

**Approved
by the decision of the Board of
Directors of JSC "NC QazaqGaz"
(protocol dated November 8, 2023,
No. 14/23, with amendments and
additions from the protocol dated
October 18, 2024, No. 12/24).**

**Regulations on the Nomination and Remuneration Committee of the Board of
Directors of JSC "NC QazaqGaz".**

1. General Provisions

1. This Regulation on the Nomination and Remuneration Committee of the Board of Directors (hereinafter referred to as the Committee) of JSC "NC QazaqGaz" (hereinafter referred to as the Company) has been developed in accordance with the legislation of the Republic of Kazakhstan, the Company's Charter, and the Company's Corporate Governance Code.

2. This Regulation (hereinafter referred to as the Regulation) defines the status, main objectives, tasks, and functions of the Committee, its composition, working procedures, procedures for convening and holding meetings, decision-making processes, as well as the rights, duties, and responsibilities of the Committee members.

3. Terms and Definitions Used in the Regulation:

Sole Shareholder – the supreme governing body of the Company, JSC "National Welfare Fund "Samruk-Kazyna";

Board of Directors – the governing body of the Company;

Executive Board – the executive body of the Company;

Regulation – Regulation on the Nomination and Remuneration Committee of the Board of Directors of the Company;

Code – Corporate Governance Code of JSC "NC QazaqGaz";

Terms used but not defined in the Regulation are applied in the sense in which they are used in the legislation, the Charter, and the internal documents of the Company, unless otherwise provided in the Regulation.

4. The Committee is an advisory and consultative body of the Board of Directors. In its activities, the Committee is fully accountable to the Board of Directors and operates within the authority granted to it by the Board of Directors of the Company. Proposals approved by the Committee are recommendations that are submitted to the Board of Directors of the Company for consideration.

5. The Committee in its activities is guided by the legislation of the Republic of Kazakhstan, the Charter, the Code, the Regulation on the Board of Directors of the Company, this Regulation, other internal documents of the Company, as well as decisions made by the Sole Shareholder and the Board of Directors of the Company.

6. In its work, the Committee is guided by the following principles: legality, fairness, objectivity, confidentiality, professional competence, transparency, accountability, ethical behavior, respect for the interests of stakeholders, legality, human rights compliance, intolerance to corruption, prevention of conflicts of interest, and personal example.

2. Objectives and Tasks of the Committee

7. The objective of the Committee's activities is to improve the quality of decisions made by the Board of Directors of the Company, including issues related to management effectiveness, long-term value growth, and sustainable development of the Company.

8. The tasks of the Committee are to thoroughly and carefully review issues and provide recommendations to the Board of Directors of the Company on:

1) Issues related to the election, performance evaluation, and succession planning of the members of the Board of Directors, as well as recommendations on the remuneration of candidates for independent directors;

2) Issues related to the election (appointment) of candidates to the Executive Board, the position of Corporate Secretary, and other positions according to the internal documents of the Company;

3) Issues related to setting motivational KPIs for members of the Executive Board, the Corporate Secretary, and other employees in accordance with the internal documents of the Company;

4) Issues related to remuneration and succession planning for members of the Executive Board, the Corporate Secretary, and other employees, in accordance with the internal documents of the Company;

3. Functions of the Committee

9. The Committee, in accordance with established procedures, performs the following functions:

1) Pre-approves the qualification requirements for candidates for the Board of Directors, the positions of Chairman and members of the Executive Board, Corporate Secretary, and Ombudsman, as well as other employees in accordance with the internal documents of the Company;

2) Provides recommendations to the Board of Directors regarding the composition of the Committees of the Board of Directors and their competencies;

3) Provides recommendations on the method of selecting candidates for the Board of Directors, the positions of Chairman and members of the Executive Board, Corporate Secretary, Ombudsman, and other employees in accordance with the internal documents of the Company;

4) Evaluates candidates for the Board of Directors of the Company, forms a list of candidates for the Board of Directors of the Company, and submits it to the Sole Shareholder;

5) Provides recommendations on the quantitative composition of the members of the Executive Board, the term of office of the Executive Board, the election of members to the Executive Board, the appointment of the Corporate Secretary, Ombudsman, and other employees in accordance with the internal documents of the Company, as well as on the early termination of their powers, and submits recommendations to the Board of Directors of the Company;

6) Provides recommendations on the levels of salaries and working conditions, bonuses, social support for the Chairman of the Executive Board, members of the Executive Board, Corporate Secretary, Ombudsman, and other employees of the Company, taking into account the Fund's policies, and submits recommendations to the Board of Directors of the Company;

7) Provides recommendations on the remuneration of Independent Directors of the Company, the Chairman and members of the Executive Board, Corporate Secretary, Ombudsman, and other employees of the Company in accordance with the internal documents of the Company;

8) Reviews the onboarding programs for newly elected members of the Board of Directors of the Company and the development programs for members of the Board of Directors, as well as internal regulatory documents governing the remuneration of members of the Board of Directors, the Executive Board, Corporate Secretary, Ombudsman, and other employees in accordance with the internal documents of the Company;

9) Reviews key performance indicators (KPIs) for the Executive Board, Corporate Secretary, Ombudsman, and other employees in accordance with the internal documents of the Company, including the definition of goals and KPIs related to sustainable development;

10) Conducts performance evaluations of members of the Executive Board, Corporate Secretary, Ombudsman, and other employees in accordance with the internal documents of the Company;

11) Continuously analyzes ways to strengthen the composition of the Board of Directors (especially considering that changes in the business environment may require adjustments to the composition of the Board of Directors) and performs a comprehensive assessment of each candidate in terms of professional experience and independence;

12) Prepares recommendations regarding the appointment of an external consultant on remuneration matters;

13) Reviews issues related to determining the overall number of employees at QazaqGaz, the structure of the central office, and the staffing of branches and representative offices of QazaqGaz;

14) Provides the Board of Directors of the Company with an annual report on the Committee's activities;

15) Considers other issues within the Committee's competence, proposed by Committee members or the Board of Directors of the Company;

16) Develops recommendations on social matters.

4. Rights and Duties of the Committee Members

10. The members of the Committee have the right to:

1) Request documents, reports, explanations, and other information from members of the Board of Directors, Committees, the Executive Board, the Internal Audit Service, the Corporate Secretary, and other employees of the Company;

2) Invite members of the Board of Directors, the Executive Board, Committees, the Internal Audit Service, and other individuals to attend their meetings as observers;

3) In accordance with established procedures, use the services of external experts and consultants within the budget allocated for the current year by the Company;

4) Participate in monitoring and verifying the implementation of decisions and assignments made by the Board of Directors of the Company related to their activities;

5) Develop and propose amendments and additions to this Regulation;

6) Develop and submit for approval by the Board of Directors of the Company draft documents related to the Committee's activities;

7) Request the convening of a Committee meeting and add items to the meeting agenda;

8) Exercise other rights necessary to perform the powers entrusted to them.

11. The members of the Committee are obligated to:

- 1) Carry out their activities honestly and in good faith in accordance with the Regulation, in the interests of the Sole Shareholder and the Company as a whole, and adhere to the fundamental principles of the Company's Corporate Governance Code;
- 2) Properly fulfill their duties and ensure the growth of long-term value and the sustainable development of the Company;
- 3) Devote sufficient time to effectively perform their duties;
- 4) Participate in the work of the Committee and attend its meetings;
- 5) Regularly report to the Board of Directors of the Company on the results of their activities;
- 6) Maintain confidentiality of information obtained in the course of the Committee's activities;
- 7) Within their competence and in the manner prescribed by this Regulation, perform any other duties that may be determined by the Board of Directors.

5. Composition and Procedure for Forming the Committee

12. The determination of the quantitative composition, the term of office of the Committee, the election of its Chairman and members, as well as the early termination of their powers, falls within the competence of the Board of Directors of the Company.

13. The Committee must include a majority of independent directors in order to ensure the formulation of objective and independent decisions and to prevent the influence of interested parties (representatives of shareholders, the executive body, employees, and other individuals) on the judgments of the Committee members.

14. The Committee must maintain a balance of skills, experience, and knowledge that ensures the adoption of independent, objective, and effective decisions in the best interests of the organization and with due regard for fair treatment of all shareholders and sustainable development principles. Committee members should possess deep knowledge and practical experience in human resource management and performance evaluation, as well as corporate governance.

15. Committee members must have deep knowledge and practical experience in the areas of personnel management, performance evaluation, and corporate governance.

16. Committee members are elected by the majority vote of the members of the Board of Directors. The Chairman of the Executive Board of the Company cannot be a member of the Committee.

17. If necessary, the Board of Directors may appoint an expert to the Committee, possessing the necessary professional knowledge for working in the Committee. Experts with professional experience and qualifications in the industry, in accordance with the objectives, tasks, and competence of the Committee, are engaged to ensure the effective functioning of the Committee. The role of experts in the Committee is to provide the necessary information to Committee members when making decisions, using their specialized knowledge and professional experience, which will allow the Committee to thoroughly examine issues and develop recommendations for the Board of Directors.

18. The term of office of Committee members coincides with their term of office as members of the Board of Directors, but may be reviewed annually by the Board of Directors of the Company.

19. The performance of the Committee members and the Committee as a whole is assessed in accordance with the internal documents of the Company.

6. Chairman of the Committee

20. The Chairman of the Committee is elected from among the Independent Directors. The Chairman of the Committee, in addition to professional competencies, must possess organizational and leadership qualities, as well as strong communication skills for effectively organizing the Committee's activities.

21. The Chairman of the Committee organizes the work of the Committee, specifically:

- 1) Calls Committee meetings and presides over them;
- 2) Approves the agenda of Committee meetings, including the content of issues to be discussed at the meetings;
- 3) Organizes the discussion of issues at Committee meetings and listens to the opinions of individuals invited to participate in the meeting;
- 4) Develops a plan for the Committee's regular meetings for the current year, taking into account the Board of Directors' meeting schedule;
- 5) Prepares a report on the Committee's activities and, in a separate meeting, reports to the Board of Directors on the results of the Committee's activities for the year.

22. In the absence of the Chairman of the Committee, one of the Committee members will perform the Chairman's duties, elected at a Committee meeting by open voting with a simple majority of votes from the total number of Committee members present at the meeting.

7. Procedure for the Committee's Work

23. The work of the Committee is carried out in the form of meetings. Committee meetings are held according to an annual plan approved by the Committee's decision, while extraordinary meetings are held as necessary. The frequency of Committee meetings is at least four meetings per year.

24. The Committee's work plan (indicating the list of issues to be discussed and the dates of meetings) is formed based on the Board of Directors' work plan and is approved by the Committee before the beginning of the calendar year.

25. The functions of the Committee Secretary are performed by the Corporate Secretary or, by the Committee's decision, one of the employees of the Corporate Secretary Service.

26. The Corporate Secretary ensures the preparation and conduct of Committee meetings, collection and systematization of materials for meetings, timely notification of Committee members and invited persons about the meetings, the meeting agenda, materials on the agenda items, taking minutes, preparing draft decisions of the Committee, and the subsequent storage of all relevant materials.

27. The Corporate Secretary ensures that Committee members receive the necessary information.

28. The decision to convene a regular Committee meeting, its date, time, place, and agenda items, as well as the decision on the list of individuals to be invited to the meeting, is made by the Chairman of the Committee in accordance with the regular meeting schedule of the Committee.

29. A Committee meeting may be called at the initiative of its Chairman or at the request of:

- 1) Any member of the Committee or the Board of Directors of the Company;
- 2) The Sole Shareholder;
- 3) The Internal Audit Service.

If the Chairman of the Committee refuses to convene a meeting, the initiator may address the Board of Directors of the Company, which is obliged to convene the Committee meeting. A meeting of the Committee is held with the mandatory invitation of the person who made the request..

30. Only Committee members may attend Committee meetings. The presence of other individuals is allowed only by invitation of the Committee. If necessary, the Committee may invite experts and consultants.

31. The meeting agenda is formed by the Corporate Secretary based on suggestions from the Company's management, Committee members, and the Board of Directors of the Company, and is approved by the Chairman of the Committee.

32. The Corporate Secretary prepares materials on the agenda items of the Committee and sends them to all Committee members and interested parties no later than seven calendar days (for materials in English, no later than four business days) before the meeting date.

33. A Committee meeting is considered valid if attended by at least half of the Committee members.

34. Committee decisions may be made by in-person, absentee, or mixed voting. In order to create favorable conditions and reduce meeting costs, the participation of Committee members via technical communication means is allowed at in-person meetings. The Committee aims to minimize absentee voting.

35. Decisions of the Board of Directors are made by a simple majority of the Committee members present at the meeting, those who provided written opinions, or those participating in absentee voting. In case of a tie, the Chairman's vote is decisive.

36. Each Committee member may express their dissenting opinion, which is included with the minutes of the Committee's decision. In cases where a decision cannot be made on specific issues due to the involvement of certain Committee members, this fact is recorded in the meeting minutes.

37. Recommendations of the Committee on matters related to the Sole Shareholder's competence, as defined by the Company's Charter, are sent to the Sole Shareholder for consideration and decision-making in accordance with the legislation of the Republic of Kazakhstan, once approved by the Board of Directors.

38. Committee members do not participate in decisions related to their own appointment or remuneration.

39. Following each Committee meeting, a draft protocol is prepared within three (3) business days after the meeting, in both the state and Russian languages. If a non-resident member, who does not speak the state and Russian languages, is present, the protocol is translated into English. The minutes are signed by all Committee members who attended the meeting. In the case of signing the protocol by the Chairman of the Committee or the person presiding over the meeting, and the Committee Secretary, voting sheets are attached to the protocol.

40. Committee members may hold meetings with employees selected for the personnel reserve.

9. Responsibility of the Committee Members

41. A Committee member is responsible to the Company and the Sole Shareholder of the Company for any harm caused by their actions (or inaction) in accordance with the internal documents of the Company and the legislation of the Republic of Kazakhstan.