APPROVED
by the decision of the
Board of Directors of
JSC NMC Tau-Ken Samruk
of October 4, 2024
Minutes No. 13/24

REGULATIONS
ON THE NOMINATION AND REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS OF JSC NMC TAU-KEN SAMRUK

Astana
2024

(as amended and supplemented as of September 30, 2026)

1. GENERAL PROVISIONS

1. These Regulations on the Nomination and Remuneration Committee (hereinafter - the Regulations, the Committee) of the Board of Directors (hereinafter - the Board of Directors) of JSC NMC Tau-Ken Samruk (hereinafter - the Company) are developed in accordance with the legislation of the Republic of Kazakhstan, the Charter and the Corporate Governance Code of Samruk-Kazyna JSC, and other internal documents of the Company.

2. These Regulations define the status, composition, working procedure and functions of the Committee, the procedure for convening and holding its meetings, making decisions, as well as the rights and responsibilities of Committee members.

3. The Committee is a consulting and advisory body of the Board of Directors of the Company and is established for in-depth study of issues referred to the competence of the Board of Directors.

4. The Committee was established in order to develop and submit recommendations to the Board on the following issues:

- election or appointment of candidates to independent directors, the Management Board of the Company, the Corporate Secretary, taking into account the provisions of internal documents of the Company;
- appropriate remuneration of directors, members of the Management Board of the Company, the Corporate Secretary in accordance with the goals, objectives and current position of the Company, and the level of remuneration in companies similar in type and scale of activity;
- implementation of a structured and open remuneration system for directors, members of the Management Board of the Company and the Corporate Secretary;
- providing social support to the Company's employees, including recommendations on the harmonization of internal regulatory documents of the Company.

5. Members of the Committee should not take part in making decisions related to their own election, re-election and remuneration.

6. In its activities, the Committee is guided by the legislation of the Republic of Kazakhstan, the Charter of the Company, decisions of the sole shareholder of the Company, the Regulations on the Board of Directors of the Company, these Regulations and other decisions of the Board of Directors of the Company.

2. FUNCTIONS OF THE COMMITTEE

7. The functions of the Committee include the following issues:

1) preparation of qualification requirements for candidates for independent Directors, Corporate Secretary and Ombudsman;

2) recommendations on candidates for independent directors, members of the Management Board, Corporate Secretary and Ombudsman and for other positions in the Company, as well as in legal entities, all voting shares (interests) of which

directly or indirectly are owned by the Company, the appointment of which is carried out by the Board of Directors. Candidates for positions whose election (appointment) is referred to the exclusive competence of the Sole Shareholder are considered by the Committee on the basis of the relevant provisions of the Company's internal documents;

3) development of recommendations on the search and selection of candidates for the Board of Directors, characteristics of the required candidates for the Board of Directors based on an annual assessment of the activities of the Board of Directors and its members, evaluation of candidates for the Board of Directors of the Company;

4) preliminary consideration of the Induction Program for newly elected directors, the Professional Development Plan for the members of the Board of Directors and the Succession Plan for the members of the Board of Directors;

5) providing recommendations to the Board of Directors on the formation of a list of candidates to the Board of Directors (Pool of candidates) based on proposals from members of the Committee and the Sole Shareholder;

6) preparation of recommendations regarding qualification criteria for the members of the Board of Directors;

7) submission of recommendations on bonuses, consideration of the amounts and conditions of bonuses for the Ombudsman and the Corporate Secretary;

8) preparation of a recommendation on appointment of an external consultant on remuneration issues;

9) submitting recommendations on appointment, determination of the term of office of the Ombudsman and the Corporate Secretary, early termination of their powers, approval of their regulations, their goal charts, approval of activity reports and results of their performance evaluation, recommendations on the imposition of disciplinary penalties against the Corporate Secretary and the Ombudsman;

10) submission of recommendations on the quantitative composition, term of office of the Management Board, election, re-election and early termination of powers of members of the Management Board (except for the CEO), consideration of the Regulations on the Management Board;

11) making proposals on approving the rules of remuneration and bonuses, salary schemes, as well as determining the size of the salaries of the CEO, members of the Management Board, the Ombudsman and the Corporate Secretary;

12) making proposals on approving the method of performance evaluation of the Board of Directors and its committees, the Chairman and members of the Board of Directors, the Corporate Secretary, reviewing its results and approving the Action Plan based on the results of such an assessment;

13) review of the evaluation system of the Company's activities, members of the Management Board;

14) submitting recommendations on reviewing the performance assessment based on the results of work for the reporting period, making a decision on payment/non-payment of remuneration, determining the amount and conditions of

remuneration payment to the CEO and members of the Management Board of the Company;

15) consideration and approval of standard provisions on remuneration to the members of the Board of Directors and the Management Board of subsidiaries of the Company and making appropriate suggestions and comments;

16) submitting a recommendation to the Board of Directors by agreement regarding the work of the members of the Board of Directors, members of the Management Board, the Ombudsman and the Corporate Secretary in other organizations;

17) approval of the annual report on the work of the Committee, which is included in the operating report of the Board of Directors based on the results of the work for the year and the Work Plan of the Committee before the beginning of the calendar year, which is coordinated with the work plan of the board of directors, indicating the list of issues under consideration and dates;

18) preliminary consideration of the Regulations on the Committee, as well as amendments and additions to it;

19) making proposals for the approval of key performance indicators and their target values for the CEO and members of the Management Board;

20) providing recommendations on the development of policies regarding the appointment of legal entities whose shares (interest) are owned directly or indirectly by the Company, providing recommendations to the Board of Directors on the formation of a list of candidates (Pool of candidates);

21) preliminary review of the total number of employees and the organizational structure of the Company;

22) submission of recommendations on the results of implementation of motivational key performance indicators of the CEO and members of the Management Board, consideration of their interim results, making a decision on the imposition of disciplinary penalties against the CEO and members of the Management Board;

23) consideration of corporate conflicts involving the Chairman of the Board of Directors and other directors;

24) preliminary review of the Rules for the formation of the composition of the Board of Directors/Supervisory Boards of subsidiaries of the Company;

25) submission of recommendations on approval of job descriptions, job evaluation of the CEO, members of the Management Board, other positions of the management level subordinate to the position of the CEO of the Management Board (on the recommendation of the Nomination and Remuneration Committee of the Board of Directors), Corporate Secretary and Ombudsman;

26) conducting a calibration session to discuss the results of the performance evaluation of the Corporate Secretary, the Ombudsman, and their distribution in the talent map;

27) preliminary review of the Company’s Code of Business Ethics and the Company’s HR Policy, as well as amendments and additions to them;

28) preliminary review of internal regulatory documents regulating the activities of the Corporate Secretary and the Ombudsman;

29) submission of recommendations on election (re-election), determination of the term of office of the Senior Independent Director and early termination of his powers;

30) preliminary review of documents regulating the internal activities of the Company (except for documents approved by the Sole Shareholder and the Management Board);

31) preliminary consideration of personnel issues related to the activities of the general meeting of shareholders (participants) of a legal entity, 10 (ten) or more percent of shares (interest in the authorized capital) of which is owned by the Company;

32) consideration of other issues within its competence, as well as in accordance with the instructions of the Board of Directors, the Committee and/or the provisions of internal documents of the Company.

3. RIGHTS AND OBLIGATIONS OF THE COMMITTEE MEMBERS

8. Members of the Committee have the right to:

1) request and receive from officials and employees of the Company any information (documents, materials) in relation to the Company, if the specified information is necessary for him to perform the functions of a member of the Committee;

2) invite members of the Board of Directors, the Management Board, committees and other persons to their meetings as observers;

3) in accordance with the established procedure, use the services of external experts and consultants within the funds provided for in the Company's budget for the current year;

4) use the services of recruitment agencies in the selection of candidates for positions of senior employees of the Company;

5) participate in the control and verification of the execution of decisions and instructions of the Board of Directors on issues of their activities;

6) require the inclusion in the minutes of the meeting of the Committee of his special opinion on the issues on the agenda and the decisions taken;

7) demand the convening of a meeting of the Committee;

8) put issues on the agenda of the Committee meeting;

9) exercise other rights provided for by the current legislation of the Republic of Kazakhstan, the Charter of the Company, and other internal documents of the Company.

16. The members of the Committee are obliged to:

1) carry out its activities honestly and in good faith in the interests of Company as a whole and to comply with the basic principles of the Corporate Governance Code of Samruk-Kazyna JSC;

2) properly perform their duties and ensure the growth of long-term value and sustainable development of the Company;

3) devote sufficient time to the effective performance of their duties;

4) participate in the work of the Committee and attend its meetings;

5) regularly report to the Board of Directors on the results of their activities;

6) respect the confidentiality of all information that becomes known to them during the performance of their official duties;

7) within the limits of their competence and in accordance with the procedure provided for by these Regulations, perform any other duties that may be determined by the Board of Directors;

8) participate in the selection process of the Corporate Secretary, the Ombudsman, meetings with potential candidates, consideration of resumes of potential candidates;

9) participate in meetings with members of the Company's talent pool to get to know them, evaluate them, share knowledge and convey to them the vision and strategy of the Company;

10) help the Board of Directors to develop quality policies and procedures covering its responsibilities;

11) monitor the results of the performance evaluation of the Board of Directors and the training needs of directors;

12) inform the Board of Directors of any changes in its status as an independent director within five working days from the date of loss of this status or of a conflict of interest arising in connection with decisions to be taken by the Committee.

4. COMPOSITION, ELECTION AND TERM OF OFFICE OF THE COMMITTEE MEMBERS

10. 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 are referred to the competence of the Board of Directors of the Company.

11. The Committee is composed of independent directors. If necessary, an expert without the right to vote, who has the necessary professional knowledge to work in the Committee, may be included in the Committee.

12. The Committee must maintain a balance of skills, experience and knowledge that ensures the adoption of independent, objective and effective decisions in the interests of the Company, the Sole Shareholder and the principles of sustainable development.

13. The Committee must consist of at least 3 (three) members.

14. A member of the Board of Directors of the Company who is not independent may be elected to the Committee if the Board of Directors of the Company decides, by way of exception, that the membership of this person in the Committee is necessary in the interests of the Company and its shareholder. Upon the

occurrence of this appointment, the Board of Directors of the Company must disclose the nature of the director's dependence and justify the decision to accept him to the Committee in a report to the Sole Shareholder.

15. Members of the Committee should have in-depth knowledge and practical work experience corresponding to education in the field of accounting and preparation of financial statements and/or finance and/or audit, risk management, internal control.

16. An expert with professional experience and qualifications in the industry, in accordance with the goals, objectives and competence of the Committee, is involved in order to effectively operate the Committee. The role of the expert in the Committee is to provide the necessary information to the Committee members when making decisions, using special knowledge and professional experience, which allows the Committee to comprehensively study issues and develop recommendations of the Board of Directors.

17. The terms of office of the Committee members coincide with their terms of office as members of the Board of Directors, however, the composition of the Committee may be reviewed annually by the Board of Directors.

5. CHAIRMAN OF THE COMMITTEE

18. The Chairman of the Committee is elected from among the independent directors.

19. The Chairman of the Committee organizes the work of the Committee headed by him, in particular:

1) convenes meetings of the Committee and chairs them;

2) formulates the agenda of the Committee meetings;

3) organizes the discussion of issues at the meetings of the Committee, as well as hears the opinions of persons invited to participate in the meeting;

4) develops a plan of regular meetings for the current year, taking into account the plan of meetings of the Board of Directors;

5) maintains constant contacts with the members of the Board of Directors, the Executive Body, and employees of the Company's structural units in order to obtain the most complete and reliable information necessary for the Committee to make decisions in order to ensure effective interaction with the Board of Directors;

6) distributes responsibilities among the members of the Committee, gives them instructions related to in-depth study of the issue and preparation of materials for consideration at the meeting of the Committee;

7) reports before the beginning of each meeting of the Board of Directors on the issues considered and decisions taken at the meeting of the Committee.

20. In the absence of the Chairman, his functions are performed by one of the members of the Committee by decision of the Committee.

6. WORK PROCEDURE OF THE COMMITTEE

21. The work of the Committee is carried out in the form of meetings. The Committee annually draws up a Work Plan for the Committee, which is approved by the Committee before the beginning of the calendar year. Extraordinary meetings are held as necessary.

22. The functions of organizational and information support for the work of the Committee are performed by the Corporate Secretary.

23. The Corporate Secretary ensures the preparation and holding of Committee meetings, collection and systematization of materials for meetings, timely sending to the Committee members and invited persons notifications of meetings of the Committee, the agenda of meetings, materials on agenda issues, recording of meetings, preparation of draft decisions of the Committee, as necessary, issues extracts from the minutes of Committee meetings.

The Corporate Secretary is responsible for the correctness of the minutes, for storing the minutes, materials and recommendations of the Committee, before transferring them to the Company's archive.

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

24. Decisions of the Committee may be taken in the form of in-presence or absentee voting. The Committee chooses the form of the meeting based on the importance of the issues under consideration.

A member of the Committee may participate in an in-presence meeting of the Committee, if there is a quorum, via videoconference (interactive audio-visual communication), conference communication (simultaneous conversation of Committee members in the "telephone meeting" mode), as well as using other means of communication. In this case, a member of the Committee is considered to have participated in an in-presence meeting of the Committee. At the same time, the type of communication used is indicated in the minutes of the Committee meeting. The Committee strives to minimize the holding of meetings in the form of absentee voting.

25. The meetings of the Committee are held in accordance with the Plan approved by the Committee.

26. A meeting of the Committee may be convened at the initiative of its Chairman or upon request:

1) any member of the Committee;

2) the Sole Shareholder;

3) the IAS.

27. If the Chairman of the Committee refuses to convene a meeting, the initiator has the right to apply with the specified request to the Board of Directors of the Company, which is obliged to convene a meeting of the Committee.

28. The structural units preparing issues for inclusion in the agenda of the Committee meeting, submit an explanatory note, a draft decision and materials on the issues on the agenda to the Corporate Secretary at least 7 (seven) calendar days in advance, and on more important issues determined by the Company's Charter at least in advance 15 working days before the date of the meeting, signed with an electronic

digital signature, through the Company's electronic document management system.

29. The Corporate Secretary, based on the materials submitted for the meeting of the Committee, forms a draft agenda for the meeting of the Committee.

30. The notification of the meetings of the Committee, together with the agenda, must be sent to the persons participating in the meeting.

31. A meeting of the Committee is valid if at least half of the members of the Committee participate in it.

32. At the invitation of the Chairman of the Committee, third parties may attend the meetings of the Committee without the right to vote on the issues on the agenda of the meeting of the Committee.

33. The decisions of the Committee are taken by a simple majority vote of the total number of all Committee members present at the meeting or who have provided a written opinion. In case of equality of votes, the vote of the Chairman of the Committee is decisive.

34. According to the results of each meeting of the Committee, no later than 5 (five) working days after its holding, the Corporate Secretary draws up minutes. The minutes are signed by the members of the Committee, as well as the Corporate Secretary.

The minutes may be signed by the members of the Committee and the Corporate Secretary using an electronic digital signature within the Company's electronic document management system.

Added pursuant to the resolution of the Board of Directors dated September 30, 2026 (Minutes No. 11/26).

35. The Corporate Secretary, as necessary, issues extracts from the minutes (decisions) of the Committee and provides the Company's officials (upon their request and agreement with the Chairman of the Committee) with information related to the activities of the Committee.

The Corporate Secretary provides keeping of the minutes of the Committee meetings.

Extracts from the minutes (resolutions) of the Committee may be issued through the Company's electronic document management system, provided they are signed using the Corporate Secretary's electronic digital signature.

Added pursuant to the resolution of the Board of Directors dated September 30, 2026 (Minutes No. 11/26).

7. CONFIDENTIALITY AND RESPONSIBILITY OF THE COMMITTEE MEMBERS

36. During the period of performance of duties of members of the Committee, as well as within one year after the end of the term of office in the Committee, persons who are (were) members of the Committee, the Corporate Secretary and third parties involved in the work of the Committee are obliged to comply with confidentiality requirements regarding information received by

them in connection with their activities in the Committee, which is not publicly available. The concept of information that is not publicly available in relation to the Company's activities.

37. A member of the Committee is liable to the Company and the Sole Shareholder for damage caused by his actions (inaction), 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.

38. A member of the Committee who has an interest in an issue submitted to the Committee for consideration does not participate in the discussion and voting on this issue, which is recorded accordingly in the minutes of the Committee meeting.

8. FINAL PROVISIONS

39. The approval of the Regulations, as well as the introduction of amendments and additions to them, is referred to the competence of the Board of Directors.

40. If, as a result of changes in the legislation of the Republic of Kazakhstan, the Charter or the Corporate Governance Code of Samruk-Kazyna JSC, certain provisions of the Regulations come into conflict with it, these provisions of the Regulations become invalid until the relevant changes are made.