

Report on compliance with the Corporate Governance Code

This report has been prepared in accordance with paragraph 6 of the Code and contains information on KMG's compliance/non-compliance with the principles and provisions of the Code.

Based on the results of 2024, KMG generally complied with the provisions and principles of the Code, taking into account the following aspects:

1. In accordance with paragraph 66 of Chapter 5 of the Code, "It is recommended that the Board of Directors elect a senior independent director from among the independent directors. The key functions of the senior independent director include: 1) acting as an advisor to the Chairman of the Board of Directors and providing him with support in communicating the goals he defines; 2) assessing the performance of the Chairman of the Board of Directors; 3) planning the succession of the Chairman of the Board of Directors; 4) in the event of disagreements between shareholders, the executive body, the Chairman of the Board of Directors and other directors, acting as a mediator in resolving the disagreements."

This requirement of the Code was not observed at KMG during the reporting period – in 2024, the senior independent director from among the independent directors of the BoD was not elected.

At the same time, in compliance with the specified requirement of the Code, by resolution of the BoD dated 11 February 2025 (minutes No. 1/2025, item No. 6), a senior independent director was elected from among the independent directors of the BoD, and his functions were determined, including the requirements of the Code.

2. In accordance with paragraph 27 of Chapter 3 of the Code "It is recommended to ensure an optimal asset structure for the fund's organisations. In a holding company, the parent company may be created in the form of a joint-stock company. It is preferable to create other organisations in the organizational and legal form of a limited liability partnership. In organizations already created in the form of a joint-stock company, it is recommended to consider the possibility of reorganisation into a limited liability partnership, taking into account economic, legal and other aspects and ensuring the interests of the fund group. The creation of new organisations in the form of a joint-stock company is allowed in exceptional cases, such as the planned future sale of the organisation's shares on the stock market. When creating an organisation in the form of a limited liability partnership, the participants independently decide on the need to create supervisory boards and the advisability of electing independent members to it, depending on the scale and specifics of the activities of the organisation being created.

These requirements of the Code were generally observed by KMG in the reporting period. KMG is systematically working to optimise the asset structure. When creating new legal entities, KMG gives preference to creating them in the organisational and legal form of a limited liability partnership, as recommended in the Code. In 2024, legal entities in the form of a joint-stock company were not created, and the reorganisation of existing legal entities in the form of a joint-stock company into legal entities in the form of a limited liability partnership was not carried out. At the same time, work to optimise the asset structure of the KMG Group will continue in accordance with the approved plans / programmes¹.

On 1 November 2023, the List of NSA was approved by the resolution of the BoD (minutes No. 22/2023, item No. 7). The same resolution invalidated the List of NSA approved by the resolution of the BoD dated 11 November 2022. In continuation of this work, by the resolution of the BoD dated 7 February 2024 (minutes No. 1/2024, item No. 12), roadmaps for the withdrawal of KMG's non-strategic assets were approved, and previously approved roadmaps were set to be lost.

3. In accordance with paragraph 144 of Chapter 6.2 of the Code, "In a fund and organisations, sustainable development should be integrated into: 1) the management system (in the management system in the field of sustainable development, the roles, competencies, and responsibilities of each body and all employees for the implementation of principles, standards, and relevant policies and plans in the field of sustainable development are clearly defined and established); 2) the development plan by integrating the goals of Environmental , Social , and Corporate Governance (hereinafter referred to as ESG); 3) risk management system (the fund and organisations shall improve practices for managing environmental and climate risks associated with climate change); 4) investment resolution-making process (it is necessary to integrate the practice of analysing significant ESG factors and assessing ESG risks in order to identify investment risks and opportunities that are highly likely to affect the fund's performance and investment efficiency); 5) remuneration system for senior management and management bodies (the fund and organisations shall develop and publicly disclose ESG goals, ESG target indicators shall be used to assess the performance of managers); 6) key processes, including planning (long-term, medium-term (five-year plan) and short-term (annual budget) periods), reporting, human resources management, operational activities and others, as well as in resolution-making processes at all levels of management; 7) a system of regular interaction with stakeholders, which implies the provision of relevant and reliable information, ensuring the possibility of two-way dialogue, awareness of environmental hazards and risks associated with the activities of portfolio companies, and the development of a flexible complaints mechanism. Holding companies have a consolidated stakeholder map for their group and draw up a corresponding plan for interaction with such parties. The board of directors and the executive body of the fund and organisations ensure the formation of an appropriate system in the field of sustainable development and its implementation. The fund and organisations develop action plans in the field of sustainable development taking into account international standards and best practices. The board of directors carries out strategic management and control over the implementation of the system in the field of sustainable development. The executive body draws up a corresponding plan and submits it for consideration by the board of directors.

This requirement of the Code was generally observed in KMG during the reporting period. By the resolution of the BoD dated 2 April 2020 (minutes No. 4/2020, item No. 15), the Guidelines for the Sustainable Development Management System were approved, which include a description of the organisation of the stakeholder engagement process, the integration of sustainable development principles into key processes and monitoring, the preparation of annual sustainable development reports, the implementation

of priority areas (initiatives) in the field of sustainable development, the development and maintenance of a sustainable development culture, the identification and assessment of risks, documentation management, and the measurement of sustainable development performance. In pursuance of the provisions of these Guidelines, KMG carried out work, including holding annual meetings of the BoD on sustainable development (in 2024 – the BoD meeting of 13 November 2024 (minutes No. 23/2024), approving the KMG Sustainable Development Policy (BoD resolution of 15 June 2022 (minutes No. 11/2022, issue No. 12), defining the UN's priority sustainable development goals, and approving an action plan to improve KMG's ESG risk rating (BoD resolution of 5 October 2023 (minutes No. 19/2023, issue No. 6). At the same time, work on integrating sustainable development into key processes continues.

4. In accordance with subparagraph 6) of paragraph 60 of Chapter 5 of the Code, "in order to understand current issues of the organisation's activities, members of the Board of Directors must regularly visit the organisation's key facilities and hold meetings with employees."

This requirement of the Code was generally observed in KMG during the reporting period. The Chairman of the Management Board of KMG regularly visited the key facilities of the company, and some members of the BoD also visited the key facilities of KMG, however, the entire BoD did not visit the key facilities of the company.

At the same time, in compliance with the specified requirement of the Code, by the resolution of the BoD dated 11 February 2025 (minutes No. 1/2025, item No. 7), a schedule of visits by members of the BoD to KMG facilities was agreed upon.

5. In accordance with paragraph 83 of Chapter 5 of the Code "The remuneration of a member of the Board of Directors of the organisation is established in accordance with the methodology developed by the fund. In this case, the expected positive effect for the organisation from the participation of this person in the Board of Directors is taken into account. In organisations with several shareholders, the relevant rules for remuneration of members of the Board of Directors are developed based on the fund's methodology and approved by the general meeting of shareholders. The Nomination and Remuneration Committee of the Board of Directors of the organisation makes proposals on the amount of remuneration of candidates for independent directors." **In accordance with paragraph 55 of Chapter 4 of the Code,** "Organisations have defined a transparent procedure for electing and establishing remuneration of the Board of Directors (supervisory board and/or executive body), approved by the general meeting of shareholders (the sole shareholder)/participant (the sole participant)."

This requirement of the Code was generally observed in KMG during the reporting period. By the resolution of the General Meeting of Shareholders of KMG dated 30 May 2023 (minutes No. 2/2023, issue No. 6 (with amendments and additions made by the resolution of the General Meeting of Shareholders of NC KazMunayGas JSC dated 6 November 2023 [minutes No. 5/2023, item No. 2]) the Regulation on the BoD was approved, providing, among other things, for the procedure for the formation of the BoD, as well

¹ The reduction of legal entities in the KMG group is carried out within the framework of privatization and divestment programs. On December 29, 2020, Resolution No. 908 of the Government of the Republic of Kazakhstan approved the Comprehensive Privatization Plan for 2021-2025, which includes 51 companies of KMG Group, including 22 companies included in the perimeter of KMG's IPO. PPRK No. 44 dated 2 February 2022 'On Amendments and Additions to the Resolution of the Government of the Republic of Kazakhstan No. 908 dated 29 December 2020 'On Certain Privatisation Issues for 2021 – 2025" dated 2 August 2022 No. 523 made amendments and additions to the Comprehensive Privatization Plan for 2021-2025 approved by PPRK No. 908 dated 29 December 2020 taking into account the Key Criteria (principles) approved by PPRK No. 44. As a result, a number of assets from the KMG Group of Companies were included in PPRK No. 908.

as section 4.2 “Remuneration and (or) compensation of expenses of members of the Board of Directors”, clause 4.2.3 of which stipulates that “The rules for remuneration of members of the Board of Directors shall be developed based on the methodology of the Fund and approved by the resolution of the GM.” At the same time, due to the lack of a methodology of the Fund on the basis of which it would be possible to develop rules for remuneration of members of the BoD, such rules were not approved in KMG. In pursuance of this requirement of the Code, the Plan provides for the development of relevant Rules for remuneration of members of the BoD based on the methodology of the Fund.

6. In accordance with paragraph 99 of Chapter 5 of the Code “The recommended frequency of meetings of the Board of Directors is from eight to twelve meetings per year. It is recommended to distribute the number of issues planned for consideration throughout the year evenly to ensure thorough and complete discussion and the adoption of timely and high-quality resolutions.”

This requirement of the Code was not generally observed in KMG during the reporting period – 26 meetings of the BoD were held in 2024, of which 15 were scheduled and 11 were extraordinary. Thus, the number of meetings of the BoD held in 2024 is more than 2 times higher than the recommended maximum frequency of meetings.

7. In accordance with paragraph 99 of Chapter 5 of the Code, “The Board of Directors must comply with the procedures established by the organisation’s documents for preparing and holding meetings of the Board of Directors.”

In accordance with paragraph 100 of Chapter 5 of the Code, “Materials for meetings of the Board of Directors shall be sent in advance – at least seven calendar days in advance, and for more important issues determined by the Charter of the organisation – at least fifteen working days in advance, unless other deadlines are established by the Charter. The list of important issues includes, but is not limited to, the development plan, the action plan, motivational KPIs for the head and members of the executive body, the annual report and participation in the creation of other legal entities. The agenda of the meeting of the Board of Directors shall not include issues for which materials were submitted in violation of the deadlines. In the event that issues are included in the agenda in violation of the deadlines, the Chairman of the Board of Directors shall be provided with an exhaustive justification for this need.”

This requirement of the Code was generally observed in the reporting period. Materials for the meetings of the BoD are sent in advance - at least 7 calendar days, and for more important issues defined by the KMG Charter – at least 15 calendar days, unless other deadlines are established by the Charter. At the same time, in 2024 there were cases of submitting materials and including issues in the agenda with violation of the deadlines. In such cases, the performers submit a petition signed by the Chairman of the KMG Management Board or the person replacing him, to include an additional issue in the agenda of the BoD meeting with exhaustive justifications for this need. Also, issues on the discipline of interaction between management and the BoD in the reporting period are regularly considered by the BoD – the issue of the discipline of interaction with the BoD in 2024 was considered at the meeting of the BoD on 11 February 2025 (minutes No. 1/2025, item No. 5).

8. In accordance with paragraph 104 of Chapter 5 of the Code, “The Board of Directors is recommended to conduct an audit of previously adopted resolutions. Both the resolution itself and the process of its adoption are subject to analysis. It is recommended to conduct an audit of previously adopted resolutions when the Board of Directors evaluates its activities.”

This requirement of the Code was generally observed in KMG during the reporting period. The revision of previously adopted resolutions of the BoD is envisaged as part of the external assessment of the activities of the BoD, conducted once every three years, which falls on the period of 2024. By the resolution of the BoD dated 20 December 2025 (minutes No. 25/2024, item No. 6), it was determined to carry out an assessment of the activities of the BoD in 2024 year through an external assessment by engaging an independent consultant. During this assessment, it is also planned to revise the resolutions previously taken by the BoD.

9. In accordance with paragraph 12 of Chapter 5 of Section 2 of the Code, “The process, timing and procedure for conducting the assessment of the activities of the Board of Directors, its committees and members of the Board of Directors must be clearly regulated in the internal documents of the organisation. The Chairman and members of the Board of Directors must undergo training in conducting the assessment.”

This requirement of the Code was generally observed in KMG during the reporting period. The process, timing and procedure for assessing the performance of the BoD, its committees and members of the BoD are regulated by the Regulation on the Assessment of the Performance of the Board of Directors, Board Committees, Chairman, Board Members and Corporate Secretary of KMG, approved by the BoD resolution of 4 October 2018 (minutes No. 14/2018, item No. 19). However, in 2024, the Chairman and members of the BoD did not undergo training on conducting the assessment.

10. In accordance with paragraph 1 of Chapter 6 of the Code “It is recommended that the manager supervising the risk management and internal control function not be the risk owner, which ensures his independence and objectivity. It is prohibited to combine the risk management and internal control functions with functions related to economic planning, corporate financing, treasury, and investment resolution-making. Combination with other functions is allowed if there is no significant conflict of interest.”

KMG generally complied with this requirement of the Code in the reporting period. At the same time, according to KMG’s current organisational structure, the RMIS is directly subordinate to the Deputy Chairman of KMG’s Management Board in charge of strategy, investment and business development. The head of the RMIS is not the owner of any risk and, accordingly, there is no conflict of interest. In addition, the Head of the RMIS has independent and independent participation in the Committees under the Management Board of KMG with full voting rights as a representative of the structural unit for risk management.

11. In accordance with paragraph 91 of Chapter 5 of the Code, the Chairman of the NRC is the Chairman of the BoD. This requirement of the Code was not observed in KMG during the reporting period — the Chairman of the NRC is an independent

director. In 2025, the BoD will consider the issue of the advisability of electing the Chairman of the BoD as the Chairman of the NRC as well.

12. In accordance with paragraph 127 of Chapter 5 of the Code “When considering each issue, a separate discussion is devoted to the risks associated with making/not making a resolution and their impact on the value and sustainable development of the organisation.” This requirement of the Code was generally observed in KMG during the reporting period – part of the resolution-making process by the KMG Management Board is the availability of information on the risks associated with the proposed resolution. However, no separate information on the impact of risks on the value and sustainable development of KMG was generated. In 2025, the BoD will consider the issue of updating the Regulation on the KMG Management Board taking into account this provision of the Code.

13. In accordance with paragraph 57 of Chapter 4 of the Code, “If an organisation has a shareholder (participant) who owns fifty or more percent of the voting shares (participatory interests) or who has the right to determine resolutions by virtue of agreements concluded with the organisation and/or other shareholders (participants), the redistribution of financial resources in favor of such a shareholder (participant) must be carried out through dividend payments. If there are other mechanisms for the redistribution of the organisation’s funds in favor of a shareholder (participant) who owns fifty or more percent of the voting shares (participatory interests), they are fixed in the organisation’s documents and disclosed to all shareholders.” This requirement of the Code was generally observed in KMG during the reporting period – by the resolution of the Fund’s Management Board dated 27 October 2022 (minutes No. 59/22), the KMG Dividend Policy was approved. The Fund owns 67.42 % of KMG shares. At the same time, this policy does not contain provisions on other mechanisms for the redistribution of KMG funds in favor of the Fund, except for dividends. In 2025, the BoD will consider the issue of the advisability of updating KMG documents taking into account this provision of the Code.

14. In accordance with paragraph 64 of Chapter 5 of the Code “The recommended number of women on the Board of Directors of organisations is at least thirty percent of the total number of members of the Board of Directors.” This requirement of the Code was partially observed in KMG during the reporting period – the composition of the BoD in 2024 was 9 people, while Saya Mynsharipova carried out activities on the BoD, which gives only 11.11 %.

15. In accordance with paragraph 98 of Chapter 5 of the Code “Meetings of the Board of Directors are held in accordance with the work plan approved before the beginning of the calendar year, including a list of issues to be considered and a schedule of meetings with dates.” This requirement of the Code was generally observed in KMG during the reporting period - by resolution of the BoD dated 31 August 2023, the schedule of meetings of the BoD and its committees for 2024 was approved (minutes No. 18/2023, item No. 5), and by the resolution of the BoD dated 6 December 2023 (minutes

No. 24/2023, item No. 6), the BoD Work Plan for 2024 was approved. However, during 2024, there were deviations from both the meeting schedule and the BoD Work Plan. When the BoD works in 2025, the process of monitoring the compliance of the activities of the BoD and its committees with the plan and schedules of the work of the BoD and its committees will be tightened, with the provision of reporting information to the BoD.

16. In accordance with paragraph 168 of Chapter 7 of the Code, “The Internet resource shall contain the following information at a minimum: ... 8) information on the members of the Management Board, including the following details: photograph, last name, first name, patronymic, date of birth, citizenship, position and functions performed, education, including primary and additional (name of educational institution, year of graduation, qualification, degree obtained), work experience over the past five years, professional qualifications, positions held concurrently, number and proportion of shares owned in affiliated companies;”. This requirement of the Code was generally observed by KMG in the reporting period – information on the members of the KMG Management Board was posted on the KMG website, with the exception of information on positions held concurrently. This information will be included.