

KazMunayGas NC JSC (KMG) is looking for a strategic partner for the joint implementation of a new subsoil use project Shygys.

**1) Name of the new subsoil use project (subsoil plot) – Shygys.**

**2) Location of the subsoil plot – Aktobe Region.** The subsoil plot is included in the State Subsoil Fund Management Programme with indication of coordinates and is included in the List of Areas of Subsoil plots for Exploration and Production or Production of Hydrocarbons for Granting Subsoil Use Rights to National Companies. Link to the document – <https://www.gov.kz/memleket/entities/mps/press/article/details/17047?lang=ru>

**3) Requirements for legal entities (a consortium of legal entities) establishing criteria for determining a strategic partner of KMG for the implementation of investment financing of the Shygys Project for the subsequent acquisition of subsoil use rights (the “Requirements”):**

“Organisation” means a Kazakh or foreign legal entity (their associations).

“Parent Company” means a legal entity that directly or indirectly owns 100% of the interest (shareholdings) in the Organisation.

1. Existence of a state registration as a legal entity (extract from the commercial register or another legalised document certifying that the applicant is a legal entity under the laws of a foreign state).

2. The Organisation must not be in liquidation, reorganisation or bankruptcy.

3. The Organisation must not have outstanding debts for the payment of taxes and other mandatory payments to the budget of the Republic of Kazakhstan.

4. The Organisation or its Parent Company must have positive experience in carrying out subsoil use operations within the Republic of Kazakhstan and/or abroad:

- at least 10 years of experience in commercial production of hydrocarbons; and
- at least 5 years of experience in geological exploration (seismic surveys and exploratory drilling); and
- at least 5 years of experience in the implementation of work programmes.

5. Availability of qualified professionals (management) in the Organisation or its Parent Company with at least ten (10) years of experience in the oil and gas industry.

6. The equity of the Organisation shall not be less than two hundred million (200,000,000) U.S. dollars.

7. If the Organisation or its Parent Company is included in the list of the world’s largest public companies in the oil and gas industry (Oil & Gas Operations)

according to Forbes (<https://www.forbes.com/lists/global2000/>), clauses 4, 5 and 6 of the Requirements do not apply.

8. The Organisation shall undertake to provide investment financing for exploration under a joint venture agreement (contract) and/or a financing agreement concluded for the purpose of acquiring subsoil use rights on the basis of direct negotiations in accordance with the procedure established by the Code of the Republic of Kazakhstan on Subsoil and Subsoil Use.

9. The Organisation shall undertake to pay the signature bonus or refund the subscription bonus paid by KMG.

10. Information on managers, legal entities, individuals, states and international organisations that directly or indirectly control the strategic partner.

11. Information on the strategic partner's previous activities, including a list of the countries in which it has operated over the past three years.

12. Confirmation of the availability of sufficient financial resources to carry out a work programme that includes the scope, description and schedule of the work to be carried out during the exploration period.

**4) The list of documents to be submitted by the Organisations to confirm the Requirements includes:**

1. Copy of the certificate (or other document) of state registration (re-registration) of a legal entity, extract from the commercial register or another document certifying that the applicant is a legal entity under the laws of a foreign state; for a temporary association of legal entities (consortium), a copy of the consortium agreement and copies of certificates (or other documents) of state registration (re-registration) of the consortium members.

2. Copy of the duly validated articles of association; for legal entities registered on the basis of standard articles of association, a copy of the application in the established form for registration of a legal entity.

3. Information document including information on the directors and their powers, information on the members (shareholders) with an indication of the size of their interest (shareholdings), information on legal entities, individuals, states and international organisations that directly or indirectly control the applicant, information on the outstanding securities of the legal entity on the organised securities market with an indication of the total number of these securities, information on subsidiaries.

4. Information on previous activities, including a list of countries in which the Organisation or its Parent Company has experience or has operated for the past three years.

5. Number and date of the subsoil use contract or other agreement under which the Organisation or its Parent Company has experience or is carrying out or has carried out geological exploration / subsoil use operations.

6. List of key employees (management) of the Organisation or its Parent Company with at least ten (10) years of experience in the oil and gas industry, CVs of these employees of the Organisation.

7. Copies of the audited financial statements of the Organization for the period from 2022 to 2024 or an official letter from the government agency (ministry) of the country in which the Parent Company of the Organization is established, confirming the status of the Organization and the Parent Company as a government organization and confirming the equity in the amount of at least 200,000,000 (two hundred million) U.S. dollars.

8. If the Organisation or its Parent Company is included in the Forbes list of the world's largest public companies in the oil and gas industry (Oil & Gas Operations), a letter from the Organisation or the Parent Company with a proof link to the source of information referred to in clause 7 of the Requirements. In case of non-compliance with paragraph 7 of the Requirements, the Organisation or its Parent Company confirm in writing its readiness to make a security deposit for participation in the procedure for determining a strategic partner in the amount of \$500,000 (five hundred thousand U.S. dollars) for the Shygys project, as well as to secure monetary obligations under the Shygys project, choosing a guarantee: an escrow account, a bank guarantee or a guarantee of the Parent/affiliated company (with sufficient financial solvency).

9. A written confirmation from the Organisation:

- with agreement to fulfill points 8 and 9 of the Requirements;
- with agreement to the minimum requirements for cooperation specified in paragraph 5 of the Announcement;
- that all information contained in the documents is true and correct.

All documents shall be in the Kazakh and Russian languages. If the documents are submitted by a foreign legal entity, these documents may be drawn up in a different language, and a notarised translation of the documents into the Kazakh and Russian languages must be attached to each document.

#### **5) Minimum requirements of cooperation:**

1. Organisations that meet the Requirements shall pay for access to the geological and geophysical data of the Shygys Project, following KMG's evaluation of applications.

- 1.1. The payment obligation begins on the date KMG approves the list of Organisations that meets the Requirements;
- 1.2. Each Organisation that meets with the Requirements shall pay an amount equal to 100% of the costs incurred by KMG-Barlau LLC (a 100% subsidiary of KMG) to obtain access to the geological and geophysical data for the Shygys project.
- 1.3. The payment made by the Organisation is non-refundable;

- 1.4. The payment terms shall be outlined in the Memorandum of Understanding to be signed between KMG and the Organisation and the Agreement for access with KMG-Barlau LLP.
2. Share of KMG in the project – 50%.
3. Payment(-s) for the partnership, increased by the amount of VAT.
4. Refund of KMG share in the Signature Bonus, increased by the amount of VAT.
5. The following shall be included in the minimum work programme: 2D seismic surveys with a length of 500 km, including field work, data processing and interpretation, drilling one exploratory well to a depth of at least 3,500 meters (the depth and location of the wells will be specified based on the results of the analysis of the geological and geophysical data).

**6) Procedure and deadline for Organisations to submit applications for the joint implementation of the new subsoil use project Shygys:**

Applications from the Organisations with the documents confirming compliance with the Requirements for applicants shall be submitted no later than thirty (30) calendar days from the date of publication of the announcement on the search for a strategic partner for the joint implementation of the new subsoil use project Shygys.

Address of KMG: Dinmukhamed Kunayev Street, building 8, n.p. 1, Yessil district, Astana, Z05H9E8, the Republic of Kazakhstan.

**7) Conditions and procedure for determining a strategic partner for the joint implementation of the Shygys Project:**

After thirty (30) calendar days from the date of this announcement, the acceptance of applications from Organisations will be terminated and this will be noted on the corporate website of KMG, [www.kmg.kz](http://www.kmg.kz).

Applications submitted by the Organisations with the attached documents within the specified deadlines will be reviewed by KMG for compliance with the Requirements.

In the event of non-compliance with clause 7 of the Requirements, the Organisation or its Parent Company must provide a security deposit for participation in the procedure for determining a strategic partner in the amount of \$500,000 (five hundred thousand U.S. dollars) for the Shygys Project and use an escrow account or provide a bank guarantee or a guarantee from the Parent Company/affiliate (with adequate solvency) to secure the monetary obligations under the Shygys Project. The security deposit paid for the participation will be returned to the Organisation as soon as the process of determining a strategic partner is completed or after the search for a strategic partner has failed.

Bank details of KMG

Account Holder: KazMunayGas NC JSC

BIN 020240000555

Bank: Halyk Bank of Kazakhstan JSC

Account number (USD): KZ406010111000002040

Account number (KZT): KZ356010111000002033

Swift BIC: HSBKKZKX

Beneficiary Code 16

The list of Organisations complying with the Requirements, shall be published on KMG's corporate website, [www.kmg.kz](http://www.kmg.kz).

KMG will send a Memorandum of Understanding and a Confidentiality Agreement to the eligible Organisations for signing. These documents will define the further procedure for attracting and determining a strategic partner for the joint implementation of the new subsoil use project Shygys.