Appendix 3
to Minutes No. 4 of the Alatau City Council
dated 9 November 2026

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dated 9 November 2026 (Minutes No. 4)

ALATAU CITY LEGAL ENTITIES REGULATIONS

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Alatau, Kazakhstan

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PART 1: GENERAL

Chapter 1 – General Provisions

1 Name

These Regulations are the Alatau City Legal Entities Regulations.

2 Date of enactment

These Regulations are enacted on the day they are adopted by the Council of Alatau City.

3 Commencement

These Regulations commence on 1 January 2027, except any provision expressly stated in these Regulations to commence on an earlier or later date.

4 Legislative authority

These Regulations are adopted by the Council under Article 36 of the Constitutional Law on Alatau City.

5 Scope and application

(1) These Regulations apply in Alatau City and to other relations, in each case falling within their scope in accordance with the Constitutional Law on Alatau City.

(2) Without limiting sub-Article (1), these Regulations apply to any Person who establishes a legal entity in Alatau City.

(3) The application of these Regulations and the Rules is subject to transitional arrangements implemented pursuant to the Constitutional Law on Alatau City. Certain transitional provisions in relation to entities are set out in Schedule 2 (*Transitional Provisions*).

6 Interpretation

Schedule 1 (*Interpretation*) contains definitions and other interpretative provisions used in these Regulations.

Chapter 2 – Restrictions on Conduct of Business

7 Prohibition against conduct of business without incorporation or registration in Alatau City

~~(1)~~ Subject to Schedule 2 (*Transitional Provisions*), a Person must not conduct core business in or from Alatau City unless the Person is incorporated or registered as an AC Entity, except as otherwise permitted under Article 40 of the Constitutional Law on Alatau City. For the purposes of this Article, “core business” does not include those activities excluded pursuant to Article 39 of the Constitutional Law on Alatau

(2) Sub-Article (1) does not apply to a Person if the Person:

(a) is a natural Person;

(b) is exempt from the application of this Article under the Alatau Business Licensing Regime.

(3) Contravention of this Article is punishable by a fine.

8 Certificates

(1) The Registrar may issue a certificate subject to any conditions or restrictions.

(2) An AC Entity must not Contravene a condition or restriction to which the certificate is subject.

(3) The Registrar may (subject to the provisions of the Rules) suspend the activity of an AC Entity on the Registrar's own initiative or on the application of the AC Entity.

(4) The Registrar may exercise a power under sub-Article (3) in relation to an activity of AC Entity on the Registrar's own initiative only if the Registrar:

(a) complies with the Decision-making Procedures; and

(b) either:

(i) is satisfied that the AC Entity, or an officer, employee or agent of the AC Entity, has Contravened, is Contravening or is likely to Contravene these Regulations; or

(ii) considers that the exercise of the power is necessary or desirable in the interests of Alatau City.

(5) Contravention of sub-Article (2) is punishable by a fine.

PART 2: THE APPOINTMENT AND ROLE OF REGISTRAR AND DELEGATION

9 Appointment of Registrar and ability to delegate

(1) The office of the Registrar of Companies is established within the framework of the Administration pursuant to these Regulations.

(2) The Council (or a Person to whom they delegate such appointment) must on behalf of the Administration appoint an individual as Registrar of Companies and may dismiss the Person from office for proper cause.

(3) Duties, authorities and responsibilities of the Registrar may, by a decision of the Administration and subject to the provisions of Article 20 of the Constitutional Law on Alatau City, be delegated to 1 or more specific bodies of the Administration or third parties acting under the overall supervision of the Administration and references to the Registrar in these Regulations shall as the context may require apply to the Registrar and/or such other Persons.

(4) A delegation under this Article or these Regulations more generally may be temporary, permanent or limited to the taking of one specified action.

(5) The Administration shall effect a delegation by a regulatory legal act of the Administration (a **Delegation Act**) that specifies–

(a) the delegated body;

(b) each Function, or part of a Function, delegated to that body;

(c) whether the Function is exercisable exclusively by the delegated body or concurrently with the Administration;

(d) whether the delegation is temporary, permanent or limited to one specified action and, in case of a temporary delegation, its commencement and expiry;

(e) any conditions, restrictions, procedures, reporting requirements and performance standards applicable to the delegation;

(f) any matters that must be referred or escalated to the Administration; and

(g) any transitional arrangements on the commencement, variation or termination of the delegation.

(6) A Delegation Act shall be drafted by the Administration and issued by the Administration. The Administration retains the powers set out in sub-Article (12), including the power to vary, suspend or terminate the delegation by Regulatory Legislative Act of the Administration, subject to any transitional arrangements.

(7) Without limiting the generality of sub-Article (3), and subject to sub-Article (8), the Functions that may be delegated include control Functions and any related implementation Functions of the Administration, within the limits expressly specified in the relevant Regulatory Legislative Act of the Administration.

(8) The following Functions of the Administration may not be delegated–

(a) the power to adopt Regulatory Legislative Acts under these Regulations, provided that this paragraph (a) does not prevent a delegated body from issuing procedural or operational

directions within the scope and limits of its delegation, subject to the prior approval of the Administration;

(b) an operational response measure involving the suspension of an activity or any other substantial restriction of an activity; or

(c) any other Function that may not be delegated under the Constitutional Law on Alatau City or another applicable law.

(9) The Administration may provide in the relevant Regulatory Legislative Act that–

(a) specified measures of liability;

(b) specified operational response measures; or

(c) any other specified decision or Function,

may be exercised exclusively by the Administration.

(10) The delegated body–

(a) shall Exercise a delegated Function only within the scope and limits of the delegation;

(b) shall comply with these Regulations, the instrument of delegation and any lawful direction of the Administration;

(c) shall maintain adequate competence, resources, systems, governance and controls for the Exercise of the delegated Function;

(d) shall provide the Administration with such information, reports, Records and access as the Administration may require;

(e) shall notify the Administration promptly of any matter presenting a material risk to market integrity, financial stability, compliance with applicable anti-money laundering or counter-terrorist financing requirements, or the effective discharge of the delegated Function; and

(f) shall refer to the Administration any matter requiring the Exercise of a Function or measure not included within the delegation.

(11) A decision made, issued or imposed by a delegated body within the scope and limits of its delegation shall be deemed to be a decision of the Administration.

(12) The Administration may at any time–

(a) give the delegated body directions concerning the Exercise of a delegated Function;

(b) require remedial action by a delegated body;

(c) inspect or assess the delegated body’s performance of the delegated Function;

(d) vary the scope, conditions or duration of a delegation; or

(e) suspend or terminate a delegation,

subject to any transitional arrangements necessary to preserve financial stability and ensure continuity of regulatory functions.

(13) A delegated body is liable for its acts and omissions in accordance with the Regulatory Legislative Acts of the Administration and the laws of the Republic of Kazakhstan.

(14) The Administration may adopt Regulatory Legislative Acts governing the accreditation, appointment, supervision, reporting, accountability and liability of delegated bodies and the procedure for reviewing, varying, revoking or replacing their decisions.

10 Registrar's Objectives and Functions and Exercise of Discretion

(1) In Exercising the Registrar's Functions, the Registrar must pursue the following objectives (the Registrar's ***Objectives***):

(a) to promote good practices and observance of the requirements of these Regulations, the Rules and any other Legislation Administered by the Registrar in the framework of the Legislation of Alatau City;

(b) to administer these Regulations, the Rules and any other Legislation Administered by the Registrar in an effective and transparent way;

(c) to prevent, detect and restrain conduct that is, or may be, in Contravention of these Regulations, the Rules and any other Legislation Administered by the Registrar;

(d) to maintain a reliable and up-to-date Register, and provide public access to the Register, in accordance with these Regulations, the Rules and any other Legislation Administered by the Registrar.

(2) The Registrar has the Functions given to the Registrar by or under these Regulations, the Rules or any other Regulations or Rules. The Registrar's authority shall not extend to those matters which are required to be subject to the jurisdiction of the laws of the Republic of Kazakhstan under the Constitutional Law on Alatau City, and shall not extend to Rule-making powers.

(3) The Registrar must Exercise the Registrar's Functions only in pursuit of the Registrar's Objectives.

(4) Without limiting sub-Article (2), the Registrar's Functions include the following:

(a) preparing draft Rules, standards and codes of practice and submitting them to the competent body of the Administration for its consideration and adoption in accordance with Article 36 of the Constitutional Law on Alatau City;

(b) preparing and adopting non-binding guidance for AC Entities, and advising the Chief Executive Officer (or any other person or body nominated by the Chief Executive Officer for this purpose) of any guidance adopted by the Registrar;

(c) issuing or prescribing forms to be used for these Regulations, the Rules or any other Legislation Administered by the Registrar;

(d) issuing administrative procedures and filing requirements of a technical or procedural nature necessary for the implementation of these Regulations, provided that such procedures and requirements do not create or modify substantive legal obligations;

(e) specifying the method of filing, delivery or deposit (however described) of Documents under or for these Regulations, the Rules or any other Legislation Administered by the Registrar, whether by electronic or any other means;

(f) exercising any Function delegated to the Registrar under these Regulations or any other Legislation Administered by the Registrar.

(5) The Registrar may permit or require the use of an electronic or computer-based system for the filing, delivery or deposit of Documents or information required under or for these Regulations, the Rules or any other Legislation Administered by the Registrar and may specify the circumstances in which Persons are taken to have signed or certified Documents on an electronic or computer-based system for any purpose under these Regulations, the Rules or any other Legislation Administered by the Registrar.

(6) The Registrar must, through the Exercise of the Registrar's Functions, assist the Republic of Kazakhstan to comply with its obligations under any international treaty or other agreement to which it is a party.

(7) The Registrar may do anything the Registrar considers necessary or desirable to be done for or in connection with, or reasonably incidental to, the Exercise of the Registrar's Functions subject to any applicable Decision-making Procedures and only within the authority vested in the Registrar pursuant to these Regulations.

(8) The Registrar may delegate the Registrar's Functions only in accordance with Article 9 (*Appointment of Registrar and ability to delegate*).

(9) Where the Registrar has authority under these Regulations to take decisions affecting any particular Person (a **Relevant Decision**), in taking such decisions the Registrar shall not have Rule-making powers and must act in accordance with these Regulations, applicable Rules and the Constitutional Law on Alatau City and the Registrar shall subject thereto apply the following principles:

(a) **Proportionality.** The decision shall be proportionate to the matter it addresses and to the Registrar's Objectives.

(b) **Timeliness and consistency.** Decisions shall be made within a reasonable time, and like cases shall be treated alike.

(c) **Reasons.** Where the decision is not wholly in favour of the Person concerned, the Administration shall give that Person Written notice of the decision and the reasons for it.

(d) **In making a Relevant Decision, the Administration shall also act in accordance with the following principles–**

(i) **Right to be heard.** The Person affected shall be informed of the proposed decision and the reasons for it, and shall have a reasonable opportunity to make representations before the decision is made, except where the Administration considers that the delay involved would be prejudicial to the interests of clients, market integrity or financial stability, in which case the opportunity shall be given as soon as practicable afterwards.

(ii) **Review.** The Person affected shall be informed of any available mechanism for review of the decision.

PART 3: INCORPORATION AND REGISTRATION OF COMPANIES

11 Types of entities

(1) The types of entities that may be incorporated under these Regulations are:

(a) Private Companies, if they meet the requirements in Article 37(1) (*Requirements for Public and Private Companies*); and

(b) Public Companies, if they meet the requirements in Article 37(2) (*Requirements for Public and Private Companies*); and

(c) Subsidiary Management Organisations (***SMOs***); and

(d) any other type of entity whose incorporation and supervision is provided for in these Regulations and/or the Rules

(each being a ***Permitted Entity***).

(2) Rules providing for the establishment of other Permitted Entities may include provisions to provide for the provisions of Part 14, and other provisions of these Regulations, to apply to such other Permitted Entities with such modifications as may be required to take into account the different structure and/or other characteristics of such Permitted Entities.

12 Legal personality

A Company incorporated under these Regulations has a separate legal personality from that of its Shareholders. The Liabilities of a Company, whether arising in contract, tort or otherwise, are the Company's Liabilities and not the personal Liabilities of any Shareholder or Officer of the Company, except where otherwise provided under these Regulations.

PART 4: COMPANY FORMATION AND INCORPORATION

13 Formation of companies

(1) A Company may be incorporated under these Regulations, with effect from these Regulations coming into effect, on the application of any 1 or more Persons in accordance with this Part.

(2) A Company must not be incorporated for an unlawful purpose.

(3) An application for the incorporation of a Company must be filed with the Registrar by the Incorporators or their duly authorised representative.

(4) The application must state the following:

(a) the proposed name of the Company; and

(b) whether the proposed Company is to be a Private Company or a Public Company (or other Permitted Entity); and

(c) the nature of the business to be conducted by the proposed Company; and

(d) the amount of the initial share capital and shareholdings of the Incorporators; and

(e) the nominal value of each Share; and

(f) the address of the proposed Company's registered office; and

(g) the registered email address of the Company; and

(h) the following information for each Incorporator:

(i) the full name, nationality and address of the Incorporator;

(ii) if the Incorporator is an individual and is to hold Shares in trust for another Person in addition, the full name, nationality and address of the beneficial owner of the Shares;

(iii) if the Incorporator is a Body Corporate - the beneficial ownership information of the Body Corporate required by the Rules;

(iv) the full name (including any previous names), nationality, address, business occupation (if any) and date of birth of the individual(s) who are to serve as the initial Director(s), the chief executive officer (who may unless the Rules otherwise provide be a Director) and, if applicable, the Secretary;

(i) the other particulars (if any) required by the Registrar or the Rules; and

(j) the particulars required by Part 15 (*Ultimate Beneficial Owners*) of these Regulations.

(5) The Registrar may:

(a) require additional information regarding the proposed business, the Incorporator(s), source of funds and/or future shareholders or controllers where it considers it necessary for anti-money laundering and/or combating the financing of terrorism review, applicable sanctions compliance (including under the legislation of the Republic of Kazakhstan) and/or other public interest purposes;

(b) establish procedural rules requiring verification of the identity of Persons about whom information has to be provided or who are authorised to submit information on behalf of a Company. The Registrar shall not have Rule-making powers.

(6) The Registrar will have the power to reject Documents which are not consistent with information held by the Registrar or available to the Registrar and where that gives the Registrar reasonable grounds to doubt whether the Document complies with any requirements as to its contents. A Document that is refused under this power will be treated as not having been delivered.

(7) Unless the Standard Articles are adopted by a Company in their entirety and without amendment, the proposed Articles of Association, signed by or on behalf of each Incorporator, must be filed with the application.

(8) If an entity for which an incorporation application is being made will be carrying on an activity for which it will require a business licence, unless such licence has already been granted or been applied for, the applicant must apply for such business licence at the same time as application is made for incorporation.

14 Decision on incorporation application etc.

(1) The Registrar may refuse to incorporate a Company on any grounds set out in the Rules.

(2) If the Registrar incorporates a Company, the Registrar must register the Articles of Association filed with the application for incorporation, unless the Standard Articles are adopted by a Company in their entirety and without amendment, in which event a statement should be made that this is the case.

15 Effects of incorporation etc.

(1) On the incorporation of a Company, the Registrar must:

(a) register the Company;

(b) submit information on the Company to the National Register of Business Identification Numbers in accordance with paragraph 8 of Article 40 of the Constitutional Law on Alatau City for the purposes of assigning a Business Identification Number;

(c) issue a certificate of incorporation confirming that the Company is incorporated as either a Private Company or a Public Company or other Permitted Entity.

(2) On the date of incorporation mentioned in the certificate of incorporation:

(a) the Incorporators of the Company become the Shareholders of the Company; and

(b) the Company, having the name contained in the certificate of incorporation, becomes a Body Corporate, capable of Exercising all the Functions of an incorporated Company.

(3) A certificate of incorporation issued by the Registrar is conclusive evidence of the following matters:

(a) that the Company has been duly incorporated;

(b) whether the Company is a Public Company or a Private Company or other Permitted Entity;

(c) that the requirements of these Regulations and the Rules have been complied with in respect of the incorporation of the Company.

(4) Without limiting sub-Article (1)(c), the Registrar may make alternative arrangements relating to the issue of certificates of incorporation to Companies in circumstances prescribed by the Rules.

(5) The procedures and requirements for the registration and other actions in relation to a Company and/or their branches or representative offices set out in Article 40(8) of the Constitutional Law on Alatau City shall be prescribed by the Rules. Until such Rules come into effect, the Administration may establish temporary procedures and requirements for such actions by an act enacted by decision of the Chief Executive Officer. Any such temporary act shall cease to have effect upon the commencement of the relevant Rules.

16 Notification of change in Registered Details of Company

(1) If any of the Registered Details of a Company change, the Company must notify the Registrar in Writing of the change within 14 days after the day the change happens and must comply with all other requirements applying to the Company under the Rules in relation to the change. The Registrar may accept a late notification where satisfied that there was a reasonable excuse.

(2) Contravention of this Article is punishable by a fine.

(3) Changes in the Registered Details notice must be accompanied by the prescribed fee set out in the Rules from time to time.

17 Effect of Articles of Association

(1) Subject to these Regulations and the Rules, the Articles of Association bind the Company and its Shareholders to the same extent as if they had been signed by the Company and by each Shareholder and contained covenants by the Company and each Shareholder to comply with all their provisions.

(2) An amount payable by a Shareholder to the Company under the Articles of Association is a debt due from the Shareholder to the Company.

18 Articles of Association

(1) A Company's Articles of Association may be developed and adopted in Kazakh, Russian or English in accordance with Article 37 of the Constitutional Law on Alatau City.

(2) A Company's Articles of Association must contain:

(a) a statement as to whether the Company is a Private Company or a Public Company or other Permitted Entity; and

(b) the information mentioned in Article 13(4)(a) to (c) (*Formation of companies*); and

(c) the other matters (if any) required by these Regulations or the Rules to be included in the Articles of Association of a Company.

(3) The Articles of Association may contain any other matters that the Shareholders wish to include in the Articles of Association provided that they must not contain any provision that is inconsistent with these Regulations or the Rules.

(4) A Company may adopt, as its Articles of Association, the whole or any part of the Standard Articles that is relevant to the Company.

(5) If Standard Articles are not adopted by a Company in their entirety and without amendment, the Company must submit to the Registrar, before the Articles of Association are adopted by the Company, a statement by the Incorporators that the Articles of Association proposed to be adopted by the Company comply with the requirements of these Regulations, the Rules made pursuant hereto and all other Regulations and Rules.

(6) If any change to these Regulations, the Rules made pursuant hereto or any other applicable Regulations or Rules results in an inconsistency between the provisions of a Company's Articles

of Association and the provisions of these Regulations, the Rules made pursuant hereto or any other applicable Regulations or Rules:

(a) the provisions of these Regulations and any other applicable Regulations and Rules prevail; and

(b) the Company is not required to amend its Articles of Association, unless these Regulations, the Rules or any other applicable Regulations expressly require it to do so.

19 Amendment of Articles of Association

(1) Subject to these Regulations and the Rules, a Company may amend its Articles of Association by Special Resolution or by any other means provided by the Company's Articles of Association.

(2) The Company must, within 14 days after the amendments to the Articles of Association are made, submit to the Registrar:

(a) a copy of the amended Articles of Association; and

(b) a certificate given by at least 1 of the Directors of the Company stating that the proposed amendment complies with the requirements of these Regulations and the Rules made pursuant hereto and all other applicable Regulations and Rules; and

(c) a copy of the Special Resolution, agreement, enactment, order or any other Document by which the Articles of Association are amended.

(3) The Registrar may rely on the certificate, provided in accordance with sub-Article (2)(b), as sufficient evidence of the matters stated in it.

(4) If the Articles of Association of a Company are amended, the rights and obligations of the Shareholders and the Company that arose under the Articles of Association before the amendment is made are not to be affected unless the amendment expressly provides for it to have such an effect.

(5) Despite anything in the Articles of Association of a Company, a Shareholder of the Company is not bound by an amendment made to the articles after the day the Shareholder became a Shareholder so far as the amendment:

(a) requires the Shareholder to take or subscribe for more Shares than those held by the Shareholder at the end of the day immediately before the amendment is made; or

(b) in any way increases the Shareholder's Liability at the end of that day to contribute to the Company's share capital or otherwise to pay an amount to the Company.

(6) Sub-Article (5) does not apply in relation to the Shareholder if the Shareholder, either before or after the amendment is made, agreed to be bound by it.

20 Copies of Articles of Association for Shareholders

(1) A Company must, at a Shareholder's request, give the Shareholder a copy of the Company's Articles of Association (or otherwise make a copy available through an approved e-residence portal or the Company's website or as otherwise authorised by the Registrar) if the Shareholder pays the reasonable fee (if any) that the Company requires.

(2) Contravention of this Article is punishable by a fine.

21 Prohibition against use of misleading, deceptive or conflicting Company names

(1) A Company must not use a name that, because of any fact, matter or circumstance, is, or is reasonably likely to become, misleading, deceptive or conflicting with another name (including an existing name of another Company).

(2) Without prejudice to Article 23 (*Power to require change of name*), if, because of the happening or likely happening of any fact, matter or circumstance, a Company's name is, has become, or is reasonably likely to become, misleading, deceptive or conflicting with another name (including an existing name of another Company), the Company must if so notified by the Registrar change its name within 30 days following such notification or, if the Registrar agrees to a longer period, that longer period.

(3) Contravention of this Article is punishable by a fine.

22 Change of Company name

(1) A Company must not change its name otherwise than by Special Resolution or by other means provided for by the Company's Articles of Association and must not change its name to a name that is not acceptable to the Registrar.

(2) If a Company changes its name in accordance with sub-Article (1), the Company must file the accompanying notice or a statement that the change of name has been made by the means provided for by the Company's Articles of Association with the Registrar within 14 days after the day the change is made.

(3) Contravention of sub-Article (1) or (2) is punishable by a fine.

(4) If a Company changes its name and complies with sub-Article (2) in relation to the change, the Registrar must, as soon as practicable:

(a) enter the new name in the Register in place of the former name; and

(b) issue a certificate of name change showing the previous name and the new name of the Company.

(5) The change of name takes effect on the day the Registrar issues the certificate of name change.

(6) The change of name does not:

(a) affect any rights or obligations of the Company; or

(b) render defective any legal proceedings by or against it.

(7) Any legal proceedings that could have been commenced or continued against the Company under its former name may be commenced or continued against it under its new name.

(8) A Company may seek the prior approval of the Registrar to the new name before the name is changed.

23 Power to require change of name

(1) Without limiting Article 21 (*Prohibition against misleading, deceptive or conflicting names*), if, in the opinion of the Registrar, the name by which a Company is registered is, has become, or is reasonably likely to become, misleading, deceptive, conflicting with another name (including an existing name of another Company), or otherwise undesirable, the Registrar may direct the Company to change it.

(2) The Registrar must comply with the Decision-making Procedures in deciding whether to give a direction under sub-Article (1).

(3) A Company must comply with a direction given by the Registrar under sub-Article (1) within 30 days after the date specified in the direction unless the Registrar allows a longer period to comply with the direction.

(4) Contravention of sub-Article (3) is punishable by a fine.

24 Registered office and conduct of business; registered email address

(1) A Company must, at all times, unless otherwise agreed by the Registrar in accordance with the Rules, have a registered office in Alatau City to which all communications and notices to the Company may be addressed.

(2) A Document may be served on a Company by leaving it at, or sending it by post to, the registered office of the Company or by sending it by email to its registered email address.

(3) A Company must conduct its principal business activity in Alatau City in accordance with Articles 38-40 of the Constitutional Law on Alatau City, except as otherwise expressly permitted under the Constitutional Law on Alatau City or applicable Rules or Regulations.

(4) A Company may change the address of its registered office to a permitted address by giving notice to the Registrar. The change takes effect upon the notice being registered by the Registrar.

(5) A Company must have a registered email address to which all communications and notices to the Company may be addressed.

(6) A Company may change its registered email address by giving notice to the Registrar. The change takes effect upon the notice being registered by the Registrar.

(7) Contravention of sub-Articles (1), (3) and (5) is punishable by a fine.

25 Particulars in Company communications

(1) A Company must ensure that its name, the address of its registered office, and the registered email address, appear in legible characters in all its letterheads, receipts, order forms and other correspondence (***relevant communications*** of the Company).

(2) A Company must not include any false or misleading Registered Details of the Company in its relevant communications. Any reference to the amount of the Company's share capital included in relevant communications of the Company must be to the Company's fully Paid-up share capital.

(3) Contravention of this Article is punishable by a fine.

26 Annual returns

(1) An Annual Return must be filed with the Registrar by:

(a) a Public Company; or

(b) a Private Company with an annual turnover of more than U.S. $500,000 (or the equivalent in any other currency(ies)) (or such higher or lower amount as may be prescribed by the Rules) or an average of more than 20 (or such higher or lower amount as may be prescribed by the Rules) Shareholders during the year for which the Annual Return is being prepared; or

(c) a Private Company which has not made an election under Article 27(1) (*Annual confirmation of accuracy of information in the Register*).

(2) A Company which is subject to sub-Article (1) must, within 6 months of the end of each Financial Year, or other date the Registrar considers appropriate, file with the Registrar an Annual Return containing:

(a) its financial statements for the relevant Financial Year, prepared in accordance with the Rules; and

(b) a statement, for each class of Shares in the Company, setting out either:

(i) the name and address of each Shareholder who, on the filing date, held not less than 5% of the allotted Shares of that class and the number of Shares of that class held by the Shareholder, together with the number of Shareholders each of whom, on that date, held less than 5% of the allotted Shares of that class and the total number of Shares held by them; or

(ii) the name of every Shareholder who, on the filing date, held any Shares of that class and the number of Shares of that class held by the Shareholder;

provided that the provisions of this sub-Article (b) shall not apply to holdings of shares which are traded on a regulated stock exchange and shall be subject to any modifications or exemptions specified in the Rules; and

(c) the particulars mentioned in Article 13(4) (*Formation of companies*) for each Director and, if applicable, the Secretary; and

(d) if Shares are held by the Company as treasury Shares - the entry required by Article 63(7) (*Treasury Shares*); and

(e) the other information, and declarations, (if any) required by the Rules.

(3) The Annual Return must be accompanied by the filing fee prescribed by the Rules.

(4) A Shareholder may request a Company to provide a copy of an Annual Return of the Company to the Shareholder. If the Shareholder pays the reasonable fee (if any) that the Company requires, the Company must, within 10 days after the day the request is received or the day any required payment is made (whichever is later), either give the Shareholder a Written copy of the Annual Return or make a Written copy of the Annual Return available for the Shareholder at the Company's registered office or otherwise available to the Shareholder through an approved e-residence portal or the Company's website or as otherwise authorised by the Registrar.

(5) A Person may request a Public Company to provide a copy of an Annual Return of the Public Company to the Person. If the Person pays the reasonable fee (if any) that the Public Company requires, the Public Company must, within 10 days after the day the request is received or the day any required payment is made (whichever is later), either give the Person a Written copy of the Annual Return or make a Written copy of the Annual Return available for the Person at the Public Company's registered office or otherwise available to the Person through an approved e-residence portal or the Company's website or as otherwise authorised by the Registrar.

(6) Contravention of sub-Article (1), (3) or (4) is punishable by a fine.

27 Annual confirmation of accuracy of information in the register

(1) A Private Company which is not subject to Article 26(1)(b) (*Annual returns*) may make an election in Writing to file an annual confirmation statement instead of an Annual Return.

(2) The Private Company which files the annual confirmation statement must, before the end of the period of 14 days after the end of each review period, deliver to the Registrar:

(a) such information as is necessary to ensure that the Private Company is able to make the statement referred to in paragraph (b); and

(b) a statement (a **confirmation statement**) confirming that all information required to be delivered by the Private Company to the Registrar in relation to the confirmation period concerned under any duty mentioned in sub-Article (2) (a) either:

(i) has been delivered, or

(ii) is being delivered at the same time as the confirmation statement.

(3) The following duties subject to any modifications or exemptions specified in the Rules require notification in Writing:

(a) the duty to give notice of a change in the address of the Private Company's registered office;

(b) the duty to give notice of a change in the Shareholders or in particulars required to be included in the Register of Shareholders;

(c) the duty to give notice of a change in the Directors or in particulars required to be included in the Register of Directors;

(d) in the case of a Private Company with a Secretary, the duty to give notice of a change in the Secretary or joint Secretaries or in particulars required to be included in the Register of Secretaries;

(e) the duty to give notice of a change in the UBO Details in relation to each of its Ultimate Beneficial Owners in the Beneficial Ownership Register;

(f) in the case of a Private Company which keeps any company records at a place other than its registered office, any duty under these Regulations to give notice of a change in the address of that place;

(g) the duty to notify a change in the Private Company's principal business activities;

(h) the duty to give notice of a change in number of Shares held by the Private Company as treasury Shares;

(i) the duty to give notice of a change in other information (if any) required by the Regulations and Rules.

(4) In this Article:

confirmation period

(a) in relation to a Private Company's first confirmation statement, means the period beginning with the day of the Private Company's incorporation and ending with the date specified in the statement (the **confirmation date**);

(b) in relation to any other confirmation statement of a Private Company, means the period beginning with the day after the confirmation date of the last such statement and ending with the confirmation date of the confirmation statement concerned.

(5) The confirmation date of a confirmation statement must be no later than the last day of the review period concerned.

(6) For the purposes of this Article, each of the following is a review period:

(a) the period of 12 months beginning with the day of the Company's incorporation;

(b) each period of 12 months beginning with the day after the end of the previous review period.

(7) Where a Private Company delivers a confirmation statement with a confirmation date which is earlier than the last day of the review period concerned, the next review period is the period of 12 months beginning with the day after the confirmation date.

(8) For the purpose of making a confirmation statement, a Private Company is entitled to assume that any information has been properly delivered to the Registrar if it has been delivered within the period of 5 days ending with the date on which the statement is required to be delivered.

(9) Sub-Article (8) does not apply in a case where the Private Company has received notice from the Registrar that such information has not been properly delivered.

(10) The confirmation statement must be accompanied by the filing fee prescribed by the Rules.

(11) A Shareholder may request a Private Company to provide a copy of a confirmation statement of the Private Company to the Shareholder. If the Shareholder pays the reasonable fee (if any) that the Private Company requires, the Private Company must, within 10 days after the day the request is received or the day any required payment is made (whichever is later), either give the Shareholder a Written copy of the confirmation statement or make a Written copy of the confirmation statement available for the Shareholder at the Private Company's registered office or otherwise make a copy available through an approved e-residence portal or the Company's website or as otherwise authorised by the Registrar.

(12) Contravention of the above sub-Articles is punishable by a fine.

(13) The provisions of this Article will apply with such modifications as are specified in these Regulations or the Rules in relation to other Permitted Entities.

28 Company records

(1) This Article applies to Records that a Company is required to keep under these Regulations and the Rules.

(2) The Company may keep the Records in the form of a bound or loose-leaf book, or photographic film, or may enter or record the Records by a system of mechanical or electronic data processing or any other medium that is capable of reproducing any required information in intelligible written form within a reasonable time.

(3) The Company must take reasonable precautions:

(a) to prevent the loss or destruction of Records; and

(b) to prevent the falsification of entries in them; and

(c) to facilitate the detection and correction of inaccuracies in them.

(4) If any Records are kept otherwise than in intelligible written form, any duty imposed on the Company under these Regulations and the Rules to allow inspection and copying of, or to require the giving or production of, information or Documents is to be treated as a duty to allow inspection and copying of, or to require the giving or production of, information or Documents in intelligible written form.

29 Filing of Special Resolutions and certain other Resolutions and agreements affecting a Company's Constitutional Documents

(1) This Article applies to the following Resolutions and agreements in relation to a Company's Constitutional Documents:

(a) any Special Resolution;

(b) any Ordinary Resolution or agreement agreed to by all the Shareholders of the Company that, if not agreed to by all the Shareholders, would not have been effective for its purpose unless passed as a Special Resolution;

(c) any Ordinary Resolution or agreement agreed to by all the Shareholders of a class of Shares that, if not agreed to by all those Shareholders, would not have been effective for its purpose, unless passed by some particular majority or otherwise in some particular way;

(d) any Ordinary Resolution or agreement that effectively binds all the Shareholders of a class of Shares, although not agreed to by all those Shareholders.

(2) A reference in sub-Article (1) to the Shareholders of a Company, or to the Shareholders of class of Shares in a Company, does not include a reference to the Company itself if the Company is a Shareholder, or a Shareholder of that class of Shares, only because it holds Shares as treasury Shares.

(3) A Company must file a Written copy of every Resolution or agreement to which this Article applies or, if a Resolution or agreement is not in Writing, a Written memorandum setting out its terms with the Registrar within 15 days after the day it is passed or made. The Registrar may accept late filings subject to payment of the prescribed late filing fee.

(4) Contravention of sub-Article (3) is punishable by a fine.

PART 5: CORPORATE CAPACITY AND TRANSACTIONS

30 Capacity of Company

(1) A Company has the capacity, rights and privileges of a natural person.

(2) The validity of an act done by a Company must not be called into question on the ground of lack of capacity because of anything in its Articles of Association.

(3) Without limiting sub-Article (2), a Person acting in good faith in dealing with the Company is not affected by any limitations in its Articles of Association relating to its Directors' powers to bind the Company or authorise another Person to bind the Company.

31 Form of contracts

A Person acting under the express or implied authority of a Company may make, vary, revoke or discharge a contract, or sign an instrument, on behalf of the Company in the same way as if the contract were made, varied, revoked or discharged, or the instrument signed, by a natural person.

32 Pre-incorporation contracts

(1) A contract that purports to be made by or on behalf of a Company before its incorporation has effect as a contract made with the Person purporting to act for or on behalf of the Company, and that Person is personally liable on the contract and entitled to the benefits of the contract unless sub-Article (2) applies.

(2) The Company may, within the period specified in the contract or, if no period is specified, within a reasonable time after the Company is incorporated, adopt the contract by act or conduct signifying its intention to be bound by the contract. If the Company adopts the contract:

(a) the Company is bound by the terms of the contract and is entitled to its benefits; and

(b) the Person who purported to act for or on behalf of the Company before its incorporation ceases to be bound by the contract or to be entitled to its benefits.

33 Participation in Holding Company

(1) A Body Corporate cannot be a Shareholder of a Company that is its Holding Company, unless sub-Article (2) applies. An Allotment or transfer of Shares in a Company to its Subsidiary is void, except to the extent otherwise provided in this Article.

(2) If a Subsidiary is, when it becomes a Subsidiary, a Shareholder of its Holding Company, the Subsidiary may continue to be a Shareholder of its Holding Company for 1 year after the day it becomes a Subsidiary, if either:

(a) both of the following subparagraphs are satisfied:

(i) it has no right to vote at meetings of the Holding Company or a class of its Shareholders; and

(ii) it does not acquire further Shares in the Holding Company except on an Allotment of Shares to all Shareholders, in proportion to the number of Shares held by the Shareholders immediately before the Allotment, by way of bonus issue; or

(b) it is a Shareholder in its Holding Company only as a Personal Representative or trustee.

(3) Sub-Article (1) also applies to a nominee acting on behalf of the Subsidiary as if the nominee were the Subsidiary itself.

PART 6: CLASS RIGHTS

34 Variation or abrogation of class rights

(1) This Article applies to a variation or abrogation of the rights attached to a class of Shares in a Company.

(2) If the Articles of Association of the Company, or the terms of issue of the relevant Shares, make provision for the variation or abrogation, the rights may only be varied or abrogated in accordance with the provision made for such variation or abrogation.

(3) If the Articles of Association of the Company, and the terms of issue of the relevant Shares, do not make provision for the variation or abrogation, the rights may only be varied or abrogated:

(a) with the Written consent of the holders in the aggregate of at least 75% of the nominal value of the Shares of that class; or

(b) by a Special Resolution passed at a separate meeting of the holders of Shares of that class approving the variation or abrogation.

(4) For this Article, any amendment of a provision of the Articles of Association of the Company for the variation or abrogation of the rights attached to the class of Shares, or the insertion of any such provision into the Articles of Association, is taken to be a variation or abrogation of the rights.

35 Shareholders' right to object to variation or abrogation

(1) This Article applies if the rights attached to any class of Shares in a Company are varied or abrogated under Article 34 (*Variation or abrogation of class rights*).

(2) The holders in the aggregate of at least 15% (or such higher or lower number as may be prescribed in the Rules) of the nominal value of the Shares of that class who, being eligible to vote thereon, did not consent to, or vote in favour of the Special Resolution for, the variation or abrogation may apply to the Court to have the variation or abrogation cancelled on the ground that the variation or abrogation would unfairly prejudice the interests of holders of Shares of that class. The Company must notify all holders of the relevant class of Shares of the variation or abrogation within 7 days after the relevant resolution or Written consent is obtained. Failure to give notice does not invalidate the variation but suspends the commencement of the period for making an application under sub-Article (3) until notice is given.

(3) The application must be made to the Court within 28 days after:

(a) if the rights were varied or abrogated under Article 34(2) (*Variation or abrogation of class rights*) - the day the rights were varied or abrogated; or

(b) if the rights were varied or abrogated under Article 34(3)(a) (*Variation or abrogation of class rights*) - the day the consent required by that paragraph was given; or

(c) if the rights were varied or abrogated under Article 34(3)(b) (*Variation or abrogation of class rights*) - the day the Special Resolution was passed under that paragraph.

(4) The application may be made on behalf of the holders of Shares entitled to make it by 1 or more of them appointed in Writing.

(5) Within 7 days after the day the application in made to the Court, the applicants must give Written notice of the application to the Registrar.

(6) If an application is made to the Court in accordance with this Article, the variation or abrogation has no effect (and, if the variation or variation has taken effect before the application is made, is taken never to have taken effect) unless and until it is confirmed by the Court.

(7) If, after hearing the applicant and any other Persons who appear to the Court to be interested in the application, the Court is satisfied that this Article has been complied with in relation to the application and that the variation or abrogation would unfairly prejudice the interests of the holders of Shares of the class, the Court may disallow the variation or abrogation. If the Court is not so satisfied, the Court must confirm the variation or abrogation.

PART 7: PRIVATE COMPANIES AND PUBLIC COMPANIES

CHAPTER 1 – FEATURES OF A COMPANY

36 Limited Liability

The Liability of a Shareholder of a Company is limited to the amount (if any) that remains unpaid on the Shares held by the Shareholder.

37 Requirements for Public and Private Companies

(1) A Private Company must:

(a) have at least 1 Shareholder; and

(b) not be a Public Company.

(2) A Public Company:

(a) is not prohibited under Article 51 (*Prohibition of public offers by Private Companies*) from making an offer of its Securities to the public; and

(b) must have the share capital required by Article 44 (*Minimum share capital*); and

(c) must have at least 1 Shareholder, but may otherwise have any number of Shareholders; and

(d) shall have at least 2 Directors, at least 1 of whom shall ordinarily reside in the Republic of Kazakhstan or such other jurisdiction approved by the Registrar.

38 Name of Private Company

(1) A Private Company must use only the name of the Company entered in the Register, and must ensure that, whenever it uses that name, the name is immediately followed by the word 'Limited' or the abbreviation 'Ltd.'

(2) Contravention of this Article is punishable by a fine.

39 Name of Public Company

(1) A Public Company must use only the name of the Company entered in the Register and must ensure that, whenever it uses that name, the name is immediately followed by the words 'Public Limited Company' or the abbreviation 'PLC' or 'plc'.

(2) Contravention of this Article is punishable by a fine.

CHAPTER 2 – ALTERATION OF COMPANY TYPE

40 Re-registration of Public Company as Private Company

(1) A Public Company may be re-registered as a Private Company if:

(a) a Special Resolution that it should be so re-registered is passed; and

(b) either:

(i) no application has been made under sub-Article (2); or

(ii) an application has been made under sub-Article (2) and an order has been made by the Court confirming the Special Resolution; and

(c) an application for re-registration is delivered to the Registrar that includes, or is accompanied by:

(i) a statement of the Company's proposed name on re-registration; and

(ii) a copy of the Special Resolution that the Company be re-registered as a Private Company; and

(iii) a copy of the Articles of Association as proposed to be amended; and

(iv) a Written legal opinion from the Company's external legal adviser stating that the proposed amendments of the Articles of Association comply with the requirements of these Regulations and any other applicable Regulations and Rules.

(2) The holders of not less in the aggregate than 5% of the nominal value of the Shares, or not fewer than 10 Shareholders, of the Company who did not vote in favour of the Special Resolution may apply to the Court, within 28 days after the day the Resolution is passed, to have the Resolution set aside on the ground that their interests would be unfairly prejudiced if the Resolution were not set aside.

(3) If an application is made to the Court under sub-Article (2), the Court may:

(a) dismiss it, if no grounds are found that the rights of Persons making the application are adversely affected; or

(b) confirm the Special Resolution; or

(c) impose conditions that need to be met before the Company can be registered as a Private Company; or

(d) set the Special Resolution aside.

(4) If an application is made to the Court under sub-Article (2), the Registrar must not reregister the Public Company as a Private Company until the application has been finally dealt with by the Court.

(5) If the Registrar is satisfied that the Company meets the requirements under this Article to be re-registered as a Private Company, the Registrar must re-register the Company accordingly. If the Registrar re-registers the Company, the Registrar must issue an appropriate certificate of conversion that states the date that the certificate was issued.

(6) On issue of the certificate of conversion, the Company becomes a Private Company and the proposed changes in the Company's name and Articles of Association, as included in or accompanying its application for re-registration, take effect.

41 Re-registration of Private Company as Public Company

(1) A Private Company may be re-registered as a Public Company if:

(a) a Special Resolution that it should be so re-registered is passed; and

(b) it has a share capital that meets the share capital requirements under Article 44 (*Minimum share capital*) for a Public Company; and

(c) the requirements under sub-Article (2) and, if applicable, the requirements under sub-Article (3) are met; and

(d) an application for re-registration is delivered to the Registrar that includes or is accompanied by:

(i) a statement of the Company's proposed name on re-registration; and

(ii) a copy of the Special Resolution that the Company be re-registered as a Public Company; and

(iii) a copy of the Articles of Association as proposed to be amended; and

(iv) if sub-Article (3) applies, a copy of the relevant valuation report required under Article 47 (*Non-cash consideration for Shares in Public Company*); and

(v) a Written legal opinion from the Company's external legal adviser stating that the proposed amendments to the Articles of Association comply with the requirements of these Regulations, the Rules and all other applicable Regulations and Rules.

(2) Before applying to re-register as a Public Company, the Company must obtain:

(a) a balance sheet prepared as at a date (the balance sheet date) not more than 7 months before the day the application is delivered to the Registrar; and

(b) an unqualified report by the Company's auditors that the balance sheet has been prepared in accordance with the accounting principles or standards prescribed by the Rules; and

(c) a Written statement by the Company's auditors that, in their opinion, the amount of the Company's net assets at the balance sheet date was not less than the aggregate of the Company's share capital and its reserves.

(3) If Shares are allotted by the Company in the period between the balance sheet date and the passing of the Special Resolution that the Company be re-registered as a Public Company, and the Shares are Paid-up otherwise than in cash, the Company must (unless the Allotment is in connection with a Share exchange) comply with the requirements of Article 47 (*Non-cash consideration for Shares in Public Company*) in respect of the Allotment.

(4) For this Article, Shares are allotted by a Company in connection with a Share exchange if:

(a) the consideration for the Allotment is the transfer of Shares in another Body Corporate or the cancellation of Shares in another Body Corporate, and the Allotment is open to all holders (or all of a particular class of holders) of Shares in the other Body Corporate; or

(b) there is a proposed merger with another Body Corporate under which the Company proposes to acquire all the assets and Liabilities of the other Body Corporate in exchange for the issue of its Shares or other Securities to the shareholders or members of the other Body Corporate.

(5) If the Registrar is satisfied that a Private Company that has applied under this Article to be re-registered as a Public Company meets the requirements to be re-registered as a Public Company, the Registrar must re-register the Company accordingly. If the Registrar re-registers the Company, the Registrar must issue an appropriate certificate of conversion that states the date that the certificate was issued.

(6) On issue of the certificate of conversion, the Company becomes a Public Company and the proposed changes in the Company's name and Articles of Association, as included in or accompanying its application for re-registration, take effect.

(7) In this Article:

auditor means a Person who is authorised as required by the Rules to perform audit activities and who (if applicable) holds any licence(s) required under the Alatau Business Licensing Regime to perform such activities.

CHAPTER 3 – SHAREHOLDERS AND SHARES GENERALLY

42 Shareholders

(1) The Incorporators of a Company are taken to have agreed to become Shareholders of the Company and, on the registration of the Company, must be entered as Shareholders in the Company's Register of Shareholders.

(2) A Person other than an Incorporator may become a Shareholder in the Company by:

(a) agreeing to become a Shareholder in the Company; and

(b) acquiring a Share in the Company; and

(c) having the Person's name entered in the Company's Register of Shareholders.

43 Nature of Shares

(1) Subject to the Articles of Association and the terms of their issue, each Share must:

(a) give the right to vote at a meeting of the Company; and

(b) represent such economic and voting rights as are attached to that class of Shares under these Regulations and the Articles of Association; and

(c) rank, if fully Paid-up, in all respects equally with each other Share of the same class of Shares in the Company.

(2) Subject to Article 55 (*Transfer and registration of Shares and Debt Securities*), the Shares or other interests of a Shareholder of a Company are transferable in the way provided in its Articles of Association.

(3) A Company may create different classes of Shares to the extent permitted by its Articles of Association.

44 Minimum share capital

(1) Each Share in a Company must have a fixed nominal value. A Share may not be allotted by a Company at less than its nominal value. An Allotment of a Share that does not have a fixed nominal value, or is allotted at less than its nominal value, is void.

(2) A Private Company must have at least 1 Share in issue but not any other minimum share capital.

(3) A Public Company:

(a) must have an allotted share capital (excluding treasury Shares) with a nominal value of no less than U.S. $100,000 at any time or such higher or lower amount as may be prescribed by the Rules; and

(b) must not allot a Share except as Paid-up at least as to 1/4 of its nominal value.

(4) Sub-Article (3)(b) does not apply to Shares allotted under an Employee Share Scheme.

45 Alteration of share capital

(1) A Company may, by Resolution, alter its share capital, unless the alteration is prohibited by its Articles of Association or results in the Company not having the share capital required by Article 44 (*Minimum share capital*). The Company shall notify the Registrar within 14 days after any alteration of share capital.

(2) A Company may:

(a) increase its share capital by creating new Shares of an existing class with the same nominal value, or a new class of Shares of the nominal value it considers appropriate; or

(b) consolidate and divide its share capital (whether allotted or not) into Shares with a larger nominal value than their existing nominal value; or

(c) subdivide its Shares, or any of them, into Shares with a smaller nominal value than their existing nominal value, if the proportion between the amount paid and the amount unpaid (if any) on each subdivided Share is the same as it was for the Share from which the sub-divided Share was derived.

(3) A Company must not alter its share capital:

(a) otherwise than by Resolution or decision of the board of Directors subject to sub-Article (5); or

(b) if the alteration, or any alteration of its share capital, is prohibited by its Articles of Association; or

(c) if the alteration would result in the Company not having the share capital required by Article 44 (*Minimum share capital*).

(4) Contravention of sub-Articles (1) and (3) is punishable by a fine.

(5) Subject to Article 49 (*Shareholders' pre-emption rights*), the board of Directors of a Company may, if authorised by the Articles of Association or Resolution, exercise a power of the Company:

(a) to allot and issue Shares; or

(b) to grant rights to subscribe for or convert any Securities into Shares.

46 Non-cash consideration for Shares in Private Company

(1) A Private Company must not, except as provided under sub-Article (2), allot Shares as Paid-up (in part or in full) other than for cash consideration.

(2) If a Private Company allots Shares for consideration other than cash, the board of Directors of the Company must:

(a) determine the reasonable cash value of the consideration for the Shares; and

(b) resolve that, in its opinion, the consideration for the Shares is fair and reasonable to the Company and to all existing Shareholders; and

(c) resolve that, in its opinion, the present cash value of the consideration to be provided for the Shares is not less than the nominal value to be credited for the issue of the Shares; and

(d) submit a copy of the relevant resolutions to the Registrar along with the notice of the Allotment.

(3) The resolutions required under sub-Article (2) must describe the consideration in sufficient detail and the present cash value of the consideration, as determined by the board of Directors, and the basis of the board's valuation. The Registrar may require an independent valuation to be obtained by the Company where the consideration exceeds such threshold as may be prescribed by the Rules or where the Registrar reasonably considers that the valuation may materially affect Creditors or minority Shareholders.

(4) This Article does not apply to:

(a) the Allotment of Shares in a Company on the conversion of any convertible Securities; or

(b) the exercise of an option to acquire Shares in a Company; or

(c) the Allotment of Shares that are fully Paid-up from the reserves of a Company to all Shareholders in proportion to the number of Shares held by each Shareholder; or

(d) the consolidation and division, or subdivision, of Shares, or any class of Shares, in a Company in accordance with Article 45(2)(b) (*Alteration of share capital*).

47 Non-cash consideration for Shares in Public Company

(1) A Public Company must not allot Shares as Paid-up (in part or in full) cash unless:

(a) the Company has obtained an independent valuation of the consideration in accordance with this Article not earlier than 6 months before it allots the Shares; and

(b) a copy of the valuation report has been given to the proposed allottee; and

(c) copies of the valuation report and the relevant resolutions of the board of Directors have been given to the Registrar along with the notice of the Allotment

(2) A Public Company must not accept, in part or full payment for its Shares or any premium on them, an undertaking given by a Person that the Person or another Person is to undertake work or provide services for the Company or any other Person.

(3) Sub-Articles (1) and (2) do not apply to:

(a) the Allotment of Shares in the Company in connection with a Share exchange; or

(b) the Allotment of Shares in the Company in connection with a proposed merger with another Body Corporate; or

(c) the Allotment of Shares in the Company on the conversion of any convertible Securities; or

(d) the exercise of an option to acquire Shares in the Company; or

(e) the Allotment of Shares that are fully Paid-up from the reserves of the Company to all Shareholders in proportion to the number of Shares held by each Shareholder; or

(f) the consolidation and division, or subdivision, of Shares, or any class of Shares, in the Company in proportion to the Shares or the Shares in that class; or

(g) the Company provided that the number of Shares to be so allotted when aggregated with the number of Shares allotted for non-cash consideration (otherwise than under the exemptions in sub-Articles (3)(a) to (f)) in the current Financial Year does not exceed 5% of the total number of the Company's issued Shares (other than Shares held by the Company in treasury) immediately prior to such Allotment.

(4) A valuation report required under sub-Article (1) must be made by an independent valuer who is authorised as required by the Rules to perform the relevant valuation and who is not:

(a) an Employee of the Company; or

(b) a partner, officer or employee of an Employee of the Company or of a partnership in which an Employee of the Company is a partner; or

(c) an officer or employee of an associated undertaking of the Company; or

(d) a partner, officer or employee of an associated undertaking of the Company or of a partnership in which an associated undertaking of the Company is a partner; or

(e) connected with the Company in a way prescribed under the Rules.

(5) The Person conducting the valuation (the ***valuer***) may request an Employee of the Company to provide the information and explanation that the valuer considers necessary for the valuation. The Employee must comply with the request or take reasonable steps to ensure that the request is complied with. The valuation shall be prepared in accordance with the Rules. The Registrar may reject a valuation report where it is manifestly deficient or does not comply with these Regulations or the Rules.

(6) A Person must not:

(a) make a statement, or give information, to the valuer (whether orally, in a Document or in any other way) that is false or misleading in a material particular; or

(b) give a Document to the valuer that is false or misleading in a material particular; or

(c) conceal information if the concealment is likely to mislead or deceive the valuer.

(7) Contravention of sub-Article (5) or (6) is punishable by a fine.

(8) For this Article:

(a) an Allotment is in connection with a Share exchange if the consideration for the Allotment is the transfer of Shares in another Body Corporate or the cancellation of Shares in another Body Corporate, and the Allotment is open to all holders (or all of a particular class of holders) of Shares in the other Body Corporate; and

(b) an Allotment is in connection with a proposed merger of a Company with another Body Corporate, if the Company proposes to acquire all the assets and Liabilities of the other Body Corporate in exchange for the issue of its Shares or other Securities to the shareholders or members of the other Body Corporate.

48 Bearer Shares

It is unlawful for a Company to issue bearer Shares. Any Shares issued by a Company that purport to be bearer Shares are void.

49 Shareholders' pre-emption rights

(1) Subject to Article 50 (*Exceptions to pre-emption right*), a Company must not allot Equity Securities to a Person on any terms unless:

(a) it has made an offer to each Person who holds Equity Securities to allot to the Person, on the same or more favourable terms, a proportion of the Equity Securities that is as nearly as practicable equal to the proportion of the Equity Securities held by the Person in the Company's share capital; and

(b) the period during which any offer may be accepted has expired or the Company has received notice of the acceptance or refusal of every offer made.

(2) For purposes of sub-Article (1), the Company allots Equity Securities if it:

(a) grants a right to subscribe for, or to convert Securities into, Ordinary Shares; or

(b) sells Equity Securities in the Company that were held by the Company immediately before the sale as treasury Shares.

(3) Shares held by the Company as treasury Shares are disregarded for this Article, so that the Company is not treated as a Person who holds Equity Securities and treasury Shares are not treated as forming part of the Company's share capital.

(4) A Company's Articles of Association may prohibit the Company from allotting Shares of a particular class in respect of an offer referred to in sub-Article (1)(a) unless the Company has complied with any pre-emption rights included in its Articles of Association. Sub-Article (1) does not apply in such circumstances and the Company may allot the Shares in accordance with those equivalent pre-emption rights, if an offer is made in accordance with sub-Article (5).

(5) An offer made under sub-Article (1)(a) or (4):

(a) may be made in hard copy or electronic form; and

(b) may, if a holder of Equity Securities has not given an address to the Company, be made by arranging for the offer, or a notice specifying where a copy of it can be obtained or inspected, to be published in the Appointed Publications; and

(c) must be open for acceptance for a period of not less than 14 days after the date:

(i) the offer is taken to have been received in accordance with the Articles of Association (or, if the Articles of Association do not contain such a provision, when the offer is reasonably expected to have been received by the offeree); or

(ii) the offer is published in the Appointed Publications.

(6) A Company does not Contravene this Article if:

(a) an offer has been made to holders of Equity Securities in accordance with this Article; and

(b) the Company allots Equity Securities to:

(i) an existing holder of Equity Securities; or

(ii) a Person in whose favour an existing holder of Equity Securities has renounced right to the Allotment in accordance with the terms of the offer.

(7) Contravention of this Article is punishable by a fine.

50 Exceptions to pre-emption right

(1) Article 49 (Shareholders' pre-emption rights) does not apply in respect of an Allotment of Equity Securities:

(a) that are bonus Shares; or

(b) that would be held under, or allotted or transferred under, an Employee Share Scheme; or

(c) that are wholly or partly Paid-up otherwise than in cash in accordance with Article 46 (*Non-cash consideration for Shares in Private Company*) or Article 47 (*Non-cash consideration for Shares in Public Company*); or

(d) in a Private Company, to the extent that the pre-emption right has been excluded or varied by its Articles of Association; or

(e) by any Company, to the extent that the restrictions prescribed by Article 49 (*Shareholders' pre-emption rights*) have been excluded or varied by Special Resolution (unless a higher threshold is required by the Articles of Association), if the Special Resolution has been recommended by the Directors of the Company in a Written statement circulated to all Shareholders that sets out:

(i) the Directors' reasons for making the recommendation; and

(ii) the amount to be paid to the Company in respect of Allotment; and

(iii) the Directors' justification of that amount.

CHAPTER 4 – PROHIBITION OF PUBLIC OFFERS BY PRIVATE COMPANIES

51 Prohibition of public offers by Private Companies

(1) A Private Company must not:

(a) make an offer of its Securities to the public; or

(b) allot or agree to allot its Securities to any Person with a view to the Securities being offered to the public.

(2) Unless the contrary is proved, an Allotment or agreement to allot Securities is presumed to be made with a view to such Securities being offered to the public if an offer of the Securities (or any of them) is made to the public:

(a) within 6 months after the Allotment or agreement to allot; or

(b) before the receipt by the Company of the whole of the consideration to be received by the Company in respect of the Securities.

(3) A Private Company does not Contravene sub-Article (1) if it:

(a) acts in good faith under arrangements under which it is to re-register as a Public Company before the Securities are allotted; or

(b) undertakes, as part of the terms of the offer, to re-register as a Public Company within 6 months after the day the offer is first made, and the undertaking is complied with; or

(c) offers Securities by way of placement as provided for in the applicable Regulations or Rules; or

(d) offers, allots, or allots by agreement Debt Securities on a basis meeting the requirements for exemption from that sub-Article provided for in the Rules.

(4) For this Article:

(a) an ***offer to the public*** includes an offer to any section of the public, however selected; and

(b) an offer is not regarded as an ***offer to the public*** if:

(i) it can be properly regarded, in all the circumstances, as not being calculated to result, directly or indirectly, in the Securities becoming available to Persons other than those receiving the offer; or

(ii) it can be properly regarded, in all the circumstances, as being made to an existing Shareholder or Employee of the Company (or a member of the Person's immediate family), an existing holder of a Debt Security of the Company, or a trustee for any of them, and, if the right to accept the offer is renounceable, it can only be renounced in favour of another Person who is entitled to receive that offer; or

(iii) it can be properly regarded, in all the circumstances, as being an offer for Securities to be held under an Employee Share Scheme and, if it is made on terms renounceable, it can only be renounced in favour of another Person who is entitled to receive that offer.

(5) Contravention of sub-Article (1) is punishable by a fine.

52 Enforcement of Article 51(1) prohibition

(1) This Article applies if:

(a) an application is made to the Court by a Shareholder or Creditor of a Company for an order under this Article; or

(b) an application is made to the Court by a Shareholder of a Company for an order under Article 174 (*Orders for unfair prejudice to Shareholders*); or

(c) an application is made to the Court by the Registrar for an order under this Article in relation to a Company.

(2) If it appears to the Court that the Company is Contravening or is proposing to Contravene Article 51(1) (*Prohibition of public offers by Private Companies*), the Court may issue an order restraining the Company from Contravening or continuing to Contravene the sub-Article.

(3) If it appears to the Court that the Company has Contravened Article 50(1) (*Exceptions to pre-emption right*), the Court may make 1 or more orders under sub-Article (4).

(4) If sub-Article (3) applies, the Court may:

(a) order the Company to re-register as a Public Company; or

(b) if it appears to the Court that the Company does not meet the requirements for reregistration as a Public Company or it is impractical or undesirable to require the Company to re-register as a Public Company, make any of the following orders against either the Company or any Person Knowingly Concerned in the Contravention (whether or not the Person is an Officer of the Company):

(i) a remedial order to put an affected party back in the position that the party would have been in apart from the Contravention;

(ii) without limiting subparagraph (i), an order that any Person Knowingly Concerned in the Contravention must offer to purchase Securities at the price and on the other terms the Court considers appropriate;

(iii) if a remedial order is made against the Company - an order that the Company's share capital be reduced accordingly;

(iv) an order that the Company be subject to a compulsory winding up;

(v) any other order the Court considers appropriate.

(5) In this Article:

affected party means a Shareholder or Creditor of the Company.

(6) Without prejudice to Court proceedings, the Registrar may issue directions requiring immediate cessation of the relevant offer pending determination by the Court.

CHAPTER 5 – REGISTERS OF SHAREHOLDERS AND DEBT SECURITY HOLDERS AND SHARE CERTIFICATES

53 Register of Shareholders

(1) A Company must establish and maintain a Register of Shareholders. An election may be made in relation to a Private Company for the information, which otherwise would require to be kept in the Register of Shareholders, to be kept by the Registrar. The Register maintained by the Registrar shall prevail over the Company's internal Register to the extent of any inconsistency unless the Court orders otherwise.

(2) The Company must promptly enter the following in the Register of Shareholders:

(a) the names and addresses of its Shareholders, together with a statement of the Shares held by each Shareholder, distinguishing each Share by its number (if the Share has a number) and, if the Company has 2 or more classes of issued Shares, by its class;

(b) the date each Shareholder was registered as a Shareholder;

(c) the date any Person ceased to be a Shareholder;

(d) the date the number of Shares held by any Shareholder increased or decreased;

(e) for Shares that are not fully paid - the amount remaining unpaid on each Share;

(f) for joint holders of Shares in a Company - unless otherwise provided in its Articles of Association, the following:

(i) the names of each joint holder;

(ii) the nominee Shareholder for the purposes of voting;

(iii) a nominated single address to which all communications required to be sent to a Shareholder can be sent.

(3) Contravention of sub-Articles (1) and (2) is punishable by a fine.

(4) A Private Company may make an election to keep information in the Register kept by the Registrar, subject to the payment of the applicable fees.

(5) An election may be made under this Article by:

(a) the applicant wishing to incorporate a Private Company under these Regulations; or

(b) the Private Company itself once it is incorporated.

(6) In sub-Article (5)(b), the election is of no effect, without prior agreement of all the Shareholders of the Private Company at the particular time to the making of the election.

(7) An election under this Article is made by giving notice of election to the Registrar.

(8) If the notice is given by Person(s) wishing to incorporate a Private Company:

(a) it must be given together with the application for the incorporation under Article 13 (*Formation of companies*); and

(b) it must be accompanied by a statement containing all the information under sub-Article (2).

(9) If the notice is given by the Private Company, it must be accompanied by:

(a) a statement by the Private Company that all the Shareholders of the Private Company have assented to the making of the election; and

(b) a statement containing all the information that is required under sub-Article (2) to be contained in the Private Company's Register of Shareholders as at the date of the notice in respect of matters that are current as at that date.

(10) An election made under sub-Article (4) takes effect when the notice of election is registered by the Registrar.

(11) The election remains in force until either:

(a) the Private Company ceases to be a Private Company; or

(b) a notice of withdrawal sent by the Private Company under sub-Article (15) is registered by the Registrar, whichever occurs first.

(12) While an election under sub-Article (4) is in force, a Private Company must continue to keep a Register of Shareholders in accordance with sub-Article (2) containing all the information that was required to be stated in that Register as at the time immediately before the election took effect, but the Private Company does not have to update that Register to reflect any changes that occur after that time.

(13) The date to be recorded in the Register kept by the Registrar is to be the date on which the Document containing that information is registered by the Registrar.

(14) During the period when an election under sub-Article (4) is in force, a Private Company must deliver to the Registrar any information under sub-Article (2) which the Private Company would, in the absence of any such election, have been obliged under these Regulations to enter in its Register of Shareholders and it must do so as soon as reasonably practicable after any relevant change but in any event within a period of 14 days.

(15) A Private Company may by giving notice of withdrawal to the Registrar withdraw an election made by or in respect of it under sub-Article (4), where:

(a) the withdrawal takes effect when the notice is registered by the Registrar;

(b) the effect of withdrawal is that the Private Company's obligation under sub-Article (1) to maintain a Register of Shareholders applies from then on with respect to the period going forward;

(c) the Private Company must place a note in its Register of Shareholders:

(i) stating that the election under sub-Article (4) has been withdrawn; and

(ii) recording when that withdrawal took effect; and

(iii) indicating that information about its Shareholders relating to the period when the election was in force that is no longer current, is available for public inspection in the Register kept by the Registrar.

(16) All notices and information to be delivered to the Registrar under this Article must be made in Writing.

(17) Contravention of sub-Articles (4) to (16) is punishable by a fine.

54 Register of Debt Security Holders

(1) If a Company has issued Debt Securities, it must establish and maintain a Register of Debt Security Holders.

(2) The Company must promptly enter in the Register of Debt Security Holders the name and address of, and the amount of the Debt Securities held by, each Debt Security holder.

(3) Contravention of sub-Article (2) in relation to a Debt Security does not affect the validity of the Debt Security.

(4) Contravention of this Article is punishable by a fine.

55 Transfer and registration of Shares and Debt Securities

(1) Despite anything in the Articles of Association of a Company, the Company must not register a transfer of a Share in, or Debt Security of, the Company unless it has been given a Written instrument of transfer by the transferee or the transfer is in accordance with a provision of the Rules that enables title to Securities to be evidenced and transferred without a Written instrument of transfer and (if applicable) any stamp duty or other transfer taxes have been paid.

(2) Subject to sub-Article (6), the Company must promptly register a transfer of a Share in, or Debt Security of, the Company if it is permitted to register the transfer under sub-Article (1).

(3) Sub-Article (1) does not affect any power of the Company to register as a Shareholder or Debt Security holder any Person to whom the right to any Share in, or Debt Security of, the Company has been transmitted by operation of these Regulations, including under any order made by a court of competent jurisdiction.

(4) An application for the transfer of a Share or Debt Security made by the Personal Representative(s) of a deceased Shareholder or Debt Security holder is as effective as it would have been if it had been made personally by the deceased Shareholder or Debt Security holder.

(5) On the application of the transferor of a Share in or Debt Security of a Company, the Company must promptly enter in its Register of Shareholders or Register of Debt Security Holders (as the case may be) the name of the transferee in the same way and subject to the same conditions as if the application for the entry had been made by the transferee.

(6) If a Company having reasonable grounds to do so refuses to register a transfer of Shares in, or Debt Securities of, the Company, the Company must, as soon as reasonably practicable but within 14 days after the day the transfer was lodged with it, give the transferor and transferee Written notice of its reasons for the refusal.

(7) Sub-Articles (1) to (6) do not apply to a transfer of Shares and Debt Securities in a Public Company made on a Designated Investment Exchange.

(8) A transfer of Shares and Debt Securities on a Designated Investment Exchange must be made in accordance with the rules of that Designated Investment Exchange.

(9) Contravention of this Article is punishable by a fine.

56 Place where registers must be kept

(1) A Company's Register of Shareholders and, if it has issued Debt Securities, its Register of Debt Security Holders, must be kept at its registered office.

(2) However, a register may be maintained by an agent of the Company at the premises of the agent in Alatau City (or as otherwise provided for in the Rules) and kept at that office, if the Company has immediate access to the register. The Company may keep a copy of the register at its registered office and, if it does so, the Company must update the copy of the register to reflect any changes to the information contained in the register within 10 days after the day the register is changed by the agent.

(3) Contravention of this Article is punishable by a fine.

Branch register

(4) A Public Company may cause a branch register to be kept by an agent of the Company in the jurisdiction outside Alatau City, where such Public Company seeks to have or has Shares or Debt Securities admitted to trading on a Recognised Exchange.

(5) A branch register is regarded as part of the Company's Register of Shareholders or Register of Debt Security Holders (if any). A branch register if kept must reflect entries relating to holdings of Shares or Debt Securities, which are sought to be or had been admitted to trading on a Recognised Exchange and contain the information that is required under Articles 53(2) (*Register of Shareholders*) and 54(2) (*Register of Debt Security Holders*) (as the case may be).

(6) A Public Company must give notice to the Registrar within 14 days after the event:

(a) of the situation of the office at which the Company begins to keep a branch register; and

(b) of any change in its situation; and

(c) if the keeping of the register is discontinued, of its discontinuance.

(7) A Public Company may discontinue a branch register and thereupon all entries in that register must be transferred to some other branch register in the same place or to the Company's Register of Shareholders or Register of Debt Security Holders (if any).

(8) Contravention of this Article is punishable by a fine.

57 Inspection of registers

(1) A Company must ensure that its Register of Shareholders and its Register of Debt Security Holders (if any) are open for inspection (which may be through digital access) by, respectively, any Shareholder or Debt Security holder of the Company during business hours without charge, and, if the Company is a Public Company, by any other Person on application under sub-Article (3) and on payment of the reasonable amount (if any) required by the Company, at the registered office of the Company or, if the register is maintained by an agent at the office of the agent in Alatau City (or as otherwise provided for in the Rules).

(2) If a Public Company caused a branch register to be kept by an agent in accordance with Article 56 (*Place where registers must be kept*), the Company must keep a copy of the branch register at its registered office and that sub-Article applies to the Company as if a reference to the register were a reference to the copy kept at its registered office.

(3) An application by a Person under this Article must be made in Writing to the Company and must include the following information:

(a) if the applicant is an individual - the applicant's name and address;

(b) if the applicant is an organisation - the name and address of an individual responsible for making the application on behalf of the organisation;

(c) the purpose for which the information obtained is to be used.

(4) If a Company refuses to allow a Person to inspect a register under sub-Article (1), the Registrar may, on the Person's application, direct the Company to immediately allow the Person to inspect the register. An application made under this sub-Article by a Person other than a Shareholder or Debt Security holder must include the information set out in sub-Article (3).

(5) A Company must comply with a direction given to it under sub-Article (4).

(6) Contravention of sub-Article (1) or (5) is punishable by a fine.

58 Rectification of register

(1) If:

(a) without reasonable excuse, the name of a Person, or the number of Shares held or the class of Shares held by a Person, is not entered correctly in, or is omitted from, a Company's Register of Shareholders; or

(b) there is a Failure or unnecessary delay in entering in the Register of Shareholders of a Company the fact that a Person has ceased to be a Shareholder;

the Person (an ***aggrieved Person***), or any Shareholder of the Company, may apply to the Registrar for rectification of the register.

(2) If:

(a) without sufficient reason, the name of a Person, or the number of Debt Securities held or the type of Debt Securities held by a Person, is, not entered correctly in, or is omitted from, a Company's Register of Debt Security Holders; or

(b) there is a Failure or unnecessary delay in entering in the Register of Debt Security Holders of a Company the fact that a Person has ceased to be a Debt Security holder;

the Person (an ***aggrieved Person***), or any Debt Security holder of the Company, may apply to the Registrar for rectification of the Register of Debt Security Holders.

(3) If the Registrar receives an application under sub-Article (1) or (2) in relation to a register of a Company, the Registrar may:

(a) order the Company to rectify the register; or

(b) refuse, for reasonable cause (including, for example, the existence of a dispute relating to the application or the relevant holding), to order the Company to rectify the register; or

(c) require supporting evidence before determining an application; or

(d) pending determination, place a restriction on further transfers of the disputed Shares.

(4) A Company must not Contravene an order of the Registrar made under sub-Article (3)(a).

(5) Without limiting the Registrar's powers under sub-Article (3), the Court may make 1 or more of the following orders:

(a) on the application of the Registrar, an order enforcing an order made by the Registrar under sub-Article (3)(a);

(b) on the application of an aggrieved Person in relation to a Company, or any Shareholder or Debt Security holder of a Company, an order directing the Company to rectify, or not to rectify, the Company's Register of Shareholders or Register of Debt Security Holders or to do, or not do, anything else;

(c) on the application of an aggrieved Person in relation to a Company, an order requiring the Company to pay damages.

(6) Contravention of sub-Article (4) is punishable by a fine.

59 Share certificates

(1) If a Company allots any of its Shares or receives a properly completed transfer for any of its Shares, the Company must, within 14 days after the day it allots the Shares or receives the transfer, complete and have ready for delivery a certificate for all the Shares allotted or transferred, unless title to the Shares is evidenced without a Written instrument in accordance the Rules.

(2) If title to the Shares or the transfer of the Shares is evidenced without a Written instrument, the Company must complete the registration of the Allotment or transfer of the Shares within 14 days after the day the Company allots the Shares or receives a properly completed transfer for the Shares.

(3) Sub-Articles (1) and (2) do not apply to a transfer of Shares if the Company is, for any reason, entitled to refuse to register the transfer and does not register the transfer.

(4) Contravention of this Article is punishable by a fine.

60 Right of Public Company to request information about interests in its Shares

(1) A Public Company may give a Written notice to any Person whom it knows or has reasonable grounds to believe:

(a) is interested in the Company's Shares; or

(b) has been interested in the Company's Shares at any time within 3 years before the date of the notice.

(2) The notice may require the Person to confirm any interest that Person has, or has had, in the Shares and to provide the details relating to the interest that are specified in the notice.

(3) For this Article, a Person has an interest in Shares of a Company if the Person:

(a) has entered into a contract to acquire the Shares; or

(b) is not the registered holder of the Shares, but is entitled to:

(i) exercise any right given by holding the Shares; or

(ii) control the exercise of any such right.

(4) If a Person Fails to comply with a notice given to the Person by a Company under sub-Article (1), the Company may apply to the Court for an order directing that the Shares in which the Person has an interest be subject to any 1 or more of the following restrictions:

(a) that any transfer of, or agreement to transfer, the Shares is void;

(b) that voting rights are not exercisable in respect of the Shares;

(c) that no further Shares be issued instead of the Shares or under an offer made to their holder;

(d) that, except in a liquidation, no payment be made of amounts owed by the Company on the Shares, whether in respect of capital or otherwise.

(5) On the application, the Court may make the order that the Court considers appropriate, having regard, in particular, to the rights of third parties in respect of the Shares in relation to which the application is made.

(6) Any Person whose rights are, or are likely to be, unfairly affected by an order of the Court made under sub-Article (5) may apply to the Court on that ground. If the Court is satisfied that the order unfairly affects the rights of the applicant or any other third party, the Court may, for the purpose of protecting the rights of the applicant or any third party, and subject to the terms that it considers appropriate, order that, to the extent stated in the order:

(a) restrictions imposed by the order under sub-Article (5) do not apply in relation a stated Person or Persons (or a stated category of Persons); or

(b) relevant Shares are to cease to be subject to restrictions imposed by the order under sub-Article (5).

(7) If there is a restriction applying in relation to Shares under an order under sub-Article (5) (as affected by any order made under sub-Article (6)), each of the following are void to the extent that they Contravene the restriction:

(a) any transfer of, or agreement to transfer, the Shares;

(b) any vote cast, or any other action taken relying on a vote cast, in respect of the Shares;

(c) any further issue of Shares relating to or in respect of the Shares or under an offer made to their holder;

(d) except in a liquidation, any payment made of amount owed by the Company on the Shares, whether in respect of capital or otherwise.

(8) An application may be made to the Court, by the Company concerned or any Person aggrieved, for an order directing that Shares subject to restrictions under an order under sub-Article (5) are to cease to be subject to the restrictions. The Court may not make the order unless:

(a) it is satisfied that the relevant facts about the Shares have been disclosed to the Company and no Person has received an unfair advantage because of the earlier Failure to make the disclosure; or

(b) the Shares are to be transferred for valuable consideration and the Court approves the transfer.

CHAPTER 6 – REDEMPTION AND PURCHASE OF SHARES

61 Power to issue redeemable Shares

(1) Subject to Article 62 (*Power of Company to purchase its own Shares*), a Company may, if authorised to do so by its Articles of Association, issue and allot, or convert existing non-redeemable Shares (whether allotted or not) into, Shares that are to be redeemed, or are liable to be redeemed, either in accordance with their terms or at the option of the Company or the Shareholder.

(2) However, the Company must not convert existing non-redeemable Shares into redeemable Shares if, as a result, there are no issued Shares that are not redeemable.

(3) A Company may redeem Shares in the Company only if they are fully paid and from the following sources:

(a) for the nominal value of the Shares - from the Paid-up share capital, share premium and other reserves of the Company; and

(b) for any premium - from realised profits, share premium or other reserves of the Company.

(4) A Company must not redeem any of its Shares unless all of the Directors (or such higher or lower amount as may be prescribed by the Rules) sign a certificate stating that they have formed the opinion:

(a) that, immediately following the day payment for the redemption is proposed to be made, the Company will be able to discharge its Liabilities as they fall due; and

(b) that, having regard to:

(i) the prospects of the Company and to the intentions of the Directors with regard to the management of the Company's business; and

(ii) the amount and character of the financial resources that will be available to the Company;

the Company will be able to continue to conduct its business, and discharge its Liabilities as they fall due, for 12 months immediately after the day payment for the redemption is proposed to be made.

(5) A Director must not sign a certificate under sub-Article (4) unless the Director has reasonable grounds for the matters stated in the certificate. A Director who signs the certificate without reasonable grounds is liable for any loss suffered by the Company resulting from the redemption.

(6) Contravention of sub-Article (5) is punishable by a fine.

(7) If Shares are redeemed under this Article, the Shares must be treated as cancelled and the amount of the Company's share capital must be reduced by the nominal value of the Shares redeemed, unless they are held by the Company as treasury Shares.

(8) A Company must not redeem its Shares under this Article if because of the redemption:

(a) there would no longer be a Shareholder of the Company holding Shares other than redeemable Shares; or

(b) the Company would cease to have the share capital required by Article 44 (*Minimum share capital*) or any other applicable Regulations and Rules.

(9) If a Company redeems any of its Shares, the Company must, within 14 days after the day the redemption is completed, notify the Registrar of the redemption and tell the Registrar what the Company's share capital is after completion of the redemption.

62 Power of Company to purchase its own Shares

(1) Subject to any restrictions in its Articles of Association, a Company may purchase its own Shares to the extent permitted by this Article.

(2) A Company must not purchase its own Shares unless the purchase is approved by:

(a) a Special Resolution, if it is an off-market purchase and the Company is not a Wholly-Owned Subsidiary; or

(b) an Ordinary Resolution, if it is a market purchase or the Company is a Wholly-Owned Subsidiary.

(3) The holders of the Shares to be purchased do not have a right to vote on the Resolution required under sub-Article (2). The Company must ensure that the holders of those Shares do not vote on the Resolution.

(4) A Company must not purchase its Shares under this Article if:

(a) because of the purchase, there would no longer be a Shareholder of the Company holding Shares other than redeemable Shares or Shares held as treasury Shares; or

(b) the Shares are not fully paid; or

(c) the Company would cease to have the share capital required by Article 44 (*Minimum share capital*).

(5) The provisions of Article 61(4) to (5) (*Power to issue redeemable Shares*) apply, with any necessary changes, to the purchase by a Company under this Article of its own Shares as they apply to the redemption by the Company of its redeemable Shares.

(6) If a Company purchases its own Shares, the Company must ensure that the Shares are paid for:

(a) if it is an off-market purchase - on purchase, unless otherwise agreed between the Company and the selling Shareholder; or

(b) if it is a market purchase - in accordance with the rules of the relevant Regulated Market.

(7) If a Company proposes to purchase its own Shares, the Company must:

(a) send a copy of the contract setting out the terms for the purchase of the Shares to each Shareholder when or before the proposed Resolution approving the purchase is sent to the Shareholder; and

(b) ensure that a copy of the contract is available for inspection by Shareholders at the Company's registered office for at least 15 days before the day of the meeting to consider the Resolution and at the meeting itself.

(8) If a Public Company purchases its own Shares, the Company must ensure that a copy of the contract setting out the terms of the purchase is kept available for inspection, at the request of any Shareholder, at the Company's registered office for 10 years after the day the Shares are purchased.

(9) For this Article:

(a) a purchase of Shares is a ***market purchase*** if it is made by a Public Company on a Regulated Market; and

(b) a purchase of Share is an ***off-market purchase*** if it is not made by a Public Company on a Regulated Market.

(10) If a Company purchases its own Shares under this Article, the Company must, within 14 days after the day the purchase is completed, notify the Registrar of the purchase and tell the Registrar what the Company's share capital is after completion of the purchase.

(11) Any Director having a material interest in the transaction shall disclose that interest and comply with the conflict of interest provisions of these Regulations.

(12) Contravention of this Article is punishable by a fine.

(13) Contravention of Article 61(5) (*Power to issue redeemable Shares*) as applied by sub-Article (5) is punishable by a fine.

63 Treasury Shares

(1) A Company may hold any Shares that have been purchased by it under Article 62 (*Power of Company to purchase its own Shares*) as treasury Shares if:

(a) there is no restriction in its Articles of Association that prohibits it from holding the Shares as treasury Shares; and

(b) it is approved by an Ordinary Resolution; and

(c) it complies with the other requirements of this Article.

(2) A Company that holds Shares as treasury Shares may:

(a) cancel the Shares; or

(b) sell the Shares; or

(c) transfer the Shares for the purposes of, or under, an Employee Share Scheme; or

(d) transfer the Shares to existing Shareholders as fully paid bonus Shares; or

(e) continue to hold the Shares.

(3) If a Company cancels Shares held as treasury Shares, the amount of the Company's share capital must be reduced by the nominal value of the cancelled Shares.

(4) While Shares are held by a Company as treasury Shares:

(a) the Company must not, for Articles 96 (*Meeting requests*) and 99 (*General provisions about meeting and votes*), be treated as being a Shareholder or as holding Shares in the Company; and

(b) no voting rights (direct or through proxy) attach to the Shares held as treasury Shares; and

(c) if, for a Resolution to be passed or any act or decision to be taken (or not taken) by any Person, a provision of these Regulations and the Rules requires:

(i) a proportion of votes attaching to Shares held in the Company to be obtained; or

(ii) a proportion of the holders of Shares of the Company (which may include Persons representing by proxy other holders of Shares of the Company) to consent or not to consent;

the Shares held as treasury Shares must not, for that provision, be taken into account in working out the total number of Shares held by the Company or whether the required proportion has been attained; and

(d) the Company must not make or receive any dividend, or any other Distribution (whether in cash or otherwise) of the Company's assets (including any Distribution of assets to Shareholders on a winding up), in respect of the Shares held as treasury Shares; and

(e) the rights in respect of the treasury Shares must not be exercised by or against the Company; and

(f) the obligations in respect of the treasury Shares must not be enforceable by or against the Company; and

(g) any purported exercise or enforcement of a right, obligation, requirement or anything else mentioned in paragraphs (b) to (f) is void.

(5) However, sub-Article (4) does not prevent:

(a) an Allotment of Shares as fully paid bonus Shares in respect of treasury Shares; or

(b) the payment of any amount payable on the redemption of redeemable Shares that are held as treasury Shares.

(6) Any Shares allotted by a Company as fully paid bonus Shares in respect of Shares held as treasury Shares must be treated as if they were purchased by the Company at the time they were allotted.

(7) If Shares are held by a Company as treasury Shares:

(a) the Register of Shareholders must include an entry relating to the number of Shares held as treasury Shares; and

(b) the Register must, to the extent it contains details of the Shareholders of the Company, include an entry relating to the number of Shares held as treasury Shares; and

(c) the Annual Return filed under Article 26 (*Annual return*) must include an entry relating to the number of Shares held as treasury Shares on 1 January in the year of the return.

64 Prohibition on financial assistance to acquire Shares

(1) A Company must not:

(a) if it is a Public Company - provide financial assistance for a Person to acquire Shares, or any units of Shares, in itself or its Holding Company; and

(b) if it is a Private Company - provide financial assistance for a Person to acquire Shares, or units of Shares, in a Holding Company that is a Public Company, unless the provision of the financial assistance is authorised under any 1 or more of sub-Articles (2) to (4).

(2) The provision of the financial assistance is authorised if the provision of the financial assistance:

(a) does not materially prejudice the interests of the Company or its Shareholders or the Company's ability to discharge its Liabilities as they fall due; and

(b) is approved by a Resolution of Shareholders holding not less than 90% in nominal value of the Shares giving a right to attend and vote at any Shareholders' meeting.

(3) The provision of the financial assistance is authorised if the Company's ordinary business includes providing finance and the financial assistance is provided in the ordinary course of that business and on ordinary commercial terms.

(4) The provision of the financial assistance is authorised if the financial assistance is provided in connection with, or for the purposes of, an Employee Share Scheme of the Company.

(5) The provision of the financial assistance is authorised if the provision of the financial assistance is only an incidental part of some larger purpose of the Company and the financial assistance is given in good faith in the interests of the Company.

(6) The provision of the financial assistance is authorised if the financial assistance is of a kind prescribed by the Rules for this sub-Article.

(7) Each Officer of a Company must ensure that the Company does not Contravene this Article.

(8) The Directors approving the financial assistance must certify that they have made reasonable inquiries into the Company's financial position and that the requirements of sub-Article (2) are satisfied.

(9) The Registrar may require the Company to produce supporting financial information demonstrating compliance with sub-Article (2).

(10) Contravention of this Article is punishable by a fine.

(11) In this Article:

financial assistance means financial assistance of any kind, and includes any of the following:

(a) making a loan;

(b) making a gift;

(c) issuing a Debt Security;

(d) giving security over the Company's assets;

(e) giving a guarantee or an indemnity in respect of another Person's Liability;

but does not include any of the following:

(f) a Distribution of the Company's assets by way of dividend lawfully made or in the course of the Company's winding up;

(g) an Allotment of fully paid bonus Shares;

(h) a redemption or purchase by a Company of its own Shares under this Chapter 6 – Redemption and purchase of shares;

(i) a reduction of share capital under Chapter 7 – Reduction of capital (*Reduction of capital*).

CHAPTER 7 – REDUCTION OF CAPITAL

65 Reduction of Share Capital

(1) A Private Company may reduce its Share Capital by a Special Resolution supported by a solvency statement under Article 66 (*Reduction of Share Capital by Private Company supported by solvency statement*).

(2) A Public Company or Private Company may reduce its Share Capital by a Special Resolution confirmed by the Court, following the procedures in Articles 67 (*Reduction of Share Capital by Special Resolution confirmed by Court order*) and 68 (*Court order confirming reduction of Share Capital*)

(3) The Company must notify all known Creditors of the proposed reduction where the reduction exceeds such threshold (if any) as may be prescribed by the Rules.

(4) A Company must not reduce its Share Capital under sub-Article (1) or (2) if:

(a) its Articles of Association contain any prohibition or restriction relating to capital reduction; or

(b) because of the reduction, there would no longer be any Shareholder of the Company other than holders of redeemable Shares; or

(c) if the Company is a Public Company - the reduction in the Share Capital would result in the Company not having the share capital required by Article 44 (*Minimum share capital*) or any other applicable Regulations and Rules, except in the circumstances to which Article 70 (*Public Company reducing its Share Capital below its authorised minimum*) applies.

(5) Subject to sub-Article (3), a Company may reduce its Share Capital in any way, and on the terms, decided by it, including, for example:

(a) by extinguishing or reducing the Liability on any of its Shares in respect of Share Capital not Paid-up, or

(b) either with or without extinguishing or reducing Liability on any of its Shares, by

(i) cancelling any Paid-up Share Capital that is lost or unrepresented by available assets, or

(ii) by repaying any Paid-up Share Capital in excess of the Company's requirements; or

(c) by causing any of its Shares that have been issued otherwise than as fully Paid-up to be forfeited for Failure to pay any amount payable on them or by accepting their surrender instead of causing them to be forfeited.

(6) For this Chapter 7 – Reduction of capital, a redemption or purchase by a Company of its Shares in accordance with Chapter 6 – Redemption and purchase of shares (*Redemption and purchase of shares*) is not a reduction of the Share Capital of the Company.

(7) A Company must not reduce its Share Capital otherwise than in accordance with this Chapter 7 – Reduction of capital. Contravention of this sub-Article is punishable by a fine.

66 Reduction of Share Capital by Private Company supported by solvency statement

(1) A Resolution for reducing Share Capital of a Private Company is supported by a solvency statement for Article 65(1) (*Reduction of share capital*) if:

(a) on a day not more than 30 days and not less than 15 days before the date the reduction of the Share Capital is to have effect, the Company has published a notice in the Appointed Publications stating the following:

(i) the amount of the Share Capital as most recently determined by the Company;

(ii) the nominal value of each Share;

(iii) the amount by which the Share Capital is to be reduced; and

(iv) the date the reduction is to have effect; and

(b) the notice contains a solvency statement that complies with sub-Article (2).

(2) A solvency statement is a statement by each Director of the Company that the Director:

(a) has formed the opinion, as regards the Company's situation at the date of the statement, that there is no ground on which the Company could be found to be unable to discharge its debts as they fall due; and

(b) has also formed the opinion that:

(i) if the Company intended to commence its winding up within 12 months after the date of the statement, the Company would be able discharge its debts in full within 12 months of the commencement of the winding up; or

(ii) in any other case, the Company would be able to discharge its debts as they fall due during the year immediately after the date of the statement.

(3) A Director of the Company must not make a solvency statement mentioned in sub-Article (1)(b) unless the Director has reasonable grounds for the opinion expressed in the statement. In forming the opinion, the Director must take into account all of the Company's Liabilities (including any contingent or prospective Liabilities). The solvency statement and all supporting financial records shall be retained by or on behalf of the Company for not less than 6 years and made available to the Registrar upon request.

(4) Contravention of sub-Article (3) is punishable by a fine.

(5) If a Company reduces the amount of its Share Capital, the Company must, within 14 days after the day the reduction takes effect, file with the Registrar a copy of the notice under sub-Article (1).

(6) The Registrar may appoint an independent reviewer where there are reasonable grounds to question the solvency statement.

67 Reduction of Share Capital by Special Resolution confirmed by Court order

(1) If a Company is permitted to do so under its Articles of Association and has passed a Special Resolution for reducing its Share Capital, it may apply to the Court for an order confirming the reduction.

(2) If the proposed reduction of Share Capital involves the payment to a Shareholder of any Paid-up Share Capital or a diminution of Liability in respect of any unpaid Share Capital, sub-Articles (3), (4) and (5) apply, except so far as the Court directs otherwise under sub-Article (7).

(3) Any Creditor of the Company is entitled to object to the reduction of capital if the Creditor, at the date fixed by the Court, is entitled to a debt or claim that would be admissible in proof against the Company, if that date were the commencement of the winding up of the Company.

(4) The Registrar shall be entitled to appear and make submissions in any proceedings concerning reduction of share capital where the Registrar considers that the public interest or the interests of Creditors may be affected.

(5) The Court must settle a list of Creditors entitled to object under sub-Article (3). For that purpose, the Court:

(a) must ascertain, as far as possible, without requiring an application from any Creditor, the names of the Creditors and the nature and amount of their debts or claims; and

(b) may publish notices fixing a day or days by which Creditors not entered on the list are able to claim to be entered in the list or are to be excluded from the right of objecting to the reduction of capital.

(6) If, for a Creditor entered on the list, the Creditor's debt or claim is not discharged or has not determined and the Creditor has not consented to the reduction, the Court may dispense with the consent of that Creditor, on the Company securing payment of the Creditor's debt or claim by appropriating, as the Court may direct, the following amount:

(a) if the Company admits the full amount of the debt or claim or, though not admitting it, is willing to provide for it - the full amount of the debt or claim;

(b) if the Company does not admit, and is not willing to provide for, the full amount of the debt or claim or the amount is contingent or not ascertained - an amount fixed by the Court.

(7) The Court may, having regard to any special circumstances of the case, direct that sub-Articles (3), (4), (5) and (5) do not apply, or apply with stated modifications, in relation to any class or any classes of Creditors.

(8) An Officer of the Company must not:

(a) intentionally or recklessly:

(i) conceal the name of a Creditor entitled to object to the reduction of Share Capital; or

(ii) misrepresents the nature or amount of the debt or claim of a Creditor; or

(b) be Knowingly Concerned in any such concealment or misrepresentation.

(9) Contravention of sub-Article (7)(8) is punishable by a fine.

68 Court order confirming reduction of Share Capital

(1) The Court may, on the terms it considers appropriate, make an order confirming the reduction of a Company's Share Capital, if satisfied, in relation to every Creditor of the Company who under Article 67(3) (*Reduction of Share Capital by Special Resolution confirmed by Court order*) is entitled to object to the reduction of the Share Capital, that either:

(a) the Creditor has consented to the reduction; or

(b) the Creditor's debt or claim has been discharged or has determined or has been secured.

(2) If the Court makes an order under sub-Article (1), it may also make either or both of the following orders:

(a) an order requiring the Company to publish the reasons for the reduction of Share Capital, or the other information about it that the Court considers appropriate, with a view to giving proper information to the public about the causes that led to the reduction;

(b) if there is any reserve arising out of the reduction of Share Capital - an order directing whether or not it is distributable.

69 Registration of order and statement of capital

(1) If the Court confirms the reduction of a Company's Share Capital, the Company must give the Registrar:

(a) a copy of the order of the Court confirming the reduction; and

(b) a statement of capital, approved by the Court, showing in respect of the Company's Share Capital:

(i) the total number of issued Shares; and

(ii) the aggregate nominal value of those Shares; and

(iii) the amount Paid-up and unpaid (if any) on each Share (whether on account of the nominal value or by way of premium).

(2) The Registrar must register the order and statement of capital. On that registration the Special Resolution for reducing the Share Capital as confirmed by the order takes effect.

(3) The Registrar must certify the registration of the order and statement of capital. The certificate:

(a) must be signed by the Registrar; and

(b) is conclusive evidence that all the requirements of these Regulations and the Rules in relation to the reduction of Share Capital have been complied with and that the Company's Share Capital is as stated in the statement of capital.

(4) On its registration, the statement of capital is taken to be substituted for the corresponding part of the Articles of Association.

70 Public Company reducing its Share Capital below its authorised minimum

(1) If registration of an order of the Court under Article 68 (*Court order confirming reduction of Share Capital*) in relation to a Public Company would result in the Company not having the Share Capital required by Article 44 (*Minimum share capital*), the Registrar must not register the order unless the Company is first re-registered as a Private Company under Article 40 (*Re-registration of Public Company as Private Company*) or the Court has made an order under sub-Article (2).

(2) The Court may, by order, authorise the Company to be re-registered as a Private Company without it having passed the Special Resolution required under Article 40 (*Re-registration of Public Company as Private Company*). The order must specify the changes to the Articles of Association and name in connection with the re-registration.

(3) The Registrar must, on receipt of an order under sub-Article (2), issue a certificate of incorporation altered to meet the circumstances of the case. On the issue of the certificate, the Company becomes a Private Company and the changes to the Articles of Association and its name take effect.

(4) The Registrar may impose conditions upon re-registration where necessary to protect Creditors or minority Shareholders.

71 Liability to Creditors in respect of reduction of Share Capital by Court order

(1) This Article applies if:

(a) a Creditor entitled to object to the reduction of the Share Capital of a Company is not entered on the list of Creditors under Article 67 (*Reduction of Share Capital by Special Resolution confirmed by Court order*) because of the Creditor's ignorance of the proceedings for the reduction or of the nature and effect of the proceedings on the Creditor's claim; and

(b) after the reduction of capital, the Company is unable to pay the amount of the Creditor's debt or claim.

(2) Every Person who was a Shareholder of the Company on the day the Special Resolution for reducing the Share Capital took effect under Article 69(2) (*Registration of order and statement of capital*) is liable to contribute, towards payment of the Creditor's debt or claim, an amount not exceeding (in aggregate, taking into account any such other payments) the amount that the Person would have been liable to contribute if the Company had commenced to be wound up on the previous day.

(3) If the Company is wound up under these Regulations, the Court, on the application of the Creditor and proof that the Creditor is a Creditor mentioned in sub-Article (1)(a), may settle a list of Persons liable to contribute under sub-Article (2), and may make and enforce calls and orders on the Persons included on the list as if they were ordinary contributories in a winding up.

(4) This Article does not affect the rights of the listed Persons among themselves.

(5) Nothing in this Article limits any civil liability of Directors arising from breach of fiduciary duties.

72 Treatment of reserves arising from reduction of capital

Any reserve arising from the reduction of a Company's Share Capital is only distributable as provided in the Articles of Association or authorised by a Special Resolution, unless otherwise provided by an order of the Court under Article 68(2)(b) (*Court order confirming reduction of Share Capital*).

CHAPTER 8 – DISTRIBUTIONS

73 Restrictions on Distributions

(1) A Company must not make a Distribution unless the Distribution is made out of profits available for Distribution. The profits available for Distribution are the Company's accumulated, realised profits (so far as not previously utilised by Distribution or capitalisation) less its accumulated, realised losses (so far as not previously written off in a reduction or reorganisation of capital duly made).

(2) A Public Company must not make a Distribution:

(a) unless the amount of its net assets is not less than the aggregate of its share capital and undistributable reserves; and

(b) unless, and only to the extent that, the Distribution does not reduce the amount of those net assets to less than that aggregate.

(3) Whether a Distribution may be made by a Company without Contravening this Article is determined by reference to the following items as stated in the relevant accounts:

(a) profits, losses, assets and Liabilities;

(b) provisions of any kind;

(c) share capital and reserves (including undistributable reserves).

(4) The ***relevant accounts*** are the Company's last annual accounts, except that:

(a) if the Distribution would be found to Contravene this Article by reference to the Company's last annual accounts - it may be justified by reference to interim accounts; and

(b) if the Distribution is proposed to be declared during the Company's first accounting reference period or before any accounts have been prepared in respect of that period - may be justified by reference to initial accounts.

(5) If the relevant accounts are:

(a) the Company's last annual accounts - the accounts must be the accounts that were sent to Shareholders under Article 132(4) (*Accounts*); and

(b) interim accounts - the accounts must be properly prepared so as to enable a reasonable judgement to be made about the amounts of the items mentioned in sub-Article (3); and

(c) initial accounts - the accounts must be properly prepared so as to enable a reasonable judgement to be made about the amounts of the items mentioned in sub-Article (3) and, if the Company is a Public Company, accompanied by a report from the Company's auditor stating whether, in the auditor's opinion, the accounts have been properly prepared.

(6) If any applicable requirement in sub-Article (5) is not complied with in relation to any accounts, the accounts may not be relied on for this Article and the Distribution is accordingly treated as a Contravention of this Article.

(7) In this Article:

auditor means a Person who a Person who is authorised as required by the Rules to perform audit activities and who (if applicable) holds any licence(s) required under the Alatau Business Licensing Regime to perform such activities.

Distribution, in relation to a Company, means every description of distribution of the Company's assets to its Shareholders, whether in cash or otherwise, except a distribution by way of:

(a) an issue of bonus Shares; or

(b) the redemption or purchase of any of the Company's own Shares out of share capital (including the proceeds of any fresh issue of Shares), or out of unrealised profits, in accordance with these Regulations and the Rules; or

(c) the reduction of share capital either by:

(i) extinguishing or reducing the Liability of any of the Shareholders in respect of share capital not Paid-up or by repaying any Paid-up share capital; and

(ii) a distribution of assets to Shareholders on the winding up of the Company.

undistributable reserves, of a Company, means any of the following:

(a) its share premium account;

(b) any capital redemption reserve;

(c) the amount by which its accumulated, unrealised profits (so far as not previously utilised by Distribution or capitalisation) exceeds its accumulated, unrealised losses (so far as not previously written off in a reduction or reorganisation of capital duly made);

(d) any other reserve that the Company is prohibited from distributing by its Articles of Association or under any applicable Regulations or Rules.

(8) Contravention of this Article is punishable by a fine.

(9) Before declaring a Distribution, the Directors shall resolve that the Distribution complies with this Article and record the reasons for that conclusion in the minutes.

(10) The Registrar may require production of the relevant accounts supporting the Distribution.

74 Consequences of unlawful Distribution

If a Distribution, or part of a Distribution, made by a Company to any of its Shareholders is made in Contravention of Article 73 (*Restrictions on Distributions*) and, at the time of the Distribution, the Shareholder knows or has reasonable grounds for believing that it is made in Contravention of that Article, the Shareholder is liable to repay the Distribution, or that part of it, to the Company or, for a Distribution made otherwise than in cash, to pay to the Company an amount equal to the value of the Distribution, or that part, at that time. The Company may recover the amount of an unlawful Distribution from any Director who authorised the Distribution without reasonable grounds.

CHAPTER 9 – DIRECTORS AND SECRETARIES

75 Directors

(1) A Private Company must have at least 1 Director and a Public Company must have at least 2 Directors. At least 1 Director of every Company shall maintain an address for service within Alatau City or another jurisdiction approved by the Registrar.

(2) A Person must not be a Director if the Person:

(a) is not a natural person; or

(b) is under 18 years old; or

(c) is disqualified from being a Director because of:

(i) having been convicted of a criminal offence involving dishonesty or moral turpitude, in any jurisdiction in the past 10 years; or

(ii) having been found guilty of insider trading or the equivalent in any jurisdiction at any time; or

(iii) having been judged disqualified by any court; or

(iv) having been disqualified by any Alatau regulatory body; or

(v) a disqualification specified in the Articles of Association; or

(d) is an undischarged bankrupt.

(3) Contravention of this Article is punishable by a fine.

76 Election, term and removal of Directors

(1) The first Directors of a Company must be elected by the Incorporators. Subsequent Directors must be elected by the Shareholders by Ordinary Resolution, or as otherwise provided by the Articles of Association, for the term that the Shareholders decide (where applicable).

(2) Each Director holds office until the Director's successor takes office or until the Director's earlier death, resignation or removal by Ordinary Resolution or as otherwise provided by the Articles of Association.

(3) If a Director of a Company resigns his or her office, the Director must deliver a Written notice of his or her resignation to the Company and notify the Registrar. The appointment or resignation of a Director shall be notified to the Registrar within 14 days.

(4) A vacancy created by the death, resignation or removal of a Director may be filled by Ordinary Resolution or, if the vacancy is not filled by an Ordinary Resolution, by the remaining Directors. However, save as otherwise provided for in the Company's Articles of Association:

(a) any Director appointed by the remaining Directors is subject to reappointment by Ordinary Resolution at the next General Meeting; and

(b) if an Ordinary Resolution of reappointment of the Director is not passed at the next General Meeting - the Director ceases to be a Director at the conclusion of the General Meeting.

(5) The number of Directors must be fixed by or within a range set out in the Articles of Association subject to the requirements of Article 75(1) (*Directors*).

(6) If, at a General Meeting, it is proposed that 2 or more Persons be appointed as Directors, the appointments must be made by a separate Resolution in respect of each Person, unless unanimously agreed otherwise by the Shareholders present at the meeting.

77 Duties of Directors

(1) The duties of Directors under Articles 78 to 84 and Article 86 are owed by each Director of a Company to the Company.

(2) If a Person ceases to be a Director, the Person continues to be subject to:

(a) the duty under Article 82 (*Duty to avoid conflicts of interest*), in relation to the exploitation of any property, information or opportunity of which the Person became aware when the Person was a Director; and

(b) the duty under Article 83 (*Duty not to accept benefits from third parties*), in relation to things done or omitted to be done by the Person before the Person ceased to be a Director.

(3) Except as otherwise provided in these Regulations, more than 1 of the duties of Directors may apply in any given case.

(4) The Constitutional Documents of a Company must not include any provision the effect of which would be to weaken the duties of Directors under this Chapter 9 – Directors and secretaries.

78 Duty to act within powers

A Director of a Company must:

(a) act in accordance with the Constitutional Documents; and

(b) only exercise the powers of a Director for the purposes for which the powers have been given.

79 Duty to promote success of Company

(1) A Director of a Company must act in the way the Director honestly considers, in good faith, would be most likely to promote the success of the Company for the benefit of its Shareholders as a whole and, in doing so, must have regard, among other matters, to:

(a) the likely consequences of any decision in the long term; and

(b) the interests of the Company's Employees; and

(c) the need to strengthen the Company's business relationships with suppliers, customers and others; and

(d) the impact of the Company's operations on the community and the environment; and

(e) the desirability of the Company maintaining a reputation for high standards of business conduct; and

(f) the need to act fairly as between Shareholders of the Company.

(2) To the extent that the purposes of the Company consist of or include purposes other than the benefit of its Shareholders, the reference in sub-Article (1) to the benefit of its Shareholders has effect as if it included those other purposes.

(3) The duty imposed under this Article has effect subject to any law applicable to the Company requiring Directors, in certain circumstances, to consider or act in the interests of the Company's Creditors or customers.

80 Duty to exercise independent judgement

(1) A Director of a Company must exercise independent judgement.

(2) A Director of a Company does not infringe the duty under sub-Article (1) if the Director acts:

(a) in accordance with an agreement duly entered into by the Company that restricts the future exercise of discretion by its Directors; or

(b) in a way authorised by the Constitutional Documents.

81 Duty to exercise reasonable care, skill and diligence

A Director of a Company must exercise the care, skill and diligence that would be exercised by a reasonably diligent person with:

(a) the general knowledge, skill and experience that may reasonably be expected of a person Exercising the Functions Exercised by the Director in relation to the Company; and

(b) the general knowledge, skill and experience that the Director has.

82 Duty to avoid conflicts of interest

(1) A Director of a Company must avoid a situation in which the Director has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company. The conflicted Director shall not vote or be counted in the quorum in relation to a resolution of the board of Directors relating to the relevant subject matter unless expressly permitted by the Articles of Association.

(2) The duty under sub-Article (1) applies in particular to the exploitation of any property, information or opportunity.

(3) The duty under sub-Article (1) does not apply to a conflict of interest arising in relation to a transaction or arrangement if the requirements of Article 84 (*Duty to declare interest in proposed transaction or arrangement*) or Article 86 (*Duty to declare interest in existing transaction or arrangement*) are met.

(4) A Director of a Company does not Contravene the duty under sub-Article (1) if:

(a) the situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(b) the Directors of the Company have authorised the situation in accordance with the Articles of Association and any applicable provisions of these Regulations and the Rules.

(5) A Company's Articles of Association may include alternative procedures for avoiding conflicts of interests. A Director does not Contravene the provisions of this Article by acting in accordance with the alternative procedures.

(6) In this Article:

conflict of interest includes a conflict of an interest and a duty and a conflict of duties.

83 Duty not to accept benefits from third parties

(1) A Director of a Company must not accept a benefit from a third party if the benefit is given to the Director:

(a) because of the Director's position as a Director of the Company; or

(b) for doing (or not doing) anything as a Director of the Company;

unless the acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

(2) In this Article:

conflict of interest includes a conflict of an interest and a duty and a conflict of duties.

84 Duty to declare interest in proposed transaction or arrangement

(1) This Article applies if a Director of a Company becomes aware, or ought reasonably to have become aware, that the Director is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company.

(2) The Director must declare the nature and extent of the interest to the other Directors of the Company in accordance with Article 86 (*Duty to declare interest in existing transaction or arrangement*).

(3) But the declaration must be made before the proposed transaction or arrangement is entered into. For a declaration under this Article, Article 86 (*Duty to declare interest in existing transaction or arrangement*) applies to the Director with any other necessary changes.

85 Breaches of Directors' duties

If a Director of a Company Breaches any 1 or more of the duties under Articles 78 to 84, the Director is taken to have Contravened these Regulations.

86 Duty of Directors to declare interest in existing transaction or arrangement

(1) If a Director of a Company has, directly or indirectly, an interest in a transaction or arrangement entered into by the Company or a Subsidiary of the Company and the Director is aware that the interest conflicts or may conflict, to a material extent, with the interests of the Company or Subsidiary, the Director must unless the Director has previously declared such interest under Article 84 (*Duty to declare interest in proposed transaction or arrangement*), declare to the other Directors of the Company the nature and extent of the Director's interest in accordance with this Article.

(2) The declaration must be made as soon as practicable after the Director becomes aware of the circumstances that gave rise to the duty to make the declaration.

(3) The declaration must be made:

(a) at a meeting of the Directors; or

(b) by a general Written notice given to the other Directors.

(4) A declaration made at a meeting of the Directors under sub-Article (3)(a) must be tabled at, and recorded in the minutes of, the meeting.

(5) A declaration made by way of a general Written notice given to the other Directors under sub-Article (3)(b) must be tabled at, and recorded in the minutes of, the first meeting of the Directors after the declaration is made or, if it is not reasonably practicable to do so at that meeting, at the next earliest meeting of the Directors.

(6) A notice given to the Company by a Director that the Director is to be regarded as interested in a transaction or arrangement with a specified Person is sufficient declaration of the Director's interest in any transaction or arrangement entered into with the Person after the notice is given.

(7) If a declaration of interest for Article 84 (*Duty to declare interest in proposed transaction or arrangement*) or this Article proves to be, or becomes, inaccurate or incomplete, a further declaration must be made, in the same way as the initial declaration.

(8) If a Director of a Company Fails to declare an interest of under this Article or Article 84 (*Duty to declare interest in proposed transaction or arrangement*), the Company, a Shareholder of the

Company or the Registrar may apply to the Court for an order under this sub-Article. On the application, the Court may make any order that it considers appropriate, including, for example, either or both of the following:

(a) an order setting aside the relevant transaction or arrangement;

(b) an order directing the Director to account to the Company for any benefit, gain or profit obtained because of the relevant transaction or arrangement.

(9) However, a transaction or arrangement is not voidable, and a Director is not accountable, under sub-Article (8) in relation to it if, despite a Failure to comply with this Article:

(a) the transaction or arrangement is ratified by the Company under Article 87 (*Ratification of interest in existing transaction or arrangement*) by an Ordinary Resolution; and

(b) the nature and extent of the Director's interest in the transaction or arrangement were declared in reasonable detail in the notice calling the General Meeting.

(10) Also, without limiting the Court's power to order a Director to account for any profit, gain or benefit realised, the Court must not set aside a transaction or arrangement unless it is satisfied that:

(a) the interests of third parties who have acted in good faith would be unfairly prejudiced if the transaction or arrangement were not set aside; or

(b) the transaction or arrangement was not reasonable and fair in the interests of the Company at the time it was made.

87 Ratification of interest in existing transaction or arrangement

(1) This Article applies to the ratification by a Company of a transaction or arrangement mentioned in Article 86(1) (*Duty to declare interest in existing transaction or arrangement*).

(2) The Company may, by an Ordinary Resolution, ratify the transaction or arrangement, unless its Constitutional Documents prohibit from doing so.

(3) If the Company is a Public Company, any votes cast by the Director or Directors who have the conflict of interest in the transaction or arrangement, and any other Connected Person to such a Director, must be disregarded for the purposes of any Ordinary Resolution mentioned in sub-Article (2).

(4) In this Article:

Connected Person, in relation to a Director, means:

(a) the spouse, or a child, stepchild or a grand-child, of the Director; or

(b) a Body Corporate if the Director, alone or together with an individual or individuals mentioned in paragraph (a):

(i) has at least 20% of any share capital of the Body Corporate; or

(ii) is entitled to exercise or control the exercise of more than 20% of the voting power at any general meeting of the Body Corporate; or

(c) if the Director, or an individual mentioned in paragraph (a), is a partner in a partnership - each partner in the partnership; or

(d) any other Person declared by the Rules to be a Connected Person for this definition.

88 Prohibition of financial assistance to Directors etc.

(1) Subject to sub-Article (4), a Company must not provide financial assistance of any of the following kinds to a Director:

(a) making a loan, issuing a Debt Security or granting a credit facility or other similar form of financial assistance;

(b) giving a guarantee or security or indemnity in connection with a loan, Debt Security, credit facility or other similar form of financial assistance, whether the financial assistance is provided by the Company or another Person;

(c) any other form of financial assistance prescribed by the Rules,

unless:

(d) consent is given by Shareholders attending (in person or by proxy) a General Meeting who together hold not less than 90% of the Shares that are voted at the meeting; and

(e) all of the Directors of the Company certify that providing the financial assistance would not materially prejudice either of the following:

(i) the interests of the Company and its Shareholders; or

(ii) the Company's ability to discharge its Liabilities as they fall due.

(2) Any financial assistance provided under sub-Article (1) must be:

(a) documented in Writing; and

(b) before it is provided, recorded in the minutes of a meeting of the Directors of the Company, under signature of all of the Directors, as being provided in accordance with the requirements of that sub-Article.

(3) Financial assistance may not be provided to a Connected Person for a Director of a Company except in accordance with this Article.

(4) Sub-Article (1) does not apply to the provision of financial assistance by a Company if:

(a) the financial assistance consists of remuneration paid in the ordinary course to a Director for services as a Director; or

(b) the financial assistance is for liability indemnity insurance related to the discharge of a Director's duties to the Company; or

(c) the Company's ordinary business includes providing finance and the financial assistance is provided in the ordinary course of that business and on ordinary commercial terms; or

(d) the financial is of a kind prescribed by the Rules as exempt from this Article.

(5) Articles 82 (*Duty to avoid conflicts of interest*) and 83 (*Duty not to accept benefits from third parties*) do not apply to any financial assistance provided in accordance with this Article.

(6) The interested Director shall not participate in the deliberations of the board of Directors or vote concerning the proposed financial assistance.

89 Validity of acts of Director

The acts of a Director are valid despite any defect that may afterwards be found in the Director's appointment or qualification.

90 Secretary

(1) A Public Company must have at least 1 Secretary. The Rules may prescribe professional qualifications or experience requirements for Secretaries of Public Companies.

(2) The Directors of a Public Company must take all reasonable steps to ensure that the Secretary (or each joint Secretary) of the Company is a Person who appears to them to have the necessary knowledge and experience to discharge the Functions of Secretary of the Company and who:

(a) has held the office of Secretary of a public Body Corporate for at least 3 of the immediately preceding 5 years; or

(b) is a Person who, because of holding or having held any other position or holding relevant professional qualifications, or by being a Shareholder of any other body, appears to the Directors to be capable of discharging the Functions of Secretary of the Company.

(3) A Private Company may have a Secretary.

(4) If a Private Company does not have a Secretary:

(a) anything authorised or required to be given or sent to, or served on, the Company by being given or sent to, or served on, its Secretary may be given or sent to, or served on, the Company itself and anything addressed to the Secretary is taken to be addressed to the Company; and

(b) anything else required or authorised to be done by the Secretary may be done by a Director or a Person authorised generally or specifically in that behalf by the Directors.

91 Register of Directors and Secretaries

(1) Every Company must keep, at its registered office, a Register of its Directors and, if applicable, of its Secretaries. The Company must ensure that the register contains the particulars required by the Rules. An election may be made in relation to a Private Company for the information, which otherwise would require to be kept in the Register of Directors and Secretaries, to be kept by the Registrar.

(2) Every Company must notify the Registrar if the particulars required by the Rules change.

(3) If a Company keeps a register at its registered office, the Company must ensure that the register is open to inspection, during business hours and without charge, by the Registrar or any Shareholder or Director of the Company. Inspection may also be made available through an approved e-residence portal or the Company's website or as otherwise authorised by the Registrar.

(4) The Company may, by its Articles of Association or a decision in General Meeting, impose reasonable restrictions on the availability of a register for inspection under sub-Article (2), but must nevertheless ensure that the register is open to inspection for at least 2 hours on each day that its registered office is open.

(5) If a Company Fails to make a register available for inspection under sub-Article (2) by the Registrar or a Shareholder or Director of the Company, the Registrar may, by Written notice given to the Company, direct the Company to immediately make the register available for inspection by that Person. The Company must comply with the direction.

(6) Contravention of sub-Articles (1) to (5) is punishable by a fine.

(7) A Private Company may make an election to keep information in the Register kept by the Registrar.

(8) An election may be made under this Article by:

(a) the applicant wishing to incorporate a Private Company under these Regulations; or

(b) the Private Company itself once it is incorporated.

(9) In sub-Article (7), the election is of no effect, without prior agreement of all the Shareholders of the Private Company at the particular time to the making of the election.

(10) An election under this Article is made by giving notice of election to the Registrar.

(11) If the notice is given by Person(s) wishing to incorporate a Private Company:

(a) it must be given together with the application for the incorporation under Article 14 (*Decision on incorporation application etc.*); and

(b) it must be accompanied by a statement containing all the information prescribed by the Rules.

(12) If the notice is given by the Private Company, it must be accompanied by:

(a) a statement by the Private Company that all the Shareholders of the Private Company have assented to the making of the election; and

(b) a statement containing all the information prescribed by the Rules to be contained in the Private Company's Register of Directors and Secretaries as at the date of the notice in respect of matters that are current as at that date.

(13) An election made under sub-Article (7) takes effect when the notice of election is registered by the Registrar.

(14) The election remains in force until either:

(a) the Private Company ceases to be a Private Company; or

(b) a notice of withdrawal sent by the Private Company under sub-Article (18) is registered by the Registrar, whichever occurs first.

(15) While an election under sub-Article (7) is in force, a Private Company must continue to keep a Register of Directors and Secretaries in accordance with the Rules, containing all the information that was required to be stated in that Register as at the time immediately before the election took effect, but the Private Company does not have to update that Register to reflect any changes that occur after that time.

(16) The date to be recorded in the Register kept by the Registrar is to be the date on which the Document containing that information is registered by the Registrar.

(17) During the period when an election under sub-Article (7) is in force, a Private Company must deliver to the Registrar any information in accordance with the Rules, which the Private Company would, in the absence of any such election, have been obliged under these Regulations to enter in its Register of Directors and Secretaries and it must do so as soon as reasonably practicable after any relevant change but in any event within a period of 14 days.

(18) A Private Company may by giving notice of withdrawal to the Registrar withdraw an election made by or in respect of it under sub-Article (7), where:

(a) the withdrawal takes effect when the notice is registered by the Registrar;

(b) the effect of withdrawal is that the Private Company's obligation under sub-Article (1) to keep a Register of Directors and Secretaries applies from then on with respect to the period going forward;

(c) the Private Company must place a note in its Register of Directors and Secretaries:

(i) stating that the election under sub-Article (7) has been withdrawn; and

(ii) recording when that withdrawal took effect; and

(iii) indicating that information about its Directors or Secretaries relating to the period when the election was in force that is no longer current is available for public inspection on the Register kept by the Registrar.

(19) All notices and information to be delivered to the Registrar under this Article must be made in Writing. The Registrar may require correction within a specified period of inaccurate information.

(20) Contravention of sub-Articles (7) to (18) is punishable by a fine.

92 Assumptions in relation to Directors and Secretary

(1) A Person dealing with a Company is entitled to assume that anyone who appears, from the information that is available to the public in the Register, or a register kept by the Company under these Regulations, to be a Director or Secretary of the Company:

(a) has been duly appointed; and

(b) has authority to Exercise the Functions customarily Exercised by a Director or Secretary of a similar Company.

(2) A Company is not entitled to assert in proceedings in relation to dealings of the Company that any assumption under sub-Article (1) is incorrect.

(3) However, a Person is not entitled to make an assumption under sub-Article (1) if at the time of the dealing with the Company the Person knew or could have reasonably suspected that the assumption was incorrect.

93 Disqualification orders

(1) Without limiting any other powers available to the Registrar, if the Registrar considers that it is in the public interest that an individual should not, without the leave of the Court, be a Director of, or in any way (whether directly or indirectly) be concerned or take part in the management of, a Company, the Registrar may apply to the Court for an order to that effect against the Person. Pending determination of an application, the Court may suspend the individual from acting as Director where necessary to protect the public interest.

(2) The Court may make the order applied for if satisfied that the Person's conduct (including, for example, any Breach by the Person of any 1 or more of the duties under Articles 78 to 84 and Article 86) makes the Person unfit to be concerned or take part in the management of a Company.

An order under this sub-Article (2) may be made:

(a) in the case of a first offence, for a period not longer than 15 years; or

(b) in the case of a repeated offence, for an unlimited period, as the Court considers appropriate.

(3) A Person must not Contravene an order under sub-Article (2).

(4) Contravention of sub-Article (2) is punishable by a fine.

(5) Nothing in this Article affects any liability of a Person under any provision of the Regulations or any other enactment, if, having ceased to hold office by virtue of sub-Article (1), the Person purports to act as a Director, or acts as a shadow director.

CHAPTER 10 – MEETINGS

94 Participation in meetings

(1) Subject to the Articles of Association, a Shareholder may participate in a meeting by telephone, video conference or any electronic communication technology that enables all participants simultaneously to communicate with one another and if each Shareholder present at the meeting can hear what is said by any other Shareholder present at the meeting, and each Shareholder so participating at the meeting is taken to be present at the meeting.

(2) A Company's Constitutional Documents can provide for the Directors to be able to determine whether a Shareholder meeting is to be held as a "Physical Meeting" (being a General Meeting held and conducted by physical attendance by members and/or proxies at a particular place or places) or as an "Electronic Meeting" (being a General Meeting held and conducted by members and/or proxies attending and participating by simultaneous attendance and participation by electronic means without needing to be in physical attendance, whether or not that General Meeting is also held and conducted by physical attendance by members and/or proxies at a particular place or places) or as a "Hybrid Meeting" (being a General Meeting held and conducted by members and/or proxies attending and participating by physical attendance at that place (or places) and by members and/or proxies also being able to attend and participate by electronic means without needing to be in physical attendance at that place (or places).

(3) Subject to the Articles of Association, a Director may participate in a meeting by phone or other similar means of communication if each Director present at the meeting can hear what is said by any other Director present at the meeting, and each Director so participating at the meeting is taken to be present at the meeting.

95 Annual General Meeting

(1) A Private Company is not required to hold an Annual General Meeting unless expressly required to do so under its Articles of Association.

(2) Every Public Company must hold a General Meeting as its Annual General Meeting within 6 months of the end of each Financial Year (in addition to any other meetings held during that period). The Company must ensure that not more than 18 months elapses between the date of an Annual General Meeting and the date of the next.

(3) Contravention of sub-Article (2) is punishable by a fine.

(4) A notice calling an Annual General Meeting of a Public Company must state that the meeting is an Annual General Meeting.

96 Meeting requests

(1) On a Shareholders' request, the Directors or, if appointed, the Secretary, of a Company must, despite anything in the Articles of Association, promptly call a General Meeting or a meeting of holders of any class of Shares. The meeting must be held as soon as practicable, but not later than 2 months after the day the request is made (the ***request day***).

(2) For this Article, a ***Shareholders' request*** is a request of Shareholders of the Company holding, on the request day, not less than 5% of the share capital of the Shares that on that day have the right to vote at the meeting requested.

(3) The Shareholders' request must state the purpose of the meeting, be made by or on behalf of each Shareholder making the request and be deposited at the registered office of the Company. The request may consist of several Documents in similar form each signed by or on behalf of 1

or more of the Shareholders making the request. A Shareholders' request may be submitted electronically.

(4) If, within 21 days after the request day, the Directors or Secretary of the Company do not call the requested meeting to be held within 2 months after the request day, made the Shareholders making the request, or any of them representing more than 1 half of the total voting rights of all of them, may themselves call a meeting. The meeting so called must be held within 3 months after the request day.

(5) A meeting called under this Article must be called in the same way, as nearly as possible, as the in which meetings are to be called by Directors or Secretary.

97 Registrar's power to call meeting in default

(1) If a meeting of a Company is not held as required by Article 95 (*Annual General Meetings*) or Article 96 (*Meeting requests*), the Registrar may, on the application of any Director or Shareholder of the Company, call, or direct the Company to call, the meeting.

(2) If a Company is given a direction under sub-Article (1), the Company must not, without reasonable excuse, Fail to comply with the direction. Contravention of this sub-Article is punishable by a fine.

98 Notice of meetings

(1) Any General Meeting of a Private Company must be called by at least 7 days Written notice. Any General meeting of a Public Company (other than an Annual General Meeting of a Public Company or an adjourned such meeting) must be called by at least 14 days Written notice. An Annual General Meeting of a Public Company must be called by at least 21 days Written notice.

(2) If a General Meeting is called by shorter notice than that specified in sub-Article (1), it is taken to have been duly called if the required majority of the Shareholders agree that the meeting should be taken to have been duly called.

(3) For sub-Article (2), the ***required majority*** is:

(a) for a Private Company - a majority together holding not less than 90% of the share capital represented by the Shares giving a right to attend and vote at the General Meeting; and

(b) for a General Meeting other than an Annual General Meeting of a Public Company - a majority together holding not less than 95% of the share capital represented by the Shares giving a right to attend and vote at the General Meeting; and

(c) for an Annual General Meeting of a Public Company - all Shareholders of the Company.

(4) A notice of a General Meeting of a Company must:

(a) set out the time, date and place for the General Meeting; and

(b) state the general nature of the General Meeting's business; and

(c) set out the intention to propose any Ordinary Resolution or Special Resolution and, if so, set out the terms of the Resolution; and

(d) for a Public Company – include or be accompanied by a copy of any accounts and auditor's report that are to be laid before the General Meeting.

99 General provisions about meetings and votes

The following provisions apply to any General Meeting of a Company or of the holders of any class of Shares in a Company unless the Articles of Association provide otherwise:

(a) a notice of every meeting must be given to every Shareholder entitled to receive it:

(i) by delivering or posting it to the Shareholder's registered address; or

(ii) in the electronic form (if any) agreed to by the Shareholder; or

(iii) by making it available on the website (if any) if so agreed to by the Shareholder; or

(iv) in the other way or form (if any) agreed to by the Shareholder;

(b) except for a Company with a single Shareholder, at any General Meeting of the Company, 2 Shareholders personally present or represented by proxy are a quorum;

(c) at any meeting dealing with a variation of any class rights other than an adjourned meeting, the quorum is the number of Shareholders holding or representing by proxy at least 1 third in nominal value of the issued Shares of the class, and at an adjourned meeting, 1 Shareholder holding Shares of the class or the Shareholder's proxy is a quorum;

(d) any Shareholder elected by the Shareholders present at the meeting may chair the meeting;

(e) on a show of hands, every Shareholder present in person at the meeting has 1 vote and, on a poll, every Shareholder has 1 vote for every Share held by the Shareholder;

(f) if practicable, voting can be arranged in any other form, provided for in the Articles of Association.

100 Representation of a Body Corporate at meetings

(1) A Body Corporate may, by resolution of its Directors or other governing body, authorise any Person to act as its representative at any meeting of a Company, the holders of any class of Shares of a Company or the Creditors of a Company.

(2) A Person authorised under sub-Article (1) to attend a meeting for a Body Corporate is entitled to exercise the same powers for the Body Corporate as the Body Corporate could exercise if it were an individual Shareholder or Creditor of the Company.

(3) The Company may require reasonable evidence of the representative's authority before the meeting.

101 Resolutions in writing of Private Companies

(1) Subject to any restrictions in a Private Company's Articles of Association, anything that may be done by a Resolution of the Company passed at a Shareholders' meeting (other than a Resolution to remove a Director or a Person who is acting as the Company’s auditor in accordance with the Rules) may be done either by a resolution in Writing in accordance with this Article and references to Resolutions being passed at a General Meeting shall be construed accordingly.

(2) A resolution in Writing is passed as an Ordinary Resolution if it is passed by Shareholders representing a simple majority of the total voting rights of Shareholders who, at the relevant time, would be entitled to vote.

(3) A resolution in Writing is passed as a Special Resolution only if:

(a) it stated that it was proposed as a Special Resolution; and

(b) it is passed by Shareholders representing not less than 75% of the total voting rights of Shareholders who, at the relevant time, would be entitled to vote.

(4) An Ordinary Resolution or Special Resolution in Writing may consist of several instruments in the same form each signed by or on behalf of 1 or more Shareholders.

(5) An Ordinary Resolution or Special Resolution under this Article is taken to be passed on the day the instrument, or the last of several instruments, is last signed by or on behalf of Shareholders holding in aggregate Shares representing the required majority of the total voting rights of Shareholders who, at the relevant time, would be entitled to vote or, if the resolution specifies a later date, on that date.

(6) Any Document attached to an Ordinary Resolution or Special Resolution in Writing under this Article is taken to have been laid before a meeting of the Shareholders signing the Ordinary Resolution or Special Resolution.

(7) Article 105 (*Minutes and examination of minute books*) applies to an Ordinary Resolution or Special Resolution in Writing under this Article as if it had been passed at a meeting.

(8) This Article does not affect or limit any provisions in the Articles of Association relating to the effectiveness of the consent of Shareholders, or any class of Shareholders, of a Private Company given to any Document, or anything else, otherwise than at a meeting of them.

102 Recording of decisions by sole Shareholder

(1) If:

(a) a Company has only 1 Shareholder; and

(b) the Shareholder takes a decision that may be taken by the Company in a General Meeting and has effect as if agreed by the Company in a General Meeting; and

(c) the decision is not taken by way of Ordinary Resolution in Writing;

the Shareholder must provide the Company with a Written record of the decision.

(2) Failure to comply with sub-Article (1) does not affect the validity of the decision.

103 Proxies

(1) A Shareholder of a Company entitled to attend and vote at a General Meeting or at a meeting of the holders of any class of Shares is entitled to appoint, by Written notice to the Company, another Person (whether a Shareholder or not) as the Shareholder's proxy to attend and vote instead of the Shareholder.

(2) A proxy appointed to attend and vote for a Shareholder has the same rights as the Shareholder, including, for example:

(a) to speak at the meeting; and

(b) to vote (but only to the extent allowed by the appointment or the Articles of Association); and

(c) to join in a demand for a poll.

(3) A notice calling a meeting of a Company must contain a reasonably prominent statement that a Shareholder entitled to attend and vote is entitled to appoint a proxy (or, if permitted, 1 or more proxies) to attend and vote instead of the Shareholder, and that a proxy need not also be a Shareholder.

104 Demand for poll

(1) A provision in the Articles of Association is void in so far as it would have the effect either of:

(a) excluding the right to demand a poll at a General Meeting, or at a meeting of the holders of any class of Shares, on a question, other than the election of the chair of the meeting or the adjournment of the meeting; or

(b) making ineffective a demand for a poll on any such question that is made either:

(i) by not less than 5 Shareholders having the right to vote on the question; or

(ii) by a Shareholder or Shareholders representing not less than 10% of the total number of Shares having the right to a vote on the question.

(2) The instrument appointing a proxy to vote at such a meeting is taken also to provide authority to demand or join in demanding a poll and, for sub-Article (1), a demand by a Person as proxy for a Shareholder is the same as a demand by the Shareholder.

(3) On a poll taken at such a meeting, a Shareholder entitled to more than 1 vote need not, if that Shareholder votes (in person or by proxy), use all the Shareholder's votes in the same way.

105 Minutes and examination of minute books

(1) Every Company must ensure that minutes of all proceedings at General Meetings, meetings of the holders of any class of Shares, and meetings of its Directors and of committees of Directors, are entered in books kept for that purpose. The Company must ensure that the names of the Directors present at each of those meetings are recorded in the minutes.

(2) If the minutes purport to be signed by the chair of the meeting at which the proceedings took place or by the chair of the next meeting, the minutes are evidence of the proceedings.

(3) If minutes of a meeting have been made in accordance with this Article, then, unless the contrary is proved, the meeting is taken to have been duly called and held, and all proceedings that took place at the meeting are taken to have duly taken place.

(4) A Company must ensure that the books containing the minutes of the General Meetings of the Company, or of meetings of the holders of a class of Shares of the Company, are kept at the Company's registered office, and are open to inspection during business hours by a Shareholder without charge. The books can be stored using a system of mechanical or electronic data processing or any other medium that is capable of reproducing any required information in intelligible written form within a reasonable time.

(5) A Shareholder of a Company may, by giving the Company a Written request and paying the reasonable amount (if any) required by the Company, ask the Company for a copy of any minutes mentioned in sub-Article (4) (other than minutes of a meeting of the holders of a class of Shares if the Shareholder is not a holder of that class of Shares). The Company must, within 7 days after the day it receives the request and payment of any required amount, give the copy of the minutes to the Shareholder.

(6) If a Company Contravenes sub-Article (4) or (5) in relation to a Shareholder of the Company, the Registrar may, by Written notice given to the Company, direct the Company to immediately comply with the sub-Article in relation to the Shareholder. If a Company is given a direction under this sub-Article, the Company must comply with the direction.

(7) The Registrar may require production of minute books for inspection where reasonably necessary for the administration or enforcement of these Regulations.

CHAPTER 11 – PROTECTION OF MINORITIES IN TAKEOVERS

106 Takeover Offers

(1) In this Chapter 11 – Protection of minorities in takeovers:

Takeover Offer, in relation to a Company, means an offer to acquire all the Shares, or all the Shares of any class or classes, in the Company (other than Shares that at the date of the offer are already held by the Offeror), if the offer is on terms that are the same in relation to all the Shares to which the offer relates or, if those Shares include Shares of different classes, in relation to all the Shares of each relevant class.

(2) In sub-Article (1):

Shares means Shares that:

(a) have been allotted on the date of the offer; or

(b) are subsequently allotted before a date specified in or determined in accordance with the terms of the offer; or

(c) any rights convertible into Shares before a date specified or determined in accordance with the term of the offer.

(3) The terms offered in relation to any Shares are, for this Article, to be treated as being the same in relation to all the Shares, or all the Shares of a class to which the offer relates, despite any variation permitted by sub-Article (4).

(4) A variation is permitted if:

(a) the law of a country or territory outside Alatau City precludes the acceptance of an offer in that jurisdiction in the form or the forms specified, or precludes it except after compliance by the Offeror with conditions with which it is unable to comply or that it regards as unduly onerous; and

(b) the variation is such that the Persons by whom the acceptance of an offer in that form is precluded are able to accept an offer in a different form but of substantially equivalent value.

(5) The reference in sub-Article (1) to Shares already held by the Offeror includes a reference to Shares that the Offeror has an unconditional right to acquire (and/or as otherwise provided in the Rules).

(6) If the terms of an offer make provision for their revision and for an acceptance on the previous terms to be treated as an acceptance on the revised terms, the revision must not be regarded for this Chapter 11 – Protection of minorities in takeovers as the making of a fresh offer and a reference in this Chapter 11 – Protection of minorities in takeovers to the date of the offer is made is accordingly to be taken to be a reference to the date the original offer was made.

(7) In this Chapter 11 – Protection of minorities in takeovers:

the Company means the Company whose Shares are the subject of the Takeover Offer.

the Offeror means, subject to Article 112 (*Joint offers*), the Person making the Takeover Offer.

107 Right of the Offeror to buy out minority Shareholders

(1) If, for a Takeover Offer that does not relate to Shares of different classes, the Offeror has, because of acceptances of the offer, acquired or contracted to acquire not less than 90% (or such higher or lower number as the Rules may prescribe) in value of the Shares to which the offer relates, the Offeror may, within 120 (or such higher or lower number as the Rules may prescribe) days after

the day the Takeover Offer closes, give notice to the holder of any Shares to which the offer relates that the Offeror has not acquired, or contracted to acquire, that the Offeror desires to acquire those Shares.

(2) If, for a Takeover Offer that relates to Shares of different classes, the Offeror has, because of acceptances of the offer, acquired or contracted to acquire not less than 90% (or such higher or lower number as the Rules may prescribe) in value of the Shares of any class to which the offer relates, the Offeror may, within 120 days after the day the Takeover Offer closes, give notice to the holder of any Shares of that class that the Offeror has not acquired, or contracted to acquire, that the Offeror desires to acquire those Shares.

(3) The Offeror must not give a notice under sub-Article (1) or (2) unless the Offeror has acquired, or contracted to acquire, the Shares necessary to satisfy the minimum specified in the sub-Article within 4 months after the date of the offer, and must not give the notice more than 2 months after the day the Offeror acquires, or contracts to acquire, the Shares necessary to satisfy that minimum.

(4) When the Offeror gives the first notice in relation to an offer, the Offeror must send a copy of it to the Company together with a signed declaration by the Offeror stating that the conditions for giving the notice are satisfied. the Offeror must not make the declaration unless the Offeror has reasonable grounds for believing it to be true.

(5) If the Offeror is a Body Corporate, the declaration must be signed by a Director of the Body Corporate for the Offeror. The Director must not make the declaration unless the Director has reasonable grounds for believing it to be true.

(6) Contravention of sub-Article (4) or (5) is punishable by a fine.

(7) In a proceeding against a Person for a Failure to send a copy of a notice as required by sub-Article (4), it is a defence for the Person to prove that the Person took reasonable steps to ensure that the sub-Article was complied with.

(8) Sub-Article (9) applies if, during the period within which a Takeover Offer can be accepted, the Offeror acquires, or contracts to acquire, any of the Shares to which the offer relates otherwise than because of acceptances of the offer.

(9) If this sub-Article applies and either:

(a) the value (the ***acquisition value***) for which the Shares are acquired, or contracted to be acquired, does not, at that time, exceed the value that is receivable by an acceptor under the terms of the offer; or

(b) those terms are subsequently revised so that, when the revision is announced, the acquisition value, at the time mentioned in paragraph (a) no longer exceeds the value that is receivable by an acceptor under those terms;

the Offeror must be treated for this Article as having acquired or contracted to acquire those Shares because of acceptances of the offer; but in any other case those Shares must be treated as excluded from those to which the offer relates.

108 Effect of notice under Article 107

(1) Subject to Article 111 (*Applications to Court*), the following provisions have effect if a notice is given in respect of any Shares under Article 107 (*Right of the Offeror to buy out minority Shareholders*).

(2) The Offeror is entitled and bound to acquire the Shares on the terms of the offer.

(3) If the terms of the offer give the holder of any Shares a choice of payment for the Shares, the notice must give particulars of the choice and state:

(a) that the holder of the Shares may, within 6 weeks after the date of the notice, indicate the holder's choice by a Written communication sent to the Offeror at an address specified in the notice; and

(b) which form of payment specified in the offer is to be taken as applying if the holder Fails to indicate the holder's choice;

and the terms of the offer mentioned in sub-Article (2) have effect accordingly.

(4) Sub-Article (3) applies whether or not any time limit or other conditions applying to the choice under the terms of the offer can still be met. If the payment chosen by the holder of the Shares:

(a) is not cash and the Offeror is no longer able to make that payment; or

(b) was to have been made by a third party who is no longer bound or able to make the payment;

the payment must be taken to consist of an amount of cash payable by the Offeror that, at the date of the notice, is equivalent to the chosen payment.

(5) At the end of 6 weeks after the date of the notice, the Offeror must immediately:

(a) send a copy of the notice to the Company; and

(b) make payment to the Company on behalf of the holders of the Shares to which the notice relates.

(6) The copy of the notice sent to the Company under sub-Article (5)(a) must be accompanied by an instrument of transfer executed on behalf of the Shareholder by a Person appointed by the Offeror which Person shall thereby be duly authorised to execute such instrument. On receipt of that instrument, the Company must register the Offeror as the holder of those Shares.

(7) If the payment referred to in sub-Article (5)(b) is to be made in Securities to be issued by the Offeror, the reference in that Article to making payment is a reference to the issue of the Securities to the Company on behalf of the holders of the Shares to which the notice relates.

(8) Any amount or other payment received by the Company under sub-Article (5)(b) is not the property of the Company but must be held by the Company on behalf of the Person entitled to the Shares in respect of which the amount or other payment was received.

(9) Any amount received, including any dividend or other amount accruing from any other payment, by the Company under sub-Article (5)(b) must be paid into a separate bank account, the balance of which bears interest at an appropriate rate and can be withdrawn by the notice (if any) that is appropriate.

109 Right of minority Shareholder to be bought out by the Offeror

(1) If, for a Takeover Offer that does not relate to Shares of different classes, at any time before the end of the period within which the offer can be accepted:

(a) the Offeror has, because of acceptances of the offer, acquired or contracted to acquire some (but not all) of the Shares to which the offer relates; and

(b) those Shares, with or without any other Shares in the Company that the Offeror has acquired, or contracted to acquire, amount to not less than 90% in value of all the Shares in the Company;

the holder of any Shares to which the offer relates who has not accepted the offer may, by a Written communication addressed to the Offeror, require the Offeror to acquire the Shares.

(2) If a Takeover Offer relates to Shares of different classes and, at any time before the end of the period within which the offer can be accepted:

(a) the Offeror has, because of acceptances of the offer, acquired or contracted to acquire some (but not all) of the Shares of any class to which the offer relates; and

(b) those Shares, with or without any other Shares of that class that the Offeror has acquired, or contracted to acquire, amount to not less than 90% in value of all the Shares of that class;

the holder of any Shares of that class who has not accepted the offer may, by a Written communication addressed to the Offeror, require the Offeror to acquire the Shares.

(3) No later than 1 month after the end of the period within which the offer can be accepted the Offeror must give any Shareholder or holder of Shares of that class who has not accepted the offer a notice setting out:

(a) the rights that are exercisable by the Shareholder or holder of Shares of that class under sub-Article (1) or (2); and

(b) the period within which the rights are exercisable;

and, if the notice is given before the end of the period within which the offer can be accepted, the notice must state that the offer is still open for acceptance.

(4) The notice under sub-Article (3) may specify a period (not less than 3 months after the end of the period within which the offer can be accepted) for the exercise of the rights given by this sub-Article. If the notice specifies such a period, the rights may not be exercised after the end of that period.

(5) Sub-Article (3) does not apply to any Shares if the Offeror has given the Shareholder notice in respect of the Shares under Article 107 (*Right of the Offeror to buy out minority Shareholders*).

(6) Contravention of sub-Article (3) is punishable by a fine.

(7) If the Offeror is not a Company, then, in a proceeding against the Offeror for an alleged Failure to comply this sub-Article, it is a defence for the Offeror to prove that the Offeror took all reasonable steps to ensure that this Article was complied with.

110 Effect of requirement under Article 109

(1) Subject to Article 111 (*Applications to Court*), the following provisions have effect if a Shareholder exercises the Shareholder's rights in respect of any Shares under Article 109 (*Right of minority Shareholder to be bought out by the Offeror*).

(2) The Offeror is entitled and bound to acquire the Shares on the terms of the offer or, if other terms are agreed, on the other terms.

(3) If the terms of the offer give the holder of the Shares a choice of payment for the Shares, the holder of the Shares may, in accordance with Article 108(3) (*Effect of notice under Article 107*), indicate the holder's choice when requiring the Offeror to acquire them.

(4) Sub-Article (3) applies whether or not any time limit or other conditions apply to the choice under the terms of the offer can still be met. If the payment chosen by the holder of the Shares:

(a) is not cash and the Offeror is no longer able to make that payment; or

(b) was to have been made by a third party who is no longer bound or able to make that payment;

the payment must be taken to consist of an amount of cash payable by the Offeror that, on the day the holder of the Shares required the Offeror to acquire them, is equivalent to the chosen payment.

111 Applications to Court

(1) If a notice is given under sub-Article 107 (*Right of the Offeror to buy out minority Shareholders*) to the holder of any Shares, the Court may, on an application made by the holder within 6 weeks after the day the notice was given:

(a) order that the Offeror is not entitled and bound to acquire the Shares; or

(b) specify terms of acquisition different from those of the offer.

(2) If an application to the Court under sub-Article (1) is pending at the end of the period mentioned in Article 108(5) (*Effect of notice under Article 107*), then, unless otherwise ordered by the Court, that Article does not have effect until the application has been disposed of.

(3) If the holder of any Shares exercises the holder's rights under Article 109 (*Right of minority Shareholder to be brought out by the Offeror*), the Court may, on an application made by the holder or the Offeror, order that the terms on which the Offeror is entitled and bound to acquire the Shares are the terms that the Court considers appropriate.

(4) On an application made under sub-Article (1) or (3) the Court may not require consideration that is:

(a) a higher value than the value (the ***offer value***) specified in the notice containing the terms of the offer to be paid for the Shares to which the application relates, unless the holder of the Shares shows that the offer value would be unfair; or

(b) a lower value than the offer value.

(5) No order for costs may be made against a Shareholder making an application under sub-Article (1) or (3), unless the Court considers:

(a) that the application was unnecessary, improper or vexatious; or

(b) that there has been unreasonable conduct by the Shareholder during the proceedings on the application.

(6) If a Takeover Offer has not been accepted to the extent necessary to entitle the Offeror to give notices under Article 107(1) or (2) (*Right of the Offeror to buy out minority Shareholders*), the Court may, on the application of the Offeror, make an order authorising the Offeror to give notices under Article 107(1) or (2) (*Right of the Offeror to buy out minority Shareholders*) if satisfied:

(a) that the Offeror has, after reasonable enquiry, been unable to trace 1 or more of the Persons holding Shares to which the offer relates; and

(b) that the Shares that the Offeror has acquired, or contracted to acquire, because of acceptances of the offer, together with the Shares held by the Person or Persons mentioned in paragraph (a), total not less than the minimum applying under Article 107(1) or (2) (*Right of the Offeror to buy out minority Shareholders*); and

(c) that the terms offered are fair and reasonable.

(7) However, the Court may not make an order under sub-Article (6) unless it considers that it is just and equitable to make the order having regard, in particular, to the number of Shareholders who have been traced but have not accepted the offer.

112 Joint offers

(1) A Takeover Offer may be made by 2 or more Persons jointly, and in that event, this Chapter has effect with the following modifications.

(2) The conditions for the exercise of the rights given by Articles 107 (*Right of the Offeror to buy out minority Shareholders*) and 109 (*Right of minority Shareholder to be brought out by the Offeror*) are satisfied by the joint Offerors acquiring, or contracting to acquire, the necessary Shares jointly (as respects acquisitions because of acceptances of the offer) and either jointly or separately (in other cases) and, subject to the following provisions, the rights and obligations of the Offeror under those Articles and Articles 108 (*Effect of notice under Article 107*) and 110 (*Effect of requirement under Article 109*) are respectively joint rights and joint and several obligations of the joint Offerors.

(3) It is sufficient compliance with any provision of those Articles requiring or authorising a notice or other Document to be given or sent by or to the joint Offerors that it is given or sent by or to any of them, except that the declaration required by Article 107(4) (*Right of the Offeror to buy out minority Shareholders*) must be made by all of them and, for a joint Offeror that is a Body Corporate, signed by a Director of the Body Corporate.

(4) In Articles 106 (*Takeover Offers*), 108(7) (*Effect of notice under Article* 107) and 113 (*Associates*), a reference to ***the Offeror*** is a reference to the joint Offerors or any of them.

(5) In Article 108(4)(a) (*Effect of notice under Article 107*), the reference to ***the Offeror being no longer able to make the payment*** is a reference to none of the joint Offerors being able to do so.

(6) In Article 108(6) (*Effect of notice under Article 107*), a reference to ***the Offeror*** is a reference to the joint Offerors or such of them as they may determine.

(7) In Article 111 (*Applications to Court*), a reference to the Offeror is a reference to the joint Offerors, except that any application under Article 111(3) or (6) (*Applications to Court*) may be made by any of them. However, the reference in Article 111(6)(a) (*Applications to Court*) to the Offeror having been unable to trace 1 or more of the Persons holding Shares is a reference to none of the joint Offerors having been able to do so.

113 Associates

(1) The requirement in Article 106(1) (*Takeover Offers*) that a Takeover Offer must extend to all the Shares, or all the Shares of any class or classes, in a Company may be satisfied even though the offer does not extend to Shares that associates of the Offeror hold or have contracted to acquire. Shares that an associate holds or has contracted to acquire, whether at the time when the offer is made or subsequently, must be disregarded for the purposes of any reference in this Chapter to the Shares to which a Takeover Offer relates.

(2) If, during the period within which a Takeover Offer can be accepted, any associate of the Offeror acquires, or contracts to acquire, any of the Shares to which the offer relates, then, if the condition specified in Article 107(9)(a) or (b) (*Right of the Offeror to buy out minority Shareholders*) is satisfied in respect of those Shares, the Shares must be treated for Article 107 (*Right of the Offeror to buy out minority Shareholders*) as Shares to which the offer relates.

(3) In Article 109(1)(b) and 109(2)(b) (*Right of minority Shareholder to be bought out by the Offeror*), the reference to Shares that the Offeror has acquired or contracted to acquire includes a reference to Shares that any associate of the Offeror has acquired or contracted to acquire.

(4) In this Article:

associate, in relation to the Offeror, means any of the following:

(a) a nominee of the Offeror;

(b) a Holding Company, Subsidiary or fellow Subsidiary of the Offeror or a nominee of such a Holding Company, Subsidiary or fellow Subsidiary;

(c) a Body Corporate in which the Offeror has a substantial interest.

(5) For sub-Article (4), a Company is a ***fellow Subsidiary*** of another Body Corporate if both are Subsidiaries of the same Body Corporate, but neither is a Subsidiary of the other.

(6) For sub-Article (4), the Offeror has a ***substantial interest*** in a Body Corporate if:

(a) the Body Corporate or its Directors are accustomed to act in accordance with the Offeror's directions or instructions; or

(b) the Offeror is entitled to exercise or control the exercise of 50% or more of the voting power at General Meetings of the Body Corporate; or

(c) the Offeror owns or controls directly or indirectly more than 20% of the share capital of the Body Corporate.

(7) If the Offeror is an individual, the Offeror's associates also include the Offeror's spouse and any child, stepchild or grandchild of the Offeror.

PART 8: MERGERS

CHAPTER 1 – MERGERS: GENERAL

114 Application and interpretation of Part 8

(1) This Part 8 applies whether a Merging Company is a Public Company or a Private Company.

(2) In this Part 8:

(a) a reference to a ***Merging Body*** is a reference to a body proposing to merge with any 1 or more of the following:

(i) a Company;

(ii) a Body Corporate incorporated outside Alatau City;

(and ***Merging Company*** has a corresponding meaning); and

(b) a reference to a ***Merged Body*** is a reference to the body resulting from a merger under this Part 8, which may be:

(i) a new Company or a new Body Corporate incorporated outside Alatau City (a ***New Body***); or

(ii) an existing Company or an existing Body Corporate incorporated outside Alatau City (a ***Survivor Body***);

(and ***Merged Company***, ***New Company*** and ***Survivor Company*** have corresponding meanings).

(3) This Part 8 does not apply to any Foreign Company that is declared to be an excluded body under the Rules.

(4) Chapter 11 – Protection of minorities in takeovers of Part 7 (*Private Companies and Public Companies*) does not prevent the acquisition or takeover of a Merging Body by another Merging Body by way of a merger under this Part 8.

(5) This Part 8 does not apply to a Company if the Company is being wound up under the Alatau Insolvency Regulations.

(6) The Registrar may publish Guidance on merger procedures and documentary requirements.

(7) The Rules may prescribe simplified merger procedures for eligible intra-group restructurings.

(8) In this Part 8:

Group Merger means a merger in which the Merging Bodies are:

(a) a Holding Company and one or more Wholly-Owned Subsidiaries of the Holding Company; or

(b) a Wholly-Owned Subsidiary of a Body Corporate and 1 or more of the following:

(i) the Body Corporate;

(ii) 1 or more other Wholly-Owned Subsidiaries of the Body Corporate.

(9) For this Part 8, the Rules may prescribe the following:

(a) pre-registration steps – if all Merging Bodies are Companies; and

(b) pre-registration steps – if a Merged Body is not a Company; and

(c) pre-registration steps – applicable in all other cases; and

(d) any other procedures or matter that is required to assist or facilitate a merger to which this Part 8 applies.

CHAPTER 2 – MERGERS REQUIREMENTS

115 Merger agreement

(1) For the purposes of a merger, each Merging Body must enter into an agreement with each other Merging Body. The agreement (the ***merger agreement***) must state the terms of the merger, including the following:

(a) details of the proposed Merged Body, including the following:

(i) whether it is to be a Survivor Body or a New Body;

(ii) whether it is to be a Company or another Body Corporate incorporated outside Alatau City;

(iii) the names and addresses of the Persons who are proposed to:

(A) be its Directors; or

(B) manage it, if it is to be a Body Corporate that does not have Directors;

(b) details of any arrangements necessary to complete the merger and to provide for the management of the Merged Body;

(c) details of any payment, other than the information specified in sub-Article (2), proposed to be made to a Shareholder, member or Director of a Merging Company;

(d) in relation to the transfer of any Securities of a Merging Company, the information specified in sub-Article (2).

(2) For sub-Article (1)(c) and (1)(d), the specified information in relation to the transfer of any Securities of a Merging Company is:

(a) if any Securities are to be converted into Securities of the Merged Body - how the conversion is to be made; or

(b) otherwise, what the holders are to receive instead, and how and when they are to receive it.

(3) If the Merged Body is to be a New Company, the merger agreement must also set out:

(a) the proposed Articles of Association of the New Company; and

(b) a draft of any other Document or information that would be required to be delivered to the Registrar (however described) if that New Company were to be incorporated under these Regulations otherwise than by merger.

(4) If the Merged Body is to be a Survivor Company, the merger agreement must also:

(a) if any amendments to the Articles of Association of the Survivor Company are proposed - include details of the amendments; and

(b) if any Person is to become, or cease to be, a Director of the Survivor Company on the merger - state the name and address of each such Person.

(5) If Shares of a Merging Body are held by or on behalf of another Merging Body and the Merged Body is to be a New Company:

(a) the merger agreement must provide for the cancellation of the Shares, without any repayment of capital, when the merger is completed; and

(b) provision may not be made in the merger agreement for the conversion of the Shares into Securities of the New Company.

(6) A merger agreement may provide that, at any time before the completion of the merger, the agreement may be terminated by any 1 or more of the Merging Companies, even though the merger has been approved by the Shareholders or members of all or any of those Merging Companies.

(7) If an agreement is terminated under the terms of a merger agreement referred to in sub-Article (6), this Part does not require or authorise any further steps to be taken to complete the merger.

(8) The requirements of this Article for a merger agreement do not apply in respect of a Group Merger.

116 Resolutions and certificates for merger

(1) Before notice is given of a meeting of a Merging Company to approve a merger agreement under Article 117 (*Approval of merger*), the Directors of the Company must pass a Directors' resolution that, in the opinion of the Directors voting for the resolution, the merger is in the best interests of the Company. The resolution must contain either a solvency statement referred to in sub-Article (2) or a statement referred to in sub-Article (4). The Directors may rely upon reports prepared by appropriately qualified financial or legal advisers. Reliance in good faith upon professional advice shall be taken into account in determining compliance with Directors' duties.

(2) If the Directors voting for the resolution under sub-Article (1) are satisfied on reasonable grounds that they can properly make a solvency statement in respect of the Company, the resolution must include a statement that they are so satisfied.

(3) For this Article, a ***solvency statement*** is a statement that, having made full inquiry into the affairs of the Company, the Person making the statement reasonably believes that the Company is, and will remain until the merger is completed, able to discharge its Liabilities as they fall due.

(4) If sub-Article (2) does not apply, the resolution must contain a statement that the Directors voting for it are satisfied on reasonable grounds that there is a reasonable prospect of obtaining the permission of the Court under Article 120 (*Company to apply to Court if solvency statement not made*).

(5) After the resolution under sub-Article (1) is passed, but before notice is given as mentioned in that sub-Article, each Director who voted in favour of it must sign a certificate setting out the grounds for the solvency statement under sub-Article (2) or the statement under sub-Article (4), as the case may be.

(6) Before the notice is given as mentioned in sub-Article (1) each relevant person under sub-Article (7) must sign a certificate stating:

(a) that, in the Person's opinion, the Merged Body will be able to continue to conduct business and discharge its Liabilities as they fall due for 12 months after the day the certificate is signed or the merger is completed, whichever is the later; and

(b) the grounds for that opinion, having particular regard to:

(i) the prospects of the Merged Body; and

(ii) the proposals in any merger agreement in relation to the management of the Merged Body's business, or any proposals in the Special Resolutions proposed to be approved under Article 117 (*Approval of merger*) in relation to that matter; and

(iii) the amount and character of the financial resources that will, in the Person's opinion, be available to the Merged Body.

(7) For sub-Article (6), a ***relevant person*** is any of the following:

(a) the Persons proposed in any merger agreement, or in a Special Resolution for a Group Merger:

(i) to be Directors of the Merged Body; or

(ii) to manage the Merged Body, if it is to be a Body Corporate that does not have Directors;

(b) if none of the Directors of the Merging Bodies is a Person mentioned in paragraph (a) the Persons who signed the certificate or statement mentioned in sub-Article (5).

117 Approval of merger

(1) Each Merging Body that is a Company must submit the merger for approval by a Special Resolution of the Company and, if there is more than 1 class of Shareholders, for approval by a Special Resolution of a separate meeting of each class.

(2) Where prescribed by the Rules, the merger shall be accompanied by an independent expert's report addressing whether the merger is fair and reasonable to Shareholders. Such report shall be prepared in accordance with the Rules.

(3) Notice of each meeting:

(a) must be accompanied by:

(i) a copy or summary of any merger agreement; and

(ii) copies of the proposed Articles of Association or other Constitutional Documents for the Merged Body or a summary of the principal provisions of those Documents; and

(iii) if the notice is accompanied by a summary mentioned in subparagraph (i) or (ii) - information about how a copy of the summarised Document may be inspected by the Shareholders of the Company; and

(iv) a copy of each certificate or statement signed under Article 116(5) and 116(6) (*Resolutions and certificates for merger*) in relation to the merger; and

(v) a statement of the material interests in the merger of the Directors of each Merging Body and the Persons managing any Merging Body that does not have Directors; and

(vi) any further information that a Shareholder would reasonably require to make an informed decision about the merger; and

(b) must contain sufficient information to alert Shareholders to their right to apply to the Court under Article 118 (*Objection to merger by Shareholders*).

(4) A Special Resolution to approve a Group Merger must:

(a) provide that the capital accounts of each Merging Body are to be added to the capital accounts of the Merged Body; and

(b) specify any changes to the Articles of Association of the Merged Body that are to take effect on the merger; and

(c) state the names and addresses of the Persons who are proposed to be the Directors of the Merged Body after the merger; and

(d) provide that the Shares of each Merging Body are to be cancelled without any repayment of capital.

(5) A merger is approved under this Article when all the Special Resolutions mentioned in sub-Article (1) have been passed in respect of all the Merging Bodies that are Companies and the requirements mentioned in sub-Article (2) are complied with (if applicable).

(6) A merger may not be completed unless it is approved under this Article.

118 Objection to merger by Shareholders

(1) A Shareholder of a Merging Company may apply to the Court for an order under Article 174 (*Orders for unfair prejudice to Shareholders*) on the ground that the merger would unfairly prejudice the interests of the Shareholder. Pending determination of the application, the Court may suspend completion of the merger.

(2) An application must not be made:

(a) more than 28 days after the day the merger is approved under Article 117 (*Approval of merger*); or

(b) by a Shareholder who voted in favour of the merger.

CHAPTER 3 – CREDITORS

119 Notice to Creditors of merger

(1) No later than 28 days after the day a merger is approved under Article 117 (*Approval of merger*), each Merging Body that is a Company must send Written notice to each of its Creditors who, after its Directors have made reasonable enquiries, is known to the Directors to have a claim against the Company exceeding U.S.$5,000 (or such higher or lower number as is prescribed by the Rules).

(2) The notice must state:

(a) that the Company intends to merge, in accordance with this Part, with 1 or more Bodies Corporate specified in the notice; and

(b) that a copy of the merger agreement and each Special Resolution of the Company is available to Creditors from the Company, free of charge, on request.

(3) If Article 120 (*Company may apply to Court if solvency statement not made*) applies to the merger, the notice must also:

(a) state that a Merging Company has applied or will apply for the permission of the Court under that Article; and

(b) state that any Creditor of any of the Merging Bodies may request the Company making the application to send a copy of the application to the Creditor; and

(c) set out information about:

(i) how a Creditor may contact the Company making the application or a Person representing it in that application; and

(ii) the effect of Article 120(4) (*Company may apply to Court if solvency statement not made*), including the date of the application to the Court, if known at the time of the notice.

(4) If Article 120 (*Company to apply to Court if solvency statement not made*) does not apply to the merger, the notice must also state that any Creditor of the Company may:

(a) give notice to the Company of the Creditor's objection to the merger within 28 days after the day the notice is published under sub-Article (5); or

(b) require the Company to notify the Creditor if any other Creditor of the Company applies to the Court for an order restraining the merger or modifying the merger agreement.

(5) The Company must publish the contents of the notice in the Appointed Publications or in another way approved by the Registrar. The Registrar may require publication of the notice on the Company's website in addition to Appointed Publications.

(6) The notice must be published:

(a) no later than 28 days after the day the merger is approved under Article 116 (*Resolutions and certificates for merger*); or

(b) as soon as practicable after the Company sends the last of the notices under sub-Article (1), whichever occurs earlier.

120 Company to apply to Court if solvency statement not made

(1) This Article applies to a merger if a certificate signed by the Directors of any of the Merging Companies under Article 116(5) (*Resolutions and certificates for merger*) does not contain the solvency statement mentioned in Article 116(3) (*Resolutions and certificates for merger*).

(2) The merger may not be completed unless the Court permits the merger on the ground that the merger would not be unfairly prejudicial to the interests of any Creditor of any of the Merging Bodies. Instead of restraining the merger, the Court may require adequate security to be provided for the objecting Creditor. The Court may accept enforceable undertakings from the Merging Companies instead of restraining the merger.

(3) A Merging Company to which a certificate mentioned in sub-Article (1) relates, or all such Companies jointly if there are more than 1, must as soon as is practicable after the proposed merger is approved under Article 117 (*Approval of merger*):

(a) apply to the Court for permission for the merger; and

(b) send a copy of the application to:

(i) any Creditor known to the Directors, after having made reasonable enquiries, to have a claim against any of the Merging Bodies exceeding U.S. $5,000 (or such higher or lower number as is prescribed by the Rules); and

(ii) any other Creditor of any of the Merging Bodies who request a copy from that Company; and

(iii) the Registrar.

(4) The Court must not hear the application for at least 28 days after the day it is made to the Court.

121 Objection by Creditor if solvency statements made

(1) This Article applies to a merger if each certificate signed by the Directors of the Merging Companies under Article 116(5) (*Resolutions and certificates for merger*) contains the solvency statement mentioned in Article 116(3) (*Resolutions and certificates for merger*).

(2) A Creditor of a Merging Company who objects to the merger:

(a) may, within 28 days of after the day the notice under Article 119(5) (*Notice to Creditors of merger*) is published, give notice of the Creditor's objection to the Company; and

(b) if the Creditor's claim against the Merging Company is not discharged - the Creditor may, within 28 days after the day the Creditor gives notice of the Creditor's objection to the Company, apply to the Court for an order restraining the merger or modifying the merger agreement.

(3) If a Creditor makes an application under sub-Article (2)(b), the Company must, within a reasonable time after receiving a copy of the application, send a copy of it to each other Creditor:

(a) to whom a notice was sent under Article 119(1) (*Notice to Creditors of merger*); or

(b) who has made a request under Article 119(3)(b) (*Notice to Creditors of merger*); or

(c) who has given notice of objection under sub-Article (2)(a); or

(d) to whom the Court orders that a copy should be sent.

(4) If, on an application under sub-Article (2)(b), the Court is satisfied that the merger would unfairly prejudice the interests of the applicant or of any other Creditor of the Merging Company, the Court may make an order that it considers appropriate in relation to the merger, including, for example, an order:

(a) restraining the merger; or

(b) modifying the merger agreement (if any) or Special Resolution in the way specified in the order.

(5) Sub-Article (6) applies if the Court is considering making an order under sub-Article (4)(b) to modify a merger agreement or Special Resolution that does not contain a provision in accordance with Article 115(6) (*Merger agreement*) allowing each of the Merging Companies to terminate the merger following the modification.

(6) The Court must not make the order unless:

(a) the order also inserts the provision mentioned in sub-Article (4)(b) in the merger agreement or Special Resolution; and

(b) the Court is satisfied that each Merging Company will have an adequate opportunity to reconsider whether to proceed with the merger following the modification.

122 Consent of Registrar required for mergers involving bodies other than Companies

(1) If 1 or more of the Merging Bodies are not Companies:

(a) the Merging Bodies must apply jointly to the Registrar for consent to the merger; and

(b) the merger may not be completed unless the Registrar consents and any conditions of the consent are complied with.

(2) The application for consent must not be made until after the day of the last publication of a notice under Article 119(5) (*Notice to Creditors of merger*).

(3) The application must be accompanied by:

(a) a copy of any merger agreement and the Special Resolutions passed under Article 117 (*Approval of merger*); and

(b) if any Merging Body is a Company - a copy, in respect of each Company, of:

(i) the resolution passed under Article 116(1) (*Resolutions and certificates for merger*), together with, if the information is not contained in the resolution, a list identifying the Directors who voted in favour of the resolution; and

(ii) the certificates signed under Articles 116(5) and 116(6); and

(c) a copy of the notice to Creditors published under Article 119(5) (*Notice to Creditors of merger)*, with the date of its publication; and

(d) information, as at the time of the application under this Article, about:

(i) any application made by a Shareholder to the Court under Article 118 (*Objection to merger by Shareholders*); or

(ii) if no application has been made to the Court under that Article - the date by which an application may be made to the Court under that Article.

(4) If Article 120 (*Company to apply to Court if solvency statement not made*) applies to the merger:

(a) the application under this Article must also be accompanied by information, as at the time of that application, about the application made, or to be made, to the Court under that Article; and

(b) the applicants must:

(i) keep the Registrar informed of the progress of the application under that Article; and

(ii) provide, when available, a copy of the Court order permitting the merger.

(5) If Article 121 (*Objection by Creditor if solvency statement made*) applies to the merger, the application under this Article must also be accompanied by:

(a) information, as at the time of the application under this Article, about:

(i) any notice of objection given by a Creditor under Article 121(2)(a) (*Objection by Creditor if solvency statement made*); or

(ii) if no notice of objection has been given - the date by which a notice of objection may be given; and

(b) evidence satisfactory to the Registrar that the merger would not be unfairly prejudicial to the interests of any Creditor of any Merging Body that is a Company.

(6) If the Merged Body is to be a Company, the application must also be accompanied by:

(a) the consent of the proposed Directors to act as Directors; and

(b) a copy of its proposed Articles of Association, unless it is to be a Survivor Company and there are no amendments proposed to its Articles of Association.

(7) If 1 or more of the Merging Companies is a Foreign Company, the application must also be accompanied by evidence satisfactory to the Registrar, in respect of each Foreign Company, that:

(a) the laws of the jurisdiction in which the Foreign Company is incorporated do not prohibit either or both of:

(i) the proposed merger; or

(ii) if the Merged Body is to be a new Body Corporate incorporated in that jurisdiction - the incorporation of that Body Corporate because of the merger; and

(b) if those laws or the constitution of the Foreign Company require that an authorisation be given for the application under this Article or for the merger - the authorisation has been given; and

(c) if the Foreign Company is not to be a Survivor Company - the Foreign Company will, in due course after the completion of the merger, cease to be a Body Corporate incorporated under the law of the jurisdiction in which it is presently incorporated.

(8) If the Merged Body is to be an entity which is not an AC Entity, the application must also be accompanied by evidence satisfactory to the Registrar that the laws of the jurisdiction in which the Merged Body is to be incorporated provide that on the merger:

(a) the property and rights to which the transferor bodies were entitled immediately before the merger will become the property and rights of the Merged Body; and

(b) the Merged Body will become subject to any criminal and civil liabilities, and any contracts, debts and other obligations, to which the transferor bodies were subject immediately before merger; and

(c) any legal proceedings that, immediately before the merger, were pending by or against any of the transferor bodies may be continued by or against the Merged Body.

(9) Sub-Articles (10) and (11) apply unless, at the time of the application under this Article:

(a) there has been no objection by a Shareholder or by a Creditor to the merger; and

(b) the time for making any objection has elapsed.

(10) The applicants must:

(a) notify the Registrar of any objection of which they become aware after the application; and

(b) notify the Registrar of the result once any objection, whenever made, has been disposed of; and

(c) provide to the Registrar any further information or Document reasonably required by the Registrar in connection with any objection.

(11) Until the applicants have complied with sub-Article (10), the Registrar:

(a) must not make any decision on the application other than to refuse consent on grounds unconnected to an objection; and

(b) may, in respect of the application, take any other action short of making a decision, or take no further action; and

(c) may refuse consent where the merger would be contrary to the public interest or materially prejudice the reputation or integrity of Alatau City as an international financial and business centre.

(12) In sub-Articles (9), (10) and (11):

objection means:

(a) the making by a Shareholder of any Merging Company of an application to the Court under Article 118 (*Objection to merger by Shareholders*); or

(b) the giving of notice of objection under Article 121(2)(a) (*Objection by Creditor if solvency statement made*) by a Creditor of any Merging Company.

(13) The Registrar may impose conditions reasonably necessary to protect investors, Creditors or the public interest. The Registrar may require additional information, expert reports or legal opinions before determining the application.

CHAPTER 4 – COMPLETION OF MERGER AND GROUNDS FOR OPINIONS

123 Effect of completion of merger

(1) On the completion date of a merger:

(a) the Merging Bodies are merged and continue as 1 Merged Body as provided in any merger agreement or the Special Resolution; and

(b) any Merging Company that is not a Survivor Company ceases to be incorporated as a separate Company.

(2) When a merger is completed in which the Merged Body is a New Company:

(a) the New Company becomes entitled to all property and rights (including third party contractual rights) to which each Merging Body was entitled immediately before the merger was completed; and

(b) the New Company becomes subject to all criminal and civil liabilities, and all contracts, debts and other obligations, to which each of the Merging Body was subject immediately before the merger was completed; and

(c) any legal or other proceedings that, immediately before the merger, were commenced by or against any of the Merging Bodies may be continued by or against the New Company.

(3) Entries made in the Register, as prescribed by the Rules made for this Part, are conclusive evidence of the following matters to which they refer:

(a) that, on the completion date specified in the entry, the Merging Bodies merged and are continued as the Merged Body; and

(b) that the requirements of these Regulations and the Rules in respect of the merger of the Merging Bodies, including the matters precedent and incidental to the merger, have been fully complied with.

(4) The operation of this Article is not to be regarded:

(a) as a breach of contract or confidence or otherwise as a civil wrong; or

(b) as a Breach of any contractual provision prohibiting, restricting or regulating the assignment or transfer of rights or Liabilities; or

(c) as giving rise to any remedy by a party to a contract or other instrument, as an event of default or as causing or permitting its termination or the termination of any obligation or relationship.

(5) This Article does not affect any requirement to obtain approvals under any other applicable law or contractual arrangement.

124 Grounds for opinion relating to merger

(1) A Person signing a certificate prescribed by the Rules under Article 114(9) (*Application and interpretation of Part 8*) or a certificate under Article 116 (*Resolutions and certificates for merger*) must have reasonable grounds for any opinion stated in the certificate.

(2) Contravention of this Article is punishable by a fine.

PART 9: COMPROMISES AND ARRANGEMENTS

125 Power of Company to compromise with Creditors and Shareholders

(1) This Article applies if a compromise or arrangement is proposed between a Company and:

(a) its Creditors or a class of its Creditors; or

(b) its Shareholders or a class of its Shareholders.

(2) The Court may, on the application of:

(a) the Company; or

(b) a Creditor or Shareholder of the Company; or

(c) for a Company being wound up - its liquidator;

order that a meeting of the Creditors or class of Creditors, or of the Shareholders or class of Shareholders, be held as the Court directs.

(3) The Court may, by order, sanction a compromise or arrangement, but only if a majority in number representing:

(a) 75% in value of the Creditors or that class of Creditors; or

(b) 75% of the voting rights of the Shareholders or that class of Shareholders;

as the case may be, present and voting either in person or by proxy at the meeting, agree to the compromise or arrangement.

(4) If the Court sanctions a compromise or arrangement under sub-Article (3), the compromise or arrangement is binding on:

(a) all the Creditors or that class of Creditors; or

(b) all the Shareholders or that class of Shareholders;

as the case may be, and also on the Company or, if the Company is being wound up, on the liquidator and contributories of the Company.

(5) The Person on whose application the Court makes an order under sub-Article (3) must give a copy of the order, duly certified by the Registrar of the Court, to the Registrar as soon as practicable and, in any case, within 7 days after the day the order is made.

(6) The Court order under sub-Article (3) has no effect, until a duly certified copy of that order is given to the Registrar by the Person on whose application the order was made or the Company.

(7) The Registrar must, as soon as practicable after receiving a duly certified copy of the Court's order referred to in sub-Article (5), include the order in the Company's Articles of Association. The Registrar may appear and make submissions where the public interest may be affected.

(8) Contravention of sub-Article (5) is punishable by a fine.

126 Information relating to compromise to be circulated

(1) This Article applies if a meeting of Creditors or a class of Creditors, or of Shareholders or a class of Shareholders, of a Company is called under Article 125 (*Power of Company to compromise with Creditors and Shareholders*).

(2) The notice calling for the meeting of Creditors or Shareholders must include a statement containing the following:

(a) an explanation of the effect of the compromise or arrangement;

(b) any material interests of Directors in the compromise or arrangement, including interests as an Officer, Creditor or Shareholder of the Company;

(c) if there are any Debt Securities issued by the Company - how the arrangement or compromise would affect the rights of the Debt Security holders;

(d) any other matter that has a material impact on the Company, and its Creditors and Shareholders and Debt Security holders, resulting from the compromise or arrangement.

(3) If the notice calling the meeting is given by advertisement, the advertisement must include either the statement referred to in sub-Article (2), or a notification of where or how the Creditors or Shareholders entitled to attend the meeting may obtain copies of the statement.

(4) If a notice given by advertisement includes a notification that copies of the statement referred to in sub-Article (2) can be obtained by Creditors or Shareholders entitled to attend the meeting, the Company must give a Creditor or Shareholder, on application, a copy of the statement free of charge.

(5) The Company, and each Officer of the Company, must ensure that every requirement of this Article is complied with.

(6) Contravention of sub-Article (5) by the Company or an Officer of the Company is punishable by a fine.

127 Provisions for facilitating Company reconstruction or amalgamation

If an application is made to the Court under Article 125 (*Power of Company to compromise with Creditors and Shareholders*) for the sanctioning of a compromise or arrangement proposed between a Company and any Persons mentioned in that Article, the Court may make any orders as it considers appropriate to facilitate the compromise or arrangement, including a reconstruction of the Company, or an amalgamation of the Company with any other Company. the Court may make any ancillary order necessary to protect the interests of Creditors, minority Shareholders and the public interest.

In this Article:

Company may be taken to include a Body Corporate incorporated outside Alatau City, where the context so requires.

PART 10: ACCOUNTS, REPORTS AND AUDIT

CHAPTER 1 – ACCOUNTS, REPORTS AND AUDIT: GENERAL

128 Application of Part 10

(1) This Part does not apply to a Company that is exempt from these Regulations under any applicable Regulations.

(2) The requirements of this Part about accounts and audit apply in relation to each Financial Year of a Company.

(3) In the event of any conflict between the provisions of this Part 10 and the provisions of the legislation of the Republic of Kazakhstan, the latter shall prevail.

129 Waiver etc. by the Rules

(1) The Rules may, subject to the provisions of the Constitutional Law on Alatau City, extend, exclude, waive or modify the application of the provisions of this Part in relation to a specific Person or class of Persons.

(2) Without limiting sub-Article (1) but subject to the provisions of the Constitutional Law on Alatau City the Rules may make provision for or in relation to the following:

(a) the inclusion in accounts of group accounts dealing with the affairs of a Company and its Subsidiaries;

(b) the inclusion in accounts of a report by the Directors dealing with prescribed matters;

(c) the accounting standards or principles to be applied in the preparation of accounts, including the following:

(i) the creation or adoption of 1 or more accounting standards or principles, or codes of practice;

(ii) which of, and how, prescribed accounting standards or principles may apply to particular Companies and in particular circumstances;

(iii) periods in which an accounting standard or principle may apply;

(d) the extending or shortening of a Financial Year in certain circumstances, including to facilitate synchronisation of accounts;

(e) the appointment, qualifications, remuneration, removal, resignation, rights and duties of Auditors;

(f) the creation or adoption of auditing standards or codes of practice;

(g) the waiver of the requirement for the preparation of accounts and examination and reporting on accounts by Auditors.

(3) The provisions of this Article are subject to Article 209 (*Waivers and modifications of certain provisions*).

CHAPTER 2 – ACCOUNTS AND REPORTS

130 Accounting Records of Companies

(1) Every Company must keep Accounting Records that are sufficient to show and explain its transactions so as to:

(a) disclose with reasonable accuracy the financial position of the Company at any time; and

(b) enable the Directors to ensure that any accounts prepared by the Company under this Part comply with the requirements of these Regulations and the Rules.

(2) A Company must ensure that its Accounting Records are:

(a) kept at the place that the Directors consider appropriate, except so far as the Rules otherwise require; and

(b) preserved by the Company for at least 6 years after the day they are created or, if the Rules prescribe another period, the other period; and

(c) open to inspection by an Officer or Auditor of the Company at all reasonable times; and

(d) otherwise kept and maintained as required by the Rules.

(3) If a Company, for whatever reason, ceases to exist or ceases to be a Company within the meaning of these Regulations, the Directors immediately before the Company ceases to exist or ceases to be a Company shall ensure that its Accounting Records are preserved for at least 6 years from the date of cessation.

(4) If a Public Company keeps its Accounting Records outside of Alatau City, the Public Company must keep in Alatau City (or another jurisdiction approved by the Registrar) its returns in relation to the business it conducts in or from Alatau City.

(5) Contravention of this Article is punishable by a fine.

131 Financial years

(1) The first Financial Year of a Company starts on the day it is incorporated and lasts for a period not exceeding 18 months decided by the Directors.

(2) The second or any subsequent Financial Year of a Company starts at the end of the Company's previous Financial Year and lasts for 12 months or some other period determined in accordance with the following limitations. A Company may by a decision taken by the Directors and notified to the Registrar, and subject to the additional provisions of any relevant Rules, shorten or lengthen its then current Financial Year. A shortening may take effect immediately; a lengthening may extend the current accounting period to up to a maximum of 18 months. A lengthening may only be used once every 5 years, unless the Company is in administration or the Registrar has given a direction to that effect.

132 Accounts

(1) The Directors of every Company must ensure that accounts are prepared in relation to each Financial Year of the Company and that the accounts comply with the requirements in this Article.

(2) The accounts must:

(a) be prepared in accordance with accounting principles or standards prescribed by the applicable regulatory legal acts and the provisions of the legislation of the Republic of Kazakhstan and subject thereto;

(b) show a true and fair view of the profit or loss of the Company for the period and of the state of the Company's affairs at the end of the period; and

(c) comply with any other requirements of these Regulations and the Rules.

(3) The Directors of a Company must approve the Company's accounts and must ensure that they are signed on their behalf by at least 1 Director.

(4) The Directors of a Company must ensure that, within 6 months after the end of each Financial Year of the Company, the accounts for that year are:

(a) prepared and approved by the Directors; and

(b) examined and reported upon by an Auditor; and

(c) if the Company is a Public Company - laid before a General Meeting, together with a copy of the Auditor's report and Directors' report, for discussion and, if considered appropriate, approval by Ordinary Resolution of the Shareholders; and

(d) for all Companies – sent or otherwise made available through an approved e-residence portal or the Company's website or as otherwise authorised by the Registrar, together with (if applicable) a copy of the Auditor's report or Directors' report (or both), to every Shareholder, other than (where applicable) a Shareholder for whom the Company does not have a current address.

(5) In this Article, a Company has a ***"current address"*** for a Person if -

(a) a postal or email address have been notified to the Company by the Shareholder as 1 at which Documents may be sent to him or her; and

(b) the Company has no reason to believe that Documents sent to the Shareholder at that email address or postal address will not reach him or her.

(6) A Company must file with the Registrar, within 14 days after the day sub-Article (4)(d) is complied with in relation to a Financial Year, a copy of the accounts and the Auditor's report for the Financial Year and, if the Company is a Public Company, a copy of the Directors' report prepared under Article 134 (*Directors' reports for Public Companies*) for the Financial Year.

(7) Unless otherwise provided in its Articles of Association or required by the Rules, a Private Company and its Directors are not required to comply with sub-Articles (4)(b) and (6) if the Company has an annual turnover of not more than U.S. $5,000,000 (or such higher or lower number as the Rules may prescribe).

(8) However, the Shareholders representing not less than 10% (or such higher or lower number as the Rules may prescribe) of the nominal value of the share capital of a Private Company to which sub-Article (7) applies may, by Written notice given to the Company no earlier than the start of any Financial Year and no later than 1 month before the end of the Financial Year, require the Company to obtain an audit of its accounts for Financial Year. The Directors of the Company must ensure that the request is complied with.

(9) If a provision of this Article requires the Directors of a Company to do something, each of the Directors are severally liable if the thing is not done as required by this Article.

(10) Contravention of this Article is punishable by a fine.

133 Provision of copy of accounts to Shareholders

(1) Any Shareholder of a Company is entitled, on Written request made by the Shareholder to the Company and without charge, to be given or sent (subject to such Documents having been produced):

(a) a copy of the Company's latest accounts, if Article 132(7) (*Accounts*) applies; or

(b) in all other cases, the latest audited accounts and Auditor's report.

(2) A Company must comply with a request under sub-Article (1) within 7 days after the day it receives the request.

(3) Contravention of sub-Article (2) is punishable by a fine.

134 Directors' reports for Public Companies

(1) The Directors of a Public Company must prepare a Directors' report for each Financial Year of the Company.

(2) The Directors' report for a Financial Year must:

(a) state the names of the Persons who, at any time during the Financial Year, were Directors; and

(b) state the principal activities of the Company during the Financial Year; and

(c) state the amount (if any) that the Directors recommend should be paid by way of dividend or other Distribution; and

(d) include a business review containing:

(i) a fair view of the Company's business; and

(ii) a description of the risks and uncertainties facing the Company; and

(iii) an analysis of the development, performance and position of the Company's business; and

(iv) the other information necessary for an understanding of the development, performance and position of the Company's business; and

(e) state that the Directors are not aware of any relevant audit information of which the Company's Auditor is not aware, and that they have taken all reasonable steps to become aware of such relevant audit information; and

(f) include the other matters prescribed by the Rules.

(3) The Directors' report must be signed on behalf of the Directors by a Director or the Secretary of the Company.

(4) Each Director of a Company must ensure that the requirements of this Article are complied with in relation to the Company in relation to each Financial Year of the Company.

(5) Contravention of sub-Article (4) is punishable by a fine.

CHAPTER 3 – AUDITORS

135 Qualification and registration of Auditors

(1) In this Part 10, a reference to an **Auditor** is a reference to a Person who is authorised as required by the Rules to perform audit activities and who (if applicable) holds any licence(s) required under the Alatau Business Licensing Regime to perform such activities.

(2) An Auditor must act within the scope of the Auditor's registration and comply with any restrictions and conditions imposed on the registration.

(3) The Administration may, subject to the provisions of the Constitutional Law on Alatau City and the laws of the Republic of Kazakhstan, by Written notice given to an Auditor on the Registrar's own initiative or at the request of the Auditor:

(a) impose restrictions or conditions on the Auditor's registration; or

(b) vary or withdraw any restrictions or conditions imposed on the Auditor's registration; or

(c) suspend or withdraw the Auditor's registration,

in each case in relation to their acting as an auditor of one or more Regulated Entities.

(4) In making a decision under this Article, the Administration must comply with any Rules applying in relation to the making of the decision.

136 Register of Auditors

The Administration will maintain a register available for public inspection of Auditors who are licensed to perform that role under the Alatau Business Licensing Regime.

137 Appointment and removal of Auditors

(1) If a Company is required by these Regulations to have its accounts examined and reported on by an Auditor, the Company must appoint an Auditor to examine and report on, in accordance with these Regulations and the Rules, the accounts prepared under Article 132 (*Accounts*).

(2) A Person who is not an Auditor must not:

(a) consent to be appointed as an Auditor of a Company; or

(b) act as an Auditor of a Company; or

(c) prepare any report required by these Regulations and the Rules to be prepared by an Auditor.

(3) Contravention of sub-Article (2) is punishable by a fine.

(4) The appointment of a firm as an Auditor of a Company is taken to be an appointment of each Person who is a partner of the firm.

(5) A Public Company must, at each Annual General Meeting at which the accounts for the previous Financial Year are laid, appoint an Auditor to hold office from the conclusion of that meeting to the conclusion of the next Annual General Meeting at which the accounts are laid.

(6) Subject to Article 132(7), a Private Company must, within 6 months after the end of a Financial Year or, if earlier, before the day the accounts are sent to the Shareholders, appoint an Auditor to hold office from that date until the end of the next period for appointing Auditors.

(7) The appointment of an Auditor by a Private Company must be by a resolution of its Directors unless the Shareholders, at a General Meeting, have appointed an Auditor by an Ordinary Resolution.

(8) The Directors of a Public Company may, at any time before the first General Meeting at which the accounts for the previous Financial Year are laid, appoint an Auditor to hold office to the conclusion of the first General Meeting.

(9) The Directors of a Company may fill any casual vacancy in the office of Auditor on the terms they consider appropriate. An Auditor appointed to fill a casual vacancy holds office:

(a) for a Public Company - until the conclusion of the next General Meeting at which the accounts for the previous Financial Year are laid; or

(b) for a Private Company - until the end of the next period for appointing Auditors.

(10) Subject to sub-Article (9), the Company may, by Ordinary Resolution, fix the Auditor's remuneration.

(11) A Company must not appoint an Auditor under this Article unless:

(a) the Auditor has, before the appointment, consented in Writing to the Company; and

(b) the Company is not, on reasonable inquiry, aware of any matter that should prevent the Auditor from giving the Auditor's consent under paragraph (a).

(12) An Auditor must not consent to an appointment as an Auditor of a Company if:

(a) the Auditor has, or may reasonably be perceived to have, a conflict of interest; or

(b) the Auditor does not have, or may reasonably be perceived not to have, a requisite degree of independence from the Company; or

(c) the Auditor, or any associate of the Auditor in a firm or business undertaking, has acted as an Auditor of the Company within the earlier period or frequency prescribed by the Rules.

(13) A Company may, despite anything in any agreement between it and its Auditor, remove the Auditor at any time by Resolution.

(14) The Court may, on application made by the Registrar, order the removal of the Auditor of a Company.

(15) This Article does not deprive an Auditor removed under this Article of compensation or damages payable to the Auditor in respect of the termination of the Auditor's appointment.

(16) Every Company and its Officers must take reasonable efforts to provide the information and assistance required by an Auditor for the Exercise of the Auditor's Functions under these Regulations or the Rules.

138 Auditor's report to Company

(1) A Company's Auditor must make a report to the Company's Shareholders on the accounts examined by the Auditor.

(2) The Auditor's report must state:

(a) whether, in the Auditor's opinion, the accounts have been properly prepared in accordance with these Regulations and the Rules; and

(b) in particular, whether the accounts give a true and fair view of the profit or loss of the Company for the Financial Year and of the state of the Company's affairs at the end of the Financial Year; and

(c) any other matter or opinion required under these Regulations or the Rules.

(3) Contravention of this Article is punishable by a fine.

139 Auditors' Functions

(1) A Company's Auditor must, in preparing a report in relation to the accounts of the Company, conduct the investigations necessary in accordance with the Rules to enable the Auditor to form an opinion about the following matters:

(a) whether proper Accounting Records have been kept by the Company and proper returns adequate for the audit have been received from branches or offices not visited by the Auditor; and

(b) whether the Company's accounts are in agreement with the Accounting Records and returns; and

(c) whether the Company's accounts have been prepared in compliance with the Rules.

(2) Contravention of sub-Article (1) is punishable by a fine.

(3) If the Auditor is of the opinion that proper Accounting Records have not been kept by the Company, that proper returns adequate for the audit have not been received from branches or offices not visited by the Auditor, that the accounts are not in agreement with the Accounting Records and returns, and/or that the accounts do not comply with the Rules, the Auditor must state that opinion in the report.

(4) The Auditor has a right of access, at all reasonable times, to the Company's Records, and is entitled to require from the Company's Officers all the information and explanations that the Auditor considers necessary for the purposes of the audit, subject to the provisions of the Rules.

(5) The Auditor is entitled to receive notice of, and attend, any meeting of Shareholders and to be heard on any part of the business of the meeting that concerns the Auditor.

(6) If the Auditor does not obtain all the information and explanations that the Auditor considers, necessary for the purposes of the audit, the Auditor must state that fact in the report.

(7) An Auditor shall make such disclosures to competent authorities as are required under the Rules.

(8) Contravention of sub-Article (7) is punishable by a fine.

140 Resignation of Auditor

(1) An Auditor of a Company may, subject to the provisions of the legislation of the Republic of Kazakhstan, these Regulations and the Rules, resign from office by depositing a Written notice to that effect, together with a statement under sub-Article (2), at the Company's registered office. The notice operates to bring the Auditor's term of office to an end on the day the notice is deposited or, if a later date is stated in the notice, on that date. The Company must send a copy of the notice to the Registrar.

(2) If an Auditor of a Company ceases to hold office for any reason, the Auditor must deposit at the Company's registered office either:

(a) a statement to the effect that there are no circumstances connected with the Auditor ceasing to hold office that the Auditor considers should be brought to the notice of the Shareholders or Creditors of the Company; or

(b) a statement of any circumstances mentioned in paragraph (a).

(3) If an Auditor of a Company deposits a statement under sub-Article (2)(b), the Company must, within 14 days after the day the Auditor deposits the statement, send a copy of the statement to every Shareholder of the Company and to every Person entitled to receive notice of General Meetings.

(4) If an Auditor of a Company ceases to hold office for any reason, the Directors of the Company must, if the Company is required to appoint an Auditor, within 30 days after the day the Auditor ceases to hold office, appoint a replacement under Article 137(9) (*Appointment and removal of Auditors*).

(5) Contravention of this Article is punishable by a fine.

141 Co-operation with Auditors

(1) A Company, or any Officer of a Company, must not, knowingly or recklessly:

(a) make a statement, or give information, (whether orally, in a Document or any other way) to an Auditor of the Company that is false or misleading in a material particular; or

(b) give a Document to an Auditor of the Company that is false or misleading in a material particular; or

(c) withhold any information from an Auditor of the Company if the withholding of the information makes information given by the Company or Officer to the Auditor false or misleading in a material particular or likely to mislead or deceive the Auditor; or

(d) conceal any information from the Auditor if the concealment is likely to mislead or deceive the Auditor.

(2) A Company, an Officer of a Company, or a Person acting under the direction or authority of a Company or Officer of a Company, must not, without reasonable excuse, engage in conduct if the Company, Office or Person knows, or ought to know, that the conduct could:

(a) obstruct or hinder an Auditor of the Company in the Exercise of the Auditor's Functions; or

(b) result in the Company's accounts or any aspect of the Auditor's report being false or misleading in a material particular.

(3) Without limiting sub-Article (2), that sub-Article applies to the following conduct:

(a) destroying or concealing a Document;

(b) coercing, manipulating, misleading, or improperly influencing the Auditor;

(c) Failing to provide access to information or Documents required by the Auditor;

(d) Failing to give the Auditor any information or explanation that the Person is able to give;

(e) Failing to give the Auditor any assistance in relation to the audit that the Company, Officer or Person is required and able to give.

(4) Contravention of this Article is punishable by a fine.

142 Obligation of disclosure by Auditor

(1) An Auditor is subject to obligations of disclosure under Article 210 (*Obligation of disclosure to Registrar*).

(2) Without limiting any other provision of these Regulations, the Rules or any other Legislation Administered by the Registrar, an Auditor does not Contravene any duty to which the Auditor is subject merely because the Auditor:

(a) makes a disclosure under Article 210; or

(b) gives the Registrar any other information or opinion in relation to a matter to which the disclosure applies or any related matter; or

(c) makes any other disclosure required by the Rules

(3) Any disclosure by an Auditor to the Registrar must be subject to the confidentiality and disclosure requirements established by Rules and any applicable laws of the Republic of Kazakhstan.

143 Court orders

(1) This Article applies if the Court is satisfied, on application of the Registrar that an Auditor:

(a) has Contravened these Regulations; or

(b) has Failed, whether within or outside Alatau City, to Exercise the Functions of Auditor adequately or properly; or

(c) is otherwise not a fit and proper Person to remain registered as an Auditor.

(2) The Court may make 1 or more of the following orders:

(a) an order that the Registrar cancel, or suspend for a specified period, the registration of the Auditor;

(b) an order imposing conditions or restrictions on the future conduct of the Auditor;

(c) an order requiring the Auditor to do, or not do, anything;

(d) any other order that the Court considers appropriate.

(3) This Article does not affect the powers that any Person or the Court may have apart from this Article.

PART 11: OTHER TYPES OF COMPANY AND ENTITY AND BRANCHES

144 Incorporation of prescribed types of Company

(1) A Company may be incorporated as, or an existing Company may, subject to these Regulations and the Rules, be converted into, a type of Company that is specified in this Part or prescribed under the Rules.

(2) The Rules may:

(a) prescribe any of the following:

(i) the types of Companies;

(ii) the circumstances in which such a Company may be incorporated, or an existing Company may be converted into, including any requirements for approval by another regulatory authority;

(iii) any requirements or restrictions in relation to such a Company's Articles of Association or its constitution generally;

(iv) forms and procedures for the incorporation and administration of such a Company; or

(b) prescribe procedural and administrative matters necessary to implement this Article, provided that they do not amend, override or modify these Regulations or any applicable law of the Republic of Kazakhstan.

(3) Except as otherwise provided by the Rules, these Regulations apply to a Company established under this Article.

145 Other permitted entities and branches and representative offices

(1) Modifications to the provisions of this Part 11 in relation to the establishment and operation of Subsidiary Management Organisations are set out in Part 12.

(2) The Administration will provide for the establishment and operation of other types of permitted entities in Rules to be promulgated pursuant to these Regulations. The establishment and operation of collective investment schemes will be provided for in the relevant Regulatory Legislative Act.

(3) These Regulations shall be applied together with other Regulatory Legislative Acts.

(4) Entities which are not Regulated Entities and which are eligible, subject to the receipt of a relevant business licence, to operate under the Legislation of Alatau City through a branch or representative office in Alatau City and who wish to do so, should at the same time as applying for the business licence also apply to the Registrar for registration of their branch or representative office. The procedures for registering, re-registering and de-registering such branches and representative offices are to be set out in the Rules.

PART 12: SUBSIDIARY MANAGEMENT ORGANISATIONS

146 Establishment of SMOs

(1) SMOs shall be established by the Administration for the performance of a specific function or group of functions which, subject to compliance with the provisions of Article 20 of the Constitutional Law on Alatau City, the Administration considers appropriate to separate from its internal structure, while retaining direct institutional control and shall on establishment, and shall remain, wholly owned by the Administration.

(2) SMOs are bodies of the Administration within the meaning of subparagraph (10) of paragraph 1 of Article 5 of the Constitutional Law on Alatau City.

(3) SMOs are non-profit or for-profit organisations without membership and may carry on income-generating activities to serve the purpose of the Special Legal Regime and the purpose for which the relevant SMO is established. Where permitted by applicable Regulatory Legislative Acts and provided for in the Constitutional Documents of the relevant SMO, an SMO may carry out commercial and regulated activities, including for the purposes of developing, operating or managing infrastructure or projects of strategic importance to Alatau City, including digital and financial infrastructure, digital assets and tokenisation projects, subject to obtaining and maintaining the relevant regulatory licences and authorisations. Any income derived by an SMO from its activities shall be applied towards the performance of the purpose and functions of the SMO as set in its Constitutional Documents, as well as towards meeting the SMO's current operating expenses and other expenses necessary for the conduct of its activities.

(4) On the incorporation of an SMO, the Administration must:

(a) register the SMO; and

(b) submit information on the SMO to the National Register of Business Identification Numbers in accordance with paragraph 8 of Article 40 of the Constitutional Law on Alatau City for the purposes of assigning a Business Identification Number; and

(c) issue a certificate of incorporation confirming that the SMO is incorporated as an SMO.

(5) On the date of incorporation mentioned in the certificate of incorporation the SMO, having the name contained in the certificate of incorporation, becomes a legal person, capable of Exercising all the Functions of an SMO subject to the provisions of its Constitutional Documents.

(6) A certificate of incorporation issued by the Registrar is conclusive evidence of the following matters:

(a) that the SMO has been duly incorporated;

(b) that the requirements of these Regulations and the Rules have been complied with in respect of the incorporation of the SMO.

(7) An SMO's Constitutional Documents shall be regulations approved by the Administration which shall be submitted for registration and may subsequently be modified by decision of the Administration.

(8) If any of the Registered Details of an SMO change, the SMO must notify the Registrar in Writing of the change within 14 days after the day the change happens and must comply with any other requirements applying to the SMO under the Rules in relation to the change.

(9) An SMO's Constitutional Documents shall be in such form as the Administration may determine and shall set out:

(a) its purpose and functions;

(b) its powers;

(c) its governance structure (which may include, among other things, a collegial governing body comprising representatives of the Administration);

(d) the composition and powers of its governing body(-ies);

(e) the appointment and removal of members of the governing body(-ies);

(f) the relationship with the Administration;

(g) its funding and asset arrangements;

(h) procedures for its amendment and winding-up, which shall be subject to the provisions of these Regulations and of the Regulatory Legislative Act on insolvency matters when adopted.

(10) An SMO's Constitutional Documents may contain other provisions that are not inconsistent with the Constitutional Law on Alatau City.

(11) An SMO shall not have share or charter capital except where the existence of charter capital is required by applicable legislation and provided for in the Constitutional Documents of the relevant SMO.

(12) An SMO may also carry out any other activities provided for in its Constitutional Documents and permitted by applicable Regulatory Legislative Acts.

(13) The procedures and requirements for the registration and other actions in relation to an SMO equivalent to those set out in Article 40(8) of the Constitutional Law on Alatau City shall be prescribed by the Rules. Until such Rules come into effect, the Administration may establish temporary procedures and requirements for such actions by an act enacted by decision of the Chief Executive Officer. Any such temporary act shall cease to have effect upon the commencement of the relevant Rules.

147 Legal status

(1) An SMO shall have separate legal personality with the ability to (among other things):

(a) acquire, hold and dispose of assets, subject to the provisions of this Part 12;

(b) enter into contracts and incur liabilities;

(c) incur debt, subject to applicable restrictions;

(d) employ people;

(e) sue and be sued in court.

(2) Upon a winding up, liquidation or dissolution of an SMO its remaining assets (as determined in accordance with the Regulatory Legislative Act on insolvency matters when adopted) and subject to the following sub-Article shall be distributed, transferred to the Administration as its sole is owner.

(3) All of an SMO's assets, except for

(a) assets which, under the laws of the Republic of Kazakhstan, may not be subject to enforcement;

(b) assets created or acquired using funds of the Administration or transferred to the SMO for the purpose of exercising rights of possession, use and disposal on behalf of the Administration,

shall be available to meet the liabilities of the SMO.

(4) Neither the Administration nor any other body of the Administration shall have liability for any liability of the SMO, except to the extent arising under any separate obligations or applicable law or regulations. The Regulatory Legislative Act on insolvency matters (once adopted) shall apply to SMOs save as otherwise set out therein.

148 The Assets of an SMO and accounting provisions

(1) The assets of an SMO shall be formed through property contributions, acquisitions or by any other means not prohibited by law.

(2) The sources from which the assets of an SMO and the property transferred to the SMO for the purpose of exercising rights of possession, use and disposal on behalf of the Administration are formed shall include:

(a) contributions from the Administration as the founder of the SMO, including funds from the republican budget;

(b) voluntary property contributions and donations from third parties;

(c) income derived from the activities of the SMO;

(d) dividends (income, remuneration received in respect of participation interests, shares, bonds, other securities and deposits);

(e) other sources provided for by Regulatory Legislative Acts of Alatau City or pursuant to a decision of the Council.

(3) SMOs shall ensure that separate accounting policies are maintained in respect of funds received into their budgets.

(a) Funds from the budget of the Republic of Kazakhstan shall be accounted for and used exclusively under a separate policy and shall not be combined with private funds, grants or other receipts, or with the SMOs' own budget revenues, for the purposes of accounting, execution or state audit.

(b) Funds from the budget of the Republic of Kazakhstan shall be planned and expended through a control cash account maintained with the State Treasury of the Republic of Kazakhstan.

149 Commencement Date

The provisions of this Part 12 will come into effect on upon expiry of 15 days after the day of the publication of the Regulations on the web resource of the Administration of Alatau and/or any other digital platform designated by the Administration. The Administration shall make all arrangements necessary to enable the operation of this Part 12 and shall have the authority to implement or to delegate the authority to implement the incorporation of and the regulation of SMOs, including performing all roles relating thereto and otherwise to give effect to this Part 12 pending the appointment of the Registrar and/or the formal adoption of any relevant Rules.

150 Additional provisions

The relevant Rules may prescribe detailed provisions for the implementation of these Regulations.

PART 13: TRANSFER OF INCORPORATION

151 Transfer of incorporation to Alatau

(1) A Foreign Company may, if authorised by the laws of the jurisdiction in which it is incorporated, apply to the Registrar for the continuation of the Foreign Company as a Company.

(2) An application for continuation must be made to the Registrar in accordance with the Rules and must be:

(a) except as otherwise provided in the Rules, executed under seal and signed by an Officer of the Foreign Company, and verified by an affidavit, or other similar sworn statement, of the Officer signing the application; and

(b) accompanied by articles of continuation that comply with Article 18 (*Articles of Association*); and

(c) accompanied by any other Document required by the Registrar.

(3) The articles of continuation must make any amendments to the original articles of association of the Foreign Company, as they have been amended, necessary to make the articles of continuation comply with these Regulations, the Rules, any other Legislation Administered by the Registrar and any other Regulatory Legislative Act.

152 Certificate of continuation

(1) If the Registrar approves the application for continuation made by a Foreign Company under Article 151 (*Transfer of incorporation to Alatau*), the Registrar must:

(a) issue a certificate of continuation on such terms and conditions as prescribed or permitted under these Regulations and the Rules*;* and

(b) submit information on the Company to the National Register of Business Identification Numbers in accordance with paragraph 8 of Article 40 of the Constitutional Law on Alatau City for the purposes of assigning a Business Identification Number; and

(c) enter the name of the Company in the Register.

(2) The Registrar may refuse to issue a certificate of continuation where the requirements of these Regulations, the Rules or other applicable legislation have not been satisfied or on another ground expressly prescribed by the Rules.

153 Effect of certificate

From the date of continuation stated in a certificate of continuation issued to a Foreign Company:

(a) the Foreign Company becomes a Company to which these Regulations apply as if it had been incorporated under these Regulations; and

(b) the articles of continuation become the Articles of Association of the Company; and

(c) the certificate of continuation is treated as the certificate of incorporation of the Company.

154 Copy of certificate of continuation

The Registrar must, if requested by a Company to which a certificate of continuation has been issued, send a copy of the certificate of continuation to the appropriate official or public body in the jurisdiction in which the application for continuation was authorised.

155 Rights and Liabilities of continued Foreign Company

If a Foreign Company is continued as a Company under these Regulations, the Company:

(a) continues to have all the property, rights (including third party contractual rights) and privileges, and is subject to all the Liabilities (including third party contractual obligations), restrictions and debts, that it had before the continuation; and

(b) remains a party in any legal proceedings commenced in any jurisdiction in which it was a party before the continuation.

PART 14: POWERS AND REMEDIES

CHAPTER 1 – POWERS OF INVESTIGATION

156 Application and interpretation of Part 14

(1) In this Part 14, a reference to a ***Regulated Entity*** is a reference to a Company or to any other entity that is or was registered, incorporated or otherwise formed under Legislation Administered by the Registrar.

(2) In this Part 14, a reference to a ***Regulated Relevant Person*** for a Regulated Entity is a reference to:

(a) a Person who is a director, officer, partner, member, employee, or agent, (however described) of the Regulated Entity; or

(b) an Auditor, or former auditor, of the Regulated Entity; or

(c) any other Person who is concerned in any way with the Regulated Entity's management.

(3) In the application of sub-Article (2)to a Regulated Entity that is a Company:

(a) a reference to a director includes a reference to a Director (as defined in Schedule 1 (*Interpretation*));

(b) a reference to an employee includes a reference to an Employee (as defined in Schedule 1 (*Interpretation*)).

(4) Without limiting the powers available to the Registrar of Companies, the Registrar may exercise any power given to the Registrar under these Regulations, the Rules, or any other Legislation Administered by the Registrar, in relation to an entity that has ceased to be a Regulated Entity, or in relation to any Person who was a Regulated Relevant Person for a Regulated Entity or an entity that has ceased to be a Regulated Entity, within 3 years after the day the Registrar becomes aware of an act or omission that gives rise to the right to exercise the power.

(5) For this Article, the Registrar becomes aware of an act or omission in relation to a Contravention if the Registrar has information from which the Contravention can reasonably be inferred.

(6) The powers available to the Registrar under this Part shall be exercised in consistency with the applicable Regulatory Legislative Act of the Administration governing state control and supervision under Article 42 of the Constitutional Law on Alatau City.

157 Appointment of Inspectors

(1) The Registrar may appoint a Person as an Inspector to investigate and report on the affairs of a Regulated Entity (the ***relevant Regulated Entity***), if the Registrar considers it necessary or desirable to do so in pursuit the Registrar's Objectives.

(2) The Person appointed as an Inspector may, with the consent of the Registrar, also investigate and report on the affairs of another Regulated Entity that, in the Registrar's opinion, is or was related to the relevant Regulated Entity.

(3) The Registrar may also appoint a Person as an Inspector to investigate and report on an alleged Contravention of these Regulations.

(4) Any of the following Persons, without limitation, may be appointed as an Inspector under this Part 14:

(a) an officer or employee of the office of the Registrar; or

(b) an officer or employee of any other division, department or office (however described) of the Administration; or

(c) an independent third party.

(5) To remove any doubt, the powers of investigation set out in the Part are, in the first instance, vested in the Registrar and nothing in this Part limits the authority of the Registrar to exercise such powers.

158 Powers of Inspectors to obtain information and Documents etc.

(1) If an Inspector considers that a Regulated Relevant Person may be able to give information or produce a Document that is or may be relevant to the investigation for which the Inspector was appointed (including any investigation under Article 157(2) (*Appointment of Inspectors*)), the Inspector may do any of the following:

(a) enter the business premises of the Person during normal business hours for the purpose of inspecting, obtaining and copying information or Documents, in any form, on the premises;

(b) require the Person to produce, or arrange for the production of, any books, Records or other Documents in the Person's custody or power relating to the investigation;

(c) require the Person to give, or arrange for the giving of, specified information relating to the investigation;

(d) require the Person to attend before the Inspector at a specified time and place (but on reasonable notice) and to answer all questions put to the Person by or on behalf of the Inspector relating to the investigation (a ***compulsory interview***);

(e) require the Person to give reasonable assistance of any other kind to the Inspector in connection with the investigation.

(2) The Inspector may, for the exercise of powers under sub-Article (1)(a) in relation to premises:

(a) require any appropriate Person to make available any relevant information or Documents, in any form, on the premises for inspection or copying; and

(b) require any appropriate Person to convert any relevant information or Documents on the premises into a form capable of being copied; and

(c) use the facilities of the occupier of the premises, free of charge, to make copies.

(3) If the Inspector requires a Person (the ***interviewee***) to attend a compulsory interview under sub-Article (1)(d), the Inspector may give directions:

(a) about who may be present at the compulsory interview, including a direction requiring the interviewee to answers questions put to the interviewee in private; and

(b) preventing any Person present during any part of the compulsory interview from disclosing to any other Person any information provided to the interviewee or questions asked by or on behalf of the Inspector during the compulsory interview; and

(c) about the conduct of any Person present at the compulsory interview, including about how the Person must participate in the interview; and

(d) requiring the interviewee to swear an oath or give an affirmation that the answers of the interviewee will be true; and

(e) requiring the interviewee to answer any questions relevant to the investigation; and

(f) requiring the interview to be audio or video recorded.

(4) If an Inspector has reasonable grounds to suspect that a Regulated Relevant Person for a Regulated Entity the subject of the investigation maintains or has maintained a bank account of any description, whether alone or jointly with another Person, into or out of which has been paid amounts that are in any way related to the affairs of the Regulated Entity, the Inspector may require the Person to obtain and produce all books and Records in the Person's custody or power relating to the bank account.

(5) If an Inspector makes a requirement of, or gives a direction to, a Person under this Article, the Person must comply with the requirement.

(6) A Person required under this Article to answer a question that is put to the Person by or on behalf of an Inspector must not, knowingly or recklessly:

(a) make a statement, or give information, (whether orally, in a Document or in any other way) that is false or misleading in a material particular; or

(b) withhold any information if withholding the information makes any information given by the Person false or misleading in a material particular or likely to mislead or deceive the Inspector.

(7) An Inspector may exercise any of the powers under this Article in respect of any Person within, or outside of, Alatau City. However, if the Person is outside Alatau City, the Inspector must either:

(a) use any arrangements with a relevant authority in the jurisdiction in which the Person is resident or domiciled, or the premises are located, to assist it to exercise the power; or

(b) apply to the Court for an order compelling the Person to give or arrange for the giving of information, to produce or arrange for the production of Documents, to answer questions or to permit the Inspector or any Person assisting the Inspector to enter premises of the Person and exercise any powers on or in relation to the premises.

(8) Contravention of sub-Article (5) or (6) is punishable by a fine.

159 Use and effect of information and Documents obtained for investigations

(1) Information or a Document given, produced or obtained because of the exercise by an Inspector of powers under Article 158 (*Powers of Inspectors to obtain information and Documents etc.*) is admissible in evidence in any proceedings, if the information or Document complies with any requirements relating to the admissibility of evidence in the proceedings.

(2) A requirement under Article 158 (*Powers of Inspectors to obtain information and Documents etc.*) to give, produce, or arrange for the giving or production of, information or a Document does not apply if the information or a Document is subject to legal professional privilege.

(3) Where information or a Document has not been produced to an Inspector on the grounds that it is subject to legal professional privilege and the Inspector disputes this claim, the Inspector may make an application to the Court for an order to produce that information or Document.

(4) An Inspector must not disclose a statement made by a Person in answer to any question asked under Article 158 (*Powers of Inspectors to obtain information and Documents etc.*) to any law enforcement agency for the purpose of criminal proceedings against the Person unless:

(a) the Person consents to the disclosure; or

(b) the Inspector is required by law or court order to disclose the statement.

(5) An Inspector may retain possession of any information and Document obtained under Article 158 (*Powers of Inspectors to obtain information and Documents etc.*) for so long as is necessary:

(a) for the purposes of the relevant investigation; or

(b) for a decision to be made about whether or not a proceeding to which the information or Document may be relevant should be commenced; or

(c) for a proceeding mentioned in paragraph (b) to be finally completed.

(6) A Person is not entitled to claim a lien on a Document as a basis for Failing to comply with a requirement under Article 158 (*Powers of Inspectors to obtain information and Documents etc.*), but any lien is not otherwise prejudiced.

(7) If a Person is unable to produce information or a Document in compliance with a requirement made by an Inspector under Article 158 (*Powers of Inspectors to obtain information and Documents etc.*), the Inspector may require the Person to state, to the best of the Person's knowledge or belief, where the information or Document may be found and who last had possession, custody or control of the information or Document.

(8) If an Inspector considers that, if disclosed, the fact of the issuing of a notice requiring a Person to do anything under Article 158 (*Powers of Inspectors to obtain information and Documents etc.*), may hinder an investigation, the Inspector may direct the Person not to disclose any information about the notice or the Person's compliance with it to any other Person, other than the first Person's legal representative under a duty of confidentiality.

(9) A Person is entitled to legal representation during the course of an investigation.

160 Obstructing or hindering Inspectors

(1) A Person must not, without reasonable excuse, engage in conduct intended to obstruct or hinder an Inspector in the Exercise of any Functions under Articles 158 (*Powers of Inspectors to obtain information and Documents etc.*) and 159 (*Use and effect of information and Documents obtained for investigations*) or any other provision of these Regulations, or under the Rules or any other Legislation Administered by the Registrar, including, for example, by engaging in any of the following conduct:

(a) destroying or concealing a Document;

(b) Failing to give or produce information or a Document required by the Inspector;

(c) Failing to attend before the Inspector at a specified time and place to answer questions;

(d) making a statement, or giving information, (whether orally, in a Document or in any other way) that is false or misleading in a material particular;

(e) Failing to give any assistance in relation to an investigation that the Person is required and able to give;

(f) Failing to comply with any other requirement made of the Person, or any direction given to the Person, by the Inspector under these Regulations.

(2) If a Person Fails to comply with a requirement or direction of an Inspector (whether under Articles 158 (*Powers of Inspectors to obtain information and Documents etc.*) or 159 (*Use and effect of information and Documents obtained for investigations*) or otherwise), the Inspector may certify the Failure in Writing to the Court. The Court may inquire into the matter and make the orders that it considers appropriate.

(3) Contravention of sub-Article (1) is punishable by a fine.

161 Inspectors' reports

(1) At the conclusion of an Inspector's investigation, the Inspector must give the Registrar a Written report on the investigation, in the form and covering the matters that the Registrar may require.

(2) An Inspector must make the interim reports (if any) to the Registrar that the Registrar may require.

(3) If the Registrar receives a report from an Inspector, the Registrar may do any 1 or more of the following:

(a) provide a copy of the report, or any part of the report, to any Regulated Entity to which the report relates, with or without a direction that it be disclosed to any shareholders, members, partners or any other Persons stated in the direction;

(b) provide a copy of the report, or any part of the report, to any Person whose financial interests may have been affected by the matters dealt with in the report;

(c) publish the report, or any part of the report, in the way the Registrar considers appropriate.

162 Application to Court by Registrar

(1) The Registrar may apply to the Court for an order under this Article if, from any report made or information or Document obtained under this Part 14 the Registrar considers that:

(a) a Regulated Entity's affairs are being, or have been, conducted in a way that is:

(i) Contravenes these Regulations; or

(ii) unfairly prejudicial to the interests of the Regulated Entity's shareholders, members or partners generally or of any of its shareholders, member or partners or to any other Person or class of Persons with an interest in the Regulated Entity or its affairs; or

(b) an actual or proposed act of a Regulated Entity (including an act or omission on its behalf) Contravenes or would Contravene, these Regulation or is, or would be, so unfairly prejudicial.

(2) If the Court is satisfied that an application by the Registrar under sub-Article (1) is well founded, the Court may make the order that it considers appropriate for giving relief in respect of the matters complained of.

CHAPTER 2 – OTHER POWERS OF THE REGISTRAR

163 Direction to comply with Legislation Administered by the Registrar

(1) This Article applies if a Regulated Entity, or a Regulated Relevant Person for a Regulated Entity, Fails to comply with a requirement (however expressed and including, to remove any doubt, a requirement applying for the benefit of a Person other than the Registrar):

(a) under a provision of these Regulations, the Rules or any other Legislation Administered by the Registrar; or

(b) made by the Registrar under these Regulations, the Rules or any other Legislation Administered by the Registrar.

(2) The Registrar may, by Written notice, direct the Regulated Entity, the Regulated Relevant Person, or another Regulated Relevant Person for the Regulated Entity, to comply with the requirement, or ensure that the requirement is complied with, within the time stated in the notice.

(3) If the Regulated Entity or Regulated Relevant Person Fails to comply with the direction under sub-Article (2), the Registrar may apply to the Court for 1 or more of the following orders:

(a) an order directing the Regulated Entity or Regulated Relevant Person, or another Regulated Relevant Person for the Regulated Entity, to comply with the direction or with any relevant provision of these Regulations, the Rules or any other Legislation Administered by the Registrar, or ensure that the direction is complied with, within the time stated in the order;

(b) an order directing the Regulated Entity or Regulated Relevant Person to pay any costs incurred by the Registrar or any other Person relating to:

(i) the giving of the direction by the Registrar; or

(ii) the relevant Contravention of these Regulations;

(c) any other order that the Court considers appropriate.

(4) This Article does not affect the operation of any other provision of these Regulations, the Rules or any other Legislation Administered by the Registrar imposing penalties in respect of a Failure to comply with a requirement to which this Article applies, or any powers that the Registrar, another Person or the Court may have under any other provision of these Regulations, the Rules made pursuant hereto or any other Regulations or Rules.

164 General power to obtain information

(1) The Registrar may, by Written notice, require any Regulated Entity, or any Regulated Relevant Person for a Regulated Entity, to give specified information, produce specified Documents, or ensure that specified information or Documents are given or produced, to the Registrar. The Regulated Entity or Regulated Relevant Person must comply with the requirement within the time specified in the notice.

(2) The Registrar may, by Written notice, require any Regulated Entity to allow the Registrar to enter any premises of the Regulated Entity during normal business hours, or at any other time agreed between the Registrar and the Regulated Entity, for the purpose of inspecting and copying information or Documents, in any form, on the premises. The Regulated Entity must comply with the requirement.

(3) The Registrar may exercise a power under sub-Article (1) or (2) if the Registrar considers that it is necessary or desirable to do so for the Exercise of the Registrar's Functions under these Regulations, the Rules or any other Legislation Administered by the Registrar.

(4) Information or a Document given, produced or obtained because of the exercise by the Registrar of powers under sub-Article (1) or (2) is admissible in evidence in any proceedings, if the information or Document complies with any requirements relating to the admissibility of evidence in the proceedings.

(5) Sub-Articles (1) and (2) do not apply to information or a Document if the information or Document is subject to legal professional privilege.

(6) The Registrar may apply to the Court for an order to require a Person to comply with a requirement under sub-Article (1) or (2), and the Court may make the orders that it considers appropriate.

165 Powers to strike off names of Regulated Entities from the Register

(1) The Registrar may strike the name of a Regulated Entity off the Register if the Registrar has reason to believe that:

(a) the Regulated Entity is not conducting business or is not in operation; or

(b) the Regulated Entity is Contravening these Regulations; or

(c) the continued registration of the Regulated Entity is contrary to the Legislation of Alatau City.

(2) The Registrar may, subject to the Rules and the Alatau Business Licensing Regime, conclude that a Regulated Entity is not conducting business or is not in operation where:

(a) the Regulated Entity has Failed, by the applicable due date, to file any Annual Return, annual confirmation statement, annual accounts or other periodic filing required under these Regulations or any other legislation applicable to that Regulated Entity; or

(b) a fee due to the Registrar has not been paid on the date due, and in each case, the Regulated Entity has Failed to file the Annual Return, annual confirmation statement, or annual accounts pay the fee due or to respond to correspondence with the Registrar and a period of 12 months has elapsed since the date on which the Annual Return, annual confirmation statement, or annual accounts was due to be filed or the relevant fee was due to be paid.

The suspension or revocation of a regulated person's business licence under the Alatau Business Licensing Regime does not of itself, automatically result in a Company being struck off the Register.

(3) The Registrar may also strike the name of a Regulated Entity off the Register if the Regulated Entity is being wound up in the circumstances in which this sub-Article is specified to apply under the Rules and/or the Alatau Insolvency Regulations and:

(a) the Registrar has reason to believe either that:

(i) no liquidator is acting; or

(ii) the affairs of the Regulated Entity are fully wound up; and

(b) the returns required to be made by the liquidator have not been made for a period of at least 6 consecutive months.

(4) In deciding whether to strike the name of a Regulated Entity off the Register under sub-Article (1) or (3), the Registrar must comply with the Decision-making Procedures and must also:

(a) publish a notice in the Appointed Publications of the Registrar's intention to strike the name of the Regulated Entity off the Register and dissolve the Regulated Entity before doing so; and

(b) if the Regulated Entity is owned, licensed, registered or recognised by the Administration - obtain the Administration's consent before publishing the notice under paragraph (a).

(5) If an application is made by a Regulated Entity to strike the Regulated Entity's name off the Register, the Registrar may strike the Regulated Entity's name off the Register if the requirements of sub-Articles (6) to (10) are met.

(6) An application under sub-Article (5) must:

(a) be made on the Regulated Entity's behalf by its Governing Body or a majority of its Shareholders, partners or members; and

(b) be in the form prescribed by the Rules.

(7) Within 7 days after the day that an application under sub-Article (5) is made, the applicants must give a copy of the application to every Person who, on the day the application is made, is:

(a) a Shareholder, partner or member of the Regulated Entity; or

(b) an Employee of the Regulated Entity; or

(c) a Creditor of the Regulated Entity; or

(d) a member of the Governing Body of the Regulated Entity who is not a party to the application.

(8) An application must not be made on behalf of a Regulated Entity under sub-Article (5):

(a) if at any time in the previous 3 months, the Regulated Entity has:

(i) changed its name; or

(ii) traded or otherwise carried on business; or

(iii) made a disposal for value of property or rights held, before the disposal, for gain in the normal course of trading; or

(iv) engaged in any other activity, other than an activity that is necessary or desirable for the purposes of making an application under sub-Article (5) for concluding the affairs of the Regulated Entity or complying with associated legal requirements; or

(b) at a time when any process in respect of the Regulated Entity, or its property, has commenced under the Alatau Insolvency Regulations.

(9) The Registrar must not strike the Regulated Entity's name off the Register under sub-Article (5) unless the Registrar has published a notice in the Appointed Publications, containing the matters required by sub-Article (10), and at least 3 months have elapsed since the day of publication of the notice.

(10) A notice under sub-Article (9) must:

(a) state that the Registrar may exercise the power to strike the Regulated Entity's name off the Register; and

(b) invite any Person to show cause why that should not be done.

(11) If the name of a Regulated Entity is struck off the Register under sub-Article (1), (3) or (5), the Liability of every member, partner, Director and Shareholder of the Regulated Entity continues and may be enforced as if the Company had not been dissolved.

(12) If the Registrar strikes the name of the Regulated Entity off the Register, the Regulated Entity must be dissolved.

(13) If the name of a Public Company is struck off the Register under this Article, the Regulated Entity must maintain its books and Records for a period of 6 years after the day its name is struck off the Register.

166 Restoration of a Regulated Entity

(1) The Court may, on application under sub-Article (2), make an order or orders to restore a Regulated Entity to the Register and any other order that it considers appropriate.

(2) The application may be made by any 1 or more of the following:

(a) the Registrar;

(b) any former Director of the Regulated Entity;

(c) any Person with an interest in any property that was subject to rights vested in the Regulated Entity or that was benefited by obligations owed by the Regulated Entity;

(d) any Person who, apart from, the Regulated Entity's dissolution would have been in a contractual relationship with it;

(e) any Person with a potential legal claim against the Regulated Entity;

(f) any former Shareholder, partner or member of the Regulated Entity;

(g) any Person who was a Creditor of the Regulated Entity when it its name was struck off the Register or it was dissolved;

(h) any other Person appearing to the Court to have an interest in the matter.

(3) However, an order under sub-Article (1) must not be inconsistent with any provision of Alatau Insolvency Regulations relation to the dissolution of Companies.

(4) If the Court makes an order under sub-Article (1) to restore a Regulated Entity to the Register, the general effect of the order is that the Regulated Entity is taken to have continued existence as if its name had not been struck off the Register and it had not been dissolved. However, the Regulated Entity is not liable to a fine for Failure to deliver accounts for any Financial Year in relation to which the period for filing accounts ended after the day of the striking off or dissolution and before the restoration of the Regulated Entity to the Register.

(5) If the Court makes an order under sub-Article (1) to restore a Regulated Entity to the Register, the Court may give directions and make the provisions it considers just for placing the Regulated Entity and all other Persons in the same position (as nearly as may be) as if the Regulated Entity's name had not been struck off the Register and the Regulated Entity had not been dissolved.

(6) If the Court makes an order under sub-Article (1) to restore a Regulated Entity to the Register, the applicant for the order must deliver a copy of the order to the Registrar within 14 days after the day the order is made or, if the Court allows a longer period, that longer period.

(7) The Registrar must, as soon as practicable after receiving a copy of the Court order, restore the Regulated Entity to the Register.

(8) The restoration of the Regulated Entity takes effect on a copy of the Court's order being delivered to the Registrar.

(9) The Registrar may, without the need to make an application to the Court, reinstate a Regulated Entity that has been struck off the Register by the Registrar where the Registrar is satisfied that the Regulated Entity should be restored to the Register in accordance with the Rules which shall establish the criteria to be applied by the Registrar in determining whether a former the Regulated Entity should be restored to the Register. Restoration of a Regulated Entity to the Register does not of itself reinstate expired or terminated, residency status or relevant benefits

CHAPTER 3 - GENERAL CONTRAVENTIONS

167 When does a Person Contravene these Regulations

(1) A Person ***Contravenes*** these Regulations if the Person:

(a) does something that the Person is prohibited from doing by or under these Regulations, the Rules or any other Legislation Administered by the Registrar; or

(b) does not do something that the Person is required or directed to do (however described) by or under these Regulations, the Rules or any other Legislation Administered by the Registrar; or

(c) otherwise Contravenes these Regulations, the Rules or any other Legislation Administered by the Registrar.

(2) This Article does not apply to anything done, or omitted to be done, by the Council, the Regulatory Commission or the Registrar.

168 Involvement in Contraventions of these Regulations

(1) If a Person is Knowingly Concerned in a Contravention of these Regulations committed by another Person, the first Person as well as the other Person Contravenes these Regulations and is liable to be proceeded against and dealt with accordingly.

(2) Without limiting sub-Article (1), if an Officer of a Company or another Body Corporate is Knowingly Concerned in a Contravention of these Regulations committed by the Body Corporate, the Officer as well as the Body Corporate Contravenes these Regulations and is liable to be proceeded against and dealt with accordingly.

(3) If the affairs of a Body Corporate are managed by its members, sub-Article (2) applies in relation to the acts and omissions of a member in connection with the member's management Functions as if the member were an Officer of the Body Corporate.

(4) For these Regulations, a Person is ***Knowingly Concerned*** in a Contravention of these Regulations if the Person:

(a) aided, abetted, counselled or procured the Contravention; or

(b) induced the Contravention, whether by threats or promises or otherwise; or

(c) was in any way, whether by act or omission and whether directly or indirectly, knowingly involved in, or a party to, the Contravention; or

(d) conspired with another Person or others to affect the Contravention; or

(e) whether alone or in concert with others and whether directly or indirectly, did, attempted or planned any of the following:

(i) concealing the existence, extent or nature of the Contravention;

(ii) obstructing, hindering, impeding or preventing competent authorities within Alatau City from detecting, investigating or prosecuting the Contravention.

(5) In this Article:

member, of a Body Corporate that is a Company, includes a Shareholder.

Officer, of a Company or other Body Corporate, includes a Person who is, acts as or purports to be any of the following:

(a) a member of a committee of management of the Body Corporate, whether or not a Director of the Body Corporate;

(b) a Chief Executive Officer, Secretary or similar officer of the Body Corporate;

(c) a controller of the Body Corporate.

(6) This Article does not apply to anything done, or omitted to be done, by the Council, the Regulatory Commission or the Registrar.

CHAPTER 4 - ENFORCEMENT

169 Enforceable agreements

(1) The Registrar may accept a Written undertaking given by a Person if the Registrar considers that accepting the undertaking is necessary or desirable in the pursuit of the Registrar's Objectives.

(2) The Person may withdraw or vary the undertaking at any time, but only with the consent of the Registrar.

(3) If the Registrar considers that the Person who gave the undertaking has Breached or is Breaching any of its terms, the Registrar may apply to the Court for an order under sub-Article (5).

(4) The Registrar may, if it considers it appropriate, publish the terms of any undertaking given by a Person under this Article.

(5) If the Court is satisfied that the Person has Breached or is Breaching a term of the undertaking, the Court may make 1 or more of the following orders:

(a) an order directing the Person to comply with that term;

(b) an order directing the Person to pay to any other Person or to the Registrar an amount up to the amount of any profit, gain or benefit that the Person has obtained directly or indirectly and that is reasonably attributable to the Breach;

(c) any order that the Court considers appropriate directing the Person to compensate any other Person who has suffered loss or damage because of the Breach;

(d) any other order the Court considers appropriate.

170 Administrative censures

(1) The Registrar may censure a Person if the Person Contravenes these Regulations, the Rules or another binding requirement arising under Legislation Administered by the Registrar.

(2) In deciding whether to censure a Person under sub-Article (1), the Registrar must comply with the Decision-making Procedures, and any applicable Regulatory Legislative Act governing liability measures under Article 72 of the Constitutional Law on Alatau City.

(3) The Registrar may censure a Person by any means, including by way of publishing a notice of censure in any way the Registrar considers appropriate, as long as they are consistent with any

applicable Regulatory Legislative Act of the Administration governing liability measures under Article 72 of the Constitutional Law on Alatau City.

171 Administrative imposition of fines and overall status of enforcement and fining powers

(1) If the Registrar is satisfied that a Person has Contravened these Regulations and Contravention of the relevant provision or of a relevant requirement is expressed to be punishable by a fine, the Registrar may impose a fine on the Person in accordance with Article 72 of the Constitutional Law on Alatau City, these Regulations, the Rules and any applicable Regulatory Legislative Act governing liability measures under Article 72 of the Constitutional Law on Alatau City.

(2) In deciding whether to impose a fine on a Person and, if so, the amount of the fine to be imposed, the Registrar must comply with any applicable Decision-making Procedures, any limits for fines prescribed by the Rules and any applicable requirements established under a Regulatory Legislative Act referred to in sub-Article (1).

(3) In exercising its powers to impose fines under this Article, the Registrar must also have regard to any applicable provisions of any Regulatory Legislative Act governing liability measures under Article 72 of the Constitutional Law on Alatau City.

(4) The maximum amounts of fines that may be imposed under these Regulations shall be prescribed by the Rules. Until such Rules come into effect, the Administration may establish temporary limits on the amounts of fines by an act adopted by decision of the Chief Executive Officer. Any such temporary limits shall cease to have effect upon the commencement of the relevant Rules.

CHAPTER 5 – APPLICATIONS TO COURT

172 Orders for compensation

(1) If a Person intentionally, recklessly or negligently Contravenes any requirement, direction, duty, prohibition, responsibility or obligation that is imposed by or under these Regulations, the Rules or any other Legislation Administered by the Registrar, the Person is liable to compensate any other Person for any loss or damage caused to the other Person because of the conduct, and is otherwise liable to restore the other Person to the position the other Person was in before the conduct.

(2) If a Person suffers loss or damage caused because of conduct mentioned in sub-Article (1), the Court may, on application brought by the Person or the Registrar on behalf of the Person, make orders for the recovery of damages, for compensation or for the recovery of property or any other order as the Court considers appropriate, unless liability for the loss or damage is excluded under these Regulations, the Rules or any other Regulations or Rules.

(3) This Article does not limit or otherwise affect any rights that a Person may have, or any powers that the Court may have, apart from this Article.

173 Liability of officers and others

In circumstances where the actions (or lack thereof) of an individual have given rise to the award of a disqualification order under Article 93 (*Disqualification orders*) or a compensation order under Article 174 (*Orders for unfair prejudice to Shareholders*), and the Court believes that such actions (or lack thereof) were as a result of the direction of an Officer of the Company or another Person in accordance with whose instructions the Directors of the Company are accustomed to act then the Court may make a disqualification order or a compensation order against that Officer or Person.

174 Orders for unfair prejudice to Shareholders

(1) If a Company's affairs are being or have been conducted in a way that is unfairly prejudicial to the interests of its Shareholders generally or any of its Shareholders, or an actual or proposed act or omission of the Company (including an act or omission on its behalf) is or would be so unfairly

prejudicial, the Court may, on application of a Shareholder, make 1 or more of the following orders:

(a) an order regulating the conduct of the Company's affairs in the future;

(b) an order requiring a Person to do, or not to do, anything;

(c) an order authorising proceeding to be brought in the name of and on behalf of the Company and on the terms the Court considers appropriate;

(d) an order providing for the purchase of the rights of any Shareholders of the Company by other Shareholders or by the Company itself and, for a purchase by the Company itself, the reduction of the Company's capital accounts accordingly;

(e) any other order that the Court considers appropriate.

(2) If an order under this Article requires the Company not to make any, or any specified, amendments of its Articles of Association, the Company must not, without leave of the Court, make any such amendment.

(3) An amendment of the Articles of Association of the Company made under an order under this Article has the same effect as if it had been duly made by Special Resolution of the Company, and these Regulations, the Rules and any other Legislation Administered by the Registrar apply to the Articles of Association as so amended accordingly.

(4) If the Court makes an order under this Article amending the Company's Articles of Association, the Company must deliver a copy of the order to the Registrar for registration within 14 days after the day the order is made or, if the Court allows a longer period, the longer period.

(5) This Article does not limit or otherwise affect any rights that a Person may have, or any powers that the Court may have, apart from this Article.

175 Compulsory winding up

(1) The Registrar may apply to the Court for the winding up of a Company if:

(a) either:

(i) a Company is Contravening or has Contravened these Regulations; or

(ii) it is in the interests of the Shareholders of the Company, or of the Creditors of the Company, for a Company to be wound up; and

(b) it is just and equitable and consistent with the Legislation of Alatau City for the Company to be wound up and, if the Company is licensed, registered or recognised by the Administration, the Administration has given its prior consent for the application to be made.

(2) The Court may make any orders that it considers necessary or desirable for the winding up of the Company.

(3) This Article does not limit or otherwise affect any rights that a Person may have, or any powers that the Court or Registrar may have, apart from this Article.

176 Appointment of receivers

(1) In this Article:

relevant requirement means a requirement, duty, prohibition, responsibility or obligation that is imposed by or under these Regulations, the Rules or any other Legislation Administered by the Registrar.

(2) This Article applies if:

(a) the Registrar has appointed an Inspector to conduct an investigation into the affairs of a Company; or

(b) a civil or regulatory proceeding has been instituted, by the Registrar or otherwise, against a Person because of the Person's conduct in relation to the affairs of a Company; or

(c) a Person has engaged, is engaging or is proposing to engage in conduct that was, is or will be a Contravention of a relevant requirement.

(3) The Court may, on application of the Registrar or any other Person, make an order appointing a receiver or receiver and manager, with the powers that the Court considers appropriate, of the property or any of the property of the Company.

(4) If the Company is licensed, registered or recognised by the Administration, the Registrar may not make an application under sub-Article (3) unless the Administration has given its prior consent to the Registrar making the application.

(5) This Article does not limit or otherwise affect any rights that a Person may have, or any powers that the Court or the Registrar may have, apart from this Article.

177 Power of Court to grant relief in certain cases

(1) If, in proceedings relating to any Contravention, default, negligence, or any Breach of duty, obligation, prohibition, requirement, responsibility or trust imposed by or under these Regulations, the Rules or any other Legislation Administered by the Registrar, commenced against an Officer of a Company or an auditor, it appears to the Court that the Officer or auditor is or may be liable for the conduct, but that the Officer or auditor has acted honestly and that, having regard to all the circumstances of the case (including those connected with the Officer's or auditor's appointment), the Officer or auditor ought fairly to be excused for the conduct, the Court may relieve the Officer or auditor, either wholly or partly, from liability for the conduct on the terms it considers appropriate.

(2) If an Officer or auditor of a Company has reason to apprehend that a claim will or might be made against the Officer or auditor in respect of any Contravention, default, negligence, or any Breach of duty, obligation, prohibition, requirement, responsibility or trust imposed by or under these Regulations, the Rules or any other Legislation Administered by the Registrar, the Officer or auditor may apply to the Court for relief, and the Court has the same power on the application to relieve the Officer or auditor from liability for conduct as it would have had if proceedings had been brought against the Officer or auditor for the conduct.

(3) In this Article:

auditor means a Person who is authorised as required by the Rules to perform audit activities and who (if applicable) holds any licence(s) required under the Alatau Business Licensing Regime to perform such activities.

178 Effect of provisions and extension to other Permitted Entities

To remove any doubt, nothing in any Article of this Part 14 limits any other Article of this Part 14, or limits any other provision of these Regulations, the Rules or any other Legislation Administered by the Registrar if the provision provides for administrative remedies or the commencement of proceedings in the Court.

PART 15: ULTIMATE BENEFICIAL OWNERS

CHAPTER 1 – BENEFICIAL OWNERSHIP OF RELEVANT PERSONS

179 Meaning of Ultimate Beneficial Owner

(1) In this Part 15, a reference to an ***Ultimate Beneficial Owner*** of a Relevant Person is (subject to any modification implemented in the Rules) a reference to a natural person (other than a person acting solely in the capacity of a professional adviser or professional manager) who:

(a) in relation to a company:

(i) owns or controls (directly or indirectly) Shares in the share capital of the company or other Ownership Interests in the Relevant Person of at least 25% (or such higher or lower amount as may be prescribed by the Rules); or

(ii) owns or controls (directly or indirectly) voting rights in the Relevant Person of at least 25% (or such higher or lower amount as may be prescribed by the Rules); or

(iii) owns or controls (directly or indirectly) the right to appoint or remove the majority of the Directors of the Relevant Person; or

(iv) has the legal right or through other Ownership Interests to exercise, or actually exercises, significant control or influence over the activities of the company; or

(b) in relation to a partnership, has the legal right to exercise, or actually exercises, significant control or influence over the activities of the partnership; or

(c) in relation to a foundation or a Non-Profit Incorporated Organisation, has the legal right to exercise, or actually exercises, significant control or influence over the activities of the Governing Body, Person or other arrangement administering the property or carrying out the objects of the foundation, or Non-Profit Incorporated Organisation; or

(d) in relation to a Trust, is defined as such in the appliable in the relevant Regulatory Legislative Act.

(2) Beneficial ownership may be traced through any number of Persons or arrangements of any description.

(3) If 2 or more natural persons jointly own or control an interest in a Relevant Person in accordance with sub-Article (1), each of them is treated for the purposes of these Regulations as owning or controlling that interest.

(4) A Relevant Person may have any number of natural persons each identified as its Ultimate Beneficial Owner.

(5) If no natural person is identified as an Ultimate Beneficial Owner of a Relevant Person under sub-Article (1), any natural person upon whose instructions the Relevant Person or its Governing Body is required or is accustomed to act, shall be an Ultimate Beneficial Owner.

(6) If there is no Ultimate Beneficial Owner of a Relevant Person under either of sub-Article (1) or (5), each:

(a) natural person that is a member of its Governing Body; and

(b) Ultimate Beneficial Owner of a Body Corporate member of its Governing Body shall be deemed to be an Ultimate Beneficial Owner of the Relevant Person.

180 Ultimate Beneficial Ownership information

(1) Each Relevant Person shall at all times take reasonable steps to obtain, maintain and hold adequate, accurate and current UBO Details in relation to each of its Ultimate Beneficial Owners and (if applicable) the information required under Article 185 (*Ownership through an exempt entity*).

(2) A Relevant Person shall be taken to have obtained, and shall hold, all information in relation to its Ultimate Beneficial Owners which is supplied to the Registrar in connection with its application for incorporation, formation, registration or continuation, as the case may be.

(3) A Relevant Person who is provided with a share transfer or other Document relating to a change in ownership shall not register, recognise or give effect to that transfer or Document, unless it is also provided with a statement by or on behalf of the transferee, which states:

(a) whether the transfer will result in a change in the Ultimate Beneficial Owners of the Relevant Person; and

(b) if it will result in such a change, the nature of the change; and

(c) the UBO Details in respect of each new Ultimate Beneficial Owner, as a result of the change.

181 Notice in respect of Ultimate Beneficial Ownership

(1) Without prejudice to the generality of Article 180(1) (*Ultimate Beneficial Ownership information*), a Relevant Person shall, subject to sub-Article (3), give any Person it has reasonable cause to believe is an Ultimate Beneficial Owner and whose UBO Details are not correctly or fully recorded on its Beneficial Ownership Register, the notice referred to in sub-Article (2).

(2) The notice referred to in sub-Article (1) is a Written notice that:

(a) states that it is given under these Regulations; and

(b) sets out the relevant UBO Details that the Relevant Person reasonably knows or believes to be the relevant particulars and leaves a space in the appropriate place to indicate that a relevant particular is not known; and

(c) requests the addressee to:

(i) state whether or not he or she is a beneficial owner of the Relevant Person; and

(ii) confirm or correct any particulars that are included in the notice; and

(iii) supply any particulars that are missing; and

(d) states that should the addressee Fail to comply with the notice within 30 days of receipt of the notice, the notified particulars will be entered in the Beneficial Ownership Register maintained by the Relevant Person.

(3) A Relevant Person is not required to give a notice under sub-Article (1), if:

(a) it has already been supplied with all the required UBO Details by that Person or with the knowledge of that Person; or

(b) the Relevant Person has made an inquiry (whether formal or informal) as to a natural person's status as an Ultimate Beneficial Owner of it, and 30 days has not elapsed since the making of those enquiries.

(4) For the purpose of identifying natural persons who are Ultimate Beneficial Owners, a Relevant Person is entitled to rely in good faith, without further enquiry, on the response of a Person to whom a notice was given under sub-Article (1), unless the Relevant Person has reason to believe that the response is misleading or false.

(5) Contravention of sub-Article (1) is punishable by a fine.

(6) A Person who provides information that is false or misleading in a material particular in relation to a notice given under sub-Article (1) shall be liable to a fine.

CHAPTER 2 – BENEFICIAL OWNERSHIP REGISTER

182 Requirements relating to Beneficial Ownership Register

(1) A Relevant Person shall keep and maintain a Beneficial Ownership Register within the time specified in sub-Articles (3) and (4), in which the UBO Details in respect of each of its Ultimate Beneficial Owners and (if applicable) the information required under Article 185 (*Ownership through the exempt entity*), shall be recorded. The Relevant Person shall record any changes to this information in the Beneficial Ownership Register within 14 days of becoming aware of such change.

(2) The Beneficial Ownership Register shall be kept and maintained at the address of the Relevant Person's registered office or any other permitted address notified in Writing by the Relevant Person to the Registrar.

(3) Each Relevant Person in existence at the Commencement Date shall establish a Beneficial Ownership Register within 90 days of such commencement.

(4) Each Relevant Person which comes into existence on or after the Commencement Date shall establish a Beneficial Ownership Register within 30 days of its incorporation or registration.

(5) Subject to Article 185 (*Ownership through the exempt entity*), the Relevant Person shall cause the following information to be entered in its Beneficial Ownership Register in respect of each Ultimate Beneficial Owner:

(a) full legal name; and

(b) residential address and, if different, an address for service of notices under these Regulations; and

(c) date and place of birth; and

(d) nationality; and

(e) information identifying the Person from their passport or other government-issued national identification document acceptable to the Registrar, including:

(i) identifying number; and

(ii) country of issue; and

(iii) date of issue and of expiry; and

(f) the date on which the Person became an Ultimate Beneficial Owner of the Relevant Person; and

(g) the date on which the Person ceased to be an Ultimate Beneficial Owner of the Relevant Person.

(6) If after having exhausted all reasonable means:

(a) no natural person is identified as the Ultimate Beneficial Owner of the Relevant Person; or

(b) there is reasonable doubt that any natural person so identified is an Ultimate Beneficial Owner of the Relevant Person,

the Relevant Person shall enter on its Beneficial Ownership Register, the UBO Details of the natural persons who are deemed to be the Ultimate Beneficial Owners pursuant to Article 179.

(7) If a Relevant Person causes an entry to be made in its Beneficial Ownership Register naming a natural person as an Ultimate Beneficial Owner, and the information and particulars were not provided either by that natural person or with his or her knowledge, the Relevant Person shall within 30 days of making the entry, notify the Person whose name has been included in the Beneficial Ownership Register of that fact.

(8) All notices and information to be delivered to the Registrar under this Article must be made in Writing.

(9) Contravention of sub-Articles (1) and (8) is punishable by a fine.

183 Application to the Court to rectify the Beneficial Ownership Register

(1) If:

(a) the name of any Person is, without sufficient cause, entered in or omitted from; or

(b) no entry is made in; or

(c) unnecessary delay takes place in:

(i) entering the name of any Person in; or

(ii) removing the name of any Person who has ceased to be a beneficial owner from,

a Relevant Person's Beneficial Ownership Register, the Person aggrieved, or any other interested party may apply to the Court for rectification of the Beneficial Ownership Register.

(2) Where an application is made under sub-Article (1), the Court may either:

(a) refuse the application; or

(b) order rectification of the Beneficial Ownership Register and if appropriate order payment by the Relevant Person of compensation for any loss sustained by any party aggrieved.

(3) On such an application, the Court may:

(a) decide any question as to whether the name of any Person who is a party to the application should or should not be entered in or omitted from the Beneficial Ownership Register; and

(b) decide any question necessary or expedient to be decided for rectification of the Beneficial Ownership Register.

(4) The reference in sub-Article (1) to "any other interested party" is a reference to:

(a) any member of the Relevant Person; and

(b) any Person who is an Ultimate Beneficial Owner of the Relevant Person; and

(c) any Person named as an Ultimate Beneficial Owner of the Relevant Person.

CHAPTER 3 – EXEMPTIONS

184 Exemptions

The requirements in this Part 15 do not apply to a Relevant Person which:

(1) has its Securities listed or traded on a Recognised Exchange; or

(2) is a Non-Profit Incorporated Organisation which does not, as its primary function, engage in raising or disbursing funds for charitable, religious, cultural, educational, social, fraternal or similar purposes; or

(3) is wholly owned by the Administration or a government or government agency of a Relevant Jurisdiction; or

(4) is established under a law of the Republic of Kazakhstan to perform governmental functions.

185 Ownership through an exempt entity

Notwithstanding Chapters Chapter 1 – Beneficial ownership of relevant persons, Chapter 2 – Beneficial ownership register and Chapter 4 – Provision of information to registrar, where a Person referred to in Article 184 (*Exemptions*) beneficially owns or controls (directly or indirectly) at least 25% of a Relevant Person, the Relevant Person shall:

(1) not be required to make any further inquiry as to its Ultimate Beneficial Owners, to the extent that their ownership is directly or indirectly held by or through such an entity; and

(2) record the following information in respect of each such entity on its Beneficial Ownership Register:

(a) full legal name; and

(b) registered address; and

(c) the category under Article 184 (*Exemptions*) that applies to the entity; and

(d) if the entity:

(i) has its securities listed or traded on a Recognised Exchange, the name of the Recognised Exchange; or

(ii) is wholly owned by a government or government agency, its name and the Relevant Jurisdiction; or

(iii) is established under a law of the Republic of Kazakhstan to perform governmental functions, the name of such law.

CHAPTER 4 – PROVISION OF INFORMATION TO REGISTRAR

186 Access to Registers

(1) A Relevant Person must not disclose, or make available for inspection, the Beneficial Ownership Register or any particulars contained therein to any Person, except:

(a) as provided in these Regulations; or

(b) as required under the Legislation of Alatau City; or

(c) with the consent of the relevant Ultimate Beneficial Owner.

(2) Each Relevant Person in existence at the Commencement Date shall within 90 days of such date provide to the Registrar the UBO Details of any Person whose name is included in its Beneficial Ownership Register.

(3) Each Relevant Person which is incorporated, registered or converted after the Commencement Date shall be deemed to have provided to the Registrar the UBO Details of any Ultimate Beneficial Owners as part of the application for incorporation, registration or conversion.

(4) Contravention of sub-Article (2) is punishable by a fine.

187 Notification to the Registrar

(1) A Relevant Person which makes a change in its beneficial ownership, shall within 30 days of the date of making the change, notify the Registrar of the particulars of the change.

(2) The Registrar may pursuant to sub-Article (1) and Article 186 (*Access to Registers*) require the provision of such further information in relation to any Ultimate Beneficial Owner on the Beneficial Ownership Register, as the Registrar may require.

(3) Contravention of sub-Article (1) is punishable by a fine.

188 Notices issued by the Registrar

(1) The Registrar may, by Written notice, require a Relevant Person or any other Person (without prejudice to any lien claimed by such a Person on any Documents produced by him) who may have information or Documents related to Ultimate Beneficial Owners to:

(a) provide; or

(b) produce for the purposes of inspection; or

(c) furnish, to the Registrar' officers, servants or agents authorised for the purposes of inspection under this Article, on production of evidence of such authority,

such information or Documents, in such form and manner, within such time and at such place as may be specified in the notice, as the Registrar may require for the performance of his Functions under these Regulations.

(2) The powers conferred on the Registrar by sub-Article (1) to require a Person to provide information or produce any Documents includes the power:

(a) where the Documents are produced, to take copies of them or extracts from them, in circumstances where the Registrar is satisfied that the taking of such copies or extracts is necessary for the proper exercise of powers under or in relation to these Regulations; and

(b) where the Documents are not produced, to require the Person who was required to produce them to state, to the best of his knowledge and belief, where they are; and

(c) to attend at such time and place as may be required and explain and answer questions relating to any matters in relation to which the production of the information may be required; and

(d) where required by the urgency of the situation or other relevant circumstances, to attend at the Relevant Person's place of business or its registered office, without prior notice and to request any such information or Documents to be produced immediately.

(3) A Person to whom a notice or other request is directed is not required to provide any information that is subject to legal professional privilege.

(4) A statement made by a Person in response to a requirement imposed by or under sub-Articles (1) or (2) may be used in evidence against him in:

(a) proceedings other than criminal proceedings; and

(b) in criminal proceedings:

(i) where evidence relating to it is adduced, or a question relating to it is asked, in the proceedings by or on behalf of that Person; or

(ii) for:

(A) an offence under these Regulations; or

(B) some other offence where, in giving evidence, he makes a statement; or

(C) inconsistent with it, but the statement is only admissible to the extent necessary to establish the inconsistency; or

(D) perjury; or

(E) perverting the course of justice.

(5) If a Relevant Person is in the process of being wound up or dissolved, the liquidator or other Person responsible for the winding up of the affairs of the Relevant Person shall deliver to the Registrar the Beneficial Ownership Register of the Relevant Person or a true copy thereof, within 30 days of his or her appointment.

(6) In the case where a Relevant Person is in the process of being struck off the Register under Chapter 2 – Other powers of the registrar (*Others powers of the registrar)* of Part 14 (*Powers and remedies*), the members of the Governing Body shall deliver to the Registrar the Beneficial Ownership Register of the Relevant Person or a true copy thereof, within 30 days of an application for strike off made by the Relevant Person or a notice of strike off issued by the Registrar.

(7) A Contravention of sub-Article (1), (5) or (6) is punishable by a fine.

CHAPTER 5 – OBLIGATIONS OF REGISTRAR OF COMPANIES

189 Obligations of the Registrar

(1) The Registrar shall collect and process information relating to Ultimate Beneficial Owners obtained by him under these Regulations only for the purposes of regulation in relation to money laundering and terrorism financing, unlawful organisations and sanctions compliance in Alatau City, or to comply with the Legislation of Alatau City.

(2) Except as required for the purpose of sub-Article (1) or (4), the Registrar shall:

(a) not retain in his possession such information; and

(b) shall make arrangements for its secure destruction.

(3) The Registrar shall, unless the Relevant Person consents to such disclosure, disclose such information only at the request of a regulator, a law enforcement agency or other government authority prescribed by the Legislation of Alatau City, and then only to the regulator, agency or authority which made the request, for the purpose of such a request.

(4) In the case of a Relevant Person that has been wound up, dissolved, terminated or struck off, the Registrar shall retain any Records delivered to him pursuant to Article 188(5) and 188(6) (*Notices issued by the Registrar*) relating to that legal person as at the date of its dissolution, termination or striking off (as the case may be) for a period of 6 years after that date.

CHAPTER 6 – ENFORCEMENT

190 Removal of Ultimate Beneficial Owner

(1) Where the Registrar is notified or becomes aware that an Ultimate Beneficial Owner of a Relevant Person is:

(a) the subject of a sanction imposed by any:

(i) government; or

(ii) entity that is a representative, constituent part or extension of a sovereign state or political subdivision thereof; or

(iii) entity that is established under international law or the laws of any 2 or more sovereign states; or

(b) involved or has been involved in any proceedings that are law enforcement related or criminal, civil, regulatory, tax or administrative in nature, and

the Registrar considers that having such a Person as an Ultimate Beneficial Owner of a Relevant Person in Alatau City is:

(c) contrary to the law of the Republic of Kazakhstan or any other Legislation Administered by the Registrar; or

(d) prejudicial to the interests of Alatau City,

the Registrar may, by Written notice, require the Relevant Person to remove such a Person as an Ultimate Beneficial Owner of the Relevant Person within the time specified in the notice to the extent permissible by law, and require the steps sets out in Article 60(4) (*Right of Public Company to request information about interests in its Shares*) to be taken in respect of any shares in the share capital of the Relevant Person in which such a Person has an interest.

(2) Contravention of sub-Article (1) is punishable by a fine.

191 Strike off

If a Relevant Person Fails to comply with a requirement of this Part 15 (*Ultimate Beneficial Ownership*) or notice thereunder, the Registrar may, after following any relevant procedures set out in these Regulations, strike the Relevant Person off the Register.

PART 16: WHISTLEBLOWING

CHAPTER 1 – INTERPRETATION

192 Meaning of Protected Report, Protected Reporter, Worker, and Employer

In this Part 16:

Protected Report means a report that meets all of the following requirements:

(1) it is about an AC Entity or a Person connected with an AC Entity;

(2) it is made to AC Entity itself or a Person specified or referred to in Article 193(1) (*Protected Reports and Protected Reporters*);

(3) if it is made to an authority or officer, the authority or officer is responsible for matters of the kind reported;

(4) it is given in good faith;

(5) it gives information that the reporter reasonably believes shows that any of the following has happened, is happening, or is likely to happen:

(a) a criminal offence (whether under the law of the Republic of Kazakhstan or of another jurisdiction); or

(b) a Person is in contravention of a legal requirement, or is failing to comply with any legal obligation to which he is subject; or

(c) the endangering of the health and safety of an individual; or

(d) a breach of an AC Entity's policies and procedures (including, for example, a breach of any code of conduct or policy in relation to ethical behaviour); or

(e) the deliberate concealment of a matter referred to in any of (a) to (d).

Protected Reporter means a Worker who makes a Protected Report.

Worker means:

(1) an individual who has entered into or works under (or, where employment has ceased, worked under):

(a) an express or implied contract of hire under which the other Person has the right to control the details of work performance; or

(b) any other contract, whether express or implied and (if it is express) whether oral or in writing, whereby the individual undertakes to do or perform personally any work or services for another party to the contract whose status is not by virtue of the contract that of a client or customer of any profession or business undertaking carried on by the individual;

(2) an individual who is not a Worker as defined by (1) but who:

(a) works or worked for a Person in circumstances in which he is or was introduced or supplied to do that work by a third Person and the terms on which he is or was engaged to do the work are or were in practice substantially determined not by him but by the Person for whom he works or worked, by the third Person or by both of them; or

(b) contracts or contracted with a Person, for the purposes of that Person's business, for the execution of work to be done in a place not under the control or management of that Person and who would therefore fall within (1)(b) if for "personally" in that provision there were substituted "(whether personally or otherwise)"; or

(c) is or was provided with work experience provided pursuant to a training course or programme or with training for employment (or with both) otherwise than under a contract of employment or on a course provided by any university, college, school or other educational establishment.

Employer means:

(1) in relation to a Worker falling within (1)(a) of the definition of "Worker", the Person by whom the Worker is (or, where employment has ceased, was) employed; or

(2) in relation to a Worker falling within 192(2)(a) of the definition of "Worker", the Person who substantially determines or determined the terms on which he is or was engaged; or

(3) in relation to a Worker falling within 192(2)(c) of the definition of "Worker", the Person providing the work experience or training.

CHAPTER 2 – RIGHTS AND REMEDIES FOR WHISTLEBLOWERS

193 Protected Reports and Protected Reporters

(1) A Protected Report shall be protected provided that it is made to:

(a) the AC Entity concerned; or

(b) an auditor of the AC Entity or a member of the audit team; or

(c) a legal adviser in the course of obtaining legal advice; or

(d) a prosecuting authority; or

(e) a law enforcement authority; or

(f) a body of the Administration; or

(g) a regulatory or governmental authority, body or agency in a jurisdiction outside Alatau City (whether in the Republic of Kazakhstan or not), including a body or officeholder responsible for enforcing the criminal law of that jurisdiction; or

(h) any other Person designated under the Legislation of Alatau City.

(2) An AC Entity that receives a report that purports to be a Protected Report:

(a) must treat the individual who made the report as a Protected Reporter; and

(b) must treat the report as a Protected Report;

until the AC Entity has decided, acting reasonably and on the basis of a proper investigation, that the report is not a Protected Report.

(3) If an AC Entity becomes aware that an individual has made a report that purports to be a Protected Report about the AC Entity to a Person specified or referred to in sub-Article (1), then the AC Entity must treat the individual as a Protected Reporter until the AC Entity establishes, acting reasonably and on the basis of a proper investigation, that the report is not a Protected Report.

(4) If an AC Entity proposes, in accordance with sub-Articles (2) or (3), not to treat an individual as a Protected Reporter or a report as a Protected Report, then it must, where possible, provide adequate notice to that individual in order to allow that individual sufficient time to apply to the Court for an order pursuant to sub-Article (5) to retain his status as a Protected Reporter and that of the report as a Protected Report.

(5) The Court may order an AC Entity to:

(a) treat an individual who has made a report as a Protected Reporter; and

(b) treat that report as a Protected Report.

194 Right not to suffer detriment

(1) A Protected Reporter has the right:

(a) not to be subjected to any detriment by any act, or any deliberate failure to act, done by:

(i) his Employer; or

(ii) another Worker of the Protected Reporter's Employer in the course of that other Worker's employment; or

(iii) an agent of the Protected Reporter's Employer acting with the Employer's authority, on the ground that the Protected Reporter has made a Protected Report; and

(b) not to be dismissed where the reason (or, if more than 1, the principal reason) for the dismissal is that the Protected Reporter has made a Protected Report.

(2) Where a Protected Reporter is subjected to detriment by anything done as mentioned in sub-Articles (1)(a)(ii) or (1)(a)(iii), that thing is treated as also done by the Worker's Employer and it is immaterial, for the purposes of this sub-Article (2), whether the thing is done with the knowledge or approval of the Worker's Employer.

(3) A Protected Reporter may present a complaint to the Court that he has been subjected to a detriment in Contravention of sub-Article (1)(a) or he has been dismissed in Contravention of sub-Article (1)(b).

(4) In proceedings against a Protected Reporter's Employer in respect of anything alleged to have been done as mentioned in sub-Article (1)(a)(ii), it is a defence for the Employer to show that the Employer took all reasonable steps to prevent the other Worker from doing that thing or from doing anything of that description.

(5) A Worker or agent of a Protected Reporter's Employer is not liable by reason of sub-Articles (1)(a)(ii) or (1)(a)(iii) for an act that subjects the Protected Reporter to detriment if:

(a) the Worker or agent does that thing in reliance on a statement by the Employer that doing it does not Contravene this Article; and

(b) it is reasonable for the Worker or agent to rely on the statement, but this does not prevent the Employer from being liable by reason of sub-Article (2).

(6) A Protected Reporter must not be subject to any civil or contractual Liability for making a Protected Report and no contractual, civil or other remedy or right may be enforced against the Protected Reporter by another Person for making the Protected Report or any consequence resulting from the Protected Report.

(7) Contravention of sub-Article (1) is punishable by a fine.

195 Remedies where detriment is suffered

(1) Where the Court finds a complaint made under Article 194(3) (*Right not to suffer detriment*) well-founded, the Court:

(a) shall make a declaration to that effect; and

(b) may make an award of compensation to be paid by the Employer to the complainant in respect of the act or failure to act to which the complaint relates.

(2) The amount of the compensation awarded shall be such as the Court considers just and equitable in all the circumstances having regard to:

(a) the infringement to which the complaint relates; and

(b) any loss which is attributable to the act, or failure to act, which infringed the complainant's right; and

(c) the extent to which the complainant has taken steps reasonably available to him to mitigate the loss referred to in paragraph 195(2)(b).

(3) The loss shall be taken to include:

(a) any expenses reasonably incurred by the complainant in consequence of the act, or failure to act, to which the complaint relates; and

(b) loss of any benefit which he might reasonably be expected to have had but for that act or failure to act.

(4) Where the Court finds that the act, or failure to act, to which the complaint relates was to any extent caused or contributed to by any action of the complainant, it shall reduce the amount of the compensation by such proportion as it considers just and equitable having regard to that finding.

CHAPTER 3 – WHISTLEBLOWING POLICIES

196 Whistleblowing policy

(1) An AC Entity must establish a Written policy on whistleblowing that:

(a) is approved by its Governing Body; and

(b) complies with this Part; and

(c) is appropriate for the nature, scale and complexity of AC Entity's business.

(2) An AC Entity that is a branch, or is a member of a group, may rely on the whistleblowing policy of its head office, or a group-wide whistleblowing policy, provided that the policy substantially complies with this Part.

197 Content of whistleblowing policy

(1) An AC Entity's whistleblowing policy must comply with all of the following requirements:

(a) it must provide 2 or more independent channels for making a Protected Report, which may include any 2 of the following non-exhaustive examples:

(i) a dedicated email address to which reports may be sent; and

(ii) a dedicated telephone number over which reports may be made; and

(iii) designated individual(s) within AC Entity to whom reports may be made;

(b) if appropriate, it must provide for a report to be made in a language other than English;

(c) it must recognise that a report may be made by anybody with the necessary information (not only by an officer or employee of AC Entity);

(d) it must allow a Protected Report to be made anonymously;

(e) to the extent that a Protected Reporter's identity is disclosed voluntarily or is revealed to, or inferred by, AC Entity following an investigation of the Protected Report, the policy must provide for the identity of that Protected Reporter to be kept confidential (so far as possible);

(f) it must provide for reasonable measures to protect a Protected Reporter, anyone who assists in investigating a Protected Report, and anyone who cooperates with the investigation, against retaliation or detriment;

(g) it must explicitly recognise a Protected Reporter's right (and, in certain cases, obligation) to report to or communicate with the entities or individuals listed in Article 193 (*Protected Reports and Protected Reporters*);

(h) it must provide a suitable set of guiding principles, and clear procedures, for the assessment, investigation and escalation of a Protected Report;

(i) it must provide for the investigation of a Protected Report to be independent of the individual or business unit concerned, for example through the appointment of a third-party investigator;

(j) it must provide for a Protected Report to be acknowledged by AC Entity, and for the Protected Reporter who made it to be kept informed (to the extent that is appropriate in the circumstances) about the progress and outcome of the investigation;

(k) it must provide for the reporting, monitoring and investigation of retaliation, attempts at retaliation and threats of retaliation against, and any other actions causing detriment to, the Protected Reporter and any Persons that assist in the conduct of the investigation;

(l) it must provide for retaliation, an attempt at retaliation, or a threat of retaliation and any other actions causing detriment to the Protected Reporter or a Person assisting an investigation into a Protected Report to be treated as gross misconduct;

(m) it must provide for appropriate reporting to AC Entity's governing body and the Administration about Protected Reports, the investigation of such reports and the outcome of the investigations.

(2) The AC Entity must set out the policy clearly in a Document, and must ensure that all of the entity’s officers and employees have access to, and understand, the Document.

(3) The policy must also clearly set out statements of:

(a) the benefits to AC Entity of the whistleblowing policy; and

(b) AC Entity's commitment to it.

198 Implementation of whistleblowing policy

(1) The Governing Body of an AC Entity must ensure that AC Entity's whistleblowing policy is fully implemented.

(2) In particular, AC Entity's Governing Body must take reasonable steps to ensure that a Protected Reporter, anyone who assists in investigating a Protected Report, and anyone who cooperates in the investigation, are protected against retaliation and any other action causing detriment.

(3) An AC Entity must nominate an appropriately senior individual to oversee the implementation of the whistleblowing policy.

(4) An AC Entity that receives a Protected Report must notify the Administration within 5 days.

(5) An AC Entity's Governing Body must ensure that the whistleblowing policy is reviewed and, if necessary, updated at least once every 3 years by:

(a) AC Entity's internal auditor; or

(b) an independent and objective external reviewer.

(6) An AC Entity must provide regular training for all of its Employees on its whistleblowing policy and any relevant procedures contained in the policy. In particular, AC Entity must provide appropriate specialist training for the Employees who are responsible for key elements of the policy.

(7) An AC Entity may outsource the implementation of its whistleblowing policy. If AC Entity does so, it must ensure that the outsourcing agreement:

(a) nominates the individual referred to in sub-Article (3); and

(b) otherwise provides appropriately for the implementation of the AC Entity’s obligations under the policy.

(8) In the event that an AC Entity outsources the implementation of its whistleblowing policy, its rights and obligations under this Part 16 shall remain unaltered, notwithstanding anything to the contrary in the outsourcing agreement.

PART 17: GENERAL PROVISIONS

CHAPTER 1 – THE REGULATORY COMMISSION

199 Power to adopt Rules etc.

(1) The Regulatory Commission may adopt Rules prescribing matters:

(a) required or permitted by these Regulations, or any other Regulations that are Legislation Administered by the Registrar, to be prescribed by the Regulatory Commission by the Rules; or

(b) necessary or convenient to be prescribed for carrying out or giving effect to these Regulations, the Rules or any other Legislation Administered by the Registrar.

(2) Without limiting sub-Article (1), the Regulatory Commission may to the extent that these powers do not fall within the exclusive authority of the Republic of Kazakhstan or its regulatory acts, adopt Rules:

(a) with respect to any matters relating to the Registrar's Objectives or Functions; or

(b) to facilitate the administration of, or further the purposes of, these Regulations or any Legislation Administered by the Registrar; or

(c) prescribing standard articles of association; or

(d) with respect to the procedures for the imposition or recovery of fines, including any circumstances in which the procedures do not apply to the imposition of a fine; or

(e) setting limits for fines and other penalties that may be imposed for Contraventions of these Regulations; or

(f) the giving of waiver and modification notices under Article 209 (*Waivers and modifications of certain provisions*), including the procedures for the making of application for, or giving of, notices; or

(g) with respect to any of the following:

(i) forms, procedures and requirements under these Regulations, the Rules or any other Legislation Administered by the Registrar;

(ii) the keeping of public registers and databases;

(iii) the conduct of the Registrar and the Registrar's officers, employees, delegates and agents in relation to the Exercise of Functions, including discretionary Functions and the conduct of investigations and hearings.

(3) Rules adopted by the Regulatory Commission may incorporate standards and codes of practice by reference. A standard or code of practice incorporated into Rules adopted by the Regulatory Commission has the same effect as it had been adopted in the Rules, except so far as the Rules otherwise provide.

(4) Instead of incorporating a standard or code of practice into Rules adopted by the Regulatory Commission, the Regulatory Commission may adopt the standard or code of practice as non-binding guidance for AC Entities.

(5) Without limiting sub-Article (1), Rules adopted by the Regulatory Commission may do any of the following:

(a) make different provision for different cases or circumstances; and

(b) include supplementary, incidental and consequential provisions; and

(c) make transitional and savings provisions; and

(d) make such provisions it considers to be necessary to improve the effectiveness or operation of these Regulations or to reflect international developments in best practice or technology, provided that such provisions do not amend or conflict with these Regulations.

(6) If any Rules adopted by the Regulatory Commission purport to be adopted in the exercise of a particular power or powers, the Rules are taken also to be adopted in the exercise of all the powers under which they may be adopted.

(7) Until Rules under sub-Article (2)(e) come into effect, the Administration may establish temporary limits for fines and other penalties that may be imposed for Contraventions of these Regulations by an act adopted by decision of the Chief Executive Officer. Any such temporary limits shall cease to have effect upon the commencement of the relevant.

CHAPTER 2 - THE REGISTRAR

200 Reporting by Registrar

The Registrar must report to the Council (or any person or body nominated by the Council for this purpose) in such a way as the Council may direct.

201 Record keeping

The Registrar must make suitable arrangements for keeping appropriate Records in relation to the Exercise of the Registrar's Functions.

202 Conflicts of interest

(1) This Article applies to an individual (a ***relevant person***) who is the Registrar or an officer, employee, delegate, agent of the Registrar.

(2) A relevant person must disclose all material conflicts of interest that the person has in Exercising the person's Functions. The disclosure must be made without undue delay to the person to whom the relevant person reports.

(3) A relevant person must not take part in the making of a decision on a matter in relation to which the person has a material conflict of interest.

(4) Contravention of sub-Article (3) in relation to a decision does not invalidate the decision.

203 Confidential information

(1) For this Article, information is ***confidential*** if:

(a) it is received by the Registrar, or an officer, employee, delegate or agent of the Registrar, in the Exercise of a Function under these Regulations, the Rules or any other Legislation Administered by the Registrar; and

(b) it has not been made available to the public in circumstances in which disclosure is not prohibited under these Regulations, the Rules or any other Legislation Administered by the Registrar.

(2) Subject to sub-Article 204(3), confidential information must not be disclosed by the Registrar, by an officer, employee, delegate or agent of the Registrar, or by any Person coming into possession of the information, without the consent of the Person to whom the duty of confidentiality is owed.

(3) However, the Registrar may, and must if directed by the Chief Executive Officer (or any other person or body nominated by the Council for this purpose), disclose confidential information if the disclosure is:

(a) permitted or required to be made under these Regulations, the Rules made pursuant hereto or any other Regulations or Rules; or

(b) permitted or required to be made by or under any other law; or

(c) made to the Administration for the purpose of assisting the Administration to Exercise its regulatory Functions; or

(d) made in good faith for the purposes of the Exercise of the Registrar's Functions

provided that confidential information shall be distributed in accordance with this sub-Article only to the extent, and only to such Persons, as may be required in the circumstances or for the purposes set out above.

204 Annual budget of the Registrar

(1) Before the end of each financial year of the Administration an estimate of the annual income and expenditure of the Registrar for the next financial year must, be submitted to the Chief Executive Officer as a part of the Administration's annual budget.

(2) The estimates must include figures relating to levels of remuneration and entitlement to expenses of the Registrar including its officers, employees and agents.

(3) The Chief Executive Officer may, within 30 days after the day it receives estimates for a financial year under sub-Article (1):

(a) approve the estimates; or

(b) on reasonable grounds, reject them.

205 Funding and fees

(1) Where the Registrar’s Functions are exercised within the Administration, the Administration shall take all reasonable steps to ensure that adequate financial resources are made available from the annual budget of the Administration to enable the Registrar to Exercise those Functions in an adequate manner.

(2) Where any of the Registrar’s Functions are delegated to another Person, the arrangements for funding the Exercise of those Functions shall be determined by the terms of the relevant delegation or other applicable arrangements.

(3) The Rules may require the payment of fees in respect of:

(a) the Exercise by the Registrar of prescribed Functions under or for these Regulations, the Rules or any other Legislation Administered by the Registrar, including the receipt by the Registrar of any Document that is required to be given or delivered to, or filed with, the Registrar (however described); and

(b) the inspection of Documents or other material held by the Registrar under these Regulations, the Rules or any other Legislation Administered by the Registrar; and

(c) the Post-Registration Procedures service provided by the Registrar under these Regulations, the Rules or any other Legislation Administered by the Registrar.

(4) The Registrar may charge a fee for any services provided by the Registrar otherwise than under an obligation imposed on the Registrar by or under these Regulations, the Rules or any other Legislation Administered by the Registrar.

(5) If a fee is prescribed or charged under this Article for the Exercise of a Function, or the provision of services, by the Registrar, no action needs to be taken by the Registrar until the fee is paid and, if the fee is payable on the receipt by the Registrar of a Document required to be given or delivered to, or filed with, the Registrar (however described), the Registrar is taken not to have received the Document until the fee is paid.

(6) The amounts of fees payable under this Article shall be prescribed by the Rules. Until the relevant Rules come into effect, the Administration may establish temporary amounts of such fees by an act adopted by decision of the Chief Executive Officer. Any such temporary amounts shall cease to have effect upon the commencement of the relevant Rules.

206 Accounts of Registrar

The Registrar must keep proper accounts of the Registrar's financial activities and provide such information to the Chief Executive Officer as they may require to enable the Administration to satisfy any accounting and audit requests applicable to it.

207 Liability

(1) Neither the Registrar, the Administration, nor an officer, employee, delegate or agent of the Registrar or of the Administration or of any SMO nor any member of the Regulatory Commission, can be held liable for anything done or omitted to be done in the Exercise or purported Exercise of the Functions of the Registrar, the Regulatory Commission or the Council (or any person or body nominated by the Council for this purpose) under these Regulations, the Rules or any other matters handled by the Registrar.

(2) Sub-Article (1) does not apply in relation to an act or omission if the act or omission is shown to have been in bad faith.

208 Independent review of Registrar

(1) The Chief Executive Officer may appoint an independent Person (the ***reviewer***) to review and report to the Chief Executive Officer on any aspect of the efficiency and effectiveness of the Registrar in the use of the Registrar's resources.

(2) The reviewer has a right of access, at all reasonable times, to all information that is held or controlled by any officer, employee or agent of the Registrar and that is reasonably required by the reviewer for the purposes of the review.

(3) The reviewer is entitled reasonably to require from the Registrar, and the officers, employees and agents of the Registrar, the information and explanations that the reviewer considers necessary for the purposes of the review.

(4) A Person must not, without reasonable excuse, intentionally engage in conduct that obstructs or hinders the reviewer in the Exercise of the reviewer's Functions under this Article.

CHAPTER 3 – MISCELLANEOUS

209 Waivers and modifications of certain provisions

(1) In this Article:

relevant provision means a provision of these Regulations, the Rules, or any other Legislation Administered by the Registrar, or any provision of other Regulations and Rules declared by the Rules to be a provision to which this Article applies.

(2) On the application or with the consent of a Person, the Registrar may in accordance with the relevant Rules, by Written notice, provide that 1 or more relevant provisions:

(a) do not apply to the Person; or

(b) apply to the Person with the modifications stated in the notice.

(3) The notice may be given subject to conditions.

(4) If the notice is given subject to conditions, the Person must comply with the conditions. If the Person Contravenes a condition, the Registrar may, without limiting the Registrar's other powers, apply to the Court for the order that the Registrar considers appropriate, including an order that the Person comply with the condition, whether or not in a specified way.

(5) Unless the Registrar is satisfied that it is inappropriate or unnecessary to do so, the Registrar must publish a notice under sub-Article (2) in a way the Registrar considers appropriate for bringing the notice to the attention of:

(a) Persons likely to be affected by it; and

(b) others who may be likely to become subject to a similar notice.

(6) The Registrar may withdraw or vary a notice under sub-Article (2), on the Registrar's own initiative or on the application of the Person to whom the notice applies.

210 Obligation of disclosure to Registrar

(1) A Regulated Entity or an auditor of a Regulated Entity must disclose to the Registrar any matter that reasonably tends to show:

(a) that the Regulated Entity has or may have Contravened these Regulations; or

(b) anything else prescribed by the Rules or any other Legislation Administered by the Registrar.

(2) Contravention of sub-Article (1) is punishable by a fine.

(3) Sub-Article (1) does not require disclosure of a privileged communication.

(4) A Regulated Entity must establish and maintain appropriate systems and internal procedures to enable it to comply with sub-Article (1).

(5) Any provision in an agreement between a Regulated Entity and a Relevant Person for the Regulated Entity or an auditor, is void so far as it purports to hinder any Person from causing or assisting a Regulated Entity to comply with an obligation under sub-Article (1).

(6) A Person must not be subjected to detriment, loss or damage merely because the Person does anything to cause or assist a Regulated Entity to comply with an obligation under sub-Article (1).

(7) The Court may, on the application of an aggrieved Person, make any order for relief if the Person has been subjected to any detriment, loss or damage referred to in sub-Article (6).

(8) Any disclosure by an Auditor to the Registrar must be subject to the confidentiality and disclosure requirements established by Rules and any applicable laws of the Republic of Kazakhstan.

(9) In this Article:

auditor includes a Person who is authorised as required by the Rules to perform audit activities and who (if applicable) holds any licence(s) required under the Alatau Business Licensing Regime to perform such activities.

privileged communication means a communication attracting a privilege arising from the provision of professional legal advice or any other advice to which the relationship of lawyer and client or other similar relationship applies but does not include a communication to which a general duty of confidentiality only applies.

Regulated Entity has the meaning given by Article 156(1) (*Application and interpretation of Part 14*).

Relevant Person, for a Regulated Entity, has the meaning given by Article 156(2) (*Application and interpretation of Part 14*).

211 Disclosures to Registrar

(1) A Person is not liable to any proceedings, subject to any Liability, or in Breach of any duty, merely because the Person gives or produces any information or Document to the Registrar in good faith, and in the reasonable belief that the information or Document is relevant to any of the Functions of the Registrar under these Regulations, the Rules or any other Legislation Administered by the Registrar.

(2) This Article applies whether the information or Document is given or produced under a requirement at law or otherwise.

(3) Any disclosure to the Registrar must be subject to the confidentiality and disclosure requirements established by Rules and any applicable laws of the Republic of Kazakhstan.

212 Irregularities

(1) In this Article:

procedural irregularity includes a defect, irregularity or deficiency of notice or time.

procedure means any procedure, including, for example, the making of a decision, the conduct of a hearing, the giving of a notice, and any proceeding, whether or not a legal proceeding.

(2) A procedure under these Regulations, the Rules or any other Legislation Administered by the Registrar is not invalid because of any procedural irregularity unless the Court declares the procedure to be invalid.

(3) A Person may apply to the Court for an order:

(a) declaring that:

(i) anything purporting to have been done; or

(ii) any procedure purporting to have been commenced or undertaken;

under these Regulations, the Rules or any other Legislation Administered by the Registrar is not invalid because of any Contravention of these Regulations, the Rules or any other Legislation Administered by the Registrar; or

(b) extending or abridging the period for doing anything, or commencing or undertaking any procedure, under these Regulations, the Rules or any other Legislation Administered by the Registrar;

if the thing or procedure is essentially of a procedural nature.

213 Giving false or misleading information to Registrar etc.

(1) A Person must not:

(a) make a statement, or give information, to the Registrar (whether orally, in a Document or in any other way) that is false or misleading in a material particular; or

(b) give a Document to the Registrar that is false or misleading in a material particular; or

(c) conceal information or a Document if the concealment is likely to mislead or deceive the Registrar.

(2) Contravention of this Article is punishable by a fine.

214 Registrar's notice to resolve inconsistency in Documents

Where it appears to the Registrar that the information contained in a Document delivered to the Registrar in relation to a Relevant Person is inconsistent with other information contained in Documents kept by the Registrar in relation to the Relevant Person, the Registrar may give a Written notice to the Relevant Person to which the Document relates:

(a) stating in what respects the information contained in it appears to be inconsistent with other information in Documents kept by the Registrar; and

(b) requiring the Relevant Person, within the period of 14 days beginning with the date on which the notice is issued, to take all such steps as are reasonably open to it to resolve the inconsistency by delivering replacement or additional Documents or in any other way.

215 Compliance with orders etc. of Registrar

(1) If the Registrar makes an order, issues a direction, or makes a requirement, (however described) in relation to a Person under these Regulations, the Rules or any other Legislation Administered by the Registrar, the Person must comply with the order, direction or requirement.

(2) Contravention of this Article is punishable by a fine.

216 Notification of Registrar's decisions and reasons

(1) This Article applies if, under these Regulations, the Rules or any other Legislation Administered by the Registrar:

(a) the Registrar makes a decision (including a decision refusing to make a decision) on the application (however described) of a Person (the ***affected Person*** for the decision); or

(b) the Registrar makes a decision affecting the interests of a Person (the ***affected Person*** for the decision) on the Registrar's own initiative.

(2) The provisions of Article 10(9) should where applicable be complied with.

(3) As soon as practicable after the Registrar makes the decision, the Registrar must give the affected Person Written notice of the decision.

(4) Without limiting sub-Article (2), the notice must:

(a) if the decision is to take effect on the day after the day the notice is given to the Person - state that fact; or

(b) if the decision is to take effect at a different time - specify the time; or

(c) if the decision is to grant or issue (however described) permit, registration or anything else subject to conditions, restrictions or limitations of any kind - state the conditions, restrictions or limitations; or

(d) if the decision is to grant or issue (however described) permit, registration or anything else for a period - specify the period.

(5) The notice must include, or be accompanied by, a statement of the Registrar's reasons for the decision.

(6) However, if the decision was made on the application (however described) of the affected Person, sub-Article (5) does not apply to the decision so far as the decision was the decision the affected Person applied for.

(7) Also, sub-Article (5) does not apply to the decision if a provision of any Legislation Administered by the Registrar expressly provides that the Registrar need not provide reasons for the decision.

(8) This Article is additional to, and does not limit, any other provision of any Alatau City Regulations or Rules..

217 Publication by the Registrar

(1) The Registrar must make Rules and Guidance available to the public without undue delay after they are adopted.

(2) The Registrar may publish, in the form and way the Chief Executive Officer considers appropriate, information and statements relating to the practices and procedures of the Registrar, decisions of the Court, and any other matters that the Registrar considers relevant to the conduct of affairs in Alatau City.

(3) Publications made under this Article may be provided with or without charge, as the Chief Executive Officer (or any person or body nominated by the Council for this purpose) may decide.

218 Public registers

(1) The Registrar must keep and publish registers of current and past registrations of Companies in accordance with any requirements prescribed by the Rules.

(2) The Registrar must, save as otherwise provided under the Rules, make a reasonably current version of each register kept under sub-Article (1) freely available for viewing by the public during the normal business hours of the Registrar.

219 Language

Communications with the Registrar must be conducted in accordance with paragraph 3 of Article 37 of the Constitutional Law on Alatau City.

220 The Role of the Court

(1) In the event of any matter being subject to the Court for determination the Court shall make such determination as it sees fit consistent with the Legislation of Alatau City.

(2) The Council (or any body or person to whom the Council may delegate this power) may determine, on a specific or general basis and for such period as it may determine, that the decision on matters specified to be taken by the Court pursuant to these Regulations shall be referred to a different body for determination.

SCHEDULE 1: INTERPRETATION

1 Meaning of Legislation Administered by the Registrar

Each of the following is ***Legislation Administered by the Registrar***:

(a) these Regulations and the Rules made pursuant hereto;

(b) any other Regulations or Rules if the Regulations or Rules declare that they are administered by the Registrar;

(c) a provision of any other Regulations or Rules if the provision gives a Function to the Registrar or relates to the Exercise of a Function given to the Registrar by another provision of Alatau City Regulations or Rules

(d) references to “days” shall unless otherwise stated be to **business days** being days other than weekends when banks are open for business in the Republic of Kazakhstan.

2 Meaning of Subsidiary, Wholly-Owned Subsidiary, Holding Company, and Ultimate Holding Company

(1) A Body Corporate (the ***first Body Corporate***) is a ***Subsidiary*** of another Body Corporate (the ***second Body Corporate***) if:

(a) the second Body Corporate:

(i) holds a majority of the voting rights in the first Body Corporate; or

(ii) is a shareholder of the first Body Corporate and has the right to appoint or remove a majority of the board of Directors or managers of the first Body Corporate; or

(iii) is a shareholder of the first Body Corporate and controls alone, under an agreement with other shareholders, a majority of the voting rights in the first Body Corporate; or

(b) the first Body Corporate is a Subsidiary of another Body Corporate that is itself a Subsidiary of the second Body Corporate, which is its Holding Company.

(2) A Body Corporate is a ***Wholly-Owned Subsidiary*** of another Body Corporate if the first Body Corporate has no shareholders except:

(a) the second Body Corporate; and

(b) Wholly-Owned Subsidiaries of, or Persons acting on behalf of, the second Body Corporate or the second Body Corporate's Wholly-Owned Subsidiaries.

(3) A Body Corporate is the ***Holding Company*** of another Body Corporate if the second Body Corporate is a Subsidiary of the first Body Corporate.

(4) A reference to a ***Holding Company*** includes a reference to an Ultimate Holding Company.

(5) A ***Holding Company*** is a holding Body Corporate that is a Company.

(6) A reference to an ***Ultimate Holding Company*** is a reference to a Holding Company that is:

(a) not itself a Subsidiary of another Body Corporate; and

(b) the top-most Holding Company of a chain of Bodies Corporate that have a Subsidiary and Holding Company relationship with each other.

(7) In paragraph (1)(a)(i) and (1)(a)(iii), a reference to the voting rights in a Body Corporate is a reference to the rights given to shareholders in respect of their shares, or, for a Body Corporate not having a share capital, on partners, to vote at general meetings of the Body Corporate on all or substantially all matters.

(8) In paragraph (1)(a)(ii), the reference to the right to appoint or remove a majority of the board of Directors or managers is a reference to the right to appoint or remove Directors or managers holding a majority of the voting rights at meetings of the board on all or substantially all matters; and for that provision:

(a) a Body Corporate is taken to have the right to appoint to a directorship or manager position if:

(i) a Person's appointment to it follows necessarily from the Person's appointment as Director or manager of the Body Corporate; or

(ii) the directorship or manager position is held by the Body Corporate itself; and

(b) a right to appoint or remove that is exercisable only with the consent or concurrence of another Person is not to be taken into account unless no other Person has a right to appoint or, as the case may be, remove in relation to the directorship or manager position.

(9) Rights that are exercisable only in certain circumstances may be taken into account only:

(a) when the circumstances have arisen, and for so long as they continue to apply; or

(b) when the circumstances are within the control of the Person having the rights,

and rights that are normally exercisable, but are temporarily incapable of exercise, must continue to be taken into account.

(10) Rights held by a Person in a fiduciary capacity must be treated as not held by the Person.

(11) Rights held by a Person as nominee for another Person must be treated as held by the other Person; and rights must be regarded as held as nominee for another Person if they are exercisable only on the other Person's instructions or with the other Person's consent or concurrence.

(12) Rights attached to shares held by way of security must be treated as held by the Person providing the security if:

(a) apart from the right to exercise them for the purpose of preserving the value of the security or of realising it, the rights are exercisable only in accordance with the Person's instructions; and

(b) the shares are held in connection with the granting of loans as part of normal business activities and, apart from the right to exercise them for the purpose of preserving the value of the security or of realising it, the rights are exercisable only in the Person's interests.

(13) Rights must be treated as held by a Body Corporate if they are held by any of its Subsidiaries.

(14) For sub-Article (12), rights must be treated as being exercisable in accordance with the instructions or in the interests of a Body Corporate if they are exercisable in accordance with the instructions of or, as the case may be, in the interests of:

(a) any Subsidiary or holding Body Corporate of the first Body Corporate; or

(b) any Subsidiary of a holding Body Corporate of the first Body Corporate.

(15) For this Article, the voting rights in a Body Corporate must be reduced by any rights held by the Body Corporate itself.

(16) In sub-Articles (10) to (13) a reference to rights held by a Person includes rights falling to be treated as held by the Person under any other provision of those sub-Articles.

3 Provision of information

(1) If any provision of these Regulations, the Rules, or any other Legislation Administered by the Registrar, requires a Company to provide any information to a Shareholder or to any other Person (however expressed), the Company may provide the information either in print or in electronic form if it is accessible in electronic form to the Shareholder or other Person.

(2) To remove any doubt, a Company may, with the consent of a Shareholder, communicate with the Shareholder by electronic means.

4 Definitions for these Regulations

In these Regulations:

Accounting Records means Records and underlying Documents comprising initial and other accounting entries and associated supporting Documents, including, for example, any of the following:

(a) cheques;

(b) Records of electronic funds transfers;

(c) invoices;

(d) contracts;

(e) the general and subsidiary ledgers, journals entries and other adjustment to the financial statements that are not reflected in journal;

(f) worksheets and spreadsheets supporting costs allocations, computations, reconciliations and disclosures.

AC or **Alatau City** means the City of Alatau and where applicable to the extent so determined in accordance with the Constitutional Law on Alatau City (and where applicable set out in the Rules) the suburban zone of the City of Alatau.

AC Entities means entities established pursuant to these Regulations.

Administration means the Alatau City Authority, a special management organisation established and operating in accordance with the Constitutional Law on Alatau City

Alatau Business Licensing Regime means the Regulations and Rules from time to time in force and governing the granting of licences to conduct relevant business in Alatau City.

Alatau Insolvency Regulations means the Regulatory Legislative Act(s) from time to time in force governing the insolvency, winding up and/or related arrangements in relation to Regulated Entities.

Alatau Resident has the meaning given to that term in the Constitutional Law on Alatau City.

Allotment, of Shares in a Company, means a transaction by which a Person acquires the unconditional right to be included in the Company's Register of Shareholders as the holder of the Shares.

Annual General Meeting, of a Company, means a General Meeting held by the Shareholders of the Company as an Annual General Meeting.

Annual Return means the annual return required pursuant to Article 26 of these Regulations.

Appointed Publications: a notice or other Document is published in the **Appointed Publications** if either:

(a) it is published in (i) English and (ii) Kazakh or Russian on a website that is appointed by the Registrar; or

(b) it is published in (i) English and (ii) Kazakh or Russian in a newspaper with national circulation in the Republic of Kazakhstan and, if different, a newspaper with national circulation in the country where the relevant Company or other Body Corporate has its principal place of business.

Articles of Association of a Company, means its Articles of Association as originally adopted or as amended in accordance with these Regulations.

Auditor, in Part 10 (*Accounts, reports and audits*), has the meaning given by Article 135(1) (*Qualification and registration of Auditors*).

Beneficial Ownership Register shall be construed in accordance with Article 182 (*Requirements relating to Beneficial Ownership Register*).

Body Corporate includes a company or other body corporate incorporated outside AC.

Breach includes Contravene.

Chief Executive Officer means the Chief Executive Officer of the Administration.

Collective Investment Scheme Rules means the Alatau City Collective Investment Scheme Rules as from time in force as adopted by or on behalf the Council.

Commencement Date means 1 January 2027 except in relation to any provisions expressed to come into effect before or after that date.

Company means a Private Company or a Public Company and, in Part 14 (*Powers and Remedies*), has the extended meaning given by Article 156(1) (*Application and interpretation of Part 14*).

Company Limited by Shares means a Company incorporated in Alatau City as a Company Limited by Shares.

Connected Person has the meaning given by Article 87 (*Ratification of interest in existing transaction or arrangement*).

Companies Rules means the Alatau City Companies Rules as from time in force as adopted by or on behalf the Regulatory Commission.

Constitutional Documents, of a Company, means the Articles of Association (or equivalent document) of the relevant Company and any other Resolutions and agreements to which Article 29 (*Filing of Special Resolutions and certain other Resolutions and agreements*) applies.

Constitutional Law on Alatau City means the Constitutional Law of the Republic of Kazakhstan dated 8 May 2026 entitled “On the Special Legal Regime of Alatau City”, as amended from time to time.

Contravene includes Fail to comply with.

Contravenes these Regulations has the meaning given by Article 167 (*When does a Person Contravene these Regulations*).

Council means the Council as defined in and established pursuant to the Constitutional Law on Alatau City and (where applicable) any body or Person to whom it has delegated relevant powers or authority.

Court means the Alatau Court (once established) and/or any other court(s) designated for the relevant purpose under the Legislation of Alatau City.

Creditor includes a present, prospective or contingent creditor.

day means (unless otherwise stated) a calendar day.

Debt Security, of a Company, means a Security of the Company evidencing indebtedness of the Company, whether or not constituting or benefiting from a charge on assets of the Company.

Decision-making Procedures, in relation to the making of a decision by the Registrar, means the procedures prescribed by the Rules that apply to the making of the decision by the Registrar.

Designated Investment Exchange means a regulated investment exchange designated for this purpose by the Administration.

Director, in relation to a Company or another Body Corporate, means a Person, by whatever name called, who is:

(a) appointed to the position of a director; or

(b) appointed to the position of an alternate director, and is acting in that capacity; or

(c) not validly appointed as a director but is acting in the position of a director (that is, a de facto director).

Distribution, in relation to a Company, has the meaning given by Article 73(7) (*Restrictions on Distributions*).

Document includes any summons, notice, statement, return, account, order and other legal process, and any register.

Employee, of a Company, means an individual who is appointed or employed by the Company and whose services are provided to, or for the purposes of, the Company, and includes an Officer of the Company. However, with respect to a Director, the Company itself must decide whether its Director is an Employee or not. If the former is the case, a contract of employment must be in place.

Employee Share Scheme, in relation to a Company, means a scheme or arrangement for encouraging or facilitating the holding of Shares in the Company by or for the benefit of:

(a) the genuine Employees or former Employees of the Company, a Subsidiary or Holding Company of the Company or a Subsidiary of the Company's Holding Company; or

(b) the spouses or minor children or minor step-children of the individuals referred to in paragraph (a).

Employer, in Part 16 (*Whistleblowing*), has the meaning given by Article 192 (*Meaning of Protected Reports, Protected Reporter, Worker, and Employer*).

Equity Securities, of a Company, means:

(a) Ordinary Shares in the Company; or

(b) rights to subscribe for, or to convert other Securities into, Ordinary Shares in the Company.

Exercise a Function includes perform the Function.

Fail includes refuse.

Financial Year includes any financial period other than a year by reference to which an entity prepares its accounts as permitted by these Regulations.

Foreign Company means a body corporate incorporated in any jurisdiction other than the Republic of Kazakhstan, the legal regime of the AIFC or the Legislation of Alatau City.

Function includes authority, duty and power.

General Meeting, of a Company, means a meeting of the Company's Shareholders.

Governing Body means, in the case of:

(a) a company, its board of Directors;

(b) a limited partnership, its general partner;

(c) a Non-Profit Incorporated Organisation, its board;

(d) a foundation, its council;

(e) a limited liability partnership, its general member; and

(f) a general partnership, its general partner

or as otherwise provided in the Rules.

Group Merger, in Part 8 (*Mergers*), has the meaning given by Article 114 (*Application and interpretation of Part 8*).

Guidance means:

(a) guidance adopted by the Registrar under Article 10(4)(b) (*Registrar's Objectives and Functions*); or

(b) a standard or code of practice adopted as guidance by the Council (or any person or body nominated by the Council for this purpose) under Article 199(5) (*Power to adopt Rules etc.*).

Holding Company has the meaning given by Article 2 of this Schedule.

Incorporator, of a Company (or proposed Company), means a Person to whom Shares in the Company (or proposed Company) are allotted (or are to be allotted) on the incorporation of the Company (or proposed Company).

Inspector means a Person who is appointed by the Registrar under Article 157 (*Appointment of Inspectors*) as an inspector.

Knowingly Concerned in a Contravention of these Regulations has the meaning given by Article 168(4) (*Involvement in Contraventions of these Regulations*).

Legislation Administered by the Registrar has the meaning given by Article 1 of this Schedule.

Legislation of Alatau City has the meaning set out in Article 5(1)(3) of the Constitutional Law on Alatau City.

Liability includes any debt or obligation.

Merged Body, in Part 8 (*Mergers*), has the meaning given by Article 114 (*Application and interpretation of Part 8*).

Merged Company, in Part 8 (*Mergers*), has the meaning given by Article 114 (*Application and interpretation of Part 8*).

Merging Body, in Part 8 (*Mergers*), has the meaning given by Article 114 (*Application and interpretation of Part 8*).

Merging Company, in Part 8 (*Mergers*), has the meaning given by Article 114 (*Application and interpretation of Part 8*).

New Body, in Part 8 (*Mergers*), has the meaning given by Article 114 (*Application and interpretation of Part 8*).

New Company, in Part 8 (*Mergers*), has the meaning given by Article 114 (*Application and interpretation of Part 8*).

Non-Profit Incorporated Organisation means an incorporated organisation so designated under the Legislation of Alatau City.

Objectives, of the Registrar, has the meaning given by Article 10(1) (*Registrar's Objectives and Functions*).

Offeror, in Chapter 11 (*Protection of Minorities in Takeovers*) of Part 7 (*Private Companies and Public Companies*), has the meaning given by Article 106(7) (*Takeover Offers*).

Officer, of a Company or another Body Corporate, includes any of the following in relation to the Body Corporate:

(a) a Director or Secretary;

(b) a senior manager;

(c) a receiver or a receiver and manager;

(d) an administrator of a deed of arrangement;

(e) an official manager;

(f) a liquidator or provisional liquidator.

Order means a regulatory order made by the Chief Executive Officer in accordance with the Constitutional Law on Alatau City and the Regulations on Regulatory Legislative Acts of Alatau City.

Ordinary Resolution, of a Company, means a resolution passed by a simple majority of the votes of the Shareholders (or the Shareholders of the relevant class of Shares) who (being entitled to do so) vote in person or, if proxies are allowed, by proxy, at a General Meeting for which notice specifying the intention to propose the resolution was duly given, and includes an Ordinary Resolution in writing passed under Article 101 (*Resolution in writing of Private Companies*).

Ordinary Share, in a Company, means a Share in the Company, other than a Share that carries a right to participate in dividends or capital (that is, Distributions) only up to a specified amount.

Ownership Interest means an interest entitling the owner to receive distributions of income or capital, or to exercise voting rights, in relation to a Relevant Person and if the proportion of

distributions of either kind, or voting rights, is not identical, the highest proportion of these shall be the ownership interest.

Paid-up includes credited as paid-up.

Permitted Entity means any entity or type of entity which can be incorporated under these Regulations.

Person includes any natural person or incorporated or unincorporated body, including a Company, partnership, unincorporated association, government or state.

Personal Representative, in relation to an individual who has died, means the Person who is the individual's executor or administrator.

Post-Registration Procedures means any post-registration procedure including but not limited to, changes in the Registered Details.

Protected Report, in Part 16 (*Whistleblowing*), has the meaning given by Article 192 (*Meaning of Protected Report, Protected Reporter, Worker, and Employer*).

Protected Reporter, in Part 16 (*Whistleblowing*), has the meaning given by Article 192 (*Meaning of Protected Report, Protected Reporter, Worker, and Employer*).

Private Company means a body corporate that is incorporated as, or converted to, a Private Company under these Regulations.

Public Company means a body corporate that is incorporated as, or converted to, a Public Company under these Regulations.

Recognised Exchange means any investment exchange recognised by the Administration as adhering to standards of corporate governance and disclosure comparable to those of the Alatau City.

Records means Documents, information and other records, in whatever form and however stored.

Register means the register of current and past registrations of Companies kept under Article 218 (*Public registers*).

Registered Details, of a Company, means information about the Company included in the Register.

Register of Debt Security Holders means a register of the holders of its debt securities maintained by a Company.

Register of Directors and Secretaries means a register of its Directors and (if applicable) Secretaries maintained by a Company

Register of Shareholders means a register of the holders of its shares maintained by a Company.

Registrar means the Office of the Registrar of Companies of the Administration including where the context so requires the individual who is appointed the Registrar of Companies for the time being.

Regulated Entity, in Part 14 (*Powers and remedies*), has the meaning given by Article 156(1) (*Application and interpretation of Part 14*).

Regulated Market means a multilateral system or facility that:

(a) is operated or managed (or both) by a market operator; and

(b) brings together or facilitates the bringing together of multiple third parties buying and selling interests in securities; and

(c) operates in accordance with its non-discretionary rules in a way that results in contracts in respect of the financial instruments admitted to trading on it; and

(d) is designated as such by the Administration and functions regularly.

Regulated Relevant Person, for a Regulated Entity and in Part 14 (*Powers and Remedies*), has the meaning given by Article 156(2) (*Application and interpretation of Part 14*).

Regulation means the regulatory provisions approved by a decision of the Council, or, where the relevant power has been delegated by the Council, by the Regulatory Commission, in accordance with the Constitutional Law on Alatau City and the Regulations on Regulatory Legislative Acts of Alatau City.

Regulatory Commission means the Regulatory Commission established under the Constitutional Law on Alatau City.

Regulatory Legislative Act means a Regulation, Rule or Order.

Relevant Jurisdiction means the Republic of Kazakhstan or any other jurisdiction that the Registrar may determine from time to time as applicable for the purposes of the relevant provision of the Rules or Regulations.

Relevant Person means any Body Corporate, partnership, Trust, arrangement or ownership structure incorporated, registered, continued or carrying on business in Alatau City including without limitation a Public Company, Private Company, a company incorporated under Part 2 (*The Appointment and Role of Registrar*) of these Regulations, foundation, Non-Profit Incorporated Organisation, general partnership, limited partnership, limited liability partnership or any other legal body or structure created by Legislation Administered by the Registrar established under the Legislation of Alatau City.

Resolution, of a Company, means a Special Resolution or Ordinary Resolution of the Company, as appropriate.

Rules means regulatory rules adopted by the Regulatory Commission (or any person or body nominated by the Regulatory Commission for this purpose) in accordance with the Constitutional Law on Alatau City and the Regulations on Regulatory Legislative Acts of Alatau City, including Rules adopted pursuant to Article 199 (*Power to adopt Rules etc.*), whether for these Regulations or any other Legislation Administered by the Registrar.

Secretary, of a Company or another Body Corporate, means a Person occupying the position of secretary of the Body Corporate, by whatever name called.

Security, of a Company, means any transferable instrument issued by a Company (including, for example, any Share, Debt Security, warrant, certificate, unit or option issued by the Company).

Share, in a Company, means a share in the share capital of the Company, of whatever class of share it may be.

Share Capital, of a Company and in Chapter 7 – Reduction of capital(*Reduction of capital*) of Part 7 (*Private Companies and Public Companies*), includes any capital reserves of the Company.

Shareholder, of a Company, means a Person entered in the Company's Register of Shareholders as the holder of a Share in the Company.

Special Legal Regime or **SLR** has the meaning given to Special Legal Regime by article 3 of the Constitutional Law on Alatau City.

Special Resolution, of a Company, means a resolution passed by at least 75% of the votes of the Shareholders (or the Shareholders of the relevant class of Shares) who (being entitled to do so) vote in person or, if proxies are allowed, by proxy, at a General Meeting for which notice specifying the intention to propose the resolution was duly given, and includes a Special Resolution in writing passed under Article 101 (*Resolutions in writing of Private Companies*).

Standard Articles means standard articles of association prescribed by the Rules.

Subsidiary has the meaning given by Article 2 of this Schedule.

Subsidiary Management Organisation or **SMO** means a subsidiary management organisation established pursuant to these Regulations.

Survivor Body, in Part 8 (*Mergers*), has the meaning given by Article 114 (*Application and interpretation of Part 8*).

Survivor Company, in Part 8 (*Mergers*), has the meaning given by Article 114 (*Application and interpretation of Part 8*).

Takeover Offer, in relation to a Company and in Chapter 11 – Protection of minorities in takeovers of Part 7 (*Private Companies and Public Companies*), has the meaning given by Article 106(1) (*Takeover Offers*).

The Company, in Chapter 11 (*Protection of Minorities in Takeovers*) of Part 7 (*Private Companies and Public Companies*), has the meaning given by Article 106(7) (*Takeover Offers*).

Trust means the legal relationship created by a Person, the settlor, when assets have been placed under the control of a trustee for the benefit of a beneficiary for a specified purpose.

UBO Details is a reference to the particulars set out in Article 182(5) (*Requirements relating to Beneficial Ownership Register*).

Ultimate Beneficial Owner has the meaning given by Article 179 (*Meaning of Ultimate Beneficial Owner*).

Wholly-Owned Subsidiary has the meaning given by Article 2 of this Schedule.

Worker, in Part 16 (*Whistleblowing*), has the meaning given by Article 192 (*Meaning of Protected Report, Protected Reporter, Worker, and Employer*).

Writing includes:

(a) in relation to a certificate, instrument, notice or other thing - the thing in any form that preserves a record of the information contained in it and is capable of being reproduced in tangible form, including by electronic means; and

(b) in relation to a communication - any method of communication that preserves a record of the information contained in it and is capable of being reproduced in tangible form, including by electronic means.

SCHEDULE 2: TRANSITIONAL PROVISIONS

1 The provisions of this Schedule are included to give effect to Article 78 of the Constitutional Law on Alatau City and are subject to the provisions of that Article and shall come into effect on 1 January 2027 except where otherwise stated in these Regulations or provided under the Constitutional Law on Alatau City.

2 Non-state legal entities that are not quasi-public entities and that were established under the legislation of the Republic of Kazakhstan before 1 January 2027 (Relevant Entities) shall not be recognised as Alatau Residents.

3 Unless otherwise provided for by the Constitutional Law on Alatau City or these Regulations, after 31 December 2028 (for the purposes of these transitional provisions the period from 1 January 2027 up to that date being the **Transitional Period**), core business in Alatau City may be conducted directly only by legal entities that are Alatau Residents.

4 For the purpose of conducting core business in Alatau City, a Relevant Entity already carrying on business in Alatau City at the commencement of the Transitional Period may establish as a Subsidiary a legal entity that is an Alatau Resident and transfer the assets, property rights, and corresponding obligations necessary to conduct such core business to the legal entity in accordance with the provisions of this Schedule and the Rules (or temporary rules to be adopted pursuant to paragraph 11 below) to be adopted in connection with the provisions of this Schedule.

5 Such transfer of assets, property rights, and obligations shall:

- take effect by operation of the Constitutional Law on Alatau City;
- not require the consent of Creditors;
- not constitute grounds for amending or terminating contracts;
- not result in the termination of rights and obligations under such contracts and arrangements; and
- not be treated as income and/or turnover of the transferor and/or the transferee for tax purposes.

6 After the expiry of the Transitional Period, legal entities that are not Alatau Residents may not conduct core business in Alatau City and shall not:

- obtain regulatory licences, regulatory permits, or other services of the Administration;
- participate in procurements conducted by Alatau Residents; or
- participate in experimental legal regimes of Alatau City.

7 Licences, permits, and other permitting documents issued by state bodies of the Republic of Kazakhstan to Relevant Entities for activities that constitute their core business and that are regulated by the Legislation of Alatau City shall cease to apply in Alatau City after the expiry of the Transitional Period.

8 Branches of Relevant Entities must be de-registered, or their place of registration must be moved outside Alatau City, by the end of the Transitional Period.

9 After the expiry of the Transitional Period, the activities of any such branches that have not been de-registered or whose place of registration has not been moved outside Alatau City shall be forcibly terminated by a court judgement based on Article 79 of the Constitutional Law on Alatau City.

10 Additional provisions to give effect to these transitional provisions and the procedures for their implementation, including related to Articles 80-82 of the Constitutional Law on Alatau City, will be set out in Rules or pursuant to the interim arrangements pursuant to paragraph 11 below.

11 It is recognised that the full implementation of these Regulations will require the adoption of Rules and that certain provisions of these Regulations may come into effect before the relevant Rules are adopted. Pending the adoption of such Rules, the Chief Executive Officer may adopt temporary Orders addressing matters that are intended to be governed by the Rules. Such temporary Orders may be relied upon by the Administration, its bodies and other Persons until the relevant Rules come into effect. The Rules cannot vary the requirements established by the Constitutional Law of Alatau City for the conduct of core business after expiry of the transitional period; subject thereto, the Rules may regulate the detailed procedures for implementing the transitional provisions without changing the requirements or legal consequences directly prescribed by the Constitutional Law of Alatau City

12 Any act or action lawfully taken in accordance with a temporary Order before the relevant Rules come into effect shall remain valid notwithstanding any subsequent inconsistency between that temporary Order and the Rules. A temporary Order adopted under this paragraph shall cease to have effect upon the commencement of the relevant Rules.

13 The authority of the Chief Executive Officer to adopt temporary Orders under this paragraph is conferred by the Council through the adoption of these Regulations.