



KAZ Minerals PLC

Notice of Annual General Meeting

Thursday 29 April 2021 at 12.15 p.m. at
KAZ Minerals PLC, 6th Floor Cardinal Place,
100 Victoria Street, London SW1E 5JL, United Kingdom

A Form of Proxy is enclosed with this Notice
and instructions for its completion and return
by post are shown on the form. You can also
vote online at www.investorcentre.co.uk/eproxy

PLEASE READ THE SECTION OF THE CHAIR'S LETTER HEADED "FORMAT OF THE MEETING DUE TO THE COVID-19 PANDEMIC" ON PAGE 2 OF THIS DOCUMENT CAREFULLY.

This document and the accompanying form of proxy are important and require your immediate attention. If you are in any doubt as to the action you should take, you are recommended to obtain your own personal financial advice immediately from an independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.

If you sell or have sold or otherwise transferred all your Ordinary Shares you should send this document together with the accompanying Form of Proxy at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you sell or have sold part only of your holding of Ordinary Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

CHAIR'S LETTER

Dear Shareholder

I am pleased to inform you that the Company's Annual General Meeting (or 'Meeting') will be held at KAZ Minerals PLC, 6th Floor Cardinal Place, 100 Victoria Street, London SW1E 5JL, United Kingdom on Thursday 29 April 2021 at 12.15 p.m. (UK time). I should like to inform you of the following matters for your consideration. A formal Notice of Annual General Meeting ('Notice') is enclosed detailing the resolutions to be proposed at the Meeting, with explanatory notes to the resolutions which should be read and considered before voting. There is further information contained in the Notice in respect of the business of the meeting and procedures for attendance and voting. The Notice can also be viewed online at www.kazminerals.com.

Format of the meeting due to the Covid-19 pandemic

On 22 February 2021, the UK government announced a roadmap for easing the national lockdown restrictions currently in force in England. Under that roadmap, indoor public gatherings are expected to remain generally prohibited until at least 17 May 2021. As a result, it is expected that this year's Meeting will be held in broadly the same format as the 2020 Annual General Meeting, while still allowing for Shareholders to exercise their voting rights.

Consistent with national lockdown restrictions, the Meeting is expected to be held with only the minimum number of persons present as is legally required to form a quorate meeting. Two Directors or senior employees of the Company, each of whom is either a Shareholder, or a proxy or corporate representative appointed by a Shareholder, will attend the Meeting. One of them will be appointed as chair of the Meeting in accordance with the Company's articles of association. The attendance of these two people is "reasonably necessary for work purposes", and therefore permitted under the national lockdown restrictions as they are currently expected to be in force on Thursday 29 April 2021. All social distancing precautions will be observed by the two persons who attend in person, and the duration of the Meeting will be minimised in accordance with government guidance.

The attendance of any other Shareholder, proxy or corporate representative is prohibited under national lockdown restrictions currently expected to be in force in England at the date of the Meeting. No Shareholder, proxy or corporate representative should attend the Meeting in person, as doing so would be in breach of the national lockdown restrictions and potentially unsafe for them or the limited number of other persons in attendance. The chair of the Meeting expects to exercise his powers to exclude any person who attempts to do so, and they will not be permitted entry to the location of the Meeting.

The Board therefore strongly encourages Shareholders to appoint the chair of the Annual General Meeting as their proxy to exercise their right to vote at the Annual General Meeting in accordance with their instructions. Shareholders are encouraged to submit proxy votes to the Company's registrars, Computershare, as early as possible.

Shareholders that have already appointed someone other than the chair of the Annual General Meeting as their proxy are encouraged to appoint the chair of the Annual General Meeting instead. If you require a replacement proxy form or need assistance with online voting, please email WebCorres@computershare.co.uk. Votes already lodged can be changed up to 48 hours before the meeting.

The Company will continue to monitor developments in the current national lockdown restrictions. In the unlikely event of an expedited relaxation of those restrictions that allows general attendance at the Meeting in person, we will notify Shareholders of any changes to the arrangements made for the Meeting via an RNS announcement and on our website at: www.kazminerals.com/investors/shareholder-centre/general-meetings/.

How to ask questions

If you have any questions relating to the business to be dealt with at the Meeting, you are invited to submit these questions in advance of the Annual General Meeting. Shareholders may submit questions up until 11.30 a.m. on Thursday 22 April 2021 by sending an email to the Board at AGM2021@kazminerals.com. The Board will provide answers to any questions it receives as if they had been asked at the Annual General Meeting and where it would have been required to do so pursuant to Section 319A of the Act.

2020 Annual Report and Accounts

The Company's 2020 Annual Report and Accounts has been published and is available on the KAZ Minerals website at www.kazminerals.com.

If you wish to receive future Shareholder communications electronically, please register via Computershare's Investor Centre website at www.investorcentre.co.uk.

Re-election of Directors

All Directors are being proposed for re-election at the Annual General Meeting as the Board (excluding the Consortium) has concluded that their contributions are and continue to be, important to the Company's long-term sustainable success and has assessed their independence with the conclusion that they continue to show their independence.

Although Charles Watson was due to retire from the Board during 2020 after nine years as a Director, due to the receipt by the Company of the Recommended Offer, the Nomination Committee requested that he extend his term for the duration of the Offer Period. His extractives industry and projects experience, as well as his knowledge of the business of the Company, have been of great assistance to us in many areas and before requesting Charles to extend his term, the Committee carefully considered his independence with the conclusion that he continued to show an independent mindset in his deliberations and following ratification by the Board (excluding the Consortium) and their further review of his independence in February 2021 it was resolved that it was appropriate for him to continue as an independent non-executive Director for a limited period. Charles is expected to retire from the Board following the Recommended Offer either becoming wholly unconditional, lapsing or being withdrawn.

Recommendation

The Board considers that all of the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole and are therefore likely to promote the success of the Company. The Board recommends that you vote in favour of each of the resolutions being put to the Annual General Meeting in the same way as the Directors intend to do in respect of their own beneficial shareholdings (other than in respect of those matters in which they are interested or otherwise not entitled to vote).

I look forward to your participation and thank you for your continued support of the Company.

Yours faithfully

Oleg Novachuk

Chair

22 March 2021

Registered office:

KAZ Minerals PLC
6th Floor Cardinal Place
100 Victoria Street
London
SW1E 5JL
United Kingdom

Registered in England and Wales: 05180783

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 12.15 p.m. (UK time) on Thursday 29 April 2021 at KAZ Minerals PLC, 6th Floor Cardinal Place, 100 Victoria Street, London SW1E 5JL, United Kingdom, to consider and, if thought fit, pass the following resolutions of which Resolutions 1 to 13 will be proposed as ordinary resolutions and Resolutions 14 to 17 will be proposed as special resolutions.

Resolutions 5, 6, 7, 9 and 10 relating to the re-election of the independent non-executive Directors will be passed only if a majority of votes cast by the Independent Shareholders are in favour, in addition to a majority of the votes cast by all Shareholders being in favour.

Company's and Auditor's Report

1. To receive the Company's accounts and the reports of the Directors and auditor for the year ended 31 December 2020.

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report, the full text of which is set out in the Company's Annual Report and Accounts for the year ended 31 December 2020.

Re-election of Directors

3. To re-elect Oleg Novachuk as a Director.
4. To re-elect Andrew Southam as a Director.
5. To re-elect Michael Lynch-Bell as a Director.
6. To re-elect Lynda Armstrong as a Director.
7. To re-elect Alison Baker as a Director.
8. To re-elect Vladimir Kim as a Director.
9. To re-elect John MacKenzie as a Director.
10. To re-elect Charles Watson as a Director.

Re-appointment of auditor

11. To re-appoint KPMG LLP as auditor of the Company until the conclusion of the next general meeting at which accounts are laid before the Company.

Remuneration of auditor

12. To authorise the Audit Committee to determine the remuneration of the auditor.

Authority to allot shares

13. To authorise the Directors generally and unconditionally pursuant to and in accordance with Section 551 of the Act to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares:
 - (a) up to an aggregate nominal amount of £31,504,304;
 - (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further aggregate nominal amount of £31,504,304 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire at the conclusion of the Company's next annual general meeting or at the close of business on 30 June 2022, whichever is the earlier, so that the Company may, before such expiry, make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires.

For the purposes of this Resolution 'rights issue' means an offer to:

- (i) Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities if required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of any territory.

Disapplication of pre-emption rights

14. To authorise the Directors, subject to the passing of Resolution 13, to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash:
 - (a) pursuant to the authority given by paragraph (a) of Resolution 13 or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act in each case:
 - (i) in connection with a pre-emptive offer; and
 - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £4,725,645; and
 - (b) pursuant to the authority given by paragraph (b) of Resolution 13 in connection with a rights issue, as if Section 561(1) of the Act did not apply to any such allotment;

such authority to expire at the conclusion of the Company's next annual general meeting or at the close of business on 30 June 2022, whichever is the earlier, so that the Company may, before such expiry, make offers and enter into agreements during this period which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority expires and the Board may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

For the purposes of this Resolution:

- (i) 'rights issue' has the same meaning as in Resolution 13;
 - (ii) 'pre-emptive offer' means an offer of equity securities open for acceptance for a period fixed by the Directors to holders (other than the Company) on the register on a record date fixed by the Directors of Ordinary Shares in proportion to their respective holdings but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
 - (iii) references to an allotment of equity securities shall include a sale of treasury shares; and
 - (iv) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.
15. To authorise the Directors, subject to the passing of Resolution 13, and in addition to any authority granted under Resolution 14, to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority given by Resolution 13 or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act as if Section 561(1) of the Act did not apply to any such allotment, such authority to be:
- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £4,725,645; and
 - (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the conclusion of the Company's next annual general meeting or at the close of business on 30 June 2022, whichever is the earlier, but so that the Company may, before such expiry, make offers and enter into agreements during this period which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this Resolution has expired and the Board may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

16. To authorise the Company generally and unconditionally for the purposes of Section 701 of the Act to make one or more market purchases (within the meaning of Section 693(4) of the Act) of Ordinary Shares provided that:
- (i) the maximum aggregate number of Ordinary Shares authorised to be purchased is 47,256,457;
 - (ii) the minimum price which may be paid for an Ordinary Share is 20 pence per Ordinary Share;
 - (iii) the maximum price which may be paid for an Ordinary Share is an amount equal to the higher of: (a) 105 per cent. of the average of the closing price of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such Ordinary Share is contracted to be purchased; or (b) the higher of the price of the last independent trade and the highest current bid as stipulated by Commission Delegated Regulation C(2016) 1357 pursuant to Article 5(6) of the Market Abuse Regulation;
 - (iv) unless previously renewed, varied or revoked, this authority shall continue for a period expiring at the conclusion of the Company's next annual general meeting or at the close of business on 30 June 2022, whichever is the earlier, save that the Company may make a contract or contracts to purchase Ordinary Shares under this authority before the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority.

Notice of general meetings other than annual general meetings

17. To permit the calling of a general meeting other than an annual general meeting on not less than 14 clear days' notice.

By order of the Board

Susanna Freeman

Company Secretary

22 March 2021

Registered office:

KAZ Minerals PLC
6th Floor Cardinal Place
100 Victoria Street
London
SW1E 5JL
United Kingdom

Registered in England and Wales: 05180783

EXPLANATORY NOTES TO THE BUSINESS OF THE MEETING

The notes below give an explanation of the proposed resolutions. Resolutions 1 to 13 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 14 to 17 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 – Company’s and Auditor’s Report

The Board will present the Company’s accounts and reports of the Directors and the auditor for the year ended 31 December 2020. Shareholders may raise any questions on the Annual Report and Accounts under this Resolution.

Resolution 2 – Directors’ Remuneration Report

Shareholders are being asked to approve the Annual Report on Remuneration section of the Directors’ Remuneration Report only, which is set out on pages 111 to 123 of the 2020 Annual Report and Accounts. The vote will be advisory and in respect of the overall remuneration package for the year ended 31 December 2020.

Resolutions 3 to 10 – Re-election of Directors

In accordance with the UK Corporate Governance Code, all Directors of the Company are required to submit themselves for annual re-election by Shareholders. The Board believes that each Director standing for re-election brings considerable and wide-ranging skills and experience to the Board as a whole and their contribution is important to the Company’s long-term sustainable success. All Directors are subject to an annual performance review and the Board confirms that each Director proposed for re-election continues to demonstrate commitment to the role and to make an effective and valuable contribution to the deliberations of the Board.

Biographical details of all the Directors retiring and seeking re-election, together with the reasons the Board considers each Director’s contribution is, and continues to be, important to the Company’s long-term sustainable success, are set out on pages 8 to 9 of this Notice to enable Shareholders to take an informed decision on their re-election.

Under the Listing Rules, Vladimir Kim (non-executive Director), Eduard Ogay (former executive Director) and Oleg Novachuk (Chair of the Company) are classed as ‘controlling shareholders’ of the Company. This means that the independent non-executive Directors of the Company must be elected or re-elected by a majority of the votes cast by the Independent Shareholders of the Company, as well as by a majority of the votes cast by all Shareholders.

Therefore, the resolutions relating to the election or re-election of the independent non-executive Directors (Resolutions 5, 6, 7, 9 and 10) will be taken on a poll and the votes cast by the Independent Shareholders and by all Shareholders will be calculated separately. Such resolutions will be passed only if a majority of the votes cast by the Independent Shareholders are in favour, in addition to a majority of the votes cast by all Shareholders being in favour.

None of the independent non-executive Directors seeking election or re-election at the Annual General Meeting has any existing or previous relationship, transaction or arrangement with the Company, its Directors, any controlling shareholder of the Company or any associate of a controlling shareholder of the Company within the meaning of Listing Rule 13.8.17R (1).

The Board carries out a review of the independence of its non-executive Directors on an annual basis and is satisfied that, other than Vladimir Kim, each of its non-executive Directors is independent in character and judgement. In reaching its determination of independence, the Board (excluding the Consortium) has concluded that each of Lynda Armstrong, Alison Baker, Michael Lynch-Bell, John MacKenzie and Charles Watson provides objective challenge to management. None of them has any business or other interests which are likely to, or could appear to, affect their judgement in their capacity as Director of the Company. Despite having been on the Board for nine years, Charles Watson was deemed to continue to display an independent mindset and following a rigorous review, the Board continues to consider him to be independent for the purposes of Provision 10 of the Code. The Board has reached this view as Charles Watson continues to provide robust challenge to management, especially on safety and project development matters and therefore, in accordance with the Company’s policy, over half the Board excluding the Chair is comprised of independent non-executive Directors.

Resolution 11 – Re-appointment of auditor

The Company is required at each general meeting at which accounts are presented to appoint the auditor to hold office until the next such meeting. This Resolution, which has been recommended to the Board by the Audit Committee following its evaluation of both the effectiveness of the external audit process and the auditor’s continuing objectivity and independence, and KPMG having indicated that they are willing to continue as the Company’s auditor, seeks the re-appointment of KPMG LLP as auditor to the Company.

Resolution 12 – Remuneration of auditor

Resolution 12 will, if passed, authorise the Audit Committee to determine the remuneration of the auditor.

Resolution 13 – Authority to allot shares

The purpose of Resolution 13 is to renew the Directors' power to allot shares. The Resolution, if passed, authorises the Directors:

- (a) to allot new shares and grant rights to subscribe for, or to convert other securities into, shares up to an aggregate nominal amount of £31,504,304, which is equivalent to approximately one-third of the total issued ordinary share capital of the Company (excluding treasury shares) as at 11 March 2021 (being the Latest Practicable Date); and
- (b) to allot new shares and grant rights to subscribe for, or to convert other securities into, shares by way of a rights issue up to a further aggregate nominal amount of £31,504,304, which is equivalent to approximately one-third of the total issued ordinary share capital of the Company (excluding treasury shares) as at 11 March 2021 (being the Latest Practicable Date).

This is in line with the Investment Association's Share Capital Management Guidelines issued in July 2016.

At 11 March 2021 (being the Latest Practicable Date), the Company held 8,159,404 Ordinary Shares in treasury representing 1.73 per cent. of the Company's total issued ordinary share capital (excluding treasury shares).

The Board will continue to seek to renew these authorities at each annual general meeting, in accordance with best practice. If the Resolution is passed the authority will expire at the conclusion of the Company's next annual general meeting or at the close of business on 30 June 2022, whichever is the earlier.

There are no present plans to undertake a rights issue or to allot new shares. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place in appropriate circumstances. The Directors intend to take note of relevant corporate governance guidelines on the use of such powers in the event that such authority is exercised.

Resolutions 14 and 15 – Disapplication of pre-emption rights

These Resolutions are proposed as special resolutions which require a 75 per cent. majority of votes cast to be in favour.

If the Directors decide to allot new shares or other equity securities, or to sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to Shareholders in proportion to their existing holdings (known as pre-emption rights).

The purpose of paragraph (a) of Resolution 14 is to authorise Directors to allot new shares and other equity securities pursuant to the allotment authority given by paragraph (a) of Resolution 13, or sell treasury shares, for cash: (i) in connection with a pre-emptive offer or rights issue; or (ii) otherwise up to an aggregate nominal amount of £4,725,645, equivalent to 5 per cent. of the total issued ordinary share capital of the Company (excluding treasury shares) and 4.92 per cent. of the total issued ordinary share capital of the Company (including treasury shares) as at 11 March 2021 (being the Latest Practicable Date), in each case without the shares first being offered to existing Shareholders in proportion to their existing holdings.

The purpose of paragraph (b) of Resolution 14 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by paragraph (b) of Resolution 13, or sell treasury shares, for cash in connection with a rights issue without the shares first being offered to existing Shareholders in proportion to their existing holdings.

In line with the template resolutions published by the Pre-Emption Group in May 2016, the purpose of Resolution 15 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 13, or sell treasury shares, for cash up to a further nominal amount of £4,725,645, equivalent to 5 per cent. of the total issued ordinary share capital of the Company as at 11 March 2021 (being the Latest Practicable Date) (exclusive of treasury shares) and 4.92 per cent. of the total issued ordinary share capital of the Company (including treasury shares), only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in Resolution 15 is used, the Company will publish details of the placing in its next annual report.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles and not to allot shares or other equity securities or sell treasury shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 14 in excess of an amount equal to 7.5 per cent. of the total issued ordinary share capital of the Company, excluding treasury shares, within a rolling three-year period, other than:

- (i) with prior consultation with Shareholders; or
- (ii) in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The Board considers the authorities in Resolutions 14 and 15 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions. The Board has no immediate plans to make use of this authority.

The Board will continue to seek to renew these authorities at each annual general meeting, in accordance with current best practice. If the Resolution is passed the authority will expire at the conclusion of the Company's next annual general meeting or at the close of business on 30 June 2022, whichever is the earlier.

Resolution 16 – Authority to purchase own shares

Under Section 701 of the Act, the directors of a company may make market purchases of that company's shares if authorised to do so. The Company's Articles of Association give a general authority to the Directors to purchase shares on the market but that authority is subject to the approval of Shareholders. The Directors believe that granting such approval would be in the best interests of Shareholders in allowing the flexibility to react promptly to circumstances requiring market purchases and Resolution 16 seeks to renew the authority given at the last annual general meeting.

Resolution 16, which will be proposed as a special resolution and will require a 75 per cent. majority of votes cast to be in favour, will, if passed, give the Directors authority to make one or more market purchases of the Company's Ordinary Shares up to a limit of 47,256,457 Ordinary Shares having an aggregate nominal value of £9,451,291, which represents approximately 10 per cent. of the total issued ordinary share capital of the Company (excluding treasury shares) as at 11 March 2021 (being the Latest Practicable Date). The upper and lower limits on the price which may be paid for those shares are set out in the Resolution itself. This authority will expire at the conclusion of the Company's next annual general meeting or at the close of business on 30 June 2022, whichever is the earlier.

Ordinary Shares purchased under this authority may be held as treasury shares. The Company may purchase and hold Ordinary Shares as treasury shares up to a maximum equal to 10 per cent. of the nominal value of the total issued ordinary share capital at that time, rather than cancelling them. Ordinary Shares held in treasury do not carry voting rights and no dividends will be paid on any such shares.

Treasury shares may only be used by the Company for limited purposes; it may cancel those shares, transfer them for the purpose of or pursuant to an employee share scheme or sell them for cash. Treasury shares can be sold quickly and cost effectively, giving the Company additional flexibility in the management of its capital base.

Any Ordinary Shares held in treasury and transferred for the purposes of the Company's employee share schemes will, so long as required under institutional guidelines, count towards the limits on the number of new shares which may be issued under the rules of those schemes.

Ordinary Shares will only be purchased if the Directors consider such purchases to be in the best interests of Shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account prevailing market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Group. Ordinary Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

The total number of options over Ordinary Shares outstanding as at 11 March 2021 (being the Latest Practicable Date) was 2,211,484 representing 0.47 per cent. of the total issued ordinary share capital (excluding treasury shares). If the full authority to purchase shares under this Resolution was used, that percentage could increase to 0.52 per cent. of the total issued ordinary share capital (excluding treasury shares). As at 11 March 2021 (being the Latest Practicable Date), the Company held 8,159,404 Ordinary Shares in treasury, representing 1.73 per cent. of the total issued ordinary share capital (excluding treasury shares), and there were no warrants outstanding.

Should Resolution 16 be passed at the Annual General Meeting and the Board decide to purchase the Company's Ordinary Shares, such share purchase would not proceed unless arrangements could be put in place to ensure that the Concert Party's percentage interest in Ordinary Shares would not increase as a result of any future purchases by the Company of its own shares or a waiver would be sought from the Panel on Takeovers and Mergers in respect of such increases (and Independent Shareholder approval granted), since, based on the total issued ordinary share capital of the Company (excluding treasury shares) and the Concert Party's percentage interest in the Ordinary Shares as at 11 March 2021 (being the Latest Practicable Date), any purchases by the Company of its own shares could result in the Concert Party having to make a mandatory offer to all Shareholders under Rule 9 of the City Code on Takeovers and Mergers.

The Board will continue to seek to renew this authority at each annual general meeting, in accordance with best practice.

Resolution 17 – Notice of general meetings other than annual general meetings

The Act requires that all general meetings must be held on 21 clear days' notice unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Such approval will not affect annual general meetings, which will continue to be held on at least 21 clear days' notice.

Resolution 17 seeks to renew the approval given at the last annual general meeting to be able to call general meetings, other than annual general meetings, on 14 clear days' notice. The approval will be effective until the Company's next annual general meeting.

In order to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all Shareholders for that meeting. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility was merited by the business of the meeting and was thought to be to the advantage of Shareholders as a whole.

DIRECTORS' BIOGRAPHIES

Specific reasons why each of the Director's contributions are and continue to be important to the Company



Oleg Novachuk

Chair

Appointed to the Board: 2005

Contribution to the Company and reasons for re-election: Oleg was one of the key members of management who, as Finance Director, Listed the Group in 2005 before his appointment as Chief Executive Officer in 2007 and Chair in 2018. As Chair, he has responsibility for strategy, government relations and business development. Oleg is uniquely qualified for his role due to his operational knowledge, project development expertise and relationships with industrial, financial and political leaders in both Kazakhstan and Russia. Since the creation of KAZ Minerals in 2014, in which Oleg played an instrumental role, KAZ Minerals has successfully developed two new world class copper mines, resulting in one of the highest growth rates in the industry and positioning the Group in the first quartile of the global cost curve. Oleg is leading the strategic development of the Baimskaya copper project.

Experience: Before joining the Group in 2001, Oleg was chairman of Kazprombank JSC.



Michael Lynch-Bell

Deputy Chair and Senior Independent Director;
Nomination Committee Chair

Appointed to the Board: 2013

Contribution to the Company and reasons for re-election: Michael's mining and other natural resources sector expertise, including in capital markets in the geographies in which we operate, gives him a clear insight into our operations and strategy. He has successfully led on Board governance for the past two years as Deputy Chair and formerly as the Senior Independent Director and he currently chairs the Independent Committee considering the Recommended Offer for the Company.

Experience: During his 38 year career with Ernst & Young working with companies in the oil and gas industry and mining and metals industry, Michael played a key role in establishing Ernst & Young's practice in Kazakhstan and advised a number of major CIS companies on transactions including in Russia. He retired as senior partner of Ernst & Young's transaction advisory practice for mining and metals and as an elected member of its global advisory council in 2012.

Other principal roles: Michael is currently a non-executive director of Lenta, a Russian hypermarket chain, Barloworld Limited, Gem Diamonds Limited and Little Green Pharma Limited. He is also a member of the United Nations Expert Group on Resource Management. Michael was previously trustee and treasurer of ActionAid International.



Andrew Southam

Chief Executive Officer

Appointed to the Board: 2014

Contribution to the Company and reasons for re-election: Having fifteen years of experience at KAZ Minerals, Andrew brings a deep understanding of the business, its culture and its stakeholders. As Chief Executive Officer, Andrew is responsible to the Board for the executive management of the Group, including leadership of the Executive Committee and implementation of the Group's strategy. Andrew was, together with Oleg Novachuk, one of the architects of the Restructuring and formation of KAZ Minerals in 2014. As Chief Financial Officer and more recently as Chief Executive Officer, Andrew has played a key role in the delivery of the Group's growth strategy which has resulted in production rising from 85 kt in 2015 to over 300 kt in 2020 and amongst the lowest production costs globally.

Experience: Andrew joined the Company in 2006 and has held a number of senior positions including Chief Financial Officer from 2013 to 2017 and was appointed Chief Executive Officer at the start of 2018. Andrew is a chartered accountant who began his career at Deloitte in London, where he provided audit and transaction services to many UK listed companies. Prior to joining the Company, Andrew worked in corporate development at GlaxoSmithKline plc.



Lynda Armstrong OBE

Independent Non-executive Director;
Remuneration Committee Chair

Appointed to the Board: 2013

Contribution to the Company and reasons for re-election: Lynda's career in the extractives industry in operational, business development and human resources roles, together with her expertise in health and safety, provide valuable insight and guidance to the Group in its operations and projects and in its initiatives to improve health and safety performance.

Experience: A geophysicist by training, Lynda had more than 30 years' natural resources experience with Shell. During this time, she held a number of senior exploration and operational roles, including director of UK Exploration and New Business Development, exploration director of Petroleum Development Oman and technical vice president for Shell International. She was previously chair of the trustees of the British Safety Council.

Other principal roles: Non-executive director of Ørsted A/S (formerly DONG Energy A/S), chair of the Engineering Construction Industry Training Board and president of Shell Pensioners' Association.



Alison Baker

Independent Non-executive Director;
Audit Committee Chair

Appointed to the Board: 2017

Contribution to the Company and reasons for re-election:

Alison has extensive capital markets and emerging markets experience, including in the energy and mining sectors in Kazakhstan and Russia. She has recent and relevant financial experience and has chaired the Audit Committee since 2018.

Experience: Having 25 years' experience in the provision of audit, capital markets and advisory services, Alison previously led the UK and EMEA Oil & Gas practice at PricewaterhouseCoopers and prior to that the UK Energy, Utilities and Mining Assurance practice at Ernst & Young.

Other principal roles: Non-executive director of Helios Towers plc, Rockhopper Exploration plc and Endeavour Mining Corporation.



John MacKenzie

Independent Non-executive Director;
Projects Assurance Committee Chair

Appointed to the Board: 2015

Contribution to the Company and reasons for re-election:

John's senior executive roles in the metals and mining sector and in particular copper, give him direct experience of financing, developing and operating copper assets and enable him to make valuable contributions on projects, operations, exploration, project financing, sustainable development and health and safety.

Experience: John has around 30 years' experience in the metals and mining sector mostly acquired with the Anglo American group where he was CEO of Zinc from 2006 to 2009 and CEO of Copper from 2009 to 2013. John founded Mantos Copper in 2015.

Other principal roles: Executive chairman of Mantos Copper, a director of Mantoverde S.A. and chief executive officer of mining at Audley Capital Advisors LLP.



Vladimir Kim

Non-executive Director

Appointed to the Board: 2004

Contribution to the Company and reasons for re-election:

With extensive knowledge of the mining industry, a thorough working knowledge of the CIS and an exemplary understanding of the political and regulatory environment in Kazakhstan, Vladimir brings valuable Kazakh mining experience and continues to perform a vital role in assisting and supporting the Company in its dealings with the Government and local authorities in Kazakhstan.

Experience: Vladimir joined the Group in 1995, when he was appointed managing director and chief executive officer of Zhezkazgantsvetmet JSC and was elected chairman of that company in 2000. He was appointed Chair of KAZ Minerals in 2005 prior to its listing on the London Stock Exchange. Vladimir stepped down as Chair in 2013 but remains on the Board as a non-executive Director.



Charles Watson

Independent Non-executive Director;
Health, Safety and Sustainability Committee Chair

Appointed to the Board: 2011

Contribution to the Company and reasons for re-election: Charles' expertise in major project delivery and past senior management roles encompassing both Kazakhstan and Russia, coupled with his passion in the continued improvement in health, safety and sustainability contributes significant value to the Board.

Experience: During his 29 years at Shell, Charles held a number of senior global executive positions, culminating in his appointment as executive vice president responsible for Russia and the CIS, including oversight of Shell's activities in Kazakhstan, chairman of Shell Russia and chairman of the board of directors for the Sakhalin Energy Investment Company. He was previously non-executive director of JSOC Bashneft.

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Form of Proxy

- (a) A Shareholder is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, speak and vote at the Annual General Meeting. A proxy need not be a Shareholder of the Company. A Shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder.
- (b) A Form of Proxy is provided with this Notice of Annual General Meeting. Completion and return of such a Form of Proxy will not prevent a Shareholder from attending the Annual General Meeting and voting in person. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, only the vote of the senior will be accepted, seniority being determined by the order in which names appear on the register.
- (c) To be effective a duly completed Form of Proxy, together with any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority), must be deposited with the Company's registrar, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, United Kingdom so as to arrive by 12.15 p.m. (UK time) on Tuesday 27 April 2021 (or not less than 48 hours before the time fixed for any adjournment of the meeting).
- (d) The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Act ('nominated persons'). Nominated persons may have a right under an agreement with the member who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- (e) As more fully described in the section headed "Format of the meeting due to the Covid-19 pandemic" in the letter to which this notice of meeting is attached, proxies (other than the chair of the Meeting) will not be permitted to attend the Annual General Meeting in breach of the national lockdown restrictions. As a result, if a Shareholder wishes to appoint a proxy, they are strongly advised to appoint the chair of the Annual General Meeting as their proxy.

Electronic proxy appointments

- (f) Shareholders may, if they so wish, register the appointment of a proxy or proxies electronically by logging on to the Company's registrars' website at www.investorcentre.co.uk/eproxy where full details of the procedure are given. Shareholders are advised to read the terms and conditions relating to the use of this facility before appointing a proxy; these may be viewed on the website. Electronic proxy appointments must be received by Computershare so as to arrive by 12.15 p.m. (UK time) on Tuesday 27 April 2021 (or not less than 48 hours before the time fixed for any adjourned meeting). A Form of Proxy lodged electronically will be invalid unless it is lodged at the address specified on Computershare's website.
- (g) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting (and any adjournment(s) thereof) by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider(s)) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- (h) In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message.
- (i) CREST members (and, where applicable, their CREST sponsors or voting service provider(s)) should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service provider(s)) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (j) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Documents available for inspection

- (k) Copies of the service contract of each executive Director and the letter of appointment of each non-executive Director setting out the terms and conditions of their appointment are (subject to national lockdown restrictions) available for inspection at the Company's registered office during normal business hours on any business day until the date of the Annual General Meeting and will (subject to national lockdown restrictions) be available at the place of the Annual General Meeting from 15 minutes prior to the commencement of the meeting until the conclusion thereof.
- (l) A copy of this Notice of Annual General Meeting and other information required by Section 311A of the Act can be found at www.kazminerals.com.

Publication of audit concerns

- (m) Under Section 527 of the Act, Shareholders that meet the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid, in each case, that Shareholders propose to raise at the Annual General Meeting. The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Act. Where the Company is required to place a statement on the website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

Attendance and voting

- (n) Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at 6.00 p.m. UK time on Tuesday 27 April 2021 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
- (o) Voting at this year's Annual General Meeting will be conducted by way of a poll. A poll vote reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting.
- (p) As at 11 March 2021 (being the Latest Practicable Date), the Company's issued ordinary share capital consisted of 480,723,977 Ordinary Shares. The Company held 8,159,404 Ordinary Shares in treasury and the issued ordinary share capital that carried voting rights of one vote per share comprised 472,564,573 Ordinary Shares (excluding treasury shares). Therefore, the total voting rights in the Company as at 11 March 2021 (being the Latest Practicable Date) were 472,564,573 (the voting share capital of the Company).

GLOSSARY

The following definitions apply throughout this document and in the accompanying Form of Proxy, unless the context requires otherwise:

| | |
|------------------------------|--|
| Act | the Companies Act 2006 |
| Annual General Meeting | the annual general meeting of the Company to be held at 12.15 p.m. on Thursday 29 April 2021 |
| Audit Committee | the Audit Committee of the Board of the Company |
| Company or KAZ Minerals | KAZ Minerals PLC, a company incorporated under the laws of England and Wales (registered number 05180783), with its registered office at 6th Floor Cardinal Place, 100 Victoria Street, London SW1E 5JL, United Kingdom |
| Computershare | Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, United Kingdom |
| Concert Party | Vladimir Kim, Eduard Ogay and Oleg Novachuk (and their respective concert parties) |
| Directors or Board | directors of the Company |
| Group | the Company, together with its subsidiaries and subsidiary undertakings |
| Independent Shareholders | the Shareholders other than Vladimir Kim, Eduard Ogay and Oleg Novachuk |
| Latest Practicable Date | 11 March 2021, being the latest practicable date prior to the publication of this document |
| London Stock Exchange | London Stock Exchange plc |
| Nova Resources | Nova Resources B.V., a private company with limited liability incorporated in the Netherlands and indirectly owned by joint offerors Oleg Novachuk and Vladimir Kim |
| Offer Document | the document sent to KAZ Minerals shareholders and persons with information rights by Nova Resources on 8 February 2021 containing, amongst other things, the terms of the Recommended Offer |
| Offer Period | the period commencing on (and including) 28 October 2020 and ending on whichever of the following dates shall be the latest of: (i) the date on which the Recommended Offer lapses or is withdrawn; and (ii) the time and date on which the Recommended Offer becomes or is declared unconditional as to acceptances |
| Ordinary Shares | the ordinary shares of 20 pence each in the capital of the Company |
| Recommended Offer | the recommended cash offer as described in the Offer Document being made by Nova Resources by way of a takeover offer as defined in Chapter 3 of Part 28 of the Companies Act to acquire the entire issued and to be issued share capital of KAZ Minerals (other than the KAZ Minerals shares already owned or controlled by either Oleg Novachuk or Vladimir Kim), on the terms and subject to the conditions set out in the Offer Document (and, where the context admits, any subsequent revision, variation, extension or renewal of such offer) |
| Shareholders | the holders of Ordinary Shares from time to time |
| UK Corporate Governance Code | the edition of the UK Corporate Governance Code published by the Financial Reporting Council in July 2018 |



KAZ Minerals PLC

6th Floor, Cardinal Place, 100 Victoria Street,
London SW1E 5JL, United Kingdom

Telephone **+44 (0)20 7901 7800**

Facsimile **+44 (0)20 7901 7859**

www.kazminerals.com