

MINUTES
of the extraordinary General Meeting of Shareholders
of “KazTransOil” JSC No. 2/2023

Astana

August 14, 2023

Full name: “KazTransOil” Joint-stock Company.

Location of the Management Board: 12 Non-Residential Building, 20 Turan Avenue, Nura District, 010000, Astana, Republic of Kazakhstan.

Venue of the General Meeting of Shareholders: Office 200, 12 Non-Residential Building, 20 Turan Avenue, Nura District, 010000, Astana, Republic of Kazakhstan.

The registration of shareholders started at 10:00 am.

The end of the registration of shareholders is 1:00 pm.

The opening time of the General Meeting of Shareholders is 3:00 pm.

The closing time of the General Meeting of Shareholders is 3:55 pm.

The extraordinary General Meeting of Shareholders of “KazTransOil” JSC (hereinafter – the Company) was convened by the resolution of the Board of Directors of the Company (minutes of the meeting dated June 30, 2023 No. 9/2023) with the following agenda:

1. On early termination of the powers of members of the Board of Directors of “KazTransOil” JSC Agostini Vinicius Alves and Martinez Lopez Alberto.
2. On election of members of the Board of Directors of “KazTransOil” JSC, including its Chair.
3. On determining the amount and terms of remuneration and reimbursement of expenses to the elected members of the Board of Directors of “KazTransOil” JSC for the performance of their duties.
4. On addition to the Charter of “KazTransOil” Joint-stock Company.

Information on the extraordinary General Meeting of Shareholders of the Company (hereinafter – the Meeting) was published in Kazakh and Russian on the Internet resources of the Depository of Financial Statements, “Kazakhstan Stock Exchange” JSC and the Company on July 4, 2023.

In accordance with clause 39 of Article 9 of the Company's Charter, the Secretary of the Meeting is the Corporate Secretary of the Company A. Shmanov.

The Counting Commission performing the functions referred to in Article 46 of the Law of the Republic of Kazakhstan “On Joint-stock Companies” was elected by the resolutions of the extraordinary General Meeting of Shareholders dated January 25, 2022 (minutes No. 1/2022) and annual General Meeting of Shareholders dated May 24, 2023 (minutes No. 1/2023).

Acting General Director (Chair of the Management Board) of the Company T. Abdirov gave the floor to A. Dastan, Chair of the Counting Committee of the Company.

A. Dastan informed that in accordance with the list of the Company's shareholders submitted by “Central Securities Depository” JSC as of July 19, 2023, the total number of voting shares of the Company is 384,384,773 (three hundred eighty-

four million three hundred eighty-four thousand seven hundred seventy-three).

According to the data provided by the Counting Commission, at the time of the end of registration of shareholders for participation in the Meeting, there were 2 shareholders (representatives of shareholders) registered for participation in the Meeting, holding in aggregate 346,173,238 (three hundred forty-six million one hundred seventy-three thousand two hundred thirty-eight) voting shares, which is 90.06% of the total number of voting shares of the Company.

Pursuant to clause 1 of Article 45 of the Law and clause 31 of Article 9 of the Company's Charter, the General Meeting of Shareholders is entitled to consider and adopt resolutions on the agenda items, if at the time of registration of the meeting participants (as of the date of submission of all voting papers or on the date of expiry of the term for the provision of voting papers during the General Meeting of Shareholders by absentee voting) shareholders (representatives of shareholders) are registered, included in the list of shareholders entitled to participate and vote therein, holding in the aggregate 50 (fifty) or more percent of the voting shares of the Company.

There is a quorum for holding and voting on the issues on the agenda of the Meeting.

All present shareholders (representatives of shareholders) have been registered and their credentials have been properly verified. The shareholders (representatives of shareholders) present at the Meeting were given materials on the agenda items and voting papers during registration, as well as explanations regarding the exercise of shareholder rights at the Meeting and the voting procedure.

T. Abdirov informed the shareholders (representatives of shareholders) that there were no proposals to change and amend the agenda of the Meeting.

T. Abdirov made a proposal to determine an open form of voting for the Meeting. The proposal was put to a vote on the principle of "one shareholder – one vote".

Voted:

"Pro" – 2 shareholders

"Contra" – none

"Abstained" – none

The resolution was adopted by a simple majority of votes according to the principle "one shareholder – one vote":

To determine the open form of voting on the agenda items at the Meeting.

T. Abdirov proposed to elect Bulat Zakirov as the Chair of the Meeting. This issue was put to vote.

Voted:

"Pro" – 346,173,238 votes

"Contra" – none

"Abstained" – none

The resolution was adopted by a simple majority of votes of the total number of voting shares of the Company participating in the voting:

To elect Bulat Zakirov as the Chair of the Meeting.

Further, B. Zakirov announced the rules of the Meeting and put the following agenda to vote:

1. On early termination of the powers of members of the Board of Directors of “KazTransOil” JSC Agostini Vinicius Alves and Martinez Lopez Alberto.
2. On election of members of the Board of Directors of “KazTransOil” JSC, including its Chair.
3. On determining the amount and terms of remuneration and reimbursement of expenses to the elected members of the Board of Directors of “KazTransOil” JSC for the performance of their duties.
4. On addition to the Charter of “KazTransOil” Joint-stock Company.

Voted:

“Pro” – 346,173,238 votes

“Contra” – none

“Abstained” – none

The resolution was adopted by a simple majority of votes of the total number of voting shares of the Company participating in the voting:

To approve the following agenda of the Meeting:

1. On early termination of the powers of members of the Board of Directors of “KazTransOil” JSC Agostini Vinicius Alves and Martinez Lopez Alberto.
2. On election of members of the Board of Directors of “KazTransOil” JSC, including its Chair.
3. On determining the amount and terms of remuneration and reimbursement of expenses to the elected members of the Board of Directors of “KazTransOil” JSC for the performance of their duties.
4. On addition to the Charter of “KazTransOil” Joint-stock Company.

On the first agenda item, B. Zakirov gave the floor to A. Shmanov, the Corporate Secretary of the Company.

A. Shmanov informed that by the resolution of the General Meeting of Shareholders of the Company dated November 25, 2021 (minutes No. 3/2021), the composition of the Board of Directors of the Company was determined in the number of 6 persons with a term of office of 3 years, and members of the Board of Directors of the Company, including the Chair of the Board of Directors, were elected.

Currently, out of 6 members of the Board of Directors of the Company, only 3 independent directors – Agostini Vinicius Alves, Martinez Lopez Alberto, Fraissinet Hadrien and the General Director (Chair of the Management Board) of the Company T. Kurmanbayev exercise their powers. The powers of the members of the Board of Directors of the Company, representatives of “NC “KazMunayGas” JSC, M. Ormanov and M. Orazbekov were terminated on their initiative (from July 17, 2023 and July 15,

2023, respectively) on the basis of their written notifications to the Board of Directors in accordance with clause 4 of Article 55 of the Law of the Republic of Kazakhstan “On Joint-stock Companies”.

“NC “KazMunayGas” JSC (hereinafter – KMG), which is a major shareholder of the Company, sent a request to convene an extraordinary General Meeting of Shareholders of the Company, the resolutions of which are adopted by in-person voting, and to include in the agenda of the Meeting the issue of early termination of the powers of members of the Board of Directors of the Company Agostini Vinicius Alves and Martinez Lopez Alberto.

In accordance with sub-clause 5) of clause 1 of Article 36 of the Law of the Republic of Kazakhstan “On Joint-stock Companies” and sub-clause 10) of clause 1 of Article 10 of the Charter of the Company, the issue of early termination of powers of members of the Board of Directors falls within the exclusive competence of the General Meeting of Shareholders of the Company.

B. Zakirov put to a vote the issue of early termination of the powers of members of the Board of Directors of “KazTransOil” JSC Agostini Vinicius Alves and Martinez Lopez Alberto.

Voted:

“Pro” – 346,173,238 votes

“Contra” – none

“Abstained” – none

The resolution was adopted by a simple majority of votes of the total number of voting shares of the Company participating in the voting:

To terminate early the powers of members of the Board of Directors of “KazTransOil” JSC Agostini Vinicius Alves and Martinez Lopez Alberto.

On the second agenda item, B. Zakirov gave the floor to A. Shmanov, the Corporate Secretary of the Company.

A. Shmanov informed that according to sub-clause 10) of clause 1 of Article 10 of the Company's Charter, election (re-election) of members of the Company's Board of Directors, including its Chair, falls within the exclusive competence of the General Meeting of Shareholders of the Company.

KMG, being a major shareholder of the Company, by letter No. 23/5550 dated July 5, 2023 proposed the following candidates for election to the Board of Directors of the Company: representatives of KMG – Zakirov Bulat Kalavyanovich and Kassymbek Ardak Makhmuduly, independent directors – Kussainov Kazbek Kainarovich and Miller Timothy Glen. KMG also proposed to elect B. Zakirov as the Chair of the Board of Directors of the Company.

The Nomination and Remuneration Committee of the Board of Directors of the Company has made a recommendation (resolution of the absentee meeting No. 4/2023-IAC dated July 14, 2023) to form the list of the following candidates to the members of the Board of Directors of the Company:

Zakirov Bulat Kalavyanovich – representative of KMG;

Kassymbek Ardak Makhmuduly – representative of KMG;
 Kussainov Kazbek Kainarbekovich – independent director;
 Miller Timothy Glen – independent director.

The Board of Directors of the Company (minutes of the meeting No. 10/2023 dated July 14, 2023) endorsed the above-mentioned recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company and formed the list of candidates to the Board of Directors of the Company.

In accordance with clause 3 of Article 54 of the Law of the Republic of Kazakhstan “On Joint-stock Companies”, election of members of the Board of Directors is carried out by shareholders by cumulative voting using voting papers, except for the case when one candidate is running for one seat on the Board of Directors.

Taking into account that one candidate is running for one seat on the Company's Board of Directors, voting will be based on the principle of “one share – one vote”.

B. Zakirov put to the vote the issue of election of members of the Board of Directors of “KazTransOil” JSC, including its Chair.

Voted:

“Pro” – 346,173,238 votes

“Contra” – none

“Abstained” – none

The resolution was adopted by a simple majority of votes of the total number of voting shares of the Company participating in the voting:

1. To elect to the Board of Directors of “KazTransOil” JSC for the term established in general for the Board of Directors of “KazTransOil” JSC:

1) Zakirov Bulat Kalavyanovich – representative of “NC “KazMunayGas” JSC;

2) Kassymbek Ardak Makhmuduly – representative of “NC “KazMunayGas” JSC;

3) Kussainov Kazbek Kainarbekovich – independent director;

4) Miller Timothy Glen – independent director.

2. To elect Zakirov Bulat Kalavyanovich as the Chair of the Board of Directors of “KazTransOil” JSC.

On the third agenda item, B. Zakirov gave the floor to A. Shmanov, the Corporate Secretary of the Company.

A. Shmanov informed that according to sub-clause 5) of clause 1 of Article 36 of the Law of the Republic of Kazakhstan “On Joint-stock Companies” and sub-clause 10) of clause 1 of Article 10 of the Company's Charter, determining the amount and terms of remuneration and reimbursement of expenses to members of the Board of Directors for the performance of their duties falls within the exclusive competence of the General Meeting of Shareholders of the Company.

In accordance with sub-clause 30) of clause 3 of Article 11 of the Company's Charter, preparation of recommendations to the General Meeting of Shareholders of the Company on the amount and terms of remuneration and reimbursement of expenses to members of the Board of Directors of the Company for the performance of their duties falls within the exclusive competence of the Board of Directors of the Company.

Taking into account the proposal of a major shareholder, by the resolution of the Board of Directors of the Company (minutes of the meeting dated July 14, 2023 No. 10/2023), the General Meeting of Shareholders of the Company was recommended to determine:

1) the following amounts of remuneration to the members of the Board of Directors of "KazTransOil" JSC who are not employees of "NC "KazMunayGas" JSC: fixed annual remuneration for:

A. Kassymbek, representative of "NC "KazMunayGas" JSC – 18,000,000 (eighteen million) tenge after taxes and other mandatory payments in accordance with the laws of the Republic of Kazakhstan;

K. Kussainov, independent director – in tenge in the amount equivalent to 80,000 (eighty thousand) US dollars, after taxes and other mandatory payments in accordance with the laws of the Republic of Kazakhstan;

T. Miller, independent director – 80,000 (eighty thousand) US dollars after taxes and other mandatory deductions in accordance with the laws of the Republic of Kazakhstan;

additional remuneration for participation in each in-person meeting of the Committees of the Board of Directors of "KazTransOil" JSC for:

A. Kassymbek, representative of "NC "KazMunayGas" JSC – 450,000 (four hundred fifty thousand) tenge after taxes and other mandatory payments in accordance with the laws of the Republic of Kazakhstan;

K. Kussainov, independent director – in tenge in the amount equivalent to 1,000 (one thousand) US dollars, after taxes and other mandatory payments in accordance with the laws of the Republic of Kazakhstan;

T. Miller, independent director – 1,000 (one thousand) US dollars after taxes and other mandatory deductions in accordance with the laws of the Republic of Kazakhstan;

2) terms of remuneration and reimbursement of expenses to the above-mentioned members of the Board of Directors of the Company – in accordance with the contracts concluded with them.

B. Zairov put to vote the issue of determining the amount and terms of remuneration and reimbursement of expenses to the elected members of the Board of Directors of "KazTransOil" JSC for the performance of their duties.

Voted:

"Pro" – 346,173,238 votes

"Contra" – none

"Abstained" – none

The resolution was adopted by a simple majority of votes of the total number of voting shares of the Company participating in the voting:

1. To determine:

1) the following amounts of remuneration to the members of the Board of Directors of “KazTransOil” JSC who are not employees of “NC “KazMunayGas” JSC: fixed annual remuneration for:

A. Kassymbek, representative of “NC “KazMunayGas” JSC – 18,000,000 (eighteen million) tenge after taxes and other mandatory payments in accordance with the laws of the Republic of Kazakhstan;

K. Kussainov, independent director – in tenge in the amount equivalent to 80,000 (eighty thousand) US dollars, after taxes and other mandatory payments in accordance with the laws of the Republic of Kazakhstan;

T. Miller, independent director – 80,000 (eighty thousand) US dollars after taxes and other mandatory deductions in accordance with the laws of the Republic of Kazakhstan;

additional remuneration for participation in each in-person meeting of the Committees of the Board of Directors of “KazTransOil” JSC for:

A. Kassymbek, representative of “NC “KazMunayGas” JSC – 450,000 (four hundred fifty thousand) tenge after taxes and other mandatory payments in accordance with the laws of the Republic of Kazakhstan;

K. Kussainov, independent director – in tenge in the amount equivalent to 1,000 (one thousand) US dollars, after taxes and other mandatory payments in accordance with the laws of the Republic of Kazakhstan;

T. Miller, independent director – 1,000 (one thousand) US dollars after taxes and other mandatory deductions in accordance with the laws of the Republic of Kazakhstan;

2) the terms of remuneration and reimbursement of expenses to the members of the Board of Directors of “KazTransOil” JSC, specified in sub-clause 1) of this clause – in accordance with the contracts concluded with them.

2. Chair of the Board of Directors of “KazTransOil” JSC B. Zakirov shall sign the relevant contracts with the members of the Board of Directors of “KazTransOil” JSC, specified in sub-clause 1) of clause 1 of this resolution.

On the fourth agenda item, B. Zakirov gave the floor to Zh. Issakov, Managing Director for Legal Issues of the Company.

Zh. Issakov noted that the Agency for Protection and Development of Competition of the Republic of Kazakhstan issued a consent to the Company's application dated March 1, 2023 to carry out the Company's activities for the sale of surplus of its own process oil.

Expansion of the subject of the Company's activity is conditioned by the necessity of timely sale of accumulated surplus of process oil, which currently limits the usable capacity in the Company's tank farms, which has a negative impact on the production process of oil transportation services to oil producing companies. In this regard, a corresponding addition is being introduced to the Company's Charter.

In accordance with the Law of the Republic of Kazakhstan “On Joint-stock Companies” and the Company's Charter, introduction of amendments and additions to the Company's Charter falls within the exclusive competence of the General Meeting

of Shareholders. In this regard, the issue of addition to the Company's Charter is submitted to the Meeting for consideration.

B. Zakirov put to vote the issue of addition to the Charter of “KazTransOil” Joint-stock Company.

Voted:

“Pro” – 1,198 votes

“Contra” – none

“Abstained” – 346,172,040 votes

The resolution on this issue was not adopted, because in accordance with clause 2 of Article 36 of the Law of the Republic of Kazakhstan “On Joint-stock Companies”, its adoption requires a simple majority of votes of the total number of voting shares of the Company represented at the Meeting.

Upon completion of consideration of the issues on the agenda of the Meeting, the Chair of the Meeting B. Zakirov (representative of KMG) thanked those present for participation in the Meeting.

Chair of the Meeting



B. Zakirov

Secretary of the Meeting



A. Shmanov

Chair of the Counting Commission



A. Dastan



M. Medeubayev



D. Nussipzhanova



R. Makhambetova



M. Omralinova



A. Orazaly

