

BOARD OF DIRECTORS

The Board of Directors is responsible for the overall management of KMG's activities. Resolutions of the Board of Directors are adopted in the procedure set forth in the applicable laws and the KMG's Charter. Even though the applicable laws and the KMG's Charter allow the Board of Directors to adopt resolutions as long as a quorum is achieved and a certain majority of votes is cast in favour, KMG endeavours to have the most important resolutions adopted at meetings held in person and to have all Board members take part in the voting. KMG makes every effort to prepare such resolutions through preliminary consultations and to have such issues approved by a qualified majority vote, ensuring that the perspectives of independent directors are taken into account.

In addition, the Board of Directors determines KMG's business priorities and approves its Development Strategy; considers and makes resolutions on potential acquisitions and other significant financial issues, including the terms of bonds and derivatives issued by KMG; approves major and interested party transactions; approves acquisitions and transfers (assignments) of subsoil use rights; approves conclusion of partnership contracts (agreements) with strategic partners for joint implementation of subsoil use projects; approves investment projects funded by KMG or its subsidiaries; controls the effectiveness of corporate governance practices.

The Company's Board of Directors is guided by the Company's Charter, Corporate Governance Code and Regulations on the Board of Directors and follows the annual activity plan and meeting schedule, taking a rational and efficient approach. The Board of Directors can also review matters beyond its activity plan, if necessary.

By decision of the Management Board of JSC Samruk-Kazyna dated 17 August 2020 (Minutes No. 30/20), a new composition of the Board of Directors was elected, with three independent directors out of the total seven

MEMBERSHIP OF THE BOARD OF DIRECTORS

KMG complies with the Code standards requiring that up to 50% of the Board members should be independent directors.

By decision of the Management Board of JSC Samruk-Kazyna dated 17 August 2020 (Minutes No. 30/20), a new composition of the Board of Directors was elected, with three independent directors out of the total seven. The Chairman of the Board of Directors is an independent director.

In 2017, JSC Samruk Kazyna determined KMG's Board of Directors to consist of nine members. However, over time, the membership decreased and at the beginning of 2019, the Board of Directors consisted of seven members. This was followed by the election of two more members to the Board of Directors in 2019. On 28 June 2020, the term of the previous Board expired. On 17 August 2020, JSC Samruk Kazyna determined KMG's Board of Directors to consist of seven members.

At its meeting on 3 September 2020 (Minutes No. 8/2020), KMG's Board of Directors elected new Audit Committee, Nomination and Remuneration Committee, the Strategy and Portfolio Management Committee, Health, Safety, Environment and Sustainable Development Committee, and resolved to eliminate the Finance Committee.

The procedure for nominating and selecting candidates to the Board of Directors is set out in the KMG's Charter and other regulatory documents. Board members are elected by the General Meeting of Shareholders, supported by the Chairman of the Board of Directors and the Nomination and Remuneration Committee chair. The recruitment and hiring process is driven by transparency, impartiality, and meritocracy.

Members of the Board of Directors are elected from the candidates nominated as representatives of shareholders and other entities. Candidates to the Board of Directors are expected to possess the knowledge, skills and experience required to perform their functions and support the creation of KMG's long-term business value and sustainable growth, as well as to have an impeccable business reputation.