

BOARD OF DIRECTORS

The Board of Directors is responsible for the overall management of KMG's activities. Resolutions of the Board of Directors are adopted in line with the procedure set forth in the applicable laws and KMG's Charter. Even though the applicable laws and KMG's Charter allow the Board of Directors to adopt resolutions as long as a quorum is achieved and a certain majority of votes is cast in favour, KMG endeavours to have the most important resolutions adopted at meetings held in person and to have all Board members take part in the voting. KMG makes every effort to prepare such resolutions through preliminary consultations and to have such issues approved by a qualified majority vote, ensuring that the perspectives of independent directors are taken into account.

In addition, the Board of Directors determines KMG's business priorities and approves its Development Strategy; considers and makes resolutions on potential acquisitions and other significant financial issues, including the terms of bonds and derivatives issued by KMG; approves major and interested party transactions; approves acquisitions and transfers (assignments) of subsoil use rights; approves conclusion of partnership contracts (agreements) with strategic partners for joint implementation of subsoil use projects; approves investment projects funded by KMG or its subsidiaries; reviews the results of independent analysis of KMG's corporate governance framework; and approves a corporate governance improvement plan.

The Company's Board of Directors is guided by the Company's Charter, Corporate Governance Code and Regulations on the Board of Directors and follows the annual activity plan and meeting schedule, taking a rational and efficient

approach. The Board of Directors can also review matters beyond its activity plan, if necessary.

Chairman of the Board of Directors and his role

Chairman of the Board of Directors is responsible for providing overall leadership for the Board of Directors, ensuring that the Board of Directors fully and effectively fulfils its main roles and builds a constructive dialogue between Board members, major shareholders and the Management Board. The Chairman of the Board of Directors is an independent director.

Independent directors and their role

Independent directors play a significant part in the activities of the Board of Directors – they represent the majority of Board Committee members and chair the Committees. Independent directors meet all statutory independence criteria, as well as the requirements of the Guidelines on Forming Boards of Directors at Companies of JSC Samruk-Kazyna and the Code.

According to the Corporate Governance Code, an independent director is a person with professional expertise and independence sufficient to have their own opinions and make fair unbiased judgements that are not influenced by the Company's shareholders, executive body or other stakeholders. Independent directors shall take active part in discussions of issues involving potential conflicts of interest (preparing financial and non-financial reporting, making interested-party transactions, nominating candidates to the executive body, setting remuneration for members of the executive body). An independent director shall monitor any circumstances which may lead to a potential loss of their independence and notify

the Chairman of the Board of Directors in advance if they arise. If any circumstances affecting the independence of a member of the Board of Directors arise, the Chairman of the Board of Directors shall immediately inform the shareholders accordingly in order to make a relevant decision.

In line with global best practices, the Company seeks to ensure that its independent directors meet high standards, and hereby declares that there are no other circumstances which are likely to impair, or could appear to impair, its directors' independence.

Succession planning for the Board of Directors, induction and development

The Company developed and adopted the Succession Policy and Succession Plan for Members of KMG's Board of Directors. Following the corporate governance review performed at KMG in 2021, the independent consultant PricewaterhouseCoopers LLP issued a number of recommendations regarding the succession planning for members of KMG's Board of Directors, which are planned to be implemented in 2022. The Corporate Governance Improvement Plan for KMG presented by PwC includes the following recommendations:

- consider extending the term of shareholder representatives and independent directors on the Company's Board of Directors and discussing this with the Shareholder. It is necessary to look into aligning the term of shareholder representatives on the Board of Directors with the Company's Strategy horizon to secure the Company's advantages associated with the continuity of corporate memory and the Company's reputation

amongst the investment community, if the Company has plans to be listed on international stock exchanges;

- consider developing a formalised succession plan for the Board of Directors, including a list of candidates, their expertise, potential interest in appointment, preferred remuneration and potential tenure based on the tenure of current directors and the required skills matrix.

KMG has in place an Induction Programme for New Members of its Board of Directors (the "Programme") approved by the Board of Directors in 2017. In June 2020, the Board of Directors resolved to supplement the Programme with the requirement to hold meetings with heads of the Company's functional units, as well as meetings with Board Committee chairs. The Corporate Secretary monitors the Programme implementation, i.e. the actual completion of all relevant procedures by new members of the Board of Directors. The Programme regulations are updated on an ongoing

basis. In 2021, newly elected members of KMG's Board of Directors Bolat Akchulakov and Mukhtar Tazhigaliyev completed the induction course under the Programme.

The 2021 Training Plan for Members of KMG's Board of Directors was approved in April 2021. Furthermore, members of the Board of Directors continuously improve their qualifications and provide information about completed trainings to be posted on the Company's website.

Term of office

Members of the Board of Directors are elected for a three-year term. Through a special consideration procedure, a member of the Board of Directors with a six-year continuous tenure may be re-elected for a new term, in each case considering the need for the Board to be effectively refreshed. As an exception, a member of the Board of Directors with a nine-year tenure may be re-elected (for independent directors, a detailed and compelling case needs

to be prepared, to be disclosed by the Company to all stakeholders).

Following an independent corporate governance review conducted in 2021, the Company received a recommendation to consider extending the term of shareholder representatives and independent directors on the Company's Board of Directors and discussing this with the Shareholder. Another recommendation was to look into aligning the term of shareholder representatives on the Board of Directors with the Company's Strategy horizon. In view of the independent consultant, these steps would benefit the Company, with individual directors' tenure of five to six years and their rotation in different years ensuring continuity of knowledge over the Company's operations and its corporate governance processes. Longer tenure on the Board of Directors helps to improve directors' performance and accountability for the Company's progress based on its strategy.



Membership of the Board of Directors

KMG complies with the Code standards requiring that up to 50%

of the Board members should be independent directors.

By resolution of the Management Board of JSC Samruk-Kazyna dated 17 August 2020 (Minutes No. 30/20), a new composition of the Board

of Directors was elected, with three independent directors out of the total seven. The Chairman of the Board of Directors is an independent director.

Composition of the Board of Directors from 1 January 2021 to 6 April 2022

	2021	to 6 April 2022	Term expired
Independent directors			
• Christopher Walton, Chairman	3 ^d term	3 ^d term	
• Philip Holland	1 st term	1 st term	
• Timothy Miller	1 st term	1 st term	
Representatives of JSC Samruk-Kazyna			
• Uzakbay Karabalin	3 rd term	3 rd term	
• Yernar Zhanadil	—	1 st term	
• Gibrat Auganov	—	1 st term	
• Almasadam Satkaliyev	1 st term		March 2021
• Mukhtar Mankeyev	1 st term		February 2022
• Mukhtar Tazhigaliyev	1 st term		February 2022
Executive director (Chairman of the Management Board)			
• Alik Aidarbayev	1 st term	1 st term	

Composition of the Board of Directors as at 31 December 2021

		Membership since
Independent directors	Christopher Walton, Chairman	2014
	Philip Holland	2020
	Timothy Miller	2020
JSC Samruk-Kazyna representatives	Uzakbay Karabalin	2016
	Mukhtar Mankeyev	2021
	Bolat Akchulakov	2021
Executive director (Chairman of the Management Board)	Alik Aidarbayev	2018

Composition of the Board of Directors as at the time of the 2021 Annual Report approval (6 April 2022)

		Membership since
Independent directors	Christopher Walton, Chairman	2014
	Philip Holland	2020
	Timothy Miller	2020
JSC Samruk-Kazyna representatives	Uzakbay Karabalin	2016
	Yernar Zhanadil	2022
	Gibrat Auganov	2022
Executive director (Chairman of the Management Board)	Alik Aidarbayev	2018

As at 31 December 2021, the Board had seven members, including:

Independent directors: three



JSC Samruk-Kazyna representatives: three



Independent directors



The Board of Directors' breakdown by age:

- 30 to 50 years: two directors;
- 50 to 60 years: one director;
- 60 to 75 years: four directors.

THE AVERAGE AGE OF BOARD MEMBERS IS

56 YEARS

In 2019, the Board had nine members, whose tenure expired in 28 June 2020. On 17 August 2020, JSC Samruk-Kazyna determined KMG's Board of Directors to consist of seven members. On 26 April 2021, the powers of members of KMG's Board of Directors Almasadam Satkaliyev and Anthony Espina were terminated early by the resolution of the Management Board of JSC Samruk-Kazyna, with simultaneous election of representatives of JSC Samruk-Kazyna Bolat Akchulakov and Mukhtar Tazhigaliyev as new KMG's Board members. Further on, the powers of Mukhtar Tazhigaliyev were terminated early by the resolution of JSC Samruk-Kazyna on 30 December 2021, with the election of Mukhtar Mankeyev as a new KMG's Board member. On 18 February 2022, the powers of Mukhtar Mankeyev and Bolat Akchulakov were terminated by Resolution No. 12/22 of the Management Board of JSC

Samruk-Kazyna, with simultaneous election of representatives of JSC Samruk-Kazyna Yernar Zhanadil and Gibrat Auganov as new KMG's Board members.

At its meeting on 18 May 2021 (Minutes No. 7/2021), KMG's Board of Directors elected new¹ composition of Nomination and Remuneration Committee, and Strategy and Portfolio Management Committee.

The procedure for nominating and selecting candidates to the Board of Directors is set out in KMG's Charter and other regulatory documents. Board members are elected by the General Meeting of Shareholders, supported by the Chairman of the Board of Directors and the Nomination and Remuneration Committee chair. The recruitment and hiring process is driven by transparency, impartiality, and meritocracy.

Members of the Board of Directors are elected from the candidates nominated as representatives of shareholders and other entities. Candidates to the Board of Directors are expected to possess the knowledge, skills and experience required to perform their functions and support the creation of KMG's long-term business value and sustainable growth, as well as to have an impeccable business reputation.

The Chairman of the Board of Directors is elected by the General Meeting of Shareholders.

Independent directors are elected in accordance with the Guidelines on Forming Boards of Directors at Companies of JSC Samruk-Kazyna, approved by the resolution of the Management Board of JSC Samruk-Kazyna dated 26 September 2016 (Minutes No. 35/16).

Breakdown of the Board of Directors by expertise

Member of the Board of Directors	Key areas of expertise
Christopher Walton	Transport, oil & gas, strategy, finance, corporate governance, IPO experience
Alik Aidarbayev	Oil & gas
Philip Holland	Oil & gas, project assessment, occupational health and safety
Timothy Miller	Oil & gas, risk management, occupational health and safety
Uzakbay Karabalin	Oil & gas, strategy
Gibrat Auganov ²	Oil & gas, economics, HR
Yernar Zhanadil	Finance, economics, investments

KMG believes that the Board of Directors is well-balanced across all areas in terms of its skills and expertise.

¹ On 2 February 2022, KMG's Board of Directors elected new composition of Audit Committee, Nomination and Remuneration Committee, and Strategy and Portfolio Management

² Gibrat Auganov and Yernar Zhanadil were introduced to the Board of Directors of KMG by the decision of the Management Board of Samruk-Kazyna JSC dated February 18, 2022 No. 12/22.



Christopher Walton
Chairman of the Board of Directors,
Independent Director



Alik Aidarbayev
Chairman of the Management Board,
executive director



Uzakbay Karabalin
Representative of JSC Samruk-Kazyna



Philip Holland
Independent Director



Timothy Miller
Independent Director



Gibrat Auganov
Representative of JSC Samruk-Kazyna



Yernar Zhanadil
Representative of JSC Samruk-Kazyna



Christopher Walton
Chairman of the Board of Directors,
Independent Director

Member of KMG's Board of Directors since 2014.

Date of birth: 19 June 1957.

Education:

- Bachelor of Arts (BA) in Political Science, the University of Western Australia;
- Master of Business Administration (MBA), Finance, the University of Western Australia;
- Fellow of the Royal Aeronautical Society;
- Fellow of the Institute of Directors.

Experience

In addition to his role as Chairman of KMG's Board of Directors, Christopher Walton is Audit Chair of the Submarine Delivery Agency (UK) and a non-executive member of the Royal Navy's National Shipbuilding Strategy Client Board. Pro-bono, Mr Walton is a trustee of the Guild of Freemen of the City of London's Charity.

Prior to that, Christopher Walton was Chairman of the management boards of Asia Resource Minerals PLC (a coal mining company), Goldenport Shipmanagement Ltd. (a marine shipping company), and Lothian Buses (a municipal bus company). He also served as Senior Independent Director and Chairman of the Audit Committee of Rockhopper Exploration PLC (an oil and gas exploration company), Chairman of the Audit Committee of JSC NC Kazakhstan Temir Zholy, and a non-executive

member of the Audit and Risk Committee at the Department for Culture, Media and Sport of the United Kingdom. In addition, Mr Walton was a member of the Bank of the England's Regional Economic Advisory Panel (SE England & Anglia) from 2002 to 2005.

As CFO of easyJet PLC, Christopher Walton successfully conducted the company's IPO. He held other senior positions in finance and commerce in major Australian companies – Qantas, Air New Zealand, Australia Post and Australian Airlines. He served in the Australian Army Reserve.

Christopher Walton is a Fellow of the Institute of Directors and the Royal Aeronautical Society.

Joint appointments:

Guild of Freemen of the City of London – Director (charity)

Guild of Freemen of the City of London's Charity – Trustee

Submarine Delivery Agency (a government department) – Non-Executive Director

National Shipbuilding Strategy, the Client Board – independent member

Holds no shares in KMG or its subsidiaries and associates (directly or indirectly), is not involved in any transactions therewith.



Alik Aidarbayev
Member of KMG's Board of Directors,
Chairman of KMG's Management Board

Member of KMG's Board of Directors since 2018.

Date of birth: 19 May 1963

Education:

- Oil and Gas Fields Development Technology and Complex Mechanisation, Kazakh Polytechnic Institute named after V. I. Lenin.

Experience

Between 1985 and 1995, Alik Aidarbayev worked at Zhetibayneft's Upstream Unit as an operating engineer, at Mangyshlakneft Oil Production Association as Deputy Head of a reservoir pressure maintenance shop, and later at SJSC Yuzhkazneftegas as Head of a reservoir pressure maintenance shop, Head of the Upstream Unit, Deputy CEO and First Vice President.

At different periods, he was CEO of JSC Turgai Petroleum, CEO of JSC Mangistaumunaigaz, Upstream Managing Director at KMG, CEO of JSC KazMunayGas Exploration Production, Akim of the Mangystau Region, First Vice Minister for Investments and Development of the Republic of Kazakhstan, and Deputy Chairman of the Management Board at JSC Samruk-Kazyna.

Holds no shares in KMG or its subsidiaries and associates (directly or indirectly), is not involved in any transactions therewith.



Uzakbay Karabalin

Member of KMG's Board of Directors, representative of JSC Samruk-Kazyna

Member of KMG's Board of Directors since 2016.

Date of birth: 14 October 1947.

Education:

- Mining Engineering, the Gubkin Russian State University of Oil and Gas;
- Postgraduate programme at the Gubkin Russian State University of Oil and Gas;
- Candidate of Technical Sciences;
- Doctor of Technical Sciences;
- Academician of the National and International Engineering Academies of the Republic of Kazakhstan.

Experience

Uzakbay Karabalin held various positions at Kazneftegazorazvedka's administration office (the South Emba oil and gas prospecting expedition), Kazakh Scientific Research Geological Exploration Oil Institute, Prikaspiygeologiya's regional administration office, the Guryev branch of Kazakh Polytechnic Institute named after V. I. Lenin, the Industry Department of the Administration Office of the President and of the Cabinet of Ministers of the Republic of Kazakhstan.

At different periods, he was Head of the Main Oil and Gas Department at the Ministry of Energy and Mineral Resources of the Republic of Kazakhstan, Deputy Minister of Energy and Fuel Resources of the Republic of Kazakhstan,

Deputy Minister of Oil and Gas Industry of the Republic of Kazakhstan, First Vice President and Acting President of CJSC NOGC Kazakhoil, President of CJSC KazTransGas, Vice Minister of Energy and Mineral Resources of the Republic of Kazakhstan, President of KMG, CEO of JSC Mangistaumunaigaz, CEO of the Kazakh Institute of Oil and Gas, Minister of Oil and Gas of the Republic of Kazakhstan, and First Deputy Minister of Energy of the Republic of Kazakhstan.

Uzakbay Karabalin was also Chairman of the Boards of Directors at CJSC KazTransOil, CJSC NC Oil and Gas Transportation, CJSC NC KazMunayGas and JSC KazMunayGas Exploration Production, Chairman of the Coordination Council and Deputy Chairman of KAZENERGY Association, a member of the Supervisory Board at KazRosGas LLP, a member of National Investors' Council under the President of the Republic of Kazakhstan, Chairman of the Board of Directors of the Atyrau University of Oil and Gas, and a member of the Board of Directors (Independent Director) of the Kazakh Institute of Oil and Gas.

Holds 9,655 ordinary shares in JSC KazTransOil.



Philip Holland

Member of KMG's Board of Directors, Independent Director

Member of KMG's Board of Directors since 2020.

Date of birth: 25 December 1954.

Education:

- Bachelor of Science in Civil Engineering, University of Leeds (UK);
- Master of Science in Engineering/Construction Management, Cranfield Institute of Technology (UK).

Experience

Philip graduated from the University of Leeds in 1976. After working for some time in the United Kingdom and Saudi Arabia, he joined Bechtel Corporation in 1980 and managed major oil and gas projects in a wide range of international locations. In 2004, he joined Shell as Vice President of projects, Shell Global Solutions. In 2009, Philip became Executive Vice President for Downstream Projects in Shell's newly

formed projects and technology business. In 2010, he was appointed as Project Director for the Kashagan Phase 2 project in Kazakhstan and subsequently the Shell/QP Al Karaana petrochemicals project. Since 2013, he has operated as an independent project management consultant.

Philip is the Chairman of the Board of Directors at Velocys PLC, and Non-Executive Director and Chairman of the Safety, Climate and Risks Committee at EnQuest PLC.

Holds no shares in KMG or its subsidiaries and associates (directly or indirectly), is not involved in any transactions therewith.



Timothy Miller
Member of KMG's Board of Directors,
Independent Director

Member of KMG's Board of Directors since 2020.

Date of birth: 13 November 1959.

Education:

- Bachelor of Science, Mechanical Engineering, Texas Tech University (Lubbock, Texas, US).

Experience

From 2000, Timothy Miller was Assistant to the President at Saudi Arabian Texaco, Inc. (Neutral Zone, Kuwait), Texaco Exploration and Production. Between 2003 and 2010, he held various positions at Chevron Corporation: Management Sponsor (San Ramon, California, US), Brazil Country Manager (Rio de Janeiro, Brazil), Senior Vice President of East Kalimantan (Balikpapan, Indonesia).

In 2010, he was appointed CEO of Tengizchevroil LLP (Atyrau, Kazakhstan) and served in this position for five years. In 2015, he returned to Chevron as Eurasia Business Unite Managing Director (Almaty, Kazakhstan). In 2018, after leaving Chevron, he became Eurasia Business Unit Advisor to the Operating Company President at Chevron Corporation (Frisco, Texas, US).

From May 2019 to date, he is Executive Director for the Republic of Kazakhstan and Senior Advisor for Global Operations at Integrated Global Services (IGS) (Richmond, Virginia, US).

Other businesses/positions:

- Board Member at the American Chamber of Commerce in Kazakhstan (2010–2018)
- Board Member at ValvTechnologies, Inc. (Houston, Texas) from 2019, Board Member at Joint Venture PSI-Clough (Almaty, Kazakhstan) from 2020
- Visiting lecturer at a master class on a career in the oil and gas industry as part of KAZENERGY, at the Graduate School of Business at Nazarbayev University, at Narxoz University, at the Mays Business School, Texas A&M University, and at the Kazakh-British Technical University at different periods.

Holds no shares in KMG or its subsidiaries and associates (directly or indirectly), is not involved in any transactions therewith.



Gibrat Auganov
Member of KMG's Board of Directors,
representative of JSC Samruk-Kazyna

Member of KMG's Board of Directors since February 2022.

Date of birth: 6 June 1988.

Education:

- Kazakh Economic University named after T. Ryskulov, Faculty of "Finance and Accounting", specialty "Finance";
- Taraz State University named after M. Kh. Dulati, specialty "Oil and Gas Business";
- Humanitarian-Technical Academy, specialty "Master of Economics and Business".

Experience:

- Engineer of Labor Planning and Rationing Department of KazMunaiGas Exploration Production JSC, "Engineering Center" Branch;
- Leading specialist of the Labor Remuneration and Rationing Department of JSC "National Company "KazMunayGas";
- Leading specialist of the Labor Remuneration and Rationing Department at "Samruk-Kazyna" Corporate University" Private Institution;
- Leading engineer for labor rationing of the Human Resources Management Department at "KazGerMunay" JV" LLP;

- Deputy Director of the Personnel Management and Remuneration Department of Embamunaigas JSC;
- Director of the Personnel Management and Remuneration Department of Karazhanbasmunai JSC;
- Director of the Human Resources Management Department of "Samruk-Kazyna" JSC;
- Managing Director for Public Relations and Change Management of "Samruk-Kazyna" JSC.

Joint appointments and membership in other boards of directors:

- Member of the Board of Directors of the non-commercial joint-stock company "Caspian University of Technology and Engineering named after Sh. Yessenov".

Holds no shares in KMG or its subsidiaries and associates (directly or indirectly), is not involved in any transactions therewith.


Yernar Zhanadil

Member of KMG's Board of Directors,
representative of JSC Samruk-Kazyna

Member of KMG's Board of Directors
since February 2022.

Date of birth: 15 December 1984.

Education:

- Bachelor of Business Administration, Accounting and Finance, Kazakhstan Institute of Management, Economics and Strategic Research, (KIMEP), Kazakhstan;
- Master's degree, Finance, Manchester Business School, University of Manchester, UK;
- Executive MBA-Global, Joint Program of London Business School and Columbia Business School, UK and USA.

Experience:

- Work at Phillip Morris Kazakhstan, ElitSroy LLP, and PricewaterhouseCoopers, an international audit firm;
- In "Samruk-Kazyna" JSC he headed the internal audit service and held the position of financial controller;
- Managing Director for Economics and Finance / Co-Managing Director – Member of the Management Board, "Samruk-Kazyna" JSC (11.2016-04.2021);
- Managing Director for Investments, Privatization and International Cooperation – Member of the Management Board, "Samruk-Kazyna" JSC (04.2021-01.2022);

- Managing Director for Development and Privatization (01.2022 – till present).

Joint appointments and membership in other boards of directors:

- Chairman of the Board of Directors of JSC "Tau-Ken Samruk" National Mining Company" (since 26.04.2021);
- Member of the Board of Directors of NAC Kazatomprom JSC (since 22.06.2021).

Government awards and honorary titles:

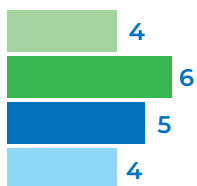
- Member of the Presidential Youth Personnel Reserve, December, 2019.
- International professional certificates: CMA certificate, International Institute of Management Accountants, USA;
- IPMA certificate, International Project Management Association, Switzerland;
- ACCA Certificate, Association of Chartered Certified Accountants, UK;
- Audit License, Chamber of Auditors of Kazakhstan, Kazakhstan.

Holds no shares in KMG or its subsidiaries and associates (directly or indirectly), is not involved in any transactions therewith.

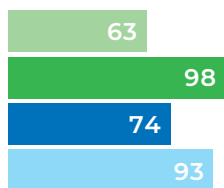
Board activities during 2021

The Board of Directors

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MEETINGS


reviewing

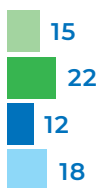
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ISSUES


The Nomination and Remuneration Committee (NRC)

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MEETINGS



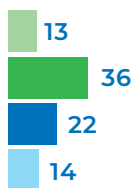
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ISSUES


The Strategy and Portfolio Management Committee (SPMC)

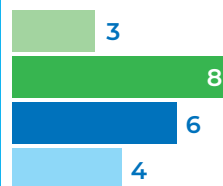
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MEETINGS



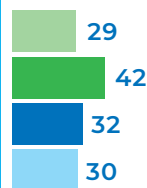
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ISSUES


The Audit Committee (AC)

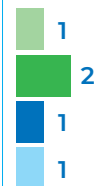
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MEETINGS



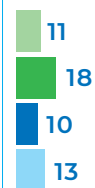
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ISSUES


The Health, Safety, Environment and Sustainable Development Committee (HSE&SD)

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MEETINGS



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ISSUES



■ Q1 ■ Q2 ■ Q3 ■ Q4

In 2021, the Board of Directors placed particular focus on updating the Company's Development Strategy, ensuring its financial stability,

overseeing investment project management and sustainability issues, improving corporate governance, internal audit and risk management,

developing management KPIs, and driving digital transformation as well as safety and well-being of employees.

Issues reviewed by the Board of Directors in 2021, by category:

Reports	Strategic issues	Corporate governance issues	Transaction issues
<ul style="list-style-type: none"> Report by the Chairman of KMG's Management Board on key changes in KMG's operations Information on KMG's HSE activities Information on COVID-19 Updates on KMG's interim financial and operating results Information on the status of implementation of KMG Group's investment projects Reports by Board Committee chairs Information on the current status of KMG's preparations for an IPO Report on messages received via the hotline Report on interested-party transactions entered into by resolution of KMG's Management Board Quarterly risk report Follow-up report on resolutions/instructions of the Board of Directors 	<ul style="list-style-type: none"> Approval of the KMG 2022–2031 Development Strategy Approval of the updated Consolidated Development Plan of KMG for 2022–2026 Approval of the KMG 2022–2031 Low-Carbon Development Programme Approval of KMG's corporate KPIs and their target values Approval of the organisational structure of KMG's headquarters Issues related to the implementation of investment projects Approval of motivational KPI scorecards for KMG managers and KPI targets Signing of oil procurement agreements and oil products sale and purchase agreements by KMG 	<ul style="list-style-type: none"> Results of performance self-evaluation of the Board of Directors of JSC NC KazMunayGas in 2020 Approval of the Board of Directors' and Committees' activity plan, the schedule of meeting of the Board of Directors and its Committees Making changes to the membership of Board Committees Approval of the final Progress Report on the Implementation of KMG's 2019–2020 Detailed Corporate Governance Improvement Plan Shareholder queries regarding the Company's and its officers' actions in 2020 and corresponding responses Approval of KMG's 2020 Annual Report Approval of KMG's 2020 Sustainability Report 	<ul style="list-style-type: none"> Approval of interested-party transactions Approval of major transactions
Issues related to subsidiaries and associates	Approval of internal regulations	Appointment and compensation	Issues related to divisions of the Board of Directors
<ul style="list-style-type: none"> Election and termination of powers of managers, members of supervisory boards of subsidiaries and associates Amending articles of association of subsidiaries and associates Approval of subsidiaries' and associates' corporate KPIs Acquisition and disposal of stakes in subsidiaries and associates 	<ul style="list-style-type: none"> Approval and cancellation of KMG's internal regulations 	<ul style="list-style-type: none"> Approval of KMG's headcount Early termination of powers and election of members of KMG's Management Board; determining the salaries payable to members of KMG's Management Board, their working conditions, applicable bonuses and social support Progress on KMG's HR Policy 	<ul style="list-style-type: none"> Report by the Corporate Secretary Office, Compliance Service, Internal Audit Service and the ombudsman Approval of Activity Plans of the Compliance Service, Internal Audit Service and the ombudsman HR issues related to the Corporate Secretary Office, Internal Audit Service, Compliance Service and the Ombudsman Approval of the Strategy of KMG's Internal Audit Service

Strategic sessions in 2021

In 2021, the Board of Directors held two strategic sessions.

As part of the scheduled session held on 28 May 2021, the Board approved a vision for KMG's 2022–2031 Development Strategy and approaches to building a low-carbon development programme. The Board was advised that the Company developed its draft financial strategy as per the instruction of the Fund, and also reviewed the need to designate a number of initiatives as social projects. Also members of the Board of Directors supported maintaining KMG's profile as an oil and gas company, albeit with due regard to environmental issues.

On 3 November 2021, the Board of Directors held its second strategic session to review and approve KMG's Development Strategy for 2022–2031 taking into account the comments and recommendations expressed at its strategic session on 28 May 2021 (Minutes No. 8/2021). As part of his welcome remarks, the Chairman

of the Board of Directors highlighted the significant upcoming changes, including KMG's intention to hold an IPO and the changes associated with the energy transition and focus on issues related to climate change. The Board members also had a detailed discussion of KMG's Strategy for 2022–2031 and Low-Carbon Development Programme for 2021–2031.

Board of Directors' meeting on sustainability issues

On 7 June 2021, the Board of Directors held its annual meeting on sustainable development and discussed the following important matters:

- approval of KMG's 2020 Sustainability Report;
- implementation of priority sustainable development goals at KMG, low-carbon development programme.

Follow-up on KMG's key issues

To oversee the implementation of KMG's strategic initiatives and ensure timely corrective actions, KMG's Board of Directors requires

the Chairman of KMG's Management Board to report regularly on key changes in the Group's operations and give other updates on HSE issues, interim financial and operating results, COVID-related developments, interested-party transactions approved by the Management Board, progress on implementation of the Group's strategy, KPIs achievement, investment projects implementation, as well as follow-up reports on KMG's consolidated Development Plan, risk reports, reports from the Board Committee chairs, follow-up reports on resolutions of the Board of Directors, and performance reports submitted by units reporting to the Board of Directors.

At every meeting, the Board of Directors' Strategy and Portfolio Management Committee considers and discusses progress reports on major oil and gas projects (Kashagan, Karachaganak and Tengiz), as well as on transformation and privatisation programmes.

Actual attendance by Board members at Board and Committee meetings in 2021¹

Member of the Board of Directors	Board and Committee meetings in 2021				
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Strategy and Portfolio Management Committee	Health, Safety, Environment and Sustainable Development Committee
Christopher Walton	19/19	21/21	7/7	5/5	5/5
Uzakbay Karabalin	18/19	-	-	5/5	5/5
Almasadam Satkaliyev ²	5/5	-	-	-	-
Anthony Espina	5/5	-	2/2	2/2	-
Alik Aidarbayev	19/19	-	-	-	-
Philip Holland	19/19	21/21	7/7	5/5	-
Timothy Miller	19/19	21/21	-	5/5	5/5
Bolat Akchulakov ³	14/14	-	-	3/3	-
Mukhtar Tazhigaliyev	14/14	-	5/5	-	-

¹ Note: The first figure shows the number of meetings attended by a member of the Board of Directors, and the second figure is the total number of meetings they were entitled to attend.

² Stepped down from KMG's Board of Directors on 26 April 2021.

³ Elected to KMG's Board of Directors on 26 April 2021.

Performance evaluation of the Board of Directors

In accordance with the Code, the Board of Directors, its committees and members of the Board of Directors should be evaluated every year as part of a structured process approved by the Board of Directors. The process needs to be in line with JSC Samruk-Kazyna's relevant methodology. In addition, at least once every three years the performance evaluation process is run with the involvement of an independent professional organisation.

In 2021, eleven portfolio companies of JSC Samruk-Kazyna, including KMG, were subject to an independent corporate governance review for the period from 1 January 2020 to 31 May 2021 conducted by PricewaterhouseCoopers LLP. The review assessed corporate governance in the following five areas: performance of the Board of Directors and the executive body; risk management, internal control and audit; sustainable development; shareholders' rights; and transparency. For this reason, no separate independent evaluation of the Board of Directors' performance was conducted in 2021.

In accordance with the Code's requirements, in 2021, members of the Board of Directors conducted a self-evaluation through questionnaires about their performance in 2020. The self-evaluation questionnaire was developed by the Chairman of the Nomination and Remuneration Committee in cooperation

with the Chairman of the Board of Directors. The questionnaire comprised two sections (Composition and Processes, Behaviour and Actions) and featured 30 questions. The self-evaluation results were previewed by the Nomination and Remuneration Committee, which recommended that the Chairman of the Board of Directors together with the Chairman of the Nomination and Remuneration Committee discuss the following aspects as part of the Board of Directors meeting when discussing the results of the self-evaluation of the Board of Directors' performance in 2020:

1. appointment of the Chairman of the Audit Committee of KMG's Board of Directors;
2. diversity in all aspects;
3. succession plan and procedure for electing members of the Board of Directors;
4. KMG's strategy;
5. professional development and training.

The report on self-evaluation of the Board of Directors' performance in 2020 (the "Report") was presented and discussed at a closed meeting of the Board of Directors attended only by members of the Board of Directors and the Corporate Secretary. The discussion included an analysis of the Board members' self-evaluation results and a review of the skills and competencies scored below four points (out of a maximum of five). Furthermore, the Board of Directors developed a Plan to Improve the Board of Directors' Performance (the "Plan")

to enhance the quality of its work across the areas for improvement and also reviewed progress in implementing the previously adopted Plan.

In November 2021, the Nomination and Remuneration Committee reviewed the issue of the Board of Directors' 2021 performance evaluation. As part of the committee meeting, the Chairman of the Board of Directors advised of the completed independent review of corporate governance at KMG, which also included the evaluation of the Board of Directors' performance, but suggested that the Board members also conduct self-evaluation of their 2021 performance. The purpose of the annual self-evaluation is to identify any changes in questionnaires completed by members of the Board of Directors. The KMG Board of Directors decided to evaluate its 2021 performance through self-evaluation with a view to identifying areas for improvement and comparing the results with the self-evaluation scores obtained earlier.

The process of evaluating the 2021 performance of the Board of Directors, Board Committees, Board members, and the Corporate Secretary by means of self-evaluation is expected to be completed in Q1 2022. With this in mind, the Board of Directors will further discuss improvements to its activities.

Corporate Secretary

The Corporate Secretary's main role is ensuring regular communication between KMG and its shareholders as well as between shareholders and the Board of Directors, the Internal Audit Service, the Compliance Service, the Ombudsman, the Management Board and other bodies within KMG.

The Corporate Secretary's responsibilities include providing full support to the Board of Directors and its Committees, assisting shareholders in making timely, high-quality corporate decisions; acting as an adviser to the Board members on any matter related to their roles or the applicability of the Code's provisions, and monitoring

the implementation of the Code.

The Corporate Secretary is responsible for improving corporate governance practices at KMG. The Corporate Secretary is a Company employee acting independently and reporting to the Board of Directors.



Damir Sharipov

Nationality: Republic of Kazakhstan

Date of birth: 22 January 1980

Education:

- Al-Farabi Kazakh National University (International Relations Department), majoring in international law;
- Russian Presidential Academy of National Economy and Public Administration, MBA programme, majoring in Management;
- Certified Corporate Secretary, certified trainer in corporate governance for corporate secretaries, trainer at Samruk-Kazyna Corporate University.

Experience

Between 2001 and 2007, he held various jobs working at the Tengiz field in the Atyrau Region. From 2007 to 2012, he worked at JSC Development Bank of Kazakhstan, and from 2012 to 2014, he served in different capacities at KMG and JSC KazTransGas.

Since 5 January 2015, he has been Corporate Secretary at KMG.

On 1 February 2019, Damir Sharipov was elected to the Corporate Secretaries Committee of the National Council for Corporate Governance at the Presidium of the National Chamber of Entrepreneurs of the Republic of Kazakhstan "Atameken".