

Appendix 6
to the [minutes](#) of the meeting of
the Board of Directors of
Kazakhstan Housing Company
Joint Stock Company
dated December 21, 2021
(Minutes No. 18)

APPROVED BY
the decision of the Board of Directors of
Kazakhstan Housing Company
Joint Stock Company
dated December 21, 2021
(Minutes No. 18)

Regulations on the Committee on Personnel, Remuneration and Social Issues of the Board of Directors of Kazakhstan Housing Company Joint Stock Company

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Chapter 1. General provisions

1. This Regulation on the Committee on Personnel, Remuneration and Social Issues of the Board of Directors of Kazakhstan Housing Company Joint Stock Company ("Regulation") is an internal regulatory document of Kazakhstan Housing Company Joint Stock Company ("Company") and has been developed in accordance with the [Law](#) of the Republic of Kazakhstan "On Joint Stock Companies", [the Charter](#), [the Corporate Governance Code](#) and the [Regulations](#) on the Board of Directors.

2. Concepts and definitions used in this Regulation:

The Sole Shareholder is National Managing Holding "Baiterek" Joint Stock Company;

Legislation - a set of regulatory legal acts of the Republic of Kazakhstan adopted in accordance with the established procedure;

Committees - committees of the Company's Board of Directors (Strategic Planning and Corporate Development Committee, Audit and Risk Management Committee, HR, Remuneration and Social Affairs Committee);

Committee - the Committee on Personnel, Remuneration and Social Issues;

Corporate Secretary - Corporate Secretary of the Company;

Independent Director - a member of the Board of directors who is not an affiliated person of the Company and has not been one for three years prior to his/her election to the board of directors (except in the case of his/her tenure as an independent director of this joint stock company), is not an affiliated person in relation to the affiliated persons of this joint stock company; is not subordinate to officials of the Company or affiliated organizations of the Company and was not subordinated to these persons during three years preceding his/her election to the Board of directors; is not a civil servant; is not a shareholder's representative at meetings of the Company's bodies and was not a shareholder during three years preceding his/her election to the board of directors; does not participate in the audit of the Company as an auditor working as part of an audit organization, and did not participate in such an audit during three years preceding his/her election to the Board of Directors;

The Internal Audit Service is a body that monitors financial and economic activities, evaluates internal control, risk management, execution of documents in the field of corporate governance and provides advice for improving the Company's activities;

Board of Directors - management body;

Management Board - executive body;

Charter - the [charter](#) of the Company.

3. This Regulation defines the status, competence, quantitative composition, procedure for the formation and work of the Committee, election of the Chairman and members of the Committee, powers and early termination of their powers, as well as rights and obligations.

4. The Committee is a permanent advisory and consultative body that provides assistance to the Board of Directors through preliminary consideration, analysis, succession planning and development of recommendations on issues within its competence.

The Committee was established to improve the efficiency and quality of the work of the Board of Directors, through in-depth study and monitoring of issues within the competence of the Board of Directors in the field of personnel policy, appointment and remuneration systems, as well as evaluating the activities of the members of the Board of Directors of the Company, members of the Management Board of the Company, succession planning of the Chairman and members of the Management Board and performance evaluation Corporate secretary.

5. All proposals developed by the Committee are drawn up in the form of minutes (decisions) and are advisory in nature.

6. The Committee is accountable to the Board of Directors of the Company, and act within the powers granted to them by the Board of Directors of the Company and this Regulation.

7. In its activities, the Committee is guided by the legislation of the Republic of Kazakhstan, the [Charter](#) of the Company, the Corporate Governance [Code](#) of the Company, decisions of the Sole Shareholder, the Board of Directors of the Company, the [Regulations](#) on the Board of Directors of the Company, this Regulation and other internal regulations of the Company.

Chapter 2. Competence and powers of the Committee

8. The competence of the Committee includes consideration and provision of recommendations to the Board of Directors on the following issues:

1) development of recommendations regarding personnel policy, motivation of members of the Company's Management Board, as well as Corporate Secretary, Ombudsman and foreign specialists employed by the Company (hereinafter referred to as key employees/key

positions), in the field of appointments, evaluation and remuneration, social issues (corporate social responsibility issues);

2) preliminary evaluation of candidates for the positions of members of the Management Board, heads of services accountable to the Board of Directors, with the exception of the internal audit service and compliance service;

3) evaluation of internal regulations regulating ethical standards and rules of corporate behavior of employees, development of recommendations for changing these documents or practices of their application;

4) monitoring of existing internal regulations in the field of selection, appointment, replacement, termination of powers, motivation of members of the Management Board, Corporate Secretary, including analysis of practices used in comparable companies, development of recommendations for changing these documents or practices of their application;

5) monitoring the compliance of personnel policies with the development strategy, its financial situation, as well as the situation on the labor market, developing recommendations for changing these documents;

6) development of recommendations for corporate transformations in the field of personnel management and remuneration;

7) development of recommendations to ensure the continuity of key employees, including recommendations on the replacement plan and the personnel reserve of key employees;

8) assessment of the state of the personnel reserve for key positions, including the Management Board;

9) evaluation of candidates for key positions and the formation of recommendations on the appointment/termination of powers of employees of services accountable to the Board of Directors;

10) development of recommendations on the essential terms of employment contracts with employees of services accountable to the Board of Directors;

11) preliminary review of information on the results of the evaluation of the activities of the Board of Directors, members of the Board of Directors and committees of the Board of Directors for the reporting year and approval of the Plan for Improving the activities of the Board of Directors;

12) development of recommendations on the principles and criteria for determining the amount and conditions of remuneration and compensation to key employees, as well as recommendations on the conditions of incentive programs for employees;

13) developing recommendations on key performance indicators for members of the Management Board and submitting them for approval to the Board of Directors;

14) conducting a regular assessment of the activities of key employees and providing relevant recommendations to the Board of Directors;

15) review at least once a year the report of the Ombudsman on the results of the work carried out, and evaluation of the results of his/her activities;

16) monitoring of ensuring proper disclosure of information regarding remuneration and compensation of members of bodies in accordance with the requirements of the legislation of the Republic of Kazakhstan and internal regulations;

17) consideration of a corporate conflict in case the Chairman of the Board of Directors of the Company is involved in it;

18) consideration of other issues within the competence of this Committee.

Chapter 3. Rights and obligations of the Committee and its members

9. In order to exercise the assigned powers, the Committee and its members are endowed with the following rights:

1) request, within its competence, documents, reports, explanations and other information from members of the Board of Directors, Committees, Management Board, Internal Audit Service, Compliance Service, Corporate Secretary and other employees of the Company;

2) invite members of the Management Board, Committees, Internal Audit Service, Compliance Service 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) participate in the control and verification of the execution of decisions and instructions of the Board of Directors of the Company on its activities;

5) develop and make proposals for amendments and additions to this Regulation;

6) develop and submit for approval by the Board of Directors of the Company draft documents related to the activities of the Committee;

7) to demand the convocation of a meeting of the Committee and to put issues on the agenda of the meeting of the Committee;

8) to enjoy other rights necessary for the exercise of the powers assigned to him/her.

10. The Committee has the right to consider other issues within the competence of the Committee, including by decision of the Board of Directors or its Chairman.

11. The Committee monitors and analyzes the execution of decisions of the Board of Directors of the Company related to the competence of the Committee.

12. The Committee and its members are obliged to:

1) to carry out its activities honestly and in good faith in accordance with these Regulations, in the interests of the Sole Shareholder and the Company as a whole;

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

3) participate in the work of the Committee and attend its in-person meetings;

4) at the request of the Board of Directors of the Company to report to the Board of Directors of the Company on the results of its activities;

5) to respect the confidentiality of information received in the framework of the activities of the Committee;

6) inform the Board of Directors of the Company about any changes in its status as an independent director or about the occurrence of a conflict of interest in connection with decisions to be taken by the Committee;

7) confirm the availability of in-depth knowledge in the field of HR management, audit and/or undergo appropriate training (at least 1 (one) time in 3 (three) years).

Chapter 4. Composition, election procedure and term of office of the Committee

13. The Committee consists of members of the Board of Directors of the Company who have the necessary professional knowledge, competencies and skills to work in the Committee. The Committee should consist of 2/3 independent directors.

14. The Chairman and members of the Committee are elected by the Board of Directors of the Company by a simple majority of votes. The Committee may not include the Chairman, members of the Management Board and employees of the Company. Members of the Management Board/employees of the Company may participate in Committee meetings as invited persons.

15. The term of office of the members of the Committee coincides with their term of office as members of the Board of Directors of the Company.

16. The Committee may be prematurely disbanded by a decision of the Company's Board of Directors.

Chapter 5. Chairman of the Committee

17. The Chairman of the Committee is elected from among the independent directors and organizes the work of the Committee headed by him/her, in particular:

- 1) convenes meetings of the Committee, determines the form of meetings and chairs them;
- 2) forms the agenda of the Committee meetings;
- 3) organizes the keeping of minutes at in-person meetings of the Committee;
- 4) organizes the discussion of issues at the meetings of the Committee, as well as hears the opinions of persons invited to participate in the meetings;
- 5) maintains constant contacts with members of the Board of Directors of the Company, members of the Management Board of the Company, structural divisions of the Company in order to obtain the most complete and reliable information necessary for the Committee to make decisions, and to ensure their effective interaction with the Board of Directors of the Company;
- 6) distributes responsibilities among its members, gives them and the secretary of the Committee instructions related to the study and preparation of issues for consideration at Committee meetings;
- 7) ensures and coordinates the work on the implementation of the decisions of the Committee;
- 8) ensures the development and approval of the Committee's work plan for the current year, taking into account the plan of meetings of the Board of Directors, ensures monitoring and supervision of the proper execution of decisions and instructions of the Committee headed by him/her;
- 9) prepares a report on the activities of the committee and at a separate meeting reports to the Board of Directors on the results of activities for the year during the meeting of the Board of Directors.

18. The Chairman of the Committee, along with professional competencies, must have organizational and leadership qualities, good communication skills for the effective organization of the activities of the Committee headed by him/her.

19. In case of absence of the Chairman of the Committee at the meeting, the members of the Committee elect the chairman of the meetings from among the members present by a simple majority of votes.

Chapter 6. Secretary of the Committee

20. The functions of organizational and informational support of the work of the Committee are performed by the Corporate Secretary and is the Secretary of the Committee. During the absence of the Corporate Secretary (vacation, business trip and other valid reasons), the performance of his/her duties in accordance with the decision of the Chairman of the Committee is temporarily assigned to another employee of the Company.

21. The Secretary of the Committee ensures:

- 1) preparation and holding of Committee meetings;
- 2) collection and systematization of materials for meetings;

- 3) timely sending to members of the Committee and invited persons notifications on the holding of meetings of the Committee, the agenda of meetings, materials on agenda items;
- 4) recording of meetings, registration of the results of absentee voting of the committee, as well as subsequent storage of minutes, electronic versions of minutes signed using EDS (decisions, ballots), transcripts, audio-video recordings, materials of Committee meetings;
- 5) issuing extracts from the minutes (decisions) of the Committee as necessary;
- 6) analysis of the instructions of the Board of Directors of the Company related to the competence of the Committee;
- 7) performing other functions on behalf of the Chairman or other members of the Committee.

Chapter 7. The Committee's working procedure

22. Meetings of the Committee are held in accordance with the work plan approved 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 the dates of meetings, but at least once a quarter. If necessary, the Committee holds extraordinary meetings.

23. Regular and extraordinary meetings of the Committee may be convened at the initiative of its Chairman or at the request of:

- 1) the Sole Shareholder;
- 2) the Board of Directors;
- 3) any member of the Committee.

If the Chairman of the Committee refuses to convene meetings, the initiator has the right to apply with the specified petition to the Board of Directors of the Company.

24. Meetings of the Committee are held in person or in absentia, while the number of meetings with absentee voting should be minimized.

25. Notification of the convening of Committee meetings is sent by the Secretary of the Committee to the members of the Committee no later than 3 (three) working days before the date of the relevant meeting.

The notification must contain:

- 1) place, time and date of the meeting;
- 2) the form of the meeting (in person or in absentia).

The notification must be accompanied by:

- Agenda of the Committee meeting;
- explanatory notes addressed to the members of the Committee to each item on the agenda under consideration, signed by the Chairman or a member of the Management Board of the Company, or by the person initiating the inclusion of the issue in the agenda meeting on paper or in electronic form, using an electronic digital signature;
- the draft decision of the Committee on each item on the agenda, signed by the Chairman or a member of the Management Board of the Company or the person initiating the inclusion of the issue in the agenda of the meeting on paper or in electronic form, using an electronic digital signature;
- draft documents to be considered at the meeting of the Committee, signed by the Chairman or a member of the Management Board, or by the person initiating the submission of the document to the Committee on paper or in electronic form, using an electronic digital signature;
- extracts from the minutes of meetings of the Company's Management Board (if necessary);
- the Committee's absentee voting bulletin (in case of an absentee meeting);

- other additional documents, if available (presentations, copies of decisions of state bodies and (or) other legal entities, reference materials justifying the inclusion of these issues in the agenda).

26. The Chairman of the Committee, the members of the Committee and the Secretary of the Committee are participants in the meetings of the Committee. The following persons may attend the meetings of the Committee by invitation (including, but not limited to):

- 1) employees of the Company;
- 2) consultants (experts) engaged in accordance with the established procedure.

27. If necessary, the Committee may hold separate meetings with the Company's management, its external and internal auditors.

28. The Chairman chairs the meetings of the Committee. In case of his/her absence at the meeting, the members of the Committee elect the chairman of the meeting from among the members present by a simple majority of votes.

29. A meeting of the Committee is competent if at least half of the number of members of the Committee participate in it. In order to create favorable conditions and reduce the costs of holding Committee meetings, committee members may participate in a Committee meeting via videoconference (interactive audio-visual communication), conference calls (simultaneous conversation of Committee members in the "telephone meeting" mode), as well as by using other means of communication. This participation is equivalent to participation in person.

30. Decisions of the Committee are taken by a simple majority of votes of the total number of all members of the Committee. When resolving issues, each member of the Committee has one vote. The transfer of voting rights by a member of the Committee to other persons, including other members of the Committee, is not allowed. In case of equality of votes of the Committee members, the vote of the chairman at the meeting is decisive.

31. The minutes is drawn up based on the results of each in-person meeting of the Committee, and a decision is drawn up based on the results of each absentee meeting of the Committee. The minutes (decision) is drawn up on paper or in electronic form, using an electronic digital signature, and signed no later than 5 (five) working days after the meeting. The Minutes is signed on paper or in electronic form, using an electronic digital signature by the Chairman of the Committee or the person performing his/her functions, who is responsible for the correctness of the contents of the minutes, as well as by the members of the Committee and the Secretary of the Committee. The decision of the absentee meetings of the Committee is signed on paper or in electronic form, using an electronic digital signature by the Chairman of the Committee and the Secretary of the Committee. When holding absentee meetings, absentee voting ballots are used, which are drawn up in accordance with the requirements of [paragraph 39](#) of this Regulation.

32. The minutes (decision) of the meeting shall specify:

- 1) date, place and time, form of the meeting of the Committee;
- 2) the list of Committee members who took part in the meeting (in absentia), as well as the list of other persons who attended the meeting of the Committee (in person);
- 3) the agenda of the meeting of the Committee;
- 4) key proposals of the Committee members on agenda issues;
- 5) the issues put to the vote, and the results of voting against them, as well as all decisions taken.

Chapter 8. Reporting on the activities of the Committee

33. The Committee regularly, but at least once a year, reports to the Board of Directors on its activities.

34. The Chairman of the Committee organizes the preparation of information on the results of the Committee's work for inclusion in the report of the Board of Directors and the Annual Report of the Company.

Chapter 9. Responsibility of Committee members

35. Members of the Committee are liable to the Company and the Sole Shareholder of the Company for damage caused by its 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.

36. The limitation period for non-disclosure of internal (official) information of the Company by former members of the Committee after the termination of their activities in the Board of Directors is 5 (five) years.

Chapter 10. Final provisions

37. In case of amendments and/or additions to the legislation of the Republic of Kazakhstan, the charter of the Company, this Provision is valid in the part that does not contradict such amendments and additions.

38. Amendments and/or additions to this Regulation are made in the manner similar to the approval of the Regulation.

39. The requirements for the content of the explanatory note, draft decision, minutes, bulletins and other additional documents for the meeting of the Committees are similar to the requirements for the content of materials submitted to the meeting of the Board of Directors.