**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 city, Bagdat Shayakhmetov street, building 1/1, postal code 070017.

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

**The 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 25, 2025.

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

**The date to start submission of the Bulletin for calculating the results of absentee voting:** June 27, 2025 from 09-00 hours (Astana time).

**The final date and time of submission of the Bulletin for absentee voting of UKTMP JSC shareholders**: July 25, 2025, until14:00 (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):** July 25, 2025, 15:00 (Astana time).

*Date and number of bulletin registration*

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

*dd. «\_\_\_\_\_» \_\_\_\_\_\_\_\_\_\_\_\_\_ 2025*

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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. 4 of the absentee meeting of the Board of Directors of UKTMP JSC dated 20.06.2025).

AGENDA

of the Annual General Meeting of UKTMP JSC Shareholders:

1. On election of the member of counting commission of the Company.
2. On approval of the annual financial statements of the Company for 2024;
3. On approval of the procedure for distribution of the Company's net income for 2024;
4. On dividends for 2024;
5. Determination of the auditing company performing the audit of the Company for 2025;
6. On determining the term of office and election of members of the Board of Directors of the Company.
7. Consideration of issues in shareholders' appeals to the actions of the Company and its officials and the results of their consideration.

**The decision taken on the 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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2025

**AGENDA**

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

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

*1. On the election of a member of the Company’s counting commission.*

In accordance with subparagraph 4) of paragraph 1 of Article 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, the election of members of the counting commission and early termination of their powers falls within the exclusive competence of the general meeting of shareholders.

By the decision of the Annual General Meeting of Shareholders of the Company dated August 28, 2024, a counting commission of three people was elected with a term of office of three years, including Anara Zamanbekovna Batyrkhanova.

Considering that from February 17, 2025, the Chairperson of the Counting Commission, Head of the SAP Support Department, Anara Zamanbekovna Batyrkhanova, was elected as the Member of the Board of Directors of Satpayevsk Mining and Processing Plant LLP, the Annual General Meeting of Shareholders of the Company is invited to:

1. to terminate early the powers of the Chairperson of the Counting Commission, Anara Zamanbekovna Batyrkhanova, from February 17, 2025;

2) elect the Chairman of the Counting Commission Irina Aleksandrovna Girda - Head of the Department of Economic and Investment Planning of the Economic Department of JSC UKTMK (resume attached, Annex No. 1) from February 17, 2025 until the end of the term of office of the counting commission.

**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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2025

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

*2. On approval of the annual financial statements of the Company for 2024.*

The annual financial statements of the Company for 2024 were preliminarily approved by the Board of Directors of UKTMP JSC, audited by the Internal Audit Service of the Company and the auditor of the Company - BDO 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 UKTMK JSC is proposed to approve the annual financial statements of the Company for 2024, in accordance with Annex No. 2 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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2025

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

*3. On approval of the procedure for distributing the Company’s net income for 2024.*

The Board of Directors of the Company recommended the Annual General Meeting of UKTMP JSC Shareholders to approve the procedure for distributing the Company's net income for 2024 in the amount of 1 billion 345 million 309 thousand tenge, in the following areas:

• 53 million 955 thousand tenge – for dividends;

• 1 billion 291 million 354 thousand tenge – for investments in technical re-equipment, research and development 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 2024 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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2025

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

*4. On dividends for 2024.*

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

* for preferred shares in the amount of 500 tenge per 1 preferred share;
* for ordinary shares in the amount of 0 tenge per 1 ordinary share.

The official date to start of dividend payments is considered to be August 25, 2025.

The list of shareholders – owners of preferred shares entitled to receive dividends, shall be compiled on the basis of data from the shareholder register system as of July 31, 2025.

Dividends shall be paid to individuals in cash at the Company's cash desk, as well as in non-cash form to the current bank details of the shareholder specified in the register system of securities holders of JSC Central Securities Depository, and to legal entities - in 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 paying dividends for 2024 recommended by the Board of Directors.

**Decision taken on issue No.4 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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2025

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

*5. Determination of the auditing company performing the audit of the Company for 2025.*

In accordance with subparagraph 6) of paragraph 1 of Article 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, designate BDO Qazaqstan LLP as the auditor of the Company for 2025.

BDO Qazaqstan LLP conducted an audit of UKTMP JSC in 2019-2021 and in 2024; there were no comments on the quality and timing of the services they provided.

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, corresponding to the qualification requirements for audit organizations in the Republic of Kazakhstan.

**Decision taken on issue No.5 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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2025

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

*6. On determining the term of office and election of members of the Board of Directors of the Company.*

In accordance with subparagraph 5) of paragraph 1 of Article 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, the determination of the term of office and the election of members of the Board of Directors of the Company falls within the exclusive competence of the General Meeting of Shareholders.

The annual general meeting of shareholders on July 14, 2022 elected the Board of Directors of the Company.

On August 28, 2024, by decision of the Annual General Meeting of Shareholders, a new member of the current Board of Directors of the Company was elected.

In accordance with the Company's Charter, the Board of Directors is elected by the General Meeting of Shareholders for 3 years.

According to paragraph 1 of Article 55 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, persons elected to the Board of Directors may be re-elected an unlimited number of times, unless otherwise provided by the Charter of the Company.

Taking into account the above, in connection with the expiration of the term of office of the current Board of Directors of UKTMP JSC on July 31, 2025, the General Meeting of Shareholders is proposed to elect members of the Board of Directors of the Company with a term of office of three years until July 31, 2028 in the following composition (summaries are attached - Annex No. 3):

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| **Item No.** | **Full name** | **Candidate Information** |
| 1 | Sylvain Gehler | Member of the Board of Directors,  representative of "Specialty Metals Holding Company"; |
| 2 | Pismarkin  Gennady | Member of the Board of Directors,  shareholder of UKTMP JSC; |
| 3 | Mamutova  Asem | Member of the Board of Directors,  representative of the shareholder of the Company "New Metal Investments PTE.Ltd."; |
| 4 | Zakiryanov  Kairat | Member of the Board of Directors,  Independent Director; |
| 5 | Christian Vez | Member of the Board of Directors,  Independent Director. |

**Decision taken on issue No.6 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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2025

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

*7. Consideration of issues regarding shareholders’ appeals regarding 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 01.01.2024 to 31.12.2024, no appeals were received from 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, Bagdat Shayakhmetov Street, postal code 070017, no later than 2:00 p.m. (Astana time) on July 25, 2025. 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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ «\_\_\_\_» \_\_\_\_\_\_\_\_ 2025