

Independent Decisions of Directors

In accordance with the requirements of the Law of the Republic of Kazakhstan *On Joint-Stock Companies*, the Board of Directors found out that the Directors are independent and believes that Zhannat Yertlessova, Baltabek Kuandykov, Igor Ukrassin are independent in making decisions. The Board of Directors has found out no relations or circumstances that have or can have a significant impact on the independent decisions of these Directors.

Report on the Activities of the Board of Directors

The Board of Directors of Embamunaigas JSC approved the Company's Development Concept until 2027.

The powers of the Board of Directors of Embamunaigas JSC are described in Section 12 of the Articles of Association of Embamunaigas JSC. The Board of Directors is responsible to the Sole Shareholder for effective management and proper control over the activities of Embamunaigas JSC and operates in accordance with the approved decision-making system. The most important functions of the Board of Directors include identifying areas of strategic development and policies of the Company, approving the budget and material internal documents of Embamunaigas JSC, and other significant issues.

The Board of Directors meets on a regular basis and as necessary.

In 2018, the Board of Directors held 54 meetings, including two meetings by in-person voting, 52 meetings by absentee voting.

Over the year, the Board of Directors considered, among other things, the following issues:

- ▶ Indexation of payments to Members of the Management Board, Corporate Secretary, Deputy Chairmans of the Management Board, Managing Directors and Chief Accountant of Embamunaigas JSC.
- ▶ Approval of KPI of Embamunaigas JSC for 2018.
- ▶ Making changes in the staffing table of employees and the organizational chart of the management staff of Embamunaigas JSC.
- ▶ Approval of the adjustment of the 2018 Budget and the 2018–2022 Business Plan of Embamunaigas JSC.
- ▶ Payment of remuneration to top managers of Embamunaigas JSC for 2017.
- ▶ Approval of the 2017 Annual Report of Embamunaigas JSC.
- ▶ Approval of the 2017 Report on the Activities of the Board of Directors and the Management Board of Embamunaigas JSC.
- ▶ Approval of the adjustment of the 2018 Budget of Embamunaigas JSC.
- ▶ Determination of the number of Members of the Management Board of Embamunaigas JSC.
- ▶ Approval of 2019 Budget and the 2019–2023 Business Plan of Embamunaigas JSC.
- ▶ Report on the Company's Performance for 8 months of 2018 and expected results for 2018.
- ▶ Report on the Company's Occupational Safety and Environmental Protection for 8 months of 2018 and the expected results for 2018.
- ▶ Report on the Implementation of the Plan for Procurement of Goods, Works and Services for 8 months of 2018 and the expected results for 2018.
- ▶ Report on the Activities of the Internal Audit Service of KazMunayGas EP JSC in respect of Embamunaigas JSC.
- ▶ The Committees of the Board of Directors of Embamunaigas JSC.
- ▶ Making transactions by the Company with an interest of up to 1 billion KZT.

In addition, the Board of Directors approved some corporate documents in 2018.

General Activities Information for 2018

	Number of meetings	Issues considered in total	Decisions made
Meeting of the Board of Directors, including	54	75	75
In-person meetings	2	22	22
Absentee meetings	52	53	53

The attendance rate of the Members of the Board of Directors and Members of the Committees at the meetings of the Board of Directors and the Committees:

BoD Member	Number of meetings	Internal Audit Committee	Strategic Planning and Risk Management Committee	Production and Technical Committee
Kurmangazy Iskazyev	54			
Dastan Abdulgafarov	53			
Kuanyshbay Nurgaliyev	39			
Shane Andrew Drader	34		1	
Damir Teberikov	34			
Anuar Zhaksybekov	54			
Malik Salimgereyev	16			
Aigul Beknazarova	20			
Zhannat Yertlessova	54	2	5	2
Baltabek Kuandykov	54	2	2	3
Igor Ukrassin	54	2	5	2