**BULLETIN**

**for absentee voting at the Annual General Meeting of Shareholders**

**Ust-Kamenogorsk Titanium and Magnesium Plant Joint Stock Company**

**Full name of the Company:** Ust-Kamenogorsk Titanium and Magnesium Plant Joint Stock Company (hereinafter - UKTMP JSC or Company).

**Name of the executive body of UKTMP JSC**:  Management Board of UKTMP JSC.

**Location of the executive body of UKTMP JSC**: Republic of Kazakhstan, East Kazakhstan Region, Ust-Kamenogorsk, Bagdat Shayakhmetov str., building 1/1, postal index 070017.

**Information about the initiator of the Annual General Meeting of UKTMP JSC shareholders**: Board of Directors of UKTMP JSC.

**List of shareholders entitled to participate in the Annual General Meeting of Shareholders of the Company is compiled by the Central Securities Depository on the basis of data from the system of registers of shareholders of UKTMP JSC.** Date of compilation of the list of shareholders entitled to participate in the Annual General Meeting of Shareholders of the Company: June 29, 2023.

**Type of the Annual General Meeting of UKTMP JSC shareholders**: absentee voting.

**Date to start submission of the Bulletin for calculating the results of absentee voting:** June30, 2023 at 09-00 a.m. (Astana time).

**Final date and time of submission of the Bulletin for absentee voting of UKTMP JSC shareholders:** July26, 2023, till 14-00 p.m. (Astana time).

**Date and time of summing up the results of absentee voting and counting of votes (closing date of the Annual General Meeting of Shareholders):** July26, 2023, 15-00 p.m. (Astana time).

*Date and number of bulletin registration*

*at UKTMP JSC: No. \_\_\_\_\_*

*dd. «\_\_\_\_\_» \_\_\_\_\_\_\_\_\_\_\_\_\_ 2023*

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| ***Information about UKTMP JSC shareholders (hereinafter - shareholder)****(filled-in by the shareholder himself or his representative)* |
| Full Name/Name of the company in accordance with the certificate of state registration (re-registration) |  |
| IIN-BIN |  |
| Location (address), contact phone number, email address |  |
| Details of the identity document: number, date of issue, issued by /Details confirming registration of a legal entity |  |
| Position and surname, name, patronymic of the CEO or representative of the shareholder.Type and number of the identity document of the CEO or representative of the shareholder, date of issue, issued by (for a legal entity) |  |
| Number of voting shares owned by a shareholder (pieces) |  |
| Date, signature of the shareholder / CEO of the shareholder - legal entity (or his representative) |  |

*On approval of the agenda of the Annual General Meeting of UKTMP JSC Shareholders.*

To approve the following agenda of the Annual General Meeting of UKTMP JSC Shareholders, proposed by the Board of Directors of the Company (Decision No.3 of the absentee meeting of the Board of Directors of UKTMP JSC dd. 23.06.2023).

**AGENDA**

**of the Annual General Meeting of UKTMP JSC Shareholders:**

1) On approval of the Company's annual financial statements for 2022.

2) On approval of the procedure for distributing the Company's net income for 2022.

3) On dividends for 2022.

4) On determination of the audit company for 2023.

5) On early termination of powers and election of a new member of the Board of Directors of the Company.

6) On consideration of issues on shareholders' appeals to the actions of the Company and its officials and the results of their consideration.

**Decision taken on this issue:**

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| **AYE** | **NAY** | **ABSTAINED** |
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*The selected voting option is marked with the personal signature of the shareholder (his representative) in the related box*

Signature, date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2023

**AGENDA**

**of the Annual General Meeting of UKTMP JSC Shareholders:**

 ***Issue No.1 of the agenda:***

*1. On approval of the Company's annual financial statements for 2022.*

The Company's annual financial statements for 2022 were preliminarily approved by the Board of Directors of UKTMP JSC, verified by the Company's Internal Audit Service and the Company's auditor – Moore Kazakhstan LLP.

In accordance with subparagraph 7) of paragraph 1 of Article 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies", the Annual General Meeting of Shareholders of UKTMP JSC is proposed to approve the annual financial statements of the Company for 2022, in accordance with Annex No.1 to this bulletin.

**Decision taken on issue No.1 of the agenda:**

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| **AYE** | **NAY** | **ABSTAINED** |
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*The selected voting option is marked with the personal signature of the shareholder (his representative) in the related box*

Signature, date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2023

***Issue No.2 of the agenda:***

*2. On approval of the procedure for distributing the Company's net income for 2022.*

The Board of Directors of the Company recommended the Annual General Meeting of Shareholders of UKTMP JSC to approve the procedure for distributing the Company's net income for 2022 in the amount of 6 billion 741 million 141 thousand tenge, in the following areas:

- 91 million 724 thousand tenge - for dividends;

- 6 billion 649 million 417 thousand tenge - for investments in technical re-equipment, research and development and purchasing of fixed assets of UKTMP JSC.

In accordance with subparagraph 8) of paragraph 1 of Article 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies", the Annual General Meeting of Shareholders of UKTMP JSC is proposed to approve the procedure for distributing the Company's net income for 2022 recommended by the Board of Directors.

**Decision taken on issue No.2 of the agenda:**

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*The selected voting option is marked with the personal signature of the shareholder (his representative) in the related box*

Signature, date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2023

***Issue No.3 of the agenda:***

*3. On dividends for 2022.*

The Board of Directors of the Company recommended to the Annual General Meeting of Shareholders of UKTMP JSC to accrue dividends:

• for preferred shares in the amount of 850 tenge per 1 preferred share;

• for ordinary shares in the amount of 0 tenge per 1 ordinary share.

The official date to start dividend payments is August 15, 2023.

The list of shareholders-owners of preferred shares entitled to get dividends should be compiled on the basis of data from the shareholder register system as of August 03, 2023.

Payment of dividends to individuals shall be made in cash at the cash desk of the Company, as well as in a non-cash form to the current bank details of the shareholder specified in the system of registers of securities holders of Central Securities Depository JSC, to legal entities - in a non-cash form.

In accordance with paragraph 1 of Articles 22, 23, 24 and subparagraph 8) of paragraph 1 of Article 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies", it is proposed to approve the amount and procedure for payment of dividends at the end of 2022 recommended by the Board of Directors.

**Decision taken on issue No.3 of the agenda:**

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*The selected voting option is marked with the personal signature of the shareholder (his representative) in the related box*

Signature, date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2023

***Issue No.4 of the agenda:***

*4. On determination of the audit company for 2023.*

In accordance with subparagraph 6) of paragraph 1 of Article 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies", to define Moore Kazakhstan LLP as the Company's auditor for 2023.

Moore Kazakhstan LLP conducted audit of UKTMP JSC in 2022, there were no comments on the quality and timing of the services they provide.

Moore Kazakhstan LLP has a state license to engage in auditing activities, issued in accordance with the legislation of the Republic of Kazakhstan, is included in the list of audit organizations recognized by KASE in category I that meet the qualification requirements for audit organizations in the Republic of Kazakhstan.

**Decision taken on issue No.4 of the agenda:**

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*The selected voting option is marked with the personal signature of the shareholder (his representative) in the related box*

Signature, date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2023

***Issue No.5 of the agenda:***

*5. On early termination of powers and election of a new member of the Board of Directors of the Company.*

In connection with the receipt on June 06, 2023 from a member of the Board of Directors of UKTMP JSC of a shareholder representative from NEW METAL INVESTMENTS PTE. Ltd. Mr. A. Pirmetov notice about early termination of his powers from June 12, 2023, it is necessary to consider the issue of changes in the composition of the Board of Directors of the Company.

A proposal from NEW METAL INVESTMENTS PTE. Ltd. was received on inclusion of a new representative in the Board of Directors of the Company in the person of Bakitzhan Zhulamanov (CV is attached, Annex No. 2).

In accordance with subparagraph 5) of paragraph 2 of Article 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies" (hereinafter referred to as the Law on JSC), the issue of early termination of powers and election of a new member of the Board of Directors of the Company falls within the exclusive competence of the general meeting of shareholders.

According to paragraph 4 of Article 55 of the Law on JSC, early termination of powers of a member of the Board of Directors on his initiative is carried out on the basis of written notice from the Board of Directors.

The powers of such a member of the Board of Directors shall be terminated from the moment the said notice is received by the Board of Directors, unless the notice specifies the date of early termination of the powers of the member of the Board of Directors.

Considering the above, the General Meeting of Shareholders of the Company is proposed to:

1) early from June 12, 2023, terminate the powers of the member of the Board of Directors of UKTMP JSC, representative of the shareholder from NEW METAL INVESTMENTS PTE. Ltd. - Alisher Pirmetov on his own initiative.

2) elect a new member of the Board of Directors of UKTMP JSC, shareholder representative from NEW METAL INVESTMENTS PTE. Ltd. – Bakitzhan Zhulamanov from the date of this meeting until the end of the term of office of members of the Board of Directors of the Company.

**Decision taken on issue No.5 of the agenda:**

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| **AYE** | **NAY** | **ABSTAINED** |
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*The selected voting option is marked with the personal signature of the shareholder (his representative) in the related box*

Signature, date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2023

***Issue No.6 of the agenda:***

1. *On consideration of issues on shareholders' appeals to the actions of the Company and its officials and the results of their consideration.*

In accordance with subparagraph 3) of paragraph 2 of Article 35 of the Law of the Republic of Kazakhstan "On Joint Stock Companies" for the period from 01.01.2022 to 31.12.2022, no appeals were received from the shareholders of UKTMP JSC regarding the actions of the Company and its officials. In this regard, voting on this agenda issue is not made.

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**The bulletin should not contain corrections, blots and/or erasures. Deformation of the bulletin is not allowed. A bulletin filled-in in violation of these requirements will not be taken into account when counting votes.**

The absentee voting bulletin shall be signed by a shareholder who is an individual (or a representative of a shareholder who is an individual), indicating information about the identity document of this person.

The absentee voting bulletin of a shareholder - a legal entity shall be signed by his CEO (or a representative of a shareholder - a legal entity) and certified by the seal of the legal entity (if any).

The absentee voting bulletin without signature of an individual shareholder or the CEO of a legal entity shareholder or a representative of a shareholder is considered invalid.

In the event that the absentee voting bulletin is signed by a shareholder's representative, a copy of the power of attorney or other document confirming the authority of the shareholder's representative is attached to the absentee voting bulletin.

The original of the filled-in absentee voting bulletin is submitted by the shareholders to the location of the executive body of UKTMP JSC or using postal or courier services at the address: Republic of Kazakhstan, East Kazakhstan region, Ust-Kamenogorsk city, Bagdat Shayakhmetov street, building 1/1, postal code 070017, **by 14-00 p.m. (Astana time) on July 26, 2023**. The date of submission of the absentee voting bulletin is the date of its registration with UKTMP JSC.

*The voting option is marked with the personal signature of the shareholder of UKTMP JSC (or his representative) in the corresponding box of the absentee voting bulletin. When counting votes, votes are taken into account on those issues on which the shareholder (or his representative) complied with the voting procedure specified in the bulletin, and only one of the possible voting options is marked.*

Signature, date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ "\_\_\_\_" \_\_\_\_\_\_\_\_ 2023