Draft

Resolution
of the Annual General Meeting of Shareholders
of NC “KazMunayGas” JSC

on issue “On the composition of the Board of Directors of NC “KazMunayGas” JSC”

In accordance with Article 36 (1) (5), Article 55 (2), Article 56 (1) of Law No.415-II of the Republic of Kazakhstan “On Joint-Stock Companies” dated 13 May 2003, Article 12 (98) (10), Article 13 (105, 112, 113) of the Charter of NC “KazMunayGas” JSC, validated by the resolution of the Annual General Meeting of Shareholders of NC “KazMunayGas” JSC dated 30 May 2023 (Minutes No.2\2023, item No.5), as amended and supplemented by the resolutions of the Annual General Meeting of Shareholders of NC “KazMunayGas” JSC dated 28 May 2024 (Minutes No.1/2024, item No.8) and of the Extraordinary General Meeting of Shareholders of NC “KazMunayGas” JSC dated 31 December 2025 (Minutes No.4/2025, item No.1), Chapter 7 (38) (11) of the Regulation on the General Meeting of Shareholders of the ‘National Company “KazMunayGas” Joint-Stock Company, validated by the resolution of the Extraordinary General Meeting of Shareholders of NC “KazMunayGas” JSC dated 31 December 2025 (Minutes No.4/2025, item No.2), Chapter 3 (3.1) (3.1.1 and 3.1.17), Chapter 3 (3.2) (3.2.1), Chapter 4 (4.2) (4.2.4) of the Regulation on the Board of Directors of National Company “KazMunayGas” JSC, validated by the resolution of the Annual General Meeting of Shareholders of NC “KazMunayGas” JSC dated 30 May 2023 (Minutes No.2\2023, item No.6), as amended and supplemented by the resolutions of the Extraordinary General Meeting of Shareholders of NC “KazMunayGas” JSC dated 6 November 2023 (Minutes No. No.5/2023, item No.2) and the Annual General Meeting of Shareholders of NC “KazMunayGas” JSC dated 29 May 2025 (Minutes No.2/2025, item No.4),

having reviewed the materials provided, the General Shareholders’ Meeting of NC “KazMunayGas” JSC

RESOLVED as follows:

1. To set the number of members of the Board of Directors of NC ‘KazMunayGas’ JSC at 9 (nine).

2. To elect the Board of Directors of NC ‘KazMunayGas’ JSC with the following composition:

Nurlan Karshagovich Zhakupov – representative of the interests of ‘Samruk-Kazyna’ JSC;

Bakhytzhan Ryspekovich Taubayev – representative of ‘Samruk-Kazyna’ JSC;

Zhandos Abayuly Kairgeldi – representative of ‘Samruk-Kazyna’ JSC;

Askhat Galimovich Khassenov – Chairman of the Management Board of NC ‘KazMunayGas’ JSC;

Armanbay Saparbaevich Zhubayev – independent director;

Arman Anuarbekovich Argingazin – independent director;

Philip Holland – independent director;
Saya Naimanbaykyzy Mynsharipova – independent director;
Askar Orazalievich Shakirov – independent director.

3. To elect Nurlan Karshagovich Zhakupov as Chairman of the Board of Directors of NC ‘KazMunayGas’ JSC.

4. To set the term of office of the Board of Directors of NC ‘KazMunayGas’ JSC at 3 (three) years from the date of adoption of this resolution.

5. To determine the amount and terms of payment of remuneration and reimbursement of expenses for the elected members of the Board of Directors of NC ‘KazMunayGas’ JSC, in accordance with the annex to this resolution.

6. The Chairman of the Board of Directors of NC ‘KazMunayGas’ JSC, Nurlan Karshagovich Zhakupov, shall, in accordance with the established procedure, take the necessary measures arising from this resolution.

Annex to the draft resolution of the
Extraordinary General Meeting of
Shareholders of NC “KazMunayGas” JSC
dated __ August 2026 No.___

Explanatory note to the issue “On the composition of the Board of Directors of NC “KazMunayGas” JSC”

Astana «__» ____________2026

1. Purpose and objective

The election of a nine-member Board of Directors of NC ‘KazMunayGas’ JSC (‘**Company**’, **‘KMG’**) for a term of three years, following the expiry of the term of office of the previously elected Board of Directors of KMG (**‘BoD’**).

2. Economic effect

The economic benefits of appointing the BoD are reflected in maintaining or increasing the market value of the business, enhancing its investment appeal, optimising strategic decisions and reducing financial risks.

3. Background

In compliance with sub-clause 5) of clause 1 of Article 36 of Law No.415-II of the Republic of Kazakhstan dated 13 May 2003 “On Joint-Stock Companies” (**the JSC Law**), sub-clause 10) of clause 98 of Article 12 , clause 112 of Chapter 13 of the Charter of “National Company “KazMunayGas” Joint Stock Company, validated by the resolution of the Annual General Meeting of Shareholders of Company dated 30 May 2023 (Minutes No. 2/2023, item 5) as amended and supplemented by the resolutions of the Annual General Meeting of Shareholders of Company dated 28 May 2023 (Minutes No. 1/2024, item 8) and Extraordinary General Meeting of Shareholders of Company Company dated 31 December 2025 (Minutes No. 4/2025, item 1), (**the Company’s Charter**), sub-clause 11) of clause 38 of Chapter 7 of the Regulation on the General Meeting of Shareholders of National Company KazMunayGas Joint Stock Company, validated by the resolution of the Extraordinary General Meeting of Shareholders of Company dated 31 December 2025 (Minutes No. 4/2025, item 2), (**Regulation on the GMS**),

the exclusive competence of the Company’s General Meeting of Shareholders (‘**GMS**’) to determine the number of members and the term of office of the BoD, to elect its members and chairperson, to terminate their terms of office early, and to determine the amount and terms of payment of remuneration and reimbursement of expenses to members of the BoD for the performance of their duties.

According to clauses 3.1.1 and 3.1.18 of paragraph 3.1 of Chapter 3 of the Regulation on the Board of Directors of “National Company “KazMunayGas” JSC, validated by the resolution of the Annual General Meeting of Shareholders of Company dated 30 May 2023 (Minutes No. 2/2023, item 6), as amended and supplemented by resolutions of the Extraordinary General Meeting of Shareholders of Company dated 6 November 2023 (Minutes No. 5/2023, item 2) and the Annual General Meeting of Shareholders of Company dated 29 May 2025 (Minutes No. 2/2025, item 4), members of the BoD are elected by resolution of the GMS for a term of up to three years, taking into account the candidates’ competencies, skills, achievements, business reputation and professional experience.

The current BoD, comprising nine members with a three-year term of office, was elected by resolutions of the GMS dated 14 August 2023 (Minutes No. 4/2023, Item No. 1), 6 November 2023 (Minutes No. 5/2023, item No. 1), 28 May 2024 (Minutes No. 1/2024, item No. 7), 5 May 2025 (Minutes No. 1/2025, item No. 1), 29 May 2026 (Minutes No. 1/2026, item No. 4):

1. Nurlan Karshagovich Zhakupov – Chairman of the BoD, representative of the interests of Samruk-Kazyna JSC;
2. Elzhas Muratovich Otynshiev – representative of the interests of Samruk-Kazyna JSC;
3. Bakhytzhan Ryspekovich Taubayev – representative of Samruk-Kazyna JSC;
4. Askhat Galimovich Khasenov – Chairman of the Management Board of KazMunayGas JSC;
5. Armanbay Saparbaevich Zhubayev – independent director;
6. Arman Anuarbekovich Argingazin – independent director;
7. Philip Holland – independent director;
8. Saya Naimanbaikiz Mynsharipova – independent director;
9. Askar Orazalievich Shakirov – independent director.

The term of office of the current BoD expires on 13 August 2026. In this regard, a decision must be taken to elect the members of the BoD for a new term and to determine the amounts and terms of payment of remuneration and reimbursement of expenses to members of the BoD for the performance of their duties.

The BoD (Minutes No. 11/2026 of 8 July 2026, item No. 23) resolved to convene an extraordinary GMS on 13 August 2026, one of the items on the agenda of which is the composition of the BoD.

In accordance with the requirements of the Corporate Governance Code of the joint-stock company ‘National Company ‘KazMunayGas’’, approved by a resolution of the extraordinary General Meeting of Shareholders on 13 October 2025 (Minutes No. 3/2025, item No. 1), an annual assessment of the performance of the current BoD for 2025 was carried out by means of a self-assessment, which is mandatory for both independent directors and shareholder representatives. The results of the assessment of the performance of the BoD and its members are taken into account when re-electing or terminating the terms of office of BoD members ahead of schedule. Based on the results of the self-assessment of the BoD’s performance for 2025, the final score was 89.58% (out of 100%). This result indicates that the current composition of the BoD meets, in all material respects, almost all the established criteria, and there is sufficient evidence that the current composition of the BoD is functioning effectively. The results of the self-assessment of the BoD’s performance for 2025 were considered by the BoD on 30 March 2026 (Minutes No. 5/2026, Item No. 14).

In view of the above, following the expiry of the term of office of the current BoD, taking into account the positive results of the assessment of the BoD’s performance, and exercising its rights as a shareholder of KMG, in accordance with sub-paragraph 5) of paragraph 1 of Article 14 of the JSC Law, sub-paragraph 6) of paragraph 31 of Article 7 of the Company’s Charter, and sub-paragraph 6) of paragraph 8 of Chapter 3 of the Regulations on the GMS, Samruk-Kazyna JSC, as a major shareholder of KMG, proposes the following for adoption by the GMS:

1) to determine the composition of the BoD, comprising 9 members;

2) to elect the BoD with the following composition:
Nurlan Karshagovich Zhakupov – representative of Samruk-Kazyna JSC;
Bakhytzhan Ryspekovich Taubaev – representative of Samruk-Kazyna JSC;
Zhandos Abayuly Kairgeldi – representative of Samruk-Kazyna JSC;
Askhat Galimovich Khasenov – Chairman of the Management Board of KMG;
Zhubaev, Armanbay Saparbaevich – independent director;
Argingazin, Arman Anuarbekovich – independent director;
Philip Holland – independent director;
Mynsharipova, Saya Naimanbaikzy – independent director;
Shakirov, Askar Orazalievich – independent director;
3) to elect Nurlan Karshagovich Zhakupov as Chairman of the BoD;
4) to set the term of office of the BoD at 3 years;
5) to determine the amount and terms of payment of remuneration and reimbursement of expenses for the elected members of the BoD – independent directors – in accordance with the annex to the draft resolution on this matter.

In accordance with sub-clause 2) of clause 1 of Article 50, clause 3 of Article 54 of the JSC Law, sub-clause 2) of clause 91 of Article 11 of the Company’s Charter, sub-clause 2) of clause 120 of Chapter 16 of the Regulations on GMS, voting at the GMS is conducted on the principle of “one share – one vote”, with the exception of cumulative voting during the election of members of the BoD. However, if only one candidate is running for a single seat on the BoD, cumulative voting does not apply, as the procedure for allocating KMG shareholders' votes among candidates is not required (in the absence of alternative candidates, the cumulative system for allocating votes among multiple individuals is objectively inapplicable, and voting is effectively conducted in the form of confirming or rejecting the election of the sole candidate).

Accordingly, as there is one candidate nominated for each of the nine seats on the BoD, cumulative voting does not apply.

To adopt a resolution on this matter – in accordance with clause 2 of Article 36 and clause 1 of Article 50 of the JSC Law, clause 91 of Article 11 and clause 99 of Article 12 of the Company’s Charter, clause 41 of Chapter 7 and clause 120 of Chapter 16 of the Regulations on GMS – a simple majority of votes cast by the total number of voting shares of Company participating in the voting is required. The decision shall be adopted by open voting based on the principle of “one share – one vote”.

4. Conformity to applicable law of the Republic of Kazakhstan

The adoption of a resolution on the issue of changing the BoD composition does not contradict/corresponds the legislation of the Republic of Kazakhstan.

5. Main problems, risks, possible consequences in case of adopting or failure to adopt the resolution

The adoption of a resolution on this issue will not entail any risks.

Failure to make a resolution on this issue will entail the risk of non-compliance with the requirements of the JSC Law and the Company’s Charter.

Information about the candidate for membership in the Board of Directors NC “KazMunayGas” JSC

1. Surname, first name, patronymic:
Zhakupov Nurlan Karshagovich.
2. Name of the shareholder nominating the candidate:
*JSC Samruk-Kazyna, **the candidate is nominated as a representative of the interests of Samruk-Kazyna JSC - Chairman of the Board of Directors.***
3. Educational details (name of educational institution, date of graduation, specialty obtained, including advanced training):
- 1995-1999 – Moscow State Institute of International Relations of the Ministry of Foreign Affairs of the Russian Federation, Bachelor of Economics, Faculty of International Economic Relations;
- 1999-2001 - Moscow State Institute of International Relations of the Ministry of Foreign Affairs of the Russian Federation, Master of Economics, Faculty of International Economic Relations;
- 2002-2005 - Moscow State Institute of International Relations of the Ministry of Foreign Affairs of the Russian Federation, PhD in Economics, Faculty of Management and Marketing.
4. Information on affiliation with NC “KazMunayGas” JSC:
is an affiliate of JSC NC KazMunayGas on the basis of subparagraph 3) of paragraph 1 of Article 64 of the Law of the Republic of Kazakhstan "On Joint-Stock Companies", since it is an official of a major shareholder of NC “KazMunayGas” JSC - Samruk-Kazyna JSC.
5. Information on places of work and positions held over the past three years:
- 2019-2020 – Representative in Kazakhstan of ROTHSCHILD & CO (INVEST BANK ROTHSCHILD & CO) ;
- 2020-2023 – Chairman Board of Directors of Kazakhstan Investment Development Fund Management Company LTD;
- 2023 – present – Chairman of the Board of JSC Samruk - Kazyna.
6. Information about the position for which the candidate is nominated:
Representative of the interests of Samruk-Kazyna JSC, Chairman of the Board of Directors.
7. Information on the candidate’s relations with affiliated persons of NC “KazMunayGas” JSC:
No.
8. Information (certificate) on an outstanding/expunged conviction or a conviction not removed/removed in accordance with the procedure established by law, as well as information on the candidate's recognition by the court as guilty of committing crimes against property, in the sphere of economic activity or against the interests of service in commercial or other organizations and information on release from criminal liability in accordance with the Criminal Procedure Code of the Republic of Kazakhstan for committing the specified crimes:
Has no criminal record.

9. Information on the candidate's consent to be nominated to the Board of Directors of NC "KazMunayGas" JSC:
Agree.
10. Ownership of shares of NC "KazMunayGas" JSC:
Doesn't own.
11. Information on membership in the Boards of Directors of other companies over the past five years:
- *2023 – present – Chairman of the Board of Directors of Air Astana JSC;*
- *2025 - present – Chairman of the Board of Directors of KEGOC JSC.*

12. Information on whether, during the five preceding years, the chairman of the board of directors, the first director (head of the executive body), deputy director, or chief accountant of another legal entity was in the period of no more than one year prior to the decision on the forced liquidation or forced buyout of shares, or the conservation of another legal entity declared bankrupt in the established manner:
No.

Information about the candidate for the Board of Directors of NC KazMunayGas JSC

1. Last name, first name, patronymic:
Khassenov Askhat Galimovich.
2. Name of the shareholder nominating the candidate:
Not applicable.
3. Information on education (name of educational institution, date of graduation, specialty obtained, including advanced training):
- *2005 - Kazakh National Technical University named after K. I. Satpayev*
- *2013 - University of International Business.*
4. Information on affiliation to NC KazMunayGas JSC:
No.
5. Information about places of work and positions held for the last three years:
- *Deputy Chairman of the Management Board of KLPE LLP from 26.08.2019 to 14.01.2022;*
- *Vice Minister of Energy of the Republic of Kazakhstan from January 2022 to May 2024.*
6. Information about the position for which the candidate is being nominated:
Chairman of the Management Board, Member of the Board Directors.
7. Information on the candidate's relations with affiliated persons of NC KazMunayGas JSC:
No.
8. Information (certificate) about the outstanding / expunged criminal record or not removed/criminal record removed in accordance with the procedure established by law, as well as information on the recognition of the candidate by the court guilty of committing crimes against property, in the sphere of economic activity or against the interests of service in commercial or other organizations, and information on exemption from criminal liability under the Criminal Procedure Code of the Republic of Kazakhstan for committing these crimes:
Doesn't have a criminal record.
9. Information on the consent of a candidate for nomination to the Board of Directors of NC KazMunayGas JSC:
I agree.
10. Ownership of shares of NC KazMunayGas JSC:
Doesn't own.
11. Information on membership in the Boards of Directors of other companies for the last five years:
No.
12. Information on whether, during the previous five years, the chairman of the board of directors, the first head (head of the executive body), the deputy head, or the chief accountant of another legal entity was the chairman of the board of directors, the first head (head of the executive body), the deputy head, or the chief accountant of another legal entity for a period not exceeding one year declared bankrupt in accordance with the established procedure:
No.

Information about the candidate for membership in the Board of Directors NC "KazMunayGas" JSC

1. Surname, first name, patronymic:
Bakhytzhan Ryspekovich Taubayev
2. Name of the shareholder nominating the candidate:
Samruk-Kazyna JSC, ***the candidate is nominated as a member of the Board of Directors of NC "KazMunayGas" JSC, representative of Samruk-Kazyna JSC.***
3. Educational details (name of educational institution, date of graduation, specialty obtained, including advanced training):
- *2002–2007 — Kazakh-British Technical University, majoring in "Oil and Gas Well Drilling" (Bachelor's degree);*
- *2009–2011 — Polytechnic University of Turin, majoring in "Petroleum Engineering" (Master's degree).*
4. Information regarding affiliation with NC "KazMunayGas" JSC:
Is an affiliated person of NC "KazMunayGas" JSC pursuant to sub-clause 3 of clause 1 of Article 64 of the Law of the Republic of Kazakhstan "On Joint-Stock Companies", as he serves as an officer of a major shareholder of NC "KazMunayGas" JSC – "Samruk-Kazyna" JSC.
5. Information on places of work and positions held over the past three years:
- *2022–2023 — First Deputy General Director of Zhenis Operating LLP;*
- *2023–2025 — Director of the Gas Industry Department at the Ministry of Energy of Kazakhstan;*
- *2025–present — Co-Managing Director for Strategy and Asset Management – Member of the Management Board of Samruk-Kazyna JSC.*
6. Information about the position for which the candidate is nominated:
Representative of the interests of Samruk-Kazyna JSC, member of the Board of Directors.
7. Information on the candidate's relations with affiliated persons of NC "KazMunayGas" JSC:
No.
8. Information (certificate) on an outstanding/expunged conviction or a conviction not removed/removed in accordance with the procedure established by law, as well as information on the candidate's recognition by the court as guilty of committing crimes against property, in the sphere of economic activity or against the interests of service in commercial or other organizations and information on release from criminal liability in accordance with the Criminal Procedure Code of the Republic of Kazakhstan for committing the specified crimes:
Has no criminal record.
9. Information on the candidate's consent to be nominated to the Board of Directors of NC "KazMunayGas" JSC:
Agree.
10. Ownership of shares of NC "KazMunayGas" JSC:
Doesn't own.

11. Information on membership in the Boards of Directors of other companies over the past five years:

- *2025 to present time – member of the Board of Directors of "NC "QazaqGaz" JSC*
- *2026 to present time – member of the Board of Directors of "Air Astana" JSC*
- *2026 to present time – member of the Board of Directors of Tau-Ken Samruk JSC*
- *2026 to present time – member of the Board of Directors of KEGOC JSC*

12. Information on whether, during the five preceding years, the chairman of the board of directors, the first director (head of the executive body), deputy director, or chief accountant of another legal entity was in the period of no more than one year prior to the decision on the forced liquidation or forced buyout of shares, or the conservation of another legal entity declared bankrupt in the established manner:
No.

Information about the candidate for membership in the Board of Directors NC “KazMunayGas” JSC

1. Surname, first name, patronymic:
Kaiyrgeldy Zhandos Abayuly.
2. Name of the shareholder nominating the candidate:
JSC Samruk-Kazyna, ***the candidate is nominated as a representative of the interests of Samruk-Kazyna JSC - Member of the Board of Directors.***
3. Educational details (name of educational institution, date of graduation, specialty obtained, including advanced training):
- 2007-2009 – Eastern Mediterranean University, Banking and Finance, Turkey, Bsc Banking and Finance;
- 2009-2011 гг. — University of Essex, Business School, the Great Britain, Bsc Banking and Finance.
4. Information on affiliation with NC “KazMunayGas” JSC:
is an affiliate of JSC NC KazMunayGas on the basis of subparagraph 3) of paragraph 1 of Article 64 of the Law of the Republic of Kazakhstan "On Joint-Stock Companies", since it is an official of a major shareholder of NC “KazMunayGas” JSC - Samruk-Kazyna JSC.
5. Information on places of work and positions held over the past three years:
- 2022-2025 — Silleno LLP, General Director;
- 2025 – to present time — Samruk-Kazyna JSC, Oil and Gas Assets Department, Director.
6. Information about the position for which the candidate is nominated:
Representative of the interests of Samruk-Kazyna JSC, Member of the Board of Directors.
7. Information on the candidate’s relations with affiliated persons of NC “KazMunayGas” JSC:
No.
8. Information (certificate) on an outstanding/expunged conviction or a conviction not removed/removed in accordance with the procedure established by law, as well as information on the candidate's recognition by the court as guilty of committing crimes against property, in the sphere of economic activity or against the interests of service in commercial or other organizations and information on release from criminal liability in accordance with the Criminal Procedure Code of the Republic of Kazakhstan for committing the specified crimes:
Has no criminal record.
9. Information on the candidate’s consent to be nominated to the Board of Directors of NC “KazMunayGas” JSC:
Agree.
10. Ownership of shares of NC “KazMunayGas” JSC:
Doesn't own.
11. Information on membership in the Boards of Directors of other companies over the past five years:
No.

12. Information on whether, during the five preceding years, the chairman of the board of directors, the first director (head of the executive body), deputy director, or chief accountant of another legal entity was in the period of no more than one year prior to the decision on the forced liquidation or forced buyout of shares, or the conservation of another legal entity declared bankrupt in the established manner:
No.

Information about the candidate for the Board of Directors of JSC NC “KazMunayGas”

1. First Name, Patronymic, Last Name:
Arman Anuarbekovich Argingazin
2. Name of the shareholder nominating the candidate:
*JSC “Samruk-Kazyna”, **the candidate is nominated as an independent director***
3. Information on education (name of educational institution, date of graduation, specialty obtained, including advanced training):
- 1996 - 2000 - Boston University School of Management (Boston, USA), Bachelor of Science in Business Administration degree in Corporate Finance. Dean's List (for high academic performance).
4. Information on affiliation to JSC NC “KazMunayGas”:
None
5. Information about places of work and positions held in the last three years:
- 2012 - 2020 - Managing Director of UBS AG representative office in Almaty. As a representative of UBS Investment Bank performed general representation of UBS Group, including Investment Bank in Kazakhstan and Central Asia. Main areas: organization of transactions in the debt capital markets, equity capital markets, as well as support and organization of transactions on mergers and acquisitions.
6. Information about the position for which the candidate is nominated:
Independent Director
7. Information on relations of the candidate with affiliated persons of JSC NC “KazMunayGas”:
None
8. Information (certificate) of unexpunged/expunged criminal record or criminal record not expunged/removed in accordance with the law, as well as information about the recognition of the candidate guilty of committing crimes against property, in the sphere of economic activity or against the interests of service in commercial or other organizations and information about the release from criminal liability under the Criminal Procedure Code of the Republic of Kazakhstan for committing the above crimes:
No criminal record
9. Information on the candidate's consent to be nominated to the Board of Directors:
Agree
10. Ownership of JSC NC “KazMunayGas” shares:
Does not own
11. Information about membership in the Boards of Directors of other companies in the last five years:
- 2011 – 2018: Member of the Board of Directors – Independent Nonexecutive Director, “Tau-Ken Samruk” National Mining Company” JSC;
- 2021 to present time: Member of the Board of Directors – Independent Nonexecutive Director, “Kedentransservice” JSC;
- 2023 to present time: Chairman of the Board of Directors – Independent Director, “Kazatomprom” NAC” JSC;

- *at present time: Member of the Board of Directors – Independent Director, "Kazakhstan Investment Development Fund".*

12. Information about whether he was the chairman of the board of directors, the first head (head of the executive body), deputy head, chief accountant of another legal entity for a period of not more than one year before the decision on involuntary liquidation or compulsory redemption of shares, or conservation of another legal entity recognized as a bankrupt in the prescribed manner, within five preceding years:

None.

Information about the candidate for the Board of Directors of JSC NC "KazMunayGas"

1. First Name, Patronymic, Last Name
Armanbay Saparbayevich Zhubayev
2. Name of the shareholder nominating the candidate:
*JSC "Samruk-Kazyna", **the candidate is nominated as an independent director***
3. Information on education (name of educational institution, date of graduation, specialty obtained, including advanced training):
- *1997-1999 - The Duquesne University (Pittsburgh, USA), Bachelor's Degree in Business Administration (BSBA);*
- *2002-2003 - The Oxford University (Great Britain), Master of Science in Comparative Social Policy (MSc Comparative Social Policy).*
- *2005-2007 - The University of California, Berkeley (USA), MBA.*
4. Information on affiliation to JSC NC "KazMunayGas:
None
5. Information about places of work and positions held in the last three years:
- *from 2020 to present – Founder of the consulting company LLP "StrategyLab".*
6. Information about the position for which the candidate is nominated:
Independent Director
7. Information on relations of the candidate with affiliated persons of JSC NC "KazMunayGas":
None
8. Information (certificate) of unexpunged/expunged criminal record or criminal record not expunged/removed in accordance with the law, as well as information about the recognition of the candidate guilty of committing crimes against property, in the sphere of economic activity or against the interests of service in commercial or other organizations and information about the release from criminal liability under the Criminal Procedure Code of the Republic of Kazakhstan for committing the above crimes:
No criminal record
9. Information on the candidate's consent to be nominated to the Board of Directors:
Agree
10. Ownership of JSC NC "KazMunayGas" shares:
Does not own
11. Information about membership in the Boards of Directors of other companies in the last five years:
- *2022 – 2023 – Member of the Board of Directors – Independent Director of JSC "Kazakhtelecom";*
- *2022 to present time – Member of the Board of Directors – Independent Director of JSC "Samruk-Energo";*
- *2023 to present time – Member of the Board of Directors – Independent Director of NAC "Kazatomprom" JSC;*
- *2023 to present time – Member of the Board of Directors – Independent Director of Tau-Ken Samruk JSC.*

12. Information about whether he was the chairman of the board of directors, the first head (head of the executive body), deputy head, chief accountant of another legal entity for a period of not more than one year before the decision on involuntary liquidation or compulsory redemption of shares, or conservation of another legal entity recognized as a bankrupt in the prescribed manner, within five preceding years:

None.

Information about the candidate for the Board of Directors of JSC NC "KazMunayGas"

1. First Name, Patronymic, Last Name
Philip Malcolm Holland
2. Name of the shareholder nominating the candidate:
*JSC "Samruk-Kazyna", **the candidate is nominated as an independent director***
3. Information on education (name of educational institution, date of graduation, specialty obtained, including advanced training):
- *Bachelor of Science: Civil Engineering. Leeds University UK*
- *Master of Science in Engineering/Construction Management. Cranfield Institute of Technology UK.*
4. Information on affiliation to JSC NC "KazMunayGas":
None
5. Information about places of work and positions held in the last three years:
- *Chairman, Velocys plc*
- *Non-Executive Director, and Chair of Safety and Risk Committee, Enquest plc.*
6. Information about the position for which the candidate is nominated:
Independent Director
7. Information on relations of the candidate with affiliated persons of JSC NC "KazMunayGas":
None
8. Information (certificate) of unexpunged/expunged criminal record or criminal record not expunged/removed in accordance with the law, as well as information about the recognition of the candidate guilty of committing crimes against property, in the sphere of economic activity or against the interests of service in commercial or other organizations and information about the release from criminal liability under the Criminal Procedure Code of the Republic of Kazakhstan for committing the above crimes:
No criminal record
9. Information on the candidate's consent to be nominated to the Board of Directors of JSC NC "KazMunayGas":
Agree
10. Ownership of JSC NC "KazMunayGas" shares:
Does not own
11. Information about membership in the Boards of Directors of other companies in the last five years:
- *Chairman, Velocys plc*
- *Non-Executive Director, and Chair of Safety and Risk Committee, Enquest plc.*
- *2022 – to present – member of the Board of Directors of JSC NC "KazMunayGas".*
12. Information about whether he was the chairman of the board of directors, the first head (head of the executive body), deputy head, chief accountant of another legal entity for a period of not more than one year before the decision on involuntary liquidation or compulsory redemption of shares, or conservation of another legal entity recognized as a bankrupt in the prescribed manner, within five preceding years:
None.

Information about the candidate for the Board of Directors of NC “KazMunayGas” JSC

1. First Name, Patronymic, Last Name:
Saya Naimanbaykyzy Mynsharipova.
2. Name of the shareholder nominating the candidate:
JSC “Samruk-Kazyna”, ***the candidate is nominated as an independent director***
3. Information on education (name of educational institution, date of graduation, specialty obtained, including advanced training):
- 1987 – 1992 – Kazakh State Economic University, Almaty city, specialty - Accounting and analysis of economic activity;
2008 – 2010 - Lomonosov Moscow State University Graduate School of Business, Moscow city, Executive MBA.
4. Information on affiliation to NC “KazMunayGas” JSC:
None.
5. Information about places of work and positions held in the last three years:
- 2018 – 2023 - Director of the Tax Policy Department of the IFCA Administration, Astana city;
- 2015-2018 – Deputy Chairman of the Management Board of NC “Kazakhstan Engineering” JSC, Astana city;
- 2008-2015 - Director of Audit and Control Department, “Samruk-Kazyna” JSC, Astana city, Kazakhstan.
6. Information about the position for which the candidate is nominated:
Independent Director.
7. Information on relations of the candidate with affiliated persons of NC “KazMunayGas” JSC:
None.
8. Information (certificate) of unexpunged/expunged criminal record or criminal record not expunged/removed in accordance with the law, as well as information about the recognition of the candidate guilty of committing crimes against property, in the sphere of economic activity or against the interests of service in commercial or other organizations and information about the release from criminal liability under the Criminal Procedure Code of the Republic of Kazakhstan for committing the above crimes:
No criminal record.
9. Information on the candidate's consent to be nominated to the Board of Directors:
Agree.
10. Ownership of NC “KazMunayGas” JSC shares:
Does not own.
11. Information about membership in the Boards of Directors of other companies in the last five years:
- 2023 to present time – Member of the Board of Directors – Independent Director of “QazaqGaz” JSC;
- 2023 to present time – Member of the Board of Directors – Independent Director of “Samruk-Kazyna Construction” JSC.

12. Information about whether he was the chairman of the board of directors, the first head (head of the executive body), deputy head, chief accountant of another legal entity for a period of not more than one year before the decision on involuntary liquidation or compulsory redemption of shares, or conservation of another legal entity recognized as a bankrupt in the prescribed manner, within five preceding years:
None.

Information about the candidate for the Board of Directors of JSC NC "KazMunayGas"

1. First Name, Patronymic, Last Name:
Askar Orazaliyevich Shakirov
2. Name of the shareholder nominating the candidate:
*JSC "Samruk-Kazyna", **the candidate is nominated as an independent director***
3. Information on education (name of educational institution, date of graduation, specialty obtained, including advanced training):
- 1973-1978 - Institute of Asian and African Countries at Lomonosov Moscow State University.
4. Information on affiliation to JSC NC "KazMunayGas":
None
5. Information about places of work and positions held in the last three years:
- Deputy Chairman of the Parliamentary Assembly of the Organization for Security and Cooperation in Europe (OSCE) (since 07.2021);
- Deputy of the Senate of the Parliament of the Republic of Kazakhstan (12.08.2019, reappointed from 24.01.2023 to 26.09.2023), Deputy Chairman of the Senate of the Parliament of the Republic of Kazakhstan (02.09.2019-24.01.2023), Chairman of the Committee on International Relations, Defense and Security of the Senate of the Parliament of the Republic of Kazakhstan (from 26.01.2023 to 26.09.2023).
6. Information about the position for which the candidate is nominated:
Independent Director
7. Information on relations of the candidate with affiliated persons of JSC NC "KazMunayGas":
None
8. Information (certificate) of unexpunged/expunged criminal record or criminal record not expunged/removed in accordance with the law, as well as information about the recognition of the candidate guilty of committing crimes against property, in the sphere of economic activity or against the interests of service in commercial or other organizations and information about the release from criminal liability under the Criminal Procedure Code of the Republic of Kazakhstan for committing the above crimes:
No criminal record
9. Information on the candidate's consent to be nominated to the Board of Directors:
Agree
10. Ownership of JSC NC "KazMunayGas" shares:
Does not own
11. Information about membership in the Boards of Directors of other companies in the last five years:
- 2004-2006 - Member of the Board of Directors of the State Insurance Corporation for Export Credit and Investment Insurance JSC.
12. Information about whether he was the chairman of the board of directors, the first head (head of the executive body), deputy head, chief accountant of another legal entity for a period of not more than one year before the decision on involuntary

liquidation or compulsory redemption of shares, or conservation of another legal entity recognized as a bankrupt in the prescribed manner, within five preceding years:
None.

Draft

Resolution
of the Extraordinary General Meeting of Shareholders of
NC "KazMunayGas" JSC

On the composition of the Counting Commission of the General Meeting of Shareholders of NC "KazMunayGas" JSC

In compliance with Article 36 (1) (4), Article 46 (1) of Law No.415-II of the Republic of Kazakhstan "On Joint-Stock Companies" dated 13 May 2003, Article 12 (98) (5) of the Charter of NC "KazMunayGas" JSC, validated by the resolution of the Annual General Meeting of Shareholders of NC "KazMunayGas" JSC dated 30 May 2023 (Minutes No.2/2023, item No.5), as amended and supplemented by the resolution of the Annual General Meeting of Shareholders of NC "KazMunayGas" JSC dated 28 May 2024 (Minutes No.1/2024, item No.8) and Extraordinary General Meeting of Shareholders of NC "KazMunayGas" JSC dated December 31, 2025 (Minutes No.4/2025, item No.1), Chapter 7 (38) (10), Chapter 12 (73) of the Regulation on the General Meeting of Shareholders of the National Company KazMunayGas Joint-Stock Company, validated by the resolution of the Extraordinary General Meeting of Shareholders of NC "KazMunayGas" JSC dated December 31, 2025 (Minutes No.4/2025, item No.2),

having reviewed the materials submitted, the General Shareholders' Meeting of NC "KazMunayGas" JSC

RESOLVED as follows:

1. To determine the number of members of the Counting Commission of the General Meeting of Shareholders of NC "KazMunayGas" JSC as 8 (eight).

2. To set the term of office of the Counting Commission of the General Meeting of Shareholders of NC "KazMunayGas" JSC as until 31 May 2027.

3. To elect the Counting Commission of the General Meeting of Shareholders of NC "KazMunayGas" JSC with the following composition:

1) Damir Valeryevich Sharipov – Chair of the Counting Commission of the General Meeting of Shareholders of NC "KazMunayGas" JSC;

2) Kalamkas Seidekhanovna Akhanova – member of the Counting Commission of the General Meeting of Shareholders of NC "KazMunayGas" JSC;

3) Zhanagul Kanatovna Kanatova – member of the Counting Commission of the General Meeting of Shareholders of NC "KazMunayGas" JSC;

4) Sultanat Askarovna Madieva – member of the Counting Commission of the General Meeting of Shareholders of NC "KazMunayGas" JSC;

5) Myrzagali Abay Bolatuly – member of the Counting Commission of the General Meeting of Shareholders of NC "KazMunayGas" JSC;

6) Oksana Nikolaevna Nechaeva – member of the Counting Commission of the General Meeting of Shareholders of NC "KazMunayGas" JSC;

7) Asya Makhambetkalievna Seksenbaeva – member of the Counting Commission of the General Meeting of Shareholders of NC "KazMunayGas" JSC;

8) Kalbibi Alimzadaevna Tyuleeva – member of the Counting Commission of

the General Meeting of Shareholders of NC “KazMunayGas” JSC.

Annex to the draft resolution
of the Extraordinary General
Meeting of Shareholders of
NC “KazMunayGas” JSC
dated ___ August 2026 No. ____

Explanatory note to the item
“On the composition of the Counting Commission of the General Meeting of Shareholders of NC “KazMunayGas” JSC”

Astana "__"_____2026

1. Purpose and objective

The election of the members of the Counting Committee for the General Meeting of Shareholders of NC ‘KazMunayGas’ JSC (**Company, KMG**), following the expiry of the term of office of the previously elected members of the Counting Committee for the General Meeting of Shareholders of KMG.

2. Economic effect

Savings of the Company’s monetary funds that could have been spent if the functions of the counting commission of the General Meeting of Shareholders of KMG had been assigned to the “Central Securities Depository” Joint-Stock Company.

3. Background

By resolutions of the extraordinary General Meeting of Shareholders of KMG (**GMS**) held on 6 April 2023 (Minutes No. 1/2023, Item No. 2), the annual GMS held on 28 May 2024 (Minutes No. 1/2024, item No. 6), the extraordinary GMS of 5 May 2025 (Minutes No. 1/2025, item No. 2), and the extraordinary GMS of 13 October 2025 (Minutes No. 3/2025, item No. 2), the number of members *(8 persons)* and the term of office *(3 years [from 6 April 2023])* of the KMG General Meeting’s Counting Commission (**Counting Commission**) were determined, and the following KMG employees were elected as its members:

Damir Valeryevich Sharipov – Chair of the Counting Commission;
Kalamkas Seidekhanovna Akhanova;
Markhabat Bayanovna Kuzhekenova;
Saltanat Askarovna Madiyeva;
Abay Bolatuly Myrzagali;
Oksana Nikolayevna Nechayeva;
Asya Makhambetkaliyevna Seksenbayeva;
Kalbibi Alimzadayevna Tyuleyeva.

This Counting Commission is composed of staff from:

1) KMG’s Corporate Secretary’s Office (as GMS are organised with the direct involvement of KMG’s Corporate Secretary);

2) KMG’s Finance Department (as the Investor Relations Division forms part of the finance division);

3) KMG’s Legal Department (as an important part of the Counting Commission’s remit is to verify the legal grounds for participation in GMS and to clarify legal issues relating to the exercise of KMG shareholders’ rights).

The term of office of the Counting Commission has expired.

Accordingly, the members of the Counting Commission must be elected.

In accordance with Article 36 (1) (4), Article 46 (1) of the Law No.415-II of the Republic of Kazakhstan dated May 13, 2003 “On Joint-Stock Companies” (**Law on JSC**), Article 12 (98) (5) of the Charter of the National Company KazMunayGas Joint Stock Company, validated by the resolution of the Annual GMS dated 30 May 2023 (Minutes No. 2/2023, item No. 5), as amended and supplemented by the resolution of the Annual GMS dated 28 May 2024 (Minutes No.1/2024, item No.8) and Extraordinary GMS dated December 31, 2025 (Minutes No.4/2025, item No.1), (**Company’s Charter**), Chapter 7 (38) (10), Chapter 12 (73) of the Regulation on the General Meeting of Shareholders of the National Company KazMunayGas Joint-Stock Company, validated by the resolution of the Extraordinary General Meeting of Shareholders of NC “KazMunayGas” JSC dated December 31, 2025 (Minutes No.4/2025, item No.2), (**Regulation on the GMS**), determination of the number of members and term of office of the counting commission, election of its members and early termination of their powers is within the exclusive competence of the General Meeting of Shareholders of KMG.

In accordance with paragraph 5 of Chapter 3 of Annex 5 'Rules of Procedure of the Counting Commission of NC ‘KazMunayGas’ JSC’ to the Regulations on the GMS (**Rules of Procedure**), the Counting Commission shall consist of no fewer than 3 and no more than 9 members, for a term until the next Annual General Meeting of Shareholders, in accordance with the procedure and on the terms set out in the Company’s Charter, the Regulations on the GMS and the Rules of Procedure.

In accordance with paragraph 20 of Chapter 5 of the Regulations on the GMS, the Corporate Secretary of KMG is elected as Chair of the Counting Commission.

The KMG Legal Affairs Department has proposed that, in place of Kuzhekenova Markhabat Bayanovna (who resigned from KMG in July 2025) with Zhanagul Kanatovna Kanatova (Senior Legal Adviser in the Legal Review of Corporate Decision Drafts Sector of the Corporate Governance Legal Support Division within KMG’s Legal Support Department).

The Company’s Board of Directors (Minutes No. 11/2026 of 8 July 2026, item No. 23) resolved to convene an extraordinary GMS on 13 August 2026, one of the items on the agenda of which is the composition of the Counting Commission.

In light of the above, and in accordance with the resolution of the Company’s Board of Directors dated 1–3 August 2026 (Minutes No. 12/2026, Item No. 3), which preliminarily considered this matter and initiated its submission for consideration at an extraordinary GMS, the following is proposed to the General Meeting of Shareholders of KMG:

1) to determine the number of members of the Counting Commission – 8 persons;

2) to determine the term of office of the Counting Commission – until 31 May 2027 *(until the Annual GMS in 2027)*;

3) to elect the Counting Commission with the following membership:

Damir Valeryevich Sharipov (Corporate Secretary of KMG) – Chair of the Counting Commission;

Kalamkas Seidekhanovna Akhanova (Senior Specialist, Share Capital Market Sector, Investor Relations Division, Finance Department, KMG) – Member of the Counting Commission;

Zhanagul Kanatovna Kanatova (Senior Legal Officer, Corporate Decision Draft Legal Review Sector, Corporate Governance Legal Support Division, KMG Legal Support Department) – Member of the Counting Commission;

Saltanat Askarovna Madiyeva (Chief Specialist, Rating Agencies and Financial Stability Monitoring Sector, Corporate Finance Division, KMG Finance Department) – member of the Counting Commission;

Myrzagali Abay Bolatuly (Senior Lawyer, Corporate Decision Drafts Legal Review Sector, Corporate Governance Legal Support Division, Legal Support Department, KMG) – member of the Counting Commission;

Oksana Nikolaevna Nechayeva (Senior Specialist, KMG Corporate Secretary's Office) – member of the Counting Commission;

Asya Makhambetkalievna Seksenbayeva (Senior Specialist, KMG Corporate Secretary's Office) – member of the Counting Commission;

Kalbibi Alimzadaevna Tyuleyeva (Senior Specialist, KMG Corporate Secretary's Office) – member of the Counting Commission.

The candidates proposed for membership of the Counting Commission are not members of the KMG Management Board and, therefore, comply with the requirement set out in Article 46(2) of the Law on JSC and Chapter 3(6) of the Rules of Procedure, which stipulates that any KMG employee may be a member of the Counting Commission, with the exception of the Chair and members of the KMG Management Board, as well as the Chair and members of the KMG Board of Directors.

In accordance with Article 36 (2) and Article 50 (1) of the Law on JSC, Article 11 (91) and Article 12 (99) of the Company's Charter, Chapter 16 (79) of the Regulation on the GMS, voting on this issue requires a simple majority of votes from the total number of KMG voting shares participating in the voting, and voting on this issue is based on the principle of "one share - one vote".

4. Conformity to applicable law of the Republic of Kazakhstan

The adoption of a resolution on the submitted issue does not contradict the legislation of the Republic of Kazakhstan.

5. Main problems, risks, possible consequences in case of adopting or failure to adopt the resolution

The adoption of a resolution on this issue will not entail any risks.

Failure of the General Meeting of Shareholders of KMG to adopt a resolution on this issue will entail the risk of non-compliance with the norms of the current legislation of the Republic of Kazakhstan, with subsequent possible emergence of legal disputes on invalidation of resolutions of the General Meeting of Shareholders of the Company.