### PROSPECTUS FOR THE ISSUE OF NON-GOVERNMENT BONDS

Full name Short name «TechnoGroupService» Limited Liability Partnership

State registration of the issue of non-government bonds (bond program, issue of non-government bonds within the bond program) by the authorized body does not mean providing any recommendations to investors regarding the purchase of non-government bonds described in the prospectus and does not confirm the accuracy of the information contained in this document.

The issuer's officials confirm that all information provided in it is reliable and shall not mislead investors regarding the issuer and its placed non-government bonds.

During the circulation period of non-government bonds, the issuer shall ensure the disclosure of information on the securities market on the Internet resource of the financial reporting depository in accordance with the requirements of the legislation of the Republic of Kazakhstan on the securities market.

### Chapter 1. Information on the name of the issuer and its location

#### 1. Information about the issuer in accordance with the constituent documents:

1) date of primary state registration of the issuer; 20.08.2002 2) the date of state re-registration of the issuer (if re-registration was carried out); 27.06.2018 3) full and abbreviated name of the issuer in Kazakh, Russian and English (if any) languages; Full name "ТехноГруппСервис" In Kazakh language жауапкершілігі шектеулі серіктестігі Товарищество In Russian language с ограниченной ответственностью "ТехноГруппСервис" «TechnoGroupService» In English language Limited Liability Partnership Short name "ТехноГруппСервис" ЖШС In Kazakh language In Russian language ТОО "ТехноГруппСервис" In English language null 4) if the name of the issuer is changed, all its previous full and abbreviated names, as well as the dates

when they were changed, shall be indicated;

The name of the issuer did not change.

5) if the issuer was created as a result of the reorganization of a legal entity (legal entities), then information on succession concerning the reorganized legal entities and (or) the issuer shall be indicated;

the issuer was not created as a result of the reorganization of a legal entity (legal entities)

6) if there are branches and representative offices of the issuer, their names, dates of registration (reregistration), locations and postal addresses of all branches and representative offices of the issuer shall be indicated in accordance with the certificate of registration of branches (representative offices) of legal entities;

The issuer does not branches or representative offices

7) business identification number of the issuer;

020840008215

8) Legal Entity Identifier code (Legal Entity Identifier) in accordance with the international standard ISO 17442 "Financial services - Legal Entity Identifier" (LEI) (Financial services - Legal Entity Identifier) (if any).

# 2. The location of the issuer in accordance with the certificate of state registration (re-registration) of the legal entity, indicating the contact phone numbers, fax and e-mail address, as well as the actual address if the actual address of the issuer differs from the location of the issuer specified in the

Location	100600, KAZAKHSTAN, Ulytau region, Zhezkazgan G.A., Zhezkazgan,				
	Industrial zone South Industrial zone building 2/2				
Actual address:	100600, KAZAKHSTAN, Ulytau region, Zhezkazgan G.A., Zhezkazgan,				
	Industrial zone South Industrial zone building 2/2				





Phone	+77773222077
Fax	
E-mail:	info@tgs-energy.kz

### Chapter 2. Information about issuance securities, methods of their payment and receipt of income on them

#### 3. Information about the issue of bonds:

1) type of bonds. If the bonds are bonds are perpetual, information on this shall be indicated;

Unsecured coupon "green" bonds

2) nominal value of one bond (if the nominal value of one bond is an indexed value, then the procedure for calculating the nominal value of one bond shall be additionally indicated);

100 000 (one hundred thousand ) US Dollar

not applicable

3) number of bonds;

250 (two hundred fifty)

4) total volume of bonds issue;

25 000 000 (twenty-five million) US Dollar

5) the currency of the nominal value of the bond, the currency of payment on the principal debt and (or) accrued interest on bonds.

US Dollar

#### 4. Method of payment for placed bonds.

Bonds are paid for in non-cash form.

#### 5. Earning income from bonds:

1) the rate of the basic interest on bonds and additional interest if any.

In case of payment of additional interest, the procedure for determining the amount of additional interest on bonds is reflected, indicating the sources of information about events, the occurrence or non-occurrence of which determines the receipt of additional interest on bonds;

The interest rate on bonds is fixed -8%.

2) frequency of payment of interest and (or) dates of payment of interest on bonds;

Payment of interest on the bonds will be made twice a year after every 6 (six) months from the date of commencement of circulation of the bonds throughout the entire period of circulation of the bonds.

Interest payment date means the first day of the next coupon period, or, in the case of the last coupon period, last day of bonds circulation.

The remuneration is paid to persons who have the right to receive it and are registered in the bondholder register system at the beginning of the last day of the period for which the remuneration is paid (at the time and location of the central depository maintaining the securities holder register system) (hereinafter referred to as the Day fixation)

3) the date from which the accrual of interest on bonds begins;

The accrual of interest on bonds begins from the date of commencement of circulation of the bonds. Interest is accrued throughout the entire bond circulation period and ends on the last day of the bond circulation period.

4) the procedure and conditions for paying interest on bonds, the method of receiving interest on

bonds;

Remuneration is paid to persons who have the right to receive it and are registered in the system of registers of bond holders. of bonds on the day of register fixation.

Remuneration is paid in US dollars by transferring money to the bank accounts of the bondholders within 10 (ten) business days from the date following the day of register fixation (at the time and location of the central depository, which maintains the system of securities holders' registers).

Remuneration as of the payment date is calculated as a product of the nominal value and semi-annual coupon interest rate (the rate value is calculated to three decimal places with rounding according to the rules of mathematical rounding).

The last interest payment is made simultaneously with principal payment on bonds.

All payments (interest and principal payments) are made by the Issuer in non-cash order, in US dollars.

5) the period used to calculate the interest on bonds.

Payment of interest on bonds will be made based on a time base of 360 (three hundred and sixty days) per year and 30 (thirty days) per month) throughout the entire circulation period.

### 6. When issuing bonds of a special financial company for project financing, the following shall be additionally indicated:

1) characteristics of monetary claims, conditions and forecasted terms of receipt of money under the rights of claim, which are part of the allocated assets;

2) the procedure for providing information to bondholders on the change of ownership of property created under the basic agreement, on the introduction of creditor's representatives to the bodies of a special financial company and their powers;

3) a list of expenses of a special financial company related to servicing a transaction of project financing and investment asset management, carried out at the expense of allocated assets.

4) the procedure and order of payment of remuneration and redemption of bonds of different issues issued within one bond program (to be specified in the prospectus of the bond program);

5) Procedure and priority of satisfaction of claims of bondholders of the special financial company in case of bankruptcy of the special financial company.

Not applicable

# 7. When issuing bonds of a special financial company during securitization, the following shall be additionally indicated:



1) the name and location of the originator, the custodian bank managing the investment portfolio, the special financial company and the person collecting payments on the assigned rights of claim;

2) the subject of activity, the rights and obligations of the originator in the securitization transaction;

3) a description of the rights of claim, the conditions, procedure and terms for the receipt of money under the rights of claim, which are part of the allocated assets, and the procedure for monitoring their execution;

4) the procedure for investing temporarily free proceeds from allocated assets;

5) criteria for the homogeneity of claims;

6) the sequence of redemption of bonds of various issues issued within the bond program.

7) the procedure and order of satisfaction of claims of bondholders of the special financial company in case of bankruptcy of the special financial company.

Not applicable

Chapter 3. Conditions and procedures for placement, circulation, and redemption of issue-grade securities, as well as additional conditions for the redemption of bonds not established by Articles 15 and 18-4 of the Law on the Securities Market

#### 8. Conditions and procedure for placement of bonds:

1) date of commencement of placement of bonds;

The commencement date of the Bond placement is the date of commencement of the Bond circulation.

2) end date of placement of bonds;

The end date for the placement of Bonds is the last day of the bond circulation period.

3) the market where the placement of bonds is planned (organized and (or) unorganized securities market).

organized market

#### 9. Conditions and procedure for circulation of bonds:



1) date of commencement of circulation of bonds;

The date of commencement of circulation of bonds is the date of the first auction for the placement of Bonds, conducted in accordance with the rules of the Exchange.

A message about the date of commencement of circulation of the Bonds will be published on the Internet resource of Kazakhstan Stock Exchange JSC (www.kase.kz) and on the official website of the depository of financial statementswww.dfo.kz

2) end date of bonds circulation;

The end date of the Bonds circulation is the last day of the Bonds circulation period.

3) maturity of bonds;

Years: 3

Months: 0

Days: 0

4) the market where the circulation of bonds is planned (organized and (or) unorganized securities market).

organized market

unorganized market

### 10. Conditions and procedure for redemption of bonds:

1) date of redemption of bonds;

Within 10 (ten) working days from the day following the last day of circulation of the bonds.

2) method of repayment of bonds;

Bonds are redeemed at face value of bonds in US dollars with simultaneous payment of the last coupon interest within 10 (ten) business days from the day following the last day of bonds circulation by transferring money to bank accounts of bondholders registered in the register of bondholders as of the beginning of the last day of bonds circulation. The money intended for redemption of the Bonds, including coupon interest for the last coupon period, shall be transferred by the Issuer to the account opened with the Central Securities Depository JSC for crediting the amount for redemption (early redemption) of the Bonds with the attachment of the list of bondholders in the order and within the terms determined by the regulatory legal act of the authorized body, with the attachment of the list of bondholder.

Central Securities Depository JSC transfers the money intended for redemption (early redemption) of the bonds to the bank accounts of these bondholders.

The Issuer has the right, by decision of the Issuer's authorized body, to repay the bonds early in full no earlier than 2 (two) years from the date of commencement of circulation of the bonds, subject to the written consent of all bondholders. Bondholders must be notified within 5 (five) business days from the date of the decision by the Issuer's authorized body on early redemption of bonds, indicating the



conditions, terms and procedure for early redemption. Early redemption of bonds is carried out at par value in US dollars with simultaneous payment of the last accumulated coupon interest by transfer of money within 10 (ten) business days from the date of commencement of early redemption of bonds, approved by the authorized body of the Issuer. In case of early repayment, persons registered in the register of bondholders as of the beginning of the last day of circulation of bonds before the start date of their early repayment are entitled to receive the nominal value of the bonds and the last reward.

3) if the payment of remuneration and nominal value upon redemption of bonds will be made in accordance with the prospectus for issuing bonds with other property rights, descriptions of these rights, methods of their preservation, the procedure for valuation and persons authorized to evaluate these rights, as well as the procedure for implementing the transfer of these rights are provided.

Payment of interest and nominal value upon redemption of the Bonds will not be made through other property rights.

# 11. If there are additional conditions for the redemption of bonds that are not established by Articles 15 and 18-4 of the Law on the Securities Market, the following shall be indicated:

1) the procedure, and conditions for exercising the right to buy back bonds;

Redemption of bonds at the initiative of the Issuer: By decision of the General Meeting of Participants, the Issuer has the right to repurchase its bonds on the organized and unorganized market during the entire period of their circulation.

The repurchase price of the Bonds by the Issuer is determined by:

when making a repurchase on the organized securities market - at the price established as a result of trading on the Exchange on the date of repurchase (if any);

when making a repurchase on an unorganized market - at a price agreed upon by the Issuer and the Bond holder planning to sell his Bonds upon repurchase by the Issuer.

Information on the number of placed (minus repurchased) Bonds is disclosed by the Issuer to the Exchange in accordance with the rules of the Exchange. The repurchase of bonds by the Issuer should not entail a violation of the rights of Bond holders, as well as the requirements of the legislation of the Republic of Kazakhstan on the procedure for the Issuer to carry out transactions with its own bonds.

Bonds repurchased on the organized and unorganized markets will not be considered redeemed, and the Issuer has the right to sell back its repurchased Bonds on the organized and unorganized securities markets during the entire period of their circulation

2) terms for exercising the right to redeem bonds.

If the General Meeting of Participants of the Issuer makes a decision to repurchase the Bonds, the repurchase is carried out by the Issuer within 30 (thirty) calendar days from the date of such decision.

The decision of the General Meeting of Participants of the Issuer will be brought to the attention of bondholders within 3 (three) working days from the date of its adoption by posting a message on the official website of Kazakhstan Stock Exchange JSC (www.kase.kz) and on the official website of the financial reporting depository (www.dfo.kz).

### Chapter 4. Covenants (restrictions), if any

# 12. If additional covenants (restrictions) not provided for by the Law on the Securities Market are established, the following shall be indicated:



1) description of covenants (restrictions) accepted by the issuer and not provided for on the securities market;

During the entire circulation period of the bonds, the Issuer must comply with the following additional restrictions (covenants) recommended by the Listing Commission of Kazakhstan Stock Exchange JSC: 1)not to violate the deadlines for submitting annual and interim financial statements established by the listing agreement concluded between the Bond Issuer and Kazakhstan Stock Exchange JSC, and/or other internal documents of Kazakhstan Stock Exchange JSC.

2) not to violate the deadline for submitting audit reports on the Issuer's annual financial statements established by the listing agreement concluded between the Bond Issuer and Kazakhstan Stock Exchange JSC, and/or other internal documents of Kazakhstan Stock Exchange JSC.

2) the procedure for the issuer's actions in case of violation of covenants (restrictions);

In case of violation of the restrictions (covenants) stipulated by this Prospectus, the Issuer within 2 (two) business days from the date of occurrence of the violation brings to the attention of the bondholders the information on this violation with a detailed description of the reason of occurrence of the violation, method and term of elimination of this violation by placing the information on the official website of the Stock Exchange (www.kase.kz) and on the Internet resource of the DFO (www. dfo.kz). Within 10 (ten) calendar days following the date of receipt of the first written redemption request from the holders, the General Meeting of Members of the Issuer makes a decision to redeem the bonds. Within 3 (three) business days from the date of the date of the upcoming bond redemption by posting a notice on the official website of the Stock Exchange (www.kase.kz) and on the Internet resource of the DFO (www.dfo.kz). The Issuer will redeem the placed bonds within 45 (forty-five) calendar days from the date of receipt from a bondholder to redeem the bonds. The redemption will be made only on the basis of written applications submitted by the bondholders. The right of bondholders to receive other property equivalent or other property rights from the Issuer is not provided.

3) the procedure for actions of bondholders in case of violation of covenants.

Bondholders have the right to demand redemption of their Bonds in case of violation of the restrictions (covenants) specified in subparagraph 1, paragraph 12, Chapter 4 of the Prospectus.

The Bondholder has the right, within 15 (fifteen) business days from the date of the first publication of information about the fact of the occurrence of grounds for the redemption of the Bonds provided for in this paragraph, to send a written application to the Issuer for the redemption of the Bonds owned by him.

The bondholder must submit an application in any form indicating all the necessary details:

For a legal entity: name of the bond holder; business identification number; number, date of issue and issuing authority of the certificate of state registration (re-registration); legal address and actual location; telephones; Bank details; number and type of bonds subject to redemption;

#### For an individual:



last name, first name and, if available, patronymic of the bondholder;

individual identification number;

number, date and authority that issued the document,

identification;

location;

telephones;

Bank details;

number and type of bonds subject to redemption.

The Issuer is obliged, at the request of the Bond holders, to redeem the Bonds at the highest of the following prices:

the price corresponding to the nominal value of the Bonds, taking into account the accumulated interest;

fair market price of the Bonds.

Holders of Bonds who have not submitted applications for redemption have the right to redeem their Bonds at the end of their circulation period specified in this prospectus.

### Chapter 5. Conditions, terms and procedures for converting emissive securities (when issuing convertible securities)

### 13. When issuing convertible bonds, the following information shall be additionally indicated:

Not applicable

Chapter 6. Information about the property of the bond issuer, which is full or partial security for obligations under issued bonds, indicating the value of this property (for secured bonds)

### 14. Information about the property of the issuer, which is full or partial collateral for obligations under the issued bonds:

1) a description of the collateral for the issued bonds, indicating the value of this property;

This bond issue is not secured.

2) percentage ratio of the value of collateral to the total volume of bonds issue;

This bond issue is not secured.

3) the procedure for foreclosing the subject of the pledge.

This bond issue is not secured.

### 15. Details of the bank that provided the guarantee, indicating its name, location, details of the guarantee agreement, and terms and conditions of the guarantee (if the bonds are secured by a bank

This bond issue is not secured.

16. Details of the concession agreement and the Decree of the Government of the Republic of Kazakhstan on the provision of state guarantee - when issuing infrastructure bonds.





The bonds are not infrastructure.

### Chapter 7. Purpose of using money received from the placement of bonds

#### 17. Specific purposes for using the money that the issuer will receive from the placement of bonds.

1) The specific purposes of using the money that the issuer will receive from the placement of bonds shall be indicated

The proceeds from the bond offering will be used to finance the Project "Construction of 50 MW Kun-Bulagy Solar Power Plant in Toru-Aigyr Rural Area, Issyk-Kul District, Issyk-Kul Region, Kyrgyzstan" (the "Project"). The Project will contribute to a significant reduction in the power deficit in the Kyrgyz Republic and reduce the flow of power and energy from the south to the north of the Kyrgyz grid. The installation is expected to consist of 560-580 W monocrystalline bifacial PV modules mounted on metal support structures, decentralized string inverters, complete transformer substations, and a 63 MVA power transformer. This Project will have significant environmental impacts, including avoided greenhouse gas emissions of 10,538 tons of CO2e per year.

2) In the case of "green" bonds, social bonds, sustainability bonds, and sustainability related bonds, information on the issuer's bond issuance program shall be provided

The Issuer has a Green Bond Framework (the "Framework") which was approved by a resolution of the Issuer's Extraordinary General Meeting of Members dated September 29, 2023.

3) In the case of "green" bonds, information on the compliance of the intended purpose of the proceeds from the placement of bonds with the projects stipulated by paragraph 3 of Article 20-1 of the law "On the Securities Market" shall be indicated

The project falls under the category of "Renewable Energy (including power generation)" ICMA Green Bond Principles. At the same time, the project meets the Issuer's own criteria for solar energy projects as set out in the Framework Program and the EU Taxonomy criteria.

4) In case of issuing social bonds, a brief description of the relevant project aimed at implementing social objectives, for the financing of which the money received from the placement of these bonds will be used, as well as information on its compliance with the projects stipulated by paragraph 4 of Article 20-1 of the Law "On Securities Market"

The bonds are not social bonds and therefore this paragraph is not applicable.

5) In the case of issuing sustainable development bonds, a brief description of the "green" and " social projects, for the financing (implementation) of which the money received from the placement of these bonds will be used, as well as information about their compliance with the projects stipulated in paragraphs 3 and 4 of Article 20-1 of the Law "On Securities Market"

The bonds are not sustainability bonds and therefore this paragraph is not applicable.

6) In the case of the issuance of "green", social bonds and bonds of sustainable development, the following shall be additionally indicated:

sources of information on which the issuer will disclose information on the progress of the project, for the financing of which the money received from the placement of these bonds was used

The Issuer undertakes to annually provide investors with the Green Financing Report until the full distribution of raised funds, as well as to promptly provide this report in case of significant changes. The first report is published on the official website of the Issuer (https://tgs-energy.kz/index.php/ru/) not later than 30 days after the expiration of one year from the date of placement of green bonds.

measures to be taken by the issuer if the project financed by the money received from the placement of these bonds ceases to comply with the classification of projects as stipulated by paragraphs 3 and 4 of Article 20-1 of the Law "On Securities Market"

Under the Issuer's Framework Program, if any project ceases to comply with the Green Bond Principles, it will be reviewed by an expert panel to determine whether the project complies with the



Green Bond Principles.

TechnoGroupService LLP has established a special Green Bond Committee responsible for reviewing, evaluating and selecting projects in accordance with the eligibility criteria to be financed with the proceeds raised from the Green Bond offering.

The Issuer will rely on an internal system for monitoring, tracking and reporting green bond proceeds. The Issuer's finance department, in conjunction with the Green Bond Committee, will manage the cash proceeds from the Green Bonds, which will be credited to a separate sub-account. The Green Bond Committee consists of a team of three experts: financial, technical and business development, who are permanent members of the Committee.

In this case, if the Project, for the financing of which the money from the placement of the Bonds was used, ceases to meet the criteria established by the Work Program, the Issuer will take the following measures:

1) Exclude this project from the Issuer's portfolio of green projects and replace the excluded project with another project that will meet the criteria established by the Work Program.

2) If the Issuer is unable to implement the measures specified in paragraph 1), the Issuer's authorized body shall make a decision on delisting the Bonds and the Issuer shall redeem the Bonds.

In the case of an issue of bonds related to sustainable development (bonds, the characteristics of which change depending on the achievement of the issuer's predetermined sustainability goals), the following shall be described:

indicators used to assess the achievement of the issuer's predetermined sustainable development goals The bonds are not sustainability bonds and therefore this paragraph is not applicable.

methodology for calculating these indicators

The bonds are not sustainability bonds and therefore this paragraph is not applicable.

financial and/or structural parameters of sustainability-related bonds, effective if the issuer achieves them

The bonds are not sustainability bonds and therefore this paragraph is not applicable.

sources of information on which the issuer will disclose information on the fulfilment of the indicators set by him/her

The bonds are not sustainability bonds and therefore this paragraph is not applicable.

In the case of issuing investment bonds, the money from the placement of which is used to finance the project, and a brief description of this project shall be given

The Bonds are not investment bonds and therefore this paragraph is not applicable.

18. When issuing bonds, the payment for which will be made by the rights of claim on bonds previously placed by the issuer (excluding bonds redeemed by the issuer), the circulation period of which has expired, the date and number of the state registration of the issue of these bonds, their type and number, as well as the volume of the bond issue shall be additionally indicated, the amount of accumulated and unpaid interest on bonds.



Not applicable

Chapter 8. Information about the founders or major shareholders (participants) owning ten or more percent of the placed (except for those repurchased by the joint-stock company) shares (stakes in the authorized capital) of the issuer

19. Information about the founders or major shareholders (participants) owning ten or more percent of the placed (except for those repurchased by the joint-stock company) shares (stakes in the

Founder or major shareholder (participant) - a private individual

Surname, first name, patronymic (if any) of the founder or major shareholder (participant) (for an individual);	The date from which the founder or major shareholder	The percentage ratio of voting shares or stakes in the authorized capital of the
Abenov Kanat Gennadievich	14.08.2002	33,3

Founder or major shareholder (participant) - a legal entity

Full name of the shareholder		Percentage of voting shares or stakes in the issuer's authorized capital owned by
Limited Liability Partnership "Modern Innovative Technologies"	04.06.2018	66,7

### Chapter 9. Information about the management body and executive body of the issuer

### 20. Information about the management body of the issuer:

The chairman and members of the board of directors or the supervisory board (indicating the independent (independent) director(s) in the board of directors):

Surname, name, patronymic (if any) Mominbayev Zhomart Bayzakovich

Job title: Chairman of the Supervisory Board

the date of election of members of the board of directors or the supervisory board 18.10.2023

Information about their work activities for the last 3 (three) years and at present, in chronological order Information on work activity for the last three years:

Modern Innovative Technologies LLP - director since 2018.

TGS-Energy Limited LLP - director since 2022.

The percentage ratio of the issuer's voting shares owned by each of the members of the issuer's board of directors, or the percentage ratio of the shares in the issuer's charter capital owned by each of the members of the issuer's supervisory board to the total number of voting shares or stakes in the issuer's charter capital 0%

the percentage ratio of shares (stakes in the authorized capital) owned by each of the members of the board of directors or the supervisory board in the issuer's subsidiaries and affiliates to the total number of outstanding shares (stakes in the authorized capital) of these organizations not applicable





Surname, name, patronymic (if any) Abenov Kanat Gennadievich

Job title: Member of the Supervisory Board.

the date of election of members of the board of directors or the supervisory board 18.10.2023 Information about their work activities for the last 3 (three) years and at present, in chronological order Information on labor activity over the last three years:

TGS-Construction LLP - Director since 2022.

TechnoGroupService LLP - Technical Director from 2018 - 2022.

The percentage ratio of the issuer's voting shares owned by each of the members of the issuer's board of directors, or the percentage ratio of the shares in the issuer's charter capital owned by each of the members of the issuer's supervisory board to the total number of voting shares or stakes in the issuer's charter capital 33,3 %

the percentage ratio of shares (stakes in the authorized capital) owned by each of the members of the board of directors or the supervisory board in the issuer's subsidiaries and affiliates to the total number of outstanding shares (stakes in the authorized capital) of these organizations Abenov Kanat Gennadievich (citizen of the Republic of Kazakhstan), member of the Supervisory Board, share of participation in TechnoGroupService LLP - 33.3%.

Surname, name, patronymic (if any) Chester Christopher Borucki

Job title: Independent member of the Supervisory Board.

the date of election of members of the board of directors or the supervisory board 18.10.2023 Information about their work activities for the last 3 (three) years and at present, in chronological order Information on work activity for the last three years:

Nazarbayev University - Professor of Strategy and Management at the Graduate School of Business of Nazarbayev University from 2013 - 2023.

The percentage ratio of the issuer's voting shares owned by each of the members of the issuer's board of directors, or the percentage ratio of the shares in the issuer's charter capital owned by each of the members of the issuer's supervisory board to the total number of voting shares or stakes in the issuer's charter capital 0%

the percentage ratio of shares (stakes in the authorized capital) owned by each of the members of the board of directors or the supervisory board in the issuer's subsidiaries and affiliates to the total number of outstanding shares (stakes in the authorized capital) of these organizations not applicable

### 21. Collegial body or a person solely performing the functions of the issuer's executive body:



Name: Alzhanov Nurtai Agibaevich Job title: Director Date of election to the executive body 02.06.2023 Authority of the person Labor activity over the last three years: Director of TechnoGroupService LLP from 06.06.2018 to present time

Authority:

General management of the Company's activities:

1) acts on behalf of the Partnership without power of attorney in relations with third parties;

2) manages and disposes of the affairs, property and funds of the Partnership;

3) issues orders and instructions, signs contracts (contracts, agreements), issues powers of attorney to represent the Partnership, including powers of attorney with the right of power of attorney, signs all documents concerning relations with state management bodies, judicial and other law enforcement bodies, etc.;

4) opens settlement and other accounts of the Partnership in banks;

5) realizes the Partnership's development strategy, commercial and investment projects of the Partnership within the framework of the approved budget of income and expenses of the Partnership, investment budget;

6) approve internal documents of the Partnership, developed for the purpose of organization of the Partnership's activity, which are not referred to the competence of other bodies of the Partnership;7) approve the staff schedule of the Partnership within the limits of the approved maximum number of

personnel and organizational structure of the Partnership, regulate their relationship with each other; 8) ensures the submission of issues for consideration by the Supervisory Board (if any) or the General Meeting of Members;

9) makes transactions on behalf of the Partnership, as a result of which property (current inventory) is acquired (may be acquired) and alienated (may be alienated) up to 25 (twenty-five) % of the book value of the Partnership's assets;

10) make transactions on behalf of the Partnership for acquisition or alienation of assets and fixed assets up to 1,000,000 (one million) tenge;

11) organizes and carries out the development of the system of payment and material incentives for the employees of the Partnership;

12) performs other actions necessary for effective activity of the Partnership, which are not within the competence of other Management Bodies of the Partnership, determined by the legislation of the Republic of Kazakhstan, the Charter of the Partnership or other internal documents.

The percentage ratio of voting shares or stakes in the authorized capital owned by the person who solely performs the functions of the issuer's executive body, or each of the members of the collegial executive body of the issuer, to the total number of voting shares or stakes in the issuer's charter capital 0%

# 22. If the powers of the issuer's executive body have been transferred to another commercial organization (managing organization), then the following shall be indicated:



The authority of the Issuer's executive body was not transferred to another commercial organization (management organization).

The requirements of this paragraph do not apply to joint-stock companies.

### Chapter 10. Indicators of financial, economic and business activities of the issuer with an indication of the main types of activities of the issuer

#### 23. Types of activity of the issuer:

1) main activity:

production and sale of building steel structures;

production of power equipment for renewable energy sources;

production and sale of electricity from renewable energy sources;

investment in innovation;

carrying out foreign economic activities in accordance with the legislation of the Republic of Kazakhstan;

design, construction, maintenance of renewable energy facilities in strict accordance with standards and ensuring their reliability and durability;

carrying out general construction, construction and installation, repair and construction works;

production and sale of building materials;

software development and implementation;

innovation activities, development, implementation and sale of high-tech products, advanced equipment and technologies;

commercial and intermediary activities;

other types of activities not prohibited by the legislation of the Republic of Kazakhstan.

2) a brief description of the types of activities of the issuer, indicating the types of activities that are seasonal and their share in the total income of the issuer.

The Issuer's activities are not seasonal.

3) information about organizations that are competitors of the issuer.

In the context of the solar power plant construction project, the issuer has no competitors. The key factor confirming the lack of competition is the concluded long-term contract for the supply of electricity (PPA contract) for a period of 25 years with NESK OJSC (Kyrgyz Republic), which is a state-owned company. This contract guarantees the exclusivity of electricity supplies from the solar power plant, excluding the possibility of competitors for this period.

4) factors that positively and negatively affect the profitability of sales (works, services) for the main types of activities of the issuer.

The positive aspects of the Issuer's development include the following factors:

Guaranteed tariff: Having an agreement on a tariff for the purchase of electricity amounting to 4.42 som/kWh with the possibility of its annual indexation taking into account changes in the exchange rate ensures a stable and predictable income.

Negative aspects of the Issuer's development include the following factors:

Deviations from the stated volume of supply: In case of deviations from the stated electricity supply schedule, the volume of deviations is paid using a special coefficient to the tariff, which may lead to a decrease in profitability.

5) information on licenses (patents) held by the issuer and the period of their validity, research and development costs, including research developments sponsored by the issuer.





TechnoGruppServis LLP - State license No. 19009417 dated April 24, 2019 for construction and installation work of category 3.

TechnoGruppServis LLP - License for the purchase of electrical energy for energy supply purposes No. 23007178 dated March 20, 2023.

6) the share of imports in raw materials (works, services) supplied (rendered) to the issuer and the share of products (works, services) sold (rendered) by the issuer for export in the total volume of products sold (works, services rendered).

0

The share of imports in raw materials (works, services) supplied (rendered) to the issuer 0

7) information on the issuer's participation in litigations related to the risk of termination or change in the issuer's activities, collection of monetary and other obligations from him in the amount of 10 (ten) or more percent of the total assets of the issuer, indicating the essence of litigations with his participation.

The Issuer does not participate in legal proceedings.

8) other risk factors affecting the activity of the issuer.

Other risk factors that may negatively affect its activities and achievement of strategic goals:

Technological risks: Risks associated with the reliability and efficiency of the technologies used, including potential malfunctions and obsolescence of equipment;

Environmental risks: Possible impact of climate change and extreme weather conditions on solar power plant performance;

Operational risks: Challenges associated with the management, operation and maintenance of solar power plant equipment;

Legal Risks: The risk of legal disputes and claims related to operation or other aspects of the project.

### 24. Information about consumers and suppliers of goods (works, services) of the issuer, the volume of trade with which (works, services rendered) is 10 (ten) or more percent of the total cost of goods

Information about consumers:

Name	Share of the total value of goods (works, services) produced by the issuer
KAZ GREEN ENERGY LLP BIN 141240018466 – Maintenance of solar power plants	95

Information about suppliers:

Name	Share of the total cost of goods (works, services) consumed by the issuer
not applicable	0

# 25. The issuer's assets amounting to 10 (ten) or more percent of the total volume of the issuer's assets, indicating the corresponding book value of each asset.

As of December 31, 2023, the total value of the issuer's assets is KZT 1,234,126 thousand. Assets that make up 10 (ten) percent or more of total assets, according to the consolidated unaudited financial statements as at December 31, 2023, are: other short-term assets 187 103 thousand tenge or 15.1%





cash and cash equivalents 367 556 thousand tenge or 29.7% fixed assets 180 622 thousand tenge or 14.6% short-term financial investments 128,960 thousand tenge or 10.4% short-term accounts receivable 128,020 thousand tenge or 10.3% advances paid 163,816 thousand tenge or 13.2%

# 26. Accounts receivable in the amount of 10 (ten) or more percent of the book value of the issuer's assets:

Name of the debtor	The relevant amounts to	be	repaid	(within	the	next	12
According to financial statements for 12 months 2023 and 2022, the issuer has no debtors whose debt to the issuer is 10% or more of the total book value of our assets.	not applicable						

# 27. Accounts payable of the issuer, amounting to 10 (ten) or more percent of the book value of the issuer's liabilities:

The name of the creditor	The relevant amounts to be repaid (within the next 12
LLP "Center of Green	1st quarter 2024 -25,000
Technologies" BIN 031040000846	2nd quarter 2024 -25,000
, debt to a related party.	3rd quarter 2024 - 25,000
	4th quarter 2024 - 25,000
	2025 - 200,000
	2026 - 224,000

#### 28. The amount of the issuer's leverage.

The amount of the issuer's leverage shall be indicated as of the last day of each of the last two completed financial years, as well as of the end of the last quarter before submitting documents for state registration of a bond issue or bond program, or if the issuer's financial statements shall be submitted based on the results of the penultimate quarter before submitting documents for state registration of a bond issue or bond program - as of the end of the penultimate quarter before submitting documents for state registration of a bond issue or bond program - as of the end of the penultimate quarter before submitting documents for state registration of a bond issue or bond program - as of the end of the penultimate quarter before submitting documents for state registration of a bond issue or bond program. Leverage as of December 31, 2021 - 1.12

Leverage as of December 31, 2022 - 3.52

Leverage as of December 31, 2023 - 1.76

29. Net cash flows from the activities of the issuer for the last two completed financial years, calculated based on its financial statements, confirmed by the auditor's report.

As of December 31, 2021: Net cash provided by operating activities - (295,702) Net cash flows from investing activities - 29,961 Net cash from financing activities - 532,500 Cash and cash equivalents at the beginning of the year - 177,275 Cash and cash equivalents at the end of the year - 440,219 As of December 31, 2022:

Бұл құжат ҚР 2003 жылдың 7 қаңтарындағы "Электронды құжат және электронды сандық қол қою" туралы заңның 7 бабы, 1 тармағына сәйкес қағаз бетіндегі заңмен тең.



Net cash from operating activities - 2,437,295 Net cash from investing activities - (218,679) Net cash from financing activities - (2,516,632) Cash and cash equivalents at the beginning of the year - 440,219 Cash and cash equivalents at the end of the year - 146,490

# 30. Information on all registered issues of the issuer's debt securities (except for redeemed and cancelled bond issues) before the date of the decision on this issue of bonds:

The Issuer has no registered issues of debt securities (except for redeemed and canceled issues of bonds) as of the date of the decision to issue the bonds.

### Chapter 11. Additional information about the issuer and the equity securities it places

#### 31. Rights granted to a bondholder:

1) the right to receive from the issuer, within the period specified in the bond issue prospectus, the nominal value of the bond or to receive another property equivalent, as well as the right to receive a fixed percentage of the bond nominal value or other property rights established by the bond issue prospectus;

the right to receive the nominal value of the bond upon redemption in the manner and within the terms provided for by the terms of the Bond issue;

to receive remuneration in the manner and within the terms provided for by the terms of the Bond issue;

freely sell and otherwise dispose of the Bonds;

the right to satisfy their claims, including demanding redemption of Bonds, in cases and in the manner provided for by the legislation of the Republic of Kazakhstan;

the right to receive information about the Issuer's activities and its financial condition in accordance with the legislation of the Republic of Kazakhstan, as well as in the manner provided for by the Issuer's internal rules and internal documents of Kazakhstan Stock Exchange JSC;

the right to demand redemption of Bonds in the event of grounds for redemption of bonds provided for in paragraph 2 of Article 15 and subparagraphs 1) and 2) of Article 18-4 of the Law of the Republic of Kazakhstan dated July 2, 2003 No. 461-II "On the Securities Market", as well as violations The issuer has restrictions (covenants) specified in paragraph 12 of this prospectus;

other rights arising from the ownership of the Bonds.

2) the right to demand redemption by the issuer of bonds, indicating the conditions, procedure and terms for exercising this right, including in case of violation of covenants (restrictions) provided for by the bond issue prospectus. In case the bonds have no maturity date, the information that the holders of these bonds can not make a demand for redemption of bonds, including on the grounds stipulated by Articles 15 and 18-4 of the Law on the Securities Market shall be indicated;

In case of occurrence of cases that constitute the basis for the repurchase of Bonds by the Issuer, provided for in paragraph 2 of Article 15 and subparagraphs 1) and 2) of Article 18-4 of the Law of the Republic of Kazakhstan dated July 2, 2003 No. 461-II "On the Securities Market", as well as violations The Issuer of the restrictions (covenants) specified in paragraph 12 of this prospectus (hereinafter referred to as the "Events") The Issuer must inform Bond holders about the fact of their occurrence by posting a message on the Internet resource of Kazakhstan Stock Exchange JSC www. kase.kz and on the Internet resource Depository of financial statements www.dfo.kz, within 2 (two)



business days from the date of occurrence of the event, including:

information about which of the specified events leading to the redemption of the Issuer's Bonds takes place;

a list of possible actions of Bondholders to satisfy their claims, including the procedure and timing of filing a claim with the Issuer to repurchase the Bonds;

other information as decided by the Issuer.

In the event of the occurrence of grounds for the Issuer's repurchase of the Bonds provided for in subparagraphs 1) and 2) of paragraph 2 of Article 18-4 of the Law of the Republic of Kazakhstan dated July 2, 2003 No. 461-II "On the Securities Market", and in the event of violation by the Issuer of restrictions (covenants) specified in subparagraph 1 paragraph 12 of this prospectus, the Issuer is obliged to repurchase the placed Bonds at the highest of the following prices: (i) the price corresponding to the nominal value of non-government bonds, taking into account the accumulated but unpaid interest; (ii) the market price of non-government bonds, determined in accordance with the methodology for evaluating financial instruments admitted to circulation in the trading system of the stock exchange (if such a price exists); (iii) the price determined by the appraiser in According to legislation Republic Kazakhstan on appraisal activities (if the issuer's bonds are not traded on the organized securities market).

If there are grounds for the Issuer to repurchase the Bonds, the relevant body of the Issuer develops and approves an action plan to eliminate the reasons that caused the violation of these covenants in order to ensure the rights of Bondholders. The Issuer, within 11 (eleven) business days from the date following the day on which the specified grounds occur, is obliged to take all possible measures to eliminate the reasons that caused the violation of obligations under the Bonds ("Delay Period").

If these violations are not eliminated during the deferment period, Bondholders within 15 (fifteen) business days from the end of the Deferment Period have the right to demand the redemption of the bonds they own, by sending a written request.

In case of occurrence of grounds for repurchase by the Issuer of the Bonds provided for point 2Article 15 of the Law of the Republic of Kazakhstan dated July 2, 2003 No. 461-II "On the Securities Market", the Issuer is obliged, at the request of Bondholders, to repurchase the placed Bonds at the price of the corresponding nominal value of the Bonds, taking into account the accumulated interest, except in cases where there is the consent of the holders bonds to change the conditions specified in subparagraphs 1), 3) and 4) of part one of paragraph 2 of Article 15 of the Law of the Republic of Kazakhstan dated June 2, 2003 No. 461-II "On the securities market".

Redemption of Bonds by the Issuer at the request of Bondholders in other cases other than those provided for by the terms of the Bond issue is not provided.

The Bondholder has the right, within 20 (twenty) business days from the date of the first publication of information about the occurrence of grounds for the redemption of the Bonds provided for in this paragraph, to send a written application to the Issuer for the redemption of the Bonds owned by him.

No later than 10 (ten) calendar days from the date of receipt of the first application for the redemption of the Bonds, the General Meeting of Participants of the Issuer makes a decision on the redemption of the Bonds.

The decision of the General Meeting of the Issuer on the redemption of Bonds will be brought to the attention of Bondholders within 3 (three) business days from the date of its adoption by publishing information in the media determined by the Issuer's charter, as well as posting information on the official Internet resource of Kazakhstan Stock Exchange JSC exchange" www.kase.kz, on the official Internet resource of the Depository of Financial Statements www.dfo.kz.

The redemption of the Bonds is carried out by the Issuer within 30 (thirty) calendar days after the publication of the relevant decision of the General Meeting of the Issuer on the timing and procedure for the redemption of the Bonds, but within no more than 45 (forty-five) calendar days from the date of receipt of a written application from the Bondholder for the redemption of the Bonds.



The redemption of the Bonds is carried out by transferring the amount to be paid to the current bank accounts of the Bondholders.

The repurchase will be made only on the basis of written applications submitted by Bondholders.

Payment of interest and/or principal will be made in cash. The right of Bondholders to receive from the Issuer another property equivalent or other property rights is not provided.

3) other rights.

Redemption of Bonds by the Issuer at the request of Bondholders in other cases other than those provided for by the terms of the Bond issue is not provided.

### **32.** Information about events, upon the occurrence of which there is a possibility of declaring default on the issuer's bonds:

1) a list of events upon the occurrence of which there is a possibility of declaring a default on the issuer's bonds;

Default is a failure to fulfill obligations on equity securities and other financial instruments.

An event upon the occurrence of which a default on the Issuer's bonds may be declared (hereinafter referred to as the "Default Event"):

partial or complete failure to fulfill the Issuer's obligations to pay the amount of the principal debt and (or) coupon interest on bonds on the terms of payment of the principal debt and (or) coupon interest provided for by this prospectus (hereinafter referred to as the "Event of Default")

breach of obligation to maintain covenants

The Issuer is released from liability for partial or complete failure to fulfill its obligations under the Issue Prospectus if this failure was a consequence of force majeure circumstances. Force majeure circumstances are understood as circumstances the occurrence of which could not be foreseen or prevented (natural events, military actions, acts of prohibitive or restrictive nature by authorized bodies, etc.). In the event of force majeure circumstances, the deadline for the Issuer to fulfill its obligations under the Issue Prospectus is postponed in proportion to the period of time during which such circumstances and their consequences apply. The occurrence of force majeure circumstances must be confirmed in accordance with the requirements of the legislation of the Republic of Kazakhstan.

2) measures to be taken by the issuer in the event of a default on the bonds, including procedures for protecting the rights of bondholders in case of non-fulfilment or improper fulfilment of obligations to pay interest on bonds, including the procedure and conditions for restructuring obligations;

Upon the occurrence of an Event of Default on the Bonds, the Issuer undertakes to make every effort to eliminate the reasons that caused the Event of Default and to ensure the rights of Bondholders.

In the event of an Event of Default, the Issuer pays bondholders a penalty for each day of delay, calculated based on the official base rate of the National Bank of Kazakhstan on the day of fulfillment of the monetary obligation or its corresponding part. Non-payment or incomplete payment of interest and/or par value of bonds by the Issuer in the manner and within the time limits established by this Prospectus is not considered a default on bonds, if such non-payment and/or incomplete payment was the result of the Issuer receiving unreliable or incomplete bank account details of the bondholder, making it impossible the Issuer's payment of remuneration and/or nominal value, or the failure of Central Securities Depository JSC to provide the Issuer with a register of bondholders in the manner and within the time limits established by law and the agreement concluded with it.

The Issuer is released from liability for partial or complete failure to fulfill its obligations under the Bonds if this failure was a consequence of force majeure circumstances. Force majeure circumstances are understood as circumstances the occurrence of which could not be foreseen or prevented (natural events, military actions, acts of prohibitive or restrictive nature by authorized bodies, etc.). In the event

Бұл құжат ҚР 2003 жылдың 7 қаңтарындағы "Электронды құжат және электронды сандық қол қою" туралы заңның 7 бабы, 1 тармағына сәйкес қағаз бетіндегі заңмен тең.



of force majeure circumstances, the deadline for the Issuer to fulfill its obligations under this prospectus is postponed in proportion to the period of time during which such circumstances and their consequences apply.

The issuer will initiate a general meeting of bondholders in order to determine an acceptable way out of default, and will also develop an action plan for the fulfillment of its obligations to bondholders, indicating the corresponding volumes and deadlines for fulfillment, in accordance with the legislation of the Republic of Kazakhstan.

The measures that will be taken by the Issuer in the event of a default on the bonds will be aimed at restoring the solvency of the Issuer and repaying the debt on the bonds, including any reorganization, organizational and economic, management investment, technical, financial, economic, legal and other measures that do not contradict the legislation of the Republic Kazakhstan. The procedure and conditions for restructuring obligations are agreed upon by the Issuer with Bondholders through negotiations. The decision to restructure the Issuer's obligations is made by the General Meeting of Participants with the consent of creditors in accordance with the legislation of the Republic of Kazakhstan, including taking into account the rights granted by the Bond to its holder. The Issuer brings information about the occurrence of Events of Default to the attention of Bondholders within the time frame, in the manner and using the methods specified in subparagraph 3) of this paragraph.

3) the procedure, term and methods for bringing to the attention of bondholders the information about the facts of default, including information about (on) the amount of defaulted obligations, the reason for defaulting on obligations, listing possible actions of bondholders to satisfy their claims, the procedure for applying bondholders with a claim to the issuer, persons bearing joint and several or subsidiary liability for the obligations of the issuer in case of non-fulfilment or improper fulfilment by the issuer of obligations under the bonds;

In the event of an Event of Default, the Issuer informs Bondholders about the Event of Default within the time limits provided for by the legislation of the Republic of Kazakhstan for this type of information and/or the rules of Kazakhstan Stock Exchange JSC by posting a message on the Internet resource of Kazakhstan Stock Exchange JSC (www. kase.kz) in the manner established by the internal corporate rules of the Issuer and the internal requirements of Kazakhstan Stock Exchange JSC, as well as on the Internet resource of the Financial Statements Depository (www.dfo.kz) in the manner established by the legislation of the Republic of Kazakhstan. The message must contain information about the fact of default;

the volume of the Issuer's unfulfilled obligations as of the date of default;

the reasons for non-fulfillment of obligations that led to the occurrence of the Event of Default;

a list of possible actions of Bondholders to satisfy their claims, including the procedure and timing for filing a claim with the Issuer;

measures taken or will be taken by the Issuer to eliminate the Event of Default;

other information as decided by the Issuer.

There is no provision for entrusting another legal entity with the disclosure of this information. Information about the Issuer's activities, its financial condition, including current activities, events significantly affecting the interests of Bond holders is posted on the Internet resource of Kazakhstan Stock Exchange JSC (www.kase.kz) in the manner established by the Issuer's internal corporate rules and internal requirements of Kazakhstan Stock Exchange JSC, as well as on the Internet resource of the Depository of Financial Statements (www.dfo.kz) in the manner established by the legislation of the Republic of Kazakhstan.

4) the date and number of the agreement with persons bearing joint and several or subsidiary liability for the obligations of the issuer in the event of non-fulfilment or improper fulfilment by the issuer of obligations under the bonds, the full name of these persons, as well as the date of their state registration (if any). None

# 33. Forecast of the sources and flows of the issuer's funds necessary for the payment of interest and repayment of the amount of the principal debt in the context of each period of interest payment until

The forecast of sources and cash flows of the issuer necessary to pay interest and repay the principal amount of the Bonds is given in Appendix No. 1 to this prospectus.

#### 34. Risks associated with the acquisition of bonds placed by the issuer:

1) industry risks - describes the impact of a possible deterioration in the situation in the issuer's industry on its activities and fulfilment of its obligations under securities. The most significant, in the opinion of the issuer, possible changes in the industry are given (separately in the domestic and foreign markets).

Equipment price volatility risk - This risk is assessed by the Issuer as moderate, based on possible price fluctuations on the world market of equipment for solar power plants. The Issuer minimizes the impact of this risk by entering into equipment supply contracts with fixed prices and regularly assessing the market situation.

Electricity price risk - This risk is assessed as low due to the existence of a long-term PPA contract for 25 years with a fixed electricity price and indexation to the US dollar exchange rate. The Issuer mitigates the risk by providing stable and predictable revenue from electricity sales, which increases the financial stability of the project.

Technological risks and equipment obsolescence - The risk is assessed by the Issuer as moderate due to the rapid development of renewable energy technologies. The Issuer conducts regular monitoring of equipment condition and plans timely equipment upgrades to prevent obsolescence.

The risks associated with a possible change in prices for raw materials, services used by the issuer in its activities (separately in the domestic and foreign markets), and their impact on the activity of the issuer and the fulfilment of obligations under securities are described separately.

Equipment price volatility risk - This risk is assessed by the Issuer as moderate, based on possible price fluctuations on the world market of equipment for solar power plants. The Issuer minimizes the impact of this risk by entering into equipment supply contracts with fixed prices and regularly assessing the market situation.

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Technological risks and equipment obsolescence - The risk is assessed by the Issuer as moderate due to the rapid development of renewable energy technologies. The Issuer conducts regular monitoring of equipment condition and plans timely equipment upgrades to prevent obsolescence.

Risks associated with a possible change in prices for products and (or) services of the issuer (separately in the domestic and foreign markets) and their impact on the activities of the issuer and the fulfilment of obligations under securities;

Equipment price volatility risk - This risk is assessed by the Issuer as moderate, based on possible price fluctuations on the world market of equipment for solar power plants. The Issuer minimizes the impact of this risk by entering into equipment supply contracts with fixed prices and regularly assessing the market situation.

Бұл құжат ҚР 2003 жылдың 7 қаңтарындағы "Электронды құжат және электронды сандық қол қою" туралы заңның 7 бабы, 1 тармағына сәйкес қағаз бетіндегі заңмен тең.



Electricity price risk - This risk is assessed as low due to the existence of a long-term PPA contract for 25 years with a fixed electricity price and indexation to the US dollar exchange rate. The Issuer mitigates the risk by providing stable and predictable revenue from electricity sales, which increases the financial stability of the project.

Technological risks and equipment obsolescence - The risk is assessed by the Issuer as moderate due to the rapid development of renewable energy technologies. The Issuer conducts regular monitoring of equipment condition and plans timely equipment upgrades to prevent obsolescence.

2) financial risks - describes the exposure of the issuer's financial condition to risks associated with adverse changes in interest rates, foreign exchange rates, as well as market prices for securities and derivative financial instruments.

Currency riskis the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in exchange rates. As a result of significant amounts of borrowings denominated in foreign currencies, the Company's statement of financial position may be significantly affected by changes in the exchange rates of the Russian Ruble and other currencies to the Tenge. The issuer is exposed to currency risk in case of raising funds in foreign currency. To minimize the impact of this risk, the Issuer concludes contracts primarily in national currency.

Credit risk. This risk is also assessed as insignificant since when attracting borrowings, the issuer carries out a very thorough procedure for agreeing, forecasting and subsequent monitoring of the provision of payments on borrowed funds.

Risk of loss of liquidity. Inconsistency of inflows and outflows of funds, as well as the failure of counterparties to fulfill their obligations, which cannot be compensated by the sale of assets, increases the Issuer's exposure to the risk of loss of liquidity. In order to maintain sufficient liquidity, the Issuer applies the following procedures:

Analysis of receivables and payables;

Financial flow planning;

Working with debtors to collect debts.

The risks associated with the issuer's losses due to the issuer's inability to ensure the fulfilment of its obligations in full, arising from the imbalance of the financial assets and financial obligations of the issuer (including due to untimely fulfilment of financial obligations by one or more counterparties of the issuer) and (or) the emergence of an unforeseen need for the immediate and one-time fulfilment by the issuer of its financial obligations.

Currency riskis the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in exchange rates. As a result of significant amounts of borrowings denominated in foreign currencies, the Company's statement of financial position may be significantly affected by changes in the exchange rates of the Russian Ruble and other currencies to the Tenge. The issuer is exposed to currency risk in case of raising funds in foreign currency. To minimize the impact of this risk, the Issuer concludes contracts primarily in national currency.

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Analysis of receivables and payables;

Financial flow planning;

Working with debtors to collect debts.





It shall be indicated which of the indicators of the issuer's financial statements are most subject to change as a result of the influence of financial risks, the probability of their occurrence and the nature of changes in the statements.

Currency riskis the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in exchange rates. As a result of significant amounts of borrowings denominated in foreign currencies, the Company's statement of financial position may be significantly affected by changes in the exchange rates of the Russian Ruble and other currencies to the Tenge. The issuer is exposed to currency risk in case of raising funds in foreign currency. To minimize the impact of this risk, the Issuer concludes contracts primarily in national currency.

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Analysis of receivables and payables;

Financial flow planning;

Working with debtors to collect debts.

3) legal risk - describes the risk that the issuer will experience losses due to: changes in the currency, tax, and customs legislation of the Republic of Kazakhstan, requirements for licensing the issuer's core business, non-compliance by the issuer with the requirements of the civil legislation of the Republic of Kazakhstan and the terms of the concluded agreements, committed legal errors in the course of activities (obtaining incorrect legal advice or incorrect preparation of documents, including when considering contentious issues in the judiciary).

Violation of the requirements of the legislation of the Republic of Kazakhstan or non-compliance of the Issuer's practice with its internal documents carries an increase in legal risk, which may lead to expenses (losses) and negatively affect the financial position and results of operations of the Issuer. In its activities, the Issuer takes all measures to carry out activities in full compliance with the legislation of the Republic of Kazakhstan, other states and internal documents. Reducing the level of legal risk is carried out on an ongoing basis by the legal service by monitoring all changes in regulatory legal acts of the Republic of Kazakhstan and timely response of the Issuer's management to make appropriate adjustments to internal business processes and documents.

4) risk of loss of business reputation (reputational risk) - describes the risk of the issuer's losses as a result of a decrease in the number of customers (counterparties) due to the formation of a negative perception of the financial stability, financial position of the issuer, the quality of its products (works, services) or the nature of its activities in general;

The risk of loss of business reputation is associated with a deterioration in the financial position of the Company, negative events related to the operational and financial activities of the Company, the Company's failure to fulfill its obligations, etc. The Company is subject to the risk of reputational damage based on unfavorable coverage in the media or other sources. The company is committed to high ethical business standards.

5) strategic risk - describes the risk of the issuer's losses as a result of errors (shortcomings) made when making decisions that determine the strategy of the issuer's activities and development (strategic management) and are expressed in neglect or insufficient consideration of possible dangers that may threaten the issuer's activities, incorrect or insufficiently substantiated determination of promising areas of activity in which the issuer can achieve an advantage over competitors, the absence or



incomplete provision of the necessary resources (financial, logistical, human) and organizational measures (management decisions) that should ensure the achievement of the issuer's strategic goals;

A period of regional or global economic downturn may lead to a decrease in demand for the Issuer's services, which will lead to a reduction in the base of potential clients. To reduce strategic risk, the Issuer analyzes and sets important priorities, develops and approves a business strategy, and monitors the execution of business processes.

6) risks associated with the activities of the issuer - describes the risks inherent exclusively in the activities of the issuer or associated with the main financial and economic activities, including risks associated with: the inability to extend the issuer's license to conduct a certain type of activity or to use objects whose circulation is limited (including natural resources), possible liability of the issuer for the debts of third parties, including the issuer's subsidiaries, the possibility of losing consumers whose turnover accounts for at least 10 (ten) percent of the total proceeds from the sale of the issuer's products (works, services).

Risks associated with the possibility of losing consumers, whose turnover accounts for at least 10 percent of the total revenue from sales of products (works, services), are assessed by the Issuer's management bodies as moderate.

7) country risk - describes the risk of the issuer's losses as a result of non-fulfilment of obligations by foreign counterparties (legal entities, individuals) due to economic, political, and social changes, as well as since the currency of the monetary obligation may not be available to the counterparty due to the peculiarities the legislation of the country of his/her residence (regardless of the financial position of the counterparty itself);

Country risks associated with the purchase of placed bonds are at minimal levels because the likelihood of the Issuer's losses as a result of non-fulfillment of obligations by foreign counterparties due to economic, political and social changes in the country of their residence is insignificant.

8) operational risk - describes the risk of expenses (losses) as a result of deficiencies or errors in the implementation of internal processes made by the issuer's employees, improper functioning of information systems and technologies, as well as due to external events;

The Company's operational risks are assessed as insignificant due to the fact that the potential level of possible losses associated with the realization of operational risk is within the established risk appetite. 9) environmental risks - describes the risks associated with climatic and environmental factors that can affect the activity of the issuer.

Electricity production based on the use of wind, solar, water and other renewable resources is not associated with significant generation of environmental factors affecting human health.

### 35. Information about industrial, banking, financial groups, holdings, concerns, associations, and consortiums in which the issuer participates:

1) indicate industrial, banking, financial groups, holdings, concerns, associations, consortiums in which the issuer participates, the role (place), functions and period of participation of the issuer in these organizations;

The Issuer participates in the Association of Legal Entities "Association of RES "Qazaq Green" (https://qazaqgreen.kz/o-nas/).

2) if the results of the financial and economic activities of the issuer are significantly dependent on other members of industrial, banking, financial groups, holdings, concerns, associations, and consortiums, a detailed description of the nature of such dependence is given. not applicable

# 36. If the issuer has subsidiaries and (or) dependent legal entities, the following information is indicated for each such legal entity:

Бұл құжат ҚР 2003 жылдың 7 қаңтарындағы "Электронды құжат және электронды сандық қол қою" туралы заңның 7 бабы, 1 тармағына сәйкес қағаз бетіндегі заңмен тең.



1) full and abbreviated name, business identification number (if any), location;

Full name: Limited Liability Partnership "TGS-Construction"

Short name: LLP "TGS-Construction"

Location: Republic of Kazakhstan, Ulytau region, Zhezkazgan, Prom. zone South Industrial Zone, building. 2/2

business identification number (if any) 090740006713

2) grounds for recognizing a legal entity as a subsidiary and (or) dependent concerning the issuer; Sole participant of a legal entity, 100%;

3) the amount of the issuer's share in the authorized capital of the subsidiary and (or) dependent legal entity, and in the case when the subsidiary and (or) dependent legal entity is a joint-stock company - the share of the voting shares of such a joint-stock company owned by the issuer. Sole participant of a legal entity, 100%;

1) full and abbreviated name, business identification number (if any), location;

Full name: Limited Liability Partnership "TGS-Project"

Short name: LLP "TGS-Project"

Location: Republic of Kazakhstan, Ulytau region, Zhezkazgan, Prom. zone South Industrial Zone, building. 2/2

business identification number (if any) 080440004289

2) grounds for recognizing a legal entity as a subsidiary and (or) dependent concerning the issuer; Sole participant of a legal entity, 100%;

3) the amount of the issuer's share in the authorized capital of the subsidiary and (or) dependent legal entity, and in the case when the subsidiary and (or) dependent legal entity is a joint-stock company - the share of the voting shares of such a joint-stock company owned by the issuer. Sole participant of a legal entity, 100%;

1) full and abbreviated name, business identification number (if any), location;

Full name: Private company "TGS-Energy Limited"

Short name: PC "TGS-Energy Limited"

Location: Republic of Kazakhstan, Astana, Yesil district, Mangilik El Ave., building. 55/23, Block C4.4, office 248

business identification number (if any) 220540900397

2) grounds for recognizing a legal entity as a subsidiary and (or) dependent concerning the issuer; Sole participant of a legal entity, 100%;

3) the amount of the issuer's share in the authorized capital of the subsidiary and (or) dependent legal entity, and in the case when the subsidiary and (or) dependent legal entity is a joint-stock company - the share of the voting shares of such a joint-stock company owned by the issuer. Sole participant of a legal entity, 100%;



1) full and abbreviated name, business identification number (if any), location;

Full name: Private company «BK-Energy Limited»

Short name: PC «BK-Energy Limited»

Location: Republic of Kazakhstan, Astana, Yesil district, Mangilik El Ave., building. 55/16, #327-328

business identification number (if any) 220740900126

2) grounds for recognizing a legal entity as a subsidiary and (or) dependent concerning the issuer; Sole participant of a legal entity, 100%;

3) the amount of the issuer's share in the authorized capital of the subsidiary and (or) dependent legal entity, and in the case when the subsidiary and (or) dependent legal entity is a joint-stock company - the share of the voting shares of such a joint-stock company owned by the issuer. Sole participant of a legal entity, 100%;

1) full and abbreviated name, business identification number (if any), location;

Full name: Limited Liability Company "Kun Bulagy"

Short name: LLC "Kun Bulagy"

Location: Kyrgyz Republic, 720011, Bishkek, st. Kalyka Akieva, 95, Atrium Business Center, 7th floor.

business identification number (if any) 009012023100

2) grounds for recognizing a legal entity as a subsidiary and (or) dependent concerning the issuer; Through its subsidiary, TGS-Energy Limited, the Issuer owns an 80% stake

3) the amount of the issuer's share in the authorized capital of the subsidiary and (or) dependent legal entity, and in the case when the subsidiary and (or) dependent legal entity is a joint-stock company - the share of the voting shares of such a joint-stock company owned by the issuer. Through its subsidiary, TGS-Energy Limited, the Issuer owns an 80% stake

# 37. Information on organizations in which the issuer owns ten or more percent of the authorized capital (except for legal entities specified in paragraph 36 of this Annex), indicating for each such

The Issuer does not own ten percent or more of the authorized capital (except for the legal entities specified in paragraph 36 of this Annex) in any entity.

### 38. Information about the issuer's credit ratings:

1) the object of assigning a credit rating (the issuer, the issuer's securities);

Issuer

The value of the credit rating as of the date preceding the date of submission of documents to the authorized body for the registration of the bond issue (bond program).

Не применимо

The full and abbreviated name, location of the organization that assigned the credit rating:

Full name: Not applicable

Short name: Not applicable

Location: Not applicable

Other information about the credit rating, indicated by the issuer at its discretion.

Not applicable

2) if the object to which the credit rating is assigned is the issuer's securities, the international identification number (ISIN code) and the date of its assignment, as well as the name of the rating agency that assigned the credit rating, are additionally indicated:



# **39.** Information about the representative of the holders of the issuer's bonds (in the case of the issue of secured, infrastructure or mortgage bonds):

Not applicable

### 40. Information about the issuer's paying agent (if any):

1) full name of the paying agent;

not applicable

2) location, contact phone numbers, details of the paying agent and all its branches that will pay income (nominal value of bonds) on securities;

Location

not applicable

Phone numbers

Payment details of the payment agentnot applicable3) date and number of the issuer's agreement with the paying agent.Number of the agreement

Date of the agreement

# 41. Information about the issuer's consultants (if, in accordance with the Law on the Securities Market, an obligation is established to agree on the provision of consulting services on the issues of

1) full and abbreviated name of the person providing consulting services on the issues of inclusion and placement of the issuer's securities in the official list of the stock exchange;

Full name Joint Stock Company "SkyBridge Invest"

Short name JSC "SkyBridge Invest"

2) location, contact phone numbers of the person providing consulting services on the issues of inclusion and location of the issuer's securities in the official list of the stock exchange;

Location Legal address: Republic of Kazakhstan, 050060, Almaty, Bostandyk district, st. Abish Kekilbayuly, 34, 14th floor.

Phone numbers +7 (727) 331-33-50

3) the date and number of the issuer's agreement with the person providing consulting services on the issues of listing and listing the issuer's securities in the official list of the stock exchange. Number of the agreement  $N_{2}$  23 $\Pi$ H-08-04

Date of the agreement 16.08.2023

### 42. Information about the audit organization of the issuer:

Бұл құжат ҚР 2003 жылдың 7 қаңтарындағы "Электронды құжат және электронды сандық қол қою" туралы заңның 7 бабы, 1 тармағына сәйкес қағаз бетіндегі заңмен тең.



1) the full official name of the audit organizations (surname, first name, patronymic (if any) of the auditor) that carried out (carry out) the audit of the issuer's financial statements for the last 2 (two) completed financial years, indicating their affiliation with the relevant accredited professional audit organizations;

The full official name of the audit organizations (surname, first name, patronymic (if any) of the auditor) Limited Liability Partnership «SFAI Kazakhstan»

The full official name of the audit organizations (surname, first name, patronymic (if any) of the auditor) Union of Auditors of Kazakhstan, Kuanyshbekov Olzhas

2) telephone and fax numbers, e-mail address (if any).

Phone number: +7 (727) 327-68-06

Fax number (if any):

E-mail address (if any):

43. Affiliated persons of the issuer, not specified in paragraphs 19, 20, 21 and 22 of this Annex, but in accordance with the laws of the Republic of Kazakhstan "On Limited and Additional Liability Partnerships" and "On Joint Stock Companies" affiliated persons of the issuer:

1) for an individual - the surname, name, patronymic (if any) of the issuer'saffiliate;

2) for a legal entity - the full name, location and surname, first name, and patronymic (if any) of the first head of the issuer'saffiliate.

If this legal entity is established in the organizational legal form of a limited liability partnership, information about its participants owning ten or more percent of the shares in the authorized capital of this legal entity is additionally indicated, indicating the share of participation:

for an individual - surname, first name, patronymic (if any);

for a legal entity - full name, location;

3) the basis for referring them to the issuer's affiliates and the date from which the affiliation with the issuer appeared.

Concerning an affiliated person of the issuer, which is a legal entity in which the issuer owns ten or more percent of shares or stakes in the authorized capital of this legal entity, the following shall be additionally indicated:

full name, location and surname, name, patronymic (if any) of the first head of the legal entity in which the issuer owns ten or more percent of shares or shares in the authorized capital;

the percentage ratio of shares or participation interests in the authorized capital owned by the issuer to the total number of outstanding shares or participation interests in the authorized capital of this legal entity;

the main activities of the legal entity in which the issuer owns ten or more percent of the shares or shares in the authorized capital of this legal entity;

the date from which the issuer began to own ten or more percent of the shares or shares in the authorized capital of this legal entity;

if a legal entity is established in the organizational legal form of a limited liability partnership, information on its other participants owning ten or more percent of the shares in the authorized capital of this legal entity is indicated, indicating the share of participation:

for an individual - surname, first name, patronymic (if any);

for a legal entity - full name, location.

When issuing bonds by a special financial company, information is disclosed on the affiliation of the parties to the securitization transaction, indicating the grounds for recognizing affiliation and the date of its occurrence.

If information about the issuer's affiliates was posted on the Internet resource of the financial reporting depository before the date of submission of documents for state registration of the bond

Information on this item as of December 31, 2023 is presented in Appendix No. 2 to this prospectus.

### 44. The number of the issuer's costs for the issue of bonds and their servicing, as well as information on how these costs will be paid.

Fee for consideration of the Exchange - 50 MRP Exchange entry fee - 50 MRP Annual fee of the Exchange - 100 MRP Fee for organization of trades in the Exchange's trading system - 50 MRP Services of Central Securities Depository JSC - depending on the volume of services rendered, in accordance with the depository's tariffs Services of financial consultant and underwriter - depending on the volume of services rendered, in accordance with the contract Broker services - depending on the volume of services rendered, in accordance with the agreement The issuer's expenses on bonds issue and their servicing will be paid from the issuer's own funds.

45. Paragraphs 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 31, 32, 33, 39, 40, 41 and 44 of this annex shall not be filled in during the state registration of the bond program.

46. Paragraphs 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43 and 44 of this annex shall not be filled in by the stabilization bank.

Signer:



АЛЬЖАНОВ АГИБАЕВИЧ null НУРТАЙ

Бұл құжат ҚР 2003 жылдың 7 қаңтарындағы "Электронды құжат және электронды сандық қол қою" туралы заңның 7 бабы, 1 тармағына сәйкес қағаз бетіндегі заңмен тең.

