**Meeting October 25, 2019.**

The following items were considered at the meeting of the Company’s Board of Directors dated October 25, 2019 in accordance with the Company’s Charter, the Regulations on the Board of Directors of the Company, the Law of the Republic of Kazakhstan “On Joint-Stock Companies”:

- Report CEO

- Report CFO

- Information on Decisions/Assignments of the Board of Directors of «Samruk-Energy» JSC given during the BOD.

- Approval of “Samruk-Energy” JSC Development plan (Business plan) for 2020-2024.

- Approval of “Samruk-Energy” JSC Budget for the first calendar year (2020) planned by the development plan (Business plan) of “Samruk-Energy” JSC for 2020-2024.

- Making changes into motivational KPI maps of the Managing Director for Risks and Legal Affairs and the Managing Director for Development and Sales for 2019.

- Approval of the Corporate Accounting Policy of "Samruk-Energy" JSC.

- Annual determination of the risk zone and proposal for revising threshold values of financial stability indicators of “Samruk-Energy” JSC.

- Some matters of “Samruk-Energy” JSC Management Board.

- Approval of the job description and job evaluation of the Managing Director for Risks and Legal Affairs.

- Approval of “Samruk-Energy” JSC Digitization Strategy for 2019-2023.

- Making changes to the Regulation on the Ombudsman.

- Considering the report on the execution of the Action Plan for the improvement of “Samruk-Energy” JSC Corporate governance following the results of the 3rd quarter of 2019.

- Making changes to the Action Plan for the improvement of corporate governance of “Samruk-Energy” JSC for 2019-2021.

- On some issues of the project “Construction of a wind power station in the area of Yereymentau with a capacity of 50 MW.

- Closing of the project «Implementation of basic targeted processes» under the Transformation Program.

- On increasing the number of authorized shares of Almaty Power Stations JSC» by 750 000 shares.

- On early termination of powers and on the election of members, a Chairman of the Supervisory Board of “Ekibastuz GRES-1” LLP, setting their term of office, as well as conditions for payment of remuneration and compensation of expenses for the performance of their job responsibilities.

- Submitting for the approval of the Sole Shareholder the issue on the Approval of Board of directors Regulation of the Company in new edition.

- Approval of the Succession Plan of the Board of Directors of the Company.

- Bonus payment for the Corporate Secretary of the Company based on his performance results for the 2 and 3 quarters of 2019.

- Approval of the report of the Compliance Department of the Company for the 3d quarter of 2019.

- Assessment of the activities of the Compliance Department of the Company for the 2nd, 3rd quarters of 2019.

- Some issues of the Compliance Department of “Samruk-Energy” JSC for 2019.

- Report on the performance of the Internal Audit Department of “Samruk-Energy” JSC for the 2Q of 2019.

- Evaluation of the effectiveness of the Internal Audit Department of JSC “Samruk-Energy” and its Head for the second quarter of 2019. Bonuses to employees of the Internal Audit Department of JSC “Samruk-Energy” based on the results of the 2 quarter of 2019.

- Report on the performance of the Internal Audit Department of JSC “Samruk-Energy” for the 3rd Q of 2019.

- Evaluation of the effectiveness of the Internal Audit Department of JSC “Samruk-Energy” and its Head for the 3 quarter of 2019. Bonuses to employees of the Internal Audit Department of JSC “Samruk-Energy” based on the results of the 3 quarter of 2019.

- Termination of powers of employee of the Internal Audit Department of JSC “Samruk-Energy”.

- Election of the Senior Independent Director.

- On early termination of powers and the appointment of the Director General of “Kazhydrotechenergo” LLP and setting his term of office.

- On early termination of powers and the appointment of the Director of Tegis Munay LLP and setting his term of office.

**The following BOD members participated:**

 **B. Karymsakov, A. Zhamiyev, Luca Sutera, Andreas Stoerzel,**

 **Joaquin Galindo, B. Zhulamanov.**