**ABSENTEE VOTING BALLOT**

**OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF**

**JSC NC “KazMunayGas”**

Legal address: 8, Dinmukhamed Kunayev Street, Astana, Z05H9E8, Republic of Kazakhstan.

Location of the executive body: 8, Dinmukhamed Kunayev Street, Astana, Z05H9E8, Republic of Kazakhstan.

The convener of the Annual General Meeting of Shareholders of JSC NC “KazMunayGas” is the Board of Directors of the Company (Minutes No.8/2023 dated 28 April 2023)

The start date for submission of ballots for counting the results of the absentee voting is 22 May 2023.

The deadline for accepting ballots for counting the results of the absentee voting is 29 May 2023, until 6:00 p.m. (Astana time).

The date of counting the results of the absentee voting is 30 May 2023, until 6:00 p.m. (Astana time).

Explanations for filling out the ballot:

• You are kindly asked to vote on the decision by putting your signature in the appropriate column on the agenda item.

• In the event of voting “AGAINST” or “ABSTAINED” the shareholder has the right to express his/her dissenting opinion, which must be expressed in writing, signed by the shareholder (or his/her representative) and attached separately to this absentee voting ballot.

• The absentee voting ballot must be filled out in paste or ink (ballpoint or fountain pen) in blue.

• Only one of the voting options must be marked by the voting shareholder.

• Crossing out, erasing, and correcting voting results, as well as crossing out and violation of the integrity of the ballot are not allowed.

• The absentee voting ballot must be sent by mail or provided by hand to the clerical office of JSC NC “KazMunayGas” at the address: B Block, 8 Dinmukhamed Kunayev Street, Astana, Z05H9E8, the Republic of Kazakhstan.

• A ballot received after the final submission date does not participate in quorum determination and voting.

Shareholder:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\* \*(Last name, first name, patronymic (if any) / Name of the legal entity, Details of the identity document of the individual or document confirming the registration of the legal entity, Last name, first name, patronymic (if any) of the shareholder’s representative, details of the power of attorney)

Number of shareholder’s personal account: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Number of shares owned by shareholder: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(signature) (stamp)

**AGENDA:**

1. On changing the composition of the Board of Directors of JSC NC “KazMunayGas”.
2. On approval of the annual financial statements of JSC NC “KazMunayGas” for 2022.
3. On the order of distribution of the net income of JSC NC “KazMunayGas” for 2022 and the dividend amount per common share of JSC NC “KazMunayGas”.

4. Appeals from shareholders about actions committed in 2022 by JSC NC “KazMunayGas” or any of its officers, and results of consideration of those.

5. On approval of the new version of the Charter of JSC NC “KazMunayGas”.

6. On approval of the new version of the Regulation on the Board of Directors of JSC NC “KazMunayGas”.

7. On amending the decision of the entity holding all the voting shares of JSC NC “KazMunayGas” dated 20 January 2022 (Minutes No.05/22) on the issue “On determining audit firm performing audit of the financial statements of JSC NC “KazMunayGas” for 2022-2024 and the amount of payment for its services”.

**Item 1: On changing the composition of the Board of Directors of JSC NC “KazMunayGas”.**

**Issue for voting.**

1. To terminate ahead of schedule the powers of member of the Board of Directors of JSC NC “KazMunayGas” - Independent Director Timothy Glen Miller.
2. To elect Arman Anuarbekovich Argingazin as the member of the Board of Directors of JSC NC “KazMunayGas” – Independent Director for the term until the expiry of the term of office of the Board of Directors of JSC NC “KazMunayGas” as a whole.
3. To determine the rates and terms of remuneration and compensation payment to Arman Anuarbekovich Argingazin in line with the annex to this resolution.
4. To authorize Chairman of the Board of Directors of JSC NC “KazMunayGas” Christopher John Walton to duly sign the contract with Arman Anuarbekovich Argingazin and take other measures arising out of this resolution.

**Voting options:**

|  |  |  |
| --- | --- | --- |
| **For** | **Against** | **Abstained** |
|  |  |  |

**Item 2: On approval of the annual financial statements of JSC NC “KazMunayGas” for 2022.**

**Issue for voting.**

1. Validate the standalone annual financial statements of JSC NC "KazMunayGas" for 2022 in accordance with Appendix No. 1 hereto.
2. Validate the consolidated annual financial statements of JSC NC "KazMunayGas" for 2022 in accordance with Appendix No. 2 hereto.
3. Assign M. Mirzagaliyev, Chairman of the Management Board of JSC NC "KazMunayGas", to take the necessary measures arising out of this resolution.

**Voting options:**

|  |  |  |
| --- | --- | --- |
| **For** | **Against** | **Abstained** |
|  |  |  |

**Item 3: On the order of distribution of the net income of JSC NC “KazMunayGas” for 2022 and the dividend amount per common share of JSC NC “KazMunayGas”.**

**Issue for voting.**

1. Approved:

 - the following procedure for distribution of KMG net income (located at: 010000, Astana city, Esil district, Dinmukhamed Kunaev street, building 8, BIN 020240000555, IBAN KZ356010111000002033 in JSC «Halyk Bank of Kazakhstan», SWIFT (BIC): HSBKKZKX, at the end 2022, in the amount of 1 289 118 000 000 (one trillion two hundred eighty nine billion one hundred eighteen million) tenge:

- - the amount of 300 001 855 903,03 (three hundred billion one million eight hundred fifty five thousand nine hundred three) tenge 3 (three) tiyns to be allocated for the payment of dividends to the shareholders of KMG;

- the amount 989 116 144 096,97 (nine hundred eighty nine billion one hundred sixteen million one hundred fourteen thousand ninety six) tenge 97 (ninety seven) tiyns is to be left at KMG disposal;

 - 2022 dividend amount per one common share – 491 (four hundred and ninety one) tenge 71 (seventy one) tiyns.

1. To record the list of shareholders of KMG, having right to receive dividends on ordinary shares of KMG on the results of 2022, as of 00:00 a.m. May, 31,2023.
2. Determine the start date of payment of dividends on ordinary shares on the results of 2022 - June ,20, 2023.
3. Payment of dividends on ordinary shares of KMG on the result 2022, should be made in money by transferring them in the prescribe manner to the accounts of the shareholders of KMG independently and through the payment agent represented by “Central Securities Depositary” JSC.

**Voting options:**

|  |  |  |
| --- | --- | --- |
| **For** | **Against** | **Abstained** |
|  |  |  |

**Item 4: Appeals from shareholders about actions committed in 2022 by JSC NC “KazMunayGas” or any of its officers, and results of consideration of those.**

**Issue for voting.**

Take for note the information on appeals of shareholders on actions of JSC NC “KazMunayGas” and its officials in 2022 and the results of consideration of those according to the annex to this resolution.

**Voting options:**

|  |  |  |
| --- | --- | --- |
| **For** | **Against** | **Abstained** |
|  |  |  |

**Item 5: On approval of the new version of the Charter of JSC NC “KazMunayGas”.**

**Issue for voting.**

1. Approve the restated Charter of Joint Stock Company National Company “KazMunayGas” in accordance with the annex to this resolution (hereinafter - Charter).
2. Revoke the Charter of Joint-Stock Company “National Company “KazMunayGas”, approved by the resolution of the person owning all voting shares of JSC NC “KazMunayGas” (the resolution of Samruk-Kazyna JSC’s Management Board of April 22, 2016, minutes No. 13/16) from the time of due registration of the restated Charter.
3. Assign M. Mirzagaliyev, Chairman of the Management Board, to duly take the required steps for the implementation of this resolution.

**Voting options:**

|  |  |  |
| --- | --- | --- |
| **For** | **Against** | **Abstained** |
|  |  |  |

**Item 6: On approval of the new version of the Regulation on the Board of Directors of JSC NC “KazMunayGas”.**

**Issue for voting.**

To approve the new version of the Regulation on the Board of Directors of JSC NC “KazMunayGas” as attached hereto.

**Voting options:**

|  |  |  |
| --- | --- | --- |
| **For** | **Against** | **Abstained** |
|  |  |  |

**Item 7: On amending the decision of the entity holding all the voting shares of JSC NC “KazMunayGas” dated 20 January 2022 (Minutes No.05/22) on the issue “On determining audit firm performing audit of the financial statements of JSC NC “KazMunayGas” for 2022-2024 and the amount of payment for its services”.**

**Issue for voting.**

1. Make the following amendment tothe resolution of the person owning all voting shares of JSC NC “KazMunayGas” of 20 January 2022 (minutes No. 05/22) on the issue “On determining the audit organization that audits the financial statements of JSC NC “KazMunayGas” for 2022-2024 and the amount of the fee for its services””:

subparagraph 2) of paragraph 1 shall be amended to read as follows:

“2) Ernst & Young LLP’s service fee for 2022-2024 in the amount not exceeding 1,486,978,610 tenges (one billion four hundred and eighty-six million nine hundred and seventy-eight thousand six hundred and ten tenges) excluding VAT”.

1. Assign M. Mirzagaliyev, Chairman of the Management Board of JSC NC “KazMunayGas”, to take the necessary action arising out of this Resolution.

**Voting options:**

|  |  |  |
| --- | --- | --- |
| **For** | **Against** | **Abstained** |
|  |  |  |

**To be filled out by individuals \***

|  |  |  |
| --- | --- | --- |
| **Full name** | **Information about identity document (number, date of issue, issuing authority, and individual identification number (IIN)** | **Signature**  |
|  |  |  |

**To be filled out by legal entities\*\***

|  |  |
| --- | --- |
| **Head of a shareholder being a legal entity** |  |
|  |  |  |

 (Full name) (signature) (stamp)

***Note:***

*\* The ballot for absentee voting must be signed by a shareholder who is a physical person (a representative of a shareholder who is a physical person), indicating information about the identity document of such person*

*\*\* The ballot for absentee voting of a shareholder being a legal entity must be signed by its head (a representative of the shareholder being a legal entity).*

*\*\*\* If the absentee voting ballot is signed by the representative of a shareholder, a copy of the Power of Attorney or other document confirming the authority of the shareholder’s representative shall be attached to the absentee voting ballot*

*\*\*\*\* A ballot without the signature of a shareholder who is a physical person, or the head of a shareholder being a legal entity, or the representative of a shareholder who is a physical person, or the representative of a shareholder being a legal entity, shall be deemed invalid.*

*\*\*\*\*\*When votes are counted, only votes on those issues on which the shareholder (shareholder’s representative) complied with the voting procedure specified in the ballot and marked only one of the possible voting options shall be taken into account.*