

Approved
by the decision of the Council of Alatau City
(Minutes No. 1 dated July 10, 2026)

**Regulations
on the Regulatory Commission**

Astana, 2026

Chapter 1. General Provisions

1. The Regulatory Commission shall be a collegial body of the Alatau City Authority Special Management Organization (the “Administration”) responsible for supporting the institutional development of Alatau City.

2. The Council of Alatau City (the “Council”) shall decide on the number of members of the Regulatory Commission, their term of office, their election or re-election, and the early termination of their powers.

The expiry of the term of office of individual members of the Regulatory Commission shall not result in the termination of the powers of the Regulatory Commission as a whole.

3. The Regulatory Commission shall consist of at least seven (7) members, including the Chairperson of the Regulatory Commission. A majority of the members of the Regulatory Commission shall be independent members. The Council may ensure that international expertise is represented within the Regulatory Commission, including by electing foreign specialists.

The working language of the Regulatory Commission shall be English. Materials and other documents provided to the Regulatory Commission, as well as minutes and other documents and decisions prepared by the Regulatory Commission, shall be in English. All such documents shall be translated into Kazakh and Russian.

4. In carrying out its activities, the Regulatory Commission shall be guided by the Constitution of the Republic of Kazakhstan, the Constitutional Law of the Republic of Kazakhstan “On the Special Legal Regime of Alatau City” (the “Constitutional Law”), regulatory legal acts of the Administration, the Regulations on the Alatau City Authority Special Management Organization, decisions of the Council and these Regulations.

Chapter 2. Mandate and Principal Functions of the Regulatory Commission

5. The mandate of the Regulatory Commission derives from the Constitutional Law and includes ensuring the quality of regulatory policy, reviewing and approving regulatory legal acts of the Administration within the competence of the Regulatory Commission, conducting preliminary review of regulatory provisions, developing proposals for the institutional development of Alatau City, and facilitating the implementation of advanced regulatory practices with a view to creating a favorable regulatory environment, attracting investments, and ensuring effective regulation in Alatau City.

6. In accordance with its mandate, the Regulatory Commission shall perform the following principal functions:

- 1) to approve regulatory legal acts of the Administration in the form of rules in accordance with the Constitutional Law, regulatory legal acts of the Administration and the Regulations on the Administration;
- 2) to approve regulatory provisions where the power to approve them has been delegated by the Council;
- 3) within the competence of the Administration, to consider draft international treaties which the Republic of Kazakhstan intends to join and draft international treaties of the Republic of Kazakhstan, where such treaties affect matters of investments, the conduct of entrepreneurial activities, the organization of daily life and public administration in Alatau City and/or its functioning and development, and to provide proposals in respect thereof;
- 4) within the competence of the Administration, to consider draft subordinate regulatory legal acts forming part of the legislation on the Special Legal Regime that are issued by central state bodies and state bodies of the Republic of Kazakhstan directly subordinate and accountable to the President of the Republic of Kazakhstan, and to provide proposals in respect thereof;
- 5) to consider and provide recommendations on matters concerning the institutional and regulatory development of the Administration and the Bodies of the Administration;
- 6) where necessary, to develop recommendations and submit proposals to the Council within its mandate;
- 7) to exercise other powers provided for by the Constitutional Law, regulatory legal acts of the Administration, the Regulations on the Administration and decisions of the Council.

Chapter 3. Members of the Regulatory Commission

Paragraph 1. Requirements for Members of the Regulatory Commission

7. Members of the Regulatory Commission shall be elected by the Council for a term of five years and may be re-elected for one further term, unless otherwise provided by a decision of the Council.

To ensure continuity, the Council may, upon the initial formation of the Regulatory Commission, establish different terms of office for individual members.

Members of the Regulatory Commission shall not be employees of the Administration.

8. An independent member of the Regulatory Commission shall be a person who:

- 1) is not a civil servant and has not been a civil servant during the three years preceding his or her election to the Regulatory Commission;
- 2) is not an employee of the Administration or of the Bodies of the Administration and has not been such an employee during the three years preceding his or her election to the Regulatory Commission;

3) does not participate in the audit of the financial statements of the Administration as an auditor or an employee of an audit organization, and has not participated in such an audit during the three years preceding his or her election to the Regulatory Commission;

4) has no other circumstances that could affect the independence of his or her judgment when exercising the powers of a member of the Regulatory Commission.

Independent members of the Regulatory Commission shall exercise their powers on the basis of civil law contracts with the Administration signed by the Chief Executive Officer.

9. The civil law contract signed by the Administration with a member of the Regulatory Commission shall, among other things, include provisions concerning the amount and conditions of payment of remuneration for the performance of the powers assigned to that member, as well as reimbursement to the member of expenses associated with participation in the work of the Regulatory Commission.

The provisions set out in clauses 15 and 16 of these Regulations, as well as other terms protecting members of the Regulatory Commission from liability for the performance of their powers, shall be included in the civil law contract signed by the Administration with the member of the Regulatory Commission.

10. Candidates for appointment as members of the Regulatory Commission must:

1) have at least 15 years of professional experience in one or more areas relevant to the regulatory, institutional, investment, financial, digital, infrastructure or legal development of Alatau City;

2) have experience in developing regulatory legal acts (desirable);

3) have an impeccable business reputation and high standards of professional ethics.

The Administration may require a candidate for membership of the Regulatory Commission to provide information that may be reasonably necessary to determine whether the candidate meets the requirements for exercising the powers of a member of the Regulatory Commission.

When forming the composition of the Regulatory Commission, the Council shall ensure that the members of the Regulatory Commission collectively possess the competencies and experience necessary for the effective performance of its functions, including, where necessary, experience in regulatory matters in the fields of law, institutional development, investments, financial markets, digital technologies, infrastructure, urban planning, and entrepreneurial activities.

11. The Council may terminate the powers of all or individual members of the Regulatory Commission early.

The grounds for early termination of powers may include loss of the ability to properly exercise the powers of a member of the Regulatory Commission, a long-term conflict of interest, systematic failure to participate in the work of the Regulatory Commission, breach of the code of ethics, and other circumstances preventing the proper exercise of the powers of a member of the Regulatory Commission.

The powers of such a member of the Regulatory Commission shall terminate from the date on which the Council adopts the decision on the early termination of his or her powers.

12. A member of the Regulatory Commission may terminate his or her powers early by giving written notice to the Regulatory Commission.

The powers of such a member of the Regulatory Commission shall terminate upon receipt of that notice by the Regulatory Commission, unless the notice specifies the date of early termination.

If the powers of a member of the Regulatory Commission are terminated early, a new member of the Regulatory Commission shall be elected by a decision of the Council, and the powers of the newly elected member of the Regulatory Commission shall expire on the date of expiry of the term of office of the member of the Regulatory Commission in whose place he or she was elected.

Termination of the powers of a member of the Regulatory Commission shall not affect:

- 1) the member's right to receive accrued (due) remuneration and expenses;
- 2) the continued effect of the safeguards provided for in Paragraph 3 of these Regulations;
- 3) compliance with the confidentiality obligations established by subclause 2) of Clause 14 of these Regulations.

Paragraph 2. Principal Duties of Members of the Regulatory Commission

13. In the performance of their duties, members of the Regulatory Commission shall act independently.

14. Members of the Regulatory Commission shall have the following duties:

- 1) to perform their functions and exercise their rights on the basis of the principles of independence, fairness, good faith, transparency and professionalism, and in accordance with the legislation governing the Special Legal Regime of Alatau City;
- 2) to comply with confidentiality requirements, including in respect of professional and commercial secrets, in accordance with the regulatory legal documents of the Administration, subject to any disclosure required by the legislation governing the Special Legal Regime of Alatau City;
- 3) to disclose information on any potential or actual conflict of interest in accordance with the internal documents of the Administration;
- 4) take all reasonable steps to prevent situations that may give rise to a conflict of interest and to mitigate the consequences if such situations arise;
- 5) ensure the efficient and proper use of human, information and other resources.

Paragraph 3. Safeguards for Members of the Regulatory Commission in the Exercise of Their Powers

15. A member of the Regulatory Commission shall not be personally liable for any decision, act or omission made in the exercise of his or her powers, provided that he or she acted in good faith, reasonably, independently, within the limits of his or her powers, and on the basis of information that he or she reasonably believed to be reliable. These safeguards shall not apply in cases of intentional breach of legislation, a corruption offence, abuse of powers, gross negligence, bad faith, or breach of conflict-of-interest or confidentiality requirements.

16. The Administration shall ensure appropriate legal protection for members of the Regulatory Commission in connection with any claims or proceedings arising from the performance of their powers.

17. The Administration shall reimburse documented expenses for legal assistance and court representation incurred in connection with the performance of their powers. Such reimbursement shall be made in the manner approved by a decision of the Council.

This provision shall not apply where an intentional breach of the legislation of the Republic of Kazakhstan and/or the legislation governing the Special Legal Regime of Alatau City, abuse of powers, a corruption offence or gross negligence is established, and/or in other cases provided for by the civil law contract with the member of the Regulatory Commission.

18. The Administration may provide for insurance of the professional liability of members of the Regulatory Commission at the expense of the Administration with foreign and/or Kazakhstani insurance organizations in accordance with the internal documents of the Administration. The terms and limits of such insurance shall be determined in accordance with the legislation of the Republic of Kazakhstan and in the civil law contract concluded with the member of the Regulatory Commission.

Paragraph 4. Chairperson and Deputy Chairperson of the Regulatory Commission

19. The Chairperson of the Regulatory Commission (the “Chairperson”) shall be appointed by decision of the Council from among the independent members of the Regulatory Commission.

The Chairperson must possess significant professional experience in regulation, legal policy, public administration, institutional development or the management of special legal regimes.

20. The Chairperson shall organize the work of the Regulatory Commission and ensure the effective performance by the Regulatory Commission of its functions and powers. The Chairperson shall ensure the effective participation of all members of the Regulatory Commission in its work, facilitate the open discussion of matters, and promote the formation of independent professional judgments by the members of the Regulatory Commission.

21. The Chairperson shall, with the assistance of the Working Body provided for in Chapter 6 of these Regulations:

- 1) convene meetings of the Regulatory Commission;

- 2) approve the agenda of meetings of the Regulatory Commission;
- 3) preside over meetings of the Regulatory Commission;
- 4) ensure the consideration of matters within the competence of the Regulatory Commission;
- 5) coordinate the interaction of the Regulatory Commission with the Council, the Chief Executive Officer of the Administration, the Bodies of the Administration, the Working Body of the Regulatory Commission and other persons;
- 6) sign the minutes of meetings of the Regulatory Commission and other documents of the Regulatory Commission in the cases provided for by these Regulations, the rules of procedure of the Regulatory Commission or decisions of the Regulatory Commission;
- 7) exercise other powers provided for by these Regulations, the rules of procedure of the Regulatory Commission and decisions of the Council.

22. The Chairperson may not take decisions individually on matters within the competence of the Regulatory Commission.

23. The Deputy Chairperson shall be elected by the members of the Regulatory Commission from among themselves by a majority of votes of the total number of members of the Regulatory Commission.

24. The Deputy Chairperson shall exercise the powers of the Chairperson of the Regulatory Commission in the event of his or her absence, temporary inability to perform his or her duties, the early termination of his or her powers, or the existence of a conflict of interest in relation to the matter under consideration, until the relevant circumstances have ceased to exist or a new Chairperson has been appointed.

25. The Deputy Chairperson shall assist the Chairperson in organizing the work and shall perform other functions on the instructions of the Chairperson or in accordance with decisions of the Regulatory Commission.

26. The manner in which the Chairperson and the Deputy Chairperson exercise their powers shall be determined by the rules of procedure of the Regulatory Commission.

Chapter 4. Decision-Making by the Regulatory Commission

27. The Regulatory Commission shall hold in-person meetings, including by teleconference, videoconference or other means of remote participation enabling participants to see and hear one another, as well as meetings held in absentia. A meeting of the Regulatory Commission shall be quorate with the participation of at least five members of the Regulatory Commission, including at least three independent members.

A decision of the Regulatory Commission shall be adopted by a majority of the votes of the members present or participating, unless otherwise provided by these Regulations. Decisions on the approval of regulatory provisions whose approval has

been delegated by the Council, as well as regulatory rules, shall be adopted by at least five votes of the members of the Regulatory Commission.

Each member of the Regulatory Commission shall have one vote. A member of the Regulatory Commission may not transfer his or her vote to another member of the Regulatory Commission or to any third party. In the event of an equality of votes, the Chairperson shall have a casting vote.

28. Decisions of the Regulatory Commission shall be recorded in minutes signed by the Chairperson and the Secretary of the Regulatory Commission, taking into account the votes of the members of the Commission who participated in the meeting or voted in absentia.

29. A member of the Regulatory Commission shall disclose, in a timely manner, any potential, perceived or actual conflict of interest. A member of the Regulatory Commission who has a conflict of interest in relation to a matter under consideration shall not participate in the discussion of, or voting on, that matter.

30. Draft regulatory legal acts whose approval falls within the competence of the Regulatory Commission and which are to be submitted for public consultation, as well as the procedure for conducting such consultations, shall be determined by regulatory legal acts of the Administration.

31. The procedure for the preparation, convening and conduct of meetings of the Regulatory Commission, the submission of materials, the conduct of in-person and remote voting and voting in absentia, the preparation of minutes, the work of committees, consultations and other procedural matters shall be determined by the rules of procedure of the Regulatory Commission approved by the Regulatory Commission.

Chapter 5. Committees of the Regulatory Commission

32. The Regulatory Commission may establish committees consisting of members of the Regulatory Commission on matters of regulatory policy, licensing and permits, risk and enforcement, digital infrastructure, appointments and remuneration, and ethics.

33. Experts possessing the professional knowledge necessary for work in the relevant committee may be included in committees of the Regulatory Commission. Experts shall participate in the work of committees in an advisory capacity and shall not participate in decision-making by the Regulatory Commission.

34. A committee of the Regulatory Commission shall be chaired by a member of the Regulatory Commission.

Chapter 6. Working Body of the Regulatory Commission

35. The Working Body of the Regulatory Commission shall be the structural subdivision of the Administration whose competence includes the performance of functions relating to institutional (regulatory and legal) development.

The Working Body shall perform the functions of the secretariat of the Regulatory Commission and provide organizational, informational, analytical, legal and technical support for the activities of the Regulatory Commission.

36. The Working Body shall:

- 1) organize meetings of the Regulatory Commission, where necessary;
- 2) ensure the collection and processing of information received from the members of the Regulatory Commission;
- 3) ensure the storage of the originals of the minutes of the Regulatory Commission, as well as the storage of the originals of the decisions adopted;
- 4) ensure the translation of regulatory legal acts approved by the Commission into Kazakh and Russian;
- 5) ensure that regulatory legal acts approved by the Regulatory Commission are forwarded to the authorized body in the field of legislation for subsequent placement in the Reference Control Bank of Regulatory Legal Acts of the Republic of Kazakhstan;
- 6) ensure the assignment of identifying particulars to regulatory legal acts approved by the Regulatory Commission;
- 7) exercise other powers in accordance with regulatory legal acts of the Administration and/or internal documents of the Administration.

37. The functions of the Secretary of the Regulatory Commission shall be performed by an employee of the Working Body designated by the head of the Working Body.