

**On approval of the Rules for state registration of the authorized share issue, registration of alterations and (or) additions to the share issue prospectus, approval of the report on allotment of shares of a joint-stock company, the report on exchange of allotted shares of one type of a joint-stock company for its shares of another type, cancellation of the authorized share issue, Requirements for documents for state registration of the authorized share issue, registration of alterations and (or) additions to the share issue prospectus, approval of the report on allotment of shares of a joint-stock company, the report on exchange of allotted shares of one type of a joint-stock company for its shares of another type, the List of documents for cancellation of the authorized share issue and requirements for them, the Rules for preparation and execution of the share issue prospectus, alterations and (or) additions to the share issue prospectus, the report on allotment of shares of a joint-stock company, the report on exchange of allotted shares of one type of a joint-stock company for its shares of another type**

***Invalidated***
***Unofficial translation***

Resolution of the Board of the National Bank of the Republic of Kazakhstan of October 29, 2018 No. 247. Registered with the Ministry of Justice of the Republic of Kazakhstan on December 4, 2018 No. 17857. Abolished by Resolution No. 42 of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated March 30, 2020

      Unofficial translation

      Footnote. Abolished by Resolution No. 42 of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated March 30, 2020 (effective ten calendar days after the date of its first official publication)

      Footnote. Repealed by resolution of Board of Agency of RK on regulation and development of the financial market from 30.03.2020 No. 42 (shall be enforced upon expiry of ten calendar days after its first official publication).

      This resolution will come into force on January 1, 2019.

      In accordance with the Law of the Republic of Kazakhstan “On the Securities Market” as of July 2, 2003, the Board of the National Bank of the Republic of Kazakhstan hereby **RESOLVES**:

      1. To approve:

      1) the Rules for state registration of the authorized share issue, registration of alterations and (or) additions to the share issue prospectus, approval of the report on allotment of shares of a joint-stock company, the report on exchange of allotted shares of one type of a joint-stock company for its shares of another type, cancellation of the authorized share issue in accordance with Appendix 1 to this resolution;

      2) the Requirements for documents for state registration of the authorized share issue, registration of alterations and (or) additions to the share issue prospectus, approval of the report on allotment of shares of a joint-stock company, the report on exchange of allotted shares of one type of a joint-stock company for its shares of another type, cancellation of the authorized share issue in accordance with Appendix 2 to this resolution;

      3) the List of documents for cancellation of the authorized share issue and requirements for them in accordance with Appendix 3 to this resolution;

      4) the Rules for preparation and execution of the share issue prospectus, alterations and (or) additions to the share issue prospectus, the report on allotment of shares of a joint-stock company, the report on exchange of allotted shares of one type of a joint-stock company for its shares of another type, cancellation of the authorized share issue in accordance with Appendix 4 to this resolution.

      2. To invalidate:

      1) Resolution № 76 the Board of the National Bank of the Republic of Kazakhstan as of February 29, 2016 “On Approval of the Rules for State Registration of the Authorized Share Issue, for Consideration of Reports on Allotment of Shares, as well as Cancellation of the Share Issue, Rules for Preparation and Execution of Authorized Share Issue Prospectus, Structure of Authorized Share Issue Prospectus, Requirements for the Report on Allotment of Shares” (registered in the Register of State Registration of Regulatory Legal Acts under № 13599, published in the “Adilet” Information and Legal System on May 16, 2016);

      2) item 5 of the List of Regulatory Legal Acts of the Republic of Kazakhstan on the securities market regulation approved by Resolution № 50 of the Board of the National Bank of the Republic of Kazakhstan as of March 27, 2017 “On Alterations and Additions to Some Regulatory Legal Acts of the Republic of Kazakhstan on the Securities market Regulation” (registered in the Register of State Registration of Regulatory Legal Acts under № 15274, published in the Reference Control Bank of Regulatory Legal Acts of the Republic of Kazakhstan on July 12, 2017).

      3. In accordance with the procedure established by the legislation of the Republic of Kazakhstan, the Department of Regulation of Non-Bank Financial Institutions (A. M. Kosherbayeva) shall:

      1) together with the Legal Department (N.V.Sarsenova) ensure state registration of this resolution with the Ministry of Justice of the Republic of Kazakhstan;

      2) within ten calendar days of the state registration of this resolution, send it in Kazakh and Russian to the Republican State Enterprise with the Right of Economic Management “Republican Center of Legal Information” for its official publication and inclusion into the Reference Control Bank of Regulatory Legal Acts of the Republic of Kazakhstan;

      3) place this resolution on the official website of the National Bank of the Republic of Kazakhstan after its official publication;

      4) within ten working days of the state registration of this resolution, submit information on the implementation of measures, provided for in subparagraphs 2), 3) of this paragraph and paragraph 4 of this resolution, to the Legal Department.

      4. Within ten calendar days of the state registration of this resolution, the Directorate of Protection of the Rights of Consumers of Financial Services and External Communications (A.L. Terentyev) shall send its copy to print periodicals for official publication.

      5. Control over execution of this resolution shall be entrusted to the Deputy Chairman of the National Bank of the Republic of Kazakhstan, Zh.B. Kurmanov.

      6. This resolution shall take effect on January 1, 2019 and be subject to official publication.

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|
*Chairman of the National Bank*
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*D.Akishev*
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|   | Appendix 1 to Resolution№ 247 of the Board of theNational Bank of the Republic of Kazakhstanas of October 29, 2018 |

 **Rules for state registration of authorized share issue, registration of alterations and (or)**
**additions to the share issue prospectus, approval of the report on allotment of shares of a**
**joint-stock company, report on exchange of allotted shares of one type of a joint-stock**
**company for its shares of another type, cancellation of the authorized share issue**
**Chapter 1. General provisions**

      1. These Rules for state registration of authorized share issue, registration of alterations and (or) additions to the share issue prospectus, approval of the report on allotment of shares of a joint-stock company, the report on exchange of allotted shares of one type of a joint-stock company for its shares of another type, cancellation of the authorized share issue (hereinafter referred to as the Rules) are developed in accordance with the Laws of the Republic of Kazakhstan “On Joint-Stock Companies” as of May 13, 2003 (hereinafter referred to as the Law on Joint-Stock Companies), “On the Securities Market” as of July 2, 2003 (hereinafter referred to as the Law on the Securities Market), “On Government Regulation, Control and Supervision of the Financial Market and Financial Institutions” as of July 4, 2003, “On Investment and Venture Funds” as of July 7, 2004 (hereinafter referred to as the Law on Investment Funds).

      2. The Rules set out the conditions and procedure for state registration of authorized share issue, registration of alterations and (or) additions to the share issue prospectus, approval of the report on allotment of shares of a joint-stock company, the report on exchange of allotted shares of one type of a joint-stock company for its shares of another type, cancellation of the authorized share issue.

 **Chapter 2. The procedure for state registration of authorized share issue, registration**
**of alterations and (or) additions to the share issue prospectus**

      3. For state registration of authorized share issue, a joint-stock company (hereinafter referred to as the company) shall submit documents specified in paragraph 4 of Article 11 of the Law on the Securities Market to the authorized body for regulation, control and supervision of the financial market and financial institutions (hereinafter referred to as the authorized body).

      4. For state registration of authorized share issue of a joint-stock investment fund, in addition to the documents indicated in paragraph 3 of the Rules, the joint-stock investment fund shall submit documents specified in paragraph 2 of Article 11 of the Law on Investment Funds.

      5. The company shall submit an application for state registration of authorized share issue together with the required documents to the authorized body either in hard copy or in soft copy via the “electronic government” web portal.

      6. The company shall enter into an agreement with the central securities depository on maintaining the company’s share registry system until documents for state registration of authorized share issue are submitted to the authorized body.

      7. If the company fails to submit a full set of documents required for state registration of authorized share issue, and (or) submits expired documents, the authorized body, in accordance with Article 19 of the Law of the Republic of Kazakhstan “On State Services” as of April 15, 2013 (hereinafter referred to as the Law on State Services), shall refuse to accept an application for state registration of authorized share issue within 2 (two) working days of the documents’ receipt.

      8. If documents submitted by the company for state registration of authorized share issue comply with the requirements of the legislation of the Republic of Kazakhstan on joint-stock companies, on the securities market, on investment funds, the authorized body:

      1) if documents are submitted in hard copy, shall send a certificate of state registration of authorized share issue to the company in accordance with the form in Appendix 1 to the Rules and one copy of the authorized share issue prospectus;

      2) if documents are submitted by the company through the “electronic government” web portal, shall send a certificate of state registration of authorized share issue in the form of an electronic document to the company’s personal account in accordance with the form in Appendix 1 to the Rules and a \*pdf file of the authorized share issue prospectus.

      9. The Company shall submit to the authorized body alterations and (or) additions to the share issue prospectus for their registration in case of changes in:

      1) the data specified in subparagraph 1) of paragraph 1 of Article 9 of the Law on the Securities Market - within 30 (thirty) calendar days of the company’s receipt of documents confirming the change of the company’s name and location;

      2) the data specified in subparagraphs 2) and 3) of paragraph 1 of Article 9 of the Law on the Securities Market - within 30 (thirty) calendar days of the decision of the company’s relevant bodies.

      10. To register alterations and (or) additions to the share issue prospectus, the company shall submit documents specified in paragraph 6 of Article 11 of the Law on the Securities Market to the authorized body.

      To confirm the occurrence of changes in the data on the company’s name and (or) location, the company shall submit a certificate of state registration (re-registration) of the legal entity to the authorized body.

      11. The authorized body shall consider alterations and (or) additions to the share issue prospectus within 10 (ten) working days of their receipt.

      12. If documents submitted by the company for registration of alterations and (or) additions to the share issue prospectus comply with the requirements of the legislation of the Republic of Kazakhstan on the securities market, the authorized body shall send the company the documents indicated in paragraph 7 of Article 11 of the Law on the Securities Market together with an accompanying letter on registration of alterations and (or) additions to the share issue prospectus.

      13. If the company violates the conditions and procedure for submitting documents for state registration of authorized share issue, alterations and (or) additions to the share issue prospectus and the authorized body discovers the documents’ non-compliance with the requirements established by the legislation of the Republic of Kazakhstan on the securities market in the course of their consideration, the authorized body shall refuse state registration of authorized share issue, alterations and (or) additions to the share issue prospectus.

      In case of refusal of state registration of authorized share issue, alterations and (or) additions to the share issue prospectus, the company shall address the comments of the authorized body and re-submit the documents to the authorized body within the period established by paragraph 8 of Article 11 of the Law on the Securities Market.

      14. In case of the company’s loss of original certificate of state registration of authorized share issue and (or) original share issue prospectus issued by the authorized body upon state registration of authorized share issue, the company, if it needs documents’ duplicate and (or) copies, shall lodge an application in any format to the authorized body indicating the data on the name of the mass medium and the date of publication of the notice of non-validity of the lost documents, and attach a copy of this notice.

      The authorized body shall issue a duplicate of the certificate and (or) a copy of the share issue prospectus to the company within 10 (ten) business days of the application’s receipt.

 **Chapter 3. The procedure for approval of the report on allotment of the company’s shares,**
**the report on exchange of the company’s allotted shares of one type for its shares of another**
**type**

      15. To have the report on allotment of shares considered and approved, the company shall submit paper-based documents indicated in paragraph 3 of Article 24 of the Law on the Securities Market to the authorized body, within the period established by paragraph 1 of Article 24 of the Law on the Securities Market.

      A financial stability facility is not required to submit the report on allotment of shares.

      16. If the company fails to submit a full set of documents required for approval of the report of allotment of shares, and (or) submits expired documents, the authorized body, in accordance with Article 19 of the Law On State Services, shall refuse to accept an application for approval of the report on allotment of shares within 2 (two) working days of the documents’ receipt.

      17. To have the report on exchange of the company’s allotted shares of one type for its shares of another type considered and approved, the company shall submit paper-based documents indicated in paragraph 5 of Article 24 of the Law on the Securities Market to the authorized body, within the period established by paragraph 4 of Article 24 of the Law on the Securities Market.

      18. The report on allotment of shares or the report on exchange of the company’s allotted shares of one type for its shares of another type shall be considered by the authorized body within the period established by paragraph 6 of Article 24 of the Law on the Securities Market.

      19. If submitted documents comply with the requirements of the legislation of the Republic of Kazakhstan on joint-stock companies and on the securities market, the authorized body shall send the company the approved report on allotment of shares or the report on exchange of the company’s allotted shares of one type for its shares of another type.

      20. The authorized body shall refuse to approve the report on allotment of shares, the report on exchange of the company’s allotted shares of one type for its shares of another type in the case established by paragraph 7 of Article 24 of the Law on the Securities Market.

      21. In case of refusal to approve the report on allotment of shares or the report on exchange of the company’s allotted shares of one type for its shares of another type, the company shall address the comments of the authorized body and re-submit the revised report to the authorized body within the period established by paragraph 7 of Article 24 of the Law on the Securities Market.

 **Chapter 4. Procedure for cancellation of the authorized share issue**

      22. The Company shall apply to the authorized body for cancellation of the share issue within the period established by paragraph 1 of Article 30 of the Law on the Securities Market.

      The authorized body shall consider the documents submitted by the company for cancellation of the authorized share issue specified in the List of documents for cancellation of the authorized share issue and requirements for them, approved by this resolution, within 10 (ten) working days of their receipt.

      23. If documents submitted by the company for cancellation of the authorized share issue comply with the requirements of the legislation of the Republic of Kazakhstan on joint-stock companies and on the securities market, the authorized body shall cancel the authorized share issue and send a certificate of cancellation of the authorized share issue to the company in accordance with the form in Appendix 2 to the Rules.

      24. The share issue shall be deemed cancelled on the date specified in the certificate of cancellation of the authorized share issue.

      25. The authorized body shall cancel the company’s authorized share issue within 10 (ten) working days of receipt of final and binding court decisions on invalidation of state registration of the authorized share issue or on forced liquidation of the company, and (or) information from the National Register of Business Identification Numbers on the company’s liquidation or reorganization, and in this case it is not required to provide documents specified in the List of documents for cancellation of the authorized share issue and requirements for them approved by this resolution.

      The authorized body shall decide to cancel the share issue of a financial stability facility pursuant to the decision of the authorized body to terminate the activity of the financial stability facility.

      In case of cancellation of the authorized share issue pursuant to a final and binding court decision on the company’s forced liquidation, and (or) information from the National Register of Business Identification Numbers on the company’s liquidation or reorganization, and (or) the decision of the authorized body to terminate the activity of the financial stability facility, the authorized share issue shall be canceled on the date of entry of the data into the State Register of Issuable Securities.

      In case of cancellation of the authorized share issue pursuant to a court decision on invalidation of state registration of the authorized share issue, the authorized body shall send the company a certificate of cancellation of the authorized share issue in accordance with the form in Appendix 2 to the Rules.

      26. The authorized body shall refuse to cancel the authorized share issue with the indication of the reasons for refusal in cases specified in paragraph 3 of Article 30 of the Law on the Securities Market.

      In case of refusal to cancel the authorized share issue, the company shall address the comments of the authorized body and re-submit the documents to the authorized body within 45 (forty-five) days of the refusal’s receipt.

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|   | Appendix 1 to theRules for state registration of theauthorized share issue, registrationof alterations and (or) additions tothe share issue prospectus,approval of the report on allotmentof shares of a joint-stock company,the report on exchange of allottedshares of one type of a joint-stockcompany for its shares of anothertype, cancellation of the authorizedshare issueForm |

 **(to be printed on the letterhead of the authorized body for regulation, control and supervision**
**of the financial market and financial institutions with the image of the State Emblem of the**
**Republic of Kazakhstan)**
**Certificate of state registration of the authorized share issue**

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“\_\_\_” \_\_\_\_\_\_\_\_\_ 20 \_\_  |
the city of Almaty |

      The National Bank of the Republic of Kazakhstan completed state registration of

the authorized share issue of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

      (the joint-stock company’s full name and location)

      registered at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      (the joint-stock company’s business identification number (if any)

      The issue was divided into \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      Shares

      (the number of shares in words and numerals, shares’ type)

      with assigned International Identification Number (ISIN code)

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

      The nominal value of one share is\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      tenge.

      (in words and numerals)

      The reason for replacement of the certificate of state registration of the authorized share issue of the joint-stock company (to be completed in case of replacement

      of the certificate of state registration of the authorized share issue of the joint-stock company):

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

      Deputy Chairman \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      (signature or electronic digital signature) (last name, initials)

      Stamp here (for paper-based form)

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|   | Appendix 2 to theRules for state registration of theauthorized share issue, registrationof alterations and (or) additions tothe share issue prospectus, approval of the report on allotmentof shares of a joint-stock company,the report on exchange of allottedshares of one type of a joint-stockcompany for its shares of anothertype, cancellation of the authorizedshare issueForm |

 **(to be printed on the letterhead of the authorized body for regulation, control and supervision**
**of the financial market and financial institutions with the image of the State Emblem of the**
**Republic of Kazakhstan)**
**Certificate of cancellation of issued authorized shares**

      “\_\_\_\_\_”\_\_\_\_\_\_\_ 20\_\_\_ , the city of Almaty

      The National Bank of the Republic of Kazakhstan cancelled the authorized shares issue of

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

      (the joint-stock company’s full name and location)

      registered \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      (the date of state registration (re-registration)

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      of the joint-stock company, the name of the registration agency,

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      business identification number (if any)

      The issue was registered by\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      (the name of the agency that completed state registration of the

      authorized share issue, date, month, year)

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      International Identification Number (ISIN code) assigned to the share issue

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

      The issue was divided into \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares.

      (the number of shares in words and numerals, shares’ type)

      The share issue was cancelled due to \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      (the reason for cancellation)

      The share issue shall be deemed cancelled from\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      (date, month, year)

      Deputy Chairman \_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

      (signature) (last name, initials)

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|   | Appendix 2 to Resolution№ 247 of the Board of theNational Bank of theRepublic of Kazakhstanas of October 29, 2018 |

 **Requirements for documents for state registration of the authorized share issue, registration**
**of alterations and (or) additions to the share issue prospectus, approval of the report on**
**allotment of shares of a joint-stock company, report on exchange of allotted shares of one type**
**of a joint-stock company for its shares of another type**

      1. These Requirements for documents for state registration of the authorized share issue, registration of alterations and (or) additions to the share issue prospectus, approval of the report on allotment of shares of a joint-stock company, the report on exchange of allotted shares of one type of a joint-stock company for its shares of another type (hereinafter referred to as the Requirements) are developed in accordance with the Laws of the Republic of Kazakhstan “On Joint-Stock Companies” as of May 13, 2003 (hereinafter referred to as the Law on Joint-Stock Companies), “On Securities Market” as of July 2, 2003 (hereinafter referred to as the Law on the Securities Market), “On Investment and Venture Funds” as of July 7, 2004 and set requirements for documents for state registration of the authorized share issue, registration of alterations and (or) additions to the share issue prospectus, approval of the report on allotment of shares of a joint-stock company, the report on exchange of allotted shares of one type of a joint-stock company for its shares of another type.

      2. The company’s application for state registration of the authorized share issue shall be signed by the person authorized thereto by the company’s founder (founders).

      The company’s application for registration of alterations and (or) additions to the share issue prospectus, approval of the report on allotment of shares of a joint-stock company, the report on exchange of allotted shares of one type of a joint-stock company for its shares of another type shall be signed by the head of the executive body (the person solely performing the functions of the executive body) of the company or the authorized signatory (a copy of the certificate of authority shall also be submitted).

      3. The company’s application for state registration of the authorized share issue implies consent to the use of data constituting a law-protected secret, those available in information systems.

      4. The documents confirming the payment for the company’s authorized shares are as follows:

      1) payment documents;

      2) a property transfer certificate, a transfer deed, a reconciliation statement of monetary obligations;

      3) documents confirming the ownership of property contributed to pay for authorized shares.

      5. The company’s decision (protocol) on the authorized share issue or the one underlying alterations and (or) additions to the share issue prospectus shall be drawn up in accordance with the requirements of Article 52 of the Law on Joint-Stock Companies.

      6. Annual unconsolidated financial statements submitted by the company shall consist of a balance sheet, a profit and loss statement, a cash flow statement, a statement of changes in equity capital and an explanatory note.

      Interim unconsolidated financial statements submitted by the company shall consist of a balance sheet and a statement of changes in equity capital.

      7. Documents consisting of several sheets shall be numbered, bound and signed by the head of the executive body (the person solely performing the functions of the executive body) of the company or the authorized signatory (a copy of the certificate of authority shall be submitted) on the back of the last sheet, partially over a sticker pasted on the knot of the ribbon, with the indication of the number of bound sheets.

      8. Documents’ copies shall be signed by the head of the executive body (the person solely performing the functions of the executive body) of the company or the authorized signatory (a copy of the certificate of authority shall be submitted), certifying the copy is true.

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|   | Appendix 3 to Resolution№ 247 of the Board of theNational Bank of theRepublic of Kazakhstanas of October 29, 2018 |

 **List of documents for cancellation of the authorized share issue and requirements for them**

      1. This List of documents for cancellation of the authorized share issue and requirements for them (hereinafter referred to as the List) is drawn up in accordance with the Laws of the Republic of Kazakhstan “On Joint-Stock Companies” as of May 13, 2003 (hereinafter referred to as the Law on Joint-Stock Companies), “On the Securities Market” as of July 2, 2003 (hereinafter referred to as the Law on the Securities Market), “On Investment and Venture Funds” as of July 7, 2004 and fixes the list of documents for cancellation of the authorized share issue and requirements for these documents.

      2. In case of court invalidation of state registration of the authorized share issue, the company shall apply to the authorized body for regulation, control and supervision of the financial market and financial institutions (hereinafter referred to as the authorized body) for cancellation of the share issue and, within the prescribed period, submit hard copies of:

      1) an application in any format;

      2) original certificate of state registration of the authorized share issue, original share issue prospectus, alternations and (or) additions to the share issue prospectus (in case of their receipt in hard copy).

      3. If a decision is taken by the general meeting of shareholders (by the sole shareholder or the person owning all voting shares) of the company to cancel the share issue in connection with the company’s voluntary liquidation, the latter shall apply to the authorized body for cancellation of the share issue and, within the prescribed period, submit hard copies of:

      1) an application in any format;

      2) original certificate of state registration of the authorized share issue, original share issue prospectus, alterations and (or) additions to the share issue prospectus (in case of their receipt in hard copy);

      3) a copy of the minutes of the general meeting of shareholders (the decision of the sole shareholder or the person owning all the voting shares) of the company to cancel the share issue in connection with the company’s voluntary liquidation;

      4) the company’s liquidation balance sheet approved by the general meeting of shareholders (by the decision of the sole shareholder or the person owning all the voting shares);

      5) a copy of a statement issued by the central securities depository about shareholders owning ten or more percent of the total number of authorized shares (less shares repurchased by the company) as of the date of the decision to cancel the share issue in connection with the company’s voluntary liquidation.

      4. In case of the company’s forced liquidation, the company shall apply to the authorized body for cancellation of the share issue and, within the prescribed period, submit hard copies of:

      1) an application in any format;

      2) original certificate of state registration of the authorized share issue, original share issue prospectus, alterations and (or) additions to the share issue prospectus (in case of their receipt in hard copy);

      3) a copy of the court decision on the company’s forced liquidation;

      4) the company’s liquidation balance sheet approved by the court.

      5. In case of the company’s reorganization through transformation into a business partnership or a production cooperative, the company shall apply to the authorized body for cancellation of the share issue and, within the prescribed period, submit hard copies of:

      1) an application in any format;

      2) original certificate of state registration of the authorized share issue, original share issue prospectus, alterations and (or) additions to the share issue prospectus (in case of their receipt in hard copy);

 3) a copy of the decision on the company’s reorganization through transformation into a business partnership or a production cooperative taken by the general meeting of shareholders of the company under transformation, the procedure and conditions for the transformation, the procedure for determining the participatory interests of the business partnership or equity units of members of the production cooperative, on cancellation of the authorized share issue of the company under transformation adopted at the general meeting of shareholders;

      4) a copy of the deed of transfer signed by the heads of the executive bodies (persons solely performing the functions of the executive body) and chief accountants of the reorganized organizations or their deputies (a copy of the supporting document on the assignment of duties shall be submitted);

      5) a copy of a statement issued by the central securities depository about shareholders owning ten or more percent of the total number of allotted shares (less shares repurchased by the company) as of the date of the decision to reorganize the company through its transformation into a business partnership or a production cooperative.

      6. In case of the company’s reorganization through a merger of 2 (two) or several companies, companies under reorganization shall apply to the authorized body for cancellation of the share issue and, within the prescribed period, submit hard copies of:

      1) an application in any format;

      2) original certificate of state registration of the authorized share issue, original share issue prospectus, alterations and (or) additions to the share issue prospectus (in case of their receipt in hard copy);

      3) a copy of the decision on the company’s reorganization through merger adopted at a joint general meeting of shareholders of the companies under reorganization by a qualified majority of shareholders of each individual company, as well as copies of decisions on cancellation of the share issue of the companies under reorganization adopted at the general meeting of shareholders of each company under reorganization;

      4) a copy of the deed of transfer signed by the heads of the executive bodies (persons solely performing the functions of the executive body) and chief accountants of the reorganized companies or their deputies (a copy of the supporting document on the assignment of duties shall be submitted);

      5) a copy of the certificate of state registration of the authorized share issue of the company established as a result of the company’s reorganization through merger;

      6) copies of statements issued by the central securities depository about shareholders owning ten or more percent of the total number of authorized shares (less shares repurchased by the company) as of the date of the decision to cancel the share issue of the companies under reorganization.

      7. In case of the company’s reorganization through absorption of the company (companies) by another company, the company (companies) being absorbed shall apply to the authorized body for cancellation of issued shares and, within the prescribed period, submit hard copies of:

      1) an application in any format;

      2) original certificate of state registration of the authorized share issue, original share issue prospectus, alterations and (or) additions to the share issue prospectus (in case of their receipt in hard copy);

 3) a copy of the decision on the company’s reorganization through absorption adopted at a joint general meeting of shareholders of the absorbing company and those of the company (companies) being absorbed, as well as a copy of the decision on cancellation of the share issue of the company being absorbed adopted at the general meeting of shareholders of the company being absorbed;

      4) a copy of the deed of transfer signed by the heads of the executive bodies (persons solely performing the functions of the executive body) and chief accountants of the absorbing company and the company (companies) being absorbed, or their deputies (a copy of the supporting document on the assignment of duties shall be submitted);

      5) a copy of a statement issued by the central securities depository to the absorbing company about shareholders owning ten or more percent of the total number of authorized shares (less shares repurchased by the company) confirming the acquisition of shares of the company (companies) being absorbed.

      8. In case of the company’s reorganization through division into 2 (two) or more companies, the company being divided shall apply to the authorized body for cancellation of the share issue and, within the prescribed period, submit hard copies of:

      1) an application in any format;

      2) original certificate of state registration of the authorized share issues, original share issue prospectus, alterations and (or) additions to the share issue prospectus (in case of their receipt in hard copy);

 3) copies of the decisions on the company’s reorganization through division into 2 (two) or more companies and on cancellation of the share issue of the company being divided adopted at a general meeting of shareholders of the company being divided;

      4) the division balance sheet signed by the persons authorized to represent the interests of the divided companies in the course of their formation;

      5) a copy of a statement issued by the central securities depository about shareholders owning ten or more percent of the total number of authorized shares (less shares repurchased by the company) as of the date of the decision on the company’s reorganization through its division into 2 (two) or more companies.

      9. In case of the company’s loss of original state registration certificate of the authorized share issue, share issue prospectus, alterations and (or) additions to the share issue prospectus issued by the authorized body, the company may not submit the above documents provided that information on non-validity of the lost documents was published in mass media and information thereon was submitted to the authorized body.

      10. Documents consisting of several sheets shall be numbered, bound and signed by the head of the executive body (the person solely performing the functions of the executive body) of the company or the authorized signatory (a copy of the certificate of authority shall be submitted) on the back of the last sheet, partially over a sticker pasted on the knot of the ribbon, with the indication of the number of bound sheets.

      8. Documents’ copies shall be signed by the head of the executive body (the person solely performing the functions of the executive body) of the company or the authorized signatory (a copy of the certificate of authority shall be submitted), certifying the copy is true.

      12. In case of the company’s loss of original certificate of cancellation of the authorized share issue issued by the authorized body upon cancellation of the authorized share issue, the company shall lodge an application in any format to the authorized body indicating the data on the name of the mass medium and the date of publication of the notice of non-validity of the lost document, and attach a copy of this notice, provided that it needs a duplicate of the certificate of cancellation of the authorized share issue.

      The authorized body shall issue a duplicate of the certificate of cancellation of the authorized share issue to the company within 10 (ten) working days of the application’s receipt.

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|   | Appendix 4 to Resolution№ 247 of the Board of theNational Bank of theRepublic of Kazakhstanas of October 29, 2018 |

 **Rules for preparation and execution of the share issue prospectus, alterations and (or)**
**additions to the share issue prospectus, the report on allotment of shares of a joint-stock**
**company, the report on exchange of allotted shares of one type of a joint-stock company for**
**its shares of another type**
**Chapter 1. General provisions**

      1. These Rules for preparation and execution of the share issue prospectus, alterations and (or) additions to the share issue prospectus, the report on allotment of shares of a joint-stock company, the report on exchange of allotted shares of one type of a joint-stock company for its shares of another type

      (hereinafter referred to as the Rules) are developed in accordance with the Law of the Republic of Kazakhstan “On the Securities Market” as of July 2, 2003 (hereinafter referred to as the Law on the Securities Market) and set out the procedure for preparation and execution of the share issue prospectus, alterations and (or) additions to the share issue prospectus, the report on allotment of shares of a joint-stock company (hereinafter referred to as the company), the report on exchange of allotted shares of one type of a joint-stock company for its shares of another type.

      2. The share issue prospectus shall be prepared and executed in accordance with the structure of the share issue prospectus, as required by Appendix 1 to the Rules.

      3. Data in the company’s share issue prospectus are given as of the last working day of the month preceding the date of documents’ submission to the authorized body for regulation, control and supervision of the financial market and financial institutions (hereinafter referred to as the authorized body) for state registration of the authorized share issue.

      4. The title page of the share issue prospectus shall contain:

      1) the document’s name: “Share Issue Prospectus”;

      2) the company’s full and abbreviated names;

      3) the following statement:

      “The state registration of the authorized share issue by the authorized body shall not be construed either as a recommendation to investors on acquisition of the shares described in the prospectus, or confirmation of reliability of the information contained in this document.

      The company’s officials confirm that all the information presented in this prospectus is reliable and not misleading for investors regarding the company and its authorized shares.

      During the period of the shares’ circulation, the joint-stock company provides for disclosure of information on the securities market through the website of the depository of financial statements in accordance with the requirements of the legislation of the Republic of Kazakhstan on the securities market.”

      5. The paper-based share issue prospectus submitted by the company to the authorized body shall be signed by the person authorized thereto by the company’s founder (founders), or by the head of the executive body (the person solely performing the functions of the executive body) of the company or the authorized signatory (a copy of the certificate of authority shall be submitted).

      The share issue prospectus of the financial stability facility shall be signed by the person authorized thereto in accordance with the decision of the authorized body on the management of the financial stability facility.

      6. The share issue prospectus shall be prepared in 2 (two) paper-based copies in the Kazakh and Russian languages and in 1 (one) \*pdf file in the Kazakh and Russian languages.

      The paper-based share issue prospectus (in the Kazakh and Russian languages) shall be numbered, bound and signed by the person authorized thereto by the company’s founder (founders), or the head of the executive body (the person solely performing the functions of the executive body) of the company or the authorized signatory (a copy of the certificate of authority shall be submitted) on the back of the last sheet, partially over the label pasted on the knot of the ribbon, with the indication of the number of bound sheets.

      7. The title page of alterations and (or) additions to the share issue prospectus shall contain:

      1) the document’s name: “Alterations and (or) additions to the share issues prospectus”;

      2) the company’s full and abbreviated names;

      3) the following statement:

      “The officials of the joint-stock company confirm that all the information presented in these alterations and (or) additions to the share issue prospectus is reliable and not misleading for investors regarding the joint-stock company and its authorized shares.”

      8. When making alterations and (or) additions to the share issue prospectus, relevant paragraphs of the share issue prospectus shall be altered.

      9. Paper-based alterations and (or) additions to the share issue prospectus submitted by the company to the authorized body shall be signed by the head of the executive body (the person solely performing the functions of the executive body) of the company or the authorized signatory (a copy of the certificate of authority shall be submitted).

      10. Alterations and (or) additions to the share issue prospectus shall be prepared in 2 (two) paper-based copies in the Kazakh and Russian languages and be numbered, bound and signed by the head of the executive body (the person solely performing the functions of the executive body) of the company or the authorized signatory (a copy of the certificate of authority shall be submitted) on the back of the last sheet, partially over the label pasted on the knot of the ribbon, with the indication of the number of bound sheets.

      The altered share issue prospectus in the Kazakh and Russian languages shall be submitted as a \*pdf file.

      11. The report on allotment of the company’s shares shall be prepared and executed in accordance with the structure of the report on allotment of shares of the joint-stock company in accordance with Appendix 2 to the Rules.

      12. The report on exchange of the company’s allotted authorized shares of one type for its shares of another type shall be prepared and executed in accordance with the structure of the report on exchange of the company’s allotted shares of one type for its shares of another type in accordance with Appendix 3 to the Rules.

      13. The report on allotment of shares, the report on exchange of the company’s allotted shares of one type for its shares of another type shall be prepared in 2 (two) copies in the Kazakh and Russian languages on paper and in 1 (one) \*pdf file in the Kazakh and Russian languages.

      14. The report on allotment of shares, the report on exchange of the company’s allotted shares of one type for its shares of another type (in the Kazakh and Russian languages) on paper shall be numbered, bound and signed by the head of the executive body (the person solely performing the functions of the executive body) of the company or the authorized signatory (a copy of the certificate of authority shall be submitted) on the back of the last sheet, partially over the label pasted on the knot of the ribbon, with the indication of the number of bound sheets.

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|   | Appendix 1 to theRules for preparation andexecution of the share issueprospectus, the return of allotmentof shares, the report on exchangeof the company’s allotted shares ofone type for its shares of anothertype |

 **The structure of the share issue prospectus**

 **Chapter 1. Information on the company’s name and address**

      1. Information on the company as specified in its constituent documents:

      1) the date of the company’s primary state registration;

      2) the date of the company’s state re-registration (in case of re-registration);

      3) the company’s full and abbreviated names in the Kazakh, Russian and English (if any) languages;

      4) if the company has changed its name, it is necessary to indicate all its previous full and abbreviated names, as well as the dates of such changes;

      5) if the company was set up as a result of reorganization of a legal entity (legal entities), it is necessary to indicate information on its legal succession in relation to the reorganized legal entities and (or) the company;

      6) the company’s business identification number;

      7) Legal Entity Identifier code in accordance with ISO 17442 standard “Financial services - Legal Entity Identifier” (LEI) (if any).

      2. The company’s location in accordance with the certificate of state registration (re-registration) of the legal entity with the indication of contact phone numbers, fax numbers and e-mail address, as well as its business address if the company’s business address differs from its location indicated in the certificate of state registration (re-registration) of the legal entity.

 **Chapter 2. Information on the shares, methods of payment for them and receipt of income**
**from them**

      3. Information on the authorized share issue:

      1) the number, types of authorized shares;

      2) the number, types of shares paid for by the founders;

      3) the nominal value of one share paid for by the founders;

      4) the amount of guaranteed dividend on preferred shares.

      The financial stability facility shall fill in only information on the number, types, nominal value of the authorized shares of the financial stability facility.

      4. Payment for shares

      Payment method:

      in cash (indicate the details of the payment document (payment documents) confirming the payment for shares by founders (investors), the amount of payment and the payer’s name);

      with securities (specify the name of the securities’ issuer, international identification number (ISIN code) and the number of securities, the name of the appraiser, the date of the appraisal report, the appraisal value (in case of no market price, indicate the date of registration of the transaction);

      with property rights (indicate the date of the decision adopted by the company’s relevant bodies on repayment of the company’s monetary obligations as payment for the company’s allotted shares, and the company’s body that made the decision, details of the statement of reconciliation of the company’s monetary obligations, the name of the appraiser, the date of the appraisal report, the appraisal value, the date of the property transfer certificate);

      with other property (indicate the name of the appraiser, the date of the appraisal report, the property appraisal value, the date of the property transfer certificate).

      In case of the company’s reorganization, the date of the decision of the general meeting of shareholders on reorganization, the date of the transfer deed (not required in case of voluntary reorganization through absorption of banks). In case of the company’s reorganization through absorption, it is necessary to additionally indicate the sale price of the shares of the company being absorbed, the allotment (sale) price of the absorbing company’s shares, except for the case of voluntary reorganization of banks through their absorption by another bank, when the share exchange ratio approved by the general meeting of shareholders of banks under reorganization shall be indicated.

      Shares may not be paid for by digital (virtual) units and (or) financial instruments, the value of which depends on the value (change in value) of digital (virtual) units.

      For the purposes of the share issue prospectus, a digital (virtual) unit shall be understood to mean a unit, which is a digital recording created and taken into account by a decentralized information system using cryptography and (or) computer calculations.

 **Chapter 3. Conditions and procedure for allotment of shares**

      5. Shares’ allotment and circulation:

      1) the market planned for shares’ allotment and circulation (organized and (or) unorganized securities market);

      2) in case of share allotment on the unorganized market, it is necessary to indicate the method of share allotment: subscription or auction;

      3) the date of the constituent assembly’s approval of methods for determining the value of shares upon their repurchase by the company on the unorganized securities market;

      4) the joint-stock investment fund shall additionally indicate:

      conditions and procedure for submission and execution of applications for the repurchase of shares of a joint-stock investment fund;

      a list of intermediaries for allotment and (or) repurchase of shares of the joint-stock investment fund (if any), indicating their location and contact phone numbers.

 **Chapter 4. Information on the founders or major shareholders (participants) owning ten and**
**more percent of the allotted (except for shares repurchased by the joint-stock company)**
**shares (participatory interests in the authorized capital) of the company**

      6. For newly established companies, including those established through reorganization, as well as companies whose state registration of the authorized share issue was invalidated by court, it is necessary to indicate information on founders (participants) owning ten or more percent of participatory interests in the company’s authorized capital, such as:

      1) the last and first names, patronymics (if any) of the founders (participants) of individuals and (or) full names, location of the founders (participants) of legal entities;

      2) the number and type (types) of shares prepaid by the founders (participants) owning ten or more percent of participatory interests in the company’s authorized capital;

      3) the date on which the founders (participants) began to own ten or more percent of participatory interests in the company’s authorized capital.

      In case of payment for the authorized capital before the legal entity’s registration, the date of the state registration of the company as a legal entity shall be indicated.

      In case of payment for the authorized capital after the legal entity’s registration, the date of full payment for the company’s minimum authorized capital by its founders shall be indicated.

      Companies, whose state registration of the authorized share issue is invalidated by a court decision, shall indicate the date when the general meeting of shareholders took the decision to register the new share issue.

 **Chapter 5. Indicators of the company’s financial-economic and business activities, indicating**
**main types of the company’s activity**

      7. Types of the company’s activity:

      1) main activity;

      2) a brief description of the types of the company’s activity, indicating the types of activity, which are seasonal, and their shares in the company’s total income;

      3) data on organizations that are the company’s competitors;

      4) factors that positively and negatively affect the return on sales (works, services) by main types of the company’s activity;

      5) other risk factors affecting the company’s activity.

      8. Information on activities of the companies that are joint-stock investment funds.

      It is necessary to indicate:

      basic provisions on the investment activity, description of the investment policy objectives of the joint-stock investment fund, reasons for and risks of investing in relevant objects, indicating possible factors that may adversely affect the income of the joint-stock investment fund from the specified investment objects, as well as the possibility of their occurrence;

      information on the management company of the joint-stock investment fund (full name, location), as well as the date of conclusion of the contract with the management company, its validity period and number;

      a brief description of general trends in the market of investment objects specified in the company’s investment policy statement, including most important ones for the joint-stock investment fund.

 9. Risks associated with the acquisition of shares allotted by the company:

      1) industry risks – it is necessary to describe the impact of possible deterioration of the situation in the company’s industry on its activity and fulfillment of its obligations for securities. The most significant, in the company’s opinion, possible changes in the industry (separately for domestic and foreign markets) shall be set out.

      Risks associated with possible changes in prices for raw materials, services used by the company in its activity (separately for domestic and foreign markets), and their impact on the company’s activity and fulfillment of its obligations for securities shall be described separately.

      Risks associated with possible changes in prices for products and (or) services of the company (separately for domestic and foreign markets), and their impact on the company’s activity and fulfillment of its obligations for securities shall be described separately;

      2) financial risks – it is necessary to describe the exposure of the company’s financial standing to risks associated with adverse changes in interest rates, foreign currency exchange rates, as well as the market prices of securities and derivative financial instruments.

      It is necessary to specify those indicators of the company’s financial statements that are most exposed to change as a result of the impact of these financial risks, the probability of their occurrence and the nature of changes in financial statements;

      3) legal risk – it is necessary to describe the risk of damages to the company due to:

      changes in the currency, tax and customs legislation of the Republic of Kazakhstan;

      requirements for licensing the company’s main activity;

      the company’s non-compliance with the requirements of the civil legislation of the Republic of Kazakhstan and conditions of concluded contracts;

      legal errors committed in the course of business (receipt of wrong legal advice or incorrect drafting of documents, also in case of consideration of disputed issues in the judiciary);

      4) risk of loss of business reputation (reputational risk) – it is necessary to describe the risk of losses for the company as a result of a decrease in the number of clients (counterparties) due to the formation of a negative opinion about the company’s financial stability, financial standing, quality of its products (works, services) or the nature of its activity in general;

      5) strategic risk - it is necessary to describe the risk of losses for the company as a result of errors (faults) made in adopting decisions that determine the strategy of the company’s activity and development (strategic management) and expressed in neglecting or giving insufficient attention to possible hazards that may pose a threat to the company’s operations, incorrect or insufficiently substantiated identification of promising areas of the company’s activity in which it can gain a competitive edge, the absence or under-provision of necessary resources (financial, material, technical, human ones) and organizational measures (administrative decisions), which should ensure the achievement of the company’s strategic objectives;

      6) risks associated with the company’s activity - it is necessary to describe the risks peculiar to the company or related to the main type of its activity, including risks related to:

      inability to extend the company’s license for a certain type of activity or the use of objects of limited transferability (including natural resources);

      the company’s possible liability for the debts of third parties, including the company’s subsidiaries;

      possibility of losing consumers, the turnover with which accounts for at least 10 (ten) percent of the total revenue from the sale of the company’s products (works, services);

      7) country risk - it is necessary to describe the risk of incurring losses by the company as a result of a failure of foreign counterparties (legal entities, individuals) to fulfill their obligations due to economic, political, social changes, and also because the currency of a monetary obligation may not be available to the counterparty due to specific features of the legislation of the country of his/her/its residence (regardless of the financial position of the counterparty);

      8) operational risk - in this case it is necessary to describe the risk of expenses (losses) as a result of faults or errors in the course of internal processes committed by the company’s employees, malfunctioning of information systems and technologies, and also due to external events.

 **6. Additional data on the company and issuable securities placed by it**

      10. Data on the company’s paying agent (if any):

      1) the paying agent’s full name;

      2) location, contact phone numbers, e-mail address (if any);

      3) the date and number of the company’s contract with the paying agent.

      11. Data on the company’s consultants (if the Law on the Securities Market provides for the obligation to conclude a contract for the provision of consulting services for official listing of issuable securities):

      1) the full and abbreviated names of the person providing consulting services for official listing of the company’s shares;

      2) location, contact phone numbers, e-mail address (if any) of the person providing consulting services for official listing of the company’s shares;

      3) the date and number of the company’s contract with the person providing consulting services for official listing of the company’s shares.

      Data on the company’s other consultants shall be indicated if, in the company’s opinion, disclosure of such data is essential for making a decision on the acquisition of the company’s shares.

      12. The date and number of the company’s contract with the central securities depository for the provision of services for maintaining the company’s share registry system.

      13. The financial stability facility may not fill in items 10 and 11 of this Appendix, when drawing up the authorized share issue prospectus.

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|   | Appendix 2 to theRules for preparation andexecution of the share issueprospectus, the return of allotmentof shares, the report on exchangeof the company’s allotted shares ofone type for its shares of anothertype |

 **The structure of the report on allotment of shares of a joint-stock company**

      1. The title page of the report on allotment of shares shall contain the following information:

      1) the document’s name: “Report on allotment of shares for the period from \_\_\_\_\_\_\_ till \_\_\_\_\_\_\_\_\_\_”;

      2) the company’s full and abbreviated names;

      3) the following statement:

      “The approval of the report on allotment of shares by the authorized body shall not be construed either as a recommendation to investors on acquisition of the shares described in the report on allotment of shares, or confirmation of reliability of the information contained in this document. The company’s officials confirm that all the information presented in the report on allotment of shares is reliable and not misleading for investors regarding the joint-stock company and its allotted shares.”

 2. The content of the report on allotment of shares:

      1) the company’s full name and location;

      2) the date of the company’s state registration (re-registration) and the name of the body that carried out its state registration (re-registration);

      3) the date of state registration of the authorized share issue (replacement of the certificate of state registration of the authorized share issue due to an increase in the number of authorized shares);

 4) information on the authorized and equity capital of the company according to its financial statements;

      5) information on the authorized shares:

      total number of authorized shares, including ordinary and preferred shares;

      the amount of guaranteed dividend on preferred shares;

      6) the date of official listing of the company’s shares (if any);

      7) information on the shares’ allocation:

      the number of allocated and unallocated shares, by type, as of the end of the reporting period;

      the number of shares allocated within the reporting period, by type;

      8) methods of shares’ allocation (sale) in the reporting period for the shares’ allocation:

      among founders (for newly established companies) with the indication of the type, number of shares, nominal value of shares, amount of payment;

      among shareholders on the basis of the right of primary purchase with the indication of the type, number of shares or other securities convertible into ordinary shares of the company, allotment price and amount of payment;

      by subscription (on the organized or unorganized securities markets):

      by allotting among other investors with the indication of the type, number of shares, allotment price and amount of payment;

      by auction:

      on the organized securities market with the indication of the type, number of shares, total amount of payment, the first and last trading days, the lowest and highest allotment price of one share at the auction for the reporting period, market value of one ordinary share and one preferred share for the reporting period (in case of calculation);

      on the unorganized securities market with the date of the auction, the type, number of shares and the total amount of payment;

      by converting the company’s securities and other monetary obligations into its shares, indicating the number of convertible securities, the date of converting the company’s securities and other monetary obligations, or by placing derivative securities in a foreign country (indicating the name of derivative securities, the number of shares allotted through the placement of derivative securities, the number of shares offered for purchase on the securities market of the Republic of Kazakhstan, as well as the state, in accordance with whose legislation the derivative securities were allotted);

      9) the method of payment for the shares being allotted, their number and amount of payment (with a copy of a statement issued by the central securities depository about shareholders owning ten or more percent of the total number of allotted shares (less shares repurchased by the company), as of the date following the closing date of the shares’ allotment):

      in cash (indicate the details of the payment document (payment documents) confirming the payment for the shares by the founders (investors), the amount of the payment and the payer’s name);

      with securities (specify the name of the securities’ issuer, international identification number (ISIN code) and the number of securities, the name of the appraiser, the date of the appraisal report, the appraisal value (in case of no market price, the date of registration of the transaction);

      with property rights (indicate the date of the decision adopted by the company’s relevant bodies on repayment of the company’s monetary obligations as payment for the company’s shares being allotted, and the company’s body that made the decision, the details of the statement of reconciliation of the company’s monetary obligations; the name of the appraiser, the date of the appraisal report, the appraisal value, the date of the property transfer certificate);

      with other property (indicate the name of the appraiser, the date of the appraisal report, the property appraisal value, the date of the property transfer certificate);

      by converting securities and other monetary obligations into the company’s ordinary shares being allotted (indicate the international identification number (ISIN code) and the number of securities, date of registration of the transaction, date of the decision made by the company’s relevant body to convert securities and other monetary obligations, the transaction report). In case of payment for the company’s shares being allotted by converting the company’s securities and other monetary obligations into its shares in the course of the company’s rehabilitation, it is necessary to additionally indicate the date of the court decision on the approval of the rehabilitation plan. If the bank shares are paid for by converting the company’s securities and other monetary obligations into bank shares as part of involuntary restructuring of liabilities of a bank categorized as insolvent, it is necessary to additionally indicate the date of the decision of the authorized body on involuntary restructuring of liabilities of the bank categorized as insolvent;

      with dividends (indicate the date of the decision of the general meeting of shareholders on the distribution of dividends and details of documents confirming the payment for shares).

      In case of the company’s reorganization, it is necessary to indicate the date of the decision of the general meeting of shareholders on reorganization, the date of the transfer deed (not applicable for voluntary reorganization in the form of a bank merger). In case of the company’s reorganization through absorption, it is necessary to indicate the sale price of the shares of the company being absorbed, the allotment (sale) price of the shares of the absorbing company, except for the case of voluntary reorganization of banks in the form of a bank’s absorption by another bank, when it is necessary to indicate the share exchange ratio approved by a joint general meeting of shareholders of banks under reorganization;

      10) the value of the option, the number of the company’s shares for which the option contract is concluded, the exercise price of the option, in case the company concludes an options contract when allotting the company’s shares;

      11) information on underwriters (issuing consortia) of the company’s share issue (this item shall be filled in if there is an agreement on the provision of underwriting services):

      the name of the professional securities market participant, the date and number of the contract for the provision of services by the underwriter entered into by the company, as well as the issuing consortium participants;

      the method of share allotment by the underwriter;

      the number of shares allotted by the underwriter within the reporting period.

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| --- | --- |
|   | Appendix 3 to theRules for preparation andexecution of the share issueprospectus, the return of allotmentof shares, the report on exchangeof the company’s allotted shares ofone type for its shares of anothertype |

 **The structure of the report on exchange of allotted shares of one type of the joint-stock**
**company for its shares of another type**

      1. The title page of the report on exchange of the company’s allotted shares of one type for its shares of another type shall contain the following information:

      1) the document’s name: “Report on exchange of allotted shares of one type of the joint-stock company for its shares of another type”;

      2) the company’s full and abbreviated names;

      3) the following statement:

      “The officials of the joint-stock company confirm that all the information presented in the report on exchange of the company’s allotted shares of one type for its shares of another type is reliable and not misleading for investors regarding the joint-stock company and its shares being allotted.”

      2. The content of the report on exchange of the company’s allotted shares of one type for its shares of another type:

      1) the company’s full name and location;

      2) the date of the company’s state registration (re-registration) and the name of the body that carried out its state registration (re-registration);

      3) the date of state registration of the authorized share issue (replacement of the certificate of state registration of the authorized share issue);

      4) the date of the decision of the general meeting of shareholders on exchange of the company’s allotted shares of one type for its shares of another type, indicating the terms of the exchange, the period during which the company’s shares of one type were exchanged for its shares of another type;

      5) information on the shares:

      the total number of authorized shares with the indication of the number of ordinary and preferred shares;

      the number of shares that were subject to exchange, and the number of shares that could not be exchanged, the procedure for allotted shares’ exchange.

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