

# Solidcore Resources plc

## Re-domiciliation Q&As

Unless otherwise defined herein, capitalised terms within the Re-domiciliation Q&As below have the same meaning as defined in the Circular published on 10 May 2023 (the “Re-domiciliation Circular”) or the Circular published on 10 July 2023 (the “De-listing Circular”), as appropriate, both available at:

<https://www.solidcore-resources.com/en/investors-and-media/shareholder-centre/general-meetings/>

Shareholders are urged to read the Re-domiciliation Circular and the De-listing Circulars as a whole and in its entirety.

The information below is provided for informational purposes only and does not constitute financial or tax advice.

### **1. The Company has completed LSE de-listing and the re-domiciliation to AIFC, Kazakhstan. What does this mean for me and my holdings which are held through a non-AIX nominees/custodians (for example, Investor Share Platforms)?**

*If holdings are held through brokers or custody agents (such as Investor Share Platforms) not registered with the Astana International Exchange, then the ability to continue holding positions in the Company is subject to the requirements of such brokers or custody agents.*

*Please contact your broker or custody agent for more information.*

*The Company is aware that certain non-AIX brokers/agents are able and willing to transfer holdings directly into shareholders’ AIX brokerage, registrar or Tabys accounts.*

*If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, lawyer, accountant or other independent financial adviser.*

### **2. How does the Re-domiciliation impact holders of certificated (paper) shares?**

*In the case of the Company, as a result of the Re-domiciliation completion, all certificated (paper) shares were converted in uncertificated form on the AIX Registrar.*

*To ensure access to electronic voting and future dividend payments, holder of certificated (paper) shares are advised to complete Tabys mobile application onboarding process OR register with the AIX Registrar portal by supplying following information to the AIX Registrar ([registrar@aix.kz](mailto:registrar@aix.kz)):*

*If an individual:*

- *First Name*
- *Last Name*
- *Date of Birth*
- *Nationality*
- *Individual Identification Number (if a citizen of the Republic of Kazakhstan) OR Passport Number (if otherwise)*
- *Email*
- *Mobile Number*
- *Residential address*

*If a corporate entity:*

- *Company name*
- *Date of incorporation*
- *Country of incorporation*
- *BIN/Company registration number*
- *Email*
- *Address*

Tabys user guide can be found at the [https://www.solidcore-resources.com/files/en/Tabys\\_guide.pdf](https://www.solidcore-resources.com/files/en/Tabys_guide.pdf)

### **3. How does the Re-domiciliation affect Shareholders holding Ordinary Shares through an account with the National Settlement Depository (MOEX)?**

*The re-domiciliation had no negative implications to the rights of any of its Shareholders, either those holding shares through the NSD or otherwise.*

### **4. Which brokers can provide me with access to the AIX? How do I transfer my Ordinary Shares to the AIX?**

*Shareholders simply need access to or open a trading/brokerage account which operates on the AIX and transfer their shareholding to such an account (option A) – or, if trading is not anticipated or required by the Shareholder, “hold-only” services are supported by Tabys (for Individual Shareholders) (option B) or through registering with the AIX Registrar Portal (option C).*

#### **Option A – local brokerage account (for active trading on AIX Market)**

*First, shareholder shall open a brokerage or custody account with Participant of AIX CSD:*

*There is a list of brokers on AIX website <https://aix.kz/clearing-settlement/aix-csd-participants/brokers-1/>. We encourage Shareholders to do their own research to choose a broker with regards to their individual needs and circumstances.*

*The Company is familiar with Freedom Finance (<https://ffin.kz/en>), Halyk Finance (<https://halykfinance.kz/?lang=en>) Freedom Finance Europe ([www.freedomfinance.eu](http://www.freedomfinance.eu)) as platforms for retail investors. Institutional investor and HNW individuals may contact CBH (<https://cbhbank.com/>), NGDEM Finance (<https://www.ngdem.kz/en/>), Tansar Capital (<https://caifc.kz/>), Tengri Partners (<https://tengripartners.com/>), SQIF (<https://www.sqif.kz/en/>), Roemer Capital (<https://roemercapital.com/>).*

*Nominee, which has a direct account with AIX Registrar, shall send re-registration instruction (upon receipt of instruction from you) to AIX Registrar via SWIFT - BIC code: ASIHKZ22REG, or by submitting a transfer form via e-mail [Registrar@aix.kz](mailto:Registrar@aix.kz). The form will be provided to a direct client of AIX Registrar (Nominee) at request.*

*You shall send matching instruction to your local broker (AIX CSD Participant) to accept shares at your brokerage/custody account opened with AIX CSD Participant at AIX CSD.*

#### **Option B – personal custody account at AIX CSD via Tabys (for long-term safekeeping; improved online functionality to manage account; no trading access)**

- *First step is to register at Tabys. A Tabys user guide can be found at the [https://www.solidcore-resources.com/files/en/Tabys\\_guide.pdf](https://www.solidcore-resources.com/files/en/Tabys_guide.pdf)*
- *Request a Nominee to transfer your shares to AIX CSD. You must enter your account number in your request. You can find this information in the Tabys application: My bonds and shares > My profile > Documents > My account.*
- *Nominee, which has a direct account with AIX Registrar, shall send re-registration instruction (upon receipt of instruction from you) to AIX Registrar via SWIFT - BIC code: ASIHKZ22REG, or by submitting a transfer form via e-mail [Registrar@aix.kz](mailto:Registrar@aix.kz). The form will be provided to a direct client of AIX Registrar (Nominee) at request. The instruction should indicate investor's account number and the number of shares to be transferred.*
- *Last step is for you to send matching instruction to [Registrar@aix.kz](mailto:Registrar@aix.kz) accept shares at your personal custody account opened with AIX CSD.*

#### **Option C – own account at AIX Registrar (for direct record of title; no trading access)**

*You may open an investor Account at AIX Registrar by contacting [Registrar@aix.kz](mailto:Registrar@aix.kz) for assistance on the process.*

*Send instruction to your Nominee with the following details:*

*If an individual:*

- *First Name*
- *Last Name*
- *Date of Birth*

- Nationality
- Individual Identification Number (if a citizen of the Republic of Kazakhstan) OR Passport Number (if otherwise)
- Email
- Mobile Number
- Residential address
- Account number at AIX Registrar

If a corporate entity:

- Company name
- Date of incorporation
- Country of incorporation
- BIN/Company registration number
- Email Address
- Account number at AIX Registrar

Nominee, which has a direct Account with AIX Registrar, shall send re-registration instruction (upon receipt of instruction from you) to AIX Registrar via SWIFT – BIC code: ASHKZ22REG, or by submitting a transfer form via e-mail [Registrar@aix.kz](mailto:Registrar@aix.kz). The form will be provided to a direct client of AIX Registrar (Nominee) at request.

You shall send matching instruction to AIX Registrar to accept record of title at its investor Account with AIX Registrar by submitting a transfer form via e-mail [Registrar@aix.kz](mailto:Registrar@aix.kz). The form will be provided to you by AIX Registrar at request.

**5. What is the difference between holding shares in the registrar and holding in the AIX CSD (via Tabys or via an AIX Recognised Broker)? Can I move my holding to the registrar or CSD directly? How?**

Note that the following response assumes that you hold your interest in Ordinary Shares directly – and not holding through a nominee or custodian (for example an investor share platform or nominee provider). If you hold through a nominee or custodian, please refer to the answer to Q4.

Shareholders holding through the clearing system (AIX CSD), via Tabys (for Individual Shareholders only) or an AIX Recognised Broker, shall appear on the register within the omnibus account of the AIX CSD. Shareholders holding outside the clearing system, will appear directly on the register as maintained by the AIX Registrar. See answer to Q2 for further details on how to ensure that a shareholder benefits from the services that the AIX Registrar may provide.

As with the increased functionality (in terms of trading, dividend payments and electronic voting) experienced by Shareholders who hold through trading/brokerage accounts which are CREST participants, holding through the AIX CSD also brings increased functionality and services. Shareholders who chose not to hold through the AIX CSD via Tabys (for Individual Shareholders only) or an AIX Recognised Broker, shall benefit from limited functionality (in terms of trading, dividend payments and electronic voting) in a similar way to those holders currently choosing to hold as certificated (paper) holders.

**Best available functionality – AIX Recognised Brokers:**

- Shareholders holding through an AIX Recognised Broker are entitled to vote electronically, receive dividends through the AIX CSD and transfer Ordinary Shares through the relevant clearing system (being the AIX CSD) in a similar manner to that previously offered by CREST.
- Account opening – see answer to Q25

**Less functionality (Individual Shareholders only) – Tabys app:**

- Suited for those Individual Shareholders not anticipating on-exchange trading.
- Individual Shareholders holding through the Tabys app and therefore through the AIX CSD, are entitled to vote electronically and receive dividends through the AIX CSD, but not on-exchange or over-the-counter trading.
- Account opening – see answer to Q17

**Less functionality (Individual and Institutional Shareholders) – AIX Registrar portal**

- Shareholders will be automatically transferred onto the Register to be maintained by the AIX Registrar.
- To fully activate an account with the AIX Registrar, shareholders are required to submit the following information to AIX registrar:

If an individual:

- First Name
- Last Name
- Date of Birth
- Nationality
- Individual Identification Number (if a citizen of the Republic of Kazakhstan) OR Passport Number (if otherwise)
- Email
- Mobile Number
- Residential address
- Account number at AIX Registrar

If a corporate entity:

- Company name
- Date of incorporation
- Country of incorporation
- BIN/Company registration number
- Email Address
- Account number at AIX Registrar
- The AIX Registrar expects to provide limited shareholder services through its electronic portal, which is in development. Once fully rolled-out, electronic voting may still not benefit from the full functionality equivalent to CREST electronic voting. Also, on-exchange or over-the-counter trading will not be supported and payment of dividends will be made manually by or on behalf of the Company.
- Account opening – see answer to Q2

	AIX Recognised Brokers	AIX CSD through Tabys app	AIX Registrar
<b>Functionality</b>	<b>Best available functionality</b>	<b>Limited functionality</b>	<b>Further Limited functionality</b>
<b>Available to</b>	Individual and corporate holders	Individual holders	Individual holders and corporate holders
<b>On-exchange trading</b>	✓	✗	✗
<b>Electronic voting</b>	✓	✓	✓
<b>Dividends</b>	✓	✓	✓
<b>Steps to be taken</b>	<ul style="list-style-type: none"> <li>• Open an account with AIX recognized broker</li> <li>• Transfer your shares from your existing broker (or a broker which allows transfer) through AIX registrar</li> </ul>	<ul style="list-style-type: none"> <li>• Download Tabys</li> <li>• Follow the user guide to register – <a href="#">link</a></li> </ul>	<ul style="list-style-type: none"> <li>• If you don't follow either of the two options in the adjoining columns and appear in the company's register on, you were automatically recorded as Shareholders by the AIX Registrar</li> <li>• Holders of certificated (paper) shares should send register with AIX Registrar by submitting information (see Q2)</li> </ul>

If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, lawyer, accountant or other independent financial adviser.

**6. I am EU/UK or US resident, would I be able to open a trading/brokerage account with one of the mentioned AIX Recognised brokers (either located in Kazakhstan or internationally)?**

The ability to open a trading/brokerage account is subject to the policies and procedures of the relevant financial institution, and their own compliance, KYC and AML processes.

There is a list of brokers on AIX website <https://aix.kz/clearing-settlement/aix-csd-participants/brokers-1/>. We encourage Shareholders to do their own research to choose a broker with regards to their individual needs and circumstances.

The Company is familiar with Freedom Finance (<https://ffin.kz/en>), Halyk Finance (<https://halykfinance.kz/?lang=en>) Freedom Finance Europe ([www.freedomfinance.eu](http://www.freedomfinance.eu)) as platforms for retail investors. Institutional investor and HNW individuals may contact CBH (<https://cbhbank.com/>), NGDEM Finance (<https://www.ngdem.kz/en/>), Tansar Capital (<https://caifc.kz/>), Tengri Partners (<https://tengripartners.com/>), SQIF (<https://www.sqif.kz/en/>), Roemer Capital (<https://roemercapital.com/>).

Please refer directly to the relevant broker for further information.

**7. What is the difference between transferring shares to an AIX Recognised broker (either located in Kazakhstan or internationally) and moving to the AIX Registrar?**

Similarly to holding shares through an AIX Recognised Broker, Shareholders holding shares directly through AIX Registrar are entitled to vote electronically and receive dividend, but not on-exchange or over-the-counter trading.

**8. Would I be able to trade shares if I choose to remain directly in the registrar only?**

Shareholders holding through the Tabys app or the AIX Registrar Portal are not able to access on-exchange trading. In order to access on-exchange trading, Shareholders must open an account with and transfer position to an AIX Recognised Broker.

**9. Would an Individual Shareholder subsequently be able to transfer shares from Tabys app, or the AIX Registrar, to a brokerage account?**

Tabys and AIX Registrar allow transfers of Ordinary Shares to those brokers which are eligible to trade on the AIX. Therefore, any Individual Shareholder (holding shares through Tabys app or AIX Registrar) Institutional Shareholder (holding through AIX Registrar) may transfer holding to an AIX Recognised Broker.

Please consult with the AIX Registrar ([registrar@aix.kz](mailto:registrar@aix.kz)) and Tabys app ([tabys@tabysapp.kz](mailto:tabys@tabysapp.kz)) team on further share transfer guidance.

**10. What happens if I do nothing?**

Certificated shares – If you take no action, it is expected that there will be no change to your interests in the Company. However, to ensure Shareholders have access to the voting rights and future dividend payments, the Company recommends submitting up-to-date information to AIX Registrar ([registrar@aix.kz](mailto:registrar@aix.kz)) – see Q2.

Shares held via a broker (including investor share platforms). Due to the risk of non-AIX brokers blocking access to voting and future dividend payments, the Company recommends transferring positions to either AIX Registrar portal, Tabys mobile application or a brokerage account with one of the AIX brokers.

ADRs – Please refer to Q14.

**11. Do you have a user guide for Tabys?**

Tabys user guide can be found at the [https://www.solidcore-resources.com/files/en/Tabys\\_guide.pdf](https://www.solidcore-resources.com/files/en/Tabys_guide.pdf).

**12. Can I hold certificated shares indefinitely? Will I still receive dividends?**

Holders of certificated shares will be entitled to the same rights as all other Shareholders, including the voting rights and the rights to receive dividends. However, to ensure Shareholders have access to voting and dividends distribution, the Company recommends submitting up-to-date information to AIX Registrar ([registrar@aix.kz](mailto:registrar@aix.kz)) – see Q2.

**13. What is the status of Solidcore Resources shares trading at MOEX and held at NSD?**

Neither the re-domiciliation nor change of the registrar will affect trading on MOEX or holdings via NSD. Shareholders trading on MOEX and/or holding shares via NSD will continue to be affected by the EU-imposed asset freeze on the NSD.

For the avoidance of doubt, the Company also confirms that the Exchange Offer launched by the Company on 23 November 2024 was not a share buyback. The Exchange Offer is a mechanism offering Shareholders whose rights have been affected by the sanctions imposed on the NSD, to tender such shares in consideration for the issue of Exchange Shares on the AIX, on a one-for-one basis, subject to fulfilling the eligibility criteria.



Further information on the Exchange Offer and the eligibility criteria is available on the Company's website at: <https://www.solidcore-resources.com/en/investors-and-media/shareholder-centre/general-meetings/>

**14. What is the current status of American Depositary Receipts (ADRs) programme (Ticker: AUCOY)?**

On 26 May 2023, BNY Mellon (Depository bank for the ADR programme) announced its decision to resign as the ADR program administrator. The Depository bank has closed its books for all transactions including conversion into the underlying POLY shares. As Astana International Exchange in Kazakhstan became the Company's primary listing venue, Kazakhstani ordinary shares were not registered under the U.S. Securities Act of 1933, hence the Depository was not permitted to distribute such shares to the Holders. In accordance with the terms of the Deposit Agreement, the Depository will endeavor to sell such shares in the local market and, upon any such sale, further endeavor to convert the proceeds into U.S. Dollars and distribute to Holders at a rate and date to be determined.

The Depository bank will distribute an additional information if and when the newly issued ordinary shares will be sold, the sales proceeds will be converted, and the Depository is able to distribute the resulting U.S. Dollars.

**15. Does the Company have any information on how ADR holders can request the transfer of their holding in certificated form?**

Due to the ADR programme termination by BNY Mellon (Depository bank for the ADR programme), the Depository bank has closed its books for all transactions including ADR conversion into the underlying POLY shares.

**16. What is the par value and why is this being set at US\$0.03?**

Par value is the face value of a share, and the lowest legal price for which any company is able to issue its shares. The price of the shares traded in the open market is usually unrelated to the par value of the shares as set out in a company's articles of association.

As part of the Re-domiciliation, in order to comply with the AIFC Companies Rules, the Company's shares were converted from Ordinary Shares of no par value to Ordinary Shares of \$0.03 each in the share capital of the Company.

There will be no change to the share price as a result of this conversion.

Detailed information on the share capital is available on the Company's website: <https://www.solidcore-resources.com/en/investors-and-media/shareholder-centre/share-information/> OR on AFSA's public registry of companies: <https://publicreg.myafsa.com/details/230840900131/>

**17. What is Tabys? Why is it asking for sensitive information?**

Tabys is a mobile application developed by the AIX. As a part of the Re-domiciliation process, the Company, in collaboration with the AIX, have upgraded the application in order to allow the Company's retail Shareholders to open accounts with the AIX CSD and benefit from the greater functionality of holding Ordinary Shares within the Tabys application (such as online access to their shareholding, voting on resolutions, updating payment details for the processing of any dividends and transferring to an AIX eligible broker, amongst other things).

A Tabys user guide can be found at the link:

[https://www.solidcore-resources.com/files/en/Tabys\\_guide.pdf](https://www.solidcore-resources.com/files/en/Tabys_guide.pdf)

In order for the Company to verify the identity of the Shareholders to communicate with the Shareholders on any future corporate actions and/or make payment of any dividends, the requested information is required.

**18. What is the deadline to register with Tabys? When will I receive my unique code?**

No registration deadline has been implemented by the Company or the AIX. Shareholder may complete the Tabys registration at their leisurely time.

A Tabys user guide can be found at the link:

[https://www.solidcore-resources.com/files/en/Tabys\\_guide.pdf](https://www.solidcore-resources.com/files/en/Tabys_guide.pdf)

Once unique code is requested, it will be provided to an indicated mobile phone number within 5 working days.

**19. Would I be able to participate in corporate actions and receive dividends if I open an account with Tabys or an AIX Recognised Broker or choose to be transferred to the register?**

*Yes – All such Shareholders will continue to be entitled to participate in corporate actions and receive dividends in respect of the Ordinary Shares they hold, should these be declared (subject always to any legal restriction which may be applicable to a shareholder in respect of the exercise of its vote or the receipt of its dividend).*

**20. If I do nothing, or my broker refuses to action my request, will I lose my shares in Solidcore? If not, will I still be able to access my shares and receive dividends?**

*The Company understands that the Re-domiciliation resulted in a Shareholder's interests being misappropriated or their rights being disenfranchised.*

*The Company is aware that certain brokers are willing to retain their shareholding but are unwilling to execute any trades (either purchases and/or sales) or shareholding transfers. Shareholders continue to have an interest in the Company's shares. However, the Company notes, that voting on corporate actions and future dividends may be blocked or restricted by non-AIX brokers.*

*The Company continues to consult with its independent legal advisors and the AIX to develop a solution which will allow share transfers from uncooperative non-AIX brokers and Nominee holders.*

**21. Is the Tabys app available to US citizens?**

*The AIX and the Company are working to make Tabys available for US citizens, although this option is not available yet and the Company cannot guarantee whether it will become available in the future.*

*US Shareholders holding their interest in certificated form at the time of the Re-domiciliation who do not register with Tabys, maintain their interest in the Company evidenced in the register held by the AIX Registrar and retain the option for their holdings to be transferred to the AIX CSD as soon as their registration with Tabys is completed. For any Shareholders that are unable to register with the Tabys app, such Shareholders may register their holdings on the AIX Registrar Portal.*

*However, please note that Shareholders holding through the AIX Registrar Portal, like the Tabys app, will not be able to on-exchange trade. In order to on-exchange trade, Shareholders must open an account with an AIX Recognised Broker.*

**22. Did the ISIN of the security change?**

*The JE-based ISIN did not change and remains to be JE00B6T5S470.*

**23. Will electronic form securities be changed / re-materialized into physical certificates at any stage?**

*Upon the re-domiciliation, all shares were converted into uncertificated form on the Register.*

*To ensure access to electronic voting and future dividend payments, holder of certificated (paper) shares are advised to complete Tabys mobile application onboarding process OR register with the AIX Registrar portal by supplying following information to the AIX Registrar ([registrar@aix.kz](mailto:registrar@aix.kz)):*

*If an individual:*

- *First Name*
- *Last Name*
- *Date of Birth*
- *Nationality*
- *Individual Identification Number (if a citizen of the Republic of Kazakhstan) OR Passport Number (if otherwise)*
- *Email*
- *Mobile Number*
- *Residential address*

*If a corporate entity:*

- *Company name*
- *Date of incorporation*
- *Country of incorporation*
- *BIN/Company registration number*
- *Email*
- *Address*

*Tabys user guide can be found at the [https://www.solidcore-resources.com/files/en/Tabys\\_guide.pdf](https://www.solidcore-resources.com/files/en/Tabys_guide.pdf)*

## 24. Who is the new register holder?

The AIX Registrar, a 100% subsidiary of AIX is the new and current, primary registrar for Solidcore Resources plc shares.

[Registration details of AIX Registrar.](#)

## 25. Which brokers can provide me with access to the AIX?

There is a list of brokers on AIX website <https://aix.kz/clearing-settlement/aix-csd-participants/brokers-1/>. We encourage Shareholders to do their own research to choose a broker with regards to their individual needs and circumstances.

The Company is familiar with Freedom Finance (<https://ffin.kz/en>), Halyk Finance (<https://halykfinance.kz/?lang=en>) Freedom Finance Europe ([www.freedomfinance.eu](http://www.freedomfinance.eu)) as platforms for retail investors. Institutional investor and HNW individuals may contact CBH (<https://cbhbank.com/>), NGDEM Finance (<https://www.ngdem.kz/en/>), Tansar Capital (<https://caifc.kz/>), Tengri Partners (<https://tengripartners.com/>), SQIF (<https://www.sqif.kz/en/>), Roemer Capital (<https://roemercapital.com/>).

## 26. Why is the Company not proposing to fully commit to abiding by the same regulations as it was subject to during incorporation in Jersey?

The Directors continue to operate the Company's corporate governance in substantially the same manner as it was during the LSE listing and Jersey incorporation.

Current regulations or governance standards are maintained to align requirements with those of the AIFC Companies Regulations, AIFC Companies Rules, AIX Listing Rules and other laws applicable in the AIFC.

The Company and the Board can confirm that it commits to continuing to maintain the high standard of corporate governance and transparency it has achieved over a number of years.

Further detail on the governance structure of the Company is available on the website of the Company on <https://www.solidcore-resources.com/en/about/corporate-governance/>

## 27. Will the Company launch a share buyback facility? What about for Shareholders who are unable to extract their holdings?

In any event, for a number of reasons, the Company has no intention to launch any share buyback facility. The Company does not currently believe that the use of the Company's capital for any share buyback is appropriate given the current circumstances. Furthermore, any share buyback would be, in the Company's view, disadvantageous to Shareholders looking for longer term gains.

The Company can confirm that it has no obligation, legal or otherwise, to launch a share buyback (nor any reverse book build process or tender offer) in connection with the completed Re-domiciliation.

For the avoidance of doubt, the Company also confirms that the Exchange Offer launched by the Company on 23 November 2024 is not a share buyback. The Exchange Offer is a mechanism offering Shareholders whose rights have been affected by the sanctions imposed on the NSD, to tender such shares in consideration for the issue of Exchange Shares on the AIX, on a one-for-one basis, subject to fulfilling the eligibility criteria.

Further information on the Exchange Offer and the eligibility criteria is available the Company's website at: <https://www.solidcore-resources.com/en/investors-and-media/shareholder-centre/general-meetings/>

The Company also confirms that it has no intention of launching any share buyback or alternative mechanism by which the Company purchases shares from current Shareholders with a view to re-distributing them following the any potential modification of the Company's asset holding structure (should this occur).

## 28. Where can I request additional information about trading in Solidcore shares on AIX and shareholders' registry keeping matters?

Please relay any questions to [POLY\\_redom@aix.kz](mailto:POLY_redom@aix.kz) or the Solidcore IR team at <https://www.solidcore-resources.com/en/investors-and-media/shareholder-centre/general-meetings/>