BOARD OF DIRECTORS

GRI 2-9

The Board of Directors is the governing body of the Company responsible for defining its strategic direction, approving the development strategy and budget, appointing the executive body, and exercising other powers.

The activities of the Board of Directors are governed by the legislation of the Republic of Kazakhstan, as well as the Charter, the Corporate Governance Code, the Regulations on the Board of Directors, and other documents adopted by the General Meeting of Shareholders.

7 members

comprise the Board of Directors

3 independent directors

in the composition of the Board of Directors (43% of the total composition)

ROLES OF BOARD OF DIRECTORS MEMBERS

The Chairman manages the Board of Directors, organises the work and ensures efficient operation of the Board of Directors, conducts its meetings and performs other functions stipulated by the Charter and the Regulations on the Board of Directors.

Members of the Board of Directors are the shareholders' representatives acting in the interests of major shareholders when the Board of Directors performs its activities.

Independent directors of the Board of Directors are members of all committees, consider all issues and accept recommendations for the Board of Directors. The Audit and Sustainability Committee consists exclusively of independent directors. They review and make decisions on financial reporting, internal and external audit, risk and other important areas of activity. In addition, independent directors also decide on entering into related-party transactions due to their independence.

ELECTION OF THE BOARD OF DIRECTORS' MEMBERS

GRI 2-10

Members of the Board of Directors are elected by the annual General Meeting of Shareholders and re-elected by the extraordinary General Meeting of Shareholders in case of early termination of powers of previously elected members of the Kazakhtelecom JSC Board of Directors in accordance with the procedure established by the legislation of the Republic of Kazakhstan, the Charter of Kazakhtelecom JSC and the Regulations on the Board of Directors of Kazakhtelecom JSC.

The General Meeting of Shareholders elects the members of the Board of Directors based on clear and transparent procedures, taking into account the competences, skills, achievements, business reputation and professional experience of the candidates. When re-electing individual members of the Board of Directors or the entire Board of Directors for a new term, their contribution to the effectiveness of the Company's Board of Directors is taken into account.

The Chairman of the Board of Directors cannot simultaneously serve as the Chairman of the Fund's Management Board.

The Board of Directors should include individuals with the knowledge, skills and experience necessary for the Board of Directors to perform its functions and ensure the growth of long-term value and sustainable development of the organisation as well as with an impeccable business and personal reputation.

The criteria for selecting candidates to the Board of Directors:

- experience in executive positions;
- experience as a member of the Board of Directors;
- length of service;
- education, specialisation, including international certificates;
- competences in areas and industries (industries may vary depending on the asset portfolio);
- business reputation;
- existence of a direct or potential conflict of interest if elected to the Board of Directors of the organisation.

Elections of members of the Board of Directors are carried out by shareholders by cumulative voting using voting ballots, except for cases when one candidate is running for one seat on the Board of Directors.

Candidates for election to the position of a member of the Board of Directors may be nominated from among:

- Individual Shareholders.
- Persons proposed (recommended) for election to the Board of Directors as shareholder representatives.
- Individuals who are not a shareholder of the Company and are not proposed (not recommended) for election to the Board of Directors as a representative of the shareholder.

COMPOSITION OF THE BOARD OF DIRECTORS

In 2024, changes were made to the composition of the Board of Directors of Kazakhtelecom JSC.

On 12 April 2024, by resolution of the Extraordinary General Meeting of Shareholders:

- The powers of Gibrat Kairatovich Auganov as a member of the Board of Directors of Kazakhtelecom JSC were terminated early;
- Yelzhas Muratovich Otynshiyev was elected to the Board of Directors for the remainder of the term as a representative of Samruk-Kazyna JSC.

On 30 April 2024, by resolution of the Annual General Meeting of Shareholders:

- The following individuals were elected to the Board of Directors of Kazakhtelecom JSC for the term stipulated by the Charter, effective from the date of the Annual General Meeting of Shareholders: N. Baidauletov, N. Kazutin, Y. Otynshiyev, K. Yesekeyev, A. Abdualiyev, D. Zaika, and A. Neupokoyev.

On 17 July 2024, by resolution of the Extraordinary General Meeting of Shareholders:

- The powers of Kuanyshbek Bakytbekovich Yesekeyev as a member of the Board of Directors of Kazakhtelecom JSC were terminated early;
- Bagdat Batyrbekovich Mussin, Chairperson of the Management Board of Kazakhtelecom JSC, was elected to the Board of Directors for the remainder of the term.

As of the end of 2024, the composition of the Board of Directors is as follows:

- Nurzhan Talipovich Baidauletov (Chairperson of the Board of Directors)
- Yelzhas Muratovich Otynshiyev
- Nikolay Yuryevich Kazutin
- Bagdat Batyrbekovich Mussin
- Asset Kuandykovich Abdualiyev
- Dmitriy Alexandrovich Zaika
- Artur Viktorovich Neupokoyev.

Key competencies of the Board members:

- **Nurzhan Talipovich Baidauletov** – leadership of the Board of Directors, telecommunications, strategy, implementation of major shareholder decisions
- **Bagdat Batyrbekovich Mussin** – telecommunications, strategy, business planning
- **Yelzhas Muratovich Otynshiyev** – strategy, human resources, implementation of major shareholder decisions
- **Nikolay Yuryevich Kazutin** – audit, finance, marketing, implementation of major shareholder decisions
- **Asset Kuandykovich Abdualiyev** – audit, corporate finance, international law, strategy, management, public administration
- **Dmitriy Alexandrovich Zaika** – audit, finance, strategic planning, marketing, telecommunications, mobile business
- **Artur Viktorovich Neupokoyev** – telecommunications, marketing, strategic management, corporate sales, operator business.

BIOGRAPHIES OF THE BOARD OF DIRECTORS MEMBERS

GRI 2-9, 2-11

NURZHAN BAIDAULETOV

Chairman of the Board of Directors, Representative of the shareholder Samruk-Kazyna JSC (8,655,561 ordinary (voting) shares)

Date of Birth: 1 September 1960
Citizenship: Republic of Kazakhstan
Date of first election to the Board of Directors: 8 May 2012
Date of current election to the Board of Directors: 30 April 2024
Shareholding: No

Education:

- 2017 – 2019 – International Chartered Director Programme of the Directors Institute of Great Britain;
- 09.1977 – 06.1986 – Moscow Institute of Railway Transport Qualified in Railway Transportation Process Management.

Place of work and positions held in organisations over the last five years:

- 17.04.2016 – to date – Representative of Samruk-Kazyna JSC in the Kazakhtelecom JSC Board of Directors;
- 02.06.2014 – 17.04.2016 – Samruk-Kazyna JSC, Senior Asset Management Officer;
- 27.11.2008 – 01.06.2014 – Samruk-Kazyna JSC, Managing Director.

YELZHAS OTYNSHIYEV

Member of the Board of Directors, Representative of the shareholder Samruk-Kazyna JSC (8,655,561 ordinary (voting) shares)

Date of Birth: 1 April 1987
Citizenship: Republic of Kazakhstan
Date of first election to the Board of Directors: 12 April 2024
Date of current election to the Board of Directors: 30 April 2024
Shareholding: No

Education:

- 2008 – 2010 – Moscow Institute of Physics and Technology, Faculty of General and Applied Physics Master's Degree in Applied Mathematics and Physics;
- 2004 – 2008 – Moscow Institute of Physics and Technology, Faculty of General and Applied Physics Bachelor's Degree in Applied Mathematics and Physics;
- 1996 – 2003 – "Elim Ai" Music School – Vocal and Piano;
- 2002 – 2004 – Technical Lyceum No. 165, Almaty;
- 1994 – 2002 – Linguistic Gymnasium No. 120, Almaty.

Additional Information:

- April 2004 – 5th Asian Physics Olympiad, Hanoi, Vietnam – Certificate of Merit
- July 2004 – 35th International Physics Olympiad, Pohang, South Korea – Bronze Medal

Place of work and positions held in organisations over the last five years:

- Апрель 2023 – to date – JSC "Samruk-Kazyna" – Co-Managing Director for Strategy and Asset Management;
- May 2021 – April 2023 – Kazakhstan Investment Development Fund (KIDF) Management Company Ltd. – Deputy Chairperson of the Management Board (since July 2021);
- December 2019 – May 2021 – PlanetCare Management LLP – Deputy General Director for Investments and Development;
- May 2019 – December 2019 – Kazakhstan Investment Development Fund (KIDF) Management Company Ltd. – Senior Analyst / Vice President, Direct Investments Department;
- January 2018 – May 2019 – JSC "Samruk-Kazyna" – Head of the Mining Asset Development Sector, Asset. Development Department.

NIKOLAY KAZUTIN

Member of the Board of Directors, Representative of the shareholder Samruk-Kazyna JSC (8,655,561 ordinary (voting) shares)

Date of Birth: 28 November 1982
Citizenship: Republic of Kazakhstan
Date of first election to the Board of Directors: 4 July 2022
Date of current election to the Board of Directors: 30 April 2024
Shareholding: No

Education:

- Graduated in 2003 from Kazakh Economic University named after T. Ryskulov, Speciality: Accounting and Audit.

Place of work and positions held in organisations over the last five years:

- February 2022 – to date – Samruk-Kazyna JSC, Managing Director of Legal, Assurance and Risk;
- January 2020 – February 2022 – Deputy Chairman of the State Revenue Committee of the Ministry of Finance of the Republic of Kazakhstan;
- January 2018 – November 2019 – Head of Internal Audit Service of East Kazakhstan Regional Energy Company JSC, Ust-Kamenogorsk city;
- August 2016 – January 2018 – Advisor to Kokshetau Mineral Waters JSC, Kokshetau;
- March 2006 – June 2016 – Senior Manager, Department of PricewaterhouseCoopers Tax and Advisory LLP, Almaty.

MUSSIN BAGDAT

Member of the Board of Directors – Chairperson of the Management Board of Kazakhtelecom JSC

Date of Birth: 03 March 1983
Citizenship: Republic of Kazakhstan
Date of first election to the Board of Directors: 17 July 2024
Date of current election to the Board of Directors: 17 July 2024
Shareholding: No

Education:

- 2000 – 2004 – Suleyman Demirel University – Specialty: Computer Hardware and Software Engineering;
- 2004 – 2006 – Kazakh Institute of Law and International Relations – Specialty: Law.

Place of work and positions held in organisations over the last five years:

- 10.06.2024 – to date – Chairperson of the Management Board, Kazakhtelecom JSC;
- 02.09.2020 – 30.04.2024 – Minister of Digital Development, Innovation and Aerospace Industry of the Republic of Kazakhstan;
- 07.2020 – 09.2020 – First Vice Minister of Digital Development, Innovation and Aerospace Industry of the Republic of Kazakhstan;
- 03.2020 – 07.2020 – Advisor to the President of the Republic of Kazakhstan on Digitalization and Innovation Technologies;
- 05.2019 – 03.2020 – Entrepreneur, IT Specialist;
- 05.2018 – 05.2019 – Deputy Chairperson of the Management Board for Innovation, BI Group Holding;
- 2017 – 2018 – Chairperson of the Committee on Legal Statistics and Special Records, General Prosecutor's Office of the Republic of Kazakhstan ;
- 2014 – 2016 – Chairperson of the Management Board, Kazpost JSC.

ASSET ABDUALIYEV

Independent Director

Date of Birth: 8 August 1984
Citizenship: Republic of Kazakhstan
Date of first election to the Board of Directors: 19 July 2023
Date of current election to the Board of Directors: 30 April 2024
Independence criteria: Meets the criteria specified in subparagraph 20) Article 1 of the Law of the Republic of Kazakhstan On Joint Stock Companies

Education:

- 2018 – 2019 – Stanford University. Graduate School of Business Master of Science in Management (MSx);
- 2017 – 2018 – Harvard University, School of Public Administration Master of Public Administration (MPA);
- 2006 – 2007 – University of Dundee CEPMLP. Master of Laws (LLM);
- 2001 – 2005 – L.N. Gumilev Eurasian National University, Faculty of Law, Bachelor of International Law.

Place of work and positions held in organisations over the last five years:

- 06/2023- to date – CEO, Silk Road Innovation Hub;
- 06/2021 – 06/2023 – TaskRabbit, Inc., Head of Strategy and Development, San Francisco, USA;
- 06/2016 – 05/2017 – Almaty Development Centre JSC, Deputy Chairman of the Management Board .

DMITRIY ZAIKA

Independent Director

Date of Birth: 27 April 1975
Citizenship: Republic of Kazakhstan
Date of first election to the Board of Directors:
30 June 2015
Date of current election to the Board of Directors:
30 April 2024
Independence criteria: Meets the criteria specified in subparagraph 20) Article 1 of the Law of the Republic of Kazakhstan On Joint Stock Companies

Education:

- 2003 – 2005 – Kazakh State Economic University. Specialisation Financial Management Qualification: Economist (diploma with honours);
- 1992 – 1998 – Almaty Institute of Power Engineering and Communications Specialisation: radio engineering, qualification: radio engineer.

Place of work and positions held in organisations over the last five years:

- 2011 – 2020 – Chimpharm JSC, Independent Director;
- 2012 – 2016 – ALTEL JSC, Independent Director;
- 2015 – to date – Kazakhtelecom JSC, Independent Director.

ARTUR NEUPOKOYEV

Independent Director

Date of Birth: 22 June 1967
Citizenship: Republic of Kazakhstan
Date of first election to the Board of Directors:
19 July 2023
Date of current election to the Board of Directors:
30 April 2024
Independence criteria: Meets the criteria specified in subparagraph 20) Article 1 of the Law of the Republic of Kazakhstan On Joint Stock Companies

Education:

- 1985 – 1992 – Kazakh Polytechnic Institute. Speciality: physico-chemical studies of metallurgical processes.

Place of work and positions held in organisations over the last five years:

- 01.2018 – 11.2019 – Kazakhtelecom JSC, Director of the Department for sales to large customers of the Corporate Business Division;
- 03.2006 – 12.2017 – Kazakhtelecom JSC, Deputy Director General – Commercial Director of the Corporate Sales Directorate.

DIRECTORS' INDEPENDENCE

In accordance with the requirements of the Law On Joint Stock Companies, independent members of the Board of Directors should be at least 30%. In 2024, this proportion in the Kazakhtelecom JSC's Board of Directors was 43%.

Independent Director is a member of the Board of Directors who:

- is not an affiliate of this joint stock company and has not been an affiliate of this joint stock company for three years preceding his election to the Board of Directors (except for the case of his tenure as an independent director of this joint stock company);
- is not an affiliate of any affiliate of this joint stock company;
- is not a subordinate to any officials of the joint-stock company or affiliated entities of the joint-stock company and has not been subordinate to any such officials during the three years preceding his election to the Board of Directors;
- is not a government official;
- is not a shareholder's representative at meetings of the bodies of the joint stock company and has not been such a representative during the three years preceding his election to the Board of Directors;
- does not participate in the audit of this joint stock company as an auditor working as part of an audit organisation and has not participated in such an audit during the three years preceding his election to the Board of Directors.

The independent directors of the Company's Board of Directors fully met the independence criteria in 2024. For more details, please refer to the document titled "Declaration of Independence of the Board of Directors" available on the Company's website. https://sustainability.telecom.kz/?page_id=73

CONFLICTS OF INTEREST

GRI 2-15

Kazakhtelecom JSC has a Conflict of Interest Policy. The Policy defines the procedure for prevention, identification and regulation of conflict of interests, procedures for interaction and coordination of the Company's bodies and/or persons in case of occurrence or probability of occurrence of conflict of interests.

In 2024, the Board of Directors recorded no conflicts of interest in its work.

ACTIVITY OF THE BOARD OF DIRECTORS

In 2024, meetings of the Board of Directors were held online using existing video conferencing platforms.

Over the course of the year, 22 Board meetings were held, during which 107 matters were reviewed.

Key decisions of the Board of Directors in 2024:

- Approval of the Group Policy of Kazakhtelecom JSC on Full-Cycle Investment Activity Management
- Approval of the ESG Strategy of Kazakhtelecom JSC for 2024–2032
- Review of certain matters related to CASPINET B.V., the mobile operators of Kazakhtelecom JSC group, and implementation of the Kazakhtelecom JSC Development Plan
- Decisions made to provide charitable assistance to regions affected by floods in the amount of KZT 1 billion
- Review of the appointment of a new Chairperson of the Management Board
- Decision to divest 100% ownership interest in the charter capital of Mobile Telecom-Service LLP.

The Board of Directors also regularly heard reports from the Management Board on the execution of the Business Plan, occupational health and safety, implementation of strategic projects, risk management, strategy implementation, and the activities of mobile operators.

ASSESSMENT OF THE BOARD OF DIRECTORS

GRI 2-18

The Company evaluates the Kazakhtelecom JSC Board of Directors' performance in accordance with the Rules for evaluation of the performance of the Board of Directors and its committees, members of the Board of Directors and the Corporate Secretary. According to this document, the Company assesses the Board of Directors once a year by means of self-assessment and at least once in three years by independent consultants.

PricewaterhouseCoopers' consultants conducted the last external assessment of the Board of Directors' performance in 2021. According to their assessment, the rating for the Board of Directors and Executive Body Effectiveness increased from BB in 2018 to BBB. In addition, based on the results of this assessment, the Corporate Governance Improvement Plan included measures related to the activities of the Board of Directors.

In accordance with the specified Rules, the assessment of the Board of Directors for 2023 and 2022 was conducted internally. The evaluation criteria included aspects such as the level of strategic thinking, industry knowledge, professional experience, commitment to teamwork, adherence to sustainability principles, and other relevant factors.

For the assessment of the Board of Directors' performance in 2024, the engagement of independent consultants is planned in 2025. The selection of consultants will be carried out in accordance with the Procurement Procedure of the Sovereign Wealth Fund "Samruk-Kazyna" JSC and legal entities in which fifty percent or more of the voting shares (interests) are directly or indirectly owned by Samruk-Kazyna JSC by right of ownership or trust management.

PARTICIPATION IN THE BOARD OF DIRECTORS' MEETINGS IN 2024

Members of the Board of Directors	№1 22.02.24	№2 05.03.24	№3 27.03.24	№4 09.04.24	№5 10.04.24	№6 03.05.24	№7 24.05.24	№8 29.05.24	№9 31.05.24	№10 10.06.24	№ 11 05.07.24	№ 12 18.07.24	№ 13 26.08.24	№ 14 31.08.24	№ 15 19.09.24	№ 16 18.10.24	№ 17 04.11.24	№ 18 12.11.24	№ 19 15.11.24	№ 20 11.12.24	№ 21 24.12.24	№ 22 27.12.24	% Participation
N.T. Baidauletov	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	100%
K.B. Yesekeyev	+	+	+	+	+	+	+	+	+														100%
N.Yu. Kazutin	+	+	+	+	+	+	-	+	+	+	+	+	+	-	+	+	+	+	+	-	+	+	86.4%
G.K. Auganov	-	+	+	+	+																		80%
A.K. Abdualiyev	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	-	-	90.9%
D.A. Zaika	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	-	+	-	+	-	86.4%
A.V. Neupokoyev	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	100%
Y.M. Otynshiyev						-	+	+	+	+	+	+	+	+	-	+	+	+	+	+	+	+	88.2%
B.B. Mussin												+	+	+	+	+	+	+	+	+	+	+	100%

COMMITTEES OF THE BOARD OF DIRECTORS

GRI 2-9

In 2024, three Committees functioned under the Board of Directors: the Audit and Sustainable Development Committee, the Human Resources, Remuneration and Social Affairs Committee, and the Strategic Planning Committee.

AUDIT AND SUSTAINABLE DEVELOPMENT COMMITTEE

GRI 2-9, 2-13

The Kazakhtelecom JSC's Board of Directors established the Audit Committee by its resolution in 2006. In July 2022, the Board of Directors renamed the Audit Committee into the Audit and Sustainable Development Committee. The Committee carries out its activity in accordance with the Regulations on the Committee approved by the Board of Directors on 19 July 2022.

Composition of the Committee in 2024:

- Asset Kuandykovich Abdualiyev (Chairperson of the Committee)
- Dmitriy Alexandrovich Zaika
- Artur Viktorovich Neupokoyev.

In accordance with the Corporate Governance Code of Kazakhtelecom JSC, the Audit and Sustainable Development Committee consists entirely of independent directors who meet the criteria for recognising the independence of directors stipulated by subparagraph 20) of Article 1 of the Law of the Republic of Kazakhstan On Joint Stock Companies.

In accordance with the Regulations on the Committee, the Chairman of the Committee invited to the meetings to provide information on agenda items:

- members of the Board of Directors;
- Heads of the Internal Audit Service and Compliance Service;
- representatives of the external auditor Ernst & Young LLP;
- employees of the Company (top management, heads of structural divisions, experts) and employees of subsidiaries.

In accordance with Clause 16 of the Committee's Regulations, the Committee holds regular in-person meetings at least once per quarter, as well as extraordinary meetings as needed. The Committee's 2024 Work Plan scheduled meetings in each of the four quarters, with a list of matters within its competence.

In 2024, the Committee held 8 meetings, during which 27 matters were reviewed and corresponding recommendations were provided to the Company's Board of Directors. These included issues related to the activities of the Internal Audit Service, Compliance Service, internal controls and risks, financial reporting, external audit, and other key topics.

The Committee operated in line with its 2024 Work Plan. Committee members actively participated in each meeting, and their performance was assessed as effective.

In its work, the Committee strictly adhered to the Charter of Kazakhtelecom JSC, the Company's Corporate Governance Code, and the Committee Regulations.

In carrying out their duties, the Committee and its members acted in the best interests of the Company, diligently and reasonably. The Committee fulfilled the objectives, responsibilities, and functions assigned to it by the Corporate Governance Code, the Committee Regulations, the instructions of the Board of Directors, and its 2024 Work Plan.

PARTICIPATION IN AUDIT AND SUSTAINABLE DEVELOPMENT COMMITTEE MEETINGS IN 2024

Committee members	№1 19.02	№2 26.03	№3 24.05	№4 27.05	№5 16.07	№6 16.09	№7 30.10	№8 09.12	Participation rate
Abdualiyev A.K.	+	+	+	+	+	+	-	+	87.5%
Zaika D.A.	+	+	+	+	+	+	+	+	100%
Neupokoyev A.V.	+	+	+	+	+	+	+	+	100%

HUMAN RESOURCES, REMUNERATION AND SOCIAL AFFAIRS COMMITTEE

GRI 2-20

The Board of Directors of Kazakhtelecom JSC established the HR, Remuneration and Social Affairs Committee by its decision in 2015.

The Committee reports to the Board of Directors and carries out its activities in accordance with the Regulations on HR, Remuneration and Social Affairs Committee of the Board of Directors of Kazakhtelecom JSC, approved by the decision of the Board of Directors Minutes No.2 dated 18.03.2015.

Composition of the Nomination, Remuneration and Social Affairs Committee of the Board of Directors of Kazakhtelecom JSC in 2024:

- Dmitriy Alexandrovich Zaika (Chairperson of the Committee)
- Asset Kuandykovich Abdualiyev
- Artur Viktorovich Neupokoyev
- Yelzhas Muratovich Otynshiyev

Until 3 May 2024:

- Dmitriy Alexandrovich Zaika (Chairperson of the Committee)
- Gibrat Kairatovich Auganov
- Asset Kuandykovich Abdualiyev
- Artur Viktorovich Neupokoyev.

From 3 May 2024:

- Dmitriy Alexandrovich Zaika (Chairperson of the Committee)
- Asset Kuandykovich Abdualiyev
- Artur Viktorovich Neupokoyev.

On 15 November 2024, Yelzhas Muratovich Otynshiyev was elected to the Committee.

In accordance with the Regulations on the Human Resources, Remuneration and Social Affairs Committee, the Chairman of the Committee invited to the meetings as speakers, observers and also to provide information on agenda items:

- members of the Board of Directors;
- employees of the Company (top management, heads of structural divisions, experts);
- candidates for managerial positions in accordance with the List of managerial positions.

In 2024, the Nomination, Remuneration and Social Affairs Committee held 13 in-person meetings, during which 34 matters were reviewed and relevant recommendations were submitted to the Company's Board of Directors. These included matters of a social nature, changes to the structure of the Central Office, election of employees to the Company's Management Board, appointments of first executives of subsidiaries, approval of KPIs for senior management, remuneration, human resources management, and other topics.

The Committee operated in accordance with its 2024 Work Plan. Members of the Committee actively participated in each meeting, and their performance was assessed as effective.

The Committee and its members carried out their duties in the best interests of the Company, acting diligently and reasonably.

In 2024, the Nomination, Remuneration and Social Affairs Committee fulfilled the goals, tasks, and functional responsibilities assigned to it by the Company's Corporate Governance Code, the Regulations on the Nomination and Remuneration Committee, resolutions and instructions of the Board of Directors, as well as the Committee's 2024 Work Plan.

PARTICIPATION IN HR, REMUNERATION AND SOCIAL AFFAIRS COMMITTEE MEETINGS IN 2024

Members of the Board of Directors	№1 21.02	№2 05.03	№3 26.03	№4 24.05	№5 28.05	№6 10.06	№7 05.07	№8 16.07	№9 31.08	№10 16.09	№11 19.09	№12 01.11	№13 10.12	Participation rate
Zaika D.A.	+	+	+	+	+	+	+	+	+	+	+	+	+	100%
Abdualiyev A.K..	+	-	+	+	+	+	+	+	+	+	+	-	+	92.31%
Neupokoyev A.V.	+	+	+	+	+	+	+	+	+	+	+	+	+	100%
Auganov G.K.	+	+	+											100% during their term of membership on the Committee

STRATEGIC PLANNING COMMITTEE

The Board of Directors of Kazakhtelecom JSC established the Strategic Planning Committee by the decision of the Board of Directors in 2010. The Strategic Planning Committee is a consultative and advisory body of the Board of Directors and carries out its activities in accordance with the Regulations on the Strategic Planning Committee approved by the decision of the Board of Directors on 19 November 2010.

Composition of the Strategic Planning Committee of the Board of Directors of Kazakhtelecom JSC in 2024:

- Artur Viktorovich Neupokoyev (Chairperson of the Committee)
- Asset Kuandykovich Abdualiyev
- Dmitriy Alexandrovich Zaika
- As non-voting experts: Askar Zhalelovich Kairov and Almagul Umurzakovna Mukanova (representatives of Samruk-Kazyna JSC).

The Chairperson of the Committee invited the following participants to Committee meetings as observers, speakers, or for the purpose of providing information on agenda items:

- Members of the Management Board
- Senior and other employees of the Company and its subsidiaries
- Representatives of Samruk-Kazyna JSC.

According to Clause 15 of the Committee's Regulations, the Strategic Planning Committee holds meetings in accordance with the annual plan approved by the Committee's decision, but not less than once per quarter. Extraordinary meetings are convened as needed.

In 2024, the Strategic Planning Committee held 10 in-person meetings, during which 26 matters were reviewed and relevant recommendations were provided to the Company's Board of Directors. These included issues related to strategy, business planning, strategic projects, and other key areas of the Company's operations.

The Committee operated in accordance with its 2024 Work Plan. Committee members actively participated in all meetings, and their performance was assessed as effective.

The Committee and its members acted in the best interests of the Company, diligently and reasonably in the execution of their duties.

The Committee successfully fulfilled its responsibilities of advising the Board of Directors on the determination of the Company's strategic priorities and development strategy, including proposals aimed at enhancing the Company's long-term performance.

In 2024, the Strategic Planning Committee met the goals, tasks, and functional responsibilities set forth in the Regulations on the Strategic Planning Committee, the resolutions and instructions of the Board of Directors, and the Committee's 2024 Work Plan.

PARTICIPATION IN STRATEGIC PLANNING COMMITTEE MEETINGS IN 2024

Committee members	№1 19.02	№2 19.03	№3 27.05	№4 31.05	№5 16.07	№6 17.09	№7 19.09	№8 01.11	№9 14.11	№10 09.12	Participation rate
Neupokoyev A.V.	+	+	+	+	+	+	+	+	+	+	100%
Abdualiyev A.K..	+	+	+	+	+	+	+	-	+	+	90%
Zaika D.A.	+	-	+	-	+	+	+	+	+	+	80%

IMPROVING THE PROFESSIONAL COMPETENCE OF MEMBERS OF THE BOARD OF DIRECTORS

GRI 2-17

The Company has a Policy on professional development and attraction of external experts by members of the Board of Directors. This policy has been developed considering best practice of corporate governance in order to improve the efficiency of the Board of Directors' work through the implementation of a system of skills development and professional development of members of the Board of Directors and the exercise of their right to engage external experts if the issues considered by the Board of Directors require external professional and independent expert analysis. No training of the Board of Directors members was organised in 2024.

COMPENSATION OF THE BOARD OF DIRECTORS

GRI 2-19, 2-21

The General Shareholders Meeting of Kazakhtelecom JSC of 12 August 2021 decided to pay the independent director a fixed annual fee and additional fee for membership/presidency in committees of the Board of Directors:

- for non-residents of the Republic of Kazakhstan – fixed annual remuneration amounting to USD 45 thousand (forty-five thousand) and additional remuneration for membership/chairing of committees of the Board of Directors of the Company amounting to USD 11 thousand (eleven thousand) after taxes and other compulsory contributions in accordance with the legislation of the Republic of Kazakhstan;
- for residents of the Republic of Kazakhstan – fixed annual remuneration amounting to KZT 16,650,000 (sixteen million six hundred fifty thousand) and additional remuneration for membership/chairing of Committees of the Board of Directors of the Company amounting to KZT 4,000,000 (four million) after taxes and other compulsory contributions in accordance with the legislation of the Republic of Kazakhstan.

The total remuneration paid by the Company to resident members of the Board of Directors in 2024 amounted to KZT 57,300,000. The total remuneration paid to non-resident members of the Board of Directors in 2024 amounted to USD 56,000. The overall total remuneration paid to all members of the Company's Board of Directors for 2024 was KZT 85,264,160.

CORPORATE SECRETARY

The Corporate Secretary is accountable to the Board of Directors and performs duties in accordance with the legislation of the Republic of Kazakhstan, the Charter, the Corporate Governance Code, other internal documents, as well as resolutions of the General Meeting of Shareholders and the Board of Directors.

Within the scope of responsibilities, the Corporate Secretary oversees the preparation and organisation of General Meetings of Shareholders and meetings of the Board of Directors, manages documentation and ensures the proper flow of information for the Board, arranges the convening of Board meetings and records the minutes, and provides Board members with the necessary information.

The Corporate Secretary of Kazakhtelecom JSC, Mr. B.K. Abdykalykov, is a recipient of state awards and holds the industry title "Uzdik Baylanystyshy" (Best Telecommunications Specialist). He has been recognised as one of the best corporate secretaries among the companies of the Samruk-Kazyna Fund group, and is an active participant in various initiatives aimed at enhancing corporate governance and the corporate secretary institution. He is an Honorary Member of the Central Asian Association of Corporate Secretaries and served as Chair of the Jury for the "Corporate Secretary 2023" competition.

In 2024, he was awarded a Letter of Appreciation by the Central Asian Association of Corporate Secretaries "For contribution to improving the business environment and promoting best practices in corporate governance and sustainability standards in the country."

The Corporate Secretary's Regulations can be accessed on the Company's corporate website in the "Corporate Governance" section.