

Stakeholder group	Principles of engagement	Methods of engagement	Company's activities
Shareholders	Openness and candid dialogue with shareholders	<ul style="list-style-type: none"> Feedback channels (e-mail and phone number for shareholder engagement matters) Annual General Meeting of Shareholders 	<ul style="list-style-type: none"> Investor Day on the KASE Annual General Meeting of Shareholders
Investment community	Transparency and regulatory compliance	<ul style="list-style-type: none"> Feedback channels (e-mail and phone number for investor engagement matters) Company's annual report Information disclosure on the Company's website and social media Semi-annual investor calls (issuer and investor days) Quarterly presentations on financial and operating results 	<ul style="list-style-type: none"> Publications on the corporate website kmg.kz, specifically in the Investors section Publications on the website of Kazakhstan Stock Exchange Roadshows for investors and other public events Meetings, conference calls Handling requests by e-mail (ir@kmg.kz), and consulting by phone Publication of press releases Publication of financial statements on the depository's internet page
Associations, local communities, public organisations	Strong involvement in social activities of (local) communities	<ul style="list-style-type: none"> Feedback channels (e-mail and phone number for various matters) Participation in the Public Council's meetings Participation in working groups Information disclosure: on the Company's website, in sustainability reports, and in mass media 	<ul style="list-style-type: none"> Access to information Publications on the corporate website Publications in mass media
Mass media	Providing mass media with open, transparent, and reliable information	<ul style="list-style-type: none"> Press releases Participation in conferences, interactions with the Central Communications Service under the President of Kazakhstan Timely coverage of events and activities in the Company's social media 	<ul style="list-style-type: none"> Press releases, informational publications, articles on the Company's website and in mass media Distribution of press releases Response to mass media's requests Conference calls, briefings, press tours, forums, information sessions and other media events Handling requests
Central and local government authorities	Robust interaction in order to address national goals	<ul style="list-style-type: none"> Working groups and meetings Direct correspondence Industry conferences 	<ul style="list-style-type: none"> Access to information Performance against instructions
Subsidiaries and associates	Direct and specific communication	<ul style="list-style-type: none"> Meetings involving managers Business trips to assets Direct correspondence 	<ul style="list-style-type: none"> Access to information Giving instructions Information letters
Customers, suppliers, partners, other organisations	Agreements entered into in good faith and on arm's length conditions	<ul style="list-style-type: none"> Entering into agreements 	<ul style="list-style-type: none"> Access to information Distribution of press releases
Trade unions, KMG employees	Equal opportunities, meritocracy principle	<ul style="list-style-type: none"> Group and one-on-one meetings with managers Employee performance evaluation Insights into employee satisfaction and engagement 	<ul style="list-style-type: none"> Meetings, conference calls Distribution of press releases Surveys, general meetings Productivity management systems Publications on the corporate website Event publications through the Company's information resource Advisory and expert boards, working groups

For more details, see the [Investor Communications](#) section

SHAREHOLDER AND INVESTOR RELATIONS

KMG's shareholders

Shareholder	Ordinary shares	Ordinary shares, %	Preferred shares	Total shares	Total shares, %
Sovereign Wealth Fund Samruk-Kazyna	411,371,263	67.42	–	411,371,263	67.42
Kazakhstan's Ministry of Finance	122,023,898	20.00	–	122,023,898	20.00
The National Bank of Kazakhstan	58,420,748	9.58	–	58,420,748	9.58
Minority shareholders	18,303,584	3.00	–	18,303,584	3.00

Securities issues¹

Type of shares	Authorised shares	Outstanding shares	Traded shares	Unissued shares
Ordinary	849,559,596	610,119,493	18,303,584	239,440,103

In the reporting period, KMG saw changes to its shareholder structure.

In late 2023, Samruk-Kazyna disposed of 122,023,898 KMG shares for a total of KZT 1.3 trln, selling them to the Ministry of Finance for a payment from the Kazakhstan National Fund under the trust management of the National Bank of Kazakhstan.

The Kazakhstan National Fund is on the balance sheet of the Government of Kazakhstan represented by the Ministry of Finance, which now owns the acquired shares.

The shares were disposed of in three tranches: in October, November and December 2023, making up a total of 20% of KMG's ordinary shares.

The transaction is, in effect, a redistribution of shares between government agencies, with no implications for KMG's operations or credit ratings.

According to the Ministry of Finance, the sale of KMG's shares to the Kazakhstan National Fund is one of the steps taken to achieve the national budget's revenue targets.

¹ As of 1 January 2024.

As of 10 April 2024, KMG had the following shareholder structure:

- Sovereign Wealth Fund Samruk-Kazyna – 67.42%
- Kazakhstan's Ministry of Finance – 20%
- The National Bank of Kazakhstan – 9.58%
- Minority shareholders – 3%

The shares in KMG currently owned by the Ministry of Finance are soon to be transferred to Samruk-Kazyna for trust management.

The annual General Meeting of Shareholders is expected to approve the following documents:

- KMG's 2023 annual financial statements (consolidated and standalone);
- KMG's 2023 net profit distribution procedure;
- amount of dividend per ordinary share in KMG;
- 2023 dividend record date;
- date for the commencement of dividend payments for ordinary shares for 2023.

- obtain extracts from the central depository or nominee holder confirming the shareholder's ownership of the securities;
- nominate members to the board of directors and have them reviewed by the general meeting of shareholders;
- in court, challenge resolutions adopted by the company's governing bodies;
- send to the company written requests for information about its operations, and receive a reasoned reply within 30 calendar days;
- receive part of the company's assets upon its liquidation;
- exercise the pre-emptive right to acquire shares or other securities convertible into shares, in the manner set out in the Law of the Republic of Kazakhstan On Joint Stock Companies;
- participate in the adoption of resolutions by the general meeting of shareholders on changing the number or type of shares in the manner set out in the Law of the Republic of Kazakhstan On Joint Stock Companies.

Shareholder rights

The Company may issue shares and other securities in accordance with the Law of the Republic of Kazakhstan On Joint-Stock Companies and without prejudice to any rights associated with existing shares. Under its Charter, the Company may only issue ordinary shares.

The Law of the Republic of Kazakhstan On Joint-Stock Companies distinguishes between two types of shares: ordinary and preferred, each with specific rights as described in the same law. The Company can extend said rights on the basis of its Charter (although KMG's Charter currently does not provide for this) but may not limit them.

Any holder of an ordinary share is entitled to:

- participate in the management of a joint stock company in the manner described in the Law of the Republic of Kazakhstan On Joint-Stock Companies and/or the company's charter;
- receive dividends;
- obtain information about the company's operations, including direct analysis of the company's accounting statements in the manner determined by the company's general meeting of shareholders or its charter;

Publicly traded shares

KMG's IPO was held on 8 December 2022 as part of the Comprehensive Privatisation Plan for 2021–2025 approved by the Government of the Republic of Kazakhstan.

After the IPO, the free float of KMG is 3%.

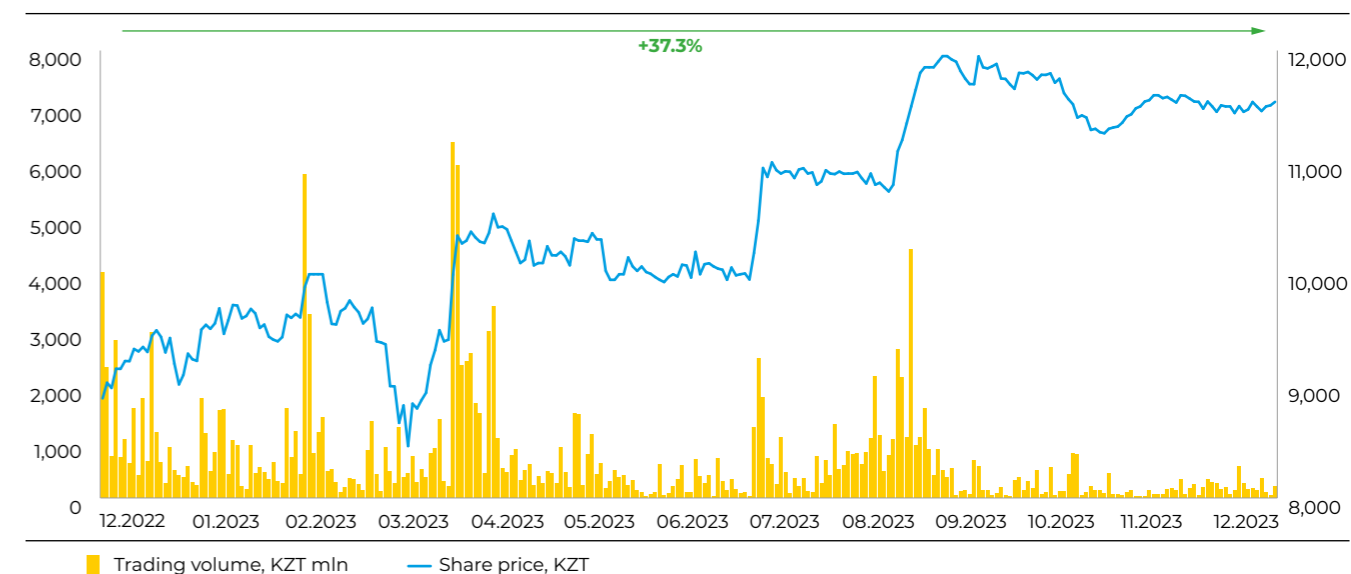
KMG's shares were offered on Kazakhstan's stock exchanges: AIX and KASE. The IPO was priced at KZT 8,406 per share, implying a market capitalisation of about KZT 5.1 trln or USD11 bln.

As of 31 December 2023, the price of KMG shares since the offering date went up by 37.3%. In 2023, shareholders were paid a record KZT 300 bln in dividends. The dividend per share was KZT 491.71. Taking into account the dividends paid, the share price increase as of 31 December 2023 compared to the offering date was 43.1%.

As of 31 December 2023, KMG has a market capitalisation of KZT 7.0 trln or USD 15.5 bln.

KASE	Offering date	31 December 2023
Share price	8,406	11,541
Market capitalisation, KZT	5.1 trln	7.0 trln
Market capitalisation, USD	11 bln	15.5 bln
Share price performance	–	+37.3%
Share price performance taking into account dividends paid	–	+43.1%

KMG share price performance (offering date to 31 December 2023)



Dividends

The new dividend policy of KMG is in effect since 2022 (resolution of the Management Board of Samruk-Kazyna dated 27 October 2022, Minutes No. 59/22).

It is aimed at balancing the interests of shareholders, creditors and the Company, as well as ensuring transparency in determining the amount of dividend payments to its shareholders.

- Resolutions on dividend payments are passed by KMG's General Meeting of Shareholders.
- Resolutions on dividend payments take into account the price of crude oil, the structure of KMG's debt, its capital expenditures, and other material circumstances.

Free cash flow means a consolidated cash flow from operations (including dividends received from joint ventures and associates but excluding net changes in working capital in respect of advances received for crude oil supplies) minus acquisition of fixed assets (including advances for fixed assets) minus acquisition of intangible assets minus acquisition of field development assets minus acquisition of evaluation and exploration assets minus acquisition of a stake in a subsidiary / joint venture plus proceeds from the sale of interests in a subsidiary / joint venture / associate (excluding proceeds from the denationalisation of the Company's assets as per the lists approved by Resolution No. 1141 dated 30 December 2015 and Resolution No. 908 dated 29 December 2020 of the Government of the Republic of Kazakhstan) based on performance in the reporting period.

Net debt means total debt minus cash and cash equivalents minus short-term and long-term bank deposits.

EBITDA means revenue plus dividends received from joint ventures and associates minus cost of purchased oil, gas, oil products, and other materials (excluding depreciation and amortisation) minus production costs minus G&A expenses (excluding depreciation and amortisation) minus transportation and selling expenses (excluding depreciation and amortisation) minus taxes other than income tax.

KMG's dividend policy sets an established procedure for determining the minimum amount of dividends in the range from 30% to 50% of the free cash flow.

- KMG will make every effort to ensure that the following dividends are paid:
- at least 50% of the Free Cash Flow if the Net Debt / EBITDA ratio is less than, or equal to, 1.0x;
 - at least 40% of the Free Cash Flow if the Net Debt / EBITDA ratio is more than 1.0x, but less than, or equal to, 1.5x;
 - at least 30% of the Free Cash Flow if the Net Debt / EBITDA ratio is more than 1.5x, but less than, or equal to, 2.0x;
 - as determined by resolution of the General Meeting of Shareholders if the Net Debt / EBITDA ratio is more than 2.0x.

Key terms for paying out dividends:

- positive equity;
- consolidated net income for the reporting period or retained earnings at the end of the reporting period;
- positive free cash flow.

Annual dividends of not less than KZT 200– 250 bln for three years after the IPO provided that the average annual Brent crude oil price will not be less than USD 70 per barrel.

Dividend history

Indicator	2018	2019	2020	2021	2022
Dividend per share, KZT	60.64	133.97	81.95	327.80	491.71
Total dividends paid, KZT mln	36,998	81,738	49,999	199,997	300,002

On 26 June 2023, KMG completed the payment of dividends to shareholders based on the results of 2022. The total amount of dividends stood at KZT 300.0 bln. Dividend per ordinary share totalled KZT 491.71.

For more details, see the [Financial Statements](#) section

KMG's credit ratings

Credit ratings assigned by international rating agencies serve as reliable and independent tools for the Group's credit assessment. KMG aims at aligning its key financial metrics with target investment-grade long-term ratings and exceeding them. The Company provides rating agencies with access to all information necessary for a comprehensive and reliable evaluation of the Group's creditworthiness. Rating agencies and KMG hold regular review meetings, and KMG maintains the contacts.

In addition to the Company's operating and financial results and market environment, KMG's credit ratings are linked to Kazakhstan's sovereign credit profile as its change may impact credit ratings of Kazakhstani companies, including KMG.

In 2023, KMG's credit standing improved despite considerable external economic uncertainties. Fitch upgraded the Company's rating from BBB- to BBB, S&P affirmed the rating but revised the outlook to stable, and Moody's kept the rating unchanged while adjusting the outlook to positive. Currently, the Company has investment-grade credit ratings from Moody's and Fitch on par with the sovereign rating and is one notch below the sovereign rating according to S&P.

- On 9 March 2023, Standard & Poor's affirmed the Company's rating at BB+ and revised outlook to stable reflecting the agency's rating action on Kazakhstan (the rating being affirmed at BBB-, with outlook revised to stable).
- Fitch Ratings upgraded KMG's credit rating on 22 June 2023 from BBB- to BBB with a stable outlook, following an upgrade in its standalone credit profile. This rating aligns with the sovereign rating of the Republic of Kazakhstan.
- Moody's affirmed KMG's Baa2 rating on 13 December 2023 but revised the outlook to positive, indicating confidence in the Company's sustained standalone credit profile.
- On 26 December 2023, S&P affirmed KMG's BB+ rating, outlook stable, while upgrading its standalone credit profile from bb- to bb.

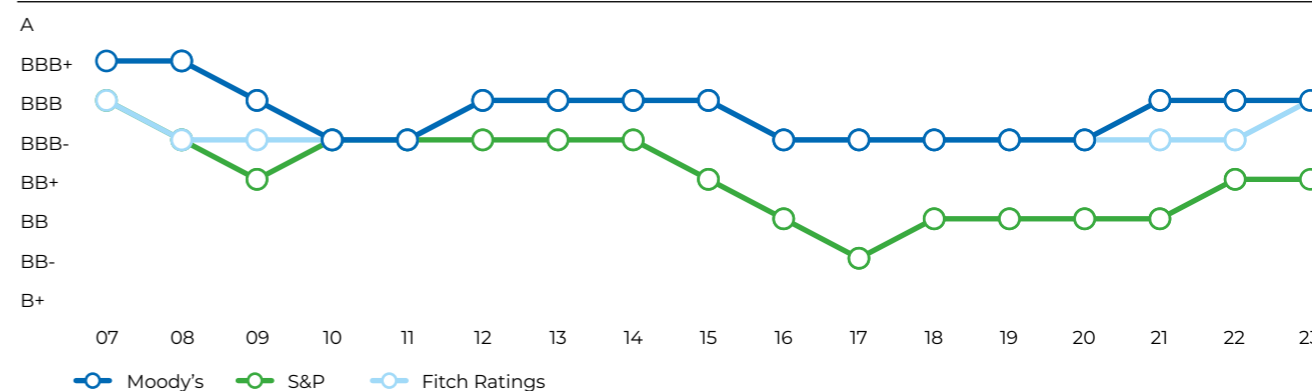
KMG's credit ratings

Rating agency	Date	Rating	Outlook
Moody's Investors Service	13 December 2023	Baa2	Positive
S&P	26 December 2023	BB+	Stable
Fitch Ratings	22 June 2023	BBB	Stable

Kazakhstan's credit ratings

Rating agency	Date	Rating	Outlook
Moody's Investors Service	27 October 2023	Baa2	Positive
S&P	3 March 2023	BBB-	Stable
Fitch Ratings	17 November 2023	BBB	Stable

Change in KMG's ratings



Bond issues

As of 31 December 2023, KMG's consolidated debt (expressed in USD) was USD8,265 mln, including USD 5,750 mln in KMG's Eurobonds and USD 1,654 mln (KZT 752 bln) in KMG's bonds issued to Samruk-Kazyna to buy out the share in Kashagan, as well as KMG's bonds for the upgrade and expansion of the Astrakhan-Mangyshlak water pipeline amounting to USD 154 mln (KZT 70 bn).

KMG Group's projects are largely financed through its own net cash flows. At the same time, KMG and its subsidiaries and associates may enter the bonds market, if the conditions are favourable, in order to finance individual strategic projects or to maintain financial stability as per the Company's financial strategy.

KMG borrows both on the national and global capital markets in line with its flexible and balanced debt management policy. The Company's bonds are among the most liquid instruments amidst those offered by Kazakhstan's issuers. KMG's Eurobonds have been historically attractive to a wide range of investors. KMG

bonds' investor base includes thousands of institutional and retail investors, mostly based in the USA, Europe and Asia. The Company's Eurobonds are traded in the London Stock Exchange, the Kazakhstan Stock Exchange, and the Astana International Exchange.

For more details, see the [Financial Review](#) section

As of 31 December 2023, KMG had five outstanding Eurobond issues at the Corporate Centre level for a total amount of USD 5.75 bln on par value.

KMG's outstanding Eurobonds¹

Issue date / maturity date	Issue size, USD mln	Outstanding bonds, USD mln	Coupon rate, % p.a.	ISIN: RegS/144A
19 April 2017 / 19 April 2027	1,000	1,000	4.75	XS1595713782/US48667QAN51
19 April 2017 / 19 April 2047	1,250	1,250	5.75	XS1595714087/US48667QAP00
24 April 2018 / 24 April 2030	1,250	1,250	5.375	XS1807300105/US48667QAQ82
24 April 2018 / 24 April 2048	1,500	1,500	6.375	XS1807299331/US48667QAS49
14 October 2020 / 14 April 2033	750	750	3.50	XS2242422397/US48126PAA03

As of 31 December 2023, KMG had three outstanding local bond issues at the Corporate Centre level for a total amount of KZT 821,631.4 mln on par value.

KMG bonds

Issue date / maturity date	Issue size, KZT mln	Outstanding bonds, KZT mln	Coupon rate, % p.a.	ISIN:
16 September 2022 / 16 October 2035	751,631.4	751,631.4	3.0	KZ2C00008969
24 April 2023 / 1 April 2033	50,000	50,000	0.5	KZ2C00009736
24 November 2023 / 1 October 2033	20,000	20,000	0.5	KZ2C00010429

Investor communications

KMG continues to successfully implement its investor relations programme to ensure stability of financing and reduce its cost of capital. Communications with investors involve the Chairman of the Board of Directors, Chairman of the Management Board, members of the Management Board and heads of KMG's strategic, financial, and operating units, Health, Safety and Environment Department and the Investor Relations function.

KMG holds semi-annual conference calls for investors to discuss financial and operating results with the Deputy Chairman and members of the Management Board, as well as heads of departments. In addition to the quarterly calls, the Company held special one-on-one calls with

investors and rating agencies, and also took part in online conferences on the global sustainable development trends and situation in the emerging markets.

The Company adheres to the principles of timeliness, completeness and availability of disclosures for the investment community. Each quarter, KMG publishes quarterly results presentations, financial results, trading updates, IFRS financial statements and analyst databooks. In 2023, the Company continued its practice to promptly inform investors and analysts on KMG's financial and operating performance upon their request.

Guided by sustainability principles, in 2022 the Company considerably enhanced the transparency of its ESG disclosures. In particular, KMG published its comprehensive 2022 Sustainability Report in 2023. In October 2022, Sustainalytics updated KMG's ESG risk rating to 32.3. The Company was also ranked in the top 40 among the 306 global oil and gas companies researched by Sustainalytics.

The materials and publications as well as contacts of the Investor Relations are available in the Investors section on the Company's website.

KMG understands the importance of further enhancing its two-way dialogue with the investment community and regularly conducts investor perception surveys on the Company, with the results reviewed by the Board of Directors.

2023 Investor Calendar

1Q 2023	<ul style="list-style-type: none"> Investor conference call on full-year 2022 financial and operating results 2022 quarterly results presentation 2022 financial results and trading update IFRS consolidated financial statements for 2022 2022 trading update 2022 financial results
2Q 2023	<ul style="list-style-type: none"> 1Q 2023 quarterly results presentation 1Q 2023 financial results and trading update Interim condensed consolidated IFRS financial statements for 3M 2023 ended 31 March 2023 Publication of 2022 Annual Report 1Q 2023 trading update 1Q 2023 financial results 19 May 2023: call with the EMEA and a group of investors
3Q 2023	<ul style="list-style-type: none"> Investor Day at KASE based on 1H 2023 financial and operating results 1H 2023 quarterly results presentation 1H 2023 financial results and trading update Interim condensed consolidated IFRS financial statements for 6M 2023 ended 30 June 2023 Publication of 2022 Sustainability Report Publication of 2022 Climate Change Questionnaire (CDP) Publication of 2022 Water Security Questionnaire 1H 2023 trading update 1H 2023 financial results
4Q 2023	<ul style="list-style-type: none"> 3Q 2023 quarterly results presentation 3Q 2023 financial results and trading update Interim condensed consolidated IFRS financial statements for 9M 2023 ended 30 September 2023 9M 2023 financial results 9M 2023 trading update

¹ Senior unsecured, as of 31 December 2023 at the Corporate Centre level.