

24 September 2024

Air Astana

Air Astana Joint Stock Company

Notice of Extraordinary General Meeting to be held on 15 November 2024 ("Notice")

Air Astana Joint Stock Company ("Air Astana" or the "Company"), location of the executive body - 4A Zakarpatskaya Street, Turksib District, Almaty, 050039, the Republic of Kazakhstan -notifies that the Board of Directors has decided to convene an Extraordinary General Meeting of Shareholders of Air Astana on 15 November 2024.

The Extraordinary General Meeting ("EGM") will be held by voting in absentia, without holding a General Meeting of Shareholders in person, in accordance with Articles 35-37, 39-41, 43-47, 49-52 of the Law of the Republic of Kazakhstan dated 13 May 2003 "On Joint Stock Companies" (hereinafter referred to as the Law "On Joint Stock Companies").

Shareholders who are registered by the Central Securities Depository in the register of holders of shares on 1 October 2024 (00:00 Almaty time) are eligible to participate in the EGM, taking into account the provisions provided for in the section "Disclosure of information on national ownership by shareholders" below. After the specified date, if a Shareholder included in the Central Securities Depository list of persons eligible to participate and vote in the EGM has divested their voting shares of the Company, the right to participate in the EGM shall be transferred to the new shareholder. In this case, documents confirming the ownership of the shares must be submitted.

Proposed agenda of the Extraordinary General Meeting of Shareholders:

1. Amendment of the major transaction earlier approved by the General Meeting of Shareholders of the Company and deciding on entering by the Company into a major transaction (series of interrelated transactions), which is an interested party transaction, in connection with entering into an Assignment Agreement under the Fleet Management Program of the Airbus A320neo family for the maintenance of PW1100G type engines between International Aero Engines, LLC, FlyArystan JSC and Air Astana JSC (in connection with obtaining by FlyArystan JSC a separate air operator certificate).

In accordance with paragraph 6 of Article 43 of the Law "On Joint Stock Companies", when a decision is made by a General Meeting of Shareholders by means of voting in absentia, the agenda of the General Meeting of Shareholders cannot be amended and (or) supplemented.

Materials on the agenda:

The Company's shareholders can access the materials relating to the above agenda of the EGM by sending a request, along with documents certifying the shareholder's status, to the following e-mail address: gsm.materials@airastana.com, or at the Company's executive body office at the following address: 4A Zakarpatskaya Street, Turksib District, Almaty, 050039, the Republic of Kazakhstan. The materials relating to the EGM will be available for shareholders to review not later than ten days before the meeting. Shareholders can request to have materials sent to them within three working days of the receipt of such a request. Charges for copies of the documents and document delivery will be at the expense of the Shareholder.

Procedure for voting in absentia

Participation in the EGM by voting in absentia without holding a General Meeting of Shareholders in person will be carried out by filling out a Voting Slip for voting in absentia ("Voting Slip"), which will be available on the Company's website (<https://ir.airastana.com/media/INDIVIDUALS.doc> and https://ir.airastana.com/media/LEGAL_ENTITIES.doc) and the Internet resources of the Financial Reporting Depository.

It being understood that:

- 1) to receive a Voting Slip, please follow the link on the Company's website: <https://ir.airastana.com/media/INDIVIDUALS.doc> and https://ir.airastana.com/media/LEGAL_ENTITIES.doc and print out the electronic form of the Voting Slip placed thereon;
- 2) before voting on the agenda item of the EGM, it is necessary to fill in all the fields on the Voting Slip with information about the Shareholder. To vote on the agenda item of the EGM, one of the cells with possible voting options: "for" or "against" or "abstain" in the Voting Slip on each item on the agenda of the EGM shall be marked or signed. Votes will be counted if the Shareholder (or representative of the Shareholder) has complied with the voting procedure specified in the Voting Slip and marked only one of the possible voting options;
- 3) in accordance with paragraph 6 of Article 43 of the Law "On Joint Stock Companies", the Voting Slip shall be

- 3) in accordance with paragraph 6 of Article 49 of the Law "On Joint Stock Companies", the voting slip shall be signed by the individual Shareholder (or representative thereof), indicating the details of the identity document of this person, or the head of the legal entity Shareholder (or representative thereof). A Voting Slip which does not bear the signature of the individual Shareholder, the head of the legal entity Shareholder, or a representative of either, shall be deemed invalid;
- 4) the Voting Slip for voting in absentia shall be accompanied by:

for individual Shareholders - a copy of the Shareholder's identity document. In the case of a representative of the Shareholder signing the Voting Slip, a copy of the identity document of the Shareholder, as well as the representative's own identity document, and a copy of a duly executed power of attorney or other document confirming the authority of the Shareholder's representative to sign the Voting Slip;

for legal entity Shareholders - a copy of the identity document of the head of the legal entity Shareholder, or a copy of the identity document of the Shareholder's representative, and a copy of a duly executed power of attorney or other document confirming the authority of the Shareholder's representative to sign the Voting Slip;

- 5) the Voting Slip and the necessary documents specified in this Notice will be accepted at the location of the executive body of the Company - 4A Zakarpat'skaya Street, Turksib District, Almaty, 050039, the Republic of Kazakhstan (addressed for the attention of a member of the counting commission of the Company - Zhanat Zhandossov) - by hand or by registered post to ensure a record of sending/receiving the Voting Slips and the necessary documents specified in this Notice;
- 6) Voting Slips filled in for each agenda item for the purpose of counting the results of voting in absentia shall be received by the Company between 9:00 a.m. (Almaty time) on 14 October 2024 to 6:00 p.m. (Almaty time) on 14 November 2024;
- 7) the date of counting the results of voting in absentia is 15 November 2024. On the specified date, the Company's counting commission:
 - (a) shall determine the validity of the received Voting Slips and count the number of valid Voting Slips and the votes indicated therein for each agenda item;
 - (b) shall determine the quorum of the EGM;
 - (c) shall draw up minutes of the voting results at the EGM.

The Company also reminds holders of global depositary receipts (the "GDRs") representing the Company's common shares (the "Shares") that the rules and procedures for the exercise of voting rights with respect to the Shares by holders of GDRs are set forth in the Terms and Conditions of GDRs (see Condition 16) of the Prospectus: <https://ir.airastana.com/en/disclosure-center/ipo-documents/#>. As set forth in the Terms and Conditions of GDRs, holders of GDRs shall exercise their voting rights only by giving instructions to Citibank, N.A., acting as depositary bank (the "Depositary"), subject to the provision of identification information and compliance with other requirements of the Depositary. GDR holders wishing to give voting instructions to the Depositary must sign, complete and return the voting form within the specified time, in accordance with the procedure set out in the relevant notice of the Extraordinary General Meeting of Shareholders, which will be sent by the Depositary to GDR holders in the near future together with the voting form.

In accordance with part two of paragraph 4 of Article 45 of the Law "On Joint Stock Companies", in the event of the absence of a quorum when holding the EGM by voting in absentia, no adjourned EGM shall be held.

In accordance with paragraph 6 of Article 51 of the Law "On Joint-Stock Companies", the results of voting in absentia shall be communicated to shareholders by publishing them on the Company's website, the Internet resources of the Financial Reporting Depository and stock exchanges.

Disclosure of information on national ownership by Shareholders

In accordance with Article 74-1 of the Law of the Republic of Kazakhstan dated 15 July 2010 "On the Use of the Airspace of the Republic of Kazakhstan and Aviation Activity" and Article 8.1 of the Charter of the Company, a person who owns Shares and (or) GDRs representing the shares (hereinafter referred to as the "Shareholder") is obliged to disclose to the Company information on the citizenship (country of incorporation) of the Shareholder, as well as on the citizenship of the ultimate owners who exercise effective control over such Shareholder (hereinafter referred to as the "Nationality Information").

The Company draws attention to the fact that in order to participate in the EGM, a shareholder who has not previously provided information on national ownership, at the request of the Company, must provide said information in the form "Information on Shareholder and its Ultimate Owners", posted on the Company's website: <https://ir.airastana.com/media/Demand for disclosure.docx>, together with a Voting Slip.

The Company reminds Shareholders that, in accordance with the provisions of Clauses 4 and 5 of Article 74-1 of the Law of the Republic of Kazakhstan dated 15 July "On the Use of the Airspace of the Republic of Kazakhstan and Aviation Activity" and Articles 8.8 and 8.9 of the Charter of the Company:

1. in the event of partial or complete failure by the Shareholder to provide the information on national ownership, such Shareholder: (1) is not counted towards the quorum of the EGM; and (2) is not entitled to take part in voting and/or discussion of matters considered by the EGM;
2. in the event the Shareholder provides false information which is discovered after adoption of the relevant decision by the EGM: (1) if that decision was voted for by the majority of voting shares (without taking into account the voting shares of the Shareholder who provided the false information), the decision of the EGM is considered to be adopted without taking into account the votes of the specified Shareholder, subject to meeting the requirements for a quorum; and (2) if the vote of the Shareholder who provided the false information was a casting vote, such circumstance is a ground for invalidation of the respective decision of the EGM.

Enquiries:

Investor Relations Service investor.relations@airastana.com
Corporate Secretary Service gsm.materials@airastana.com

Company overview:

Air Astana Group (Air Astana JSC and FlyArystan JSC) is the largest airline group in the Central Asia and the Caucasus regions by revenue and fleet size. Air Astana Group operates a fleet of 56 aircraft split between Air Astana, its full-service airline that operated its inaugural flight in 2002, and FlyArystan, its low-cost airline established in 2019. Air Astana Group provides scheduled, point-to-point and transit, short-haul and long-haul air travel and cargo on domestic, regional and international routes across Central Asia, the Caucasus, the Far East, the Middle East, India and Europe. Air Astana was recognised twelve times in a row as the "Best Airline in Central Asia and the CIS" and was awarded "Best Airline Staff Service in Central Asia and the CIS" for the eighth time by Skytrax World Airline Awards. FlyArystan has been twice recognized as the "Best Low Cost Carrier in Central Asia and the CIS" by Skytrax. Air Astana also has a five-star rating in the major airline category by the APEX. The Company is listed on the Kazakhstan Stock Exchange, Astana International Exchange and the London Stock Exchange (ticker symbol: AIRA).

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