

Sole Shareholder

The Government of the Republic of Kazakhstan acts as the Sole Shareholder of the Fund. The Government manages the Fund and the Organisations exclusively by exercising the powers of the Sole Shareholder of the Fund, as provided for by the Law on the Fund and Charter of the Fund, and by representation on the Board of Directors of the Fund. The key principles and issues of interaction between the Government and the Fund are defined in the Cooperation Agreement. The Government of the Republic of Kazakhstan delineates its powers as the sole shareholder of the Fund and powers related to state regulation. It manages the Fund in order to increase the Sovereign Wealth of the Republic of Kazakhstan by increasing the long-term value and effective management of the Fund's and Organisations' assets.

The Government grants the Fund and its Organisations full operational autonomy, excluding interference in their current and investment activities, except in cases specifically provided for by the legislation and acts of the President of the Republic of Kazakhstan. The Management of the Fund, including the Chairman of the Management Board, as well as the governing bodies of the Organisations have full autonomy and independence in making decisions and taking actions within the scope of their authority.

The list of tasks to be resolved directly by the Sole Shareholder is clearly defined. Below is an overview of the key issues attributed to its exclusive competence. These aspects are critical for the Fund when analysing its strategic and financial performance, namely:

- Approval of the Statutes of the Fund;
- Approval of the annual financial statements of the Fund;
- Approving the Fund Development Plan;

- Approving the Fund's Corporate Governance Code;
- Shaping the Fund's dividend policy, making a decision on distribution of the Fund's net income based on the results of the reporting period, making a decision on dividend payment;
- Making decisions on voluntary reorganisation or liquidation of the Fund;
- Setting the term of office of the Fund's Board of Directors, election of its members and early termination of their powers;
- Appointing and dismissing early the Chairman of the Management Board;
- Alienating shares of companies according to the list established by the Sole Shareholder of the Fund, as well as transfer of these shares into trust management;
- Making decisions on liquidation, reorganisation of companies according to the list determined by the Sole Shareholder of the Fund.



The full list of issues referred to the exclusive competence of the Sole Shareholder is disclosed in the Charter of the Fund on the corporate website.

The Board of Directors and its Committees

LEADING ROLE OF THE BOARD OF DIRECTORS

The Board of Directors of the Fund is a management body accountable to the Sole Shareholder, providing strategic guidance and control over the activities of the Management Board of the Fund. Its work is based on the principles of efficiency, responsibility and observance of interests of the Sole Shareholder and the Fund.

The Board of Directors makes decisions within its remit as established by the Law on the Fund, the Code and the Charter. The Board of Directors is not authorised to consider issues within the exclusive competence of the Sole Shareholder or Management of the Fund, except for cases stipulated by the legislation. In 2024, the Board of Directors carried out its activities in strict compliance with the established requirements.

In 2024, the Board of Directors focused on medium-term planning, monitoring the implementation of major investment projects, risk management, and corporate governance, with special attention to analysing and assessing the performance of the Management Board.



The full list of issues referred to the exclusive competence of the Sole Shareholder is disclosed in the Charter of the Fund on the corporate website.

The Board of Directors adheres to the principles of objectivity, transparency and independence. Decisions are made on the basis of thorough analysis, consideration of long-term prospects and assessment of possible risks. To improve the quality of management, the Board of Directors:

- strengthens corporate governance and improves internal policies;
- regularly evaluates its performance and management procedures;
- communicates effectively with Stakeholders, including the Fund's management and regulatory authorities;
- attracts independent directors with international experience in asset management, investment and corporate governance.

Members of the Board of Directors effectively fulfil their duties, contributing to the achievement of the Fund's strategic goals and sustainable development.

For more in-depth and qualitative consideration of issues, the Board of Directors has committees that provide detailed analyses and expert evaluation of key aspects of the Fund's activities.