

**Policy of Joint-Stock Company
“National Mining Company “Tau-Ken Samruk” on the
Engagement of Services of Audit Organizations**

Version: 2.0

Owner: Accounting and Financial Reporting Department

Developer: Accounting and Financial Reporting Department

Astana, 2024

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Section 1. General provisions

1. The purpose of this Policy of Joint-Stock Company “National Mining Company “Tau-Ken Samruk” in engaging the services of audit firms (hereinafter - the Policy) is to organize an effective response to attracting the services of audit firms (including non-audit services provided by audit organizations), the introduction of unified procedures for attracting an audit organization to provide non-audit services, ensuring the status of independence by the auditors of Joint-Stock Company “National Mining Company “Tau-Ken Samruk” (hereinafter- Company) while providing audit and non-audit services and prevention of conflict of interest.

2. The main provisions envisaged by the Policy shall make the opportunity to the Company to attract auditors to provide certain audit and non-audit services without compromising the objectivity or independence of the auditor.

Subsidiaries of the Company shall develop their own policies for engaging the services of audit firms, subject to the provisions of this Policy.

3. The Policy shall provide a number of guidelines and procedures that should be implemented and observed constantly.

4. This Policy shall make use of the following terms and abbreviations:

Auditor

- an audit firm that renders services for the audit of the consolidated and separate financial statements of the Company, including reviews of the interim consolidated and separate financial statements of the Company, on the basis of concluded agreement.

Audit organization

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

Audit services	- services for the audit of the consolidated and separate financial statements of the Company, including reviews of the interim consolidated and separate financial statements of the Company.
Showcase "Audit and non-audit services"	part (subsystem) of the Fund's information system for automating the processes of the management reporting system in the Fund based on SAP software, designed to automate the process of collecting information on audit and non-audit services provided by audit organizations to the Fund's Group.
Group	- The Company and its subsidiaries
Subsidiary	- a subsidiary of the Company, defined as a subsidiary in accordance with IFRS 10 "Consolidated Financial Statements".
Law	- Law of the Republic of Kazakhstan on Auditing Activities.
Code of Ethics for Professional Accountants	- a set of ethical standards (ethical standards) for Professional Accountants issued by the Ethics Standards Board for Accountants of International Federation of Accountants.
Audit Committee	- Audit Committee of the Board of Directors of the Company
Conflict of interest	- a situation in which the interest of the audit firm may affect its opinion on fair presentation of the financial statements of the audited entity.

Non-Audit Services	- services that are not an audit and/or an interim audit review of the separate and consolidated financial statements rendered by the Auditor.
Responsible structural unit	- a structural unit of the Company, responsible for accounting and financial reporting.
Reporting year	- financial year from January 1 to December 31.
List	a list of audit organizations providing audit and non-audit services to the Group, determined by the structural division of the Company responsible for accounting and preparation of financial statements
Management Board	- Management Board of the Company.
Internal Audit Service	- Internal Audit Service of the Company.
Board of Directors	- Board of Directors of the Company.
Fee cap	- The limitation amount is a calculated amount for each Reporting year, which does not exceed 50% of the average amount of expenses on audit services provided by the Auditor to the Group for three consecutive previous reporting years, which should not be exceeded by expenses on non-audit services provided by the Auditor. If the Auditor provides audit services to the Group for less than three years, the average amount of expenses on audit services is calculated based on the actual period of services provided.
Financial statements	- consolidated and/or separate financial statements.
Fund	Joint-Stock Company “Sovereign Wealth Fund “Samruk-Kazyna”

Section 2. Selection of an Auditor

5. The procedure for selecting the Auditor shall be carried out in accordance with the Procedure for the implementation of procurement by the Joint Stock Company National Welfare Fund Samruk-Kazyna and legal entities, fifty or more percent of voting shares (participatory interests) of which are directly or indirectly owned by JSC Samruk-Kazyna on the basis of ownership or trust management.

Section 3. Classification of Non-audit Services

6. The Auditor may render certain non-audit services to the Group. At that, the Company believes that the provision of certain services not related to the audit and the level of remuneration for non-audit services may lead to a conflict of interest or actual/perceived loss of objectivity.

7. Each of the potential services of the audit firm is classified by the Company into one of the following categories:

Category A: non-audit services that may affect independence of securing current obligations of the Auditor and which shall be rendered by the Auditor in accordance with the laws and regulations of the Republic of Kazakhstan or the country of registration of a non-resident subsidiary of the Republic of Kazakhstan. Rendering of non-audit services of Category A is subject to the conditions set out in the Code of Ethics for Professional Accountants. Non-audit services of Category A do not require compliance with the Fee cap indicated in clause 10 of this Policy.

Category B: non-audit services that may affect independence of securing current obligations of the Auditor and which may be rendered by the Auditor in accordance with the Law and subject to the conditions established by the Code of Ethics of Professional Accountants. Non-audit services of Category B require compliance with the fee cap specified in clause 10 of this Policy.

Category C: non-audit services that will result in the loss of independence to ensure current obligations of the Auditor and are considered prohibited services in accordance with the Law and other restrictions provided by the Code of Ethics for Professional Accountants.

8. To render non-audit services to the Company/subsidiary of the Company related to Category A and B, the Auditor shall obtain the approval of the Audit Committee.

9. The total amount of expenditures for non-audit services of Category B rendered by the Auditor to the Group during the reporting year shall not exceed the fee cap calculated as 50% of the average amount of expenditures for audit services rendered by the Auditor to the Group for three consecutive previous reporting years. If the Auditor provides audit services to the Group for less than three years, the average amount of expenses for audit services is calculated based on the actual period of provision of services.

10. To provide services under Category C, the Company will not engage an audit organization which provides the compulsory audit of the Company.

Section 4. List of Non-Audit Services by Category

11. Non-audit services of Category A comprise the following:

- Reporting required by a competent authority or regulator in accordance with the legislation of the Republic of Kazakhstan;
- Reporting on internal financial control, when required by the legislation of the Republic of Kazakhstan;
- Reports, required by or supplied to competent authorities or regulators, where the authority or regulator has either specified the Auditor to provide the service or identified to the Company/Subsidiary that the Auditor should be selected as a service provider;
- Services which shall support the Company/subsidiary in fulfilling an obligation required by legislation of the Republic of Kazakhstan where: rendering of such services is time critical; the subject matter of the engagement is price sensitive; and it is probable that an objective, reasonable and informed third party has concluded that the understanding of the Company/Subsidiary obtained by the Auditor for the audit of the financial statements is relevant to the service, and where the nature of the service would not compromise independence of the Auditor.

12. Non-audit services of Category B comprise the following:

- Reporting on loan covenants (except for those required by law);
- Services for carrying out of extended audit procedures in terms of financial information/financial control, rendered on behalf of the management of the Company/Subsidiary, where this work is integrated with the rendered audit services and is performed on the same principal terms and conditions;
- Services for carrying out of additional audit procedures in relation to the financial statements of significant subsidiaries rendered on behalf of the management of the Company or Subsidiary;
- Services for submitting analysis of changes in legislation or accounting standards and audit;
- Services for provision of tax advice;
- Mergers and acquisitions support services;
- Audit and other services relating to public reporting of the Company/Subsidiary in an investment circular or prospectus;
- Services for assurance/preparation of financial statements or disclosure of information by the management of the Company / Subsidiary in an investment circular or prospectus;
- Services for assurance of the reporting of the Company / Subsidiary other than financial statements (environmental reporting, sustainability reporting, etc.).
- Environmental, Health and Safety (EHS) due diligence, consulting and advice services, including EHS data analysis;
- - Development of competency models and employee potential assessment tools;
- - Services for conducting training seminars, corporate trainings, advanced training courses;
- - Services for conducting salary and compensation reviews, analysis of labor market

benchmarks (metrics).

13. Non-audit services of Category C comprise the following:

- Tax services relating to tax calculation, including deferred tax, and/or preparation of tax reporting forms.
- tax planning services;
- tax services related to valuation;
- services to provide support during tax authority audits;
- services to assist in resolving tax disputes;
- services related to participation in the management or making management decisions of the Company;
- accounting services and preparation of financial statements;
- services for the accrual and payment of salaries to the Company's employees;
- services for the development and implementation of internal control procedures or risk management related to the preparation and/or control of financial information, or the development and implementation of financial information technology systems;
- services for valuation, including actuarial liabilities or liabilities related to the Company's litigation;
- legal services, including legal counsel services, negotiations on behalf of the Company, protection of the Company's interests in resolving litigation;
- services for conducting the internal audit of the Company;
- services in the field of compliance;
- services related to the financing, structure and distribution of capital, as well as the investment strategy of the Company, with the exception of the provision of audit services in relation to financial statements, such as the issuance of letters of guarantee in relation to prospectuses of securities issued by the Company;
- services in relation to the promotion, trading or underwriting of the Company's shares, debt and other financial instruments issued by the Company, and the provision of advice on investments in such shares, debt obligations or other financial instruments;
- services for the search and testing of personnel for management positions that affect the accounting and preparation of the financial statements of the Company;
- services for determining the organizational structure of the Company;
- services for monitoring the Company's costs.

Section 5. Approval of Non-Audit Services

14. If the Auditor is interested in rendering non-audit services of Categories A or B to the Company/Subsidiary, the Auditor shall send a request to the Audit Committee for approval to provide such services. Within the request the Auditor must specify at least the following information:

- 1) a detailed description of the service;

- 2) expected remuneration to be paid in connection with the supposed provision of services;
- 3) an analysis of independence in rendering of this service including the list of the reasons why obtaining the endorsement will not jeopardize the independence of the Auditor;
- 4) confirmation that there is no conflict of interest in rendering of this service;
- 5) and the proposed classification of the non-audit service in accordance with the provisions of this Policy.

15. If the Auditor is interested in providing Category B non-audit services to the Company / Subsidiary, the Auditor shall additionally provide the Audit Committee with an information about the accrued and paid remuneration for the audit services provided by the Auditor to the Group for three consecutive previous Reporting years.

16. The Audit Committee considers the request of the Auditor, verifies the correctness of the classification of the non-audit service and makes a decision on the permission / non-permission to the Auditor of the provision of non-audit services. The decision of the Audit Committee is sent to the Auditor.

17. Decisions taken by the Audit Committee on clause 16 of this Policy shall be submitted to the Board of Directors for information.

Section 6. Conflict of Interests in Rendering Audit and Non-Audit Services by the Audit Organization

18. When carrying out the procurement procedure and obtaining audit services, the Company should consider the possibility of threats creation to the independence of the audit organization as a result of:

- 1) nature of services previously obtained from that audit organization;
- 2) financial or business relationship with the audit organization during or after the period covered by the financial statements.

In the event of failure or inability by the Company to take measures to eliminate the threat of self-examination for the audit organization, or reduce it to an acceptable level, the Company cannot obtain audit services from such an audit organization.

19. The audit organization shall be prohibited to provide audit services in cases stipulated by the Law.

20. Services obtained by the Company from the audit organizations must not violate the principles of objectivity and confidentiality, which can be created:

- 1) when the audit organization has joint ventures or similar associations, in which the majority of the participants are competitors of the Company;
- 2) when the audit organization provides services to the Company and other organizations whose interests are in conflict of interests or they are in the state of dispute and debate with each other on the issues, operations and problems.

Section 7. Periodic Reporting

21. Every year, by January 10 of the year following the Reporting Year, subsidiaries shall provide the Responsible Structural Unit with information on expenses for audit and non-audit services rendered by audit organizations and reflected in the statement of comprehensive income for the previous Reporting Year. The Company shall

provide consolidated information for the Group in the Showcase “Audit and Non-Audit Services. The information specified in clause 22 of this Policy is prepared by the Chief Accountant of the subsidiary and approved by the Director in charge of the financial statements of the subsidiary and is submitted to the structural subdivision of the Company in an official letter through the electronic document management system of the Company.

At the same time, the information provided by subsidiaries must be previously agreed by them with audit organizations.

22. The information specified in paragraph 21 of this Policy is prepared by the Chief Accountant of the subsidiary and approved by the director in charge of financial reporting issues of the subsidiary, and is provided to the structural division of the Company responsible for financial reporting by official letter via the Company's electronic document management system.

In this case, the information provided by subsidiaries must be pre-agreed with audit organizations.

23. The responsible structural unit verifies the completeness and correctness of the information provided by subsidiaries and reconciles the data of subsidiaries and audit organizations providing audit and non-audit services to the Group during the Reporting Year.

24. Not later than March 15, following the Reporting year, the Company's Managing Director who supervises the issues of accounting and interrelation with the External Auditor ensures that a report is submitted to the Audit Committee for consideration, containing information for the previous Reporting year, including:

- 1) the volume of audit services rendered by the Auditor to the Group;
- 2) the volume of non-audit services rendered by the Auditor to the Group (broken down by non-audit service categories).

25. Also, the Managing Director of the Company who supervises the issues of accounting and interrelation with the External Auditor provides the Audit Committee for consideration and approval for publication on the corporate internet resource of the Company the following information:

- 1) remuneration paid by the Company to the Auditor for the provision of audit services for the previous Reporting year;
- 2) remuneration paid by the Company to the Auditor for the provision of non-audit services for the previous Reporting year (broken down by non-audit service categories).

26. After the Audit Committee makes a decision on publication, the Responsible structural subdivision shall send information about the audit and non-audit services rendered by the Auditor during the Reporting year to the Company's structural unit responsible for publishing the information on the Company's corporate internet resource not later than March 30 according to the Disclosure Regulations of JSC NMC Tau-Ken Samruk.

Section 8. Rotation of the Project Partner

27. The Company should demand from the Auditor to follow the principle of project partner rotation (responsible for the audit) each 5 (five) years.

28. The succession plan upon achievement of this result should be prepared by the

Auditor and submitted to the Audit committee and Chief Economics and Finance Director of the Company who supervises the issues of accounting and interrelation with the External Auditor for consideration not later than one year before rotation.

Section 9. Employment of Auditor's Employees to the Company

29. If the appointment (election) as a member of the Management Board, Chief Accountant or Head of Internal Audit Service of the Company of a person who participates in the compulsory audit of the Company as an employee of the Auditor or participated in the compulsory audit of the Company as an employee of the Auditor during the two years, preceding the date of his appointment (election) to the Company, is expected, in order to avoid conflict of interest it is required to obtain prior approval of the Audit Committee on the proposed candidate for further consideration of his appointment (election).

Section 10. Annual Approval of the Auditor

30. The Auditor shall confirm the Audit Committee (at least once a year) that:
- Auditor's independence was preserved;
 - Auditor and its partner do not have any financial interests in Companies of the Group;
 - Members of the Audit group do not have any financial interests in the Company;
 - There are no any business interests between the Company and Auditor, except for cases provided by this Policy;
 - no part of remuneration paid by the Company to the Auditor is to be paid in case of emergency;
 - the total amount of remuneration received or expected to be received by the Auditor for services rendered to the Group, the threshold of which must not exceed 15 percent of the Auditor's total income, did not have a significant impact on the financial independence of the Auditor from the Company or the Group;
 - There are no disputes between Company and Auditor.
31. The Audit Committee shall confirm the Board of Directors annually that the Auditor has given the confirmation mentioned in clause 30 of this Policy.

Section 11. Final Provisions

32. If certain provisions of this Policy contradict the legislation of the Republic of Kazakhstan, the norms of the legislation of the Republic of Kazakhstan shall be applied.

33. This Policy shall be periodically assessed for the relevance of the requirements set out in it by the responsible structural unit.

34. The Audit Committee shall if necessary, review compliance with requirements of the Policy with possible involvement of the Internal Audit Service for such purposes.

**Annex to the Policy of JSC NMC “Tau-Ken Samruk” on the engagement of services of audit organizations
Request form for audit and non-audit services rendered by an audit organization**

No.	Company's Subsidiary Name	Audit organization name	Name of services rendered by an audit organization				Agreement currency	Expenses/income (for the Auditor) from rendering services by the audit organization, reflected in the statement of comprehensive income, excluding VAT, KZT thousand			Expenses/income (for the Auditor) from rendering services by the audit organization, reflected in the statement of comprehensive income, excluding VAT, in the Agreement currency			Notes
			Audit services		Non-audit services			Reporting year (from January 1 to December 31)	2 (two) years following the reporting year (expected on the basis of concluded agreements)		Reporting year (from January 1 to December 31)	2 (two) years following the reporting year (expected on the basis of concluded agreements)		
			Contract number and date	Audit service name (review/audit/other)	Contract number and date	Non-audit service name			20__ (from January y to December)	20__ (from January y to December r)		20__ (from January y to December r)	20__ (from January y to December r)	
	/name/	/name/											other notes	

