

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO, OR TO ANY PERSON LOCATED OR RESIDENT IN, ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS ANNOUNCEMENT OR THE TENDER OFFER AND CONSENTS SOLICITATION MEMORANDUM.

22 January 2019

JOINT STOCK COMPANY “KAZAGRO” NATIONAL MANAGEMENT HOLDING ANNOUNCES TENDER OFFER AND CONSENT SOLICITATION IN RESPECT OF THE U.S.\$1,000,000,000 4.625% NOTES DUE 2023 (ISIN (REG S): XS0934609016; ISIN (RULE 144A): US48668JAA88; CUSIP (RULE 144A): 48668JAA8) ISSUED UNDER ITS GLOBAL MEDIUM TERM NOTE PROGRAMME.

Joint Stock Company “Kazagro” National Management Holding (the “**Issuer**”) today announces its invitations to each holder (the “**Holder**”) (subject to certain offer and distribution restrictions referred to below) of the Issuer’s outstanding U.S.\$1,000,000,000 4.625% notes due 2023 (the “**Notes**”) to tender any and all of the outstanding Notes for purchase by the Issuer for cash (the “**Tender Offer**”) and concurrently with the Tender Offer, to consent to amend, by way of extraordinary resolution of the holders (the “**Extraordinary Resolution**”), the terms and conditions of the Notes (the “**Conditions**”) to provide for mandatory early redemption of the Notes by the Issuer (the “**Proposal**”, and together with the Tender Offer, the “**Offer**”).

The Offer is made on the terms and subject to the conditions set forth in the Tender Offer and Consents Solicitation Memorandum dated 22 January 2019 (the “**Memorandum**”). A tender of Notes in the Tender Offer, in order to be valid, is conditional upon the Holder concurrently submitting a vote to approve the Extraordinary Resolution consenting to the Proposal. The Offer begins on 22 January 2019 and will expire at 10:00 a.m. (London time) on 20 February 2019, unless the Offer is extended or earlier terminated, as described in the Memorandum (the “**Expiration Deadline**”).

Copies of the Memorandum are available from the Tender and Tabulation Agent as set out below. Capitalised terms used in this announcement but not defined herein have the meaning given to them in the Memorandum.

Consideration in respect of the Offer

The following table sets forth details of the Tender Offer and the Proposal:

Description of the Notes	Tender Offer Consideration per U.S.\$1,000 principal amount of Notes (equal to Early Redemption Amount)	Early Tender Premium per U.S.\$1,000 principal amount of Notes (equal to the Early Consent Fee)	Total Consideration per U.S.\$1,000 principal amount, comprising the Tender Offer Consideration and Early Tender premium	Early Redemption Amount per U.S.\$1,000 principal amount of Notes (equal to Tender Offer Consideration)	Early Consent Fee per U.S.\$1,000 principal amount of Notes (equal to the Early Tender Premium)
The U.S.\$1,000,000,000 4.625% notes due 2023	U.S.\$1,000	U.S.\$20	U.S.\$1,020	U.S.\$1,000	U.S.\$20

Indicative Offer Timetable

This is an indicative timetable showing one possible outcome for the timing of the Offer, based on the dates set out in the Memorandum. This timetable is subject to change and dates may be extended or changed by the Issuer, in its discretion, in accordance with the terms and conditions set out in the Memorandum (including the Conditions to the Offer). Accordingly, the actual timetable may differ

significantly from the timetable set forth below. In addition, the timetable may also differ if any Meeting is required to be adjourned.

Date and time (all times are New York City time, unless otherwise stated)	Event
22 January 2019	Launch Date
5:00 p.m., 4 February 2019	Record Date
11:59 p.m., 4 February 2019	Early Participation Deadline
5 February 2019	Announcement of Early Results
5:00 a.m. (10:00 a.m. London time), 20 February 2019	Expiration Deadline
5:00 a.m. (10:00 a.m. London time), 22 February 2019	Meeting and Announcement of Results of Offer
25 February 2019	Settlement Date
26 February 2019	Early Redemption Date

Rationale for the Offer

The purpose of the Offer is to reduce the Issuer’s hard currency indebtedness. Any Notes purchased by the Issuer will be surrendered for cancellation to the principal paying agent in respect of the Notes. The source of funding of the Tender Offer will be cash generated from operating activities of the Issuer, funds extended by the Government of Kazakhstan and domestic borrowings.

The Offer

In respect of the Offer:

- In order to be valid, the tender of any Notes must be accompanied by a vote to approve the Extraordinary Resolution consenting to the Proposal. In the case of Notes held through Euroclear or Clearstream, Luxembourg, the tender of any Notes in the Tender Offer will automatically result in such Notes being voted to approve the Extraordinary Resolution consenting to the Proposal. In the case of Notes held through DTC, the tender of any Notes in the Tender Offer is conditional upon the relevant Holder concurrently submitting a Form of Sub-Proxy (as defined in the Memorandum) to the Tender and Tabulation Agent to approve the Extraordinary Resolution consenting to the Proposal.
- Holders that validly tender their Notes and that concurrently consent to the Proposal at or prior to 11:59 p.m. (New York City time) on 4 February 2019 (the “**Early Participation Deadline**”) will, to the extent their Notes are accepted for purchase, receive, per \$1,000 in principal amount of Notes accepted for purchase, the Total Consideration, which comprises the Tender Offer Consideration, plus the Early Tender Premium (each as set out in the table entitled “*Consideration in respect of the Offer*” above).
- Holders that validly tender their Notes and that concurrently consent to the Proposal after the Early Participation Deadline but at or prior to the Expiration Deadline shall, to the extent their

Notes are accepted for purchase, receive only the Tender Offer Consideration, which does not include the Early Tender Premium;

- In any case, Holders that validly tender their Notes and that concurrently consent to the Proposal will, to the extent the Notes are accepted for purchase, also receive Accrued Interest (as defined in the Memorandum) on such Notes as described further in the Memorandum;
- Holders that consent to the Proposal without tendering Notes at or prior to the Early Participation Deadline will, if the Extraordinary Resolution is approved at the Meeting and the Proposal is implemented, receive, per U.S.\$1,000 in principal amount of Notes in respect of which a Voting Instruction in favour of the Proposal was validly delivered prior to the Early Participation Deadline, the Early Consent Fee (as set out in the table entitled “*Consideration in respect of the Offer*” above);
- Holders who consent to the Proposal without tendering Notes after the Early Participation Deadline but at or prior to the Expiration Deadline shall not be eligible to receive any consent fee;
- Holders should note that the deadline set by any broker, dealer, commercial bank, custodian, trust company or other nominee or intermediary or clearing system (including any Clearing System) through which a Holder holds any Notes will be earlier than the Early Participation Deadline and the Expiration Deadline, respectively, and that any instructions to tender Notes and concurrently consent to the Proposal must be received by the Tender and Tabulation Agent on or prior to the Expiration Deadline or the Early Participation Deadline (as the case may be) in order to be deemed valid; and
- Holders may only validly tender Notes in the minimum denominations and integral multiples set out in the final terms in respect of the Notes, being minimum denominations of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof.

The Tender Offer is not conditional upon the Proposal being approved. The Issuer may in its discretion elect to accept Notes tendered pursuant to the Tender Offer for purchase regardless of whether the Extraordinary Resolution is approved or not at the Meeting. The Proposal is however conditional upon the Tender Offer being completed and the Issuer will not implement the Proposal and complete the Mandatory Early Redemption unless it also completes the Tender Offer.

Meeting and Announcement of Results

There will be a Meeting of Holders to consider the Offer on 22 February 2019 at the offices of White & Case LLP, 5 Old Broad Street, London EC2N 1 DW at 10:00 a.m. (London Time).

After the Meeting, the Issuer shall announce (i) the aggregate principal amount of Notes validly tendered and the results of the Tender Offer, and (ii) the results of the Meeting.

Holders are advised that (i) in the event that the Meeting is adjourned for lack of quorum or otherwise, the Issuer intends to extend the Offer and postpone the Settlement Date and (ii) if the Issuer determines in its sole discretion to extend the Tender Offer and postpone the Settlement Date, it reserves the right to adjourn the Meeting. Holders will not be given withdrawal rights as a result of such postponement, if any, and all tendered Notes or Notes in respect of which Voting Instructions have been submitted will remain blocked until any later Settlement Date or subsequent termination of the Offer (or, in either case, immediately thereafter).

General

The Issuer may, in its sole discretion, extend, re-open, amend or waive any condition of the Offer at any time (subject to applicable law and as provided in the Memorandum). Details of any such

extension, re-opening, amendment, waiver, termination or withdrawal will be announced as provided in this announcement as soon as reasonably practicable after the relevant decision is made.

Holders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary needs to receive instructions from a Holder in order for that Holder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer before the deadlines specified in the Memorandum. The deadlines set by each Clearing System for the submission and withdrawal of Tender Instructions or Voting Instructions will also be earlier than the relevant deadlines specified in the Memorandum.

For further information on the Offer and terms and conditions on which the Offer are made, Holders should refer to the Memorandum. Questions and requests for assistance in connection with the (a) Offer may be directed to the Dealer Manager; and (b) Offer and the delivery of Tender Instructions or Voting Instructions may be directed to the Tender and Tabulation Agent, the contact details for all of which are below.

Unless stated otherwise, announcements in relation to the Offer will be found (i) by issue of a press release to a recognised news service; (ii) by delivery of notices to the Clearing Systems for communication to Direct Participants; (iii) through RIS, and (iv) by publication on the website of the Kazakhstan Stock Exchange (at www.kase.kz). The Issuer may also make announcements in relation to the Offer on the relevant Reuters International Insider Screen. Copies of all such announcements, press releases and notices can also be obtained from the Tender and Tabulation Agent, the contact details for which are at the bottom of this announcement. Significant delays may be experienced where notices are delivered to the Clearing Systems and Holders are urged to contact the Tender and Tabulation Agent for the relevant announcements during the course of the Offer. In addition, holders of Notes may contact the Dealer Manager for information using the contact details which are at the bottom of this announcement. Holders are advised to read carefully the Memorandum for full details of and information on the procedures for participating in the Offer.

This announcement is made by:

Joint Stock Company “KazAgro” National Management Holding
24 Republic Avenue
Astana, 010000
Republic of Kazakhstan

Questions and requests for assistance in connection with the Offer may be directed to the Dealer Manager and Solicitation Agent.

Citigroup Global Markets Limited

Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom

Attention: Liability Management Group
Telephone: +44 20 7986 8969
Email: liabilitymanagement.europe@citi.com

Questions and requests for assistance in connection with the delivery of Tender Instructions or Voting Instructions may be directed to the Tender and Tabulation Agent.

Citibank, N.A., London Branch

6th Floor, Citigroup Centre
Canada Square
London E14 5LB
United Kingdom

Attention: LM Team - Agency and Trust
Telephone: +44 20 7508 3867
Email: citiexchanges@citi.com

DISCLAIMER

This announcement must be read in conjunction with the Memorandum. This announcement and the Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If you are in any doubt as to the contents of this announcement or the Memorandum or the action you should take, you are recommended to seek your own financial and legal advice, including in respect of any tax consequences, immediately from your stockbroker, bank manager, legal adviser, accountant or other independent financial adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender Notes for purchase pursuant to the Tender Offer. For the avoidance of doubt, none of the Dealer Manager, the Tender and Tabulation Agent, the Trustee or the Issuer makes any recommendation as to whether Holders should participate in the Offer or otherwise provides any legal, business, tax or other advice in connection with the Offer.

This announcement is for informational purposes only. The Offer is being made only pursuant to the Memorandum and only in such jurisdictions as is permitted under applicable law. None of this announcement, the Memorandum nor any other documents or materials relating to the Offer constitutes an offer to purchase or the solicitation of an offer to tender or sell Notes to or from any person located or resident in any jurisdiction where such offer or solicitation is unlawful.

None of the Dealer Manager, the Tender and Tabulation Agent or the Trustee (or their respective affiliates, directors, officers, employees and agents) have separately verified the information contained in the Memorandum and none of the Dealer Manager, the Tender and Tabulation Agent or the Trustee, their affiliates or their respective directors, officers, employees or agents makes any representations, warranties, undertakings or recommendations whatsoever (express or implied) regarding the Memorandum or the Offer and none of such persons accepts any liability or responsibility as to the accuracy or completeness of the information contained in the Memorandum or any other information provided by the Issuer in connection with or in relation to the Offer or any failure by the Issuer to disclose material information with regard to the Issuer or the Offer.

The Dealer Manager, the Trustee and the Tender and Tabulation Agent (and their respective directors, employees or affiliates) make no representations or recommendations whatsoever regarding this announcement, the Memorandum or the Offer. The Tender and Tabulation Agent is the agent of the Issuer and owes no duty to any Holder. None of the Issuer, the Dealer Manager, the Trustee or the Tender and Tabulation Agent or any of their respective directors, employees or affiliates makes any recommendation as to whether or not the Holders should participate in the Offer or refrain from taking any action in the Offer with respect to any of Notes, and none of them has authorised any person to make any such recommendation.

OFFER AND DISTRIBUTION RESTRICTIONS

General

This announcement does not constitute an offer to purchase, or the solicitation of an offer to tender or sell, or to exercise any voting rights with respect to any, Notes to or from, or by, any person located or resident in any jurisdiction where such offer or solicitation is unlawful, and tenders of Notes by Holders originating from any jurisdiction in which such offer or solicitation is unlawful will not be accepted. The Offer is not being made, directly or indirectly, in any jurisdiction where to do so would impose any obligations on the Issuer in such jurisdiction, including any requirement to qualify as a foreign corporation or other entity or as a dealer in securities in any such jurisdiction, file any general consent to service of process in any such jurisdiction, subject itself to taxation in any such jurisdiction if it is not otherwise so subject, make any filing with any regulatory body in any such jurisdiction or otherwise have any document approved by, or submitted to, any regulating body in such jurisdiction. In those jurisdictions where the securities laws or other laws require the Offer to be made by a

licensed broker or dealer and the Dealer Manager or any of its affiliates is such a licensed broker or dealer in such jurisdiction, the Offer shall be deemed to be made on behalf of the Issuer by the Dealer Manager or such affiliate (as the case may be) in such jurisdiction and the Offer is not made in any such jurisdiction where the Dealer Manager or any of its affiliates is not licensed. Neither this announcement nor the delivery of the Memorandum nor any purchase of Notes shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer since the date hereof, or that the information herein is correct as of any time subsequent to the date hereof.

Each Holder participating in the Offer will be deemed to give certain representations in respect of the jurisdictions referred to below, and generally, on submission of Notes for tender in the Tender Offer and submission of consent to the Proposal. Any tender of Notes for purchase pursuant to the Tender Offer from a Holder that is unable to make these representations will not be accepted. Each of the Issuer, the Dealer Manager and the Tender and Tabulation Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Tender Offer, or submission of consent to the Proposal, whether any such representation given by a Holder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such tender will not be accepted.

A Holder who is a Sanctions Restricted Person may not participate in the Offer. No Notes purported to be tendered by a Sanctions Restricted Person pursuant to the Memorandum will be accepted for purchase and no Sanctions Restricted Person will be eligible to receive any monetary amount in respect of the Total Consideration, Tender Offer Consideration, or Early Consent Fee in any circumstances. The Issuer, in its discretion, reserves the absolute right not to accept the tender of any Notes by a person whom it has reason to believe is or may be a Sanctions Restricted Person.

United Kingdom

The communication of this announcement, the Memorandum and any other documents or materials relating to the Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended (the “**FSMA**”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may only be communicated to: (i) persons who have professional experience in matters relating to investments, being investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Financial Promotion Order**”); (ii) persons who fall within Article 43(2) of the Financial Promotion Order, including existing members and creditors of the Issuer; (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Financial Promotion Order; or (iv) any other persons to whom these documents and/or materials may lawfully be made under the Financial Promotion Order. Any investment or investment activity to which the Memorandum relates is available only to such persons and will be engaged in only with such persons and other persons should not rely on it.

Italy

Neither this announcement, the Memorandum nor any other documents or materials relating to the Offer have been or will be submitted to the clearance procedure of the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) pursuant to Italian laws and regulations. The Offer is being carried out in the Republic of Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “**Financial Services Act**”), and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended, as the case may be.

A Holder located in the Republic of Italy may tender Notes through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with Notes or the Offer.

Belgium

In Belgium, the Offer will not, directly or indirectly, be made to, or for the account of, any person other than to qualified investors referred to in Article 10 § 1 of the Belgian law on the public offering of investment instruments and the admission of investment instruments to trading on regulated markets dated 16 June 2006, as amended from time to time (the “**Belgian Prospectus Law**”). Neither this announcement, the Memorandum nor any other documentation or material relating to the Offer has been or will be submitted to the Financial Services and Markets Authority (“*Autorité des services et marchés financiers / Autoriteit voorfinanciële diensten en markten*”) for approval. Accordingly, in Belgium, the Offer may not be made by way of a public offer within the meaning of article 3 of the Belgian Prospectus Law and article 3 of the Belgian act on public takeover offers dated 1 April 2007, as amended from time to time (the “**Belgian Takeover Act**”). Therefore, the Offer may not be promoted *vis-à-vis*, and is not being made to, any person in Belgium (with the exception of “qualified investors” within the meaning of Article 10 § 1 of the Belgian Prospectus Law that are acting for their own account and without prejudice to the application of Article 6 § 4 of the Takeover Act). This announcement, the Memorandum and any other documentation or material relating to the Offer (including memoranda, information circulars, brochures or similar documents) have not been forwarded or made available to, and are not being forwarded or made available to, directly or indirectly, any such person. With regard to Belgium, this announcement, the Memorandum has been and the Memorandum will be transmitted only for personal use by the aforementioned qualified investors and only for the purpose of the Offer. Accordingly, the information contained in this announcement and the Memorandum may not be used for any other purpose or be transmitted to any other person in Belgium (without prejudice to the application of Article 6 § 4 of the Takeover Act).

France

The Offer is not being made, directly or indirectly, to the general public in the Republic of France. Neither this announcement, nor the Memorandum nor any other documentation or material relating to the Offer (including memorandums, information circulars, brochures or similar documents) has been distributed to, or is being distributed to, the general public in the Republic of France. Only (i) persons that provide investment services in the field of portfolio management for the account of third parties (*personnes fournissant le service d’investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*) (that are not individuals) acting for their own account, in each case as defined in or pursuant to articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French *Code Monétaire et Financier*, may participate in the Offer. This announcement and the Memorandum have not been submitted to the clearance procedures of the *Autorité des marchés financiers*.

Republic of Kazakhstan

The Offer is not being made, directly or indirectly, in the Republic of Kazakhstan, except in compliance with the laws and regulations of the Republic of Kazakhstan, including the rules of the KASE. This announcement and the Memorandum have not been and will not be submitted for clearance to nor approved by the National Bank of Kazakhstan.