**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: July 29, 2024.

**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:** July30, 2024 at 09-00 a.m. (Astana time).

**Final date and time of submission of the Bulletin for absentee voting of UKTMP JSC shareholders:** August28, 2024, 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):** August 28, 2024, 15-00 p.m. (Astana time).

*Date and number of bulletin registration*

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

*dd. «\_\_\_\_\_» \_\_\_\_\_\_\_\_\_\_\_\_\_ 2024*

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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. 10.07.2024).

**AGENDA**

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

1) On determining the quantitative composition and term of office of the Company’s counting commission, election of its members.

2) On approval of the Company’s annual financial statements for 2023;

3) On approval of the procedure for distributing the Company’s net income for 2023;

4) On dividends based on the results of 2023;

5) On the determination of the audit organization performing the audit of the Company for 2024;

6) On the early termination of powers of a member of the Board of Directors of the Company and the election of a new member of the Board of Directors of the Company;

7) On consideration of issues regarding shareholder appeals against 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** | |  |  |  | |

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

Signature, date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2024

**AGENDA**

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

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

*1. On determining the quantitative composition and term of office of the Company’s counting commission, election of its members.*

In accordance with subparagraph 4 of paragraph 1 of Article 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, for counting votes when voting on issues on the agenda of the Annual General Meeting of Shareholders of the Company, it is proposed to elect a counting commission of three people with a term of office of three years in the following composition:

1) Anara Batyrkhanova – Head of the SAP Support Department – ​​Chairman of the Counting Commission (CV attached, Annex No. 1);

2) Ayauzhan Uasilova – Acting Head of the Tax Accounting Department - Member of the Commission (CV attached, Annex No. 2);

3) Erzhan Rakhimkanov – Head of the Financial Department – ​​Member of the Commission (CV attached, Annex No. 3).

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

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| |  |  |  | | --- | --- | --- | | **AYE** | **NAY** | **ABSTAINED** | |  |  |  | |

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

Signature, date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2024

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

*2. On approval of the Company’s annual financial statements for 2023.*

The Company’s annual financial statements for 2023 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 2023, in accordance with Annex No. 4 to this bulletin.

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

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| |  |  |  | | --- | --- | --- | | **AYE** | **NAY** | **ABSTAINED** | |  |  |  | |

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

Signature, date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2024

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

*3. On approval of the procedure for distributing the Company’s net income for 2023.*

The Board of Directors of the Company recommended to the Annual General Meeting of Shareholders of UKTMP JSC to approve the procedure for distributing the Company’s net income for 2023 in the amount of 4 billion 70 million 867 thousand tenge, in the following areas:

• 91 million 724 thousand tenge - for dividends;

• 3 billion 979 million 143 thousand tenge - for investments in technical re-equipment, research work and acquisition 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 UKTMK JSC is proposed to approve the procedure for distributing the Company’s net income for 2023 recommended by the Board of Directors.

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

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| |  |  |  | | --- | --- | --- | | **AYE** | **NAY** | **ABSTAINED** | |  |  |  | |

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

Signature, date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2024

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

*4. On dividends based on the results of 2023.*

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 September 30, 2024.

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 September 05, 2024.

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 2023 recommended by the Board of Directors.

**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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2024

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

*5. On the determination of the audit organization performing the audit of the Company for 2024.*

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 BDO Qazaqstan LLP as the Company’s auditor for 2024.

BDO Qazaqstan LLP conducted audit of UKTMP JSC in 2019-2021, there were no comments on the quality and timing of the services they provide.

BDO Qazaqstan 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.5 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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2024

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

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

In connection with the receipt on May 16, 2024 of a notification on early termination of the powers from May 15, 2024 from Mr. B. Zhulamanov, a member of the Board of Directors of UKTMP JSC, a shareholder representative from NEW METAL INVESTMENTS PTE LTD., it is necessary to consider the issue of changes in the composition of the Board of Directors of the Company.

A proposal was received from NEW METAL INVESTMENTS PTE. LTD. to include a new representative in the person of Assem Mamutova to the Board of Directors of the Company (CV attached, Annex No. 5). According to paragraph 4 of Article 54 of the Law of the Republic of Kazakhstan “On Joint-Stock Companies”, the head of the executive body can be elected to the Board of Directors.

In accordance with subparagraph 5 of paragraph 2 of Article 36 of the Law of the Republic of Kazakhstan “On Joint-Stock Companies”, 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 of the Republic of Kazakhstan “On Joint Stock Companies,” early termination of the powers of a member of the Board of Directors on his initiative is carried out on the basis of a written notification to the Board of Directors.

The powers of such a member of the Board of Directors are terminated from the moment the specified notification is received by the Board of Directors, unless the notification indicates the date of early termination of the powers of the member of the Board of Directors.

Taking into account the above, the Annual General Meeting of Shareholders of the Company is proposed to:

1) early, from May 15, 2024, terminate the powers of a member of the Board of Directors of UKTMP JSC, a shareholder representative from NEW METAL INVESTMENTS PTE. LTD. – Mr. Bakitzhan Zhulamanov on his own initiative.

2) elect a new member of the Board of Directors of UKTMP JSC, a shareholder representative from NEW METAL INVESTMENTS PTE. LTD. – Ms. Assem Mamutova 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.6 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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2024

***Issue No.7 of the agenda:***

*7. On consideration of issues regarding shareholder appeals against 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 01.01.2023 to 31.12.2023, 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.

\* \* \*

**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 August 28, 2024**. 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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2024