**Astana International Exchange Limited (AIX) and its related companies and their respective directors, officers and employees do not accept responsibility for the content of this document, including the accuracy or completeness of any information or statements included in it. Liability for this document lies with the issuer of the document and other persons such as experts whose opinions are included in the document with their consent. Nor has the AIX, its directors, officers or employees assessed the suitability of the securities to which the document relates for any particular investor or type of investor. If you do not understand the contents of this document or are unsure whether the securities are suitable for your individual circumstances, you should consult an authorized financial advisor.**

**“[*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 bonds*] (“**Bonds**”), pursuant to which the Issuer may offer the Bonds to the Accredited Investors only as prescribed by AIX MLR 16-1 and section 1.1.2(6) of the AIFC Market Rules.

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

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 on the website of AIX via AIX Regulatory Announcement Services (“**RAS**”)**.**

**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]* |
| **Issuance** | *[a description of the issuance]* |
| **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 those who directly or indirectly own or control the Issuer** | *[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 (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; 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.* |
| **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[[2]](#footnote-3)**  | *[the identity of the Ultimate Holding Company of the Issuer and where it is domiciled]*  |
| **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.* |
| **Issue price** | *Click or tap here to enter text.* |
| **Issue Date** | *Click or tap here to enter text.* |
| **Circulation commencement date** | *Click or tap here to enter text.* |
| **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.* |
| **Number of Securities issued** | *Click or tap here to enter text.* |
| **SECTION 4. TERMS AND CONDITIONS OF THE OFFER** |
| **Offer Period** | *Click or tap here to enter text.* |
| **Conditions** | *[Describe any conditions to completion of the Offering]* |
| **Use and estimated amount of the proceeds**  | *Click or tap here to enter text.* |
| **Payments** | *Click or tap here to enter text.* |
| **Maturity Date** | *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.* |
| **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.* |

**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** |
|  |  |  |  |  |  |

Responsible Person [position, signature and the Issuer’s seal]

**Schedule 2: Financial statements**

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. Omit if not relevant. [↑](#footnote-ref-3)