**Example for filling in**

**the form “Information on Shareholder and its Ultimate Owners”**

**Section 1: Information on a Shareholder1**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Full name of Individual Shareholder**2** / name of Institutional Shareholder**3** | Details of identity document of Individual Shareholder / details of document confirming incorporation (registration) of Institutional Shareholder | Individual Identification Number / Business Identification Number(if applicable) | **Country of citizenship of Individual Shareholder (stateless person shall indicate “SP”) / country of incorporation (registration) of Institutional Shareholder** | Contact information (postal address, telephone, or email) of Shareholder | Number of Shares held by Shareholder | Number of GDRs held by Shareholder |
| 1. |  *“XYZ” Limited Liability Partnership* | *Certificate of state registration of a legal entity, issued on XX.XX.XXXX by the Registration Department of the branch of non-profit joint-stock company “State Corporation “Government for Citizens” for the XXX city*  | *XXXXXXXXXXXX* | *Republic of Kazakhstan* | *50 XX Avenue, Almaty, postcode XXXXXX, the Republic of Kazakhstan**+7 XXX XXX XX XX**XYZ @yy.kz* | *100* | *–* |

**Section 2. Information on Ultimate Owners4 of an Institutional Shareholder**

**Section 2.1.** Information on Ultimate Owners of an Institutional Shareholder, ultimately owning, directly and/or indirectly, more than 50 percent of the placed (excluding preferred shares and shares repurchased by the joint-stock company) shares (participatory interests, units or other forms of equity participation) in such Institutional Shareholder**5**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name of an individual | Individual Identification Number (if applicable) / details of identity document (in case of absence of Individual Identification Number) | **Country of citizenship** **(stateless person shall indicate “SP”)** | Participation percentage (shall exceed 50%) |
| 1. | *John Smith* | *US passport dated XX.XX.XXXX* *No. XXXXXXXXX* | *United States of America* | *67.84% – in Sample 1* *51% – in Sample 2*  |

**Section 2.2.** Information on Ultimate Owners of an Institutional Shareholder, who have the possibility to directly or indirectly elect (appoint) at least half of the composition of the management body or the executive body of such Institutional Shareholder**6**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name of an individual | Individual Identification Number (if applicable) / details of identity document (in case of absence of Individual Identification Number) | **Country of citizenship** **(stateless person shall indicate “SP”)** | Reason (ground) |
| 1. | *John Smith* | *US passport dated XX.XX.XXXX No. XXXXX* | *United States of America* | *Charter of Company A (Sample 2)* |
| 2. | *Johann Schmidt* | *German passport dated XX.XX.XXXX No. XXXXX* | *Federal Republic of Germany* | *Charter of Company А (Sample 2)* |

**Section 2.3.** Information on Ultimate Owners of an Institutional Shareholder, exercising control “in other way” in respect of such Institutional Shareholder**7**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name of an individual | Individual Identification Number (if applicable) / details of identity document (in case of absence of Individual Identification Number) | **Country of citizenship** **(stateless person shall indicate “SP”)** | Reason (ground) |
| *–* | *–* | *–* | *–* | *–* |

**Section 2.4.** Information on all cases when persons, who directly and/or indirectly possess, use and/or dispose of shares, participatory interests, units or of other forms of equity participation in an Institutional Shareholder, are not affiliated with each other, and none of them exercises “effective control” over such Institutional Shareholder, but when the Republic of Kazakhstan and/or a citizen (citizens) of the Republic of Kazakhstan directly and/or indirectly possess, use and/or dispose of shares, participatory interests, units or of other forms of equity participation in such Shareholder**8**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Full name of a citizen of the Republic of Kazakhstan / name of the state agency (state body) of the Republic of Kazakhstan | Individual Identification Number / Business Identification Number | Participation percentage in such Institutional Shareholder |
| *–* | *–* | *–* | *–* |

**Notes:**

1. “**Shareholder**” means, for the purposes of this form, any party, which holds the shares of Air Astana Joint Stock Company (**Shares**) and/or the global depositary receipts representing Shares (**GDRs**).
2. “**Individual** **Shareholder**” means, for the purposes of this form, any individual who holds Shares and/or GDRs.
3. “**Institutional** **Shareholder**” means, for the purposes of this form, any legal entity or a foreign organisation which is not a legal entity that holds Shares and/or GDRs.
4. “**Ultimate Owner of Institutional Shareholder**” means, for the purposes of this form, an individual, who has the ability to determine the decisions of such Institutional Shareholder, subject to one of the following conditions:
5. this individual ultimately directly and/or indirectly possesses, uses and/or disposes of more than 50 percent of the placed (excluding preferred shares and shares repurchased by the joint-stock company) shares (participatory interests, units or other forms of equity participation) in such Institutional Shareholder (**Test 1**); or
6. this individual has the ability to directly or indirectly elect at least half of the composition of the management body or the executive body of such Institutional Shareholder (**Test 2**); or
7. this individual has the ability to exercise control “in other way” in respect of such Institutional Shareholder (**Test 3**), namely:

(a) this individual has the ability to, independently or jointly with one or several other persons, directly or indirectly determine the decisions of such Institutional Shareholder on the basis of a legislative act of the Republic of Kazakhstan, court decision, or by virtue of an agreement (supporting documents); and/or

(b) this individual is the “ultimate owner” of a party, which provided (independently or jointly with one or several other persons) financing to such Institutional Shareholder, subject to the following conditions being simultaneously met: (i) the executive employees and/or shareholders (founders, participants) of such Institutional Shareholder are the employees of the financing party (financing parties); and (ii) the amount of the financing received exceeds the own capital of such Institutional Shareholder.

1. Section 2.1 shall provide information on individuals, who are the Ultimate Owners and meet the criteria established by Test 1. The calculation of the percentage of shares (participatory interests, units or other forms of equity participation) owned by the Ultimate Owner in a Shareholder shall be carried out (in case of indirect and multiple ownership) according to Sample 1 and Sample 2 below. Section 2.1 shall not be completed if no individual ultimately (directly and/or indirectly) owns more than 50 percent of the placed (excluding preferred shares and shares repurchased by the joint-stock company) shares (participatory interests, units or other forms of equity participation) in such Institutional Shareholder.

1. Section 2.2 shall provide information on individuals who are the Ultimate Owners and meet the criteria established by Test 2.
2. Section 2.3 shall provide information on individuals, who are the Ultimate Owners and meet the criteria established by Test 3.
3. Section 2.4 shall be completed if an Institutional Shareholder belongs (directly or indirectly) to several persons not affiliated with each other, and none of such persons is able to exercise “effective control” with respect to such Institutional Shareholder (i.e., in cases when neither Test 1, nor Test 2, nor Test 3 is met).

**Disclaimer**

This Example for filling in the form “Information on Shareholder and its Ultimate Owners” (“**Example**”) is only provided as an example for illustrative purposes. The information contained in this Example must not be deemed, considered or relied upon as a legal advice and shall not be treated as any substitute for a specific advice concerning any individual situation. Any action taken upon the information provided in this Example is strictly at your own risk and Air Astana JSC shall not be liable for any losses or damages in connection with the use of or reliance on information provided in this Example. Air Astana JSC makes no representations as to the accuracy, completeness, correctness or suitability of any information and shall not be liable for any potential error or omission with respect to such information.

|  |  |  |
| --- | --- | --- |
| Full name | Participation percentage in legal entity (shareholder)(%) | Procedure for calculating the participation percentage in legal entity (shareholder) |
| ***John Smith*** | **67.84%** | Direct ownership – 25%.Indirect ownership (0.63 x 0.08) x 100%=5.04%(via Company А)(0.63 x 0.6 x 1) x 100%=37.8%(via Company А, D) |
| ***Mr. A*** | **12%** | Indirect ownership (0.12 x 1) x 100%=12%(via Company B) |
| ***Mr. B*** | **1.26%** | Indirect ownership (0.63 x 0.02 x 1) x 100%=1.26%(via Company А, C) |
| ***Mr. C*** | **18.9%** | Indirect ownership (0.63 x 0.3 x 1) x 100%=18.9%(via Company А, E) |

|  |  |  |
| --- | --- | --- |
| Full name | Participation percentage in legal entity (shareholder)(%) | Procedure for calculating the share of participation in legal entity (shareholder) |
| ***John Smith*** | **51%** | Indirect ownership (1 x 0.51) x 100%=51% |
| ***Johann Schmidt*** | **49%** | Indirect ownership (1 x 0.49) x 100%=49% |

\* The Charter of the Company A provides that election of the sole executive body of “XYZ” LLP must be done by the unanimous decision of the participants of Company A.

**8%**

**Sample 1 (complex):**

**Direct and Multiple Indirect Ownership**

 **Shareholder** **(“XYZ” LLP)**

 **Company A**

**12%**

**63%**

***Mr. А***

 **Company B**

 **Company C**

 **Company E**

 **Company D**

***John Smith***

**2%**

**60%**

**30%**

***Mr. B***

***John Smith***

***Mr. C***

**100%**

***John Smith***

**25%**

**100%**

**100%**

**100%**

**100%**

**Sample 2 (simple):**

**Indirect Ownership**

***John Smith***

**Shareholder (“XYZ” LLP)**

**Company A\***

**51%**

**49%**

***Johann Schmidt***

