



This Form of Proxy is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. KAZ Minerals PLC (the 'Company'), Computershare Investor Services PLC and Computershare Hong Kong Investor Services Limited accept no liability for any instruction that does not comply with these conditions.

**Explanatory Notes:**

1. Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his/her proxy to exercise all or any of his/her rights to attend, speak and vote on his/her behalf at the meeting. If you wish to appoint a person other than the Chairman of the meeting, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy, (an) additional Form(s) of Proxy may be obtained by contacting the Registrars' helpline on +44 370 707 1100 (for UK register shareholders) or on +852 2862 8555 (for Hong Kong register shareholders). Alternatively, you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which he/she is authorised to act as your proxy. Please also indicate by ticking the appropriate box (see reverse) if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. If you wish your proxy to cast your votes 'For' or 'Against' a resolution you may insert an 'x' in the appropriate box. If you do not wish your proxy to vote on any particular resolution, insert an 'x' in the 'Vote Withheld' box. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution. If you do not indicate how your proxy is to vote, you will be deemed to have authorised your proxy to vote or withhold your vote as your proxy thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting.
4. Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the UK register of members of the Company at 6.00 p.m. (London time) on 25 April 2017 and the Hong Kong register of members of the Company at 4.30 p.m. (Hong Kong time) on 25 April 2017, 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.
5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID 3RA50) not later than 12.15 p.m. on 25 April 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. A corporation must execute this Form of Proxy under its common seal or under the hand of an authorised officer or attorney.
7. Voting at the Annual General Meeting will be by way of a poll, using poll cards.
8. The above is how your address appears on the register of members. If this information is incorrect please ring the Registrars' helpline on +44 370 707 1100 (for UK register shareholders) or on +852 2862 8555 (for Hong Kong register shareholders) to request a change of address form.
9. The completion and return of this Form of Proxy will not preclude a member from attending and voting in person.

**The completed Form of Proxy and any photocopies must be deposited with the Company's registrar as shown below:**

- **for UK register shareholders: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 12.15 p.m. (London time) on 25 April 2017.**
- **for Hong Kong register shareholders: Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 7.15 p.m. (Hong Kong time) on 25 April 2017.**

**A self-addressed envelope (reply paid in the UK or Hong Kong) is enclosed.**



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Control Number:

SRN:

PIN:



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**If you wish to attend please bring this card with you.**

**If you appoint a proxy, do not give this card to your proxy.**

The Annual General Meeting of KAZ Minerals PLC will be held at 12.15 p.m. on 27 April 2017 at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ, United Kingdom.

Please indicate your vote by marking the appropriate boxes in black ink like this:



Please tick here if this proxy appointment is one of multiple appointments being made.



For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

I/We, being (a) shareholder(s) of KAZ Minerals PLC, hereby appoint the Chairman of the meeting OR the following person

Name of proxy	Number of shares proxy is appointed over
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Please leave this box blank if you wish to select the Chairman of the meeting. Do not enter your own name(s).

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement (as indicated above) on my/our behalf at the Annual General Meeting of the Company to be held at 12.15 p.m. on 27 April 2017 at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ, United Kingdom, and at any adjournment thereof.

**Resolutions**

Resolutions 1 to 16 will be proposed as ordinary resolutions and Resolutions 17 to 20 will be proposed as special resolutions.

	Vote				Vote		
	For	Against	Withheld		For	Against	Withheld
1. To receive the 2016 Directors' and auditors' reports and the accounts of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To re-appoint KPMG LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Policy on Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To authorise the Directors to set the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the 2016 Directors' Report on Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To approve the Rules of the KAZ Minerals PLC 2017 Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Simon Heale as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To approve the Rules of the KAZ Minerals PLC 2017 Deferred Share Bonus Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Oleg Novachuk as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15a. To approve the Rules of the KAZ Minerals PLC 2007 Deferred Share Bonus Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Andrew Southam as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To renew the Directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Lynda Armstrong as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Directors' authority to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Vladimir Kim as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise the Directors to disapply pre-emption rights in connection with an acquisition or specified capital investment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Michael Lynch-Bell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise the Directors to make market purchases of the Company's shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect John MacKenzie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To authorise the calling of general meetings on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Charles Watson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

**Intention to Attend**

Please indicate if you wish to attend the AGM

I/We would like my/our proxy to vote on the resolutions proposed at the meeting as indicated on this Form of Proxy. Unless otherwise instructed the proxy may vote as he/she sees fit or abstain in relation to any business of the meeting.

Signature

Date

/ /

In the case of a corporation, this Form of Proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. Director, Secretary).

**EXT0550**



**How to get to Linklaters LLP:** The offices of Linklaters are located at One Silk Street, London EC2Y 8HQ, United Kingdom.

**Nearest tube stations:** Moorgate (Northern, Circle, Metropolitan, and Hammersmith and City lines) and Barbican (Circle, Metropolitan, and Hammersmith and City lines) are a few minutes walk away.

**Nearest train stations:** Waterloo and Euston are approximately a 20 minute journey away, Liverpool Street and King's Cross St Pancras (for Eurostar) are all approximately a 10-15 minute journey away.

**Airports:** London Heathrow (20 miles) and City Airport (5 miles).

**Parking:** metered parking is available at the nearby NCP car park in the Barbican Centre.