

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

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

Taking into account clause 6 of Chapter 5 “Efficiency of the Board of Directors and the Executive Board” of the Corporate Governance Code of JSC NC “KazMunayGas” approved by the resolution of the Management Board of JSC “Samruk-Kazyna” dated 27 May 2015, Minutes No.22/15, in compliance with sub-clause 5) of clause 1 of Article 36, and clause 3 of Article 55 of Law No.415-II of the Republic of Kazakhstan “On Joint Stock Companies” dated 13 May 2003, sub-clause 10) of clause 90 of the Charter of JSC NC “KazMunayGas”, following consideration of the submitted materials, the General Meeting of Shareholders of JSC NC “KazMunayGas” **RESOLVED:**

1. To terminate ahead of schedule the powers of the members of the Board of Directors of JSC NC “KazMunayGas”:

Christopher John Walton – Chairman of the Board of Directors, Independent Director;

Phillip Malcolm Holland – Independent Director;

Uzakbay Suleimenovich Karabalin – representative of interests of JSC “Samruk-Kazyna”;

Yernar Beisenuly Zhanadil – representative of interests of JSC “Samruk-Kazyna”;

Yernat Kudaibergenovich Berdigulov – representative of interests of JSC “Samruk-Kazyna”;

Armanbay Saparbayevich Zhubayev – Independent Director;

Arman Anuarbekovich Argingazin – Independent Director;

Magzum Maratovich Mirzagaliyev (Chairman of the Management Board of JSC NC “KazMunayGas”).

2. To determine the composition of the Board of Directors of JSC NC “KazMunayGas” as eight (8) persons for the term of powers of three (3) years.

3. To elect the following persons as the members of the Board of Directors of JSC NC “KazMunayGas”:

1) Yernat Kudaibergenovich Berdigulov – representative of interests of JSC “Samruk-Kazyna”;

2) Olzhas Muratovich Oтынshiyev – представителем интересов АО «Самрук-Қазына»;

3) Uzakbay Suleimenovich Karabalin – representative of interests of JSC “Samruk-Kazyna”;

4) Magzum Maratovich Mirzagaliyev (Chairman of the Management Board of JSC NC “KazMunayGas”);

- 5) Armanbay Saparbayevich Zhubayev – Independent Director;
 - 6) Arman Anuarbekovich Argingazin – Independent Director;
 - 7) Phillip Malcolm Holland – Independent Director;
 - 8) Allan Davidson – Independent Director.
4. To elect Armanbay Saparbayevich Zhubayev as the Chairman of the Board of Directors of JSC NC “KazMunayGas”.
 5. To define the term of powers of the Board of Directors of JSC NC “KazMunayGas” as three (3) years from the date of adoption of this resolution.
 6. To determine the amount and terms of remuneration and reimbursement of expenses of the elected members of the Board of Directors of JSC NC “KazMunayGas” in accordance with the annex to this resolution.
 7. To Chairman of the Management Board of JSC “Samruk-Kazyna” Nurlan Karshagovich Zhakupov to conclude a contract with Chairman of the Board of Directors of JSC NC “KazMunayGas” Armanbay Saparbayevich Zhubayev in accordance with the established procedure and on the terms specified in clauses 5 and 6 hereof.
 8. To Chairman of the Board of Directors of JSC NC “KazMunayGas” Armanbay Saparbayevich Zhubayev, in the established procedure, to take the necessary measures arising from this resolution.

**Explanatory note to the item “On composition of
the Board of Directors of JSC NC “KazMunayGas”” on the agenda of
the Extraordinary General Meeting of Shareholders of JSC NC
“KazMunayGas”
to be held on 27 June 2023**

Astana

« ___ » _____ 2023

1. Purpose and objective

Determination of the quantitative composition and term of office of the Board of Directors of JSC NC “KazMunayGas” (hereinafter - the **Company**), election of its Chairman and members, and determination of their remuneration

2. Economic effect

Not provided.

3. Background

In compliance with sub-clause 5) of clause 1 of Article 36 and clause 3 of Article 55 of the Law No.415-II of the Republic of Kazakhstan “On Joint-Stock Companies” dated 13 May 2003 (hereinafter referred to as **the Law**), and sub-clause 10) of clause 90 of Article 12 of the Company’s Charter, the election of members of the Board of Directors of the Company (hereinafter referred to as **the BoD**) and early termination of their powers is in the exclusive competence of the General Meeting of Shareholders of the Company (hereinafter referred to as **the GMS**).

The current BoD was elected by decision of the person holding all of the voting shares of the Company on 17 August 2020 (Minutes No. 30/20) with a term of office of 3 (three) years. Thus, the term of office of the current Board of Directors expires on 16 August 2023.

In addition, according to clause 6 of Chapter 5. "Effectiveness of the Board of Directors and the Executive Body" of the Corporate Governance Code of the Company, approved by the decision of the Management Board of Samruk-Kazyna JSC of 27 May 2015 (Minutes No. 22/15): "Members of the Board of Directors shall be elected for a term of up to three years, subsequently, subject to satisfactory performance, may be re-elected for another term of up to three years.", "An independent director may not be elected to the Board of Directors for more than nine consecutive years". At the same time, the Chairman of the Board of Directors, Independent Director C.J. Walton has been on the BoD for more than nine consecutive years.

With this in mind, there was a need to update the composition of the BoD.

According to clause 2 of Article 37 of the Law, an extraordinary general meeting of shareholders shall be convened on the initiative of:

- 1) board of directors;
- 2) major shareholder.

According to Article 38 of the Law, a major shareholder's request to convene an extraordinary general meeting of shareholders shall be presented to the board of directors by sending a corresponding written notice to the location of the executive

body of the company, which shall contain the agenda of such meeting. At the same time, the company's Board of Directors has no right to change the wording of items on the agenda and change the proposed procedure for holding an extraordinary general meeting of shareholders, convened at the request of a major shareholder.

In this regard, the major shareholder of the Company - JSC "Samruk-Kazyna" (hereinafter - the **Fund**) has sent a request to convene an Extraordinary General Meeting of shareholders of the Company on 27 June 2023 with the agenda "On the composition of the Board of Directors of JSC NC "KazMunayGas" (hereinafter - **EGM**).

Pursuant to clause 2 of Article 38 of the Law, when calling an extraordinary general meeting of shareholders in accordance with the request, the board of directors has the right to supplement the agenda of the general meeting of shareholders with any items at its own discretion

In pursuance of the abovementioned request of the Fund, on 25 May 2023 the BoD adopted a resolution (Minutes No.12/2023, item No.2) to convene an in-person EGM on 27 June 2023 with one item on the agenda - "On the composition of the Board of Directors of JSC NC "KazMunayGas".

Also, by the decision of the Management Board of the Fund on 6 June 2023 (Minutes No.27/23) the Fund determined the following position of the Fund and the National Bank of Kazakhstan on the agenda item of EGM.

1.1. To terminate ahead of schedule the powers of all the members of the BoD;

1.2. To elect a BoD of 8 (eight) persons in the following composition:
Yernat Kudaibergenovich Berdigulov – representative of interests of the Fund;
Olzhas Muratovich Otynshiyev – representative of interests of the Fund;
Uzakbay Suleimenovich Karabalin – representative of interests of the Fund;
Magzum Maratovich Mirzagaliyev – Chairman of the Management Board of the Company;
Armanbay Saparbayevich Zhubayev – Independent Director;
Arman Anuarbekovich Argingazin – Independent Director;
Phillip Malcolm Holland – Independent Director;
Allan Davidson – Independent Director.

1.3. To elect Armanbay Saparbayevich Zhubayev as the Chairman of the BoD.

1.4. To define the term of powers of the BoD as three (3) years from the date of adoption of the EGM resolution.

1.5. To determine the amount and terms of remuneration and reimbursement of expenses of the elected members of the BoD in accordance with the annex to the EGM resolution.

2. To Chairman of the Management Board of the Fund Nurlan Karshagovich Zhakupov to conclude a contract with Chairman of the BoD in accordance with the established procedure and on the terms specified in clauses 5 and 6 of the EGM resolution.

3. To Chairman of the BoD Armanbay Saparbayevich Zhubayev, in the established procedure, to take the necessary measures arising from the EGM resolution.

In accordance with sub-clause 2) of clause 1 of Article 50 of the Law, voting at the General Meeting of Shareholders is carried out on the principle “one share - one vote”, except for cumulative voting when electing members of the Board of Directors. According to clause 5 of Article 55 of the Law, in case of early termination of powers of a member of the Board of Directors, a new member of the Board of Directors shall be elected by cumulative voting of shareholders represented at the general meeting, at that the powers of the newly elected member of the Board of Directors shall expire simultaneously with expiration of term of office of the Board of Directors as a whole. At that, however, pursuant to clause 3 of Article 54 of the Law, election of members of the Board of Directors is performed by the shareholders by cumulative voting with the use of voting ballots, except for the case when one candidate runs for one seat on the Board of Directors. In this regard, the EGM resolution will be made by cumulative voting.

In view of the above, it is proposed that the EGM terminate the powers of all members of the BoD ahead of schedule and elect a new BoD for a term of three (3) years from the date of the EGM resolution.

4. Conformity to the laws of the Republic of Kazakhstan

The adoption of a resolution on the issue of changing the composition of the BoD 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.

**Chairman of the Board of Directors of
JSC NC “KazMunayGas”**

_____ **C. Walton**

**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;

- from 2021 to present time: Member of the Board of Directors – Independent Nonexecutive Director, “Kedentransservice” JSC;

- at present: Member of the Board of Directors – Independent Director, “Investment Bank of Kazakhstan” 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

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:

Member of the Board of Directors of NAC “Kazatomprom” JSC;

Member of the Board of Directors of JSC “Kazakhtelecom”;

Member of the Board of Directors of JSC “Samruk-Energo”.

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

Yernat Kudaibergenovich Berdigulov

2. Name of the shareholder nominating the candidate:

JSC “Samruk-Kazyna”, the candidate is nominated as a representative of interests of JSC “Samruk-Kazyna”.

3. Information on education (name of educational institution, date of graduation, specialty obtained, including advanced training):

- 2007-2010 - University of Toronto, Canada, BA in Public Policy and International Studies;

- 2015-2018 - University of Warwick (UK), Master’s degree in Business Administration.

- from 2022 to present - Harvard Institute for Leadership Development (USA);

- 2021 CIMA - "Business Performance Management".

4. Information on affiliation to JSC NC “KazMunayGas”:

The candidate is an affiliated person of JSC NC “KazMunayGas” on the basis of sub-clause 3) of clause 1 of Article 64 of the Law of the Republic of Kazakhstan "On Joint Stock Companies", due to being an officer of a major shareholder of JSC NC “KazMunayGas”.

5. Information about places of work and positions held in the last three years:

- May 2019 - April 2021 - Project Manager at Whiteshield Partners;

- April 2021 - January 2022 - Co-managing Director for Strategy, Sustainable Development and Digitalization at JSC “Samruk-Kazyna”;

- January 2022 - present - Managing Director for Strategy and Asset Management in JSC “Samruk-Kazyna”.

6. Information about the position for which the candidate is nominated:

Representative of interests of JSC “Samruk-Kazyna”

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:

Chairman of the Board of Directors of KEGOC JSC;

Chairman of the Board of Directors of QazaqGaz JSC;

Member of the Board of Directors of Kazatomprom NAC JSC;

Member of the Board of Directors of Kazakhstan Temir Zholy NC 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 JSC NC “KazMunayGas”

1. First Name, Patronymic, Last Name

Uzakbay Suleimenovich Karabalin

2. Name of the shareholder nominating the candidate:

JSC “Samruk-Kazyna”, the candidate is nominated as a representative of interests of JSC “Samruk-Kazyna”

3. Information on education (name of educational institution, date of graduation, specialty obtained, including advanced training):

- 1965 – 1970 - Moscow Petrochemical and Gas Industry Institute of Order of the Red Banner of Labor named after I.M. Gubkin, Russian Federation, Moscow, specialty - Technology and complex mechanization of oil and gas fields development, qualification of mining engineer

- Diploma of Candidate of Science TN №082747 dated July 10, 1985. By the decision of the Council at Ufa Oil Institute dated March 21, 1985 (protocol No. 2) the degree of Candidate of Technical Sciences is awarded

- Academic Professor Certificate of Drilling Oil and Gas Wells PS №43 by the decision of the Academic Council of the Atyrau Institute of Oil and Gas on August 31, 2001 (Protocol No. 1);

- Diploma of Doctor of Technical Sciences ND № 0001201 by the decision of the Committee for Control of Education and Science of the Ministry of Education and Science of the Republic of Kazakhstan on September 30, 2010 (Protocol No.6);

4. Information on affiliation to JSC NC “KazMunayGas”:

is an affiliated person 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", because he was an official of JSC NC “KazMunayGas”

5. Information about places of work and positions held in the last three years:

- 2014-2016 – First Vice-Minister of the Energy of the Republic of Kazakhstan;

- 2013-2014 – Minister of Oil and Gas Industry of the Republic of Kazakhstan;

- 2009-2013 – General Director of Kazakh Institute of Oil and Gas JSC

- 2008-2009 – General Director of Mangistaumunaygas JSC

- 2003-2008 – President of JSC NC “KazMunayGas”

6. Information about the position for which the candidate is nominated:

Representative of interests of JSC “Samruk-Kazyna”

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:

- independent member of the Board of Directors of “Kazakh OIL and Gas Institute” JSC (since 2016)

- chairman of the Board of Directors of “Atyrau Oil and Gas University” JSC (2017-2021)

- 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 JSC NC “KazMunayGas”

1. First Name, Patronymic, Last Name

Magzum Maratovich Mirzagaliyev

2. Name of the shareholder nominating the candidate:

JSC “Samruk-Kazyna”, the candidate is the Chairman of the Management Board of the Company

3. Information on education (name of educational institution, date of graduation, specialty obtained, including advanced training):

- 1995 – 2000 – *Turan University, Almaty, specialty - international economics;*

- 2000 – 2003 – *L.N. Gumilev Eurasian National University, Astana. L.N. Gumilev Eurasian National University, Diplomatic Academy, Astana, specialist in international relations;*

- 2010 – *State Enterprise “Caspian State University of Technology and Engineering named after Sh. Yessenov”, Aktau, oil and gas business.*

4. Information on affiliation to JSC NC “KazMunayGas”:

is an affiliated person 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 he is an official of JSC NC KazMunayGas - Chairman of the Management Board of JSC NC “KazMunayGas”

5. Information about places of work and positions held in the last three years:

- 2019 – 2021 – *State Institution “Ministry of Ecology, Geology and Natural Resources of the Republic of Kazakhstan”, Minister;*

- 2021 – 2022 – *State Institution “Ministry of Energy of the Republic of Kazakhstan”, Minister;*

- 2022 – *State Institution “Administration of the President of the Republic of Kazakhstan”, Advisor to the President of the Republic of Kazakhstan;*

- 2022 – *to present – Chairman of the Management Board of JSC NC “KazMunayGas”.*

6. Information about the position for which the candidate is nominated:

Member of the Board of Directors of JSC NC “KazMunayGas” (by virtue of the position of the Chairman of the Management Board of JSC NC “KazMunayGas”)

7. Information on relations of the candidate with affiliated persons of JSC NC “KazMunayGas”:

is the Chairman of the Management Board of JSC NC “KazMunayGas”.

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 – to present – member of the Board of Directors of JSX 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 JSC NC “KazMunayGas”

1. First Name, Patronymic, Last Name

Yelzhan Muratovich Otynshiyev

2. Name of the shareholder nominating the candidate:

JSC “Samruk-Kazyna”, the candidate is nominated as a representative of interests of JSC “Samruk-Kazyna”

3. Information on education (name of educational institution, date of graduation, specialty obtained, including advanced training):

- 2004-2008 - Moscow Institute of Physics and Technology, Department of General and Applied Physics, specialty: applied mathematics and physics (bachelor's degree);

-2008-2010 - Moscow Institute of Physics and Technology, Department of General and Applied Physics, specialty: applied mathematics and physics (master's degree).

4. Information on affiliation to JSC NC “KazMunayGas”:

The candidate is an affiliated person of JSC NC “KazMunayGas” on the basis of sub-clause 3) of clause 1 of Article 64 of the Law of the Republic of Kazakhstan "On Joint Stock Companies", due to being an officer of a major shareholder of JSC NC “KazMunayGas”.

5. Information about places of work and positions held in the last three years:

- 2019-2021 - «PlanetCare Management» LLP, position – Deputy General Director for Investment and Development;

- 2021-2023 - “Kazakhstan Investment Development Fund (KIDF) Management Company” Ltd., position - Deputy Chairman of the Management Board;

- 2023 – to present - JSC “Samruk-Kazyna”, position – Co-Managing Director for Strategy and Asset Management.

6. Information about the position for which the candidate is nominated:

Representative of interests of JSC “Samruk-Kazyna”

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:

- member of the Board of Directors of QazaqGaz 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:

Allan George Hamilton Davidson

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):

- BSc(Hons) Chemical Physics, Edinburgh University;

- PhD Theoretical Physics, Kings College, Cambridge University;

- Fellow of the Institute of UK Chartered Accountants (ICAEW).

4. Information on affiliation to JSC NC “KazMunayGas”:

None

5. Information about places of work and positions held in the last three years:

- 2016 – to present - Ferro-Alloy Resources Limited;

- 2017 – to present – Energy Metal Limited.

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:

None

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.