

Attachment No. 12  
to the minutes No. 59/22  
of the Management Board  
of Samruk-Kazyna JSC  
dated 27 October 2022

## **Buyback Share Valuation Procedure of JSC NC “KazMunayGas”**

**Astana 2022**

## GENERAL

1. This Procedure (hereinafter referred to as the Procedure) has been developed in accordance with the Joint Stock Companies Law and Securities Market Law of the Republic of Kazakhstan (hereinafter referred to as the Laws) and the Charter of Joint Stock Company “National Company “KazMunayGas” (hereinafter referred to as the Company) and defines methods for determining the value of the Company's shares when the Company buys them back.
2. The following terms are used in this Procedure:
 

**Share** means the Company's outstanding ordinary shares and (if applicable) preference shares and (if applicable) depositary receipts evidencing ownership of a certain number of the Company's shares which are the underlying asset of that depositary receipt;

**Broker** means a professional securities market participant that conducts transactions with equity securities and other financial instruments on behalf of, on account of and in the interests of a client;

**IFRS** means International Financial Reporting Standards;

**Trade Organisers** mean a stock exchange or central depository when it provides organisational and technical support for trading by operating and maintaining a system for exchanging listings between the central depository's clients;

**Organised Securities Market** means an environment where issued securities and other financial instruments are traded in accordance with the internal documents of a stock exchange;

**Unorganised Securities Market** is an environment where securities and other financial instruments, including foreign currencies and derivative financial instruments, are traded without complying with the requirements of internal documents of a stock exchange.
3. This Procedure shall be applied to determine the value of Shares when they are bought back at the initiative of the Company to be further sold or for other purposes not contradicting the laws of the Republic of Kazakhstan and the Company's Charter or at the request of the Company's shareholder as prescribed by the Laws.
4. The rules and restrictions on buyback of Shares by the Company shall be determined in accordance with the Laws.
5. Shares shall be bought back by the Company based on a resolution of the Board of Directors of the Company unless otherwise stipulated by the Laws and/or the Company's Charter and shall be effected through a transaction of sale and purchase of Shares between a shareholder and the Company or the Company's Broker.
6. Buyback of Shares at the request of the Company's shareholder as prescribed by the Laws shall be effected on the basis of a written request from the shareholder, which shall include a clear and unambiguous request for buyback, reasons for such request, an indication of the number and type of Shares that the shareholder wishes to sell, and the address, bank details and contact details (phone, email) of the shareholder.
7. Shareholders of the Company may have access to this Procedure.

## SHARE VALUATION PROCEDURE

8. At the initiative of the Company, Shares that are traded on the Organised Securities Market shall be bought back at the current market price prevailing on the Organised Market where the Shares are traded or at another price determined by the Board of Directors based on the market value of Shares, amount of the Company's equity, prospects for its change in accordance with the Company's development plans and/or other factors.

9. Shares that are not traded on the Organised Securities Market may be bought back at the initiative of the Company with the consent of the shareholder at a price determined by an independent valuer as of a date no earlier than 30 calendar days before the Board of Directors decides to buy back the Shares, or at another price determined by the Board of Directors based on the amount of the Company's equity, prospects for its change according to the Company's development plans and/or other factors.
10. At the request of the Company's shareholder, Shares traded on the Organised Securities Market shall be bought back at the weighted average price prevailing on the Organised Securities Market where the Shares are listed, less a discount of ten per cent (10%) of the weighted average price.

The weighted average share price shall be fixed based on the data on the transactions concluded on the Organised Market over the last 30 calendar days, preceding the date when the grounds for the making of a call by the shareholder for the redemption of the Shares it owns arises in accordance with the Laws, and shall be calculated using the following formula:

$C = V / A$ , where,

C is the weighted average price of a Share;

V is the volume of transactions in monetary terms on these Shares (calculated by summing up the relevant figures for all transactions, concluded over the last 30 calendar days in the Shares on the Organised Securities Market, where the Shares are traded);

A is the number of Shares in transactions (calculated by summing up the relevant figures for the specified period for all transactions in Shares on the Organised Securities Market, where the Shares are traded).

11. At the request of the Company's shareholder, Shares that are not traded on the Organised Securities Market shall be bought back at the book value of the Share less a discount of ten per cent (10%) of the book value.

The book value of Shares shall be calculated on the basis of the last available consolidated financial statements of the Company prepared in accordance with IFRS at the date of registration of the shareholder's application for buyback of the Shares held by it and shall be calculated using the following formula:

$P = E / Q$ , where,

P is the book value of the Share;

E is the book value of the Company's equity as at the reporting date;

Q is the total number of Shares outstanding and traded (taking into account the relevant ratio of depositary receipts to one share) at the relevant reporting date.