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**JSC KazMunaiGas Exploration Production (“KMG EP” or the “Company”)**

**Notice of the proposed delisting of the Company's GDRs from the Official List of the FCA and cancellation of their admission to trading on the main market of the London Stock Exchange**

**Notice of the proposed delisting of the Company's Common Shares and GDRs from the official list of the Kazakhstan Stock Exchange**

**Astana, April 11, 2018**

## **1. Introduction**

On 8 December 2017, KMG EP announced the launch of a conditional tender offer to repurchase all of its outstanding GDRs at a price of US\$14.00 per GDR (the "**Tender Offer**").

On 23 January 2018, KMG EP announced:

- that the Acceptance Condition and all other Tender Conditions were satisfied and the Tender Offer was declared unconditional in all respects; and
- an unconditional offer to repurchase on KASE all of its Common Shares in issue or to be issued (the "**Share Offer**") at a price of US\$84.00 per Common Share but payable in Tenge.

On 13 March 2018, KMG EP announced that the extraordinary general meeting of shareholders on 12 March 2018 ("**EGM 2**") had approved the London Stock Exchange ("**LSE**") Delisting and the Kazakhstan Stock Exchange ("**KASE**") Delisting.

The Tender Offer and the Share Offer closed on 8 March 2018 and 12 March 2018, respectively. Final Settlement under the Tender Offer and the Share Offer was effected on 5 April 2018.

Words and phrases defined in the Company's announcement of the launch of the Tender Offer on 8 December 2017 ("**Tender Offer Announcement**") shall bear the same meaning in this announcement.

## **2. Notice of LSE Delisting and KASE Delisting**

Pursuant to the resolutions duly passed at EGM 2 and the expiry of the Put Option Right, KMG EP announces that on 11 April 2018 it will submit notices to the FCA to cancel the standard listing of the GDRs on the Official List and to the LSE to cancel the admission of the GDRs to trading on the main market of the LSE. In accordance with UK Listing Rule 5.2.8, the Company is required to give at least 20 business days' notice of its LSE Delisting, which is therefore expected to take effect at 8.00 a.m. (London time) on 10 May 2018.

On 11 April 2018, KMG EP will also submit an application for the delisting of the Common Shares and the GDRs with a view to the Listing Commission of KASE approving the KASE Delisting.

On such notices becoming effective, the Relationship Agreement shall terminate immediately.

### **Press enquiries:**

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### **Notes to Editors**

KMG EP is among the top three Kazakh oil producers based on the 2017 results. The overall production in 2017 was 11.9 million tonnes (240 kbopd) of crude oil, including the Company's share in Kazgermunai, CCEL and PKI. The Company's volume of proved and probable reserves excluding shares in the associates, at the end of 2016 was 182 million tonnes (1,327 mmbbl). The Company's shares are listed on the Kazakhstan Stock Exchange and the GDRs are listed on The London Stock Exchange and Kazakhstan Stock Exchange. The Company raised over US\$2bn at its IPO in September 2006.

### **Important notices**

This announcement contains inside information.

The release, publication or distribution of this announcement in, into or from jurisdictions other than the United Kingdom, the US or Kazakhstan may be restricted by the laws of those jurisdictions and therefore persons into whose possession this announcement comes should inform themselves about, and observe, such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. This announcement does not constitute an offer to sell or issue, nor the solicitation of an offer to buy or subscribe for, shares in any jurisdiction in which such offer or solicitation is unlawful.

J.P. Morgan, which is authorised in the United Kingdom by the PRA and regulated by the PRA and the FCA, is acting as financial adviser exclusively for KMG EP and for no one else in connection with the matters referred to in this announcement, will not regard any other person as its client in relation to the matters set out in this announcement and will not be responsible to anyone other than KMG EP for providing the protections afforded to clients of J.P. Morgan or its affiliates, nor for providing advice in relation to any matter referred to in this announcement.

Rothschild, which is authorised in the United Kingdom by the FCA, is acting as financial adviser exclusively for the INEDs and for no one else in connection with the Tender Offer and will not be

responsible to any person other than the INEDs for providing the protections afforded to clients of Rothschild or for providing advice in relation to the matters described in this announcement.

HSBC is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom. HSBC is acting as financial adviser exclusively for the INEDs in connection with the Tender Offer and no one else and will not regard any person as its client in relation to any matters set out in this announcement and will not be responsible to anyone other than the INEDs for providing the protections afforded to clients of HSBC or for providing advice in connection with the Tender Offer or any matter referred to in this announcement.

No person has been authorised to give any information or make any representations other than those contained in this announcement and, if given or made, such information or representations must not be relied on as having been so authorised. The delivery of this announcement shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this announcement or that the information in it is correct as of any subsequent time.

#### **Notice for US Securities Holders**

The Tender Offer is not subject to the disclosure and other procedural requirements of Regulation 14D under the US Exchange Act. The Tender Offer will be made in the United States in accordance with the requirements of Regulation 14E under the US Exchange Act to the extent applicable. Certain provisions of Regulation 14E under the US Exchange Act are not applicable to the Tender Offer by virtue of Rule 14d-1(c) under the US Exchange Act. US GDR Holders should note that the GDRs are not listed on a US securities exchange and KMG EP is not subject to the periodic reporting requirements of the US Exchange Act and is not required to, and does not, file any reports with the US Securities and Exchange Commission under such Act.

**This announcement has not been approved, disapproved or otherwise recommended by the US Securities and Exchange Commission or any US state securities commission and such authorities have not confirmed the accuracy or determined the adequacy of this announcement. Any representation to the contrary is a criminal offence in the United States.**

#### **Forward-looking statements**

This announcement, including information included or incorporated by reference in this announcement, includes statements that are, or may be deemed to be, “forward-looking statements” concerning the Tender Offer, KMG EP, the KMG EP Group and NC KMG that are subject to risks and uncertainties. These forward-looking statements can be identified by the use of forward-looking terminology including, but not limited to, the terms “believes”, “estimates”, “anticipates”, “expects”, “intends”, “may”, “target”, “will” or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. They include, but are not limited to, statements regarding the Company’s intentions, beliefs and statements of current expectations concerning, amongst other things, the Company’s results of operations, financial condition, liquidity, prospects, growth, potential acquisitions, strategies and as to the industries in which the Company operates. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances that may or may not occur. Forward-looking statements are not guarantees of future performance and the actual results of the Company’s operations, financial condition and liquidity and the development of the country and the industries in which the Company operates may differ materially from those described in,



or suggested by, the forward-looking statements contained in this announcement. The Company does not intend, and does not assume any obligation, to update or revise any forward-looking statements or industry information set out in this announcement, whether as a result of new information, future events or otherwise. The Company does not make any representation, warranty or prediction that the results anticipated by such forward-looking statements will be achieved.