) develops recommendations on the setting and approval of goals, as well as motivational key performance indicators of the head of the KMG Compliance Service for the reporting period, and their implementation based on the results of the reporting period;

e) preliminarily approves the regulations on the KMG Compliance Service, compliance policies, procedures and other documents regulating the activities of the KMG Compliance Service, as well as amendments and additions to them, ensures the independence of the KMG Compliance Service from the KMG Management Board;

 ҚазМұнайГаз <small>NATIONAL COMPANY ҚАЗАҚСТАН РЕСПУБЛИКАСЫНЫҢ ҰЛТТЫҚ КӨМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 14 of 41

f) preliminarily approves the compliance policies and procedures of KMG’s subsidiaries and dependent organizations, in the event that they do not have management bodies and audit committees;

g) preliminarily approves the annual work plan of the KMG Compliance Service;

h) preliminarily reviews the reports of the KMG Compliance Service, which present in a generalized format the results of the work and the most significant comments;

i) considers the issue of existing restrictions that impede the effective implementation of the assigned tasks KMG Compliance Service, and contributes to the elimination of such restrictions;

j) conducts a preliminary assessment of the activities of the KMG Compliance Service;

k) initiates independent inspections (assessments) of issues of interest by the KMG Compliance Service, where necessary;

l) pre-approves confidential reporting procedures regarding financial reporting, internal control, risk management and ethical issues;

m) considers issues of insider information management and other compliance matters, including, but not limited to, matters related to the findings and recommendations of the KMG Internal Audit Service;

n) monitors the operation of confidential information mechanisms, and develops recommendations to the Board of Directors of KMG on holding the Company’s Management accountable in the event of non-compliance or ineffectiveness of these mechanisms;

o) hears reports on the “confidential reporting hotline” and brings information about material violations to the attention of the Board of Directors of KMG;


p) provides relevant recommendations to the KMG Compliance Service, the KMG Internal Audit Service, the Management Board of the Company, or the structural divisions of the Company supervising certain areas of activity, or recommends that the KMG Board of Directors issue instructions to the KMG Compliance Service, the KMG Internal Audit Service, the Management Board of the Company on compliance matters;

7) on issues of compliance with the legislation of the Republic of Kazakhstan:

a) evaluates the effectiveness of KMG’s internal procedures designed to ensure KMG’s compliance with the legislation of the Republic of Kazakhstan;

b) receives and studies reports from authorized bodies (including tax authorities), external and internal auditors, and the Management of the Company on issues of compliance with the legislation of the Republic of Kazakhstan;

c) makes proposals on the hotline procedure, through which KMG employees can, on a confidential basis or anonymously, submit information on suspected violations of the legislation of the Republic of Kazakhstan or abuses, including those related to the completeness and reliability of KMG’s financial statements, as well as proposals on the procedure for considering and responding to such requests;

 ҚазМұнайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC
ISU Regulations	page 15 of 41

d) develops, as necessary, recommendations to the Board of Directors of KMG on conducting special investigations (inspections), including with the involvement of independent consultants (experts);

e) based on information provided by the Company’s Management, the KMG Compliance Service, and the KMG Internal Audit Service, analyzes and summarizes cases of fraud and assesses the adequacy of measures taken by the KMG Management Board to prevent future fraud;

f) considers information on investigations and/or inspections conducted by government agencies in relation to KMG’s subsidiaries and/or dependent organizations and/or their employees in connection with corruption offenses and/or crimes;

g) provides relevant recommendations to the KMG Compliance Service, the KMG Internal Audit Service, the Management Board of the Company, or the structural divisions of the Company supervising certain areas of activity, or recommends that the KMG Board of Directors issue instructions to the KMG Compliance Service, the KMG Internal Audit Service, the Management Board of the Company on matters of ensuring compliance with the legislation of the Republic of Kazakhstan;

8) on issues of non-financial reporting:


a) regularly, but not less than once a year, reports to the Board of Directors of KMG on its activities;

b) prepares information on the results of the Committee’s work for inclusion in the report of the Board of Directors of KMG and disclosure in the report to KMG shareholders as part of the Company’s Annual Report;

c) formulates recommendations for the KMG Board of Directors on the approval of the Company's Annual Report and, at the request of the KMG Board of Directors, provides the KMG Board of Directors with information on whether the Company's Annual Report (including the Company’s financial statements) is , as a whole, reliable, balanced and understandable so that the KMG Board of Directors can provide an opinion that the Company's Annual Report contains the information necessary for KMG's shareholders to assess KMG's position and performance, its business model and its strategy. In order to assist the KMG Board of Directors in preparing such an opinion, the Committee, in the course of its analysis, evaluates whether the information presented in KMG’s Annual Report corresponds to the information presented in KMG's financial statements;

d) considers other reports (statements) containing financial information (for example, material financial reports for regulatory authorities and the publication of information affecting the share price), if such reports (statements) require approval by the Board of Directors of KMG in accordance with established requirements for the timely submission of reports or requirements regarding disclosure of information and transparency;

9) on issues of interested party transactions:

 КазМұнайГаз <small>NATIONAL COMPANY ҚАЗАҚСТАН РЕСПУБЛИКАСЫНЫҢ ҰЛТТЫҚ КӨМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 16 of 41

a) formulates recommendations for the KMG Board of Directors on matters relating to the conclusion of interested-party transactions, submitted for consideration by the KMG Board of Directors;

b) formulates recommendations for the Board of Directors of KMG on issues related to the consideration of reports on concluded interested-party transactions, the decisions on which were made by the Management Board of KMG;

10) on issues of the General Meeting of Shareholders of KMG:

a) considers issues regarding the convening of General Meetings of Shareholders of KMG and formulates recommendations for the Board of Directors of KMG;

b) considers issues submitted for consideration to the General Meetings of Shareholders of KMG and formulates recommendations on them for the Board of Directors of KMG;

c) considers issues regarding shareholders’ appeals regarding the actions of KMG and its officials and formulates recommendations for the Board of Directors of KMG;

d) considers issues regarding the procedure for distributing KMG’s net income and the amount of dividend per one common share of KMG;

11) other functions:

a) regularly hears reports on the work done to ensure cybersecurity of the Company’s group of companies;

b) hears information on the development of information technology (IT) architecture and the dynamics of IT development in KMG group companies;

c) performs, on behalf of the Board of Directors of KMG, other duties related to the competence of the Committee;

d) annually considers the issue of independence, discipline, efficiency and usefulness in the activities of the Committee of the Expert engaged by the Committee, in accordance with paragraph 3.3.2 of these Regulations;

e) approves the technical specifications for the procurement of services of the External Expert, in accordance with clause 3.4.2 of these Regulations;

f) approves the agenda of the Committee meetings.


3. Structure and composition of the Committee

3.1. Formation of the Committee

3.1.1. The determination of the number of members, the term of office of the Committee, the election of its Chairperson and members, as well as the early termination of their powers, falls within the competence of the Board of Directors of KMG.

3.1.2. The Committee shall consist of at least three (3) members, exclusively from among KMG’s Board of Directors members who are independent directors. The Chairman of KMG’s Board of Directors may not be a member of the Committee.

3.1.3. Election to the Committee shall be for a period of up to 3 (three) years, which may be extended by a decision of the Board of Directors of KMG, but not more

 КазМұнайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC
ISU Regulations	page 17 of 41

than for 2 (two) additional periods of 3 (three) years each, provided that the Committee member remains independent.

3.1.4. The Board of Directors of KMG regulates the terms of office of the Committee members to ensure the coherence and consistency of its work.

3.1.5. Election to the Committee is carried out by the Board of Directors of KMG on the recommendation of the Nominations and Remuneration Committee of the Board of Directors of KMG and in agreement with the Chairperson of the Committee.

3.1.6. When considering the composition of the Committee, the KMG Board of Directors and the Nominations and Remuneration Committee of the KMG Board of Directors take into account the need to ensure a balance of skills, experience, knowledge and professional qualifications to meet the requirements of the Code and ensure independent, objective and effective decision-making in the interests of KMG, taking into account the fair treatment of all KMG shareholders and the principles of sustainable development .

3.1.7. A member of the Committee may be a member of 1 (one) more Committee of the Board of Directors of KMG, at the same time it is recommended that he/she participate in no more than 2 (two) Committees of the Board of Directors of KMG, in order to devote sufficient time to careful consideration of each issue discussed by the Committee

3.1.8. The functions of the Secretary of the Committee are performed by the Corporate Secretary of KMG and the Corporate Secretary Service of KMG.

3.1.9. The Secretary of the Committee shall ensure:

- 1) preparation and holding of the Committee meetings;
- 2) collection and systematization of materials for the Committee meetings;
- 3) timely sending of notifications to members of the Committee and invited persons about holding of meetings of the Committee, provision of the agenda and materials on the issues on the agenda of the meetings of the Committee;
- 4) recording minutes of the Committee meetings;
- 5) monitoring the implementation of decisions and instructions of the Committee and maintaining relevant reports;
- 6) storage of all materials of the Committee;
- 7) performance of other functions of the Secretary of the Committee, as provided for by these Regulations.

3.2. Chairperson of the Committee

3.2.1. The Chairperson of the Committee is elected by the Board of Directors of KMG from among the members of the Committee.

3.2.2. In the absence of the Chairperson of the Committee , including, but not limited to, in the event of his resignation from the Board of Directors of KMG or early termination of his powers, his functions shall be performed by one of the members of the Committee by decision of the Committee adopted by a majority of votes of its members participating in the meeting of the Committee (hereinafter referred to as **the member of the Committee acting as the Chairperson of the Committee**).

 КазМұнайГаз <small>NATIONAL COMPANY ҚАЗАҚСТАН РЕСПУБЛИКАСЫНЫҢ ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 18 of 41

3.2.3. The Chairperson of the Committee:

- 1) organizes the work of the Committee;
- 2) convenes and chairs the meetings of the Committee;
- 3) organizes the keeping of minutes at the Committee meetings and signs them;
- 4) coordinates the agenda of the Committee meeting, while the Chairperson of the Committee independently determines the need to include an issue in the agenda of the Committee meeting;
- 5) determines the format of the Committee meetings;
- 6) ensures that the Committee members receive timely and complete information for decision-making;
- 7) organizes the effective resolution of issues at the Committee meetings;
- 8) ensures maximum effectiveness of the Committee meetings by allocating sufficient time for discussions, comprehensive and in-depth consideration of the issues on the Committee meeting agenda, stimulating open debate, managing discussions, and achieving agreed decisions;
- 9) if the members of the Committee have different opinions, ensures that all acceptable options and proposals expressed by individual members of the Committee are considered so that the Committee can make a decision that meets the interests of the Company;
- 10) ensures the development of the Committee’s work plan;
- 11) invites a member (s) of the Board of Directors of KMG who is not a member(s) of the Committee to attend a meeting of the Committee and participate in the discussion of the issues considered at such meeting of the Committee, without the right to vote;
- 12) ensures the development of the report on the Committee’s performance and at a separate meeting reports on the performance results for the year to the Board of Directors of KMG, and may also report at a meeting of the Board of Directors of KMG, if it was preceded by a meeting of the Committee, on the results of this meeting of the Committee, issues previously considered by the Committee, and on the instructions proposed by the Committee to the Management Board of the Company, members of the Board of Directors of KMG, Committees of the Board of Directors of KMG, and heads of the services reporting to the Board of Directors of KMG (in this case, the relevant requirements of the Regulations on the Board of Directors of KMG shall apply);
- 13) at the request of the Chairman of the Board of Directors of KMG, provides the necessary information on the activities of the Committee;
- 14) carries out other functions stipulated by these Regulations and the Regulations on the Board of Directors of KMG.

3.3. Involvement of Experts by the Committee

3.3.1. The Committee may engage Experts within the scope of its activities. The Experts engaged by the Committee may not be elected to the Committee and may participate in Committee meetings without the right to vote.

 КазМұнайГаз <small>NATIONAL COMPANY ҚАЗАҚСТАН РЕСПУБЛИКАСЫНЫҢ ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 19 of 41

3.3.2. The decision to engage an Expert is made by the Committee, specifying the Expert’s term of office. The Expert’s independence, discipline, effectiveness, and usefulness in the Committee’s activities must be reviewed annually by the Committee. Based on the review, and taking into account paragraph 3.3.10 of the Regulations, the Committee may recommend to the Board of Directors of KGM that the Expert be removed from the Committee. However, if a Fund employee is elected as an Expert, the issue of independence will not be considered.

3.3.3. An agreement is concluded with the Expert engaged by the Committee, or a written commitment is obtained on non-disclosure of confidential information of the Company received in the course of his/her activities as an Expert, and other procedures are carried out in relation to the Expert and restrictions are imposed as are provided for in relation to persons having access to confidential and insider information of the Company.

3.3.4. An Expert engaged by the Committee is obliged to participate in the activities of the Committee by receiving materials on the agenda of the Committee meetings in the volume and within the timeframes provided for the members of the Committee, studying the materials and participating in the meetings of the Committee, including, voicing expert opinions or recommendations at the meetings of the Committee, at the request of the Committee members or on his own initiative, or providing them in advance to the members of the Committee in writing through the Secretary of the Committee, at the same time, the Fund’s position on the agenda items of meetings of the Board of directors of KMG shall be obligatorily communicated to the Committee members through the Expert’s opinions.

3.3.5. The opinions or recommendations voiced by the Expert orally are reflected in the Minutes of the Committee meetings, and those provided in writing are attached to them.


3.3.6. The decision on the non-participation of the Expert in the consideration (in whole or in part) of all or separate issues on the agenda of a Committee meeting is made by the Chairperson of the Committee and is ensured by the Secretary of the Committee.

3.3.7. The Committee Expert has the right to initiate meetings of the Committee, express a reasoned position on issues considered by the Committee, and propose that the Committee recommend that the Board of Directors of KMG issue an instruction to the Management Board and/or the services reporting to the Board of Directors of KMG, request documents and information necessary to form the Expert’s opinion.

3.3.8. The Committee’s Expert shall be liable, within the scope of his/her authority, to the Company for damages and losses caused to the Company by the Expert’s culpable actions (inactivity).

3.3.9. The Expert of the Committee has the right to terminate his/her powers early on his/her own initiative by sending a written notice to the Committee through the Secretary of the Committee.

3.3.10. The Expert’s failure to participate in more than 30% (thirty percent) of the Committee’s meetings for reasons other than those specified in paragraph 3.3.6 of these

 КазМұнайГаз <small>NATIONAL COMPANY ҚАЗАҚСТАН РЕСПУБЛИКАСЫНЫҢ ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 20 of 41

Regulations shall be taken into account when the Committee considers the issue of the Expert’s independence, discipline, effectiveness and usefulness in the Committee’s activities, in accordance with paragraph 3.3.2 of these Regulations.

3.4. Involvement of External Experts by the Committee

3.4.1. The Committee, as part of its activities, has the right, by the decision of the Board of Directors of KMG, to engage an External Expert if the matter under consideration requires an external professional and independent assessment. The need to engage an External Expert is determined in advance to ensure proper planning of financial resources and procurement procedures.

3.4.2. The need to involve an External Expert is determined by the decision of the Committee, in which, among other things:

1) the issue on which consultation is required, and the justification for the need to involve an External Expert in this regard are indicated;


2) the technical specifications for the procurement of services of the External Expert is approved, which, among other things, specifies the scope of services, the required level of qualification of the External Expert, and the timeframe for the provision of services;

3) the Secretary of the Committee is instructed to take further measures in accordance with the established procedure to engage an External Expert in accordance with these Regulations and the internal document approved by the Board of Directors of KMG regulating the procedure for engaging an External Expert.

3.4.3. After the Committee has made a decision, in accordance with paragraph 3.4.2 of these Regulations, the Secretary of the Committee shall, in accordance with the established procedure, take measures to determine the approximate cost of the services of the required External Expert, determine the availability of appropriate funds in the Company’s budget, the applicable procedure and timeframe for the procurement of services, and submit this information for consideration by the Committee.

3.4.4. Following the review of the information prepared pursuant to Section 3.4.3 of these Regulations, the Committee shall decide to request the Board of Directors of KMG to engage an External Expert. Such decision shall be accompanied by a justification for the need to engage the External Expert and technical specifications for the procurement of the External Expert’s services. If such a decision by the Committee is made as part of advance planning, the Committee’s decision shall specify that the appropriate funds for the procurement of the External Expert’s services must be allocated in the Company’s budget for the relevant period, and the corresponding activities must be included in the Company’s procurement plan. If such a decision by the Committee is made not as part of advance planning, but during the reporting period, the Committee’s decision shall contain a request to reallocate the Company’s budgetary funds to ensure the engagement of the External Expert, as well as to adjust the Company’s procurement plan.

3.4.5. The decision to engage an External Expert to support the Committee’s activities is made by the Board of Directors of KMG.

 ҚазМұнайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC
ISU Regulations	page 21 of 41

3.4.6. Acceptance of the External Expert’s services is carried out by the Committee and is formalized, among other things, by the Committee decisions. The Committee Chairperson is responsible for the Committee’s interaction with the External Expert.

3.4.7. The External Expert engaged by the Committee may not be elected to the Committee, shall carry out his/her activities in accordance with the technical specifications on the basis of which he/she was engaged and the agreement concluded with him/her, and, at the invitation of the Committee, may participate in meetings of the Committee without the right to vote.

3.4.8. The agreement with the External Expert shall provide for an obligation to non-disclosure of confidential information of the Company obtained in the course of activities as an expert, as well as other restrictions provided for in relation to persons having access to confidential and insider information of the Company.

3.4.9. The opinions or recommendations expressed orally by the External Expert are reflected in the Minutes of the Committee meetings, and those provided in writing are attached to them.

4. Rights and powers of the Committee members

4.1. Rights of the Committee Members

A member of the Committee has the right, in accordance with the established procedure:

1) to request and receive from the Company’s Management and KMG employees any information (documents, materials) regarding KMG in the event that the said information is necessary for him/her to perform the functions of a member of the Committee;

2) to initiate any investigations into matters within the Committee’s purview in accordance with these Regulations;

3) to get acquainted with the Minutes of the Committee meetings;

4) to demand that his/her dissenting opinion on the issues on the agenda of the Committee meeting and the decisions taken by the Committee be included in the Minutes of the Committee meeting;


5) to demand the convening of a meeting of the Committee;

6) to include issues in the agenda of the Committee meeting;

7) to make proposals for the formation or amendment of the Committee’s work plan;

8) to receive timely training in the principles and trends of corporate governance and changes in the legislation of the Republic of Kazakhstan. If necessary, such training may also include training in the legal and regulatory framework of the Company’s activities;

9) to require the expert engaged by the Committee to provide recommendations on issues on the agenda of the Committee’s meetings;

 КазМунайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC
ISU Regulations	page 22 of 41

10) to exercise other rights provided for by the Code, the Regulations on the Board of Directors of KMG, these Regulations and other internal documents of KMG.

4.2. Powers of the Committee

4.2.1. The Committee is authorized by the Board of Directors of KMG:

1) to conduct a study of any activity or function of the Company in accordance with these Regulations, and provide recommendations to the Board of Directors of KMG regarding the adoption of appropriate measures based on the results of such a study;

2) to request any information required by the Committee from any employee of the Company, and all employees of the Company shall assist in receiving any request from the Committee;

3) taking into account the requirements of the legislation of the Republic of Kazakhstan, to have unlimited access to the managers of the Company at any level, to all employees and to all documents of the Company, as well as to the internal auditors of the Company;

4) in accordance with the established procedure, to obtain legal or other independent professional advice from the External Experts and ensure the presence of such experts, if necessary;

5) to invite the Company’s Management and employees of the Company, members of the Board of Directors of KMG, as well as any other third parties at its discretion to participate in the work of the Committee, without granting the right to vote.

4.2.2. The Committee is obliged to:

1) be guided in their activities by the current laws of the Republic of Kazakhstan, the Charter, the Code and other internal documents of KMG;

2) carry out its activities in the interests of KMG and its shareholders;


3) not allow conflicts of interest of Committee members to influence the activities of the Committee;

4) provide, at the request of the Board of Directors of KMG, a report on the activities of the Committee;

5) submit for consideration by the Board of Directors of KMG a report on the activities of the Committee 1 (one) time per year after the end of the calendar year.

4.2.3. The Committee is provided by the Company with sufficient resources to perform its functions. The Committee has access to the Corporate Secretary Service of KMG on all matters related to the Committee’s activities, including assisting the Committee Chairperson in planning the Committee’s work and drafting the agenda for the Committee meetings, keeping Minutes, preparing materials on the Committee’s activities for the Company’s Annual Report, collecting and disseminating information, and providing any necessary practical support.

4.2.4. At the request of the Committee, the Board of Directors of KMG shall allocate to the Committee the funds necessary to obtain independent legal, accounting or other advice, if necessary.

 ҚазМұнайГаз <small>NATIONAL COMPANY ҚАЗАҚСТАН РЕСПУБЛИКАСЫНЫҢ ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 23 of 41

5. Responsibilities of Committee Members

5.1.A member of the Committee shall be liable to the Company and KMG shareholders for any damage caused by his actions (inactivity), 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.

5.2.The Committee, jointly with KMG’s Board of Directors, is responsible for assessing the effectiveness of the risk management and internal control system. KMG’s Board of Directors forms its own opinion on its effectiveness after a thorough and appropriate analysis of the information and assurances provided to it, including by the Committee.

6. Procedure of the Committee

6.1. The Committee Chairperson, in consultation with the KMG’s Corporate Secretary, decides on the frequency and timing of the Committee meetings. The number of the Committee meetings is determined based on the Committee’s role and responsibilities. The annual number of the Committee meetings is no less than four (4) meetings per year.

The Committee meetings are held in person, which is the most effective and appropriate way to consider issues and make decisions on matters of the Company’s activities that fall within the Committee’s competence.

The Committee’s operating procedures exclude the possibility of the Committee making decisions by means of absentee voting.


6.2. A sufficient interval of time shall be ensured between the meetings of the Committee and the meetings of the KMG Board of Directors to enable the implementation of the recommendations provided as a result of the Committee meeting and the proper reporting to the KMG Board of Directors.

6.3. No one other than the Chairperson and members of the Committee, the Secretary of the Committee, and invited persons have the right to attend a meeting of the Committee.

The Committee shall determine whether persons who are not its members may be present at a particular meeting of the Committee or at the discussion of a particular item on the agenda of a meeting of the Committee.

The Deputy Chairman of the KMG Management Board (in charge of economics and finance), the Head of the KMG Internal Audit Service, the Head of the KMG Compliance Service and the leading partner of the KMG external auditor may be regularly invited to the Committee meetings.

At the same time, the Chairman of the Committee and other members of the Committee, to a lesser extent, strive to maintain interaction with key persons involved in the management of the Company, including the Chairman of the Board of Directors of KMG, the Chairman of the Management Board of the Company, the Deputy

 КазМунайГаз <small>NATIONAL COMPANY ҚАЗМУНАЙГАЗ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 24 of 41

Chairman of the Management Board of KMG (in the area of economics and finance), the leading partner of the external auditor of KMG, the head of the Internal Audit Service of KMG and the head of the Compliance Service of KMG.

6.4. The Committee holds meetings throughout the year with KMG’s external and internal auditors, without the participation of the Company’s Management, to discuss issues within the Committee’s competence, as well as any issues arising during the audit of the Company.

6.5. The conduct of the Committee’s meetings is the main part of its activities.

6.5. Planning the Committee’s work

6.6.1. Every year, before the beginning of a calendar year, the Committee forms and approves its Work Plan, including a list of issues planned for consideration, based on the principles of careful planning of activities by the Committee, the Board of Directors of KMG and the Company, rationality, efficiency and regularity.

6.6.2. The Committee’s annual Work Plan is formed by the Committee Secretary, taking into account the Work Plan of the Board of Directors of KMG, proposals from KMG’s shareholders, members of the Board of Directors of KMG, members of the Committee, the KMG Management Board, and services reporting to the Board of Directors of KMG.

The Chairperson of the Committee shall exercise control over the formation and implementation of the annual Work Plan of the Committee. At the end of the first (1st) half of the year, the Committee’s Work Plan may be revised.


6.6.3. Meetings of the Committee may be scheduled or extraordinary, with extraordinary meetings of the Committee held in exceptional cases where the consideration of relevant issues could not be planned or predicted in advance, and the decision-making by the Committee and the Board of Directors of KMG on such issues cannot be postponed until the next scheduled meeting of the Committee and the Board of Directors of KMG.

6.6.4. If necessary, the Committee has the right to consider issues not included in the Committee’s Work Plan.

6.7. Convening of Committee meetings

6.7.1. A meeting of the Committee may be convened at the initiative of the Chairperson of the Committee or at the request of:

- 1) member of the Board of Directors of KMG;
- 2) member of the Committee;
- 3) Expert;
- 4) Fund;
- 5) Board of Directors of KMG;
- 6) external auditor of KMG;
- 7) Internal Audit Services of KMG;
- 8) KMG Compliance Services;
- 9) corporate secretary of KMG.

 КазМунайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 25 of 41

6.7.2. Scheduled meetings of the Committee are convened by the Chairperson of the Committee, in accordance with the annual Work Plan of the Committee; extraordinary meetings are convened in accordance with these Regulations.

6.7.3. The Secretary of the Committee shall prepare the agenda for the Committee meeting in accordance with paragraph 6.10.2 of these Regulations on the basis of the package of materials provided to the Secretary of the Committee in the established manner.

6.7.4. The agenda of the Committee meeting is submitted by the Committee Secretary to the Committee Chairperson for approval, along with a complete package of materials on the agenda items of the Committee meeting.

6.7.5. The initiator of an extraordinary Committee meeting submits a request to convene the Committee meeting (hereinafter referred to as the **Request**). The Request specifies the proposed date and time for the extraordinary Committee meeting, or a range of dates and times. The Request also specifies, or attaches, the proposed agenda for the extraordinary Committee meeting.


6.7.6. If the Request originates from persons specified in subparagraphs 1) - 4) of paragraph 6.7.1 of these Regulations, it may be sent either by official letter or by email to the Committee Chairperson and the Committee Secretary. Materials on the proposed agenda items for the Committee meeting, if any, shall be attached to such a Request (confidential information shall be provided in accordance with the established procedure).

6.7.7. If the Request originates from persons specified in subparagraph 6) of paragraph 6.7.1 of these Regulations, it shall be sent by official letter and duplicated by email to the Committee Chairperson and the Committee Secretary. Attached to such Request shall be materials on the proposed agenda items for the Committee meeting, if any (confidential information shall be provided in accordance with the established procedure).

6.7.8. If the Request originates from persons specified in subparagraphs 5), 7), and 8) of paragraph 6.7.1 of these Regulations, it shall be sent in the manner prescribed for official communication within the Company (memo) to the Secretary of the Committee, and duplicated by email to the Chairman of the Committee. Materials on the proposed agenda items for the Committee meeting, if any, shall be attached to such Request (confidential information shall be provided in the prescribed manner).

6.7.9. After receiving the Request, the Secretary of the Committee shall, within 1 (one) working day, establish the possibility of in-person participation by presence (or in-person participation via Conference Call) of the Committee members in the extraordinary meeting of the Committee on the proposed date and time (or ranges of dates and times) and inform the Chairperson of the Committee.

6.7.10. Based on the implementation of paragraph 6.7.9 of these Regulations, taking into account the nature of the issues proposed for consideration (whether they require a complex interactive discussion or not), the Chairperson of the Committee makes a decision on convening (or refusing to convene), as well as on the format of the meeting of the Committee and, through the Secretary of the Committee, notifies

 КазМунайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC
ISU Regulations	page 26 of 41

the person who submitted the Request within 1 (one) business day from the date of implementation of paragraph 6.7.9 of these Regulations.

6.7.11. Committee meeting is held with the obligatory invitation of the person who submitted the Request.

6.7.12. The Chairperson of the Committee shall not have the right to refuse to convene an extraordinary meeting of the Committee (to include an issue in the agenda), except in cases where:

- 1) the Request does not comply with this Regulations;
- 2) the person who submitted the Request does not have the right to request the convening of a meeting of the Committee;
- 3) if the issues proposed for consideration by the Committee do not fall within the competence of the Committee;

4) if the Committee’s consideration of the issue requires complex interactive discussion and the Committee members are unable to participate in person (or participate via Conference Call with the possibility of direct participation in the discussion) in the Committee meeting on the proposed date and time (or range of dates and times).

6.7.13. In the event of the Committee Chairperson’s refusal to convene an extraordinary meeting of the Committee, the initiator has the right to submit a Request to the Board of Directors of KMG.


6.7.14. If, as a result of the implementation of paragraph 6.6.8 of these Regulations, it is established that it is impossible for the members of the Committee to participate in an extraordinary meeting of the Committee personally (or via a Conference Call with the possibility of direct participation in the discussion) on the proposed date and time (or ranges of dates and times), if the issues proposed for consideration by the Committee are of a non-debatable nature, the Chairperson of the Committee may convene an extraordinary meeting of the Committee in the format of the Messaging.

6.7.15. The time, place and format of the Committee meeting shall be determined by the Chairperson of the Committee in consultation with the Secretary of the Committee.

6.8. Notification to members of the Committee of the convening and holding of a meeting of the Committee

6.8.1. Notification of a meeting of the Committee shall be sent by the Secretary of the Committee to the members of the Committee in writing or, by agreement with the members of the Committee, in another manner convenient for them (including through the use of postal, facsimile, electronic or other communications).

6.8.2. Materials for the Committee meetings are provided to the members of the Committee via secure remote access based on special software and hardware (or, at the request of a Committee member, on paper, using postal, fax, electronic or other communication that guarantees their receipt, taking into account the provision of appropriate confidentiality), no later than 5 (five) calendar days before the date of the

 КазМунайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 27 of 41

Committee meeting, and on the issue of the Company's Annual Report - no less than 15 (fifteen) working days.

6.8.3. If the Expert engaged by the Committee is an employee of the Fund, the Expert's responsibility, among other things, is to provide the Committee Secretary with timely feedback from the Fund on the issues on the agenda of the Committee meeting, after which such feedback provided by the Secretary of the Committee to the members of the Committee prior to the consideration of these issues by the Committee.


6.8.4. Materials on the agenda items of the Committee meeting, revised taking into account the feedback from the Fund after the expiration of the period established for the provision of materials to the members of the Committee, are provided to the members of the Committee as they are received and are necessarily considered directly at the meeting of the Committee itself.

6.8.5. If the Fund's feedback on the agenda items of the Committee meetings is received less than 3 (three) hours before the start of the Committee meeting, it is announced by the Expert (if such is an employee of the Fund) or the Secretary of the Committee (if the Expert is not an employee of the Fund) directly at the Committee meeting.

6.8.6. Materials on the agenda items of the Committee meeting shall be submitted to the Secretary of the Committee no later than 15:00 (Astana time) of the working day preceding the expiration of 7 (seven) calendar days, and on the issue of the Annual Report of the Company - 15 (fifteen) working days before the date of the Committee meeting.

6.8.7. Materials for the Committee meeting provided to the Committee members include:

- 1) the agenda of the Committee meeting with the indication of the speakers;
- 2) an explanatory note on each issue on the agenda (except for procedural issues on approving the agenda of the Committee meeting, on reviewing the Minutes of the previous meeting and a report on the status of implementation of the Committee's decisions) addressed to the members of the Committee, prepared in accordance with the requirements established by a separate internal document approved by the Board of Directors of KMG, with a brief description of the issue, disclosure of its economic (financial) significance for the Company, as well as possible benefits (losses), in the event of adoption or non-adoption of decisions, with confirmation of the feasibility, appropriateness, effectiveness and legality of the proposed decision, the basis for submitting the issue for consideration by the Committee;
- 3) a draft resolution of the Committee on each agenda item and, if necessary, a draft resolution of the Board of Directors of KMG;
- 4) draft documents (if necessary for their consideration/approval/confirmation by the KMG Board of Directors/Committee);
- 5) other additional documents, if any (presentations, copies of decisions of government agencies, the General Meeting of KMG Shareholders, the Board of Directors of KMG, etc.), reference materials justifying the inclusion of the specified issues in the agenda, etc.

 КазМунайГаз <small>NATIONAL COMPANY ҚАЗАҚСТАН РЕСПУБЛИКАСЫНЫҢ ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 28 of 41

6.8.8. The explanatory note to the item on the agenda of the Committee meeting must be signed by a member of the Committee / the person holding the position of CEO-1 (or the person performing his/her duties) / the head of the service reporting to the Board of Directors of KMG, and the draft resolution of the Committee must be endorsed by the above-mentioned person.

6.8.9. Materials on the agenda items of the Committee meeting are initialed page by page by the initiator (responsible executive) of the issue being submitted for consideration by the Committee.

6.8.10. If a member of the Committee is a foreign citizen who does not know the Kazakh or Russian languages, the entire package of materials must be translated into English.

6.8.11. The procedure for preparing materials for the Committee meeting, including requirements for the quality of materials, their design, approval and submission to the Committee Secretary and other issues related to the preparation of materials for the Committee meeting, are established by a separate internal document approved by the Board of Directors of KMG.

6.8.12. The Secretary of the Committee shall ensure that materials on the agenda of the Committee meeting are provided to the members of the Committee in a timely manner.


6.8.13. In the event of consideration of the issue of making a decision on concluding an interested-party transaction, the information about the transaction must include information about the parties to the transaction, the assets being acquired or alienated (if applicable), the terms and conditions of the transaction, the nature and volume of the participating interests of the parties involved, an appraiser's report (if the transaction results in the acquisition or alienation of property worth 10 (ten) percent or more of the book value of the Company's assets), as well as, if any, other information about the transaction.

The Company’s Management Board ensures that information on proposed transactions and investments is provided to the Committee in advance (at least 30 [thirty] calendar days in advance). That is, if a matter is planned to be submitted for decision at a specific regular meeting of the Committee, information on such matter must be submitted to the preceding Committee meeting for informational purposes.

6.8.14. The final preparation of materials for the Committee meetings is carried out by the Committee Secretary.

6.8.15. If the required materials are not submitted within the timeframe specified in these Regulations, the Charter, and/or the Company’s internal documents, or if they are submitted in an improper form, the matter will not be included in the Committee meeting agenda, and the requirements of paragraph 6.10.7 of these Regulations will apply to such matter. If the matter is initiated by a member of the Committee or the KMG Board of Directors, the provisions of this paragraph will not apply.

6.8.16. If, during the consideration of issues submitted to the Committee for consideration, a member of the Committee requires additional information or materials to make a decision, the Secretary of the Committee shall take measures to obtain them

 КазМунайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 29 of 41

from the interested structural divisions of the Company, the Management Board of the Company and the services reporting to the Board of Directors of KMG.

The Committee Chairperson and the Committee Secretary are responsible for providing the Committee members with information sufficient to enable the Committee members to make informed decisions on the items on the agenda of the Committee meeting.

6.9. of the Committee meeting

6.9.1. If circumstances arise that make it impossible or difficult to hold a Committee meeting at the place and/or time of which the members of the Committee have been notified, the Committee meeting on the planned agenda may be held at another place and/or at another time, and if the issues on the agenda of the Committee meeting are non-discussion in nature, the Committee meeting may be held in another format.

6.9.2. All members of the Committee must be notified in writing by the Secretary of the Committee in advance of any change in the place or time of a Committee meeting to allow them sufficient time to arrive at the Committee meeting, or to participate in it by Conference Call, or to submit a Written Opinion.


6.9.3. Notification of changes in the place and/or time of a Committee meeting, or the format of a Committee meeting, shall be sent to the members of the Committee in any form that ensures receipt of the notification by the member of the Committee.

6.10. Agenda of the Committee meeting

6.10.1. At the Committee meeting, decisions are made on issues included in the agenda of that meeting.

6.10.2. The agenda of a Committee meeting is prepared by the Committee Secretary and approved by the Committee Chairperson based on the Committee’s annual Work Plan, the Work Plan of the Board of Directors of KMG, initiatives of the Committee Chairperson, the Board of Directors of KMG, or the KMG Management Board, or at the request (inquiry, proposal, or notification) of bodies (individuals) entitled to do so in accordance with these Regulations and KMG’s internal documents. When preparing the draft agenda for a Committee meeting, the Committee Secretary must indicate whether the issue is included in the Committee’s approved Work Plan for the relevant year. If an issue is stipulated by the Committee’s Work Plan for the relevant year, but the materials are not provided and the issue is not included in the agenda of the relevant Committee meeting, the Committee Secretary requests the responsible persons to provide the reason and indicates it in the Committee meeting agenda so that the Committee can take appropriate action. The preparation and approval of the Committee meeting agendas is carried out in strict compliance with the established requirements and deadlines.

6.10.3. The Committee meeting agenda shall be approved at the beginning of the meeting by a majority vote of the Committee members present at the meeting,

 КазМұнайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 30 of 41

participating in the Committee meeting via Conference Call (in the case of the Messaging, participating in the Committee meeting via an exchange of messages), and having submitted Written Opinions in a timely manner. In the case of an exchange of messages, a vote for approval of the Committee meeting agenda may be made by a Committee member via an electronic message containing simultaneously the voting positions on all other items on the Committee meeting agenda.

6.10.4. The agenda of the Committee meeting may be changed and/or supplemented by a decision of the majority of the Committee members present at the Committee meeting and participating in the Committee meeting via Conference Call (in the case of Messaging – participating in the Committee meeting via exchange of messages).

6.10.5. The initiator of the inclusion of an issue in the agenda of the Committee meeting may, at any time before a decision is made, exclude his issue from the agenda of the Committee meeting, which must be recorded in the Minutes of such meeting of the Committee.

6.10.6. During a Committee meeting, additional issues may be included in the agenda and considered, provided that a majority of the Committee members present at the Committee meeting and participating in the Committee meeting via Conference Call (in the case of Messaging – participating in the Committee meeting via exchange of messages) vote in favour of including such additional issues in the agenda.

6.10.7. If it is necessary to include an item on the agenda of a Committee meeting for which materials were submitted late, a petition to include the additional item on the agenda of the upcoming Committee meeting the Committee, signed by a person holding the position of CEO-1 level or their deputy, must be submitted to the Chairperson of the Committee, along with a comprehensive justification for this need. This process may be described in more detail in an internal document of the Company approved by the Board of Directors of KMG.


6.10.8. The Secretary of the Committee shall submit to the Committee on a quarterly basis for consideration the issue of discipline in interaction with the Committee, including information on instances of untimely or poor-quality preparation of materials for Committee meetings, improper planning of work with the Committee, and improper implementation of these Regulations.

6.11 Rules of Procedure for the Committee Meetings

6.11.1. The meeting of the Committee shall begin at the time specified in the notice of the meeting of the Committee, provided that a quorum is present, and shall be opened by the Chairperson of the Committee or a member of the Committee acting as Chairperson of the Committee.

6.11.2. The quorum for holding a meeting of the Committee shall be at least half of the number of members of the Committee and shall be determined taking into account of the Participating Members.

6.11.3. If the total number of members of the Committee is insufficient to achieve a quorum, the Chairperson of the Committee/member of the Committee/member of the

 КазМунайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 31 of 41

Board of Directors of KMG has the right to convene a meeting of the Board of Directors of KMG /submit for consideration by the Board of Directors of KMG a relevant issue for the election of new member(s) of the Committee.

6.11.4. The presence of a quorum for holding a meeting of the Committee and making decisions on the agenda items of such a meeting of the Committee shall be determined by the Chairperson of the Committee or a member of the Committee acting as Chairperson of the Committee before the start of the meeting of the Committee.

6.11.5. If there is no quorum to hold a meeting of the Committee, the Chairperson of the Committee or a member of the Committee acting as Chairperson of the Committee shall announce the postponement of the meeting of the Committee for a period of no more than 14 (fourteen) calendar days.


6.11.6. The Committee Chairperson or the Committee member acting as the Committee Chairperson notifies those participating of the presence of a quorum to hold the Committee meeting, announces the agenda for the Committee meeting, and announces the presence of a quorum to pass resolutions on all items on the agenda of such Committee meeting. If the Committee meeting is held via Messaging, the quorum is determined based on the results of the Messaging.

6.11.7. If, during a Committee meeting, a Committee member or the Expert proposes that the Committee issue an instruction to the Company’s Management, members of the KMG Board of Directors, heads of departments reporting to the KMG Board of Directors, or issue a recommendation to other committees of the KMG Board of Directors, then, if such a proposal is supported by a majority of the Participating Members, such an instruction/recommendation shall be included in the Committee’s decision as a recommendation of the Committee to the relevant person/body, indicating a specific deadline for implementation.

If the Committee’s recommendation to the Company’s Management, members of the Board of Directors of KMG, heads of the services reporting to the Board of Directors of KMG is not implemented within the timeframe specified in the Committee’s decision, such recommendation shall be included in the Committee’s decision as an instruction recommended to the Board of Directors of KMG to be given to the Management Board of the Company, members of the Board of Directors of KMG, heads of the services reporting to the Board of Directors of KMG, which the Board of Directors of KMG has the right to give in accordance with the Regulations on the Board of Directors of KMG.

6.11.8. The Committee meeting includes the following stages:

- 1) approval of the agenda of the Committee meeting;
- 2) a presentation by a Committee member or an invited person with a report on an item on the agenda of a Committee meeting, while on an item initiated by the KMG Management Board, the report is presented by the supervising member of the KMG Management Board and (or) the head of the responsible structural unit of KMG (not applicable in the case of the Messaging);
- 3) discussion of the issue on the agenda of the Committee meeting;
- 4) proposals for the formulation of a decision on the agenda item of the Committee

 КазМунайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC
ISU Regulations	page 32 of 41

meeting, including detailed discussion (in the case of the Messaging – sending in writing) by members of the Committee of comments and recommendations/instructions proposed to the Board of Directors of KMG, the Management Board of the Company, members of the Board of Directors of KMG, heads of the services reporting to the Board of Directors of KMG;

5) counting of votes and summing up of voting results;

6) the announcement of the voting results and, in the event of a change to the draft resolution contained in the materials on the issue under consideration, a detailed announcement (in the case of an Messaging, sending it in writing) of the wording of the amended resolution; in this case, the Minutes of the Committee meeting shall reflect that the members of the Committee who participated in the Committee meeting only through a Written Opinion voted for the draft resolution originally submitted, and the voting results shall be summarized taking this into account.

6.11.9. The Committee has the right to decide to hold a closed meeting of the Committee, in which only members of the Committee may participate.

6.11.10. Members of the Committee are obliged to:

1) participate in the meetings of the Committee;

2) prepare properly for the Committee meetings, in particular: familiarize in advance with the materials related to the Committee meetings, collect and analyze the necessary information, prepare conclusions, findings, and recommendations for making an informed decision.

If necessary, the following persons may attend meetings of the Committee at the invitation of the Chairman of the Committee:

1) Head of Internal Audit Service/Compliance Service of KMG;

2) leading partner and (or) other representatives of the external auditor of KMG;

3) Chairman of the Management Board of KMG and other representatives of KMG, including the Chief Accountant of KMG, as well as representatives of the legal department of KMG;

4) Experts or External Experts invited in accordance with the established procedure to obtain information on the agenda items ;

5) members of the Board of Directors of KMG (who are not members of the Committee).

6.11.11. A member of the Board of Directors of KMG has the right, on his own initiative and by decision of the Chairperson of the Committee, to attend meetings of the Committee of which he is not a member, but not to participate in voting on issues considered at such meetings of the Committee.

6.11.12. Taking into account clause 9.6 of the Regulations, a member of the Committee who has proposed to give a recommendation of the Committee to the Board of Directors of KMG (on an issue on which the final decision is made by the Board of Directors of KMG) subject to the refinement of materials before the meeting of the Board of Directors of KMG, shall ensure that the materials are revised in full in accordance with the Committee’s recommendation and shall inform the Chairperson of the Committee prior to the meeting of the Board of Directors of KMG.

 КазМунайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC
ISU Regulations	page 33 of 41

6.12. Voting at the Committee meeting

6.12.1. When making decisions by the Committee, the Participating Members have the right to express their opinion on the issues on the agenda of the meeting of the Committee by voting.

6.12.2. Members of the Committee may participate in the meeting of the Committee via videoconference (interactive audiovisual communication), conference call (simultaneous conversation of members of the Committee in the “telephone conference” mode), and other interactive means of communication that allow for the exchange of opinions, confirmation of voting and summing up of its results in real time (hereinafter and above collectively referred to as **Conference-Call**).

6.12.3. The Committee members may participate in a Committee meeting by means of e-mail messaging, an interactive means of communication that allows for the exchange of opinions, confirmation of votes and the summing up of their results in real time (hereinafter referred to as **Messaging**).

6.12.4. When voting via Email Messaging, the following conditions must be met:

1) voting takes place before the date and time specified in the notification regarding the holding of a meeting of the Committee / notification sent to the members of the Committee by the Secretary of the Committee, the votes of the members of the Committee received thereafter are not taken into account;


2) for voting, a Committee member shall send a message by e-mail containing a clearly expressed position of the Committee member on each issue on the agenda of the Committee meeting, indicating 1 (one) of 3 (three) voting options: “for” /“against”/“abstained” (otherwise the vote is not counted);

3) the opening time of a Committee meeting shall be the date and time of the first message received by the Committee Secretary from a Committee member by e-mail that meets the requirements established by this paragraph, and the closing time of the Meeting shall be the date and time of the last such message (taking into account the requirements of subparagraph 1) of this paragraph).

6.12.5. A member of the Committee is obliged to notify the Chairperson of the Committee and the Secretary of the Committee in advance of his/her impossibility of participating in a meeting of the Committee.

6.12.6. If a Committee member is unable to attend a Committee meeting in person or participate via conference call, including by email, they are deemed to have participated in the Committee meeting if they provide the Committee Secretary with the results of their voting and their opinion on all issues on the agenda of such meeting (hereinafter referred to as the **Written Opinion**) in writing in advance of the Committee meeting. Otherwise, the Committee member is deemed not to have participated in the Committee meeting. Receipt of the Written Opinion is recorded by the Committee Secretary, indicating the date and time of receipt. For a Committee meeting held in person and/or via Conference Call, including by email, no more than one-third (1/3) of the Committee members may provide a Written Opinion.

6.12.7. The Written Opinion must contain:

 КазМунайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 34 of 41

- 1) the number and date of the Committee meeting;
- 2) the agenda on which the opinion of the absent member of the Committee is expressed by sending a Written Opinion;
- 3) a clearly expressed position on each issue on the agenda of the Committee meeting by choosing 1 (one) of 3 (three) voting options: “for” / “against” / “abstained”;
- 4) date and signature of the Committee member;
- 5) other information related to the agenda of the Committee meeting at the discretion of the Committee member.

6.12.8. The Written Opinion of a member of the Committee may be sent to the Chairperson of the Committee and the Secretary of the Committee in any form that ensures receipt of such Written Opinion and determination of the date and time of receipt.

6.12.9. The Written Opinion provided by a Committee member is taken into account when calculating the quorum and voting results, and is attached to the minutes of the Committee meeting.


6.12.10. The Committee Chairperson or the Committee member acting as the Committee Chairperson is required to announce the Written Opinion submitted by a Committee member absent from the Committee meeting prior to the commencement of voting on the agenda items for which the opinion was provided. If a Committee member who previously provided a Written Opinion on the agenda of the Committee meeting arrives to participate in and vote at the Committee meeting, the voting procedure shall be carried out in accordance with paragraphs 6.12.12, 6.12.13, and 6.12.14 of the Regulations.

6.12.11. The members of the Committee who participated in the meeting of the Committee by being present in person at the meeting, or who participated in the meeting of the Committee via Conference -Call (in the case of Exchange of Messages – who provided messages in accordance with paragraphs 6.12.3 and 6.12.4 of these Regulations), or who provided Written Opinions in a timely manner, shall be considered to have participated in the meeting of the Committee (hereinafter and above referred to as **Participating Members**).

6.12.12. If a Committee member plans to participate in a Committee meeting via Conference Call, in order to avoid disruptions in the conduct of the Committee meeting and voting on the items on the Committee agenda due to deficiencies in the Conference Call, he or she may, prior to the start of the meeting, provide a Written Opinion on all items on the agenda of such Committee meeting.

6.12.13. If, after the submission of the Written Opinion, a Committee member has the opportunity to participate in a Committee meeting via a conference call or in person, then the opinion voiced by such Committee member during the Committee meeting will be taken into account, and the Written Opinion will not be taken into account.

6.12.14. If a Committee member participates in a Committee meeting via a Conference Call and has provided a Written Opinion before the start of the Committee meeting, but the voting results of such a Committee member could not be determined on certain agenda items due to failures in the Conference Call or due to the inability of

 КазМунайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 35 of 41

the Committee member to participate in the voting, and during the Committee meeting it was not possible to obtain such a Committee member’s opinion on such items, then the Written Opinion previously provided by such a Committee member shall be taken into account when summing up the voting results on such items.

6.12.15. If a Committee member participates in a Committee meeting via Conference Call and fails to provide a Written Opinion, and the voting results of such a Committee member could not be determined on certain agenda items due to conference call failures or due to the Committee member’s inability to participate in the vote, and it was not possible to obtain such a Committee member’s opinion on such items during the Committee meeting, then such a member shall be deemed not to have participated in the voting and the determination of the quorum on such items. In this case, during the Committee meeting, such an item may be withdrawn from consideration at the initiative of any Committee member participating in the Committee meeting in person or participating in the Committee meeting via Conference Cal.

6.12.16. A member of the Committee is considered to have taken part in a meeting of the Committee if he or she participated in the consideration of at least 75% (seventy-five percent) of the issues on the agenda of such meeting (including by providing a Written Opinion).

6.12.17. When voting on issues on the agenda of a Committee meeting, each member of the Committee has one vote.

6.12.18. The transfer of the right to vote by a member of the Committee to another person, including another member of the Committee, is not permitted.

6.13. Decision-making by the Committee

6.13.1. The decisions of the Committee are taken by a simple majority of votes of the Committee members who took part.

6.13.2. In order for the Committee to make effective and timely decisions, it is necessary to ensure that the following factors are met:

1) high quality of materials, information, and documents provided to the Committee, including translation into English if necessary;


2) obtaining the opinion of Experts (External Experts) if necessary (it should be taken into account that the involvement of experts does not relieve the Committee of responsibility for the decision taken);

3) time devoted to discussions at Committee meetings, especially for important and complex issues;

4) timely consideration of issues;

5) The decisions may include instructions proposed by the KMG Board of Directors to the Company's Management Board and heads of departments reporting to the KMG Board of Directors (plan for further actions, deadlines and responsible persons, etc.), as well as recommendations to other committees of the KMG Board of Directors.

6.13.3. The following factors may have a negative impact on the quality of the

 ҚазМұнайГаз <small>NATIONAL COMPANY ҚАЗАҚСТАН РЕСПУБЛИКАСЫНЫҢ ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 36 of 41

Committee's decisions:

- 1) dominance of one or more Committee members at a Committee meeting, which may limit the full participation of other Committee members in the discussions;
- 2) formal attitude to risks;
- 3) pursuit of personal interests and low ethical standards;
- 4) formal decision-making at a Committee meeting, without real and active discussions;
- 5) an uncompromising attitude (lack of flexibility) or lack of desire for development (contentment with the current situation);
- 6) weak organizational culture;
- 7) lack of information and/or analysis;
- 8) unclear wording of decisions, insufficiently detailed announcement of the voting results and the decision taken on each issue, including in terms of the instructions proposed by the KMG Board of Directors to the Management Board of the Company and the heads of the Services reporting to the KMG Board of Directors;
- 9) untimely provision of materials for the Committee meetings and, as a consequence, insufficient time for proper study of the issues on the agenda of the Committee meeting, especially when the number of issues on the agenda of the Committee meeting is more than 20 (twenty) .

6.14. Minutes of the Committee meeting

6.14.1. The Committee’s decisions made at a meeting are recorded in the Minutes, fully outlining the results of the discussions and the decisions made. The Minutes of a Committee meeting are compiled in accordance with the Charter, the Code, these Regulations, and other applicable internal documents of the Company.

6.14.2. The Minutes of the Committee meeting are kept by the Secretary of the Committee.

6.14.3. The Minutes of the Committee meeting shall be drawn up by the Secretary of the Committee and signed by the person who chaired the meeting and the Secretary of the Committee no later than 7 (seven) calendar days after it was held.

6.14.4. The Minutes of the Committee meeting shall indicate:

- 1) full name of the Company and location of the Management Board of the Company;
- 2) date, time and place of the Committee meeting;
- 3) information about the persons who participated in the Committee meeting;
- 4) agenda of the Committee meeting;
- 5) issues put to a vote and the results of voting on them, reflecting the voting result of each Committee member on each issue on the agenda of the Committee meeting;
- 6) dissenting opinions of the Committee members (if any);
- 7) decisions taken;
- 8) other information as decided by the Committee.

 ҚазМұнайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 37 of 41

6.14.5. In case of disagreement with the decision of the Committee, a member of the Committee has the right to demand that his/her disagreement be recorded in the Minutes of the Committee meeting.

6.14.6. If a member of the Committee abstains from voting on a matter submitted to the Committee for consideration, the Minutes of the Committee meeting shall indicate the corresponding reason for such voting.

6.14.7. A member of the Committee who has an interest in an issue submitted to the Committee for consideration shall not participate in the discussion and voting on this issue, and a corresponding entry shall be made in the Minutes of the Committee meeting.

6.14.8. An audio and/or video recording, or a transcript of the Committee meeting, containing the speeches of the persons who participated in the Committee meeting, may be attached to the signed Minutes.

6.14.9. The Company is obliged to keep the Minutes of the Committee meetings in the Company’s archive.

The Secretary of the Committee shall ensure the proper storage of the Minutes of the Committee meetings and materials thereon, including the timely preparation and transfer of documents in the prescribed manner to the archives of the Society, taking into account the provision of an appropriate confidentiality regime.


6.14.10. The Secretary of the Committee, upon written request of a member of the Committee, is obliged, within 10 (ten) working days from the date of receipt of such request, to provide him with the Minutes of the Committee meeting for review and (or) issue him an extract(s) from the Minutes of the Committee meeting, certified by the signature of the Secretary of the Committee.

6.14.11. The Secretary of the Committee, upon written request from the structural divisions of the Company, shall provide original documents for review, as well as extracts from the Minutes of the Committee meeting, certified by the signature of the Secretary of the Committee, within 10 (ten) working days from the date of receipt of such a request, taking into account the provision of appropriate confidentiality.

6.14.12. The Committee Secretary prepares extracts from the Committee meeting Minutes approved by the Committee Chairperson. The preparation, registration, and subsequent issuance of extracts and excerpts (upon request) from the Committee meeting Minutes is carried out by the Company’s Corporate Secretary Service in accordance with the procedure established by the Company’s internal document, approved by the Board of Directors of KMG.

6.14.13. A member of the Committee who did not participate in a meeting of the Committee or voted against a decision taken by the Committee in violation of the procedure established by the legislation of the Republic of Kazakhstan and the Charter has the right to challenge it in court.

7. Independence and other qualifications for members of the Committee

 КазМунайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 38 of 41

7.1. Each member of the Committee is obliged to comply with the independence requirements established by the legislation of the Republic of Kazakhstan, the Code and the Regulation on the Board of Directors of KMG, for members of the Board of Directors of KMG - independent directors.

7.2. Committee members must approach their duties with independent thinking. Independent thinking is crucial for assessing the performance of the Company’s Management and the assurance provided by KMG’s Internal Audit Service and KMG’s external auditor.

7.3. The members of the Committee must generally have competence in the area of the Company’s activities.

7.4. At least one (1) member of the Committee must have extensive work experience corresponding to education in the field of accounting and preparation of financial statements and/or finance and/or auditing.

8. Evaluation of the Committee’s activities

8.1. The Board of Directors of KMG and the Committee conduct an annual assessment of the Committee’s performance within the framework of a structured process approved by the Board of Directors of KMG.

8.2. The assessment includes, but is not limited to, consideration of the following issues:

- 1) the effectiveness of the Committee’s activities and its interaction with the KMG Board of Directors and the KMG Management Board;
- 2) the quality of discussions at Committee meetings.

8.3. The Committee Chairperson shall ensure the process of evaluating the effectiveness of the Committee’s work.


9. Interaction with the Board of Directors, management, internal and external auditors of the Company

9.1. The Committee’s interaction with the KMG Board of Directors, KMG management, and KMG’s internal and external auditors is based on honest, open working relationships and a high level of mutual respect.

9.2. The role of the Committee is determined by the KMG Board of Directors, and since the Committee ensures the performance of tasks on behalf of the KMG Board of Directors, it submits its results to the KMG Board of Directors for review.

In carrying out such tasks, the Committee identifies issues where it believes action or improvement is required and makes recommendations on the steps required.

9.3. If a disagreement arises between the Committee and the Company’s Board of Directors, the KMG Board of Directors shall determine a sufficient period of time to discuss the matter in order to resolve the disagreement. If the disagreement cannot be resolved, the Committee has the right to inform KMG shareholders of the

 КазМұнайГаз <small>NATIONAL COMPANY ҚАЗАҚСТАН РЕСПУБЛИКАСЫНЫҢ ҰАТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 39 of 41

disagreement within the section of the Company’s Annual Report concerning the Committee's activities.

9.4. The Company’s Management ensures that the Committee is properly informed and proactively provides the Committee with the necessary information. The Board of Directors of KMG clearly states that the Company’s Management and other KMG employees are expected to provide the Committee with the necessary assistance and provide it with any necessary information. Furthermore, members of the KMG Management Board are required to ensure that all members of the Board of Directors of KMG, including members of the Committee, have access to any information necessary to fulfill their duties as members of the Board of Directors of KMG and members of the Committee.

9.5. The Committee annually provides the Board of Directors of KMG with a report on the performance of the Committee’s functions, including:

1) information on the material issues considered by the Committee in relation to the financial statements of KMG, as well as information on how these issues were resolved;

2) the Committee’s assessment of the effectiveness of the external audit process and the Committee’s recommendations on the election or re-election of the external auditor;


3) other information on matters for which the KMG Board of Directors has requested the Committee’s opinion. The Committee seeks to identify issues (regardless of whether they were the subject of a specific request from the KMG Board of Directors) that, in the Committee’s opinion, require improvement measures, and formulates recommendations on such measures.

9.6. At each scheduled meeting of the KMG Board of Directors, the Chairman of the Committee shall present to the KMG Board of Directors information on the work carried out by the Committee, recommendations formulated by the Committee on the agenda items for the meeting of the Board of Directors of KMG, as well as (if any) on the instructions proposed by the Committee to the KMG Board of Directors addressed to the Management Board of the Company and the heads of services reporting to the KMG Board of Directors.

10. Provision of information to shareholders of the Company

10.1. These Regulations, including the role and powers of the Committee assigned to it by the Board of Directors of KMG, are subject to submission to shareholders KMG by posting on the KMG corporate website.

10.2. The Chairperson of the Committee (if invited/if a corresponding written request is received in the established manner from a shareholder(s) of KMG) shall be present at the General Meeting of Shareholders of KMG to provide answers to questions regarding the results of the Committee’s activities or a separate section of the KMG Annual Report describing the role, functions, and activities of the Committee, which is formed on the basis of the relevant report of the Committee,

 ҚазМұнайГаз <small>NATIONAL COMPANY ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 40 of 41

reviewed by the KMG Board of Directors and signed by the Chairman of the Committee.


The section of KMG’s Annual Report on the Committee’s activities includes the following issues:

- 1) a brief description of the role and work of the Committee;
- 2) information on compliance with the requirements for the composition of the Committee, indicating the full names and qualifications of all members of the Committee for the reporting period, if such information is not provided in other sections of the KMG Annual Report;
- 3) the number of Committee meetings;
- 4) information on the assessment of the effectiveness of the Committee;
- 5) information on the Committee's assessment of the effectiveness of the external audit process and the approach taken to the appointment/reappointment of the external auditor; the term of office of the current external auditor; the name of the current audit partner and the period during which he or she has held this position; an indication of the date of the tender, as well as advance notice of any plans to re-tender;
- 6) if the external auditor provides any non-audit services, information on the Committee's policy on approving non-audit services; how the auditor's objectivity and independence are ensured; the amount of fees for the audit of the consolidated financial statements of the Company, as well as information on the amounts paid to the auditor and to the external auditor's group companies for the provision of audit and non-audit services, including the ratio of audit and non-audit services; an explanation for each significant engagement or category of engagement - what the services consist of and why the Committee concluded that their provision by the external auditor is in the interests of the Company;
- 7) information on how the Committee evaluates the effectiveness of internal audit and confirms that the quality, experience and knowledge of the internal audit function meet the needs of the Company;
- 8) a list of material issues considered by the Committee, including issues related to KMG’s financial statements, and the methods for resolving them, taking into account the information provided to the Committee by the auditors.

10.3. The Committee plays an important role in ensuring that KMG shareholders' interests are properly protected with respect to financial reporting and internal control. It ensures the clarity of the Committee's reporting and its readiness to meet with KMG investors.

10.4. The Committee exercises reasonable judgment in determining which matters considered by the Committee in connection with KMG's financial statements are material. The Committee strives to describe material matters in a concise and understandable manner, while also providing information about KMG’s specific circumstances.

When reporting on material matters, the Committee is not expected to disclose information that, in the Committee's opinion, may be detrimental to the interests of the

 КазМунайГаз <small>NATIONAL COMPANY ҚАЗАҚСТАН РЕСПУБЛИКАСЫНЫҢ ҰЛТТЫҚ КОМПАНИЯСЫ</small>	Regulations on the Audit Committee of the Board of Directors of NC “KazMunayGas” JSC	
ISU Regulations		page 41 of 41

Company (for example, information concerning upcoming events or matters under negotiation).

11. Procedure for making amendments and additions to the Regulations

11.1. In the event of any contradiction between the provisions of these Regulations and the legislation of the Republic of Kazakhstan, the Charter, the Code, the Regulations on the Board of Directors of KMG, these Regulations shall apply to the extent that it does not contradict the provisions of the legislation of the Republic of Kazakhstan, the Charter, the Code, and the Regulations on the Board of Directors of KMG.

11.2. In the part not regulated by these Regulations, the provisions of the Regulations on the Board of Directors of KMG and other internal documents regulating the activities of the Board of Directors of KMG shall apply.

11.3. Changes and (or) additions to these Regulations shall be made by a decision of the Board of Directors of KMG in accordance with the procedure established by the legislation of the Republic of Kazakhstan, the Charter and internal documents of the Company.