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**FOR IMMEDIATE RELEASE**

**9 April 2021**

**RECOMMENDED CASH ACQUISITION**

**of**

**KAZ MINERALS PLC**

**by**

**NOVA RESOURCES B.V.**

**(a company indirectly owned by joint offerors (i) Oleg Novachuk and (ii) Vladimir Kim)**

**Final Increased Offer declared unconditional as to acceptances and unconditional in all respects**

**1. Level of acceptances**

As at 1.00 p.m. (London time) on 9 April 2021, being the Closing Date of the Final Increased Offer, Bidco had received valid acceptances of the Final Increased Offer in respect of a total of 235,400,834 KAZ Minerals Shares (representing approximately 49.80 per cent. of the existing issued share capital of KAZ Minerals and approximately 82.14 per cent. of the KAZ Minerals Shares to which the Final Increased Offer relates), which Bidco may count towards satisfaction of the acceptance condition of the Final Increased Offer, as set out in paragraph 1(a) of Part A of Appendix I to the Original Offer Document (as amended by Appendix I to the Final Offer Document dated 26 March 2021) (the "**Acceptance Condition**").

Accordingly, the Acceptance Condition under the Final Increased Offer has been satisfied and Bidco now declares the Final Increased Offer unconditional as to acceptances.

Of those acceptances, acceptances have been received in respect of a total of 65,236,644 KAZ Minerals Shares, representing in aggregate, approximately 13.80 per cent. of the existing issued share capital of KAZ Minerals, which were subject to irrevocable undertakings or letters of intent given by members of the Independent Committee and other KAZ Minerals Shareholders. Bidco has no outstanding irrevocable undertakings or letters of intent.

The total number of acceptances set out above also includes acceptances in respect of 669,129 KAZ Minerals Shares, representing approximately 0.14 per cent. of the existing issued share capital of KAZ Minerals, which were received from persons who

are considered to be acting in concert with members of the Consortium for the purposes of the Takeover Code.

In addition to these acceptances, in accordance with the Share Exchange Agreement, Bidco or wholly-owned subsidiaries of Bidco have now acquired the 186,079,209 KAZ Minerals Shares, representing approximately 39.37 per cent. of the existing issued share capital of KAZ Minerals, in which members of the Consortium were already interested.

Accordingly, as at 1.00 p.m. (London time) on 9 April 2021, Bidco and its wholly-owned subsidiaries owned or had received valid acceptances in respect of a total of 421,480,043 KAZ Minerals Shares, representing approximately 89.17 per cent. of the existing issued share capital of KAZ Minerals.

Commenting on today's announcement, Oleg Novachuk, Chairman of Bidco, said:

*"Mr Kim and I are pleased with the level of acceptances the Final Increased Offer has received, which represents a strong endorsement from the market of our commitment to offer KAZ Minerals Shareholders the opportunity to realise an attractive valuation for their shares.*

*KAZ Minerals has delivered attractive shareholder returns as a listed entity on the London Stock Exchange. The London capital markets are a strong and dynamic environment for companies and they have supported KAZ Minerals through many phases in its long-term development and we appreciate the positive input that this has had on KAZ Minerals and its corporate governance practices.*

*As KAZ Minerals enters this next phase of large scale development, one in which it is, Mr Kim and I believe, better suited to being held as a private company, we look forward to continuing to work with the KAZ Minerals Group's employees and wider stakeholders to realise the strategic goals and development milestones that we must now focus on for the coming few years."*

## **2. Final Increased Offer unconditional in all respects**

All of the remaining Conditions to the Final Increased Offer have been satisfied (or, where applicable, waived). Bidco is therefore pleased to announce that the Final Increased Offer is now unconditional in all respects.

The Final Increased Offer will remain open for acceptances until further notice. KAZ Minerals Shareholders who have not yet accepted the Final Increased Offer are urged to do so as soon as possible and should follow the procedures for acceptance of the Final Increased Offer set out below and in the Final Offer Document.

## **3. Delisting and cancellation of trading and re-registration**

As previously set out in the Final Offer Document, as the Final Increased Offer is now unconditional in all respects and Bidco now holds not less than 75 per cent. of the issued share capital of KAZ Minerals, KAZ Minerals will apply to the London Stock Exchange and the FCA respectively to cancel trading in KAZ Minerals Shares on the London Stock Exchange's market for listed securities and the listing of the KAZ Minerals Shares on the Official List. Pursuant to Listing Rule 5.2.11R, KAZ Minerals

announces that the cancellation notice period has now commenced and cancellation is expected to take effect from 8.00am (London time) on 11 May 2021.

It is also intended that KAZ Minerals will be re-registered as a private limited company.

As also previously set out in the Final Offer Document, in connection with the delisting and cancellation of trading in London, the Kazakhstan Stock Exchange will be requested to cancel trading in KAZ Minerals Shares for listed securities and the listing of the KAZ Minerals Shares on the official list on the Kazakhstan Stock Exchange.

Such cancellations and re-registration will significantly reduce the liquidity and marketability of any KAZ Minerals Shares in respect of which the Final Increased Offer has not been accepted at that time and their value may be affected as a consequence.

**Once such cancellations and re-registration are effected, any remaining KAZ Minerals Shareholders will become minority shareholders in a majority-controlled, private company and may therefore be unable to sell their KAZ Minerals Shares. There can be no certainty that KAZ Minerals will pay any further dividends or other distributions or that such minority KAZ Minerals Shareholders will again be offered an opportunity to sell their KAZ Minerals Shares on terms which are equivalent to or no less advantageous than those under the Final Increased Offer.**

#### 4. **Independent Committee Recommendation**

The Final Offer Document contained the unanimous recommendation of the members of the Independent Committee that KAZ Minerals Shareholders accept, or procure acceptance of, the Final Increased Offer, as the members of the Independent Committee who hold KAZ Minerals Shares have already done in respect of their own beneficial holdings.

**The Independent Committee of KAZ Minerals recommends that KAZ Minerals Shareholders who have not yet done so accept the Final Increased Offer and, in light of the risks of becoming a minority shareholder in a majority-controlled, private company as outlined above, urges such shareholders to do so immediately, by following the procedure set out below.**

#### 5. **Procedure for acceptance of the Final Increased Offer**

KAZ Minerals Shareholders who have not yet accepted the Final Increased Offer are urged to do so as soon as possible:

- (a) if you hold your KAZ Minerals Shares, or any of them, in certificated form (that is, not in CREST), you should complete, sign and return a Form of Acceptance (witnessed, where relevant) (together with your share certificate(s) and/or other document(s) of title) by post as soon as possible and in any event so as to be received by the Receiving Agent, Computershare; or
- (b) if you hold your KAZ Minerals Shares, or any of them, in uncertificated form (that is, in CREST) you should NOT complete, sign and return any Form of Acceptance but instead follow the procedure for Electronic Acceptance through CREST so that the TTE instruction settles as soon as possible. If you hold your

KAZ Minerals Shares as a CREST sponsored member, acceptance of the Final Increased Offer should be referred to your CREST sponsor as only your CREST sponsor will be able to send the necessary TTE instruction to Euroclear.

Full details of the procedure to accept the Final Increased Offer are set out in paragraph 14 of Part 2 of the Final Offer Document and, in respect of certificated KAZ Minerals Shares, in either of the Forms of Acceptance.

KAZ Minerals Shareholders with any questions relating to the completion and return of any Form of Acceptance or the making of an Electronic Acceptance (as the case may be) should contact the Receiving Agent, Computershare, between 8.30 a.m. and 5.30 p.m. Monday to Friday (except UK public holidays) on (0) 370 707 1100 (if calling from within the UK) or +44 (0) 370 707 1100 (if calling from outside the UK). Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Final Increased Offer nor give any financial, legal or tax advice.

## **6. Settlement of Final Increased Offer and Payment of the Special Dividend**

Settlement of consideration to which any accepting KAZ Minerals Shareholder (or the first-named shareholder in the case of joint holders) is entitled under the Final Increased Offer shall be effected: (i) in the case of acceptances received and complete in all respects by 1.00 p.m. on the date of this announcement, within 14 calendar days; or (ii) in the case of acceptances received and complete in all respects and received after 1.00 p.m. on the date of this announcement but while the Final Increased Offer remains open for acceptance, within 14 calendar days of such receipt, in each case in the manner described in paragraph 15 of Part 2 of the Final Offer Document.

In the Final Offer Document, KAZ Minerals stated that it would, subject to the Final Increased Offer being declared unconditional in all respects, pay the Special Dividend of 27 US cents in cash (or, where a KAZ Minerals Shareholder has so elected, the equivalent pounds sterling amount converted at the Dividend Conversion Rate). The Special Dividend will therefore be paid on 23 April 2021 to all KAZ Minerals Shareholders who are on the register of members of KAZ Minerals at 6.00 p.m. (London time) on the date of this announcement. KAZ Minerals Shares will be marked "ex-dividend" in respect of the Special Dividend by the London Stock Exchange with effect from the commencement of trading on 13 April 2021.

Unless the counterparties specifically agree otherwise, a buyer of KAZ Minerals Shares on the London Stock Exchange ahead of the ex-dividend date will assume the benefit of the Special Dividend, and the seller would need to pass the benefit to the buyer, even if the seller is the recorded owner at the record date.

Settlement of payment of the Special Dividend to which any KAZ Minerals Shareholder who is on the register of members of KAZ Minerals at 6.00 p.m. (London time) on the date of this announcement (or the first-named shareholder in the case of joint holders) is entitled shall be effected by the issue of cheques or wire payments (in the case of those KAZ Minerals Shareholders that have provided a valid bank mandate to KAZ Minerals), whether the relevant KAZ Minerals Shares are held in uncertificated

form (i.e. in CREST) or in certificated form. Settlement of the Special Dividend shall be in USD unless a valid dividend currency election has previously been made by the relevant KAZ Minerals Shareholder or the relevant KAZ Minerals Shareholder sent an election form or a CREST message to the KAZ Minerals' registrar, Computershare Investor Services PLC, that arrived by no later than 6.00 p.m. on the date of this announcement, in which case settlement of the Special Dividend shall be in pounds sterling.

## 7. Interests in relevant securities of KAZ Minerals

The interests, rights to subscribe and short positions in respect of relevant securities of KAZ Minerals held by members of the Consortium, Bidco, each of their close relatives and related trusts and companies, and persons acting in concert with Bidco, as at the close of business on 8 April 2021 (being the last Business Day prior to the date of this announcement), are set out below.

Neither Bidco, nor any person acting in concert with Bidco, has borrowed or lent any KAZ Minerals relevant securities (including any financial collateral arrangements), save for any borrowed shares which have been either on-lent or sold.

### *Members of the Consortium*

<u>Name</u>	<u>Number of KAZ Minerals Shares</u>	<u>% of KAZ Minerals existing share capital (excluding treasury shares)</u>	<u>Nature of interest</u>
Bidco <sup>(1)</sup>	1,848,991	0.39	Beneficial holder
Harper Finance Limited <sup>(2)</sup>	29,706,901	6.28	Registered holder
Kinton Trade Ltd <sup>(2)</sup>	5,216,522	1.10	Registered holder
Cuprum Holding Limited <sup>(2)</sup>	135,944,325	28.76	Registered holder
Perry Partners S.A. <sup>(2)</sup>	13,362,470	2.83	Registered holder

<sup>(1)</sup> Transferred to Bidco pursuant to the Share Exchange Agreement (as amended). The legal interest to the same 1,848,991 KAZ Minerals Shares is retained by Oleg Novachuk, pending registration of Bidco as the registered holder.

<sup>(2)</sup> Company wholly-owned directly by Bidco

### *Persons acting in concert with Bidco*

<i>Name</i>		<i>Number of KAZ Minerals Shares</i>	<i>% of KAZ Minerals existing share capital (excluding treasury shares)</i>	<i>Nature of interest</i>
Lynchwood Limited*	Nominees	669,129	0.14	Registered holder (accepted into the Final Increased Offer)

\* Beneficially owned by Stansbury International Ltd., a company limited by shares and incorporated under the laws of the British Virgin Islands, registered with company number 689940 ("Stansbury"). As set out in the Original Offer Document, Stansbury is owned by a family member of Eduard Ogay, who is considered to be acting in concert with Vladimir Kim for the purposes of the Takeover Code. Bidco has received valid acceptances in respect of all of these shares, as noted in paragraph 1 above.

## 8. General

The percentages of KAZ Minerals Shares referred to in this announcement are based on a figure of 472,670,698 KAZ Minerals Shares in issue, excluding shares held in treasury, on 8 April 2021 (being the last Business Day prior to the date of this announcement).

Unless otherwise stated, the terms used in this announcement have the same meanings as given to them in the Final Offer Document.

### Enquiries

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Clifford Chance LLP is acting as legal adviser to Holdco and Bidco.

Linklaters LLP is acting as legal adviser to KAZ Minerals.

### **Important notices**

*VTB Capital, which is authorised by the PRA and regulated by the PRA and the FCA in the United Kingdom, is acting exclusively for Bidco and no one else in connection with the Acquisition and will not be responsible to anyone other than Bidco for providing the protections afforded to clients of VTB Capital nor for giving advice in relation to the Acquisition or any matter or arrangement referred to in this announcement.*

*Citigroup, which is authorised by the PRA and regulated in the UK by the FCA and the PRA, is acting as financial adviser for KAZ Minerals and for no one else in connection with the Acquisition and other matters described in this announcement, and will not be responsible to anyone other than KAZ Minerals for providing the protections afforded to clients of Citigroup nor for providing advice in connection with the Acquisition or any other matters referred to in this announcement. Neither Citigroup nor any of its affiliates, directors or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, consequential, whether in contract, in tort, in delict, under statute or otherwise) to any person who is not a client of Citigroup in connection with this announcement, any statement contained herein, the Acquisition or otherwise.*

*UBS is authorised and regulated by the Financial Market Supervisory Authority in Switzerland. It is authorised by the PRA and subject to regulation by the FCA and limited regulation by the PRA in the United Kingdom. UBS provided financial and corporate broking advice to KAZ Minerals and no one else in connection with the contents of this announcement. In connection with such matters, UBS will not regard any other person as its client, nor will it be responsible to any other person for providing the protections afforded to its clients or for providing advice in relation to the contents of this announcement or any other matter referred to herein.*

*This announcement is for information purposes only and is not intended to, and does not, constitute or form part of any offer to sell or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise. The Acquisition is being made solely through the Final Offer Document, which together with the associated Second Form of Acceptance contains the full terms and conditions of the Acquisition, including details of how to accept the Acquisition. Any acceptance or other response to the Acquisition should be made only on the basis of the information in the Final Offer Document.*

*This announcement does not constitute a prospectus or prospectus equivalent document.*

### **Overseas Shareholders**

*This announcement has been prepared in accordance with English law, the Takeover Code, the Market Abuse Regulation and the Disclosure Guidance and Transparency Rules and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside England.*

*The Acquisition will be subject to the applicable rules and regulations of the FCA, the London Stock Exchange and the Takeover Code.*

*The availability of the Acquisition to KAZ Minerals Shareholders who are not resident in and citizens of the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person. Further details in relation to Overseas Shareholders are contained in the Final Offer Document.*

*Unless otherwise determined by Bidco or required by the Takeover Code (and permitted by applicable law and regulation), the Acquisition is not being communicated, and will not be communicated, directly or indirectly, in or into, or by use of mails of or any means or instrumentality (including, but not limited to, by mail, telephonically or electronically by way of internet or otherwise) of interstate or foreign commerce of, or by any facilities of a national, state or securities exchange of, any Restricted Jurisdiction and will not be capable of acceptance by any such use, means, instrumentality or facility or from within such Restricted Jurisdiction. Accordingly, unless otherwise determined by Bidco or required by the Takeover Code and permitted by applicable law and regulation, copies of this announcement and any Form of Acceptance are not being, and must not be, directly or indirectly mailed, transmitted or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction. Accordingly, any person (including, without limitation, any custodian, nominee or trustee) who would, or otherwise intends to, or who may have a contractual or legal obligation to, forward this announcement to any jurisdiction outside the United Kingdom, should inform themselves of, and observe, these restrictions and must not, directly or indirectly, mail, send or otherwise forward or distribute them in, into or from any Restricted Jurisdiction. Doing so may render any purported acceptance of the Final Increased Offer invalid.*

#### **Notice to US investors in KAZ Minerals**

*The Acquisition relates to the shares of an English company and is being made by means of a contractual takeover offer under the Takeover Code and under the laws of England and Wales. The Final Increased Offer will be made in the United States pursuant to all applicable laws and regulations, including, to the extent applicable, Section 14(e) and Regulation 14E under the US Securities and Exchange Act of 1934 (the "**US Exchange Act**") and otherwise in accordance with the requirements of the Takeover Code. Accordingly, the Acquisition will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer procedures and law. The Takeover Offer is being made in the United States by Bidco and no one else.*

*Furthermore, the payment and settlement procedure with respect to the Final Increased Offer will comply with the relevant United Kingdom rules, which differ from US payment and settlement procedures, particularly with regard to the date of payment of consideration.*

*In accordance with, and to the extent permitted by, the Takeover Code and normal UK market practice, VTB Capital and their respective affiliates may continue to act as exempt principal traders or exempt market makers in KAZ Minerals Shares on the London Stock Exchange and will engage in certain other purchasing activities consistent with their respective normal and usual practice and applicable law, as permitted by Rule 14e-5(b)(9) under the US Exchange Act.*

*In addition, Bidco, its affiliates, their advisors, and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in KAZ Minerals outside the Acquisition, such as in open market purchases or privately negotiated purchases, during the period in which the Acquisition remains open for acceptance. If such purchases or arrangements to purchase were to be made, they would be made outside the US and would comply with applicable law, including United Kingdom laws and the US Exchange Act. Any such purchases by Bidco or its affiliates will not be made at prices higher than the price of the Acquisition provided in this announcement unless the price of the Acquisition is increased accordingly. Any information about such purchases or arrangements to purchase shall be disclosed as required under United Kingdom laws and will be available to all investors (including US investors) via the Regulatory Information Service on [www.londonstockexchange.com](http://www.londonstockexchange.com). To the extent that such information is required to be publicly disclosed in the United Kingdom in accordance with applicable regulatory requirements, this information will, as applicable, also be publicly disclosed in the United States.*

*The financial statements, and all financial information included in this announcement or that may be included in the Final Offer Document, have been prepared in accordance with accounting standards applicable in the United Kingdom and thus may not be comparable to financial statements and information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US ("US GAAP"). US GAAP differs in certain significant respects from accounting standards applicable in the United Kingdom. None of the financial information in this announcement has been audited in accordance with auditing standards generally accepted in the United States or the auditing standards of the Public Company Accounting Oversight Board (United States).*

*Neither the Acquisition nor this announcement have been approved or disapproved by the SEC, any state securities commission in the United States or any other US regulatory authority, nor have such authorities passed upon or determined the adequacy or accuracy of the information contained in this announcement or the merits of this Final Increased Offer. Any representation to the contrary is a criminal offence in the US.*

*The receipt of cash by a US holder as consideration for the transfer of its KAZ Minerals Shares pursuant to the Acquisition will likely be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each US holder of KAZ Minerals Shares is urged to consult their independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to him or her.*

## **Forward looking statements**

*This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Acquisition, and other information published by Bidco and KAZ Minerals contain statements which are, or may be deemed to be, "forward-looking statements". Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Bidco and KAZ Minerals about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements.*

*The forward-looking statements contained in this announcement include statements relating to the expected effects of the Acquisition on Bidco and KAZ Minerals (including their future prospects, developments and strategies), the expected timing and scope of the Acquisition and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "expects" or "does not expect", "is expected", "is subject to", "budget", "projects", "strategy", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Although Bidco and KAZ Minerals believe that the expectations reflected in such forward-looking statements are reasonable, Bidco and KAZ Minerals can give no assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements.*

*These factors include, but are not limited to: the ability to complete the Acquisition; the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other Conditions on the proposed terms and schedule; future market conditions, changes in general economic and business conditions, the behaviour of other market participants; the anticipated benefits from the proposed transaction not being realised as a result of changes in general economic and market conditions in the countries in which Bidco and KAZ Minerals operate; weak, volatile or illiquid capital and/or credit markets; changes in tax rates; interest rate and currency value fluctuations; the degree of competition in the geographic and business areas in which Bidco and KAZ Minerals operate and changes in laws or in supervisory expectations or requirements. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements should therefore be construed in the light of such factors. Neither Bidco nor KAZ Minerals, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. You are cautioned not to place any reliance on these forward-looking statements. Other than in accordance with their legal or regulatory obligations, neither Bidco nor KAZ Minerals is under any obligation, and Bidco and KAZ Minerals expressly disclaim any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

### **Dealing and Opening Position Disclosure requirements**

*Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or*

*is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.*

*Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.*

*If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.*

*Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).*

*Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.*

### **Publication on a website**

*This announcement and the documents required to be published pursuant to Rule 26.1 of the Takeover Code will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Bidco's website at <http://www.novaresourcesbv.com/Announcements.html> and on KAZ Minerals' website at <https://www.kazminerals.com/investors/announcement/details/> by no later than 12 noon (London time) on the Business Day following the date of this announcement. The content of the websites referred to in this announcement is not incorporated into and does not form part of this announcement.*

## **No profit forecasts, estimates or quantified benefits statements**

*Nothing in this announcement is intended, or is to be construed, as a profit forecast, profit estimate or quantified benefits statement for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per share for KAZ Minerals for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for KAZ Minerals.*

## **Requesting hard copy documents**

*In accordance with Rule 30.3 of the Takeover Code, KAZ Minerals Shareholders, persons with information rights and participants in the KAZ Minerals Share Plans may request a hard copy of this announcement by contacting KAZ Minerals' registrars, Computershare Investor Services PLC, during business hours on +44 (0) 370 707 1100 or at [web.queries@computershare.co.uk](mailto:web.queries@computershare.co.uk). For persons who receive a copy of this announcement in electronic form or via a website notification, a hard copy of this announcement will not be sent unless so requested. Such persons may also request that all future documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form.*

## **Electronic communications**

*Please be aware that addresses, electronic addresses and certain other information provided by KAZ Minerals Shareholders, persons with information rights and other relevant persons for the receipt of communications from KAZ Minerals may be provided to Bidco during the Offer Period as required under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(c).*

## **Rounding**

*Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of figures that precede them.*