

Notice of General Meeting

Kazakhmys PLC

(incorporated and registered in England and Wales under the Companies Act 1985 with registered number 05180783)

NOTICE IS HEREBY GIVEN that a GENERAL MEETING of Kazakhmys PLC will be held at 9.00 a.m. UK time (4.00 p.m Hong Kong time) on 26 September 2011 at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions by means of a poll of Independent Shareholders:

Ordinary Resolutions

1. THAT the waiver granted by the Panel of the obligation which may otherwise arise, pursuant to Rule 9 of the Code, for the Concert Party (or any person with whom the Concert Party is acting in concert) to make a general offer to the other Shareholders for all of their Ordinary Shares as a result of market purchases of Ordinary Shares by the Company pursuant to the Buyback Authority (including in connection with the Proposed Share Buyback), that could potentially increase the Concert Party's interest in Ordinary Shares from approximately 35.14 per cent. of the voting share capital of the Company to a maximum of approximately 39.04 per cent. of the voting share capital (assuming no vesting of Ordinary Shares under the LTIP Awards pursuant to the authority granted by Resolution 2), be and is hereby approved.

2. THAT the waiver granted by the Panel of the obligation which may otherwise arise, pursuant to Rule 9 of the Code, for the Concert Party (or any person with whom the Concert Party is acting in concert) to make a general offer to the other Shareholders for all of their Ordinary Shares as a result of the vesting of Ordinary Shares to LTIP Participants pursuant to the LTIP Awards, that could potentially increase the Concert Party's interest in Ordinary Shares from approximately 35.14 per cent. of the voting share capital of the Company to a maximum of approximately 35.18 per cent. of the voting share capital (assuming no use by the Company of the Buyback Authority pursuant to the authority granted by Resolution 1), be and is hereby approved.

By order of the Board

Robert Welch
Company Secretary

9 September 2011

Registered Office:

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

Notes:

- (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 General Meeting. A proxy need not be a Shareholder of the Company. A Shareholder may appoint more than one proxy in relation to the 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 General Meeting. Completion and return of such a Form of Proxy will not prevent a Shareholder from attending the 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 either Computershare Investor Services PLC ("Computershare") at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom or Computershare Hong Kong Investor Services Limited ("Computershare Hong Kong") at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong so as to arrive by 9:00 a.m. UK time

(4.00 p.m Hong Kong time) on 24 September 2011 (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 Companies Act 2006 ("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) Shareholders may, if they so wish, register the appointment of a proxy or proxies electronically by logging on to Computershare's website at www.eproxyappointment.com 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 or Computershare Hong Kong no later than 9:00 a.m. UK time (4.00 p.m Hong Kong time) on 24 September 2011. A Form of Proxy lodged electronically will be invalid unless it is lodged at the address specified on either Computershare's or Computershare Hong Kong's website.
- (F) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the 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.
- (G) 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.
- (H) 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.
- (I) 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.
- (J) Entitlement to attend and vote at the General Meeting, and the number of votes which may be cast at the General Meeting, will be determined by reference to the Company's register of members at 6.00 p.m. UK time (4:30 p.m. Hong Kong time) on 23 September 2011 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.
- (K) As at 7 September 2011 (being the latest practicable date prior to the publication of this Notice of General Meeting) the Company's issued share capital consists of 535,240,338 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 7 September 2011 are 535,240,338.
- (L) Any Shareholder attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt

with at the General Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or good order of the General Meeting that the question be answered.

- (M) Any Shareholder with special needs wishing to attend the General Meeting should contact the Company Secretary's department at the Company's registered office so that appropriate arrangements can be made (telephone: +44 (0)20 7901 7800).
- (N) Persons who are not Shareholders will not be admitted to the General Meeting unless prior arrangements have been made with the Company.
- (O) We ask all those present at the General Meeting to facilitate the orderly conduct of the meeting and reserve the right, if orderly conduct is threatened by a person's behaviour, to require that person to leave.
- (P) Shareholders should note that doors to the General Meeting will open at 8.45 a.m.
- (Q) Please note that, for security reasons, all hand luggage may be subject to examination prior to entry to the General Meeting. Cameras, tape recorders, laptop computers and similar equipment may not be taken into the General Meeting.
- (R) A copy of this notice and other information required by Section 311A of the Companies Act 2006 can be found at www.kazakhmys.com.