

Corporate Secretary

The Corporate Secretary is an employee of the Company who performs their duties on an independent basis and is appointed and dismissed by resolution of the Board of Directors, to which the Corporate Secretary is functionally accountable. The term of office, functions and budget of the Corporate Secretary are determined by the Board of Directors. The activities of the Corporate Secretary are governed by the Regulations on the Corporate Secretary, approved by the Board of Directors and posted on the KMG website, and are carried out on an independent basis, with no combination with other functions at KMG. 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 ensuring interaction with shareholders, including preparing for and holding General Meetings of Shareholders and consideration of requests, 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. Contact details of the Corporate Secretary are available on KMG's website.



Damir Sharipov

Citizenship: 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.
- From 2012 to 2014, he served in different capacities at KMG and KazTransGas.
- Since 5 January 2015, he has been Corporate Secretary at KMG.
- Since 24 November 2023, he has been an Honorary Member of the Central Asian Association of Corporate Secretaries.

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. In 2025, the Board of Directors decided to include non-voting experts in the Board of Directors' Nomination and Remuneration Committee and Strategy and Portfolio Management Committee. The committees engage with KMG management in a spirit of openness, mutual respect, and constructive scrutiny, ensuring that no single perspective dominates and that significant matters are given the time they warrant. 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

Members as of 31 December 2025:

1. 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.

16 meetings

held by the Nomination and Remuneration Committee in 2025

The Nomination and Remuneration Committee regularly received information on activities involving employees enrolled in the KMG Succession Plan / Talent Pool, on the development of high-potential employees outside the executive body, and on ongoing talent management activities.

During the reporting period, the Nomination and Remuneration Committee also reviewed the matter of approving KMG's Human Rights Policy and developed a relevant recommendation.

Key matters reviewed by the Committee in 2025

Succession planning	<ul style="list-style-type: none"> Progress of activities involving employees enrolled in the KMG Succession Plan / Talent Pool, the development of high-potential employees outside the KMG executive body, and ongoing talent management activities Training needs of Board members in corporate governance matters, with a view to obtaining international and/or national standard certificates Election of a senior independent director of the Board of Directors of KMG Appointment of the Deputy Chairman of KMG's Management Board Early termination of office and election of a member of KMG Engineering's Supervisory Board Early termination of office and election of members and the chairman to KMG Engineering's Supervisory Board Early termination of office and election of members of Kazmorttransflot's Supervisory Board Appointment of the Director of the Digital Development Department of KMG Appointment matters in certain subsidiaries and associates, as well as KMG joint ventures Early termination of powers of KMG Corporate Secretary Office employee Saniya Myktybekova Imposition of a disciplinary action against a Management Board member Report on the implementation of individual development plans for KMG Management Board members Nomination and Remuneration Committee's performance report for 2024 Approval of the Nomination and Remuneration Committee's activity plan for 2026
Ongoing and effective performance evaluation	<ul style="list-style-type: none"> Review of the technical specification for procuring advisory services for the KMG corporate governance diagnostic Approval of the revised job evaluation and salary grade scheme for the Chairman and members of the KMG Management Board, and the revised Remuneration Rules for KMG Executives, including determination of salary levels for the Chairman and members of the Management Board Approval of the revised job evaluation for the Chairman and members of the KMG Management Board Review of job evaluations for the KMG Corporate Secretary Office and the Ombudsman Heading the KMG Ombudsman Office Approval of job evaluations for the Internal Audit Service, Compliance Service, Corporate Secretary Office and the Ombudsman Heading the Ombudsman Office Revised motivational KPI scorecards for certain KMG senior executives and their 2025 targets; the motivational KPI scorecard for the Deputy Chairman of the KMG Management Board (corporate development) and its 2025 targets; recognition as lapsed of the motivational KPI scorecard for the Deputy Chairman of the KMG Management Board (gas projects and low-carbon development) and its 2025 targets Actual performance against corporate KPIs / motivational KPI scorecards for the Chairman of the KMG Management Board and motivational KPI scorecards for KMG executives in 2024 Monitoring of performance against motivational KPIs for KMG executives Updated 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 the KMG Corporate Secretary's objectives for 4Q 2025 Approval of corporate KPIs / motivational KPI scorecard for the Chairman of KMG's Management Board and targets for 2026, as well as motivational KPI scorecards for KMG executives and targets for 2026 Approval of a 2026 motivational KPI scorecard and targets for the Ombudsman Approval of the objectives of the Ombudsman Heading the Ombudsman Office for 2026 Approval of the actual performance against corporate KPIs (motivational KPIs for the CEO (Chairman of the Management Board) at KMG Engineering for 2024 and payment of remuneration to the CEO (Chairman of the Management Board) of KMG Engineering for 2024

Ongoing and effective performance evaluation

- Approval of corporate KPIs and targets of KMG Engineering (motivational KPIs for the CEO (Chairman of the Management Board) at KMG Engineering) for 2025
- Approval of corporate KPIs and targets of KMG Engineering (motivational KPIs for the CEO (Chairman of the Management Board) at KMG Engineering) for 2026
- Review of the Ombudsman's annual performance report for 2025 (report of the Ombudsman Office on performance and progress against the plan for 2025)
- Review of results of complaints and labour dispute reviews for the first 11 months of 2025 (KMG Ombudsman's objectives for 4Q 2025)
- Assessment of the KMG Ombudsman's performance and re-election of the KMG Ombudsman by way of a decision to extend the powers of the incumbent Ombudsman Heading the Ombudsman Office
- Approval of the KMG Ombudsman's objectives for 4Q 2025
- Amendments to the Regulations on the Assessment of the Performance of the Board, Board Committees, Chairman, Board Members and Corporate Secretary of KMG
- Approval of the procedure for evaluating the KMG Board, committees, the Chairman and members of the Board, and the KMG Corporate Secretary for 2025
- Bonus payments for employees of the Internal Audit Service, Corporate Secretary Office, Compliance Service and Ombudsman Office from payroll savings

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

- Approval of the organisational structure of KMG's headquarters
- Approval of the Professional Development Programme for Members of KMG's Board of Directors for 2025–2026
- Approval of the job descriptions of the Chairman of the Management Board and CEO-1 positions
- Approval of a new version of the Code of Business Ethics
- Amendments to the List of Documents Regulating KMG's Internal Affairs, and approval of the KMG Human Rights Policy
- Approval of a new version of the Rules for Recruiting and Screening Candidates to KMG's CEO-1 Positions
- Approval of the Rules for the Search and Selection, Approval of the Appointment (Election) and Early Termination of the Powers of Heads of Executive Bodies of Legal Entities within KMG Group
- Amendments to the List of Documents Regulating KMG's Internal Affairs; approval of revised Remuneration Rules for Employees of the Internal Audit Service, Corporate Secretary Office, Compliance Service, and Ombudsman Office; revised salary grade schemes; approval of Performance Assessment Rules for employees of those services; and determination of salary levels for employees of those services
- Review of individual development plans for KMG Management Board members for 2025
- Remuneration payment to KMG executives for 2024
- Determination of the bonus payment for the Ombudsman Heading the Ombudsman Office for 2024
- Amendments to the List of Documents Regulating KMG's Internal Affairs and recognition as lapsed of the Sponsorship and Charitable Assistance Policy for KMG and its subsidiaries and associates and the Sponsorship and Charitable Assistance Rules for KMG and its subsidiaries and associates
- Amendments to the List of Documents Regulating KMG's Internal Affairs, approval of the Rules for Recruiting and Onboarding Employees of Internal Audit, Compliance, Corporate Secretary and Ombudsman, and recognition as lapsed of the Rules for Recruiting and Screening Employees of Internal Audit, Compliance, Corporate Secretary and Ombudsman
- Approval of the activity plan of the Ombudsman Office for 2026

Attendance of the Committee's meetings by its members in 2025

Meeting No. and date

Committee member	1/2025, 4 Feb 2025	2/2025, 5 Feb 2025	3/2025, 3 Mar 2025	4/2025, 30 Mar 2025	5/2025, 15 Apr 2025	6/2025, 20 Apr 2025	7/2025, 13 May 2025	8/2025, 20 May 2025	9/2025, 23 May 2025	10/2025, 3 June 2025	11/2025, 1 July 2025	12/2025, 4 August 2025	13/2025, 9 September 2025	14/2025, 7 October 2025	15/2025, 2 December 2025	16/2025, 17 December 2025	Participation, %
Philip Holland	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	100
Arman Argingazin	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	-	94
Saya Mynsharipova	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	100
Askar Shakirov	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	+	100

Report of the Strategy and Portfolio Management Committee

In 2025, the Strategy and Portfolio Management Committee held 12 meetings and reviewed 122 matters.

Members as of 31 December 2025:

1. Arman Argingazin – Chairman of the Committee since June 2024;
2. Philip Holland – member of the Committee since June 2022;
3. Uzakbay Karabalin – member of the Committee since August 2017;
4. Yelzhas Otyynshiyev – member of the Committee since July 2023;

5. Saya Mynsharipova – member of the Committee since August 2023.
6. Askar Shakirov – member of the Committee since February 2024.

12 meetings

held by the Strategy and Portfolio Management Committee in 2025

Attendance of the Committee's meetings by its members in 2025

Meeting No. and date

Committee member	1/2025, 5 Feb 2025	2/2025, 4 Mar 2025	3/2025, 15 Apr 2025	4/2025, 13 May 2025	5/2025, 3 Jun 2025	6/2025, 1 Jul 2025	7/2025, 4 Aug 2025	8/2025, 9 Sep 2025	9/2025, 7 Oct 2025	10/2025, 20 Oct 2025	11/2025, 2 Dec 2025	12/2025, 18 Dec 2025	Participation, %
Arman Argingazin	+	+	+	+	+	+	+	+	+	+	+	+	100
Uzakbay Karabalin	+	+	+	+	+	+	+	+	+	+	+	+	100
Philip Holland	+	+	+	+	+	+	+	+	+	+	-	-	83
Saya Mynsharipova	+	+	+	+	+	+	+	+	+	+	+	+	100
Askar Shakirov	+	+	+	+	+	+	+	+	+	+	+	+	100
Yelzhas Otyynshiyev	-	-	-	-	-	-	-	-	-	-	-	-	0

Key matters reviewed by the Committee in 2025

Development strategy, including priority areas	<ul style="list-style-type: none"> • The 2024 Progress Report on the Development Strategy of KMG for 2022–2031 • The 1H 2025 Progress Report on the Development Strategy of KMG for 2022–2031 • Review of available extraction technologies in use worldwide and at KMG Group fields, and innovations and improvements in hydrocarbon extraction technologies by KMG Group companies • Current status of the KMG Strategic Financial and Economic Model • Approval of the road map for the implementation of practical solutions in artificial intelligence in the production processes of KMG (covering KMG and 14 subsidiaries and associates), which sets out the action plan for developing and deploying AI technologies aimed at: improving efficiency, safety, and sustainability across the full value chain from exploration and production through to transportation and sales; and achieving effective AI performance in predictive analytics, digital well twins, drilling automation, and emissions management.
Improving investment appeal	<ul style="list-style-type: none"> • Progress in implementing KMG Group's investment projects in 2024 • Review of the report on monitoring and analysis of investment project implementation by KMG and its subsidiaries for 1H 2025
Effective financial and business planning	<ul style="list-style-type: none"> • Review of the 2024 Progress Report on KMG's Consolidated Development Plan for 2024–2028 • Approval of the Consolidated Development Plan (Business Plan) of KMG for 2026–2030 • Amendments to the KMG bond issuance terms determined by the resolution of the Board of Directors dated 1 November 2023 (Minutes No. 22/2023, item 9), regarding the partial repurchase (early redemption) of KMG bonds and determination of the partial repurchase (early redemption) price • Determination of the terms of bond issuance and placement; issuance of bonds; approval of the conclusion of a transaction or series of related transactions resulting in the (potential) disposal of property the value of which exceeds the threshold equivalent of 200,000,000 (two hundred million) US dollars • Repurchase (early redemption) of medium-term Global Notes due in 2047 and 2048, and determination of the repurchase (early redemption) price; conclusion of interested-party transactions – the Offer to Purchase and the Dealer Manager Agreement
Asset portfolio management	<ul style="list-style-type: none"> • Information on the Kashagan, Karachaganak, Tengizchevroil, and Kalamkas-Sea-Khazar projects • Progress of building and commissioning petrochemical facilities, including progress on KMG PetroChem projects – Polyethylene, Gas Separation Unit, and Trunkline – and on Kazakhstan Petrochemical Industries Inc.'s integrated gas chemical complex in the Atyrau Region. • Progress of the construction of a new gas processing plant in Zhanaozen • Approval of the Roadmaps to Divest Non-Strategic Assets • Approval of the List of KMG's Non-Strategic Assets to be Divested by Samruk-Kazyna Group in 2023–2032 • Approval of the Bolashak Subsoil Use investment project; conclusion of the contract for the exploration and production of hydrocarbons under a complex project on the Bolashak block (Mangistau Region, partly in Kazakhstan's part of the Caspian Sea) between the Ministry of Energy of the Republic of Kazakhstan and KMG • Conclusion by KMG of the Joint Venture Agreement and a Financing Agreement with CNOOC Hong Kong Holding Limited for the Zhylyoi project; KMG's participation in the incorporation of Zhylyoi Operating LLP; conclusion of the contract for the exploration and production of hydrocarbons under a complex project on the Zhylyoi block (in Kazakhstan's part of the Caspian Sea) between the Ministry of Energy of the Republic of Kazakhstan, KMG, and CNOOC Hong Kong Holding Limited; and conclusion of the interested-party transaction – the Agreement of Accession to the Joint Venture Agreement between KMG, CNOOC Hong Kong Holding Limited, and Zhylyoi Operating LLP • Conclusion of the contract for the exploration and production of hydrocarbons under a complex project on the Northern Ozen block (Mangistau Region) between the Ministry of Energy of the Republic of Kazakhstan (Competent Authority) and KMG (Subsoil User) • Approval of the combined "Determination/Implementation" phase of the investment project on ethane and propane trunkline construction in the single right-of-way, Atyrau Region, involving investments by KMG and/or entities in which KMG directly or indirectly holds voting stock or equity stakes, where the value of such investments exceeds the threshold equivalent of USD 200,000,000 (two hundred million) denominated in KZT at the exchange rate set in the macroeconomic forecast (baseline scenario) for the relevant period