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**“[*name of the Issuer*]”**

**OFFER DOCUMENT**

**relating to the Bond Programme for [amount]**

This document is an Offer Document (“**Offer Document**”) that has been prepared in connection with the offering (“**Offering**”) by the *[name of the Issuer]* (hereinafter called as the “**Issuer**”) of the Bonds to Accredited Investors, as defined in AIX MLR 16-1 and section 1.1.2(6) of the AIFC Market Rules, under the *[term]* programme (hereinafter called as the **“Programme”**) for the amount of *[amount]*or an equivalent amount in other currency, valid up until *[date]*, which can be updated from the time-to-time as the case may be. Pursuant to Programme the Issuer may from time-to-time issue bonds denominated in currency(ies) subject to the resolution made by the authorized body of the Issuer (the “**Bonds**”). Each series of Bonds issuer under the Programme is hereinafter referred to as the “**Tranche**”.

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

Notice of the aggregate nominal amount of, interest payable in respect of, the issue price of, and the completion of certain other terms and conditions which are applicable to, each Tranche of bonds will be set forth in the Offer Terms of the Bonds (the “**Offer Terms**”), the template of the Offer Terms is attached in Schedule 1 of this Offer Document. In addition, it is expected that all Tranches issues under the Programme will be admitted to trading on AIX as “Wholesale Bonds” in accordance with the section 16-1 of the AIX Markets Listing Rules.

This Offer Document is signed by the *[title, name of the authorised signatory]* of the Issuer on *[date]* and has been published by the Issuer via AIX Regulatory Announcement Services (the “**RAS**”) on the website of AIX. The Final Terms of each Tranche will be published via the RAS accordingly.

**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:**

The following persons are responsible for this Offer Document:

*[name of the Issuer]* and its Director(s), ***[name]****,* are responsible for this Offer Document.

The Director by the power given by the Charter and the Resolution of the Participants No. *[\*]* dated *[\*]* confirms that the information contained in the Offer Document is, to the best of his 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** | *[address, telephone number of its registered office, legal entity identifier (LEI)]*. |
| **Form of issuance** | *[the law under which the issuance will be made]* |
| **Domicile, legal form, country and date of incorporation** | *[the law under which the Issuer operates]* |
| **Advisors to the Issuer** | *[including the auditors, lawyers and others advising on the Offering]* |
| **Purpose of the Offer** | *[a statement as to what the proceeds of the Offer will be used for]* |
| **Programme Size** | *[amount]* |
| **Issuance** | *[a description of the Programme and the Tranches]* |
| **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 Participants, 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]* |
| **Information on the Issuer’s Supervisory Board** | *[the titles, names, and describe the work experience]* |
| **Current and proposed directors and senior managers of the Issuer** | *[the titles, names, and describe the work experience]* |
| **Auditors** | *[name, business address and professional qualification]* |
| **Key financial information covering [\*] financial year**  **Financial standing of the Issuer as at [\*] and [\*]**  *[Add a link where audited financial statements are published and can be reviewed by investors. If there is no link available, then the statements shall be attached hereto as a Schedule 2.*  *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** | *[including key drivers of business performance]* |
| **Risks specific to the Issuer and the Securities** | *[The most material risks that are relevant to the Issuer and its Securities (not exceeding 15 risk factors) or that are 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; any court decisions or arbitral awards that can be enforced against the Issuer and may influence the business; the material details of any legal proceedings or arbitrations that: (a) are pending at the specified date against or are initiated by the Issuer; and (b) may have a material adverse effect on the Issuer or its group]* |
| **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** | *[to include explanation of the sources and narrative description of the cash flow]* |
| **Ultimate Holding Company** | *[the identity of the Ultimate Holding Company of the Issuer and where it is domiciled]* |
| **Share capital** | *Click or tap here to enter text.* |
| **SECTION 3. INFORMATION ON THE PROGRAMME[[1]](#footnote-2)** | |
| **Class, type** | *Click or tap here to enter text.* |
| **Validity of the Programme** | *Click or tap here to enter text.* |
| **Number of the Bonds issued under the Programme and the face value of the Bond** | *Click or tap here to enter text.* |
| **Aggregate principal amount of the Programme** | *Click or tap here to enter text.* |
| **Offer Period under the Programme** | The Bonds can be offered during entire Programme Validity Period, provided that the Offer Document is being updated by the Issuer from time to time and not being older than 12 months at the time of issue and/or offer of the relevant Bonds by the Issuer. |
| **Currency** | *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.* |
| **Covenants** | *Click or tap here to enter text.* |
| **Events of Default** | *Click or tap here to enter text.* |
| **Notices** | *Click or tap here to enter text.* |
| **Bondholder’s meeting** | *Click or tap here to enter text.* |
| **Applicable law and jurisdiction** | *Click or tap here to enter text.* |
| **Identity of all markets where Securities are to be traded** | *Click or tap here to enter text.* |
| **Clearing and Settlement** | *Click or tap here to enter text.* |

|  |  |
| --- | --- |
| **Director [name]** |  |

[date]

**Schedule 1: Offer Terms**

**“[*name of the Issuer*]”**

**OFFER TERMS**

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

The Bonds will be constituted by and have the benefit of a [*volume of the bond programme*] Bond Programme (the “**Programme**”) established by [*name of the Issuer*] (the “**Issuer**”). The Bonds of this Tranche have been issued under the Programme and in accordance with the Acting Law of the Astana International Financial Center (the “**AIFC**”) (the “**Bonds**”). Terms used herein shall be deemed to be defined as such for the purposes of the conditions set forth in the Offer Document of the Programme dated [*date of the Offer Document*] (the “**Offer Document**”). This document constitutes the final Offer Terms of the Bonds (the “**Offer Terms**”) described herein. This document is prepared for the purposes of the AIFC rules and must be read in conjunction with the Offer Document. Full information on the Issuer and the offer of the Bonds is only available on the basis of the combination of these Offer Terms and the Offer Document. The Offer Terms and the Offer Document have been published on the website of the Astana International Exchange (hereinafter the “**AIX**”) at https://[www.aix.kz.](http://www.aix.kz/)

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Terms defined in the Offer Document have the same meanings in these Offer Terms unless they are expressly defined herein.

|  |  |
| --- | --- |
| **Issuer** | *[full legal and/or commercial name]* |
| **Tranche number** | *Click or tap here to enter text.* |
| **Type and name** | *[type and name of the securities]* |
| **ISIN** | *[KZXXXXXXXXXXX]* |
| **Currency** | *[currency name]* |
| **Denomination** | *Click or tap here to enter text.* |
| **Number of securities issued** | *Click or tap here to enter text.* |
| **Issue price** | *[% of the face value]* |
| **Issue Date** | *Click or tap here to enter text.* |
| **Circulation commencement date** | *Click or tap here to enter text.* |
| **Bond circulation** | *[maturity of the securities]* |
| **Interest accrual commencement date** | *[date from which the interest on securities shall start to accrue]* |
| **Coupon rate** | *Click or tap here to enter text.* |
| **Coupon payment dates** | *Click or tap here to enter text.* |
| **Coupon period** | *Click or tap here to enter text.* |
| **Record dates** | *Click or tap here to enter text.* |
| **Day count fraction** | *Click or tap here to enter text.* |
| **Payments** | *Click or tap here to enter text.* |
| **Maturity Date** | *Click or tap here to enter text.* |
| **Offer period** | *Click or tap here to enter text.* |
| **Estimated expenses** | *Click or tap here to enter text.* |
| **Estimated net amount of proceeds of the Tranche** | *Click or tap here to enter text.* |
| **Redemption** | *Click or tap here to enter text.* |
| **Early redemption** | *Click or tap here to enter text.* |
| **Restrictions on free transferability** | *Click or tap here to enter text.* |
| **Expected listing and trading date** | *Click or tap here to enter text.* |

Authorized person’s name

Signature

**Schedule of Payment of Interests on Bonds**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Coupon period sequence number** | **Coupon period commencement date** | **Coupon period expiry date** | **Register closing date (Record Date)**  **23:59:59 time** | **Interest payment commencement date** | **Interest payment expiry date** |
|  |  |  |  |  |  |

**Schedule 2: Financial statements**

1. The issuer may add any other terms and conditions applicable to the Programme. [↑](#footnote-ref-2)