

**EXPLANATORY NOTE
regarding the agenda item of the extraordinary General meeting of KEGOC's
shareholders:**

“Amendments to the Regulations on Dividend Policy of KEGOC”

1. In accordance with subparagraph 33) of paragraph 1 of Article 18 of the Charter of KEGOC, approval of the Regulations on the Dividend Policy of KEGOC falls within the exclusive competence of the General Meeting of Shareholders of KEGOC.

The current version of the Regulations on Dividend Policy of KEGOC was approved by the Management Board of Samruk-Kazyna (Minutes No. 17/13 dated April 9, 2013) and amended by the Extraordinary General Meeting of Shareholders of KEGOC (Minutes No. 7 dated October 26, 2017).

In accordance with paragraph 7 of KEGOC's Regulations on the Dividend Policy, the Company's Board of Directors, when preparing a proposal on the procedure for distributing the Company's net income for the previous fiscal year or six months and the amount of dividends, will proceed from the fact that the amount allocated for the payment of dividends on ordinary shares should be at least 40% of net income.

It is suggested to increase the above net income bottom limit (not less than 40%) used to determine the amount allocated for the payment of dividends on ordinary shares up to 60% to develop an effective strategy for luring investors in connection with the impending secondary placement of shares of KEGOC on the Kazakhstan Stock Exchange (KASE) and Astana International Exchange (AIX) (hereinafter referred to as "SPO").

Based on the foregoing, the Extraordinary General Meeting of Shareholders is proposed to take a decision to amend the Regulations on the Dividend Policy of KEGOC.

2. If the proposed decision on this agenda item is not adopted by the Extraordinary General Meeting of Shareholders of KEGOC, there is a possibility that KEGOC won't be an appealing investment, including during the SPO. If the decision is adopted, there are no risks.

3. There are no anticipated socio-economic and/or legal consequences in case the KEGOC Extraordinary General Meeting of Shareholders adopts the proposed decision on this agenda item.

4. This agenda item was earlier considered by KEGOC's Board of Directors (Minutes No. 9 dated 25 August 2023).

**Chairman of KEGOC's Management Board,
member of KEGOC's Board of Directors**

Nabi Aitzhanov

**Decision regarding the agenda item of the extraordinary General meeting of
KEGOC's shareholders:**

“Amendments to the Regulations on Dividend Policy of KEGOC”

Having considered the agenda item and presented materials in accordance with Article 18.1.33 of KEGOC's Charter, **the extraordinary General Meeting of KEGOC Shareholders DECIDED to:**

1. Approve the amendments to the Regulations on the Dividend Policy of KEGOC as attached to this decision.

2. The Chairman of the Management Board of KEGOC (Nabi Aitzhanov) to take actions as required by this decision.

Appendix to decision of the extraordinary General Meeting of KEGOC's
Shareholders No. _____ dated _____

**Amendments to the Regulations on Dividend Policy of KEGOC
approved by the Management Board of Samruk-Kazyna JSC (Minutes No. 17/13 dated
April 09, 2013)**

Clause 7 of the Regulations on the dividend policy of Kazakhstan Electricity Grid Operating Company (KEGOC) JSC, approved by the Management Board of Samruk-Kazyna JSC (Minutes No. 17/13 dated April 09, 2013), shall be stated as follows:

“The Company's Board of Directors, when preparing a proposal on the procedure for distributing the Company's net income for the previous fiscal year or six months and the amount of dividends, will proceed from the fact that the amount allocated for the payment of dividends on ordinary shares should be at least 60% of net income.

The dividend amount paid in accordance with the performance of the year or half-year can be equal to or exceed 100 % of the Company net income for the past financial year or half-year accordingly, if it does not conflict with the laws of the Republic of Kazakhstan, contract obligations of the Company, requirements hereof, and other internal documents of the Company. Should a decision be taken to pay dividends exceeding 100 % of the Company's net income, the dividends will be paid out of the retained profits of the Company.”

COMPARATIVE TABLE
of amendments to the Regulations on Dividend Policy of KEGOC
approved by the Management Board of Samruk-Kazyna JSC (Minutes No. 17/13 dated April 09, 2013)

Item No.	Structural element	Current wording	Proposed wording	Note
1	Paragraph 7	<p>The Company's Board of Directors when working out proposal with regard to the procedure for distributing the Company's net income for the past financial year or half-year and dividend amount, shall presume that the amount allocated for dividends payment on ordinary shares shall make not less than 40 % of the net income.</p> <p>The dividend amount paid in accordance with the performance of the year or half-year can be equal to or exceed 100 % of the Company net income for the past financial year or half-year accordingly, if it does not conflict with the laws of the Republic of Kazakhstan, contract obligations of the Company, requirements hereof, and other internal documents of the Company. Should a decision be taken to pay dividends exceeding 100 % of the Company's net income, the dividends will be paid out of the retained profits of the Company.</p>	<p>The Company's Board of Directors, when preparing a proposal on the procedure for distributing the Company's net income for the previous fiscal year or six months and the amount of dividends, will proceed from the fact that the amount allocated for the payment of dividends on ordinary shares should be at least 60% of net income.</p> <p>The dividend amount paid in accordance with the performance of the year or half-year can be equal to or exceed 100 % of the Company net income for the past financial year or half-year accordingly, if it does not conflict with the laws of the Republic of Kazakhstan, contract obligations of the Company, requirements hereof, and other internal documents of the Company. Should a decision be taken to pay dividends exceeding 100 % of the Company's net income, the dividends will be paid out of the retained profits of the Company.</p>	<p>As part of the impending SPO, it is vital to boost KEGOC's investment appeal.</p>