

ANNEX E

DIRECTOR'S QUESTIONNAIRE

What is this?

- Attached is the Directors' Questionnaire (the "**Questionnaire**") for a nominee to the Board of Directors of NANDUQ PLC (the "**Company**") who is nominated for appointment to the office of Director of the Company to be voted at the Annual General Meeting of the Company (the "**AGM**").

Why is this necessary?

- The following information is requested from you in connection with the screening for compliance with Regulation 95 of the Articles of Association of the Company of all candidacies to be nominated by the Company's shareholders to be eligible for appointment (re-appointment) at the AGM. The information requested in this Questionnaire is for your protection and that of the Company. Accordingly, great care should be exercised in the completion of this Questionnaire.

Why am I signing this questionnaire?

- Your signature at the end of this Questionnaire will constitute:
 - (a) your consent to the Company's use of the information in this Questionnaire for filings and correspondence with the Astana Financial Services Authority ("**AFSA**"), the Astana International Exchange ("**AIX**"), and other relevant authorities within the Astana International Financial Centre ("**AIFC**") and the Republic of Kazakhstan, including for purposes of regulatory disclosure, listing documentation, and corporate governance compliance;
 - (b) your confirmation that your answers are true, complete and accurate in all respects, to the best of your knowledge and belief (having taken all reasonable care to ensure that such is the case); and
 - (c) your agreement to notify the Company promptly of any change in the information contained in this Questionnaire, which occurs as a result of any development, including the passage of time, prior to the convening of the AGM.

Instructions

1. **It is very important that an answer be given for each question; if the answer to any question is "No", "None" or "Not Applicable", please so indicate.** Where necessary, you may wish to continue your responses on a separate sheet attached hereto. Please type or print your answers.
2. Please promptly complete, sign and return this Questionnaire to Mr. Philios Yiangou, the Deputy Chief Executive Officer of the Company:

NANDUQ plc
Kennedy 12
Kennedy Business Centre, 2nd floor
Nicosia, 1087
Cyprus

Tel: +357 22-65-33-90
Fax: + 357 22-76-09-18
Email: corporatelawyer@nanduq.com

Unless stated otherwise, answers should be given as of the date you complete this Questionnaire. You should notify the Company immediately if there is any subsequent change in the information provided by you. Each descriptive response must include all of the information sought by the related question. If there is any response or underlying factual matter about which you are uncertain, please state the matter fully and include an additional explanation. If additional space is needed for your response to any question, please provide this information on an attached sheet and so indicate on this Questionnaire.

Should you have any questions about this Questionnaire, please contact the Company at the above details.

1 **Personal details**

1.1 Please provide your:

- (a) title, forename, middle name(s) and surname (including any former forenames or surnames) and details of any other names by which you are or have been known;

- (b) date of birth;

- (c) city and country of birth;

- (d) citizenship;

- (e) primary residence address;

- (f) contact details, including telephone number(s) and email address(es);

- (g) educational background including institutions attended, dates attended and qualifications received;

and

- (h) professional qualifications (including dates obtained) and details of any memberships of professional bodies or associations.

2 Occupation, business experience and employment records

- 2.1 Please state all positions and offices you presently hold or have held over the last ten years within the Company or any company within its group of companies (“**Group**”) (if any).

- 2.2 Please give details of your management experience that is relevant to the management of the Company in view of the Company’s business and structure.

- 2.3 Please supply a list of the names of your employers over the last ten years and the dates during which you worked for them, together with a short description of the position in each case. Please provide the reason for leaving each position. If you are still employed in some capacity by an employer, other than the Company and the Group, please provide details.

- 2.4 If there are any gaps in your employment history, please provide details and reasons for such periods of non-work.

- 2.5 Have you ever been dismissed or suspended or asked to leave your employment for any reason during your working career? Have you ever been the subject of any disciplinary procedure at any point in your working career? If so, please provide full details.

- 2.6 Are you subject to any non-compete obligations or other restrictive covenants) in connection with any previous position or employment? If so, please provide details.

3 **Corporate offices and directorships**

- 3.1 Please supply the names of all companies (including the Company and the Group), partnerships, unincorporated associations or other businesses of which you are or have been a director, shadow director, partner, proprietor, or member of the administrative or supervisory body at any time in the last five years. For each, please provide details of:

- (a) the type of entity, for example, company or partnership;
- (b) the name and nature of the business;
- (c) your occupation and position held within the business;

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- 3.5 Please supply details of any arrangement or understanding with major shareholders, suppliers or any other persons pursuant to which you were selected as a director of the Company.

- 3.6 Please provide details of any activities performed by you outside the Company or its Group if these are significant with respect to the Company or Group.

4 **Close relationships and potential conflicts of interest**

- 4.1 Do you have a family relationship or share a residence with a director or member of senior management, founding members of the Group or the Company? If your answer is "Yes", please describe (for each relationship) the identity and position of such person and the nature of the relationship.

- 4.2 Please disclose the details of any person who may be a "**Close Relative**" to you under the AIX Business Rules as it applies within the AIX. Close relative is:

- (a) your spouse;
- (b) your children and step-children;
- (c) your parents and step-parents;
- (d) your brothers and sisters;
- (e) your step-brothers and step-sisters;
- (f) spouse of any individual within (c), (d), (e), and (f) above;

4.3 Please disclose the details of any person who may be an "**Associate**" to you under the AIX Business Rules as it applies within the AIX. Associate is any individual, corporation, partnership, association, trust or entity, including affiliated company which is:

- (a) any body corporate, including a limited liability partnership and a body corporate constituted under the laws of a country or territory outside of the AIFC;
- (b) any partnership, including a partnership constituted under the law of a jurisdiction other than the AIFC, but not including a limited liability partnership;
- (c) an unincorporated association carrying on a trade or business, with or without a view to profit (including ones, constituted under the law of a jurisdiction other than the AIFC, in the case of paragraph (a), (b) or (c) in the same group (as defined below) as you.
- (d) any other individual, corporation, partnership, association, trust or entity whose business or domestic relationship with you or your Associate might reasonably be expected to give rise to a community of interest between them which may involve a conflict of interest in dealings with third parties.

For the purpose of this paragraph 4.3, "**group**" means a group of entities which includes an entity (the "**first entity**") and (a) any parent of the first entity and (b) any subsidiary of the first entity or of any partner of the first entity.

4.4 Serving as a member of the senior management and/or as a director of any legal entity, have you ever accepted benefits from third parties because of your position or for doing (or not doing) anything as a senior manager and/or director of such legal entities? If so, please provide full information on the received benefit(-s), your role(-s) in and the name of the entity(-ies).

- 4.5 To the best of your knowledge, do you or any of your Close Relatives/Associates have, or have they had in the last 12 months, a direct or indirect material interest in any transaction or arrangement, or a series of similar transactions or arrangements, to which any member of the Group is, or was, a party? If so, please provide details of the interested person, the relationship of the interested person to any member of the Company, the nature of the transaction or arrangement, the nature of interest in the transaction or arrangement, the amount of interest in the transaction or arrangement and the date and the value of the transaction or arrangement. If the person is a Close Relative/Associate of yours, describe the nature of your relationship with that person.

- 4.6 Other than already disclosed, please describe any potential conflict of interest, however remote, between your duties to the Company or any member of the Group and you and your Close relatives'/Associate's private interests on the other (including, without limitation, an interest in business that are competitors, suppliers or customers of the Company or its Group).

- 4.7 Please give details of any loans or advances granted by the Company or any member of the Group to you or any of your Close Relatives/Associates directly or indirectly or any guarantees provided by any member of the Group for you or your Close relatives/Associates. Please give details of the dates of any such loans, advances and guarantees, the original amount and current balance and, if applicable, the default rates of interest and terms of repayment.

- 4.8 Have you or any of your Close Relatives/Associates given a loan or guarantee to the Company or member of the Group? If so, please give details.

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- 4.9 Please give details of any property leased by or from the Company or any member of the Group from or to you or any of your Close Relatives/Associates directly or indirectly. Please give details of the dates of any such leases and properties and the details of arrangements relating to such leases.

- 4.10 Have you or any of your Close Relatives/Associates given a loan or guarantee to the Company or member of the Group? If so, please give details.

5 **Shares in the Company and Group**

- 5.1 Please supply details of your interest and that of any Close relatives/Associates, including any option or right to acquire, relating to any investments (including, without limitation, any shares, units, debentures, options and warrants) of the Company and any other member of the Group (if any). Interest includes any legal or beneficial interest whatsoever (direct or indirect) and includes an interest under a trust, contract or option and through a body corporate the board of which the relevant person directly or indirectly controls. If you are in doubt about whether or not you have an interest, please seek professional advice.

- 5.2 Are there any shareholders other than yourself holding shares or interests in shares in the Company or any member of its Group whose interests should be combined with yours in accordance with the AIX Business Rules or other relevant legislation or with whom you could be said to be acting in concert? If so, please give details.

- 5.3 Are any of your shares in the Company or the Group in which you have an interest, loaned, charged or encumbered?

- 5.4 Please provide details of any restriction that applies to you relating to the circumstances or the time period in which you may dispose of any holding of or interest in investments (including, without limitation, shares, debentures, options or warrants) of the Company or Group.

- 5.5 Other than members of the Group, is there any other person, or group of persons, known to you to own or control in the aggregate more than 5% of any class of shares or interests in shares in any member of the Group? If so, please give details.

6 Other shareholdings and interests

Please supply the name of any company or firm or other business where you have owned or controlled (directly or indirectly) over 5% in the past five years and indicating when you acquired the interest (and if relevant, disposed of), whether you still have an interest in that company, firm or business and the size of that interest. You should include any interests held by your Close Relatives/Associates.

7 Litigation, court proceedings and press comment

- 7.1 Have you or any of your Close relatives/Associates at any time been a party (or are you presently a party) to any litigation or court proceedings or any regulatory investigation in any jurisdiction, including any investigation by the police, any government department or other governmental, professional or regulatory body or agency? If so, please give details.

7.2 Are you aware of any current or pending investigation, review or disciplinary procedure by any regulatory authority, self-regulatory organisation, regulated exchange, clearing house, government body and the like involving you? If yes, provide full details.

7.3 Save as disclosed above, have you ever been convicted of any criminal offence, convicted or found guilty by any court of competent jurisdiction of any criminal offense? If yes, please provide details.

7.4 Are you currently or have you ever been the subject of a claim for unpaid taxes? If so, please give details.

7.5 Have you received an adverse finding or an agreed settlement in a civil action by any court or tribunal of competent jurisdiction in the last ten years? If so, please give details.

7.6 As far as you are aware, is or has any company or firm while you were a director, shadow director, partner or proprietor (or to your knowledge, at any time since ceasing to be) been a party (or likely to become a party) to any material litigation, regulatory or court proceedings? If so, please give details.

- 7.7 As far as you are aware, have you ever been a director, shadow director, partner or proprietor or otherwise connected with any company or firm which has been convicted of any civil or criminal offence or which has been the subject of an inspection or inquiry by the police, any government department or other governmental, professional or regulatory body or agency? If so, please give details.

- 7.8 As far as you are aware, have you or any company or firm of which you have at any time been a director, shadow director, partner, shareholder or proprietor been the subject of adverse national, local or trade press comment or criticism or criticism by any statutory or regulatory authority at any time during (or since) the period of your connection with it? If so, please give details.

- 7.9 Have any allegations of fraud, deception, misfeasance, breach of trust or other misconduct or impropriety ever been made against you or (so far as you are aware) any of your co-directors or co-partners in any company or firm? If so, please give details.

8 **Professional bodies, associations and directors' disqualification**

- 8.1 Have you ever been refused or had revoked, restricted or terminated any licence, authorisation, registration, notification or membership of any professional association or trade body, society, institution or association? If so, please give details.

- 8.2 Is there any professional association or trade body, society, institution or association relevant to you or the Company for which you have not applied for membership? If so, please give details and reasons for non-membership.

8.3 Are you or have you been in dispute with or the subject of disciplinary proceedings or criticism or censure by a government authority or any regulatory authorities, any professional association or trade body, society, institution or association? If so, please give details.

8.4 Save as disclosed above, have you ever been publicly criticised or censured by the AFSA, AIX or other authorities in the AIFC or state bodies or any equivalent organisations or regulators outside of the jurisdiction of the AIFC, or any predecessor to such body? If so, please give details.

8.5 Have you ever been disqualified by a court from acting as a director of a company or from acting as a member of the administrative, management or supervisory body of a company acting in the management or conduct of the affairs of any company? If so, please give details.

8.6 Have you contravened any provision of financial services legislation or of rules, regulations, statements of principle, or codes of practice made under it or made by a self-regulatory organisation, regulated exchange, or clearing house in the last ten years? If so, please give details.

8.7 Have you been refused or had a restriction placed on the right to carry on a trade, business, or profession requiring a licence, registration, or other permission in the last ten years? If so, please give details.

9 Bankruptcy, receiverships, liquidations and administrations

9.1 Please give details of any of the following in any jurisdiction relating to you:

- (a) bankruptcy petition or declaration of bankruptcy;
- (b) individual voluntary arrangement;
- (c) receiving order;
- (d) sequestration; and
- (e) composition of debts or suspension of payments or similar arrangements with your creditors (including debt restructuring or similar arrangements).

9.2 Has any company where you were a director or shadow director, at the time of or within one year preceding such event, been subject to any receivership, compulsory liquidation, creditors' voluntary liquidation, administration, company voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors?

9.3 Has any partnership of which you were a partner, at the time of or within one year preceding such event, been subject to any compulsory liquidation, administration or partnership voluntary arrangement?

9.4 Has there been any receivership of any asset that you owned or of any partnership of which you were a partner, at the time of or within one year preceding such receivership?

10 Association with Politically Exposed Persons

If Yes, please provide the following details:

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For the purpose of this paragraph 10.1., the "**PEP**" means a natural person (including a family member or close associate) who is or has been entrusted with a prominent function in the last 10 years as prescribed below.

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International Organization	PEP IO	A person who is or has been entrusted with a prominent function by an international organisation, refers to members of senior management or individuals who have been entrusted with equivalent functions. Example: senior officials of the United Nations, World Bank, and International Monetary Fund.
Regional Organization	PEP RO	A person who is or has been entrusted with a prominent function by a regional organization (organization with an international membership that is established within a restrictive geographical or geopolitical boundary and consists of 3 or more member states). Example: senior officials and members of the European Parliament, Organisation of American States, North American Development Bank.
National Government	PEP N	A person who is or has been entrusted with a prominent public function by national or federal governments, sub-national or local governments. Example: heads of state, heads of government and ministers, senior members of the executive, legislature, judiciary, police, and military units.
Non-Governmental	PEP NG	A person who is or has been entrusted with a prominent function by religious organisations with political, judicial, military, and financial responsibilities, political party, political pressure groups and trade unions, and other senior labour groups exercising political influence or pressure. Example: influential religious leaders and representatives of religious organisations or cults with political, judicial, military, and administrative responsibilities, senior political party officials, and functionaries.
State Owned Enterprise	SOE	A person who is or has been entrusted with a prominent function by SOE (legal entity in which government/state holds more than 50% direct, indirect, or combined indirect shareholding). Example: senior executives of SOEs.
PEP relationships	Short Form	Description
Immediate Relative	PEP R	A person who is related to a PEP either directly (consanguinity) or through marriage or similar (civil) forms of partnership. Example: PEP's spouse/equivalent to spouse, (step/grand)children and their spouses, (step/grand)parents, and (step/half)siblings.
Close Associate Individual	PEP A	A person who is a PEP's close business colleagues or personal advisors, in particular persons acting in a financial fiduciary capacity. Example: business associate, joint owner, fellow shareholder, financial/legal/ political advisor, agent, representative, or nominee.

Note that if you are classified as PEP, then documents showing/confirming the PEP's source of wealth, source of funds, and proof of residency are required to be attached.

- 10.2 Do you have any offices, transactions, investments, activities or planned activities in jurisdictions currently targeted by sanctions administered by any government or international organisations?

If yes, please provide an overview below, including the sanctioned party's name, location, sanctioned regime targeting them, connection to the company, whether any sanctions license or legal advice is relied upon for continuing the connection, details of how transactions are made, activities carried on or planned to be carried on between the company and sanctioned party.

11 Sanctions exposure

- 11.1 Are you currently targeted by sanctions administered by any government or international organisations?

If you answered yes, please provide an overview below, including the sanctioned party's name, location, sanctioned regime targeting them, connection to the company, and whether any sanctions license or legal advice is relied upon for continuing the connection.

- 11.2 Do you have any offices, transactions, investments, activities or planned activities in jurisdictions currently targeted by sanctions administered by any government or international organisations?

If yes, please provide an overview below, including the sanctioned party's name, location, sanctioned regime targeting them, connection to the company, whether any sanctions license or legal advice is relied upon for continuing the connection, details of how transactions are made, activities carried on or planned to be carried on between the company and sanctioned party.

- 11.3 Do you have any transactions, investments, activities or planned activities with (or in) any person, including individual, or entity located in jurisdictions currently targeted by sanctions administered by any government or international organisations?

If yes, please provide an overview below, including the sanctioned party's name, location, sanctioned regime targeting them, connection to the company, whether any sanctions license or

legal advice is relied upon for continuing the connection, details of how transactions are made, activities carried on or planned to be carried on between the company and sanctioned party.

12 **Health**

- 12.1 Have you ever suffered from any illness (physical or mental) or had any injury which has impaired or may in the future impair your ability to perform properly any business duties that you may have? If so, please give details. We emphasise that all information on this form will be kept confidential insofar as is permitted by law.

- 12.2 Have you ever been refused life insurance, private healthcare insurance or permanent health insurance or been offered it on limited or less favourable than normal terms? If so, please give details.

13 **Other matters**

- 13.1 Have you ever been "blacklisted" by any stockbroker? If so, please give details.

- 13.2 Have you ever been refused an entry visa to any country? If so, please give details.

- 13.3 Are there any other facts or circumstances which could in any way impair your suitability to be a director of the Company? If so, please give details.

13.4 If you are to be a non-executive director, do you (or do you expect to) consider yourself to be independent?

13.5 Do you currently have or have you ever had a judgment debt against you or do you have any court orders still outstanding against you whether in full or in part?

13.6 Are there any other facts or circumstances relating to yourself and your career or your Close relatives/Associates which could be relevant to the Company? If so, please give details.

Declaration

I understand that this information is furnished to the Company for use in connection with the screening for compliance with Regulation 95 of the Articles of association of the Company of all candidacies to be nominated by the Company's shareholders to be eligible for appointment (re-appointment) at the Annual General Meeting of the Company and the information to be provided to the AIX and the AFSA. I will promptly notify the Company of any changes in such information which may occur subsequent hereto and prior to the date of the Annual General Meeting of the Company.

In particular, I understand that and consent to, save where expressly provided otherwise, (and on my own behalf and as agent for any other person I have named in this Questionnaire) that the Company may:

- disclose any of the information revealed by this Questionnaire to the AFSA, the AIX and/or such other regulatory bodies as the Company may, in its absolute discretion, think fit.

- share any of the information revealed in this Questionnaire within the Company and its Group to prevent or detect fraud and money laundering and for business analysis and to assist in verifying my identity.
- share a copy of this completed, signed and dated Questionnaire with the solicitors, legal advisers or lawyers acting for the Company in connection with my appointment as a director of the Company.
- further information and other relevant information relevant to my credit, regulatory and professional integrity (including, without limitation, a credit check on me) and to my suitability to become a director of an AIX company.

Where any of the information disclosed in replies to this Questionnaire is updated and/or subsequent disclosures are made in relation to it, this declaration shall apply to such updates and subsequent disclosures.

I declare that to the best of my knowledge and belief (having taken all reasonable care to ensure that such is the case) the answers to all the above questions are true, complete and accurate in all respects and that I have not omitted any information that might render the same misleading.

Signature

Print Name

Date