

**CERTIFICATE AND AGREEMENT OF PERSONS ACQUIRING THE
REGULATION S GDRS UPON TRANSFER OF SHARES FROM THE
RESTRICTED FACILITY TO THE REGULATION S FACILITY PURSUANT
TO CONDITION 3 AND CLAUSE 4.2 OF THE DEPOSIT AGREEMENT**

..... 2015

The Bank of New York Mellon, as Depositary
101 Barclay Street
New York, New York 10286

Dear Sirs

JSC Astana Finance

Reference is hereby made to the Deposit Agreement, dated 21 May 2015 (the "**Deposit Agreement**"), between JSC Astana Finance (the "**Company**") and The Bank of New York Mellon, as Depositary with respect to Regulation S Global Depositary Receipts ("**Regulation S GDRs**") issued thereunder. Capitalised terms used but not defined herein shall have the meanings given to them in the Deposit Agreement.

1. This certification and agreement is furnished in connection with the transfer to the undersigned pursuant to Clause 4.2 of the Deposit Agreement of GDRs held by the transferor in the form of Restricted GDRs.
2. We acknowledge (or if we are acting for the account of another person, such person has confirmed to us that it acknowledges) that the Regulation S GDRs and the Regulation S Shares represented thereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Act**").
3. We acknowledge and confirm (or if we are acting for the account of another person, such person has acknowledged and confirmed to us) that we or the account we are acting for is not Mr. Kintal Islamov, his spouse or their respective affiliates and associates from time to time (each a "**Disentitled Holder**"). "**Affiliate**" and "**associate**" have the respective meanings ascribed to them in Rule 405 of the Act.
4. We certify that either:
 - (a) (i) we are not a U.S. person (within the meaning of Regulation S under the Act) and are located outside the United States (within the meaning of Regulation S under the Act) and we have acquired, or have agreed to acquire and will acquire, the GDRs being transferred to us outside the United States (within the meaning of Regulation S under the Act) in accordance with Regulation S, and (ii) we are not an affiliate of the Company or a person acting on behalf of such an affiliate,

OR

- (b) we are a broker-dealer acting on behalf of our customer, and such customer has confirmed to us that (i) it is not a U.S. person (within the meaning of Regulation S under the Act) and it is located outside the United States (within the meaning of Regulation S under the Act) and it has acquired, or has agreed

to acquire and will acquire, the GDRs being transferred to it outside the United States (within the meaning of Regulation S under the Act), and (ii) it is not an affiliate of the Company or a person acting on behalf of such an affiliate.

5. As the beneficial owner of the Regulation S GDRs we agree (or if we are a broker-dealer acting on behalf of our customer, our customer has confirmed to us that as the beneficial owner of the Regulation S GDRs, it agrees) that: (i) neither we (or it) will offer, sell, pledge or otherwise transfer any Regulation S GDRs or the Shares represented thereby except in an offshore transaction (within the meaning of Regulation S under the Act) in compliance with Rule 903 or 904 of Regulation S under the Act and any applicable securities laws of any state or other jurisdiction; (ii) neither we (or it) will make any transfer of the Regulation S GDRs to a Disentitled Holder; and (iii) the foregoing transfer restrictions may be amended or supplemented from time to time to reflect any change in law or applicable regulation (or the interpretation thereof) or in practice relating to the resale or transfer of restricted securities generally.
6. We acknowledge that no representation is made by the Issuer or the Depositary as to the availability of any exemption under the Act or any U.S. state securities laws for resale of the GDRs and that we may be required to bear the financial risks of an investment in the GDRs for an indefinite period of time.

Very truly yours,

[name of CERTIFYING ENTITY]

[By:]

[Title:]