

Annex No 3  
to the Minutes of the Board of Directors of Samruk-Kazyna JSC  
dated May 27, 2021

With amendments and additions approved  
by the decision of the Board of Directors  
of Samruk-Kazyna JSC  
(Minute No. 240\_dated September 2, 2024)

**Policy of “Samruk-Kazyna” JSC  
on the engagement of services of audit organizations**

**Version: 2.0**

**Owner:** Accounting, Financial and Tax Reporting Department of Samruk-Kazyna JSC

**Developer:** Accounting, Financial and Tax Reporting Department of Samruk-Kazyna JSC

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## **Section 1. General Provisions**

1. The purpose of this Policy of “Samruk-Kazyna” JSC 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 “Samruk-Kazyna” JSC (hereinafter- Fund) 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 Fund to attract auditors to provide certain audit and non-audit services without compromising the objectivity or independence of the auditor.

Subsidiaries of the Fund 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 Fund, including reviews of the interim consolidated and separate financial statements of the Fund, 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 Fund, including reviews of the interim consolidated and separate financial statements of the Fund.

### **Showcase “Audit and non-audit services”**

a part (or subsystem) of the information system of the Fund designed to automate processes of managerial reporting within the Fund using SAP software. It is intended specifically to automate the information gathering process regarding audit and non-audit services provided by audit organizations to the Fund’s Group.

<b>Group</b>	- the Fund and its subsidiaries.
<b>Subsidiary</b>	- a subsidiary of the Fund, defined as a subsidiary in accordance with IFRS 10 “Consolidated Financial Statements”.
<b>Law</b>	- Law of the Republic of Kazakhstan on Auditing Activities.
<b>Code of Ethics for Professional Accountants</b>	- a set of ethical standards (ethical standards) for Professional Accountants issued by the Ethics Standards Board for Accountants of International Federation of Accountants.
<b>Audit Committee</b>	- Audit Committee under the Board of Directors of the Fund.
<b>Conflict of interest</b>	- 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.
<b>Non-Audit Services</b>	- services that are not an audit and/or a review of the interim separate and consolidated financial statements rendered by the Auditor.
<b>Responsible structural unit</b>	- a structural unit of the Fund, responsible for accounting and financial reporting.
<b>Reporting year</b>	- financial year from January 1 to December 31.
<b>List</b>	- a list of audit organizations providing audit and non-audit services to the Group, determined by the Fund's structural unit responsible for accounting and preparation of financial statements.
<b>Management Board</b>	- Management Board of the Fund.
<b>Internal Audit Service</b>	- Internal Audit Service of the Fund.

**Board of Directors**

- Board of Directors of the Fund.

**Fee cap**

- estimated amount for each reporting year, constituting no more than 50% of the average amount of expenditures for audit services rendered by the Auditor to the Group for three consecutive previous reporting years, which should not be exceeded by the expenditures for non-audit services provided by the Auditor. In case the Auditor provides auditing services to the Group for less than three years, the average amount of expenses for auditing services is calculated based on the actual period of service provision.

**Financial statements**

- consolidated and/or separate financial statements.

**Section 2. Selection of an Auditor**

5. The procedure for auditor selection is carried out in accordance with the Procurement procedure for the "National Welfare Fund "Samruk-Kazyna" JSC and legal entities, fifty or more percent of voting shares (participatory interests) of which directly or indirectly belong to Samruk-Kazyna JSC under the right 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 Fund 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 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 Fund/subsidiary of the Fund 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. In case the Auditor provides auditing services to the Group for less than three years, the average amount of expenses for auditing services is calculated based on the actual period of service provision.

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

#### **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 required by the legislation of the country of registration and location of a non-resident subsidiary of the Republic of Kazakhstan.
- Reporting on internal financial control, when required by legislation of the Republic of Kazakhstan or the country of registration and location of a non-resident subsidiary 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 Fund/subsidiary of the Fund that the Auditor should be selected as a service provider.
- Services which shall support the Fund/subsidiary of the Fund in fulfilling an obligation required by legislation of the Republic of Kazakhstan or the country of registration and location of the subsidiary where: the provision 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 Fund/subsidiary of the Fund 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 legislation);

- Services for carrying out of extended audit procedures in terms of financial information/financial control, rendered on behalf of the Fund's/subsidiary's management, 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 Fund or a subsidiary of the Fund;
- 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 Fund/subsidiary of the Fund in an investment circular or prospectus;
- Services for assurance/preparation of financial statements or disclosure of information by the Fund's/subsidiary's management in an investment circular or prospectus;
- Services for assurance of the Fund's/subsidiary's reporting other than financial statements (environmental reporting, sustainability reporting, in accordance with professional standards and etc.);
- Consultations and support related to climate change, addressing regulatory and market factors, as well as physical climate impacts;
- Comprehensive audit services, consultations, and recommendations in the field of environmental, health, and safety (EHS), including EHS data analysis;
- Development of a competency model and tools for assessing employees' potential;
- Services for conducting training seminars, corporate training, and professional development courses;
- Services for conducting salary and compensation reviews, benchmark analysis (metrics) based on the labor market.

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 advisory services;
- Services for providing support in conducting inspections by tax authorities;
- Assistance in the resolution of tax disputes;
- Services related to participation in the management or decision-making of the Fund;
- Accounting and financial reporting services;
- Services for payroll accounting and payment to employees of the Fund;
- Services for designing and implementing internal control or risk management procedures related to the preparation and/or control of financial

information or designing and implementing financial information technology systems.

- Valuation services, including actuarial liabilities or liabilities related to the Fund's legal proceedings;
- Legal services, including legal advisory services, negotiating on behalf of the Fund, protecting the Fund's interests in resolving legal disputes;
- Services related to the Fund's internal audit;
- Compliance services;
- Services linked to financing, capital structure and allocation, and investment strategy of the Fund, except for providing audit services in relation to the financial statements, such as the issuing of comfort letters in connection with prospectuses issued by the Fund;
- Services related to promoting, dealing in, or underwriting of the Fund's shares; debt or other financial instruments issued by the Fund or providing advice on investment in such shares, debt or other financial instruments;
- Services for searching and testing employees for senior management positions that affect the Fund's accounting and financial reporting;
- Services for determining the Fund's organizational structure.
- Services for conducting cost control in the Fund.

## **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 Fund/subsidiary, the Auditor shall submit 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 audit organization;
- 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. Non-audit services of Category B, as specified in paragraphs fourteen and fifteen of clause 12 of this Policy, are approved on the group basis by the Audit Committee. In case the Auditor is interested in providing such non-audit services to the Fund/subsidiary, the Auditor submits a request to the Audit Committee for approval to provide such services on a regular basis, but no more than 1 time per reporting year.

16. If the Auditor is interested in providing Category B non-audit services to the Fund / 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.

17. 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.

18. Decisions taken by the Audit Committee on clause 17 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**

19. When carrying out the procurement procedure and obtaining audit services, the Fund 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 Fund to take measures to eliminate the threat of self-review for the audit organization, or reduce it to an acceptable level, the Fund cannot obtain audit services from such an audit organization.

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

21. Services obtained by the Fund 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 Fund;
- 2) when the audit organization provides services to the Fund 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**

22. Annually, by March 31, following the Reporting year, Subsidiaries of the Fund provide the Responsible structural unit with information about the expenditures for audit and non-audit services through Showcase “Audit and non-audit services” provided by Audit organizations and reflected in the statement of comprehensive income for the previous Reporting year. The information provided by Subsidiaries has to be preliminary agreed with Audit organizations and endorsed/considered by the Audit Committee of the subsidiary/Supervisory board or another authorized body (in case of absence of Audit Committee in subsidiary).

23. Annually, by April 10 of the year following the Reporting year, the Responsible structural unit determines the List and sends an official request to the Audit organizations included in the List for the need to provide information on income

accrued from the provision of audit and non-audit services to the Group in the format of Appendix to this Policy.

The obligation of audit organizations to annually provide to the Fund with information on current income from the provision of audit and non-audit services to the Group is stipulated by the requirements of Appendix 13 to the Procurement procedure for the "National Welfare Fund "Samruk-Kazyna" JSC and legal entities, fifty or more percent of voting shares (participatory interests) of which directly or indirectly belong to Samruk-Kazyna JSC under the right of ownership or trust management.

24. The Responsible structural unit checks the completeness and correctness of the information provided by subsidiaries and reconciles the data of subsidiaries and Audit organizations that provide audit and non-audit services to the Group during the Reporting year.

25. Not later than May 31, following the Reporting year, the Fund'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).

26. Also, the Managing Director 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 Fund the following information:

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

27. After the Audit Committee makes a decision on publication, the Responsible structural unit shall send information about the audit and non-audit services rendered by the Auditor during the Reporting year to the Fund's structural unit responsible for publishing the information on the Fund's corporate internet resource.

## **Section 8. Rotation of a project partner**

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

29. The succession plan upon achievement of this result should be prepared by the Auditor and submitted to the Audit committee and Managing Director who supervises the issues of accounting and interrelation with the external auditor for consideration not later than one year before rotation.

## **Section 9. Restriction on employment of Auditor's employees**

30. If the appointment (election) as a member of the Management Board, Managing Director, Chief Accountant or Head of internal audit service of the Fund of a person who participates in the compulsory audit of the Fund as an employee of the Auditor or participated in the compulsory audit of the Fund as an employee of the Auditor during the two years, preceding the date of his appointment (election) to the Fund, 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.**

31. 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 the Group;
- members of the Audit group do not have any financial interests in the Fund;
- there are no any business interests between the Fund and Auditor, except for cases provided by this Policy;
- no part of remuneration paid by the Fund to the Auditor is to be paid in case of emergency;
- total amount of remuneration received or expected to be received by the Auditor for services rendered to the Group, with a threshold that should not exceed 15 percent of the Auditor's total income, did not affect the financial independence of the Auditor from the Fund or Group;
- there are no any disputes between Fund and Auditor.

32. Audit Committee shall confirm the Board of Directors annually that the Auditor has given the confirmation mentioned in item 31 of this Policy.

## **Section 11. Final provisions**

33. 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.

34. This Policy shall be reviewed for relevance of the requirements set herein on a regular basis.

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

## **Appendix to the Policy of “Samruk-Kazyna” JSC on the engagement of services of audit organizations**

## Request Form for Audit and Non-Audit Services Rendered by the Auditing Organization

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