KAZAKHSTAN STOCK EXCHANGE JSC

Agreed upon

with Central Securities Depository JSC February 15, 2023

Chairman of the Board

A. MUKHAMEJANOV

Approved

by a decision of the Board of Directors of Kazakhstan Stock Exchange JSC (Decision No. 6 dated March 1, 2023)

Effective as of March 2, 2023

NOTICE

The Rules below in English have been translated by employees of Kazakhstan Stock Exchange for information purposes only. In case of any incompliance of this translation with the Rules' original version in Russian, the latter prevails.

RULES

for conducting a public offering of securities

These Rules have been developed in accordance with the legislation of the Republic of Kazakhstan, internal documents of Kazakhstan Stock Exchange JSC (hereinafter – the Exchange) and determine the main conditions and procedure for conducting a public offering in relation to an offering, sale, redemption and acquisition of securities through the Exchange (hereinafter – public offering).

Article 1. Main concepts, terms and designations

- 1. The concepts and terms used in these Rules are identical to the concepts and terms defined by the legislation of the Republic of Kazakhstan and other internal documents of the Exchange.
- 2. For the purposes of these Rules:
 - an order means an order for purchase (sale) of securities submitted by a participant of the public offering;
 - an investor means an individual or legal entity intending to use the services of a member of the Exchange for purchase (sale) of securities during a public offering;
 - 3) a participant means a member of the Exchange of the "stock" category, participating in the public offering as a buyer (seller) of securities, including on behalf of his clients:
 - 4) a seller (buyer) is a member of the Exchange of the "stock" category or a consortium of members of the Exchange of the "stock" category participating in the public offering as a seller (buyer) of securities, including on behalf of his clients:
 - 5) the distribution of securities between the participants in the public offering means the determination by the seller of the limit values (the price and number of securities) of the orders of such participants, according to which these orders are subject to execution;
 - 6) the register of accepted orders means the list of orders accepted by the Exchange from participants in the public offering and included in the final list of orders being transferred to the seller (buyer);
 - 7) the register of executed orders means the list of orders subject to execution received by the Exchange from the seller (buyer) during the public offering.

Article 2. General conditions for conducting a public offer

- 1. The Exchange provides potentially equal access for all categories of participants in a public offering. Features and conditions for submitting applications by them are regulated by the seller (buyer) and are announced in advance in an application for a public offering (hereinafter the application).
- Depending on the choice of the seller (buyer) indicated in his application, the
 public offering is conducted in the mode of trading with the CCP or in the mode of
 trading without the CCP, with settlements in the tenge or US dollars, with the
 exception of the public offering to buy back and purchase securities, which is
 carried out only in the trading mode without the CCP, with settlements in the tenge
 or US dollars.
- A public offering for the placement or sale of any security can be simultaneously conducted both in the trading mode with the CCP and in the trading mode without the CCP, and such trading is recognized as a single public offering of these securities.
- 4. The procedure for the exchange of electronic documents between the Exchange and the Central Securities Depository JSC (hereinafter the Central Depository), as well as the communication channels used for the transfer of such documents, are determined by the Trading operator service agreement and the service

- agreement with the Exchange as a clearing organization, concluded between the Exchange and the Central Depository.
- 5. A consortium of members of the Exchange of the "stock" category can act as a seller (buyer), while the participants of such a consortium independently determine a member of the Exchange included in such an association, which interacts with the Exchange when conducting a public offering, pays the Exchange the commission fee for organizing such public offering and the Exchange's clearing fee (in the case of a public offering in the mode of trading with the CCP), and is also responsible for improper dissemination of information obtained in the course of interaction with the Exchange during a public offering.
- 6. When conducting a public offering for the placement or sale of securities, the Exchange does not participate in the process of distribution of securities between participants and is not responsible for such distribution.
 - When conducting a public offering to buy back or acquire securities, the Exchange does not participate in the process of compiling the list of persons participating in the sale of securities, and is not responsible for such compilation.
- 7. When conducting a public offering, settlements of transactions are carried out on the date of their conclusion, with the exception of a public offering conducted in the mode of trading without the CCP with settlements in tenge, for which the date of settlement may differ from the conclusion date.
- 8. Settlements of transactions concluded as a result of a public offering are carried out in accordance with the set of rules of the Central Depository, taking into account the norms established in Article 10 of these Rules.
- 9. If a seller's (buyer's) written application is submitted, by a decision of the Exchange's Management Board not later than the closing time of the order collection (taking into account the specifics established by sub-item 3) of this item), the conditions for conducting a public offering may be changed or other conditions for its conduct may be established, subject to the following:
 - changes or additional conditions being introduced do not contradict these Rules and apply to all participants;
 - 2) information about the changes or additional conditions being made is subject to publication on the Exchange's website;
 - 3) changes in the terms of the public offering related to the exchange of information with the Central Depository are established upon agreement with the Central Depository no later than one working day before the date of the start of order collection.
- 10. The Exchange immediately notifies the Central Depository and members of the Exchange of the "stock" category about changes in the terms of the public offering.

Article 3. Application for holding a public offering

- 1. In order to organize a public offering, the seller (buyer) must submit to the Exchange an application in the form provided for in Appendix 1 to these Rules no later than three working days before the start date of the order collection period indicated in the application.
- 2. In case of holding a public offering simultaneously in two trading modes in accordance with item 3 of Article 2 of these Rules, the seller (buyer) must send appropriate applications for each trading mode.
- Upon receipt of the application, the trading division checks the parameters and conditions of this public offering for compliance with these Rules and technical capabilities of the Exchange and sends a memo on the verification to the member of the Exchange's Management Board in charge of this division, who, no later than

the working day following the day of receipt of the application, accepts a decision to hold a public offering or on the impossibility of holding it.

- 4. The Exchange sends an application to the Central Depository to obtain its consent for:
 - carrying out checks according to the criteria established by the seller (buyer), if the application provides for such checks, and
 - 2) provision of additional information about the details of the investors, if the seller's (buyer's) application provides for the provision of such information.
- 5. Not later than the working day following the day of receipt of the application from the Exchange, the Central Depository notifies it of the results of consideration of this application.
- 6. In case of receiving from the Central Depository a positive result of consideration of the Exchange's application specified in item 4 of this article, the Exchange subdivision responsible for organizing and conducting trading, not later than the business day following the day of receipt of the notification from the Central Depository in accordance with item 5 of this article, assigns a unique number to the public offering, notifies the Central Depository about it, and also publishes on its website an information message about the public offering, its parameters and conditions.
- 7. In case of receiving from the Central Depository a negative result of consideration of the Exchange's application specified in item 4 of this article, the Exchange's subdivision responsible for organizing and conducting trades notifies the seller (buyer) of this.

Article 4. Order collection

 From the beginning of the order collection period, participants acquire the right to submit orders in compliance with the conditions for conducting a public offering, specified by the seller (buyer) in the application.

2. Orders submitted to the trading and clearing system using trading and clearing accounts controlled by users of the control and collateral system, if necessary, are subject to refusal to be confirmed by these users after the order activation time and until the time specified in the application of the seller (buyer) following the end of the order collection period.

An order, the confirmation of which was refused by the user of the control and collateral system, is not included in the register of accepted orders and is not subject to execution.

3. Participants are allowed to change and delete their orders during the collection period.

The seller (buyer) is allowed to delete the order of a participant during the order collection period after the time of their activation only if this order does not meet the conditions specified in the order.

4. When conducting a public offering for the placement or sale of securities in the mode of trading with the CCP, the trading and clearing system blocks money on buyers' accounts as collateral in accordance with item 2 of Article 5 of these Rules.

When conducting a public offering in the trading mode without the CCP, the collateral is not blocked.

Hereinafter, order activation is understood as a command of the trading and clearing system, as a result of execution of which the number of securities for a market order is calculated, and all submitted orders become active and available for their execution.

- If market orders are registered in the trading and clearing system, at the same time:
 - the period of conducting a public offering in the trading mode without the CCP is one trading day, the seller (buyer) before the time of activation of orders must provide the Exchange with the price at which the number of securities for each market order will be calculated and at which these orders will be executed:
 - 2) the period of the public offering in the trading mode with a CCP or trading mode without the CCP is more than one trading day, the Exchange uses one unit as the price of a security in order to calculate the number of securities for each market order, while the number of such securities is calculated at the time of order activation:
 - 3) the period of conducting a public offering in the mode of trading with the CCP is one trading day, the seller, before the time of checking and blocking the collateral, must provide the Exchange with the price at which, during the activation of orders, the number of securities for each market order will be calculated and at which these orders will be executed.
- 6. When conducting a public offering, the seller (buyer) has the information contained in the trading and clearing system for all orders submitted by the participants.
- 7. The holding of a public offering is recognized and declared invalid if the orders are submitted by less than two participants and less than 50 investors.

Article 5. Orders' collateral

- 1. The trading and clearing system automatically checks each application submitted by the participant for the sufficiency of full collateral:
 - 1) when conducting a public offering in the mode of trading with the CCP within the period of time specified in the application of the seller (buyer):
 - at the time the participant submits an application, or
 - at a specific time;
 - 2) when conducting a public offering in the mode of trading without the CCP at the time of the conclusion of transactions.
- 2. Verification of orders for sufficiency of collateral and blocking of such collateral during a public offering in the mode of trading with the CCP are carried out as follows:
 - until the time of verification of collateral sufficiency, it is allowed to submit an unsecured order:
 - 2) at the moment of checking the sufficiency of the collateral, the trading and clearing system cancels the orders of the participants, submitted on the trading and clearing accounts, on which there is no sufficient amount of collateral;
 - 3) after the time for checking the adequacy of collateral, only a fully secured order may be submitted;
 - 4) verification of the seller's orders for the sufficiency of collateral is carried out at the time of conclusion of transactions;
 - 5) the participant's money, which is collateral for orders, is blocked at the time specified in the application on the trading and clearing account of such a participant until the period for making settlements on concluded transactions;
 - 6) the blocking of the security of any order is carried out in the amount of the amount of such order;

7) if the participant deletes the order, the trading and clearing system removes the blocking from the trading and clearing account in the amount of such an order, established by sub-item 6) of this item.

Article 6. Checking orders for compliance

Orders are checked for compliance with the criteria as follows:

- orders after their registration in the trading and clearing system on a daily basis at the end of the order collection period are sent to the Central Depository for the necessary verification;
- 2) if the order does not meet the criteria set by the seller (buyer), then it is rejected by the trading and clearing system;
- 3) if a participant deletes an order that has been checked in the Central Depository for compliance with the criteria established by the seller (buyer), the Exchange shall notify the Central Depository of this.

Article 7. Disclosure of additional information about investors

- By submitting an order to the trading and clearing system, the Participant thereby expresses unconditional consent to the disclosure of additional information about the details of investors, is responsible for its accuracy, and also confirms that he has received the necessary consents of these investors to disclose such information.
- 2. After registration of buyers' orders in the trading and clearing system:
 - the Exchange sends a request on such orders to the Central Depository for disclosure of additional information about the details of investors;
 - 2) if there is additional information about the details of investors, the Central Depository sends it to the Exchange in response to a request, or
 - if the Central Depository does not have additional information about the details of investors, after the end of the order collection period, this information is sent to the Exchange by a participant in a public offering in accordance with the form posted on the website of the Exchange, through a web module that ensures the confidentiality of transmitted data;
 - additional information about the details of investors, received in accordance with sub-item 2) of this item, the Exchange discloses to the seller (buyer) and the issuer of securities.

Article 8. Register of accepted orders

- 1. Not later than the business day following the day of the end of the order collection period, the Exchange compiles the register of accepted orders in the form of Appendix 2 to these Rules and submits it to the seller (buyer).
- 2. The register of accepted orders does not include:
 - orders that have not passed the verification for compliance with the criteria established by the seller (buyer), if such verification was provided for by the terms of the public offering;
 - 2) orders on which the user of the control and collateral system refused to confirm:
 - 3) orders that were deleted during the order collection period.
- 3. The transfer to the seller (buyer) of the register of accepted orders is carried out electronically in the .xml or .xls format using a transport system for guaranteed

- delivery of information with cryptographic protection tools that ensures the confidentiality and non-adjustability of the transmitted data.
- 4. The information specified in the register of accepted orders and transferred to the seller (buyer) is confidential and is intended for the information of the seller (buyer) and the issuer, who are solely responsible for the disclosure of such information and any possible consequences of this disclosure.

Article 9. Register of executed orders

- The register of executed orders is formed by the seller (buyer) from the register of
 collected orders received from the Exchange, in which the seller (buyer) indicates
 the price of each order and the number of securities that he intends to sell (buy)
 to the public offering participant (from the public offering participant) according
 to this order.
- 2. The seller (buyer) has the right not to execute all or individual orders of the participants, as well as to execute any of the orders partially, if this decision does not contradict the conditions of the order.
- 3. The seller (buyer), within the period specified in the application, but not later than one business day before the date of execution of orders, transfers to the Exchange the register of executed orders in electronic form in .xml or .xls format using a transport system for guaranteed delivery of information with cryptographic protection tools, which ensures the confidentiality and non-adjustability of the transmitted data.
 - If the seller (buyer) refuses to conduct the public offering (the seller (buyer) declares the public offering invalid), he shall notify the Exchange of this in writing within the period specified in item one of this article, indicating the reason for refusing to conduct the public offering (declaring the public offering invalid).
- 4. Receipt by the Exchange of the register of executed orders means the full consent of the seller (buyer) to conclude deals in accordance with the parameters specified in the register of executed orders.
- 5. The Exchange checks the register of executed orders for changes in the parameters and (or) the number of orders accepted by it.
 - If inconsistencies are detected based on the results of the check specified in the first item of this article, or if the received file is damaged (there is no possibility of correct processing of the file), the Exchange notifies the seller (buyer) about this.
- 6. The seller (buyer) is obliged to correct the identified inconsistencies or damages no later than the business day on which the transactions will be concluded, and transfer the corrected file with the register of executed orders to the Exchange.
 - If the Exchange has not received the corrected file with the register of executed orders within the established period, it shall declare the public offering invalid.

Article 10. Carrying out settlements on concluded deals

- To make settlements when conducting a public offering for the placement or sale of securities:
 - the seller before the start of their implementation provides the required number of securities on the seller's sub-account on the KASE section in the Central Depository;
 - 2) in case of conducting a public offering in the trading mode with the CCP before the start of the time for checking the collateral, the participant provides a sufficient amount of money on the correspondent account of the Exchange in the Central Depository, or in the case of a public offering in the trading

mode without the CCP, before the time of settlement, provides a sufficient amount of money for their bank accounts in the Central Depository or in the interbank money transfer system of the Republican State Enterprise "Kazakhstan Interbank Settlement Center" (hereinafter – the KISC).

- 2. To make settlements when conducting a public offering for the redemption or acquisition of securities:
 - before the start of their implementation, the buyer ensures a sufficient amount of money in his bank accounts at the Central Depository or in the interbank money transfer system of the Republican State Enterprise "Kazakhstan Interbank Settlement Center" (hereinafter – the KISC);
 - 2) the participant provides the required amount of securities on his sub-account on the KASE section in the Central Depository.
- The Exchange, in accordance with the register of executed orders, forms transactions in the trading and clearing system, forms a list of orders for registration of these transactions and sends it to the Central Depository for settlements on transactions.
- 4. To transactions concluded during the public offering in the mode of trading with the CCP, clearing procedures are applied on a net basis, which provide for the use of the netting method in accordance with the procedure established by the Exchange's internal document "Clearing Rules for Transactions with Financial Instruments".

Claims and obligations arising from transactions are included in the settlement of net claims and net liabilities, respectively, on the settlement day.

The procedure for making settlements on transactions is carried out in accordance with the Exchange's internal documents "Procedure for concluding transactions with financial instruments with the performance of functions of the central counterparty" and "Rules for the implementation of cash settlements on transactions with the central counterparty in the stock market".

- 5. To transactions concluded during the public offering in the trading mode without the CCP, clearing procedures are applied on a gross basis, which provide for the fulfillment of claims and obligations for each concluded transaction separately in accordance with the Exchange's internal document "Procedure of concluding deals in securities without fulfillment of functions of the central counterparty and executing settlements thereof (gross-settlements)".
- 6. When conducting a public offering in the mode of trading without the CCP, the Central Depository rejects settlements on all transactions of a participant in the public offering in the following cases:
 - when placing or selling securities, there is no money on the participant's bank account opened with the Central Depository or KISC in the amount sufficient to make settlements on all transactions of such participant;
 - when redeeming or acquiring securities, the participant's sub-account on the KASE section in the Central Depository lacks the required number of securities:
 - 3) the settlement day does not correspond to the settlement period established by the terms of the public offering;
 - 4) the Exchange has not received the consent of the Central Depository to carry out checks according to the criteria established by the seller (buyer) and provide additional information on the details of investors, provided for in item 4 of Article 3 of these Rules;
 - in other cases, determined by the Code of Rules of the Central Securities Depository.

- 7. The time for making settlements on concluded deals depends on the parameters of the public offering and the need for inspections by the Central Depository in accordance with the legislation of the Republic of Kazakhstan, its Code of Rules and the terms of the public offering.
- 8. On the day of settlement of transactions, the Exchange forms and transfers to the seller (buyer) and participants the exchange certificates for transactions, and also publishes a notice on the results of the public offering on its website.

Article 11. Responsibility for failure to fulfill obligations on concluded transactions

- Settlement of cases of non-fulfillment by the parties of their obligations under a
 deal concluded during a public offering in the mode of trading with the CCP is
 carried out in accordance with the procedures for settling defaults in accordance
 with the Exchange's internal document "Clearing Rules for Transactions with
 Financial Instruments".
- 2. If the seller (buyer) or a participant fails to fulfill his obligations under a transaction concluded during a public offering in the trading mode without the CCP, such a transaction is recognized as terminated. At the same time, the affected party of such a transaction, within five working days following the day of recognition of this transaction as terminated, sends a notification to the Exchange that it has claims against the guilty party of the transaction for payment of a penalty (fine).

The absence of such notification within the established period is regarded by the Exchange as the absence of claims of the affected party to the transaction for payment of a penalty (fine).

If there is a demand for payment of a penalty (fine) from the affected party to the transaction against the guilty party, the guilty party is obliged to pay the counterparty in the transaction a penalty (fine) in the amount of 0.1% of the amount of the unfulfilled transaction.

- Not later than the second business day following the day of receipt of the notification, which is provided for in item one of article 2 of this article, the Exchange sends a notification to the guilty party of the transaction about the need to pay the penalty (fine).
- 4. The guilty party of the transaction transfers the amount of the forfeit (fine) to the Exchange's correspondent account in the Central Depository no later than the fifth business day following the day of receipt of the notification, which is provided for in paragraph 3 of this article.
- 5. The Exchange, within two business days following the day of receipt of the forfeit (fine) amount to the correspondent account of the Exchange in accordance with item 4 of this article, transfers this amount of the forfeit (fine) to the affected party of the transaction.
- 6. If the parties to an unexecuted transaction have disagreements on the issue of payment of the forfeit (fine) provided for in paragraph three of item 2 of this article, each of the participants within five working days from the date of conclusion of this transaction has the right to apply to the Dispute and Conflict Resolution Commission with a request for settlement of disagreements on the issue of payment of a penalty (fine).

Article 12. Final provisions

- Responsibility for the timely introduction of changes and (or) additions (updating)
 to these Rules rests with the structural subdivision that ensures the organization
 of trading on the Exchange.
- 2. These Rules are subject to updating as necessary, but at least once every three years, calculated from the effective date of these Rules.

Chairperson of the Management Board

A. Aldambergen

Appendix 1

to the Rules for conducting a public offering of securities

APPLICATION

for conducting a public offering

(full name of the Exchange member of the "stock" category)

asks to organize a public offering for [placement, sale, redemption or acquisition of a financial instrument] [name of securities] with the specified parameters and on the following conditions: PARAMETERS OF THE PUBLIC OFFERING Full name of the issuer of securities 1. 2. Type of securities 3. ISIN of securities (if any) 4. Number of securities being issued/sold/repurchased/purchased on a public offering (for debt securities - the total nominal volume of debt securities issued/sold/redeemed/acquired on a public offering in the currency of issue) 5. Price per security² 6. Merchant sub-account type 7. Seller sub-account number **TERMS OF THE PUBLIC OFFERING** Start date of the order collection period 1. 2. End date of the order collection period 3. Start time of the order collection period 4. End time of the order collection period 5. Order confirmation period □Yes 6. Acceptance of market orders □No 7. Collateral adequacy check3 at the time of order submission□ on the appointed date and time HH.MM.YY 00:00 Date and time of order activation 8. 9. Trading mode □with the CCP

□without the CCP

The price for one security is indicated at the discretion of the seller, being placed/sold/repurchased/acquired on a public offering.

To be filled in only when conducting a public offering in the mode of trading with the CCP.

10.	Currency of settlements	□tenge
		□U.S. dollar
11.	The need to check orders for compliance	□Yes
	with the criteria set by the seller	□No
11.1.	Criterion 1 for verification of orders	
11.2.	Criterion 2 for verification of orders	
11.n.	Criterion n for verification of requests	
12.	Request for additional information on the	□Yes
	details of investors in the register of accepted orders	□No
12.1.	Additional information 1:	□Yes
	last name, first name, patronymic (if any) of the investor – an individual or the name of	□No
	the investor – a legal entity	
12.2.	Additional information 2:	□Yes
	individual identification number (IIN) of an individual investor or business identification	□No
	number (BIN) of a legal entity investor	
12.3.	Additional information 3: citizenship of the investor – an individual or	□Yes
	the state in accordance with the legislation	□No
	of which the investor – a legal entity was registered as a legal entity	
12.4.	Additional information 4:	□Yes
	name and details (number, date of issue,	□No
	name of the issuing authority) of the document proving the identity of the investor	
	an individual or confirming the registration as a legal entity of the investor – a legal	
	entity	
12.5.	Additional information 5:	□Yes
	place of residence (indicating the administrative-territorial unit) of the investor -	□No
	an individual or the address ⁴ of the investor -	
	a legal entity	
12.6.	Additional information 6: other information about the investor,	□Yes
	available in the accounting system of the	□No
	Central Securities Depository and not constituting a commercial secret in the	
	securities market	
13.	Date of submission of the register of accepted orders	
14.	Date of submission of the register of	
	executed orders	

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⁴ As the address of the investor-legal entity, the address of its location or actual address (if it differs from the address of the location of this person), or postal address (if it differs from the actual address of this person) is indicated.

1 5.	The organization that carries out settlements on transactions at the end of the procedure for executing buyers' orders	□ □ Central depository □ other organization					
16.	Date and time of transactions						
17.	Date and time of settlement						
	OTHER TERMS OF THE P	UBLIC OFFERING					
1.	Method of distribution (collection) of securities among participants						
2.	Type of investor						
3.	Order volume						
4.	Other terms of the public offering						

[signature]

[surname, initials]

[Position of the head of

the executive body of the seller]

Appendix 2

to the Rules for conducting a public offering of securities

REGISTRY

of accepted/executed orders

Notes:

- 1) columns 11-17 are filled in, if this information is requested by the seller in his application for a public offering of securities;
- 2) it is allowed to remove extra columns or add new columns if it is necessary to obtain additional information about buyers of securities.

Item No.	Order No.	Order	Parameters of the accepted order				Parameters of the executed order				estor the of the	acts	fthe nship ual / f f		estor	Ф	cts
			price*	Yield*	quantity	volume	price*	Yield*	quantity	volume*	Name of the inv (Full name of i individual / name legal entity*	Investor contacts	Residence of investor (citizer of the individu country of incorporation	IIN / BIN	Other add. inve	Buyer name	Buyer contacts
Α	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
1.																	
2.																	
							·			·							
TOTA	۱L:	Х	X	X			X	X			X	X	X	X	X	X	X

* Filling out instructions.

- 1. Columns 3 and 7. When conducting a public offering of debt securities, the price is indicated in accordance with the parameters specified in the application for conducting a public offering of these securities.
- 2. Columns 4 and 8. The yield is indicated during the public offering of debt securities.
- 3. Column 10. For a market order submitted by a participant in terms of the amount of money, the seller (buyer) independently determines the number of securities to be executed. In this case, the amount of money should not exceed the amount specified by the participant in his order.
- 4. Column 13. The state of citizenship of the participant an individual or the state of incorporation or similar registration of the participant a legal entity.
- 5. Column 14. For citizens and legal entities of the Republic of Kazakhstan: IIN of the participant an individual or BIN of the participant a legal entity. For foreign citizens and legal entities, identification numbers are indicated that are similar or similar in purpose to the IIN and BIN of citizens and legal entities of the Republic of Kazakhstan.