

# MANAGEMENT BOARD PERFORMANCE REPORT FOR 2024

The Management Board's activities are regulated by the Law of the Republic of Kazakhstan On Joint Stock Companies, with due consideration of the specifics established by the Law of the Republic of Kazakhstan for the Sovereign Wealth Fund, KMG's Charter, and the Regulations on the Management Board. The Management Board may pass resolutions on any matters relating to KMG's operations not referred by regulations of the Republic of Kazakhstan and KMG's Charter to the remit of KMG's other bodies and officials. KMG's Management Board is headed by the Chairman of the Management Board appointed (elected) by the General Meeting of Shareholders. KMG's Board of Directors is responsible for electing other members of the Management Board.

### Key focus areas within the remit of the Management Board include:

- implementing KMG's Development Strategy and KMG's Development Plan;
- carrying out KMG's day-to-day financial and business operations, including execution of the business plan and implementation of investment projects;
- implementing sustainability efforts at KMG and its subsidiaries and associates;
- monitoring any conflicts of interest and corporate conflicts and contributing to their settlement;
- passing resolutions on matters related to activities of KMG's subsidiaries and associates, other than those reserved exclusively to KMG's Board of Directors pursuant to KMG's Charter;
- increasing KMG's liabilities and acquiring or disposing of property in line with the established materiality threshold.

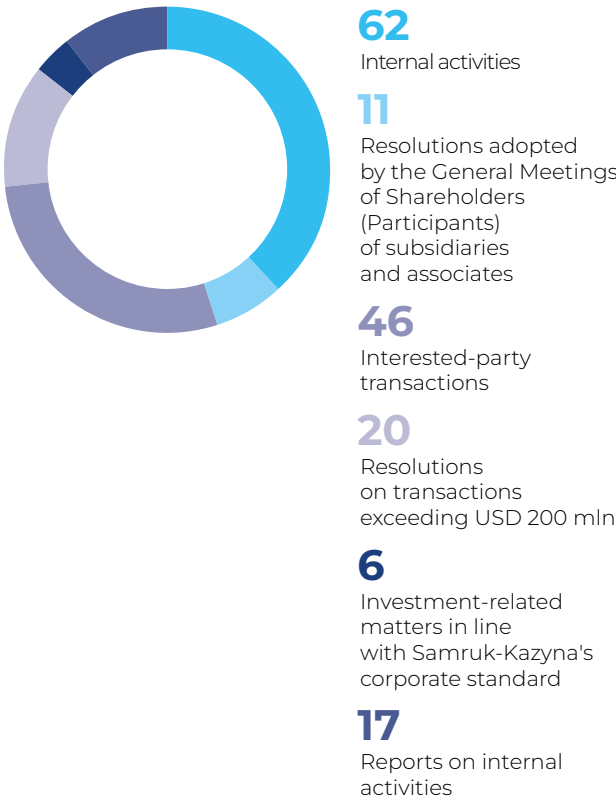
KMG's Management Board is formed by the Board of Directors based on proposals of the Chairman of the Management Board. As of 31 December 2024, the Management Board comprised ten key executives of KMG. Meetings of the Management Board are held in person and in absentia and are convened as necessary.

In 2024, the Management Board held a total of 68 meetings and passed 563 resolutions.

162 out of all matters addressed in the Management Board resolutions passed at in-person meetings in 2024 were submitted to KMG's Board of Directors in accordance with the established procedure.

**162 matters**  
submitted to KMG's Management Board in accordance with the established procedure

Meeting agenda of the Board of Directors, %



62 of those matters pertained to:

- draft documents or amendments and additions to existing internal documents;
- approving the transfer of subsoil use rights under the Production Sharing Agreement for Kurmangazy from MNC KazMunayTeniz to KMG;
- approving KMG's annual consolidated financial statements for 2023 and presenting to the General Meeting of Shareholders of KMG proposals on distribution of KMG's net profit for 2023 and the amount of dividend per ordinary share of KMG;

**563 resolutions**  
adopted by KMG's Management Board during 2024

**68 meetings**  
conducted by KMG's Management Board during 2024

- approving additions to the 2022–2031 Development Strategy of KMG;
- approving the return of a subsoil block from Embamunaigas to the state under the Contract for Hydrocarbon Production at the Novobogatinskoye Zapadnoye field within blocks XXVI-10-A (partially) in the Atyrau Region, Republic of Kazakhstan;
- approving the Consolidated Development Plan of KMG for 2025–2029;
- entering into the Heads of Terms for the Bolashak project;
- the buyback (early redemption) of 2027 Eurobonds;
- approving KMG's 2060 Low-Carbon Development Programme and the Anti-Corruption Policy at KMG and its subsidiaries and associates;
- approving KMG's HR Policy and the Concept for Petrochemical Business Development until 2040, etc.

In line with the remit of the Board of Directors covering the matters reserved exclusively to the General Meetings of Shareholders (Participants) of subsidiaries and associates, 11 resolutions of KMG's Management Board were passed to address various aspects of activities in:

- KMG Engineering LLP (6);
- NMSC Kazmortransflot LLP (2);
- JSC KazTransOil (2);
- KMG Karachaganak LLP (1).

In the reporting period, the Management Board also submitted for the consideration of the Board of Directors 46 matters regarding KMG's entering into interested-party transactions.

In 2024, 20 matters were passed on for the consideration of KMG's Board of Directors that concerned the approval of investment projects and transactions of KMG and its subsidiaries and associates with a value exceeding 200,000 (two hundred million) US dollars denominated in tenge at the exchange rate set in the macroeconomic forecast (baseline scenario) for the relevant period.

In accordance with the Corporate Standard of Investment Activity of JSC Samruk-Kazyna and legal entities in which Samruk-Kazyna, directly or indirectly, holds more than 50% of voting stock (equity stake) as approved by Resolution of Samruk-Kazyna's Management Board (Minutes No. 09/20 dated 17 March 2020), the Management Board resolved to submit 13 matters for the consideration of Samruk-Kazyna's Strategic Investment Committee and six matters for subsequent consideration of KMG's Board of Directors.

In addition, the Management Board approved and submitted for the consideration of the Board of Directors 17 reports, including:

- oKMG's financial risk reports as of 31 December 2023 and for 1Q, 2Q and 3Q 2024;
- KMG's key risk reports for 4Q 2023 and 1Q, 2Q and 3Q 2024;

- reports on interested-party transactions approved by the Management Board of KMG in 4Q 2023 and 1Q, 2Q and 3Q 2024;
- the FY2023 and 1H 2024 Report on the Implementation of KMG's Development Strategy for 2022–2031;
- the Report on Progress against KMG's Transformation Programme 2018–2021 along with the findings of the audit conducted by KMG's Internal Audit Service;
- the 2023 Sustainability Report of KMG;
- the 2023 Progress Report on KMG's Consolidated Development Plan for 2023–2027.

In 2024, the Management Board passed 39 resolutions on KMG's interested-party transactions.

In January–December 2024, the Management Board also approved:

- dtwo Regulations on the Category Committee of KMG and on the Claims Commission for considering disputes with suppliers under procurement contracts signed by entities where KMG directly or indirectly holds fifty (50%) or more percent of voting stock (equity stake) on the right of ownership or trust management;
- 10 rules;
- two regulations;
- the Waste Management Standard of KMG Group;
- the Corporate Environmental Impact Assessment Standard of KMG Group;
- KMG's action plan for the transfer of interests in Tengizchevroil, KMG Karachaganak and Kalamkas-Khazar Operating held by KMG by right of ownership to KMG Kashagan B.V. for trust management;
- the adjusted business plan of KMG for 2024–2028 (four times);
- the adjusted budget of KMG for 2024 (nine times);
- the activity plan for the Management Board of KMG for 2025;
- the business plan of KMG for 2025–2029;
- the budget of KMG for 2025;
- the salary grid for executives and administrative employees of KMG;
- the salary grid for employees of the KMG Representative Office in Aktau;
- the 2024–2027 HSE Improvement Roadmap of KMG Group;
- a new version of KMG's Corporate Values.

**39 resolutions**  
adopted by the Management Board on KMG's interested-party transactions in 2024

In addition, the Management Board passed 30 resolutions to amend some of KMG's internal documents.

The Management Board also adopted nine resolutions to reallocate the budget of KMG for 2024.

Within the remit covering the matters reserved exclusively to the General Meetings of Shareholders (Participants) of subsidiaries and associates, as part of its responsibility to determine the Company's voting position at the General Meetings of Shareholders (Participants), the Management Board passed:

12 resolutions – acting as a shareholder/trustor of:



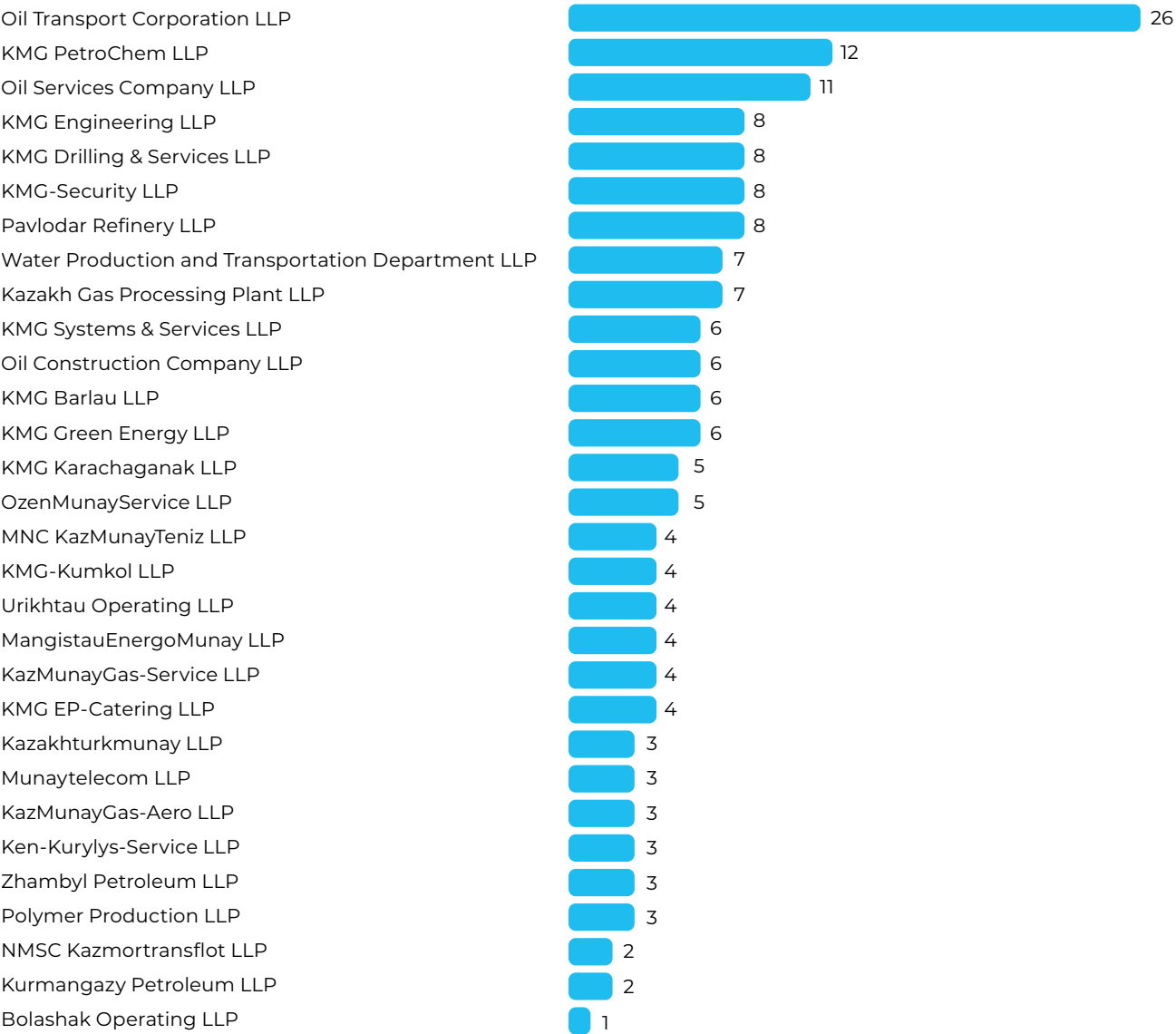
145 resolutions to determine KMG's position as a participant / trustee manager of a stake in the authorised capital of:



Along with the above, the Management Board passed 19 resolutions as the sole shareholder / the holder of 100% of voting shares in KMG's subsidiaries, including:



176 resolutions were passed by the Management Board as the sole shareholder / the sole founder / the holder of a 100% stake in KMG's subsidiaries, including:



In accordance with the Rules for Planning, Review and Pre-Approval of Charitable Support (Charitable Projects) by Samruk-Kazyna Group Entities approved by the Management Board of Samruk-Kazyna on 30 June 2022 (Minutes No. 36/22), the Management Board of KMG adopted three resolutions to offer charitable assistance to Kazakhstan's regions affected by floods, and to allocate

additional support to populated areas in the Atyrau Region through Samruk-Kazyna Trust Corporate Foundation. Furthermore, the Board passed a resolution to provide sponsorship assistance to the Fund for the Sustainable Development of Education to support the implementation of the project titled "Otpan: Network of Anchor Schools in the Mangystau Region".