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**“[*name of the Issuer*]”**

**OFFER DOCUMENT[[1]](#footnote-2)**

**relating to [*description of the offer*]**

This document is an Offer Document (“**Offer Document**”) that has been prepared in connection with the offering (“**Offering**”) by [●] (“**Issuer**”) of [*description of the securities*] (“**Securities**”).

In connection with the Offering, applications have been made to the Astana International Exchange (the “**AIX**”) to: (i) admit the Securities, issued and to be issued, to the Official List of the AIX; and (ii) admit the Securities to trading on the AIX (together, "**Admission**").

**Warnings:**

1. Any decision to invest in the Securities should be based on a consideration of the Offer Document by the investor (“**you**” or “**your**”).
2. You could lose all or part of the amount invested.

**Responsibility Statement[[2]](#footnote-3):**

The following persons are responsible for the following parts of this Offer Document:

**[*Insert name of issuer or, for a sale of existing securities, the offeror*]** in relation to all of this Offer Document

**[●]**

Each such person confirms (having taken all reasonable care to ensure that such is the case) that the information contained in the relevant parts of the Offer Document is, to the best of their knowledge, in accordance with the facts, and the Offer Document omits no information likely to affect its import.

|  |  |
| --- | --- |
| **SECTION 1. INTRODUCTION** | |
| **Issuer** | *[full legal and/or commercial name]* |
| **Contact details of the Issuer** | *[including address, telephone number of its registered office, legal entity identifier (LEI)]* |
| **Domicile, legal form, country and date of incorporation** | *[including the law under which the Issuer operates]* |
| **Advisors to the Issuer** | *Click or tap here to enter text. [To include auditors, lawyers and others advising on the Offering]* |
| **Purpose of the Offer** | *[Include a statement as to what the proceeds of the Offer will be used for.]* |
| **SECTION 2. INFORMATION ABOUT THE ISSUER** | |
| **Principal activities and business** | *[A description of the issuer’s principal activities, including: (a) the main categories of products sold and/or services performed; (b) an indication of any significant* new *products, services or activities that have been introduced since the publication of the latest audited financial statements]* |
| **Major shareholders, including whether it is directly or indirectly owned or controlled and by whom** | *[The names and percentage holdings of the persons holding 10 per cent or more of equity securities of the issuer before the offer. If a person or persons together control the Issuer, also include an explanation of how – including a description of any control rights other than through exercise of votes]* |
| **Current and proposed directors and senior managers of the Issuer** | *[Names and functions within the issuer of those persons]* |
| **Auditors** | *[Name, business address and professional qualification]* |
| **Key financial information covering last financial year** | *[Add a link where audited financial statements are published and can be reviewed by investors. This section to include appropriate key financial information for the last completed financial year, for example: revenue, EBITDA, NPAT, dividends (total and by class), total assets, cash and cash equivalents, total liabilities, total debt, total equity, net cash flows from operating activities – each determined in accordance with IFRS or other accounting standards approved by AIX – and a statement that the financial statements can be inspected on the Issuer’s web site]* |
| **Significant factors affecting income/operations** | *[To include key drivers of business performance]* |
| **Risks specific to the Issuer and the Securities** | *[The most material risks (not exceeding 15 risk factors) associated with investing in the Issuer, and the effect that the material risks may have on the Issuer or the investor’s returns, including how the risk could affect the business, operating results and financial condition of the Issuer; general and specific risks relating to the industry and the jurisdiction of the Issuer; material risks relating to material contracts, other than contracts entered in the ordinary course of business, to which the Issuer or any member of the group is a party; the material details of any material legal proceedings or arbitrations that: (a) are pending at the specified date; and (b) may have a material adverse effect on the Issuer or its group]*  *[To include: (a) the nature of the risks involved in investing in the Securities:*  *(b) any risks associated with the assets to be acquired using the proceeds of the offer;*  *(c) any steps proposed by the Issuer to mitigate or manage the risks;*  *(d) any other material risks that are not included in the above]*  *[To include details of any conflict of interests relating to the Offer or the admission to trading]* |
| **Description of the principal markets in which the Issuer operates** | *Click or tap here to enter text.* |
| **Principal assets of the issuer** | *Click or tap here to enter text.* |
| **Capital resources** | *Click or tap here to enter text.[to include explanation of the sources and narrative description of the cash flow]* |
| **Working Capital statement** | *Click or tap here to enter text.* |
| **Ownership structure (group structure)** | *[If the Issuer is part of a group and where not covered elsewhere in the Offer Document and to the extent necessary for an understanding of the Issuer’s business as a whole, a diagram of the organisational structure. At the choice of the Issuer, such diagram may be replaced, or accompanied, by a brief description of the group and the Issuer’s position within the group, if this helps to clarify the structure.]* |
| **Ultimate Holding Company[[3]](#footnote-4)** | *[the identity of the Ultimate Holding Company of the Issuer and where it is domiciled]* |
| **Share capital** | *[The amount of issued capital, and for each class of share capital: (a) the total of the Issuer’s authorised share capital; (b) the number of shares issued and fully paid and issued but not fully paid; (c) the par value per share, or that the shares have no par value; and (d) details of any outstanding option or convertible financial product, or other circumstance that may affect the Issuer’s share capital]* |
| **SECTION 3. INFORMATION ON SECURITIES** | |
| **Class, type** | *Click or tap here to enter text.* |
| **ISIN** | *Click or tap here to enter text.* |
| **Currency** | *Click or tap here to enter text. [Please also specify if issue currency is different from trading currency]* |
| **Denomination** | *Click or tap here to enter text.* |
| **Par value** | *Click or tap here to enter text.**[Or a statement that the Securities do not have a par value]* |
| **Number of Securities issued** | *Click or tap here to enter text.* |
| **Rights attached to the Securities** | *Click or tap here to enter text.* |
| **Relative seniority of the Securities in the event of insolvency** | *Click or tap here to enter text.* |
| **Restrictions on free transferability** | *Click or tap here to enter text.* |
| **Dividend or payout policy** | *[(a) a description of the Issuer's policy on dividend distributions and any restrictions thereon;*  *(b) the amount of the dividend per Security, or underlying Security if applicable, for each financial year for the period covered by the historical financial information, adjusted where the number of Securities, or underlying Securities if applicable, in the Issuer has changed, to make it comparable;*  *(c) fixed date(s) on which the dividend entitlement arises;*  *(d) if relevant, the time limit after which entitlement to dividend lapses and an indication of the person in whose favour the lapse operates;*  *(e) any dividend restrictions; and*  *(f) the rate of dividend or method of its calculation, period]* |
| **Identity of all markets where Securities are to be traded** | *Click or tap here to enter text.* |
| **SECTION 4. TERMS AND CONDITIONS OF THE OFFER** | |
| **Number of Securities offered** | *Click or tap here to enter text.* |
| **Price or price range of the Securities** | *Click or tap here to enter text.* |
| **Offer Period** | *Click or tap here to enter text.* |
| **Proposed date for allotment of Securities** | *Click or tap here to enter text.* |
| **Conditions** | *[Describe any conditions to completion of the Offering]* |
| **Plan for distribution** | *[Division into tranches, the allotment or scaling method, the details for any over-allotment option]* |
| **Use and estimated amount of the proceeds** | *Click or tap here to enter text.* |
| **The effect the issuance of the Securities will have on the capital structure of the Issuer** | *Click or tap here to enter text.* |
| **SECTION 5. KEY INFORMATION ON THE ADMISSION TO TRADING** | |
| **Registrar** | *Click or tap here to enter text.* |
| **Depository** | *Click or tap here to enter text.* |
| **Details of the admission to an Official List of Securities and trading** | *Click or tap here to enter text.* |

1. The Offer Document shall be no more than 30 pages in length, A4, or 15,000 words, with all text in a reasonable size. [↑](#footnote-ref-2)
2. Responsibility Statement sets out the details of the Persons responsible for the Offer Document, and in particular: (i) where a person responsible is a natural person, indicates the name and function of that person; and (ii) where a person responsible is a body corporate or other legal person, indicates the name and registered office of that person.. [↑](#footnote-ref-3)
3. Omit if not relevant. [↑](#footnote-ref-4)