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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.

In 2024, the Regulations on the Corporate Secretary of KMG were fully updated.



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 Business Academy

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 Development Bank of Kazakhstan, and from 2012 to 2014, he served in different capacities at KMG and 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

COMMITTEES OF THE BOARD OF DIRECTORS

Members of the Board of Directors involved in the activities of the Board committees focus on an in-depth review and analysis of allied functions, issues and areas. Committee meetings involve invited experts, business leaders, and other stakeholders. Committees make recommendations to the Board of Directors to support its decision making. The majority of committee members are independent directors, with the chairs also being independent directors. In 2024, the Board of Directors decided to include

non-voting experts in the Board of Directors' Nomination and Remuneration Committee, Strategy and Portfolio Management Committee, and Health, Safety, Environment and Sustainable Development Committee. For more details on the Board of Directors functions and objectives, see KMG's 2023 Annual Report, p. 238.

REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE

In 2024, the Nomination and Remuneration Committee held 18 meetings and reviewed 112 matters.

Members as of 31 December 2024:

- Philip Holland Chairman of the Committee since September 2020;
- 2. Arman Argingazin member of the Committee since June 2023.
- 3. Saya Mynsharipova member of the Committee since August 2023.
- 4. Askar Shakirov member of the Committee since February 2024.

Personnel management is essential to the Company's operational efficiency. The Nomination and Remuneration Committee makes recommendations to the Board of Directors on the matters within its remit relating to the appointment, remuneration, training and development of the Company employees. The key appointment principles require that candidates possess strong qualifications to perform their roles successfully and have the skills needed to pursue the Company's strategic goals in their area of responsibility.

18 meetings
held by the Nomination and Remuneration

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Key matters reviewed by the Committee in 2024

Succession planning

- Efforts targeting employees included in the Succession Plan for Key Positions within KMG Group (talent pools for A, B and C levels) (MANSAP)
- · Appointment of the Deputy Chairman of KMG's Management Board
- Introducing amendments to the Regulations on the Management Board of KMG
- Determination of the tenure, salary, remuneration terms, bonuses, and social benefits payable to the Chairman of KMG's Management Board
- Determination of the number of members, election of a member of KMG's Management Board, determination of the salary, remuneration terms, bonuses, and social benefits payable to the Chairman of KMG's Management Board, and terms of appointment of the Chairman
- · Appointment of the First Deputy Chairman of KMG's Management Board
- Early termination of office and election of a member and the chairman to KMG Engineering's Supervisory Board
- Election of members of KMG's Management Board, determination of the salary, remuneration terms, bonuses, and social benefits payable to a member of KMG's Management Board, approval of a joint appointment to KMG's subsidiary KazMunayGas Exploration Production
- Early termination of office of a member of the Supervisory Board of Kazmortransflot and election of a member of the Supervisory Board of Kazmortransflot
- · Appointment of the Director of the Digital Development Department of KMG
- Appointment of KMG's Head of Staff
- · Secondment to major oil and gas projects of KMG
- · Appointment of an officer of KMG's Corporate Secretary Office
- · Selection of candidates for the Head of the Compliance Service of KMG
- · Grading KMG's roles and positions
- Determination of KMG's position as a shareholder of KazTransOil for voting at the Extraordinary General Meeting of Shareholders of KazTransOil (on matters concerning determining the number of members and tenure of the Board of Directors of KazTransOil, election of its members, determination of the salary and terms of remuneration and reimbursement of expenses payable to certain members of the Board of Directors of KazTransOil for the performance of their duties)
- Election of a senior independent director of the Board of Directors of KMG

Ongoing and effective performance evaluation

- Results of the self-evaluation of KMG's Board of Directors in 2023
- Actual performance against KPIs and motivational KPI scorecards for KMG executives for 2023
- Monitoring of performance against motivational KPIs for KMG executives
- Corporate KPIs / motivational KPI scorecard for the Chairman of KMG's Management Board and targets for 2024, as well as updated motivational KPI scorecards for KMG executives and targets for 2024, along with a motivational KPI scorecard for the First Deputy Chairman of KMG's Management Board and targets for 2024
- · Approval of a 2024 motivational KPI scorecard and targets for the Corporate Secretary
- Approval of corporate KPIs / motivational KPI scorecard for the Chairman of KMG's Management Board and targets for 2025, as well as motivational KPI scorecards for KMG executives and targets for 2025
- Approval of a 2025 motivational KPI scorecard and targets for the Ombudsman
- Approval of a 2025 motivational KPI scorecard and targets for the Corporate Secretary
 Approval of corporate KPIs and targets of KMG Engineering (motivational KPIs
- for the CEO (Chairman of the Management Board) at KMG Engineering) for 2024
- Performance report of the Ombudsman for 2023
- Plan to Improve the Board of Directors' Performance based on the Board's self-evaluation for 2023
- Approval of the actual performance against corporate KPIs (motivational KPIs for the CEO (Chairman of the Management Board) at KMG Engineering for 2023 and payment of remuneration to the CEO (Chairman of the Management Board) of KMG Engineering for 2023
- Establishing additional pay to the First Deputy Chairman of the Management Board of KMG for holding several positions concurrently

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Maintenance of an effective HR policy and an effective pay and remuneration framework

- · Approval of the organisational structure of KMG's headquarters
- Approval of amendments to the salary grid for the Chairman and members of the Management Board
- · Approval of the job description of the First Deputy Chairman of the Management Board
- Salaries for employees of the Internal Audit Service, Compliance Service, Ombudsman Heading the Ombudsman Office, and Corporate Secretary Service
- Amendments to the Rules for Rendering Social Support to the Managers and Employees of the Internal Audit Service, Corporate Secretary Office, Compliance Service and Ombudsman Office
- Payment of bonuses to Head of Compliance, Corporate Secretary, and Ombudsman for their performance in 2022
- Remuneration payment to KMG executives for 2023
- Determination of the 2023 bonuses payable to the Corporate Secretary and Ombudsman
- Approval of a new version of the Regulations on the Ombudsman Office
- Approval of a new version of the Regulations on the Corporate Secretary and the Regulations on the Corporate Secretary Service
- Approval of a new version of the job description of the Ombudsman Heading
- the Ombudsman Office

 Amendments to the Professional Development Programme for Members of KMG's Board
- of Directors for 2023–2024

 Amendments to the Remuneration Rules for the Employees of the Internal Audit Service,
- Corporate Secretary Office, Compliance Service, and Ombudsman Office
- · Approval of the new version of KMG's HR Policy
- Ombudsman's annual performance report for 2024 (report of the Ombudsman Office on performance and progress against the plan for 2024)
- Approval of the activity plan of the Ombudsman Office for 2025

Attendance of the Committee's meetings by its members in 2024

Meeting No. and date																			
	1/2024, 30–31 Jan	2/2024, 6 Feb	3/2024, 5 Mar	4/2024, 29 Mar	5/2024, 9 Apr	6/2024, 14 May	7/2024, 15 May	8/2024, 28 May	9/2024, 3 Jun	10/2024, 7 Jun	11/2024, 4 Jul	12/2024, 26–29 Jul	13/2024, 10 Sep	14/2024, 16–17 Sep	15/2024, 2 Oct	16/2024, 5 Nov	17/2024, 11 Nov	18/2024, 19-20 Dec	Participation, %
Committee member																			
Philip Holland	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	100
Arman Argingazin	-	+	+	+	+	+	+	-	+	+	+	+	+	+	+	+	-	+	83
Saya Mynsharipova	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	100
Askar Shakirov			+	+	+	+	+	+	+	+	+	+	+	+	+	+	-	+	94