



KAZAKHMY



Kazakhmys PLC
Notice of Annual General Meeting

Friday 15 May 2009
12.15pm

The Lincoln Centre
18 Lincoln's Inn Fields
London
WC2A 3ED
United Kingdom

This document is important and requires your immediate attention

This document gives notice of the Company's 2009 Annual General Meeting and lists resolutions to be voted on at that meeting.

If you are in any doubt as to what actions you should take, you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising in connection with shares and other securities. If you have sold or otherwise transferred all of your shares in Kazakhmys PLC, please send this document, together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Chairman's Letter

Dear Shareholder

ANNUAL GENERAL MEETING – FRIDAY 15 MAY 2009

It gives me great pleasure to invite you to attend the fifth Annual General Meeting of the Company which will be held at 12.15pm on Friday 15 May 2009 at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED, United Kingdom. Details of the location of the Annual General Meeting venue and some general information regarding shareholder services are set out on page 8.

At last year's Annual General Meeting, shareholders passed a resolution allowing the Kazakhmys website to be used as the primary means of communication with shareholders. In October 2008, we wrote to all our shareholders asking them to choose how they would like to receive communications from Kazakhmys in the future. A large proportion of shareholders accepted web or email communication allowing us to significantly reduce the amount of printed documents we have produced this year and helping us to reduce costs and our impact on the environment.

If at any time you wish to change your preference on how you would like to receive shareholder documentation, please contact our registrar, Computershare, whose details are set out on page 8.

This Notice of Annual General Meeting sets out the resolutions to be put to shareholders. Formal notice of meeting appears on pages 2 and 3 and a Form of Proxy is enclosed.

Resolutions 1 to 7 are standard matters that are dealt with at every Annual General Meeting. Resolutions 8 to 9, although also matters that are dealt with at every Annual General Meeting, require special resolutions and will enable Directors to take advantage of business opportunities as they arise. Resolutions 10 and 11 are also special resolutions and deal with the proposed implementation of the Shareholder Rights Directive and with changes to the Company's Articles of Association, respectively.

The first two special resolutions (covered by resolutions 8 and 9) relate to Directors' authority to allot shares for cash up to a maximum aggregate amount of £5,352,403, without having to offer such shares to existing shareholders and the grant of a limited authority to enable Kazakhmys to make market purchases of its own shares up to a limit of 53,524,033 shares. The next item (covered by resolution 10) relates to the Shareholder Rights Directive which is intended to be implemented in the United Kingdom in August this year. One of the requirements of the Directive is that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period. We are currently able to call general meetings (other than annual general meetings) on 14 days' notice. We are proposing a resolution at the AGM so that, if necessary, we can still call meetings on a minimum of 14 clear days' notice after the Directive is implemented.

Resolution 11 relates to changes to the Company's Articles of Association. Firstly, in order to give the Company greater flexibility, paragraph (a) of resolution 11 proposes to increase the number of Directors who may be appointed to the Board from a maximum of 10 to a maximum of 12. Paragraphs (b), (c) and (d) of resolution 11 take account of a change in English company law brought about by the Companies Act 2006 to abolish the concept of authorised share capital and the requirement for companies to have an objects clause, and as such the Company proposes to remove references to authorised share capital and its objects clause from its Memorandum and Articles of Association.

Further details of these proposals, together with an explanation of all other items of business, are set out on pages 4 and 5.

Given the fall in commodity prices, the continued market uncertainty and the emphasis on conserving cash, the Board does not recommend the payment of a final dividend this year.

In keeping with best practice, voting at this year's Annual General Meeting will once again be conducted by way of a poll, using an electronic voting system, details of which are set out on page 7.

Your Directors consider that the proposals described in this Notice are in the best interests of the Company as a whole and unanimously recommend shareholders to vote in favour of the resolutions as they intend to do so in respect of their aggregate beneficial holdings.

The Annual General Meeting provides shareholders with an opportunity to communicate with their Board and I hope that you will make use of this opportunity.

If there are any aspects of the contents of this letter, or of the business of the meeting generally, about which you have questions please fax +44 (0)20 7901 7859 or write to me at the Company's registered office.

Yours sincerely

VLADIMIR KIM
CHAIRMAN

9 April 2009

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

Registered in England and Wales: 5180783

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the fifth Annual General Meeting of the Company will be held at 12.15pm on Friday 15 May 2009 at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED, United Kingdom, to consider and, if thought fit, pass the following resolutions of which Resolutions 1 to 7 will be proposed as ordinary resolutions and Resolutions 8 to 11 will be proposed as special resolutions.

1. To receive the Directors' and auditors' reports and the accounts of the Company for the year ended 31 December 2008.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2008.
3. To elect Daulet Yergozhin as a Director, who retires having been appointed to the Board since the last Annual General Meeting.
4. To elect Peter Hickson as a Director, who retires having been appointed to the Board since the last Annual General Meeting.
5. To re-appoint Ernst & Young LLP as auditors of the Company until the conclusion of the next general meeting at which accounts are laid before the Company.
6. To authorise the Directors to set the remuneration of the auditors.
7. To authorise the Directors generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 (the "1985 Act") to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the 1985 Act):
 - (a) up to a nominal amount of £35,682,689;
 - (b) comprising equity securities (as defined in the 1985 Act) up to a further nominal amount of £35,682,689 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 80 of the 1985 Act and to expire at the end of the next Annual General Meeting, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends.

For the purposes of this Resolution "rights issue" means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

- (ii) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

8. To empower the Directors, subject to the passing of Resolution 7 above, to allot equity securities (as defined in Section 94(2) of the 1985 Act) wholly for cash:
 - (a) pursuant to the authority given by paragraph (a) of Resolution 7 above or where the allotment constitutes an allotment of equity securities by virtue of Section 94(3A) of the 1985 Act in each case:
 - (1) in connection with a pre-emptive offer; and
 - (2) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £5,352,403; and
 - (b) pursuant to the authority given by paragraph (b) of Resolution 7 above in connection with a rights issue, as if Section 89(1) of the 1985 Act did not apply to any such allotment;

such power to expire at the end of the next Annual General Meeting so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.

For the purposes of this Resolution:

- (i) "rights issue" has the same meaning as in Resolution 7 above;
- (ii) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;

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- (iii) references to an allotment of equity securities shall include a sale of treasury shares; and
- (iv) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.
9. To authorise the Company generally and unconditionally for the purposes of Section 166 of the Companies Act 1985 (the "1985 Act") to make one or more market purchases (within the meaning of Section 163(3) of the 1985 Act) of ordinary shares of 20 pence each in the capital of the Company provided that:
- 9.1 the maximum aggregate number of ordinary shares authorised to be purchased is 53,524,033;
- 9.2 the minimum price which may be paid for an ordinary share is 20 pence per ordinary share;
- 9.3 the maximum price which may be paid for an ordinary share is an amount equal to the higher of (a) 105% of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased or (b) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003);
- 9.4 unless previously renewed, varied or revoked, this authority shall continue for a period expiring at the conclusion of the Company's Annual General Meeting in 2010, save that the Company may make a contract or contracts to purchase ordinary shares under this authority before the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority.
10. To permit the calling of a general meeting other than an annual general meeting on not less than 14 clear days' notice.
11. To amend the Articles of Association of the Company:
- (a) by amending, with immediate effect, Article 82.1 such that it shall read "Unless and until otherwise determined by the Company by ordinary resolution, the number of Directors (other than any alternate Directors) shall be not more than 12 or less than two. At least one Director shall be a natural person."
- (b) by deleting, with effect from 00.01 a.m. on 1 October 2009, all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association;
- (c) by removing, with effect from 00.01 a.m. on 1 October 2009, any limit previously imposed on the Company's authorised share capital whether by the Company's Memorandum or Articles of Association or by resolution in general meeting; and
- (d) by deleting, with effect from 00.01 a.m. on 1 October 2009, Article 5 in its entirety and replacing it with:
- "5 Liability of members
- 5.1 The liability of each member is limited to the amount (if any) for the time being unpaid on the shares held by that member."

By order of the Board

ROBERT WELCH
COMPANY SECRETARY

9 April 2009

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

Registered in England and Wales: 5180783

Explanatory Notes to the Business of the Meeting

ANNUAL REPORT AND ACCOUNTS (RESOLUTION 1)

The Directors of the Company will present their report, the report of the auditors and the annual accounts for the year ended 31 December 2008 to the meeting and shareholders may raise any questions on the report and accounts under this resolution.

DIRECTORS' REMUNERATION REPORT (RESOLUTION 2)

Shareholders will be asked to approve the Directors' Remuneration Report for the year ended 31 December 2008, which is set out on pages 60 to 65 of the annual report and accounts (available to download from the Kazakhmys website at www.kazakhmys.com). The vote is advisory in nature on the report as a whole.

ELECTION OF DIRECTORS (RESOLUTIONS 3 and 4)

The Articles of Association require newly appointed Directors to stand for election at the first AGM following their appointment. Daulet Yergozhin and Peter Hickson were appointed on 19 November 2008 and 5 March 2009, respectively, and are therefore seeking election by shareholders as Directors.

Biographical details of Daulet Yergozhin and Peter Hickson are set out on page 53 of the annual report and accounts (available to download from the Kazakhmys website at www.kazakhmys.com).

RE-APPOINTMENT OF AUDITORS (RESOLUTION 5)

The Company is required at each general meeting at which accounts are presented to appoint auditors to hold office until the next such meeting. This resolution, which has been recommended to the Board by the Audit Committee following its detailed review of both the effectiveness of the external audit process and the auditors' continuing objectivity and independence, seeks the re-appointment of Ernst & Young LLP as auditors to the Company. Ernst & Young LLP has indicated its willingness to continue in office.

REMUNERATION OF AUDITORS (RESOLUTION 6)

Resolution 6 will, if passed, authorise the Board to set the remuneration of the auditors.

AUTHORITY TO ALLOT SHARES (RESOLUTION 7)

The purpose of Resolution 7 is to renew the Directors' power to allot shares.

The authority in paragraph (a) will allow the Directors to allot new shares and other 'relevant securities' up to a nominal value

of £35,682,689, which is equivalent to approximately 33 per cent of the total issued ordinary share capital of the Company as at 30 March 2009.

The authority in paragraph (b) will allow the Directors to allot new shares and other 'relevant securities' only in connection with a rights issue up to a further nominal value of £35,682,689, which is equivalent to approximately 33 per cent of the total issued ordinary share capital of the Company as at 30 March 2009.

In accordance with corporate governance guidelines, prior to 1 October 2009 the authority in paragraph (b) will be limited to a nominal value of up to £7,269,243 being equivalent to the outstanding authorised share capital of the Company after taking into account the allotment of shares under paragraph (a). Following the changes to the Articles of Association to remove the Company's authorised share capital effective from 1 October 2009 as set out in paragraphs (b), (c) and (d) of Resolution 11, the limit will be increased up to £35,682,689.

At 30 March 2009, the Company did not hold any shares in treasury.

There are no present plans to undertake a rights issue or to allot new shares. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place in appropriate circumstances.

If the resolution is passed the authority will expire at the end of the AGM in 2010.

DISAPPLICATION OF PRE-EMPTION RIGHTS (RESOLUTION 8)

If the Directors wish to allot new shares or other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme) company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

The purpose of paragraph (a) of Resolution 8 is to authorise Directors to allot new shares pursuant to the authority given by paragraph (a) of Resolution 7 for cash (1) in connection with a pre-emptive offer or rights issue or (2) otherwise up to a nominal value of £5,352,403, equivalent to five per cent of the total issued ordinary share capital of the Company as at 30 March 2009, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

The purpose of paragraph (b) of Resolution 8 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (b) of Resolution 7, or sell treasury shares, for cash in connection with a rights issue without the shares first being offered to existing shareholders in proportion to their existing holdings. This is in line with corporate governance guidelines.

The Board considers the authority in Resolution 8 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions. The Board has no immediate plans to make use of this authority.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles not to allot shares on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company within a rolling 3-year period without prior consultation with shareholders.

AUTHORITY TO BUY SHARES (RESOLUTION 9)

Under Section 166 of the Companies Act 1985 the directors of a company may make market purchases of that company's shares if authorised to do so. The Company's Articles of Association give a general authority to the Directors to purchase shares on the market but that authority is subject to the approval of shareholders. The Directors believe that granting such approval would be in the best interests of shareholders in allowing them the flexibility to react promptly to circumstances requiring market purchases and Resolution 9 seeks to renew the authority given at the Annual General Meeting held on 30 April 2008.

This Resolution 9, which will be proposed as a Special Resolution, will, if passed, give the Directors authority to make one or more market purchases of the Company's shares up to a limit of 53,524,033 ordinary shares having an aggregate nominal value of £10,704,806 which represents approximately 10% of the issued ordinary share capital of the Company as at 30 March 2009. The upper and lower limits on the price which may be paid for those shares are set out in the resolution itself. This authority will expire at the conclusion of the Company's Annual General Meeting in 2010.

Shares purchased under this authority may be held as treasury shares. The Company may purchase and hold shares as treasury shares up to a maximum equal to 10% of the nominal value of the issued ordinary shares at that time, rather than cancelling them. Shares held in treasury do not carry voting rights and no dividends will be paid on any such shares.

Treasury shares may only be used by the Company for limited purposes: it may cancel those shares or sell them for cash. Treasury shares can be sold quickly and cost effectively, giving the Company additional flexibility in the management of its capital base.

Shares will only be purchased if the Directors consider such purchases to be in the best interests of shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other

investment opportunities, appropriate gearing levels and the overall financial position of the Group. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

NOTICE OF GENERAL MEETINGS (RESOLUTION 10)

This resolution is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The Regulations implementing this Directive will increase the notice period for general meetings of the Company to 21 days unless certain requirements are satisfied. The Company is currently able to call general meetings (other than an AGM) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 clear days' notice. Resolution 10 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive in order to be able to call a general meeting on 14 clear days' notice.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION (RESOLUTION 11)

It is proposed in Resolution 11 to make certain changes to the Articles of Association in order to update the Company's current Articles of Association primarily to take account of changes in English company law brought about by those provisions of the Companies Act 2006 which come into force on 1 October 2009 and to increase the maximum number of Directors from 10 to 12.

The change to the Articles of Association that would be implemented with immediate effect by paragraph (a) of Resolution 11 would allow the Board of Directors of the Company to comprise of more than 10 members (being the current upper limit) up to a maximum of 12. This change would provide greater flexibility in executive and non-executive appointments although there is no present intention to increase the size of the Board to take advantage of this change.

The changes to the Companies Act 2006 being implemented on 1 October 2009 abolish the requirement for a company to have an authorised share capital or an objects clause and the changes to the Articles of Association that would be implemented by paragraphs (b), (c) and (d) of Resolution 11 reflect those changes. The Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes. As the relevant provisions of the Companies Act 2006 do not come into force until 1 October 2009, the proposed changes to be implemented by paragraphs (b), (c) and (d) of Resolution 11 will only become effective on 1 October 2009.

Notes to the Notice of Annual General Meeting

FORM OF PROXY

- a) A member 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 Annual General Meeting. A proxy need not be a member of the Company. A shareholder may appoint more than one proxy in relation to the Annual 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. Completion and return of such a Form of Proxy will not prevent a member from attending the Annual 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 the Company's registrar, Computershare Investor Services PLC ('Computershare'), The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom by 12.15pm on Wednesday 13 May 2009 (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 the 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) Unless voting instructions are indicated on the Form of Proxy, a proxy may vote or withhold his/her vote as he/she thinks fit on the resolutions or other business (including amendments to resolutions) which may come before the meeting.

ELECTRONIC PROXY APPOINTMENTS

- f) Shareholders may, if they so wish, register the appointment of a proxy 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 no later than 12.15pm on Wednesday 13 May 2009. A Form of Proxy lodged electronically will be invalid unless it is lodged at the address specified on Computershare's website.

- g) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual 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.
- h) 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, in order to be valid, 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.
- i) 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.
- j) 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.
- k) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that: (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will

be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

DOCUMENTS AVAILABLE FOR INSPECTION

- l) Copies of the service contract of each executive Director and the letter of appointment of each non-executive Director setting out the terms and conditions of their appointment are available for inspection at the Company's registered office during normal business hours on any business day until the date of the Annual General Meeting and will be available at the place of the Annual General Meeting from 15 minutes prior to the commencement of the meeting until the conclusion thereof.
- m) Copies of the Company's Memorandum and Articles of Association marked to show the changes being proposed in Resolution 11, are available for inspection at the Company's registered office and at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ during normal business hours on any business day until the date of the Annual General Meeting and will be available at the place of the Annual General Meeting from 15 minutes prior to the commencement of the meeting until the conclusion thereof.

PUBLICATION OF AUDIT CONCERNS

- n) Shareholders should note that, on a request made by shareholders of the Company under Section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting for the financial year beginning 1 January 2009; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning 1 January 2009 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on the website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

ATTENDANCE AND VOTING

- o) Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755) the Company has specified that only those shareholders registered on the register of members of the Company at 6.00pm on Wednesday 13 May 2009 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the register of members after 6.00pm on Wednesday 13 May 2009 shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
- p) As noted in the Chairman's Letter on page 1, it is proposed that voting at this year's Annual General Meeting will be conducted by way of a poll using an electronic voting system. On arrival at the Annual General Meeting, all those entitled to vote will be required to register and collect a keypad with a personalised smart card to be used for the electronic poll vote. In order to facilitate these arrangements, it would be helpful if you would arrive at the Annual General Meeting in good time and bring with you your attendance card which is attached to the Form of Proxy. You will be given instructions on how you use your keypad at the meeting.
- q) As at 30 March 2009 (being the latest practicable date prior to the publication of this notice) 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 30 March 2009 are 535,240,338.
- r) Any shareholder with special needs wishing to attend the Annual 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).
- s) Persons who are not shareholders of the Company will not be admitted to the Annual General Meeting unless prior arrangements have been made with the Company.
- t) We ask all those present at the Annual 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.
- u) Shareholders should note that doors to the Annual General Meeting will open at 11.30am.
- v) Please note that, for security reasons, all hand luggage may be subject to examination prior to entry to the Annual General Meeting. Cameras, tape recorders, laptop computers and similar equipment may not be taken into the Annual General Meeting.

Shareholder Information

SHAREHOLDER ENQUIRIES

The Company's share register is maintained by:

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol BS99 7NH
United Kingdom
Telephone: +44 (0)870 707 1100
Fax: +44 (0)870 703 6116
Email: web.queries@computershare.co.uk
www.computershare.com

Any queries about the administration of holdings of ordinary shares, such as change of address, change of ownership or dividend payments, should be directed to Computershare at the address and telephone number above.

Any queries from shareholders in Kazakhstan may be addressed to:

Kamal Uteshev
Kazakhmys Services Limited
Almaty Branch Office
69-A, Samal 2
Almaty 050059
Republic of Kazakhstan
Telephone: +7 727 2663317

DIVIDENDS

As noted in the Chairman's Letter on page 1, the Board does not recommend the payment of a final dividend. The total dividend for the year ended 31 December 2008 therefore comprises the interim dividend of 14.0 US cents per share paid on 24 October 2008.

CURRENCY OPTION AND DIVIDEND MANDATE

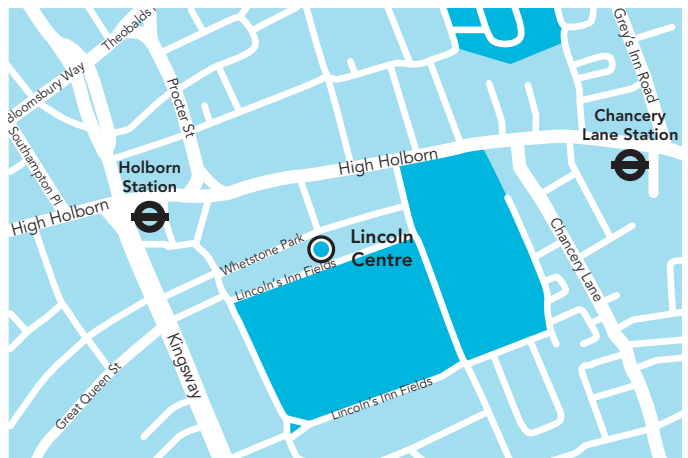
The Company declares dividends in US dollars. If you wish to receive future dividends in UK pounds sterling, you should contact the Company's registrar, Computershare, to request a Currency Election Form.

Computershare can also arrange for your future dividends to be paid directly into your UK bank account. To take advantage of this facility, you should contact Computershare to request a Dividend Mandate Form. This arrangement is only available in respect of dividends paid in UK pounds sterling.

HALF-YEARLY RESULTS

As disclosed in last year's Annual Report, the Directors have taken advantage of the changes to the Listing Rules of the Financial Services Authority removing the requirement to issue a hard copy of the half-yearly results to shareholders. The half-yearly results will still be issued in the form of a press release and will continue to be available on the Company's website.

HOW TO GET TO THE VENUE



The Lincoln Centre is located in the heart of London's Lincoln's Inn Fields.

Nearest tube stations: Both Holborn (Central and Piccadilly Lines) and Chancery Lane (Central Line) are a 5 minute walk away.

Nearest train stations: Waterloo, Euston, Liverpool Street and King's Cross St Pancras (for Eurostar) are all approximately 10 – 15 minutes away.

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

Parking: parking is available in Lincoln's Inn Fields or at the nearby NCP car parks in Drury Lane and Bloomsbury Square.

Notes



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