

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the Final Increased Offer or the contents of this document or what action you should take, you are recommended to seek your own personal advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in the relevant jurisdiction.**

**This Second Form of Acceptance should be read in conjunction with the accompanying Final Offer Document dated 26 March 2021 and the Original Offer Document sent to KAZ Minerals Shareholders on 8 February 2021, which is available on Bidco's website at [www.novaresourcesbv.com](http://www.novaresourcesbv.com) and on KAZ Minerals' website at <https://www.kazminerals.com/investors/announcement/details/>. Unless the context otherwise requires, the definitions contained in the Final Offer Document (and those incorporated from the Original Offer Document in the Final Offer Document) also apply in this Second Form of Acceptance.**

**If you are a CREST sponsored member, you should refer to your CREST sponsor before completing this Second Form of Acceptance.**

If you have sold or otherwise transferred all of your KAZ Minerals Shares (other than pursuant to the Acquisition), please send the Final Offer Document, the accompanying reply paid envelope (for use in the UK only), but not this personalised Second Form of Acceptance, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected (but not into a Restricted Jurisdiction), for delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of KAZ Minerals Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected. If you have recently purchased or otherwise acquired KAZ Minerals Shares in certificated form, notwithstanding receipt of the Final Offer Document and any accompanying documents from the transferor, you should contact the Receiving Agent to obtain a personalised Second Form of Acceptance.

Unless otherwise determined by Bidco or required by the Takeover Code (and permitted by applicable law and regulation), the Final Increased Offer is not being communicated, and will not be communicated, directly or indirectly, in or into, or by use of mails of or by 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 other securities exchange of, any Restricted Jurisdiction and the Final Increased Offer is not capable of acceptance by any such use, means, instrumentality or facility or otherwise from within any Restricted Jurisdiction.

Further information for overseas shareholders is set out in paragraph 7 of Part B of Appendix I of the Original Offer Document (as amended by Appendix I to the Final Offer Document). 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 the Final Offer Document, together with this accompanying Second Form of Acceptance, to any jurisdiction outside the United Kingdom should read that paragraph.

## SECOND FORM OF ACCEPTANCE AND AUTHORITY FINAL INCREASED RECOMMENDED CASH OFFER

by

### NOVA RESOURCES B.V. ("BIDCO")

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

for

### KAZ MINERALS PLC

(Incorporated and registered in England and Wales with Registered No. 05180783)

**Acceptances of the Final Increased Offer must be received by 1.00p.m. (London time) on 9 April 2021**

#### ACTION TO BE TAKEN

**If you have previously accepted the Original Increased Offer (and have not validly withdrawn that acceptance) you will automatically be deemed to have accepted the terms of the Final Increased Offer by virtue of your prior acceptance and therefore need not take any further action.**

Before completing this Second Form of Acceptance, please read the section headed "ACTION TO BE TAKEN IF YOU WISH TO ACCEPT THE FINAL INCREASED OFFER" on page 7 of the Final Offer Document, paragraph 14 of the letter from Bidco contained in Part 2 of the Final Offer Document and Parts B and C of Appendix I to the Original Offer Document (as amended by Appendix I to the Final Offer Document), the terms of which are incorporated into and form part of this Second Form of Acceptance.

To accept the Final Increased Offer, complete this Second Form of Acceptance on page 3 by following the instructions and notes for guidance set out on pages 2 and 4. In particular, please sign Box 3 on page 3 of this Second Form of Acceptance in the presence of a witness who must also sign in Box 3 and state his or her name and address.

- If your KAZ Minerals Shares are in certificated form (that is, not in CREST), return this Second Form of Acceptance, duly completed, signed and accompanied by your share certificate(s) and/or other document(s) of title, by post to Computershare, Corporate Actions Projects, Bristol, BS99 6AH, so as to arrive by no later than 1.00p.m. (London time) on 9 April 2021. A reply-paid envelope is enclosed for documents lodged by post from within the United Kingdom. No acknowledgement of receipt of documents will be given.
- If your KAZ Minerals Shares are in certificated form and your share certificate(s) and/or other document(s) of title is/are with your bank, stockbroker or other agent, you should complete and sign this Second Form of Acceptance and arrange for it to be lodged by such agent, together with the relevant share certificate(s) and/or other document(s) of title, unless your share certificate(s) and/or other document(s) of title is/are not readily available, in which case please refer to note 5 on page 4 of this Second Form of Acceptance. If your share certificate(s) and/or other document(s) of title is/are lost, please refer to note 6 on page 4 of this Second Form of Acceptance.
- If your KAZ Minerals Shares are in uncertificated form (that is, in CREST), you should not complete or return a Form of Acceptance, but take the action set out in paragraph 14.2 of the letter from Bidco to KAZ Minerals Shareholders contained in Part 2 of the Final Offer Document to transfer your KAZ Minerals Shares to an escrow balance. For this purpose, the participant ID of the Escrow Agent is 3RA13, the member account ID of the Escrow Agent is KAZNOV01. **You should ensure that the transfer to escrow settles no later than 1.00p.m. (London time) on 9 April 2021.**
- If you hold KAZ Minerals Shares in both certificated and uncertificated form, you should complete this Second Form of Acceptance in relation to the certificated holding(s) only. Similarly, if you hold KAZ Minerals Shares in certificated form but under different designations you should complete a separate Second Form of Acceptance in respect of each designation. You can obtain additional Second Forms of Acceptance by contacting Computershare Investor Services PLC between 8.30 a.m. and 5.30 p.m. on any Business Day on telephone number (0) 370 707 1100 or, if telephoning from outside the UK, on telephone number +44 (0) 370 707 1100.
- If you hold KAZ Minerals Shares jointly with others, you must arrange for all your co-holders to sign this Second Form of Acceptance.
- A Second Form of Acceptance that is received in an envelope postmarked in a Restricted Jurisdiction, or which otherwise appears to Bidco or its agents to have been sent from a Restricted Jurisdiction, may be treated as invalid.

**If you are in any doubt as to how to complete this Second Form of Acceptance, please contact Computershare Investor Services PLC on either of the telephone numbers listed above. For legal reasons, Computershare Investor Services PLC will not be able to provide advice on the merits of the Final Increased Offer or provide financial advice.**

**DO NOT DETACH ANY PART OF THIS SECOND FORM OF ACCEPTANCE**

**HOW TO COMPLETE THE SECOND FORM OF ACCEPTANCE ON PAGE 3**

The provisions of Parts B and C of Appendix I to the Original Offer Document (as amended by Appendix I to the Final Offer Document) are deemed to be incorporated in and form part of this Second Form of Acceptance.

**If you have previously, accepted the Original Increased Offer (and have not validly withdrawn that acceptance) you will automatically be deemed to have accepted the terms of the Final Increased Offer by virtue of your prior acceptance and therefore need not take any further action. Additionally, any acceptances made using any Form of Acceptance will be deemed to have accepted the terms of the Final Increased Offer.**

**1 If your address details in Box 1 have changed or are incomplete please tick the box and show the updated information, in BLOCK CAPITALS using BLACK INK.**

If you have any queries regarding the completion of this Second Form of Acceptance, please contact Computershare Investor Services PLC on (0) 370 707 1100 (or +44 (0) 370 707 1100 if calling from outside of the U.K.) between 8.30 a.m. and 5.30 p.m. on any Business Day.

**2 THE FINAL INCREASED OFFER**

To accept the Final Increased Offer, insert in Box 2 the total number of KAZ Minerals Shares in respect of which you wish to accept the Final Increased Offer. You must also sign Box 3 in accordance with the instructions set out below, which will constitute your acceptance of the Final Increased Offer.

*If no number or a number greater than your registered holding of KAZ Minerals Shares is written in Box 2 and you have signed Box 3, you will be deemed to have accepted the Final Increased Offer in respect of your entire registered holding of KAZ Minerals Shares.*

**PLEASE REMEMBER TO SEND US YOUR VALID KAZ MINERALS ORDINARY SHARE CERTIFICATE(S)**

**3 SIGNATURES**

To accept the Final Increased Offer you must sign Box 3 and, in case of a joint holding, arrange for ALL joint holders to do likewise. All registered holders, including joint holders, who are individuals must sign Box 3 in the presence of a witness who must also sign Box 3 where indicated. If these instructions are not followed, this Second Form of Acceptance will be invalid. The witness must be over 18 years of age and should not be another joint holder signing the Second Form of Acceptance. The same witness may witness the signature of each joint holder. The witness should also print his/her name where indicated.

A company must execute this Second Form of Acceptance under its common seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company to which section 44 of the Companies Act applies may execute this Second Form of Acceptance by: (i) a director and the company secretary; or (ii) two directors of the company; or (iii) a director of the company in the presence of a witness who attests the signature, in each case signing the Second Form of Acceptance and inserting the name of the company above their signatures. Each such person signing this Second Form of Acceptance for a company should state the office which he/she holds in the relevant company. A body corporate incorporated outside the United Kingdom may execute this Second Form of Acceptance in accordance with the laws of the territory in which it is incorporated provided that execution is expressed to be by the company or otherwise in accordance with the provision of the Overseas Companies (Execution of Documents and Registration of Charges) Regulation 2009 of the United Kingdom.

If the Second Form of Acceptance is not signed by the registered holder(s), insert the name(s) and capacity (e.g. attorney or executor(s)) of the person(s) signing the Second Form of Acceptance in the presence of a witness who must also sign Box 3 where indicated. You should also deliver evidence of your authority in accordance with the notes on page 4.

This Second Form of Acceptance should not be signed in a Restricted Jurisdiction. This Second Form of Acceptance shall, when executed, take effect as a deed.

**4 RESTRICTED JURISDICTIONS**

If you are unable to give the warranties and representations required by paragraph (b) of Part C of Appendix I to the Original Offer Document (as amended by Appendix I to the Final Offer Document), you must put "NO" in Box 4 and you should read paragraph (7) of Part B of Appendix I to the Original Offer Document (as amended by Appendix I to the Final Offer Document). If you do not put "NO" in Box 4 you will be deemed to have given such warranties and representations.

**5 ALTERNATIVE ADDRESS**

Complete Box 5 if you wish the consideration and/or other documents to be sent to someone other than the sole or first-named registered holder at the address set out in Box 1 (e.g. your bank manager or stockbroker). Box 5 must also be completed by holders with registered addresses in a Restricted Jurisdiction. You must not insert into Box 5 an address in a Restricted Jurisdiction.

**Kindly Note:** This Second Form of Acceptance is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; (ii) classes of security; or (iii) uniquely designated accounts. Bidco and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

**PLEASE COMPLETE AS EXPLAINED ON PAGE 2 AND 4 (To be completed in BLOCK CAPITALS)**

The provisions of Parts B and C of Appendix I to the Original Offer Document (as amended by Appendix I to the Final Offer Document) are deemed to be incorporated in and form part of this Second Form of Acceptance.

**1**

Please tick this box if your address details in Box 1 have changed or are incomplete and update below in BLOCK capitals:

House Number:  Post Code:

Street/Road Name .....  
(BLOCK CAPITALS)

Town/City.....  
(BLOCK CAPITALS)

Country.....  
(BLOCK CAPITALS)

For information purposes only:  
Number of **KAZ Minerals Shares** held by you as at the close of business on 24 March 2021.

Please enter here a daytime telephone number (including STD Code) where you can be contacted in the event of any query arising from completion of this Second Form of Acceptance. ➤

**2**

**TO ACCEPT THE FINAL INCREASED OFFER**  
Complete Boxes 2, 3 and, if appropriate Boxes 4 and / or 5

Number of **KAZ Minerals Shares** for which you are accepting the Final Increased Offer.

**3**


**ALL SHAREHOLDERS ARE TO SIGN HERE TO ACCEPT THE FINAL INCREASED OFFER. NB ALL SHAREHOLDER SIGNATURE(S) MUST BE WITNESSED.**

Execution by individuals signed and delivered as a deed by:

	Signature(s) of Shareholder(s)	Name of Witness	Signature of Witness
1	<input type="text"/>	<input type="text"/>	<input type="text"/>
2	<input type="text"/>	<input type="text"/>	<input type="text"/>
3	<input type="text"/>	<input type="text"/>	<input type="text"/>
4	<input type="text"/>	<input type="text"/>	<input type="text"/>

**NOTE: The witness must be a person who is over 18 years of age who is not another joint holder and the same witness may witness on behalf of all or any registered holders.**

Execution by a company: The common seal was affixed/executed as a deed on behalf of the company named above in the presence of:

Affix common seal of the company here 

Signature  Name of Director

Signature  Name of \*Director/Secretary/Witness

\*Delete as appropriate

**4**

**RESTRICTED JURISDICTIONS**

Only complete this box by inserting "NO" if you are a restricted overseas person and UNABLE to give the representation and warranties required by paragraph (b) of Part C of Appendix I of the Original Offer Document (as amended by Appendix I to the Final Offer Document)

**5**

**ALTERNATIVE ADDRESS FOR DESPATCH OF CONSIDERATION**

Address outside a Restricted Jurisdiction to which consideration is to be sent, if not as specified above.

Name

Address

Postcode

**PLEASE REMEMBER TO SEND US YOUR VALID KAZ MINERALS ORDINARY SHARE CERTIFICATE(S).**

If you have lost your certificate(s) and have already applied for a letter of indemnity, place a cross  in this box

## ADDITIONAL NOTES REGARDING THE COMPLETION OF THIS SECOND FORM OF ACCEPTANCE

In order to be effective, this Second Form of Acceptance must, except as mentioned below, be signed by the registered holder or, in the case of a joint holding, by ALL the joint holders or under a power of attorney. A body corporate incorporated in England and Wales may execute this Second Form of Acceptance under its common seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company to which section 44 of the Companies Act applies may execute this Second Form of Acceptance by: (i) a director and the company secretary; or (ii) two directors; or (iii) a director in the presence of a witness who attests the signature, in each case signing this Second Form of Acceptance and inserting the name of the company above their signatures. Each such person signing this Second Form of Acceptance should state the office which he/she holds in the relevant company.

In order to avoid inconvenience and delay, the following points may assist you:

**1. If a holder is away from home (e.g. abroad or on holiday):**

Send this Second Form of Acceptance by the quickest means (e.g. airmail) to the holder (but not in or into a Restricted Jurisdiction) for execution or, if he or she has executed a power of attorney, have this Second Form of Acceptance signed by the attorney in the presence of a witness who must also sign this Second Form of Acceptance. In the latter case, the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971 by, for example, a solicitor) must be lodged with this Second Form of Acceptance. **No other signatures are acceptable.**

**2. If you have sold or transferred all, or wish to sell or transfer part, of your holding of KAZ Minerals Shares:**

If you have sold or transferred all of your KAZ Minerals Shares, you should send the Final Offer Document, together with the accompanying reply-paid envelope (for use in the UK only), but not the personalised Second Form of Acceptance, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee (but not in or into a Restricted Jurisdiction). If your KAZ Minerals Shares are in certificated form, and you wish to sell or transfer part of your holding of KAZ Minerals Shares and to accept the Final Increased Offer in respect of the balance but are unable to obtain the balance share certificate by 9 April 2021, you should ensure that the stockbroker, bank or other agent through whom you make the sale or transfer obtains the appropriate endorsement or indication, signed on behalf of KAZ Minerals' Registrar, Computershare Investor Services PLC, in respect of the balance of your holding of KAZ Minerals Shares. If you have recently purchased or otherwise acquired KAZ Minerals Shares in certificated form, notwithstanding receipt of the Final Offer Document and any accompanying documents from the transferor, you should contact Computershare Investor Services PLC to obtain a personalised Second Form of Acceptance.

**3. If the sole holder has died:**

A grant of probate or letters of administration must be obtained in respect of the relevant KAZ Minerals Shares. If the grant of probate or letters of administration has/have been registered with KAZ Minerals' Registrar, Computershare Investor Services PLC, this Second Form of Acceptance must be signed by the personal representative(s) of the deceased holder each in the presence of an independent witness who must also sign this Second Form of Acceptance. This Second Form of Acceptance should then be lodged with Computershare Investor Services PLC at the address given on the cover page of this Second Form of Acceptance, together with the relevant share certificate(s) and/or other document(s) of title. If the grant of probate or letters of administration has/have not been registered with KAZ Minerals' Registrar, the personal representative(s) or the prospective personal representative(s) should sign this Second Form of Acceptance and forward it to Computershare Investor Services PLC at the address given on the cover page of this Second Form of Acceptance, together with the relevant share certificate(s) and/or other document(s) of title. However, once obtained, the grant of probate or letters of administration must be lodged before the consideration due under the Final Increased Offer can be forwarded to the personal representative(s).

**4. If one of the joint holders has died:**

This Second Form of Acceptance is valid if signed by the surviving holder(s) (each in the presence of an independent witness) and, if the KAZ Minerals Shares are held in certificated form, lodged with the share certificate(s) and/or other document(s) of title and, in all cases, death certificate(s), and an office copy grant of probate or letters of administration of the deceased holder. These documents will be returned as directed.

**5. If your KAZ Minerals Shares are in certificated form and the certificate(s) are held by your stockbroker, bank or other agent:**

(a) If your share certificate(s) and/or other document(s) of title is/are with your stockbroker, bank or other agent, you should complete this Second Form of Acceptance and, if the certificate(s) is/are readily available, arrange for this Second Form of Acceptance to be lodged by such agent with Computershare Investor Services PLC at the address given on the cover page of this Second Form of Acceptance, accompanied by the share certificate(s) and/or other document(s) of title so as to arrive by no later than 1.00p.m. (London time) on 9 April 2021.

(b) If the certificate(s) is/are not readily available, lodge this Second Form of Acceptance with Computershare Investor Services PLC at the address given on the cover page of this Second Form of Acceptance, duly completed together with a note saying e.g. "certificate(s) to follow", and arrange for the certificate(s) to be forwarded as soon as possible thereafter but in any event so as to arrive by no later than 1.00p.m. (London time) on 9 April 2021. (It will be helpful for your agent, unless he is in a Restricted Jurisdiction, to be informed of the full terms of the Final Increased Offer.)

**6. If your KAZ Minerals Shares are in certificated form and you have lost any of your share certificate(s) and/or other document(s) of title:**

Complete and execute this Second Form of Acceptance and lodge it, together with a letter of explanation and any share certificate(s) and/or other document(s) of title which are available, with Computershare Investor Services PLC at the address given on the cover page of this Second Form of Acceptance. At the same time you should write as soon as possible to KAZ Minerals' Registrars, Computershare, The Pavilions, Bridgwater Road, Bristol, BS13 8AE, requesting a letter of indemnity for the lost share certificate(s) and/or other document(s) of title. When completed in accordance with the instructions given, you should return the letter of indemnity to Computershare Investor Services PLC at the address given on the cover page of this Second Form of Acceptance so as to arrive by no later than 1.00p.m. (London time) on 9 April 2021.

**7. If your KAZ Minerals Shares are in CREST:**

You should take the action set out in paragraph 14.2 of the letter from Bidco to KAZ Minerals Shareholders contained in Part 2 of the Final Offer Document to transfer your KAZ Minerals Shares in respect of which you are accepting the Final Increased Offer to an escrow balance.

If you are a CREST sponsored member, you should refer to your CREST sponsor before completing this Second Form of Acceptance, as only your CREST sponsor will be able to send the necessary TTE instruction to Euroclear.

**8. If the Second Form of Acceptance is signed under a power of attorney:**

The completed Second Form of Acceptance, together with any share certificate(s) and/or other document(s) of title, should be lodged with Computershare Investor Services PLC at the address set out on the cover page of this Second Form of Acceptance, accompanied by the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971 by, for example, a solicitor). The power of attorney will be duly noted by Computershare Investor Services PLC and returned as directed.

**9. If your full name or other particulars differ from those appearing on your share certificate:**

(a) Incorrect name e.g.:

Name on the certificate(s) ..... John Smith

Correct name ..... Jon Smyth

complete this Second Form of Acceptance with the correct name and lodge it, accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the certificate and the person who has signed this Second Form of Acceptance are one and the same.

(b) Incorrect address: insert the correct address in Box 5 of this Second Form of Acceptance.

(c) Change of name: lodge your marriage certificate or the deed poll with this Second Form of Acceptance for noting. These documents will be returned as directed.

**10. If you are outside the United Kingdom:**

The attention of overseas shareholders is drawn to paragraph 7 of Part B, paragraph b of Part C and/or paragraph b of Part D of Appendix I to the Original Offer Document (as amended by Appendix I to the Final Offer Document). Without prejudice to Parts B and C of Appendix I to the Original Offer Document (as amended by Appendix I to the Final Offer Document), Bidco and/or its agents reserve the right (subject to the Takeover Code) to treat as valid in whole or in part any acceptance of the Final Increased Offer which is not entirely in order or which is not accompanied by the relevant transfer to escrow or (as appropriate) the relevant share certificate(s) and/or other document(s) of title.

**11. Payment of Consideration:**

The consideration payable under the Final Increased Offer cannot be sent to you until all relevant documents have been properly completed and sent by post to Computershare Investor Services PLC at the address set out on the cover page of this Second Form of Acceptance.

**12. Incomplete Forms:**

Without prejudice to Parts B and C of Appendix I to the Original Offer Document (as amended by Appendix I to the Final Offer Document), Bidco and/or its agents reserve the right (subject to the Takeover Code) to treat as valid in whole or in part any acceptance of the Final Increased Offer which is not entirely in order or which is not accompanied by the relevant TTE instruction or (as appropriate) the relevant share certificate(s) and/or other document(s) of title. In either event, no consideration due under the Final Increased Offer will be sent until after the relevant transfer to escrow has been made or (as appropriate) the relevant share certificate(s) and/or other document(s) of title or indemnities satisfactory to Bidco have been received.