



On Approval of the Rules for Engaging an Independent Consultant

Invalidated Unofficial translation

Resolution No.382 of the Government of the Republic of Kazakhstan dated June 29, 2016. Abolished by the Decree of the Government of the Republic of Kazakhstan dated July 11, 2023 No. 550

Unofficial translation

Footnote. Abolished by the Decree of the Government of the Republic of Kazakhstan dated July 11, 2023 No. 550 (it is put into effect after ten calendar days after the date of its first official publication).

In accordance with paragraph 5 of Article 100-1 of the Law of the Republic of Kazakhstan "On State Property", the Government of the Republic of Kazakhstan **HEREBY RESOLVES TO:**

Footnote. Preamble - as amended by Decree of the Government of the Republic of Kazakhstan dated February 15, 2023 No. 128 (shall be enforced ten calendar days after the day of its first official publication).

1. Approve the attached Rules for engaging an independent consultant.
2. This Resolution shall take effect ten calendar days after the date of its first official publication.

*Prime Minister
of the Republic of Kazakhstan*

K. Massimov

Approved
by Resolution No. 382
of the Government
of the Republic of Kazakhstan
dated June 29, 2016

Rules

for engaging an independent consultant Chapter 1. General Provisions

Footnote. The heading of Chapter 1 as amended by Resolution No. 247 of the Government of the Republic of Kazakhstan dated 16.04.2021 (shall be enforced ten calendar days after the date of its first official publication).

1. These Rules for engaging an independent consultant (hereinafter - the Rules) have been developed in accordance with paragraph 5 of Article 100-1 of the Law of the Republic of Kazakhstan "On State Property" (hereinafter - the Law) and determine the procedure for engaging an independent consultant for the purposes of:

assessing the market value of the privatization object, whose balance sheet value is more than 2,500,000 times the monthly calculation index established by the law on the republican budget and effective as of January 1 of the corresponding financial year (hereinafter - the privatization object);

support of a sale transaction of a privatization object through two-stage tender procedures.

Footnote. Paragraph 1 as amended by Resolution No. 247 of the Government of the Republic of Kazakhstan dated 16.04.2021 (shall be enforced ten calendar days after the date of its first official publication).

2. The following concepts shall be used in these Rules:

1) privatization - the sale by the state of state property to individuals, and non-state legal entities within the framework of special procedures established by the Law, except for the sale of state property to a state Islamic special financial company;

2) a comprehensive assessment methodology - a methodology developed by the commission for evaluating the proposals of independent consultants, taking into account the qualitative and quantitative characteristics, the price of services and (or) works and other conditions specified in the proposals of independent consultants, approved by the authorized body for state property management or the local executive body;

3) commission on privatization of state property objects (hereinafter referred to as the Commission) - a collegial body created by the authorized body for state property management or a local executive body for the preparation and conduct of tenders for privatization provided for by the Law;

4) web portal of the state property register - an Internet resource located on the Internet at the address: www.gosreestr.kz, providing a single point of access to the electronic database of the state property register;

5) seller - an authorized body for state property or a local executive body or the administration of the akim of a city of district significance, a village, a township, or a rural district;

6) independent consultants - legal entities, including foreign ones, or their associations, participants in appraisal and (or) investment activities, and (or) financial consulting, engaged by the seller to assess the market value of the privatization object and (or) support the transaction for objects of privatization.

Footnote. Paragraph 2 - as amended by Decree of the Government of the Republic of Kazakhstan dated February 15, 2023 No. 128 (shall be enforced ten calendar days after the day of its first official publication).

Chapter 2. Procedure for engaging an independent consultant

Footnote. The heading of Chapter 2 as amended by Resolution No. 247 of the Government of the Republic of Kazakhstan dated 16.04.2021 (shall be enforced ten calendar days after the date of its first official publication).

3. The procedure for engaging an independent consultant shall include the following actions:

- 1) collection by the seller of the necessary information on the privatization object;
- 2) preparation by the Commission of a request for proposals and preparation of a draft contract;
- 3) publication by the seller of a request for proposals and, if necessary, mailing of the request for proposals to potential independent consultants;
- 4) provision by the seller of access to the privatization object to potential independent consultants for viewing and obtaining additional information;
- 5) selection by the commission of an independent consultant and conclusion of a contract.

Footnote. Paragraph 3 as amended by Decree of the Government of the Republic of Kazakhstan dated February 15, 2023 No. 128 (shall be enforced ten calendar days after the day of its first official publication).

4. A potential independent consultant shall be engaged in one of the following ways:

- 1) from one source;
- 2) by requesting and considering proposals from potential independent consultants.

5. A potential independent consultant from a single source shall be engaged by directly concluding a contract for the provision of services on conducting a market value assessment and (or) supporting a transaction on a privatization object (hereinafter - the contract) in cases where:

1) an independent consultant was previously engaged to provide relevant services concerning the privatization object, and the commission recommended the expediency of continuing relations with such an independent consultant concerning this privatization object, subject to the satisfactory performance of services by him at the initial stage;

2) additional services and (or) work are required that are not provided for by the contract and were not foreseen by the seller at the time of concluding the contract, but are necessary to complete the services and (or) perform work under the contract.

6. A potential independent consultant from a single source in the cases provided for in subparagraphs 1) and 2) of paragraph 5 of these Rules shall be engaged by the seller on the basis of the recommendation of the commission. Alongside this, the terms of the contract or an additional agreement to the contract shall be determined through negotiations conducted in accordance with the provisions of these Rules.

7. The Commission shall develop proposals:

1) the type of privatization, conditions for the sale of the privatization object and requirements for the privatization object buyer;

2) requests for proposals to potential independent consultants to assess the market value of the privatization object and (or) support the transaction for the privatization object sale, including motivated proposals for combining or separating these types of services.

Footnote. Paragraph 7 as amended by Decree of the Government of the Republic of Kazakhstan dated February 15, 2023 No. 128 (shall be enforced ten calendar days after the day of its first official publication).

8. The Commission shall make recommendations to the seller on the type of privatization, the conditions for the sale of the privatization object, the requirements for the buyer of the privatization object and independent consultants.

Footnote. Paragraph 8 - as amended by Decree of the Government of the Republic of Kazakhstan dated February 15, 2023 No. 128 (shall be enforced ten calendar days after the day of its first official publication).

9. The request for proposals to a potential independent consultant shall be approved by the seller on the recommendation of the commission, depending on the type of service for:

1) assessment of the market value of the privatization object for all privatization objects, the value of which corresponds to paragraph 1 of these Rules;

2) support of the transaction for the privatization object sale through two-stage tender procedures.

Footnote. Paragraph 9 as amended by Resolution No. 247 of the Government of the Republic of Kazakhstan dated 16.04.2021 (shall be enforced ten calendar days after the date of its first official publication).

10. Request for proposals must contain:

1) technical specification indicating the types and characteristics of the required services, including services for assessing the market value of the privatization object and (or) supporting the transaction on the privatization object;

2) requirements for a potential independent consultant and, if necessary, an association of legal entities (consortium) and (or) subcontractors of a potential independent consultant, which include requirements for work experience, availability of relevant licenses and (or) certificates, education, work experience and qualifications of potential independent consultant's employees;

3) the size of the block of shares (participatory interests) of the joint-stock company (limited liability partnership), which is the object of privatization;

4) the terms for the provision of services;

5) the maximum amount allocated for acquiring services for assessing the market value of the privatization object, and, if necessary, the maximum percentage of

remuneration for the privatization object sale when supporting the transaction for the privatization object sale;

6) a list of documents attached to the proposal, determined in accordance with paragraph 11 of these Rules;

7) the procedure, method and deadline for filing the application and the required validity term of the application;

8) requirements for the language of preparation and presentation of the offer and documents attached to it;

9) indication of the right of a potential independent consultant to change or withdraw his application before the deadline for submitting an application;

10) date, time and place of opening applications of potential independent consultants;

11) a draft agreement indicating the essential terms of the contract in accordance with Appendix 2 to these Rules;

12) type of privatization, conditions for the privatization object sale and requirements for the privatization object buyer, terms for the sale and (or) pre-sale preparation of the privatization object;

13) the conditions, types, amount, volume and method of depositing the security for the performance of the contract, if the security for the performance of the contract is provided for by the draft contract;

14) information on the privatization object and (or) a link to publicly available information sources on the privatization object;

15) ways in which potential independent consultants can request clarifications on the content of the request for proposals and (or) receive additional information on the privatization object.

11. If an association of legal entities (consortium) participates as a potential independent consultant, the request for proposals shall provide for the requirement to file the following documents as part of the application:

1) copies of the power of attorney issued to the person (persons) representing the interests of a potential independent consultant for the right to sign the application, and (or) the person (s) representing the interests of the association of legal entities (consortium) for the right to sign the application;

2) copies of documents confirming compliance of a potential independent consultant, association of legal entities (consortium) and (or) subcontractors of a potential independent consultant with the requirements of the request for proposals;

3) copies of the agreement on joint economic activity (consortium agreement), if the application is filed by an association of legal entities (consortium);

4) other documents relevant for the selection of an independent consultant.

12. The request for proposals shall be published by the seller on the web portal of the state property register in the state and Russian languages at least fifteen calendar days before the deadline for applications filing. In addition to publishing a request for proposals, the seller has the right to mail out a request for proposals to potential independent consultants within the period specified in this paragraph.

Footnote. Paragraph 12 as amended by Resolution No. 247 of the Government of the Republic of Kazakhstan dated 16.04.2021 (shall be enforced ten calendar days after the date of its first official publication).

13. Registration of potential independent consultants shall be carried out from the date of publication of the request for proposals on the web portal of the state property register and end twenty-four hours before opening of the received applications.

14. To register as a potential independent consultant, it is necessary to file an application from a potential independent consultant, presenting a written obligation of a potential independent consultant, if declared the winner, to conclude a contract on the terms specified in the request for proposals, in accordance with the form in Appendix 1 to these Rules.

15. The application of a potential independent consultant must contain:

1) a copy of the certificate or a certificate of state registration (re-registration) of a legal entity with mandatory presentation of the original for verification or a notarized copy of the said document or a certificate of state registration (re-registration) of a legal entity;

2) a notarized copy of the charter or a copy of the charter with the original for verification (foreign legal entities submit constituent documents with a notarized translation into the state and Russian languages);

3) documents confirming compliance of a potential independent consultant with the requirements specified in the request for proposals;

4) proposals on assessing the market value of the privatization object and (or) supporting the sale transaction in accordance with the request for proposals specified in paragraph 10 of these Rules.

16. It shall not be allowed for one potential independent consultant to file more than one application for one request for proposals, as well as participation of one potential independent consultant in several associations of legal entities (consortiums) that filed applications for one request for proposals.

In the case provided for by part one of this paragraph, all bids submitted by the same potential independent consultant and (or) associations of legal entities (consortiums) in which the same potential independent consultant is a member shall be rejected by the seller based on the recommendation of the commission.

17. The application of a potential independent consultant must contain confirmation that, if an application is submitted by an association of legal entities (

consortium), any legal entity that is part of such an association, if subcontractors are indicated in the application of a potential independent consultant, any of such subcontractors, have no actual and (or) potential conflict of interest in the provision of the required services, or information on the existence of an actual and (or) potential conflict of interest, indicating measures to eliminate, minimize and (or) prevent it.

18. The application shall be submitted by the potential independent consultant in a sealed envelope before the deadline for submission of the application specified in the request for proposals. The application must be bound, the pages or sheets numbered, with the last page or sheet certified by the seal of the potential independent consultant (if any) and the signature of the authorized person of the potential independent consultant.

19. Applications of potential independent consultants after registration in the registration log shall be stored in a safe until the day of opening.

20. A prospective independent consultant may alter or withdraw its application, if necessary, at any time prior to the deadline for submission of applications. Amendments and (or) additions to the filed application shall be made by a potential independent consultant by replacing the previously filed application.

It shall not be allowed to change and (or) supplement or withdraw a proposal after expiry of the deadline for submitting proposals provided for in the request for proposals.

21. The received applications of potential independent consultants shall be opened by the commission on the day, at the time and place indicated in the request for proposals. Applications filed within the term indicated in the request for proposals shall be opened. Applications filed after the deadline shall not be opened and shall be returned to the potential independent consultant.

Representatives of potential independent consultants have the right to be present at the opening of proposals, subject to the filed documents proving their authority.

22. The protocol of the opening of bids shall be signed and initialed sheet by sheet by all members of the commission present on the day of the meeting of the commission

23. Within ten working days from the date of signing the protocol of opening the bids the commission shall review the documents for their compliance with the conditions and requirements of the request for proposals.

24. The Commission shall reject the proposal in the following cases:

1) if the documents attached to the application are found to be non-complying with the terms of the request for proposals;

2) non-compliance of a potential independent consultant or an association of legal entities (consortium), or a subcontractor of a potential independent consultant with the requirements of the request for proposals;

3) revealed inaccurate and (or) false information in the application of a potential independent consultant;

4) provided for in paragraph 16 of these Rules;

5) the persons referred to in paragraph 17 of these Rules have an actual and (or) potential conflict of interest in providing the required services, and (or) insufficiency, in the opinion of the commission, of the proposed measures to eliminate, minimize and (or) prevent a conflict of interest, or absence in the proposal of the information provided for in paragraph 17 of these Rules.

Rejection of proposals for other reasons shall not be allowed.

25. In cases when no proposals were received on the request for proposals, or all proposals received were rejected upon their consideration in accordance with paragraph 24 of these Rules, the procedures for engaging an independent consultant shall be declared by the commission as void. The seller, on the basis of the commission's recommendation, shall decide on making changes and (or) additions to the request for proposals and (or) re-conducting the procedures for engaging an independent consultant in accordance with these Rules.

26. The choice of an independent consultant shall be made by the commission in accordance with the comprehensive assessment methodology based on a scoring system.

Equivalent selection criteria are compliance of the proposal of a potential independent consultant with the selection requirements established by paragraphs 10 and 11 of these Rules, and the estimated cost of services.

Scores shall be determined on each criterion. Each commission member, following the discussion of the proposal of an independent consultant, awards a score for each criterion in accordance with the comprehensive assessment methodology.

According to the results of evaluation of potential independent consultants' proposals, the first and second places are determined.

The potential independent consultant with the highest score wins first place and is declared the winner.

In case of equal points, the potential independent consultant who registered the application first shall be declared the winner.

27. In cases when one application was received on the request for proposals, which was not rejected on the grounds specified in paragraph 24 of these Rules, or based on the results of consideration of the proposals received, one potential independent consultant remained, the commission, in accordance with the comprehensive assessment methodology, shall declare him the winner or make a decision on re-conducting the procedures for engaging an independent consultant in accordance with these Rules.

28. Upon consideration of proposals, the commission shall draw up a protocol indicating:

1) the winner, whose proposal took first place on the basis of the comprehensive assessment methodology and was not rejected by the commission, indicating the proposed cost of services and, if applicable, the percentage of remuneration for the privatization object sale when supporting the transaction for the privatization object sale;

2) a potential independent consultant, whose proposal was not rejected by the commission, who took second place on the basis of comprehensive assessment methodology, indicating the proposed cost of services and, if applicable, the percentage of remuneration for the privatization object sale when supporting the transaction for the privatization object sale;

3) a list of potential independent consultants whose proposals were rejected by the commission;

4) decisions of the commission;

5) if necessary, other information.

29. Based on the decision of the commission, the seller signs the contract with the winner specified in the request for proposals.

The contract with the winner shall be concluded by the seller or the local executive body or a person acting as such, and an independent consultant within ten working days from the date of signing the protocol of the commission on the results of considered independent consultants' proposals.

30. If the winner fails to sign the contract within the established timeframe, the commission shall determine within one day the independent consultant specified in the protocol of the commission as the winner, in accordance with subparagraph 2) of paragraph 28 of these Rules.

The seller shall conclude a contract with the independent consultant within ten working days from the date of signing the commission's protocol.

31. Based on the commission's recommendation, the seller shall decide on making changes and (or) additions to the request for proposals and re-conducting the procedures for engaging an independent consultant or re-conducting procedures for engaging an independent consultant on the same conditions previously approved by the seller, in accordance with these Rules in cases if:

1) the winner did not submit the signed contract within the time frames established by paragraphs 29 and 30 of these Rules;

2) the seller unilaterally terminates the contract in accordance with paragraph 32 of these Rules.

When making changes and (or) additions to the request for proposals and re-conducting procedures for engaging an independent consultant or re-conducting

procedures for engaging an independent consultant on the same conditions previously approved by the seller, the deadlines for publishing and submitting proposals from potential independent consultants shall be extended by fifteen calendar days from the date of approval by the seller of the request for proposals.

Footnote. Paragraph 31 as amended by Resolution No. 247 of the Government of the Republic of Kazakhstan dated 16.04.2021 (shall be enforced ten calendar days after the date of its first official publication).

32. In cases when the seller discovers that the independent consultant has provided inaccurate and (or) false information about the absence of a conflict of interests, in accordance with paragraph 17 of these Rules, or the independent consultant has breached the essential terms of the contract, the seller unilaterally terminates the contract.

Appendix 1
to the Rules for engaging
an independent consultant
The form

**REQUEST
of potential independent consultant**

Upon examination of the published request for proposals to potential independent consultants on assessment of the market value and (or) support of transaction on the privatization object

(name of privatization object)
and having studied the Rules for engaging an independent consultant

(name of the legal entity), we hereby request to accept our application for participation
in selection of independent consultant

(independent consultant is indicated, in whose name the application is filed)
and register us as potential independent consultant, to be selected " ____ " _____

at the address: _____

2. We hereby agree that in the event of non-compliance with requirements for potential independent consultants, we lose the right of participation in selection of independent consultant.

3. In the event of winning in selection of independent consultant, we undertake to sign a contract for provision of services in assessing the market value and (or) supporting transaction on privatization object.

4. Full name of potential independent consultant (legal entity, address, phone, fax, etc.)

(signature) (full name of the authorized person acting under the power of attorney).

(signature, full name)

"__" _____ 20__

Seal.

Appendix 2
to the Rules for engaging
an independent consultant
The form

Contract for the provision of services for assessing the market value and (or) supporting a transaction on privatization object

(name of privatization object)

_____ No. _____ " _____ " 20__ .

(name of the authorized body for state property) or local executive body (executive body, authorized by the local executive body to manage communal property, financed from local budget), further referred to as the "Seller"

Director

—,

(full name (as indicated in the ID), acting on the basis of Regulation 3 on the State Property and Privatization Committee of the Ministry of Finance of the Republic of Kazakhstan, approved by the Order of the Minister of Finance of the Republic of Kazakhstan dated " __ " _____ 20__ No. __, or

Regulation of the local executive body, authorized by the local executive body to manage communal property, financed from local budget), on the one hand, and

(name of the legal entity,) (full name (as indicated in the ID), further referred to as “Independent consultant” represented by _____ acting on the basis of _____

the charter, regulation, power of attorney No. __ dated " __ " _____ 20__) on the other hand, collectively referred to as the “Parties”, have concluded this contract (hereinafter referred to as the contract) on the following:

1. The Subject of the Contract

1. The Seller shall order, and the Independent Consultant shall assume obligations to provide services for assessing the market value and (or) supporting a transaction on privatization object

(name of the privatization object)

2. The independent consultant undertakes to provide, and the seller to accept and pay for services in quantity and quality in accordance with the price offer of the independent consultant and the terms of this contract.

3. This contract shall be the basis for certifying the independent consultant’s right to assess the market value and (or) support the transaction on the privatization object.

2. Rights of the parties

The seller shall have the right to:

4. Receive information (report) on the activities of the independent consultant in assessing the market value and (or) supporting the transaction on the privatization object.

5. Perform other actions provided for by the legislation of the Republic of Kazakhstan.

Independent consultant shall have the right to:

6. Perform legal and actual actions pertaining to the privatization object to conduct assessment of the market value and (or) support the transaction on the privatization object in the interests of the Seller.

7. Exercise other rights, except for the right to remuneration, provided for by the legislation of the Republic of Kazakhstan, subject to the restrictions established by this contract.

3. Obligations of the parties

The seller is obliged to:

8. Provide the independent consultant for conducting the market value assessment and (or) supporting the transaction on the privatization object with the necessary documents for the fulfillment of his obligations under this contract.

The independent consultant is obliged to:

9. Conduct an objective assessment of the market value and (or) support the transaction on the privatization object.

10. Ensure the safety of the transferred documents and property.

11. Compensate the seller for losses caused by improper performance of this contract by him.

12. Submit to the seller a performance report in writing on

13. Within 15 calendar days from the date of signing by the Parties of this contract, carry out the state registration of this contract.

14. Transfer the materials to the seller upon termination of this contract (expiry of the contract, early termination) within 10 working days according to the acceptance act

15. Other obligations (depending on the services (and) established by the current legislation for conducting assessment of the market value and (or) supporting a transaction on the privatization object).

4. Responsibility of the parties

16. The independent consultant shall be liable for any harm or damage caused by him to the interests of the seller when assessing the market value and (or) supporting the transaction on the privatization object, with the exception of harm or damage caused by force majeure.

17. The parties are responsible for non-fulfillment or improper fulfillment of their obligations under this contract in accordance with the legislation of the Republic of Kazakhstan.

5. Force majeure

18. The parties shall be exempted from liability for full or partial non-fulfillment of obligations under this contract if it was caused by force majeure circumstances (earthquake, flood, fire, embargo, war or hostilities, issuance of regulatory legal acts by state bodies prohibiting or in any other way obstructing the fulfillment of obligations), provided that these obligations did not depend on the will of the Parties and these circumstances made it impossible for any of the parties to fulfill their obligations under this contract.

19. The term for the fulfillment of obligations under this contract shall be postponed in proportion to the duration of force majeure circumstances, as well as the consequences caused by these circumstances.

20. Any of the Parties, in the event of force majeure circumstances, shall inform the other Party in writing about the occurrence of these circumstances within 30 calendar days.

21. Failure to notify or untimely notification shall deprive the Party of the right to refer to any of the above circumstances as a basis for exemption from liability for non-fulfillment of the obligation.

6. Confidentiality

22. The Parties have agreed that all information contained in the Contract is confidential and the Parties will take all necessary measures to protect it.

23. Each of the Parties undertakes not to disclose confidential information received from the other Party, and is not entitled to disclose this information to third parties without a prior written consent of the other Party, except as expressly provided by the current legislation of the Republic of Kazakhstan.

7. Dispute Resolution

24. All disputes and disagreements arising from this contract shall be resolved through negotiations.

25. If it is impossible to resolve disputes and disagreements through negotiations, the dispute is subject to consideration in the judicial bodies of the Republic of Kazakhstan in the manner prescribed by law.

8. Duration of the contract

26. This Contract shall take effect from the date of its signing by the Parties and last until _____

9. Management of the contract terms fulfillment

27. Management of this contract terms fulfillment shall be carried out by the seller.

For this purpose, the seller may also form a commission with the participation of other interested state bodies' representatives. The independent consultant shall submit the necessary documents and reports for examination by such a commission in the form and within the time frames established by the commission itself.

10. Miscellaneous

28. In all other respects that are not stipulated by this contract, the Parties shall be guided by the legislation of the Republic of Kazakhstan.

29. The seller and the independent consultant shall have the right, by mutual consent, to make changes and additions to this contract by concluding additional agreements.

30. All additional agreements to this contract shall be its integral part and signed by authorized representatives of the Parties.

31. Termination of the term of this contract entails termination of the obligations of the Parties under it, but does not exempt the Parties of this contract from liability for its violations, if they occurred during the performance by the Parties of the terms of this contract.

32. This contract is made in 2 copies in the state and Russian languages, having the same legal force, one copy for each of the Parties.

11. Addresses and details of the Parties:

Seller:

GU " _____ "
BIN 0000000000000,
BIC 0000000000000
IIC 0000000,
Phone: 8 (7172) 00000000

Independent consultant:

BIN 0000000000000,
BIC 0000000000
IIC 0000000,
Phone: 8 (7172) 00000000

(signature, full name)

Seal

(signature, full name)

Seal

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Justice of the Republic of Kazakhstan