APPROVED

**by the Resolution of the Board of Trustees
of the International Research Hub
Public Foundation**

10.12.2025

REGULATIONS

GOVERNING THE BOARD OF TRUSTEES

of the International Research Hub
Public Foundation

Astana, 2025

1. General Provisions

1.1. These Regulations Governing the Board of Trustees (the Regulations) have been developed in accordance with the legislation of the Republic of Kazakhstan and the Charter of the International Research Hub Public Foundation (the Foundation).
1.2. These Regulations establish the status, powers, functions, composition, and operating procedures of the Board of Trustees.
1.3. The Board of Trustees is a permanent collegial governing body of the Foundation.
1.4. The Board of Trustees shall exercise its authority within the scope of its competence, including overseeing the Foundation's compliance with its statutory purposes and considering the Foundation's strategic priorities and key areas of activity.
1.5. The Board of Trustees shall not interfere with the Foundation's day-to-day management and shall not consider matters falling within the competence of other governing bodies of the Foundation.

2. Purpose and Functions of the Board of Trustees

2.1. The Board of Trustees shall promote the fulfilment of the Foundation's statutory purposes and provide strategic oversight of the Foundation's activities.
2.2. The functions of the Board of Trustees include:

1. determining the Foundation's strategic directions in accordance with its statutory objectives;
2. reviewing the Foundation's strategic priorities and monitoring the implementation thereof;
3. evaluating the Foundation's programmes and projects with regard to their consistency with the Foundation's mission and objectives;
4. reviewing the overall results and performance of the Foundation;
5. considering factors that may materially affect the Foundation's activities, sustainability, or development.

2.3. Within the scope of its authority, the Board of Trustees may issue recommendations concerning the Foundation's activities.

3. Powers of the Board of Trustees

3.1. The Board of Trustees shall consider matters assigned to its competence by the legislation of the Republic of Kazakhstan, the Foundation's Charter, and these Regulations.
3.2. The powers of the Board of Trustees include:

1. overseeing the Foundation's compliance with its statutory purposes;
2. determining the Foundation's strategic priorities;
3. reviewing the Foundation's budget and proposals relating to its preparation, as well as reviewing information concerning its implementation;
4. receiving and considering reports submitted by the Director of the Foundation;
5. appointing and removing the Director of the Foundation upon the recommendation of the General Meeting of Founders;
6. reviewing the Foundation's internal policies and governance documents within the scope of its authority;
7. considering matters that may have a material impact on the Foundation's operations, sustainability, or reputation.

3.3. The Board of Trustees may issue recommendations concerning matters within its competence.
3.4. The Board of Trustees shall not make decisions concerning the Foundation's day-to-day operations. In particular, its authority shall not extend to approving contracts, authorizing individual expenditures, or intervening in the implementation of projects and programmes.

4. Composition of the Board of Trustees

4.1. The members of the Board of Trustees shall be appointed by resolution of the General Meeting of Founders.

4.2. The number of members of the Board of Trustees shall be determined by the Founders and shall not be fewer than three (3) members.
4.3. Members of the Board of Trustees shall be appointed for a term of up to three (3) years and may be reappointed for subsequent terms.
4.4. The authority of a member of the Board of Trustees may be terminated before the expiry of his or her term by resolution of the Founders or upon the member's written resignation.
4.5. Members of the Board of Trustees shall perform their duties on a voluntary, non-remunerated basis, unless otherwise provided by applicable law or a decision of the Founders.
4.6. A member of the Board of Trustees may not delegate his or her powers or responsibilities to another person.

5. Chair of the Board of Trustees

5.1. The Chair of the Board of Trustees shall be elected by a majority vote from among the members of the Board of Trustees.
5.2. The Chair shall organize the work of the Board of Trustees, approve the agenda for its meetings, and ensure the proper consideration of matters submitted for review.
5.3. The Chair shall preside over meetings of the Board of Trustees and sign the minutes of its meetings.
5.4. In the absence of the Chair, his or her duties shall be performed by another member of the Board of Trustees designated by a resolution of the Board.

6. Rights and Duties of Members of the Board of Trustees

6.1. Members of the Board of Trustees shall have the right to:

1. obtain information concerning the Foundation's activities to the extent necessary for the performance of their duties;
2. participate in meetings of the Board of Trustees;
3. propose matters for inclusion on the agenda that fall within the competence of the Board of Trustees.

6.2. Members of the Board of Trustees shall:

1. act in good faith, with due care, and in the best interests of the Foundation;
2. comply with the legislation of the Republic of Kazakhstan and the Foundation's Charter;
3. refrain from using confidential or proprietary information relating to the Foundation for personal benefit or for the benefit of third parties;
4. maintain the confidentiality of information obtained in the course of performing their duties.

7. Organization of the Work of the Board of Trustees

7.1. Meetings of the Board of Trustees shall be convened as necessary.
7.2. Meetings may be held in person or through electronic means of communication, including videoconferencing or other remote communication technologies.
7.3. A meeting shall constitute a quorum if attended by not less than two-thirds of the members of the Board of Trustees.
7.4. Decisions shall be adopted by a majority vote of the members present.
7.5. Each member of the Board of Trustees shall have one vote.
7.6. In the event of a tie, the vote of the Chair presiding over the meeting shall be the casting vote.
7.7. The Board of Trustees may adopt decisions by written resolution (absentee voting) where appropriate.

8. Preparation and Conduct of Meetings

8.1.The agenda for meetings shall be prepared taking into account proposals submitted by members of the Board of Trustees and the Foundation's executive body.

8.2. Meeting materials shall be circulated to members of the Board of Trustees sufficiently in advance of the meeting.
8.3. The Board of Trustees shall consider only those matters included in the approved agenda unless otherwise unanimously agreed by all members present.

9. Documentation of Decisions
9.1. All decisions of the Board of Trustees shall be recorded in the minutes of the relevant meeting.
9.2. The minutes shall be signed by the Chair of the meeting and the person responsible for recording the minutes.

10. Responsibility of Members of the Board of Trustees
10.1. Members of the Board of Trustees shall be liable, in accordance with the legislation of the Republic of Kazakhstan, for any actions or omissions that result in damage to the Foundation.

11. Final Provisions
11.1. These Regulations shall be approved by the General Meeting of Founders.
11.2. Any amendments or additions to these Regulations shall be adopted in accordance with the procedure established by the Foundation's Charter.

Appendix 1
to the Regulations Governing the Board of Trustees

EXPLANATORY MEMORANDUM

Title of the Matter:

1. Background and justification for consideration

2. Objectives, implementation timeline, and estimated costs

3. Additional information

Director of the Foundation__________________

Appendix 2
to the Regulations Governing the Board of Trustees

WRITTEN OPINION

Astana 2025

As I am unable to attend the scheduled meeting of the Board of Trustees of the Foundation, and pursuant to Clause ___ of the Regulations Governing the Board of Trustees, I hereby submit my written opinion on the matters included in the agenda of the meeting.

Full Name Agenda Item Opinion / Comments Vote

☐ FOR ☐ AGAINST ☐ ABSTAIN

Where a member votes AGAINST or ABSTAINS, the member of the Board of Trustees may provide a dissenting opinion or explanatory comments below:

Member of the Board of Trustees
Full Name: ____________________________
Signature: _____________________________

Appendix 3
to the Regulations Governing the Board of Trustees

MINUTES
of the Meeting of the Board of Trustees

10.12.2025

Venue Republic of Kazakhstan, 010000, Astana, held via videoconference (Zoom).

Attendance
Chair of the Board of Trustees:

Members of the Board of Trustees:
A quorum is / is not present.

(Please indicate whether a quorum is present. Where applicable, include information regarding written opinions submitted by absent members.)

Invited Participants:
Secretary of the Meeting:
The meeting was called to order at :.
The meeting was held in person.

Agenda
The following agenda was submitted for consideration by the Board of Trustees:

1. ______________________________
2. ______________________________

Where a member voted AGAINST or ABSTAINED, the reasons supporting such position shall be recorded in these Minutes.

Approval of the Agenda
The members of the Board of Trustees voted as follows:
FOR:
(number of votes and names of members)
AGAINST:
(number of votes, names of members, and reasons for voting against or expressing reservations)
ABSTAINED:
(number of votes, names of members, and reasons for abstaining or expressing reservations)
The following agenda was approved:

1. ______________________________
2. ______________________________

Consideration of Agenda Item No. ______
A presentation was delivered by (position, full name of the presenter), who reported as follows:

The following members participated in the discussion:

(Insert the names of participants and, where appropriate, a brief summary of their comments.)

Resolution
Having considered the agenda item and the supporting materials, the Board of Trustees

RESOLVED to:
1. ____;
2. ____;
3. Instruct (position and full name) to take the necessary actions required to implement this Resolution.

Voting Results
FOR:
(number of votes and names of members)

AGAINST:
(number of votes, names of members, and reasons for voting against or expressing reservations)

ABSTAINED:
(number of votes, names of members, and reasons for abstaining or expressing reservations)

The Chair declared that all agenda items had been considered and thanked the members of the Board of Trustees and the invited participants for their participation.
The meeting was adjourned at :.

Chair of the Board of Trustees

Secretary of the Board of Trustees