

On approval of the Rules for state registration of the issue of non-government bonds (bond program), registration of changes and (or) additions to the prospectus for the issue of non-government bonds (prospectus of the bond program), a private memorandum, cancellation of the issue of non-government bonds, Requirements to the documents for the state registration of the issue of non-government bonds (bond program), registration of changes and (or) additions to the prospectus for the issue of non-government bonds (prospectus of the bond program), private memorandum, List of documents for canceling the issue of non-government bonds and requirements for them, Rules for the preparation and execution of the prospectus for the issue of non-government bonds (prospectus of the bond program), changes and (or) additions to the prospectus for the issue of non-government bonds (prospectus of the bond program)

Unofficial translation

Resolution of the Board of the Republic of Kazakhstan of October 29, 2018 № 248. Registered with the Ministry of Justice of the Republic of Kazakhstan on December 7, 2018 № 17884.

Unofficial translation

Footnote. The heading - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

In accordance with the Law of the Republic of Kazakhstan "On Securities Market", the Board of the National Bank of the Republic of Kazakhstan **HEREBY RESOLVES:**

Footnote. The preamble - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

1. To approve:

1) The Rules for state registration of the issue of non-government bonds (bond program), registration of changes and (or) additions to the prospectus for the issue of non-government bonds (prospectus of the bond program), a private memorandum, cancellation of the issue of non-government bonds according to Appendix 1 to this Resolution;

2) Requirements to the documents for state registration of the issue of non-government bonds (bond program), registration of changes and (or) additions to the prospectus for the issue of non-government bonds (prospectus of the bond program), private memorandum according to Appendix 2 to this Resolution;

3) List of documents for canceling the issue of non-government bonds and requirements for them according to Appendix 3 to this Resolution;

4) Rules for the preparation and execution of the prospectus for the issue of non-government bonds (prospectus of the bond program), changes and (or) additions to the prospectus for the issue of non-government bonds (prospectus of the bond program) according to Appendix 4 to this Resolution.

Footnote. Paragraph 1 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

2. The normative legal acts of the Republic of Kazakhstan, as well as structural elements of some normative legal acts of the Republic of Kazakhstan in compliance with the list according to Appendix 5 to this resolution shall be deemed to have lost force. (not transferred)

3. The Department for Regulation of Non-Banking Financial Organizations (Kosherbayeva A.M.) in the order established by the legislation of the Republic of Kazakhstan shall provide:

1) jointly with the Legal Department (Sarsenova N.V.) the state registration of this resolution with the Ministry of Justice of the Republic of Kazakhstan;

2) within ten calendar days from the date of state registration of this resolution, its direction in Kazakh and Russian languages to the Republican State Enterprise on the Right of Economic Management "Republican Center of Legal Information" for official publication and inclusion in the Reference Control Bank of Normative Legal Acts of the Republic of Kazakhstan;

3) Placement of this resolution on the official web-site of the National Bank of the Republic of Kazakhstan after its official publication;

4) within ten working days after the state registration of this resolution, submission to the Legal Department of the information on the implementation of measures provided by subparagraphs 2), 3) of this paragraph and paragraph 4 of this resolution.

4. The Department on Protection of the Rights of Consumers of Financial Services and External Communications (Terentyev A.L.) shall provide within ten calendar days after the state registration of this resolution, direction of its copy for official publication in periodicals.

5. Deputy Chairman of the National Bank of the Republic of Kazakhstan, Zh. B. Kurmanov, shall be responsible for the control over the execution of this resolution.

6. This resolution shall come into effect on January 1, 2019 and shall be subject to official publication.

Chairman of the National Bank

D. Akishev

Appendix 1
to resolution № 248 of the
Board of Directors of the National

The Rules for state registration of the issue of non-government bonds (bond program), registration of changes and (or) additions to the prospectus for the issue of non-government bonds (prospectus of the bond program), a private memorandum, cancellation of the issue of non-government bonds

Footnote. The heading - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

Chapter 1. General provisions

1. These Rules for state registration of the issue of non-government bonds (bond program), registration of changes and (or) additions to the prospectus for the issue of non-government bonds (prospectus of the bond program), a private memorandum, cancellation of the issue of non-government bonds (hereinafter referred to as the Rules) have been developed in accordance with the Administrative Procedural-Processual Code of the Republic of Kazakhstan, laws of the Republic of Kazakhstan "On Securities Market" (hereinafter referred to as the Law on securities market), "On state regulation, control and supervision of the financial market and financial organizations", "On State Services" (hereinafter referred to as the Law on state services) and shall determine the conditions and the procedure for state registration of the issue of non-government bonds (hereinafter referred to as the bonds) (bond program), state registration of changes and (or) additions (hereinafter referred to as the registration of changes and (or) additions) to the prospectus of the bond issue (prospect of the bond program), private memorandum, cancellation of the bond issue.

Footnote. Paragraph 1 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

1-1. Information on the amendments and (or) additions to the Rules within 3 (three) working days after state registration with the justice authorities of the relevant regulatory legal act shall be posted on the official Internet resource of the authorized body, sent to the operator of the information and communication infrastructure of "electronic government" and to the Integrated Call Center.

Footnote. The Rules were supplemented with paragraph 1-1 in accordance with the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

2. The Rules shall establish the features of state registration of an issue of bonds (bond program), including infrastructure bonds, bonds subject to the private placement, bonds with a circulation period of not more than 12 (twelve) months, bonds (bond program) of issuers - non-residents of the Republic of Kazakhstan, bonds (bond program) of international financial organizations and bonds within the bond program.

Footnote. Paragraph 2 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated February 9, 2021 № 16 (shall come into effect ten calendar days after the day of its first official publication).

2-1. The concepts used in the Rules shall be applied in the meanings specified in the Environmental Code of the Republic of Kazakhstan, the Law on the Securities Market, the Law of the Republic of Kazakhstan "On Electronic Document and Electronic Digital Signature", the Law on Public Services.

Footnote. Chapter 1 was supplemented with paragraph 2-1 in accordance with the resolution of the Board of the Agency of the Republic of Kazakhstan on regulation and development of the financial market dated 30.03.2020 № 41 (shall be enforced upon expiry of ten calendar days after the day of its first official publication); as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated September 24, 2021 № 96 (shall come into effect ten calendar days after the day of its first official publication).

Chapter 2. Procedure for state registration of bond issue (bond program)

3. For state registration of the issue of non-government bonds, state registration of changes and (or) additions to the conditions of the issue of securities, the legal entity-issuer (hereinafter referred to as the Issuer) shall send to the authorized body for regulation, control and supervision of the financial market and financial organizations (hereinafter referred to as the Authorized body) through the web portal of the securities depository (hereinafter referred to as the Portal) an application in electronic form, drawn up in any form.

The list of documents required for the provision of state service, the grounds for refusing to provide a state service, the basic requirements for the provision of state service, including the characteristics of the process, the form, content and result of the provision, as well as other information, taking into account the specifics of the provision of state service and the term for the provision of state service shall be given in the standard of the state service "State registration of the issue of non-government bonds" (hereinafter referred to as the list of requirements to provision of state service) in accordance with Appendix 1 to these Rules.

When the issuer sends an application through the portal, the "personal account" shall automatically display the status of accepting a request for the provision of state service, indicating the date and time the result was received.

Footnote. Paragraph 3 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

3-1. The authorized body receives information on the state registration (re-registration) of the issuer as a legal entity from the databases of central state bodies, as well as of the State Corporation "Government for Citizens".

Footnote. Chapter 2 as amended by Paragraph 3-1 in accordance with the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 30.03.2020 № 41 (shall come into effect upon expiry of ten calendar days after the day of its first official publication); as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

3-2. An employee of the authorized body authorized to receive and register correspondence receives the issuer's application, shall register and send it for execution to the division of the authorized body responsible for the provision of state services (hereinafter referred to as the responsible unit) on the day of its receipt. When the issuer applies after the end of working hours, on weekends and holidays in accordance with the Labor Code of the Republic of Kazakhstan, applications shall be accepted on the next working day.

An employee of the responsible department shall check the completeness of the submitted package of documents and the validity period of the documents within:

2 (two) working days from the date of registration of the application for state registration of the issue of non-government bonds;

2 (two) working days from the date of registration of the application for state registration of the bond program;

2 (two) working days from the date of registration of the application for state registration of the bond program and the first bonds issue within the bond program, submitted by the issuer simultaneously;

1 (one) working day from the date of registration of the application for state registration of the bonds issue within the bond program registered by the authorized body;

1 (one) working day from the date of registration of the application for state registration of the bonds issue with a circulation period of no more than 12 (twelve) months;

1 (one) working day from the date of registration of the application for state registration of the bonds issue subject to private placement;

2 (two) working days from the date of registration of the application when registering changes and (or) additions to the bond issue prospectus (bond program prospectus);

1 (one) working day from the date of registration of the application when registering changes and (or) additions to the private memorandum.

If it is established that the submitted documents are incomplete and (or) expired, the employee of the responsible department, within the time limits established by this paragraph, shall prepare and send to the issuer a reasoned refusal to further consider the application.

A reasoned refusal to further consider the application, signed with an electronic digital signature (hereinafter referred to as the digital signature) of an authorized person of the authorized body, shall be sent to the issuer through the portal in electronic form.

Footnote. Chapter 2 as amended by Paragraph 3-2 in accordance with the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 30.03.2020 № 41 (shall come into effect upon expiry of ten calendar days after the day of its first official publication); as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

3-3. When establishing the fact of completeness and (or) absence of expiration of the submitted documents, the employee of the responsible unit shall review the documents for compliance with the requirements of the legislation of the Republic of Kazakhstan, prepare a draft letter (certificate) or refusal to provide a state service, sign the result of the provision of state service from an authorized person of an authorized body within:

12 (twelve) working days upon state registration of the bond issue;

7 (seven) working days for state registration of the bond program;

7 (seven) working days upon state registration of the bond program and the first bonds issue within the bond program, submitted by the issuer simultaneously;

3 (three) working days upon state registration of a bond issue within the bond program registered by the authorized body;

1 (one) working day for state registration of a bond issue with a circulation period of no more than 12 (twelve) months;

1 (one) working day for state registration of the bonds issue subject to private placement;

7 (seven) working days when registering changes and (or) additions to the bond issue prospectus (bond program prospectus);

1 (one) working day when registering changes and (or) additions to the private memorandum.

When identifying grounds for refusing to provide a state service, the authorized body shall notify the issuer of the preliminary decision to refuse to provide the state service, as well as the time and place (method) of the hearing to provide the issuer with the opportunity to express a position on the preliminary decision.

Notification of the hearing shall be sent at least 3 (three) working days before the end of the term for the provision of the state service. The hearing shall be held no later than 2 (two) working days from the date of notification.

Based on the results of the hearing, the authorized body shall issue a letter (certificate) or a reasoned refusal to provide state services.

The employee of the responsible unit, within one working day after signing the result of the provision of the state service, shall send it to the issuer in the "personal account" in electronic form, certified with the EDS of the authorized person of the authorized body.

The processes of provision of state services for all subtypes are identical.

Footnote. Chapter 2 as amended by Paragraph 3-3 in accordance with the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 30.03.2020 № 41 (shall come into effect upon expiry of ten calendar days after the day of its first official publication); as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

3-4. Information on the stage of rendering a public service is updated automatically in the information system for monitoring the provision of public services.

Footnote. Chapter 2 was supplemented with paragraph 3-4 in accordance with the resolution of the Board of the Agency of the Republic of Kazakhstan on regulation and development of the financial market dated 30.03.2020 № 41 (shall be enforced upon expiry of ten calendar days after the day of its first official publication).

3-5. Consideration of a complaint on issues of the provision of state services shall be carried out by a superior official of the authorized body, an authorized body for assessing and monitoring the quality of the provision of state services subject to particularities provided for in Article 25 of the Law on state services.

A complaint shall be filed with the authorized body and (or) an official of the authorized body, whose decision, or action (inaction) is appealed.

Unless otherwise provided by the Law on the Securities Market, the Law on State services, an appeal to the court shall be carried out after an appeal in the pre-trial procedure.

Footnote. Chapter 2 as amended by Paragraph 3-5 in accordance with the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 30.03.2020 № 41 (shall come into effect upon expiry of ten calendar days after the day of its first official publication); as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

3-6. In a complaint sent to the head of the authorized body, the name of the issuer, postal address, outgoing number and date are indicated.

Confirmation of the acceptance of the complaint by the head of the authorized body is its registration (stamp, incoming number and date) in the office of the authorized body indicating

the name and initials of the person who accepted the complaint, the time and place for receiving a response to the complaint.

When contacting through the portal, information on the procedure for appealing can be obtained by calling the phones of the Unified Contact Center, specified in Appendix 1 to the Rules.

When sending a complaint through the portal, the issuer from the "personal account" has access to information about the appeal, which is updated during the processing of the appeal by the authorized body (notes on delivery, registration, execution, response on consideration or refusal to consider).

Footnote. Chapter 2 was supplemented with paragraph 3-6 in accordance with the resolution of the Board of the Agency of the Republic of Kazakhstan on regulation and development of the financial market dated 30.03.2020 № 41 (shall be enforced upon expiry of ten calendar days after the day of its first official publication).

4. State registration of the issuance of bonds (bond program) of international financial organizations, specified in the list of international financial organizations in accordance with Appendix 1-1 to the Rules, is carried out taking into account the requirements of the charter and (or) documents regulating their activities.

Footnote. Paragraph 4 - as amended by the resolution of the Board of the Agency of the Republic of Kazakhstan on regulation and development of the financial market dated 30.03.2020 № 41 (shall be enforced upon expiry of ten calendar days after the day of its first official publication).

5. In the event of restructuring by the issuer, in compliance to the decision of the court on the restructuring, for the state registration of bonds (bond program), the issuer, in addition to the documents specified in paragraph 3 of the Rules, shall submit to the authorized body a copy of the restructuring plan approved by the court.

6. Is excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan on regulation and development of the financial market dated 30.03.2020 № 41 (shall be enforced upon expiry of ten calendar days after the day of its first official publication).

7. Is excluded by the resolution of the Board of the National Bank of the Republic of Kazakhstan dated 26.11.2019 № 213 (shall be enforced upon expiry of ten calendar days after the day of its first official publication).

8. The issuer shall submit documents for state registration of a bond issue (bond program), subject to the requirements established by paragraph 3 of Article 12, paragraph 1 of Article 12 -2 and paragraph 1 of Article 15 of the Law on the Securities Market, except for the bonds issue with a maturity of not more than twelve months, non-government bonds subject to the private placement.

Footnote. Paragraph 8 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated

23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

9. When the issuer - resident of the Republic of Kazakhstan, which is not a bank or an organization engaged in certain types of banking operations, issue bonds (bond program) in compliance with the requirements to the existence of the minimum required rating as of the date of submission to the authorized body of documents for state registration of bonds (bond program) issue, this issuer shall have a minimum credit rating not lower than "B" pursuant to the international scale of Standard & Poor's or the rating of the same level of rating agencies as Moody's Investors Service and Fitch (hereinafter referred to as other rating agencies), or a rating not lower than "kzB-" according to Standard & Poor's national scale.

10. When an issuer that is not a bank or an organization engaged in certain types of banking operations issues bonds (bond program) in compliance with the requirement for leverage, this amount shall be calculated based on the issuer's financial statements as of the end of the last quarter before submitting documents for state registration of a bond issue (bond program) is a positive value and shall not exceed 10 (ten).

When an organization specializing in improving the quality of loan portfolios of second-tier banks issues bonds (bond programs) in compliance with the requirement for leverage, this value shall be calculated based on the financial statements of an organization specializing in improving the quality of loan portfolios of second-tier banks, as of the end of the last quarter before the submission of documents for state registration of the bond issue (bond program), and shall not exceed 10 (ten).

Footnote. Paragraph 10 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated September 24, 2021 № 96 (shall come into effect ten calendar days after the day of its first official publication).

10-1. When the issuer issues non-government bonds without a maturity date, the volume of the issue cannot exceed the amount established by paragraph 5 of Article 12-2 of the Law on the Securities Market.

The amount of equity capital for the issuer to establish the volume of issue of non-government bonds without a maturity date shall be determined on the basis of the issuer's financial statements as of the end of the last quarter before submitting documents for state registration of the issue of non-government bonds without a maturity date.

Footnote. The Rules were added with Paragraph 10-1 in accordance with the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

11. If the newly issued bonds are mortgage bonds, such bonds shall be secured by the following highly liquid assets:

- 1) money;

2) government securities of the Republic of Kazakhstan;

3) securities of foreign countries with a sovereign rating not lower than BBB- on the international scale of Standard & Poor's or a rating of a similar level of one of the other rating agencies;

4) shares of legal entities of the Republic of Kazakhstan with a rating not lower than "BB-" on the international scale of Standard & Poor's agency (Standard & Poor's) or a rating of a similar level of one of the other rating agencies or a rating not lower than "kzBB-" on the national scale of Standard & Poor's agency (Standard & Poor's);

5) depositary receipts, the underlying asset of which shall be shares of legal entities of the Republic of Kazakhstan with a rating not lower than "BB-" according to the international scale of Standard & Poor's agency (Standard & Poor's) or a rating similar to that of one of the other rating agencies, or a rating not lower than "kzBB-" according to the national scale of Standard & Poor's agency (Standard & Poor's);

6) shares of legal entities - residents of the Republic of Kazakhstan included in the "premium" category of the "shares" sector of the "Main" site of the official list of the stock exchange;

7) depositary receipts, the underlying asset of which shall be shares of legal entities - residents of the Republic of Kazakhstan, included in the "premium" category of the "shares" sector of the "Main" site of the official list of the stock exchange;

8) non-state debt securities of legal entities of the Republic of Kazakhstan issued in accordance with the legislation of the Republic of Kazakhstan on the securities market and other states, having a rating not lower than "B-" on the international scale of Standard & Poor's agency. (Standard and Poor's) or a rating of a similar level of one of the other rating agencies, or a rating not lower than "kzB-" on the national scale of Standard & Poor's agency (Standard and Poor's);

9) securities for which there shall be a state guarantee of the Government of the Republic of Kazakhstan;

10) securities of international financial organizations.

In the course of circulation, the value of securities and money included in the assets that shall be collateral for mortgage bonds is no more than twenty (20) percent of the total value of the collateral.

Footnote. Paragraph 11 – in the wording of the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 22.12.2023 № 93 (shall enter into force upon expiry of ten calendar days after the day of its first official publication).

12. State registration of a bond issue (bond program) of a bank or an organization carrying out certain types of banking operations shall be implemented subject to the issuer's compliance with the following requirements:

1) absence as of the date of submission of documents for state registration of the bond issue (bond program) of untimely fulfilled and unfulfilled obligations to pay interest on bonds circulating on the secondary securities market;

2) break-even activity of the issuer following the results of one of the last two completed financial years before the date of submission of documents for state registration of the bonds issue (bond program) or net cash flows received from the activity of the issuer for one of the last two completed financial years, calculated based on its financial statements, confirmed by the auditor's report, are positive;

3) the absence of facts of non-compliance with prudential standards and other norms and limits established by the authorized body as of the end of the month preceding the month in which documents shall be submitted for state registration of the bond issue (bond program).

In the absence of information on prudential standards and other norms and limits established by the authorized body as of the end of the month preceding the month in which documents are submitted for state registration of an bonds issue (bond program), the authorized body shall take into account information on prudential norms and other norms and limits as of the previous reporting date;

4) compliance of the issuer and the bonds issued by it with the Requirements for issuers and their securities admitted to circulation on the stock exchange, as well as to certain categories of the list of the stock exchange, approved by the Resolution of the Board of the National Bank of the Republic of Kazakhstan dated March 27, 2017 № 54, registered in the Register of State Registration of Normative Legal Acts under № 15175, and internal documents of the stock exchange (if the issuer's bond issue prospectus provides for the circulation of these bonds in the trading system of the stock exchange).

The requirements of the first part of this paragraph shall not apply to the following cases:

carrying out by the issuer of the restructuring of obligations on previously issued bonds in accordance with the court decision on the restructuring;

carrying out by the issuer of the restructuring of obligations on previously issued bonds in accordance with the decision of the authorized body to conduct a forced restructuring of the obligations of a bank classified as an insolvent bank, on the basis and in the manner prescribed by Article 61-10 of the Law of the Republic of Kazakhstan "On banks and banking activities in the Republic of Kazakhstan";

reorganizing an issuer, at least fifty percent of whose voting shares are owned by the state or a national managing holding;

bonds issue with a circulation period of no more than 12 (twelve) months;

bonds issue subject to private placement.

The requirements of subparagraphs 2) and 3) of part one of this paragraph shall not apply to the issue of bank bonds in the form of subordinated bonds convertible into shares.

Footnote. Paragraph 12 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated

23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

13. The Issuer shall enter into an agreement with the Central Securities Depository to maintain a system of registers of securities holders prior to submission of documents to the authorized body for state registration of the bonds issue (bond program).

14. The state registration of the bonds issue with the circulation term of no more than 12 (twelve) months shall be carried out, provided that earlier issued securities of the Issuer are included in the list of the stock exchange.

14-1. The state registration of an issue of investment bonds shall be carried out on the condition that the event (events), on the occurrence or non-occurrence of which depends on the receipt by the holder of the investment bond of additional remuneration on the investment bond, changes:

- the amount of the issuer's income (the amount of income from the project in which the money received from the placement of bonds is invested);

- the price of a unit of raw materials, metal or other goods, the value of the commodity index, determined at organized auctions in the Republic of Kazakhstan and (or) abroad;

- interest rates;

- values calculated based on the prices of derivative financial instruments;

- values of indicators constituting official statistical information;

- values of physical, biological and (or) chemical indicators of the state of the environment;

- circumstances indicating non-performance or improper performance by one or more legal entities or states of their obligations (except for a guarantee agreement and an insurance agreement).

Footnote. The Rules are supplemented by Paragraph 14-1 in accordance with the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated September 24, 2021 № 96 (shall come into effect ten calendar days after the day of its first official publication).

15. State registration of the bonds issue (bond program) of the issuer - non-resident of the Republic of Kazakhstan shall be carried out subject to compliance with the following requirements by this issuer - non-resident of the Republic of Kazakhstan:

- 1) the presence of a minimum credit rating not lower than "B" according to the international scale of the agency Standard & Poor's or a rating of a similar level of one of the other rating agencies;

- 2) the foreign supervisory authority of the country of origin of the given legal entity has signed the Multilateral Memorandum of Understanding on consultation, cooperation and information exchange of the International Organization of Securities Commissions;

- 3) fulfillment of the requirements for inclusion of debt securities of the non-resident issuer of the Republic of Kazakhstan in the official list of the stock exchange and their location therein;

4) Availability of a permit of the relevant supervisory body of a foreign state for issue of bonds in compliance to the legislation of the Republic of Kazakhstan or a letter of the said body stating that such a permit is not required under the legislation of the country of location of the issuer - non-resident of the Republic of Kazakhstan;

5) compliance with prudential standards and other norms and limits established by the relevant supervisory authority in the period of 3 (three) months prior to the date of submission of the application for state registration of bonds (bond program) issue (if the issuer - non-resident of the Republic of Kazakhstan is a financial institution).

Footnote. Paragraph 15 as amended by the resolution of the Board of the National Bank of the Republic of Kazakhstan dated 26.11.2019 № 213 (shall be enforced upon expiry of ten calendar days after the day of its first official publication).

16. State registration of an issue of bonds denominated in a foreign currency shall be carried out on the condition that the payment of interest and principal on these bonds will be carried out in the currency of the issue.

Footnote. Paragraph 16 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated September 24, 2021 № 96 (shall come into effect ten calendar days after the day of its first official publication).

17. Indexation of the face value and (or) interest rate of the bonds to the value of digital (virtual) units and (or) financial instruments, the value of which depends on the value (change in value) of digital (virtual) units, shall not be performed.

For the purposes of the Rules, a digital (virtual) unit shall be a unit which is a digital record created and accounted for in a decentralized information system using cryptography and/or computer computing tools.

18. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

19. Is excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan on regulation and development of the financial market dated 30.03.2020 № 41 (shall be enforced upon expiry of ten calendar days after the day of its first official publication).

20. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

20-1. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

21. Is excluded by the resolution of the Board of the Agency of the Republic of

Kazakhstan on regulation and development of the financial market dated 30.03.2020 № 41 (shall be enforced upon expiry of ten calendar days after the day of its first official publication).

22. If the issuer loses the original of the certificate of the state registration of the bonds issue (certificate of the state registration of the bond program, certificate of state registration of the bonds issue within the bond program), issued by the authorized body for the state registration of the bonds issue (bond program) on paper, the issuer, if it is necessary for him/her to receive a duplicate, shall send to the authorized body for the issuance of a duplicate of the certificate of state registration of the bonds issue (certificate of state registration of the bond program, certificate of state registration of the bonds issue within the bond program) through the portal application in electronic form indicating information about the name of the media and the date of publication of the message about the invalidity of the lost document.

The authorized body shall send a duplicate of the document to the issuer through the portal to the “personal account” in electronic form within 10 (ten) working days after the date of receipt of the application.

Footnote. Paragraph 22 – as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

23. The authorized body shall disclose information contained in the terms of the bond issue, including in private memoranda, by posting on the Internet resource of the financial reporting depository the terms of the bond issue (private memorandum), taking into account changes and (or) additions made to them, within 3 (three) working days after the state registration by the authorized body of the conditions for the bonds issue (private memorandum) or state registration of changes and (or) additions to the conditions for the bonds issue (private memorandum).

Footnote. Paragraph 23 – as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

Chapter 3. Procedure for registration of changes and (or) additions to the prospectus (bond program prospectus)

24. The Issuer shall submit to the authorized body changes and (or) additions to the prospectus of the bonds issue (the prospectus of the bond program) for their registration in case of change:

1) in the information specified in sub-paragraph 1) of paragraph 1 of Article 9, paragraph 1 of the Securities Market Law - within 30 (thirty) calendar days after the date of receipt by the issuer of documents confirming the change of the name of the issuer and its location;

2) in the information specified in sub-paragraphs 2), 3), 4), 5), 6) and 7) of paragraph 1 of Article 9 of the Law on Securities Market - within 30 (thirty) calendar days after the date of adoption of the decision by the relevant bodies of the issuer, if no bond of this issue has been placed or all bonds of this issue have been purchased by the issuer in the secondary securities market or by the general meeting of bondholders.

25. If the issuer submits documents for state registration of amendments and (or) additions to the bond issue terms, the issuer shall fill out the following electronic form:

bond issue prospectus (bond program prospectus) in accordance with the structure of the bond issue prospectus (bond program prospectus) in accordance with Annex 1 to the Rules for drawing up and registration of a non-government bond issue prospectus (bond program prospectus), amendments and (or) additions to the non-government bond issue prospectus (bond program prospectus) approved by this resolution (hereinafter, the Rules for drawing up and registration of prospectus);

the bond issue prospectus within the bond program in accordance with the structure of the bond issue prospectus within the bond program in accordance with Annex 2 to the Rules for the preparation and execution of the prospectus;

bond issue prospectus (bond program prospectus) of a non-resident issuer of the Republic of Kazakhstan in accordance with the structure of the bond issue prospectus within the bond program in accordance with Annex 2 to the Rules for preparation and execution of the prospectus.

When filling out electronic forms, information in the bond issue prospectus (bond program prospectus, bond issue prospectus within the bond program) is given on the date of the last business day of the month preceding the date of submission of documents to the authorized body, with the exception of information on the issuer's financial condition.

Information on the issuer's financial condition shall be provided as of the end of the last quarter before submission of documents for state registration of amendments and (or) additions to the terms of issue of bonds or at the end of the penultimate quarter in case of submission of documents for state registration of amendments and (or) additions to the terms of issue of bonds before the 25th day of the month following the last quarter before submission of documents.

Footnote. Paragraph 25 – in the wording of the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 22.12.2023 № 93 (shall enter into force upon expiry of ten calendar days after the day of its first official publication).

26. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

27. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan

for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

28. Registration of changes and (or) additions to the prospectus of the bonds issue shall be carried out provided that these changes and (or) additions will not lead to an increase in the number of declared bonds.

29. In the event that a decision is made to change the conditions of bonds issue stipulated by subparagraphs 2), 3), 4), 5), 6) and 7) of paragraph 1 of Article 9 of the Law on Securities Market, placement and circulation of bonds shall be suspended until the day following the date of registration of amendments and (or) additions to the prospectus of bonds issue.

30. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

Chapter 3-1 The procedure for registering changes and (or) additions to a private memorandum

Footnote. The Rules are supplemented by Chapter 3-1 in accordance with the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated February 9, 2021 № 16 (shall come into effect ten calendar days after the day of its first official publication).

30-1. The issuer shall submit to the authorized body changes and (or) additions to the private memorandum for their registration in case of a change:

1) information specified in paragraph 1 of Appendix 1 to the Document Requirements for state registration of the issue of non-government bonds (bond program), registration of changes and (or) additions to the prospectus for the issue of non-government bonds (prospectus of the bond program), private memorandum approved by this resolution (hereinafter referred to as the Requirements) - within 30 (thirty) calendar days after the date of receipt by the issuer of documents confirming the change in the name of the issuer;

2) information specified in paragraphs 3, 4, 5, 6, 7, 8 and 9 of Appendix 1 to the Requirements - within 30 (thirty) calendar days after the date of the decision by the relevant bodies of the issuer, if not a single bond of this issue was placed or all bonds of this issue were purchased by the issuer on the secondary securities market, or by the general meeting of bondholders.

General meeting of the bondholders for the purposes of taking by the issuer of a decision on changing the conditions of the bonds issue, provided for by paragraphs 3, 4, 5, 6, 7, 8 and 9 Appendix 1 to the Requirements, shall be held subject to the requirements established by paragraphs 2, 3, 4, 4-1 and 5 of Article 18-2 of the Law on securities market.

Footnote. Paragraph 30-1 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

30-2. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

30-3. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

30-4. Registration of changes and (or) additions to the private memorandum shall be carried out on the condition that these changes and (or) additions do not lead to an increase in the number of declared bonds.

30-5. If a decision is made to change the conditions for issuing bonds, provided for in paragraphs 3, 4, 5, 6, 7, 8 and 9 of Appendix 1 to the Requirements, the placement and circulation of bonds shall be suspended until the day following after the date of registration of changes and (or) additions to the private memorandum.

Footnote. Paragraph 30-5 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

30-6. If the issuer submits documents for registration of changes and (or) additions to the private memorandum, registered by the authorized body before July 1, 2023, the issuer shall fill in the electronic form of the private memorandum in accordance with the structure of the private memorandum according to Appendix 1 to the Requirements.

Footnote. Paragraph 30-6 – as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

Chapter 4. Procedure for submission and consideration of the notification on the results of bonds redemption

31. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

32. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

33. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

34. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

35. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

Chapter 5. Procedure for cancellation of bond issue

36. The decision to cancel the issue of bonds shall be taken by the authorized body on the grounds specified in paragraph 1 of Article 30-1 of the Securities Market Law.

37. The authorized body shall consider the documents for cancellation of the bonds issue submitted by the issuer through the portal in an electronic form in accordance with paragraph 2 of the List of documents for canceling the issue of non-government bonds and requirements for them, approved by this Resolution, within 10 (ten) working days after the date of their receipt.

Footnote. Paragraph 37 – as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

38. In case of compliance of the documents submitted by the issuer for cancellation of bonds issue with the requirements of the legislation of the Republic of Kazakhstan on the securities market, the authorized body shall cancel the bonds issue (bonds issue within the framework of the bond program) and send the certificate of cancellation of non-state bonds issue in the form to Appendix 5 to the Rules.

Footnote. Paragraph 38 – as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

39. The decision to cancel the issue of the issuer's bonds, information on the liquidation of which is contained in the National Register of Business Identification Numbers, shall be taken by the authorized body without providing the documents specified in paragraph 2 of the List of documents for the cancellation of the issue of non-state bonds and requirements to them, approved by this resolution.

40. The bonds issue shall be cancelled from the date of entry of data into the State Register of Emissive securities.

Footnote. Paragraph 40 – as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

41. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

42. The authorized body shall refuse to cancel the issue of bonds (issue of bonds within the limits of the bond program) with the indication of reasons for refusal in the case established by part two of paragraph 2 of Article 30-1 of the Law on Securities Market.

In case of refusal to cancel the bonds issue (bonds issue within the limits of the bond program), the issuer shall eliminate the comments of the authorized body and shall resubmit the documents to the authorized body within 45 (forty five) working days from the date of refusal.

Appendix 1
to the Rules for state registration
of the issue of non-government bonds
(bond program), registration
of changes and (or) additions to
non-government bonds
(bond prospectus, cancellation of the
issue of non-government bonds

List of main requirements to the provision of the state service
"State registration of the issue of non-government bonds"

Footnote. Appendix 1 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

Name of the state service	State registration of the issue of non-government bonds
	1) bonds issue; 2) bond program; 3) the bond program and the first bonds issue within the bond program , submitted by the service recipient simultaneously; 4) bonds issue within the bond program registered by the authorized body;

Name of subtypes of the state service		<p>5) bonds issue with a circulation period of no more than 12 (twelve) months;</p> <p>6) bonds issue subject to private placement;</p> <p>7) bonds issue subject to private placement within the bond program registered by the authorized body;</p> <p>8) introducing changes and (or) additions to the prospectus for the issue of non-government bonds (prospectus of the bond program);</p> <p>9) making changes and (or) additions to the private memorandum.</p>
1.	Name of the authorized body	Agency of the Republic of Kazakhstan for regulation and development of the financial market (hereinafter referred to as the authorized body).
2.	Ways to provide the state service	<p>For all subtypes:</p> <p>Web-portal of the central depository of securities (hereinafter referred to as the portal).</p>
3.	Terms of state service provision	<p>For state registration of:</p> <p>bonds issue - within 15 (fifteen) working days from the date of submission of documents for state registration; bond program - within 10 (ten) working days;</p> <p>bond program and the first issue of bonds within the bond program, submitted by the service recipient simultaneously - within 10 (ten) working days after the date of submission of documents for state registration;</p> <p>issuing bonds within the bond program registered by the authorized body for regulation, control and supervision of the financial market and financial organizations - within 5 (five) working days after the date of submission of documents for state registration;</p> <p>issuance of bonds subject to private placement within the bond program registered by the authorized body for regulation, control and supervision of the financial market and financial organizations - within 3 (three) working days after the date of submission of documents for state registration;</p>

		<p>issue of bonds with a circulation period of no more than 12 (twelve) months - within 3 (three) working days after the date of receipt of documents for state registration;</p> <p>bonds issue subject to private placement - within 3 (three) working days after the date of receipt of documents for state registration;</p> <p>making changes and (or) additions to the prospectus for the issue of non-government bonds (prospectus of the bond program) - within 10 (ten) working days after the date of receipt of documents for state registration;</p> <p>making changes and (or) additions to the private memorandum - within 3 (three) working days after the date of receipt of documents for state registration.</p>
4.	Form of provision of the state service	<p>For all subtypes: electronic (fully automated).</p>
		<p>By subtypes:</p> <p>Certificate of state registration of the issue of non-government bonds in the form according to Appendix 2 to the Rules and in electronic form the bond issue prospectus - in the case of state registration of the bond issue;</p> <p>certificate of state registration of the bond program issue in the form according to Appendix 3 to the Rules and in electronic form the prospectus of the bond program issue - in the case of state registration of the bond program;</p> <p>certificate of state registration of the bond issue within the bond program in the form according to Appendix 4 to the Rules and in electronic form a prospectus for the bond issue within the bond program - in case of state registration of the bond issue within the bond program;</p> <p>certificate of state registration of the issue of non-government bonds in the form according to Appendix 2 to the Rules - in the case of state registration of the issue of bonds with a circulation period of no more than 12 (twelve) months;</p>

5.

The result of the provision of the state service

certificate of state registration of the issue of non-government bonds in the form according to Appendix 2 to the Rules and in electronic form private memorandum - in the case of state registration of the issue of bonds subject to private placement; certificate of state registration of the issue of non-government bonds in the form according to Appendix 4 to the Rules and in electronic form a private memorandum in the case of state registration of the issue of bonds subject to private placement within the bond program, certificate of state registration of the issue of non-government bonds in the form according to Appendix 2 to the Rules (in case of a decrease in the number of non-government bonds and (or) a change in their type, circulation period, a change in the name of the issuer, a change in the location of the issuer) and in electronic form a bond issue prospectus, taking into account changes and (or) additions - in the case of state registration of changes and (or) additions to the bond issue prospectus;

certificate of state registration of the bond program issue in the form according to Appendix 3 to the Rules (if the name of the issuer is changed, the location of the issuer is changed) and in electronic form the prospectus for the issue of the bond program, taking into account changes and (or) additions - in case of registration of changes and (or) additions to the bond program prospectus;

certificate of state registration of the bond issue within the bond program in the form according to Appendix 4 to the Rules (in case of a decrease in the number of non-government bonds and (or) a change in their type, circulation period, change in the name of the issuer, change in the location of the issuer) and in electronic form the issue prospectus bonds within the bond program, taking into account changes and (or) additions - in case of registration of changes and (or) additions to the

		<p>bond issue prospectus within the bond program;</p> <p>certificate of state registration of the issue of non-government bonds in the form according to Appendix 2 to the Rules (if the number of non-government bonds decreases and (or) changes in their type, circulation period, change in the name of the issuer) and in electronic form private memorandum, taking into account changes and (or) additions - in case of registration of changes and (or) additions to the private memorandum;</p> <p>certificate of state registration of the issue of non-government bonds in the form according to Appendix 4 to the Rules (if the number of non-government bonds decreases and (or) changes in their type, circulation period, change in the name of the issuer) and in electronic form private memorandum, taking into account changes and (or) additions - in case of registration of changes and (or) additions to the private memorandum when issuing bonds subject to private placement within the bond program, or a reasoned response about the refusal to provide a public service on the grounds provided for in paragraph 9 of this list of basic requirements for the provision of public services. Form for providing the results of public service provision: electronic.</p>
6.	The amount of payment charged from the service recipient in the provision of the state service, and methods of its collection in cases provided for by the legislation of the Republic of Kazakhstan	The state service shall be provided free of charge.
		<p>Work schedule:</p> <p>1) portal - around the clock, except for technical breaks due to repair work (when the service recipient contacts after the end of working hours, on weekends and holidays in accordance with the Labor Code of the Republic of Kazakhstan (hereinafter referred to as the Code) and the Law of the Republic of</p>

7.	Work schedule	<p>Kazakhstan "On holidays in the Republic of Kazakhstan" (hereinafter referred to as the Law on holidays), acceptance of applications and sending the results of the provision of the state service shall be carried out on the next working day);</p> <p>2) authorized body - from Monday to Friday from 9.00 to 18.30 with a lunch break from 13.00 to 14.30, except weekends and holidays, in accordance with the Code and the Law on holidays.</p>
		<p>For state registration of a bond issue, bond program):</p> <p>1) an electronic application drawn up in any form with consent to the use of information constituting a legally protected secret contained in information systems, certified by an electronic digital signature of the authorized person of the service recipient;</p> <p>2) an electronic copy of the decision of the service recipient's body on the issue of non-government bonds, containing information on the procedure for issuing, placing, circulation and redemption of bonds, the use of funds received by the service recipient as a result of the placement of bonds, the volume of issue, the number and type of bonds, the nominal value of bonds, the rights of bond holders, or a copy of the decision of the service recipient's body on the issue of a bond program, containing information on the volume of issue of the bond program (except for the case of issuing bonds with a circulation period of no more than 12 (twelve) months);</p> <p>3) prospectus for the issue of non-government bonds (bond program prospectus) in electronic form (except for cases of issue of bonds with a circulation period of no more than 12 (twelve) months and bonds subject to private placement);</p> <p>4) private memorandum in electronic form (in case of issue of bonds subject to private placement);</p>

- 5) information on the bonds issue with a circulation period of no more than 12 (twelve) months in electronic form (in the case of the issue of bonds with a circulation period of no more than 12 (twelve) months);
- 6) an electronic copy of the charter of the service recipient (if any) (except for the case of issuing bonds with a circulation period of no more than 12 (twelve) months);
- 7) in the case of issuing secured bonds, electronic copies of documents confirming the availability of security for the fulfillment of the obligations of the service recipient (except for the case of issuing bonds with a circulation period of no more than 12 (twelve) months);
- 8) an electronic copy of the agreement concluded with the representative of the bondholders (if the obligation to conclude an agreement with the representative of the bondholders is provided for by the requirements of the Law of the Republic of Kazakhstan "On Securities Market" (hereinafter referred to as the Law on securities market) and (or) its conclusion was initiated by the service recipient) (except for the case of issuing bonds with a circulation period of no more than 12 (twelve) months and bonds subject to private placement);
- 9) an electronic copy of the procedure for distributing the income of the service recipient between its participants for service recipients created in the organizational and legal form of a limited liability partnership (except for the case of issuing bonds with a circulation period of no more than 12 (twelve) months);
- 10) electronic copies of the service recipient's annual financial statements (consolidated financial statements if the issuer has subsidiaries) for the last two financial years, confirmed by audit reports, as well as electronic copies

8.

List of documents and information required from the service recipient for the provision of the state service

of audit reports (except for newly created service recipients) (except for cases of issuing bonds with a maturity date no more than 12 (twelve) months and bonds subject to private placement);

11) an electronic copy of the financial statements of the service recipient as of the end of the last quarter before submitting documents for state registration of the issue of non-state issue-grade securities or at the end of the penultimate quarter in the case of submitting documents for state registration of the issue of non-state issue-grade securities before the 25th day of the month following the last quarter before serving.

If there is no audit report of the financial statements for the completed financial year in the period from January 1 to June 1 of the current year, the service recipient shall submit to the authorized body an electronic copy of the financial statements for the two years preceding the last completed year, and an electronic copy of the audit report of the financial statements for the specified period.

The audit report and financial statements for the completed financial year are submitted by the service recipient within a month from the date of approval of the annual financial statements in accordance with the procedure, established by the legislation of the Republic of Kazakhstan (except for cases of issuing bonds with a circulation period of no more than 12 (twelve) months and bonds subject to private placement).

The documents specified in subparagraphs 6), 10) and 11) of this paragraph should not be submitted by the service recipient if these documents were posted on the Internet resource of the financial reporting depository before the date of submission of documents for state registration of the bond issue (bond program).

For state registration of the issue of non-government bonds (bond program), the non-resident service recipient of the Republic of Kazakhstan, in addition to the documents specified in part one of this paragraph, shall additionally submit the following documents:

- 1) an electronic copy of a document confirming the registration of a non-resident service recipient of the Republic of Kazakhstan as a legal entity in accordance with the legislation of the state of location of the non-resident service recipient of the Republic of Kazakhstan, with a translation attached into the Kazakh and Russian languages, the accuracy of which is certified by a notary;
- 2) electronic copies of the constituent documents of the non-resident service recipient of the Republic of Kazakhstan with attached translations into Kazakh and Russian languages, the accuracy of which is certified by a notary;
- 3) an electronic copy of a letter from the authorized body for regulation, control and supervision of the financial market of a foreign state on compliance by the non-resident service recipient of the Republic of Kazakhstan with prudential standards and other norms and limits established by the non-resident authorized body in the period three months before the date of filing the application for state registration of the bond issue (bond program) (if the non-resident service recipient of the Republic of Kazakhstan is a financial organization).

If the service recipient carries out a restructuring in accordance with a court decision on restructuring, for state registration of the bond issue (bond program), the service recipient, in addition to the documents specified in part one of this paragraph, shall submit an electronic copy of the restructuring plan approved by the court.

For registration of changes and (or) additions to the prospectus for the

issue of non-government bonds (prospectus of the bond program):

1) an electronic application drawn up in any form with consent to the use of information constituting a legally protected secret contained in information systems, certified by an electronic digital signature of the authorized person of the service recipient;

2) prospectus for the issue of non-government bonds (bond program prospectus), taking into account changes and (or) additions in electronic form;

3) an electronic copy of the decision (minutes) or an extract from the minutes of the meeting of the body, on the basis of which changes and (or) additions were made to the prospectus for the issue of non-government bonds (bond program prospectus).

To register changes and (or) additions to the private memorandum:

1) an electronic application drawn up in any form with consent to the use of information constituting a legally protected secret contained in information systems, certified by an electronic digital signature of the authorized person of the service recipient;

2) private memorandum, taking into account changes and (or) additions in electronic form;

3) an electronic copy of the decision (minutes) or an extract from the minutes of the meeting of the body, on the basis of which changes and (or) additions were made to the private memorandum;

4) an electronic copy of the restructuring plan approved by the court and containing, among other things, a change in the terms of the bond issue (if the issuer carries out a restructuring in accordance with the court decision to carry out the restructuring).

The authorized body receives information on state registration (re-registration) of a legal entity from

		the databases of central government bodies, as well as the State Corporation "Government for Citizens".
9.	Grounds for refusal to provide state services, established by the legislation of the Republic of Kazakhstan	<p>Violation by the service recipient of the conditions and procedure for submitting documents for state registration of the issue of non-government bonds and identifying during the review of documents their non-compliance with the requirements established by the legislation of the Republic of Kazakhstan. In addition to the specified grounds, the authorized body shall refuse in the service recipient's state registration of the issue of non-government bonds within the bond program if:</p> <p>1) the issue of non-government bonds carried out within the framework of this bond program has been delisted, with the exception of voluntary delisting at the initiative of the service recipient;</p> <p>2) as a result of state registration of the issue of non-government bonds within the bond program, the total amount of issues of non-government bonds in circulation will exceed the registered volume of such a bond program:</p> <p>1) the issue of non-government bonds has been carried out within the framework of this bond program was delisted, with the exception of voluntary delisting at the initiative of the service recipient;</p> <p>2) as a result of state registration of the issue of non-government bonds within the bond program, the total amount of issues of non-government bonds in circulation will exceed the registered volume of such bond program.</p>
		The addresses of places for the provision of state services and contact numbers of information services on the provision of state services shall be posted on the official Internet resource of the authorized body.

10.	Other requirements, taking into account the specifics of the provision of the state service	<p>The service recipient has the opportunity to receive information about the procedure and status of the provision of state services in remote access mode through the "personal account" of the portal, as well as the Unified Contact Center for the provision of state services.</p> <p>In case of detection of failure or technical problems on the portal, one must contact the Unified Contact Center.</p> <p>Unified Contact Center: 8 800 080 86 68.</p>
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Appendix 1-1
to the Rules for state registration
of the issue of non-government bonds
(bond program), registration of changes
and (or) additions to non-government
bonds
(bond prospectus, cancellation of the issue
of non-government bonds

List of international financial organizations

Footnote. The Rules were supplemented with Appendix 1-1 in accordance with the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 30.03.2020 № 41 (shall come into effect upon expiry of ten calendar days after the day of its first official publication); as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

1. Asian Development Bank.
2. Asian Infrastructure Investment Bank.
3. Inter-American Development Bank.
4. African Development Bank.
5. Eurasian Development Bank
6. European Bank for Reconstruction and Development.
7. European Investment Bank.
8. Development Bank of the European Council.
9. Islamic Corporation for Development of Private Sector.
10. Islamic Development Bank.
11. Scandinavian Investment Bank.
12. International Monetary Fund.

13. International Bank for Reconstruction and Development.

14. International Finance Corporation.

Appendix 2
to the Rules for state registration
of the issue of non-government bonds
(bond program), registration of changes
and (or) additions to non-government
bonds
(bond prospectus, cancellation of the issue
of non-government bonds

Form

Certificate of state registration of the issue of non-government bonds

Footnote. The certificate - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

"__" _____ 20__

Almaty city

The authorized body (full name of the authorized body) made a
state registration of the issue of non-government bonds

(full name and location of the issuer) registered

(business identification number of the issuer (if any)

The issuance is divided into

bonds, (number of bonds in figures and words, type of bonds) which are
assigned with an international identification number (ISIN code)

The nominal value of one bond is

tenge. (in figures and words)

The volume of the bond issue is

tenge.

(total nominal cost of the issued bonds in figures and words)

Reason for replacing the certificate of state registration of the issue of non-government bonds

of the issuer (to be completed in case of replacement of the certificate of state registration of the issue of non-government bonds of the issuer):

Authorized person

(electronic digital signature) (surname, initials)

Appendix 3
to the Rules for state registration
of the issue of non-government bonds
(bond program), registration of changes
and (or) additions to non-government
bonds
(bond prospectus, cancellation of the issue
of non-government bonds

Form

Certificate of state registration of the bond program

Footnote. Certificate - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

"__" _____ 20__

Almaty city

The authorized body (full name of the authorized body) made a state registration of the bond program

(full name and location of the issuer) registered

(business identification number of the issuer (if any)

The volume of the issue of the bond program amounts to

tenge. (in figures and words)

The issue was entered to the State Register of issue-grade securities under № _____.

Reason for replacing the certificate of state registration of the bond program (to be completed

in case of replacing the certificate of state registration of the issuer's bond program):

Authorized person _____
(electronic digital signature) (surname, initials)

Appendix 4
to the Rules for state registration
of the issue of non-government bonds
(bond program), registration of changes
and (or) additions to non-government
bonds
(bond prospectus, cancellation of the issue
of non-government bonds

Form

Certificate of state registration of the bonds issue within a bond program

Footnote. The certificate as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

" ____ " _____ 20 ____ Almaty city

The authorized body (full name of the authorized body) made a state registration of the bonds issue within a bond program

_____ of the issue _____

— (full name and location of the issuer) registered

_____ (business identification number of the issuer (if any)

The issue is divided into _____

— _____ bonds,
(number of bonds in numbers and words, type of bonds)
which have been assigned an international identification number (ISIN code)

Nominal value of one bond

tenge. (in figures and words)

The volume of the bonds issue amounts to

tenge.

(total par value of the issued bonds in figures and words)

Reason for replacing the certificate of state registration of the issue of non-government bonds

within the bond program (to be filled in in case of replacement of the certificate of state registration of the issue of non-government bonds within the bond program of the issuer):

Authorized person

(electronic digital signature) (surname, initials)

Appendix 5
to the Rules for state registration
of the issue of non-government bonds
(bond program), registration of changes
and (or) additions to non-government
bonds
(bond prospectus, cancellation of the issue
of non-government bonds

Form

Certificate of cancellation of the issue of non-government bonds

Footnote. The certificate as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

" " 20

Almaty city

The authorized body (full name of the authorized body) cancellation of the bonds issue

(full name and location of the issuer)

registered

(date of state registration (re-registration) of the issuer,

Name of the registering body,

business identification number (if any)

International identification number (ISIN code), assigned to the bonds of the issue

The issue is divided into

bonds. (number of bonds in numbers and words, type of bonds)

The issue of bonds was cancelled in connection with

(reason for cancellation)

Authorized person

(electronic digital signature)

(surname, initials)

Appendix 2
to Resolution № 248 of the Board
of Directors of the National Bank
of the Republic of Kazakhstan
of 29 October 2018

Requirements to the documents for state registration of the issue of non-government bonds (bond program), registration of changes and (or) additions to the prospectus for the issue of non-government bonds (prospectus of the bond program), private memorandum

Footnote. The heading - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

1. These Requirements to the documents for state registration of the issue of non-government bonds (bond program), registration of changes and (or) additions to the prospectus for the issue of non-government bonds (prospectus of the bond program), private memorandum (hereinafter referred to as the Requirements) have been developed in accordance with the Law of the Republic of Kazakhstan "On Securities Market" (hereinafter referred to as the Law on securities market) and shall establish the Requirements to the documents for state registration of the issue of non-government bonds (hereinafter referred to as the bonds) (bond program), state registration of changes and (or) additions (hereinafter referred to as the registration of changes and (or) additions) to the prospectus of the bonds issue (bond program prospectus), private memorandum.

Footnote. Paragraph 1 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

2. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

3. The issuer's application for the state registration of the bond issue (bond program) shall contain the consent to the use of information constituting a legally protected secret contained in information systems.

3-1. The private memorandum shall be drawn up in accordance with the structure of the private memorandum in accordance with Annex 1 to the Requirements.

A private memorandum shall be drawn up in Kazakh and Russian languages.

A private memorandum in case of issuing bonds denominated in a foreign currency shall be drawn up in Kazakh and Russian languages and, at the discretion of the issuer, in English.

Footnote. The requirements are supplemented by Paragraph 3-1 in accordance with the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated February 9, 2021 № 16 (shall come into effect ten calendar days after the day of its first official publication); as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated September 24, 2021 № 96 (shall come into effect ten calendar days after the day of its first official publication).

3-2. Information on the issue of bonds with a circulation period of not more than 12 (twelve) months shall be compiled and executed in accordance with the structure of information on the issue of bonds with a circulation period of not more than 12 (twelve) months in accordance with Annex 2 to the Requirements and shall be submitted in Kazakh and Russian languages.

Footnote. The requirements are supplemented by Paragraph 3-2 in accordance with the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated September 24, 2021 № 96 (shall come into effect ten calendar days after the day of its first official publication).

3-3. In case if the issuer issues non-government bonds subject to private placement, within the bond program, the private memorandum shall be drafted in accordance with the structure of a private memorandum according to Appendix 1 to the Requirements.

Footnote. The Rules were added with Paragraph 3-3 in accordance with the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

3-4. A special financial company with a private memorandum shall submit to the authorized body for regulation, control and supervision of the financial market and financial organizations (hereinafter referred to as the authorized body) the originator's audit report for the last financial year, the agreement for the assignment of claims for this securitization transaction, concluded between the originator and the special financial company.

In the absence of the originator's audit report for the last financial year, the special financial company shall submit to the authorized body a copy of the originator's financial statements for the last reporting quarter before submitting documents for state registration of the bond issue.

Footnote. The Rules were added with Paragraph 3-4 in accordance with the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

4. Is excluded by the resolution of the Board of the National Bank of the Republic of Kazakhstan dated 26.11.2019 № 213 (shall be enforced upon expiry of ten calendar days after the day of its first official publication).

5. In the event of changes in the information specified in subparagraphs 2), 3), 4), 5), 6) and 7) of paragraph 1 of Article 9 of the Securities Market Law, the issuer shall submit to the Securities Market Act for registration of amendments and (or) additions to the prospectus of the bonds issue:

1) if there are bond holders, copy of the decision of the general meeting of bond holders (the decision of the sole holder of bonds) on making changes and (or) additions to the prospectus of bonds issue (except for the cases of restructuring of the issuer carried out in compliance to the decision of the court or in cases stipulated by the laws of the Republic of Kazakhstan);

2) if no bond of this issue is placed or all bonds of this issue are redeemed by the issuer, copy of the relevant body of the issuer on amendments and (or) additions to the prospectus of the bonds issue.

5-1. In the event of changes in the information specified in paragraphs 3, 4, 5, 6, 7, 8 and 9 of Appendix 1 to the Requirements, for registration of changes and (or) additions to the private memorandum the issuer shall submit:

1) if there are bondholders, a copy of the decision of the general meeting of bondholders (decision of the sole bondholder) on introducing changes and (or) additions to the private memorandum (except for cases of restructuring of the issuer carried out in accordance with a court decision or cases provided for by the laws of the Republic Kazakhstan);

2) if not a single bond of this issue has been placed or all bonds of this issue have been redeemed by the issuer, a copy of the relevant body of the issuer on making changes and (or) additions to the private memorandum.

Private memorandum subject to changes and (or) additions shall be drafted in the Kazakh or Russian languages in electronic form.

If, when issuing bonds whose face value is denominated in foreign currency, the private memorandum, at the discretion of the issuer, was drawn up in English in addition to the Kazakh and Russian languages, the private memorandum, taking into account changes and (or) additions, shall be drawn up in English as well in addition to the Kazakh and Russian languages.

Footnote. The requirements are supplemented by Paragraph 5-1 in accordance with the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated February 9, 2021 № 16 (shall come into effect ten calendar days after the day of its first official publication); as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

6. In case that the issuer carries out a restructuring in accordance with a court decision on restructuring, in order to register changes and (or) additions to the bond issue prospectus (bond program prospectus) in addition to the documents specified in paragraph 3 of the Rules for state registration of the issue of non-government bonds (bond program), registration of changes and (or) additions to the prospectus for the issue of non-government bonds (prospectus of the bond program), a private memorandum, cancellation of the issue of non-government bonds, approved by this resolution, the issuer shall send to the authorized body an electronic copy of the restructuring plan approved by the court and containing, including the change in conditions of the bond issue.

Footnote. Paragraph 6 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

7. Decision of the general meeting of bondholders (the sole bondholder) on making changes and (or) additions to the bond issue prospectus, private memorandum, a copy of which is submitted to the authorized body for the registration of changes and (or) additions to the bond issue prospectus, private memorandum, drawn up in the form of a protocol or an extract from it, shall contain the following information:

- 1) name of the issuer;
- 2) the date of state registration of the bond issue, the prospectus or partial memorandum of which is amended and (or) supplemented, the international identification number (ISIN code) assigned to the bonds of this issue;
- 3) date, time and place of the general meeting of bondholders;
- 4) the number of bonds, the holders of which are present at the general meeting of bondholders;

- 5) a quorum of the general meeting of bondholders;
- 6) the number of bondholders owning more than 10 (ten) percent of the bonds of this issue;
- 7) agenda of the general meeting of bondholders;
- 8) the procedure for voting at the general meeting of bondholders on the agenda items of the general meeting of bondholders;
- 9) surnames, first names, patronymics (if any) of the chairman and secretary of the general meeting of bondholders;
- 10) results of voting on each item on the agenda of the general meeting of bondholders;
- 11) decision taken on each issue on the agenda of the general meeting of bondholders.

Footnote. Paragraph 7 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market № 16 dated February 9, 2021 (shall come into effect ten calendar days after the day of its first official publication).

8. The decision of the issuer's body to make changes and (or) additions to the bond issue prospectus (bond program prospectus), a private memorandum, a copy of which is submitted to the authorized body for the registration of changes and (or) additions to the bond issue prospectus (bond program prospectus), drawn up in the form of a protocol or an extract from it, shall contain the following information:

- 1) name and location of the executive body of the issuer;
- 2) the date, time and place of the meeting (if the meeting is held by voting in person) or the date of the meeting (in the case of absentee voting);
- 3) information about the persons who took part in the meeting (who made the decision by absentee voting);
- 4) a quorum of the meeting;
- 5) issues on the agenda of the meeting relating to the introduction of changes and (or) additions to the bond issue prospectus (bond program prospectus), private memorandum;
- 6) results of voting on each item on the agenda of the meeting relating to the introduction of changes and (or) additions to the bond issue prospectus (bond program prospectus), private memorandum;
- 7) the decision taken on the issue concerning the introduction of changes and (or) additions to the bond issue prospectus (bond program prospectus), private memorandum;
- 8) surnames, first names, and patronymics (if any) of the chairman and secretary of the meeting.

Footnote. Paragraph 8 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated February 9, 2021 № 16 (shall come into effect ten calendar days after the day of its first official publication).

9. An extract from the resolution (minutes) of the issuer's body shall be signed by the secretary of the meeting.

10. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

11. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

12. If the issuer has no consolidated financial statements as of the end of the last quarter before submission of documents for state registration of bonds (bond program) issue in the period from January 1 to April 1 of the current year, the issuer shall submit to the authorized body separate financial statements as of that date.

The annual financial statements submitted by the issuer shall consist of the balance sheet, income statement, cash flow statement, statement of changes in equity and explanatory note.

The interim financial statements presented by the issuer shall consist of the balance sheet and income statement.

13. It shall be allowed to submit in English financial statements submitted by the issuer - non-resident of the Republic of Kazakhstan or international financial organization to the authorized body for state registration of bonds issue (bond program).

Appendix 1
to the Requirements to the documents
for state registration of the issue
of non-government bonds (bond program)
,
registration of changes and (or) additions
to the prospectus for the issue of
non-government
bonds (prospectus of the bond program),
private memorandum

Structure of a private memorandum Name of document: "Private memorandum"

Footnote. The requirements were added with Appendix in accordance with the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 09.02.2021 № 16 (shall come into effect upon expiry of ten calendar days after the day of its first official publication); as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

Entry: "State registration of the issue of non-government bonds by the authorized body does not mean the provision of any recommendations to investors regarding the acquisition of

non-government bonds described in the private memorandum, and does not confirm the accuracy of the information contained in this document.

Officials of the issuer confirm that all information presented therein is reliable and not misleading to investors regarding the issuer and its placed non-government bonds."

1. Full and abbreviated name of the issuer in Kazakh, Russian and English (if any) languages.

2. Business identification number of the issuer.

3. Information about the bond issue:

1) type of bonds, number of bonds and total volume of bonds issued. If the bonds are bonds without a maturity date, information about this is indicated;

2) the nominal value of one bond (if the nominal value of one bond is an indexed value, then the procedure for calculating the nominal value of one bond is additionally indicated);

3) the currency of the nominal value of the bond, payment of the principal debt and (or) accrued interest on the bonds;

4) the size of the main interest rate on bonds and additional interest, if any.

In the case of payment of additional remuneration, the procedure for determining the amount of additional remuneration on bonds shall be reflected, indicating the sources of information about events on the occurrence or non-occurrence of which the receipt of additional remuneration on bonds depends.

In the case of payment of interest and nominal value when redeeming bonds with other property rights, a description of these rights, methods for ensuring their safety, the procedure for assessing and persons authorized to assess these rights, as well as the procedure for transferring these rights shall be provided;

5) the procedure and conditions for paying interest on bonds, indicating the frequency of payment of interest and (or) the date of payment of interest and the method of receiving interest;

6) the start date and circulation period of the bonds (in the case of issuing bonds without a maturity date, the circulation period is not indicated);

7) date and method of redemption of bonds (not filled in if bonds are issued without a maturity date).

4. Procedure and conditions for early repayment of bonds.

In case if the possibility is provided for early redemption of bonds, the cost (procedure for determining the value), the procedure and conditions for early redemption of bonds, the period (procedure for determining the period) during which bonds can be redeemed early by the issuer or applications can be sent (submitted) by bondholders, containing a requirement for early redemption of bonds, the procedure for the issuer to disclose information about the conditions and results of early redemption of bonds, as well as other conditions for early

redemption of bonds provided for by the decision on the issue of bonds, depending on whether early redemption is carried out at the discretion of the issuer or at the request of the bondholders shall be specified.

In case if the possibility is provided for early redemption of bonds by the issuer, this fact shall be indicated.

5. When issuing bonds of a special financial company for project financing, the following shall be additionally indicated:

1) characteristics of monetary claims, conditions and projected timing of receipt of money for claims included in the allocated assets;

2) the procedure for providing information to bondholders about the change of ownership of the property created under the basic agreement, and the procedure for introducing representatives of creditors into the bodies of the special financial company and their powers;

3) a list of expenses of a special financial company associated with servicing a project financing transaction, investment management carried out at the expense of allocated assets;

4) the procedure and sequence of payment of interest and redemption of bonds of various issues issued within the same bond program (indicated in a private memorandum within the bond program);

5) the procedure and priority for satisfying the claims of bondholders of a special financial company in the event of bankruptcy of a special financial company.

6. When issuing bonds of a special financial company during securitization, the following shall be additionally specified:

1) name and location of the originator, custodian bank, investment portfolio manager, special financial company and person collecting payments on assigned claims;

2) the subject of activity, rights and obligations of the originator in the securitization transaction;

3) characteristics of the rights of claim, conditions, procedure and timing of receipt of money for the rights of claim included in the allocated assets, and the procedure for monitoring their execution;

4) the procedure for investing temporarily free proceeds from allocated assets;

5) criteria for the homogeneity of rights of claim;

6) the procedure and sequence of payment of interest and redemption of bonds of various issues issued within the same bond program (indicated in a private memorandum within the bond program);

7) the procedure and priority for satisfying the claims of bondholders of a special financial company in the event of bankruptcy of a special financial company.

7. Information about the issuer's property, which is full or partial security for obligations under issued bonds:

1) a description of the security for the issued bonds indicating the value of this property;

2) percentage ratio of the value of the collateral to the total volume of bonds issued;

3) the procedure for foreclosure on the collateral.

8. Details of the person who provided the guarantee, indicating his name, location, details of the guarantee agreement, term and conditions of the guarantee (if the bonds are secured by a guarantee).

9. Purpose of using the money received from the placement of bonds.

The specific purposes for using the money that the issuer will receive from the placement of bonds shall be indicated.

In the case of the issue of “green”, social bonds, sustainable development bonds and bonds related to sustainable development, information about the issuer’s framework for issuing bonds shall be indicated.

In the case of issuing “green” bonds, information is indicated on the compliance of the intended purpose of using the money received from the placement of bonds with the projects set forth by paragraph 3 of article 20-1 of the Law on securities market.

In the case of issuing social bonds, a brief description of the relevant project aimed at implementing social objectives, for the financing of which the money received from the placement of these bonds will be used, as well as information about its compliance with the projects, set forth by paragraph 4 of article 20-1 of the Law on securities market.

In the case of issuing sustainable development bonds, a brief description of “green” and social” projects shall be provided, for the financing (implementation) of a combination of which the money received from the placement of these bonds will be used, as well as information on their compliance with the projects, set forth by paragraphs 3 and 4 of article 20-1 of the Law on securities market.

In the case of issuing “green”, social and sustainable development bonds, the following is additionally indicated:

sources of information on which the issuer will disclose information on the progress of the project, for the financing of which the money received from the placement of these bonds was used;

measures that will be taken by the issuer if the project for the financing of which the money received from the placement of these bonds was used ceases to correspond to the projects, set forth by paragraphs 3 and 4 of article 20-1 of the Law on securities market.

In the case of issuing bonds related to sustainable development, the following are described:

key performance indicators used to assess the achievement of specific results in the field of sustainable development, indicating the deadlines for their achievement pre-established by the issuer;

methodology for calculating these indicators;

financial and (or) structural characteristics of bonds related to sustainable development, which come into effect if the issuer achieves them;

sources of information on which the issuer will disclose information on the implementation of key indicators established by it.

In the case of issuing investment bonds, the money from the placement of which is used to finance the project, a brief description of this project shall be provided.

10. Rights granted to the bondholder.

In the case of issuing bonds without a maturity date, information is indicated that holders of non-government bonds without a maturity date cannot make a demand for the redemption of bonds, including on grounds, provided for in Articles 15 and 18-4 of the Law on securities market.

11. Measures to be taken by the issuer in the event of a default on bonds, including procedures for protecting the rights of bondholders in the event of non-fulfillment or improper fulfillment of obligations to pay interest on bonds, including the procedure and conditions for restructuring obligations.

Appendix 2
to the Requirements to the documents
for state registration of the issue
of non-government bonds (bond program)
,
registration of changes and (or) additions
to the prospectus for the issue of
non-government
bonds (prospectus of the bond program),
private memorandum

Footnote. The text in the upper right corner - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

Structure of information on the issue of bonds with a maturity of not more than 12 (twelve) months

Footnote. The requirements are supplemented by Annex 2 in accordance with the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated September 24, 2021 № 96 (shall come into effect calendar days after the day of its first official publication).

1. Full and abbreviated name of the issuer in Kazakh, Russian and English languages (if any).

2. Business identification number of the issuer.

3. Date of adoption by the authorized body of the issuer of the decision to issue bonds with a circulation period of not more than 12 (twelve) months.

4. Information about the issue of bonds:

1) the type of bonds, the number of bonds and the total volume of bonds issued;

- 2) the nominal value of one bond, indicating the currency in which the nominal value is expressed;
- 3) date of commencement and term of circulation of bonds;
- 4) interest rate on bonds;
- 5) terms of payment of interest on bonds;
- 6) date of redemption of bonds.

Appendix 3
to the Resolution
of the Board of the National Bank
of the Republic of Kazakhstan
dated October 29, 2018 № 248

List of documents for canceling the issue of non-government bonds and requirements for them

Footnote. The list as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

1. This List of documents for canceling the issue of non-government bonds and requirements for them (hereinafter referred to as the List) has been developed in accordance with the Law of the Republic of Kazakhstan "On Securities Market" and shall determine the list of documents for cancelling the issue of non-government bonds (hereinafter referred to as the bonds) and the requirements to the indicated documents.

2. To cancel the bond issue, the issuer sends the following documents to the authorized body for regulation, control and supervision of the financial market and financial organizations (hereinafter referred to as the authorized body) through the web portal of the central securities depository (hereinafter referred to as the portal):

1) in electronic form, an application for cancellation of the bond issue indicating the grounds for cancellation of the bonds, certified by the electronic digital signature of the issuer's authorized person;

2) an electronic copy of the decision of the issuer's body that made the decision to cancel the bond issue;

3) an electronic register of securities holders confirming the absence of bond holders, issued by the central depository on the date of the decision of the issuer's body to cancel the bond issue (in the event that not a single bond of this issue was placed or all bonds of this issue were purchased by the issuer on the secondary securities market securities) (automatically generated on the date specified by the issuer);

4) an electronic copy of the issuer's restructuring plan approved by the court (in the case of restructuring procedures for financial organizations, as well as organizations that are part of a banking conglomerate as a parent organization and are not a financial organization);

5) an electronic copy of the court decision on the forced liquidation of the issuer and the liquidation balance sheet approved by the court (in case of forced liquidation of the issuer).

To cancel the issue of bonds after the expiration of their circulation period, the issuer sends to the authorized body the document provided for in subparagraph 1) of paragraph 2 of the List.

The decision to cancel the issue of bonds of the issuer, information about the liquidation of which is contained in the National Register of Business Identification Numbers, is made by the authorized body without providing the documents specified in paragraph 2 of the List.

3. If the issuer loses the original certificate of cancellation of the bond issue, issued by the authorized body when canceling the bond issue on paper, the issuer, if necessary, to obtain a duplicate of the certificate of cancellation of the bond issue, sends it to the authorized body for issuing a duplicate of the certificate of cancellation of the bond issue through the portal a statement in electronic form indicating information about the name of the media and the date of publication of the message about the invalidity of the lost document.

The authorized body sends a duplicate of the document to the issuer through the portal to the “personal account” in electronic form within 10 (ten) working days after the date of receipt of the application.

Appendix 4
to resolution № 248 of the Board
of Directors of the National Bank
of the Republic of Kazakhstan
of 29 October 2018

Rules for the preparation and execution of the prospectus for the issue of non-government bonds (prospectus of the bond program), changes and (or) additions to the prospectus for the issue of non-government bonds (prospectus of the bond program)

Footnote. The heading - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

1. These Rules for the preparation and execution of the prospectus for the issue of non-government bonds (prospectus of the bond program), changes and (or) additions to the prospectus for the issue of non-government bonds (prospectus of the bond program) (hereinafter referred to as the Rules) have been developed in accordance with the Law of the Republic of Kazakhstan "On Securities Market" (hereinafter referred to as the Law on securities market) and shall determine the procedure for preparation and execution of the prospectus for the issue of non-government bonds (prospectus of the bond program), changes and (or) additions to the prospectus for the issue of non-government bonds (prospectus of the bond program).

Footnote. Paragraph 1 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

2. A bond issue prospectus (bond program prospectus) shall be drawn up and executed in accordance with the structure of the bond issue prospectus (bond program prospectus) in accordance with Annex 1 to the Rules.

The prospectus for the issue of bonds within the bond program shall be compiled and executed in accordance with the structure of the prospectus for the issue of bonds within the bond program in accordance with Annex 2 to the Rules.

The bond issue prospectus (bond program prospectus) of an issuer - a non-resident of the Republic of Kazakhstan shall be drawn up and executed in accordance with the structure of the bond issue prospectus (bond program prospectus) of an issuer - a non-resident of the Republic of Kazakhstan in accordance with Annex 3 to the Rules.

The bond issue prospectus (bond program prospectus, bond issue prospectus within the bond program) of an international financial organization shall be drawn up and executed in accordance with the structure of the bond issue prospectus (bond program prospectus, bond issue prospectus within the bond program) of an international financial organization in accordance with internal documents of the international financial organization.

Footnote. Paragraph 2 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated September 24, 2021 № 96 (shall come into effect ten calendar days after the day of its first official publication).

3. Information in the bond issue prospectus (bond issue prospectus, bond issue prospectus within the framework of the bond issue program) shall be provided as of the date of the last working day of the month preceding the date of submission of documents to the authorized body on regulation, control and supervision of the financial market and financial organizations (hereinafter referred to as the authorized body), except for information on the financial condition of the issuer, which is specified in compliance to the financial statements.

4. In the event of reorganization of the issuer by transformation made less than 1 (one) completed fiscal year prior to the submission by the issuer to the authorized body of documents for the state registration of the issue of bonds (bond program), the prospectus of the issue of bonds (prospectus of the bond program, the prospectus of the issue of bonds within the bond program) shall contain the information for 2 (two) completed fiscal years preceding the date of registration of the newly emerged as a result of the transformation of the legal entity, with the attachment of financial statements of a legal entity, the successor of which is the issuer.

5. The originator's audit report for the last financial year and the agreement for the assignment of claims for this securitization transaction concluded between the originator and

the special financial company shall be provided along with the bond issue prospectus (bond program prospectus) of the special financial company.

In the absence of the originator's audit report for the last financial year, the special financial company shall submit to the authorized body a copy of the originator's financial statements for the last reporting quarter before submitting documents for state registration of the bond issue.

Footnote. Paragraph 5 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

6. The title page of the bond issue prospectus (bond program prospectus, bond issue prospectus within the bond program) shall contain:

1) name of the document: "Prospectus for the issue of non-government bonds" or "Prospectus for the bond program" or "Prospectus for the issue of non-government bonds within the bond program";

2) volume of the bond program (in case of state registration of the bond program);

3) full and abbreviated name of the issuer;

4) entry:

"State registration of the issue of non-government bonds (bond program, issue of non-government bonds within the bond program) by the authorized body does not mean providing any recommendations to investors regarding the purchase of non-government bonds described in the prospectus and does not confirm the accuracy of the information contained in this document.

The issuer's officials confirm that all information provided in it is reliable and shall not mislead investors regarding the issuer and its placed non-government bonds.

During the circulation period of non-government bonds, the issuer shall ensure the disclosure of information on the securities market on the Internet resource of the financial reporting depository in accordance with the requirements of the legislation of the Republic of Kazakhstan on the securities market.

Footnote. Paragraph 6 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated September 24, 2021 № 96 (shall come into effect ten calendar days after the day of its first official publication).

7. The bond issue prospectus (bond program prospectus, bond issue prospectus within the bond program) shall be sent by the issuer to the authorized body through the web portal of the central securities depository in electronic form.

Footnote. Paragraph 7 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated

07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

8. Prospectus of the issuance of bonds (prospectus of the bond program, prospectus of the issuance of bonds within the bond program) shall be drawn up in the Kazakh and Russian languages.

Prospectus of the issuance of bonds (prospectus of the bond program, prospectus of the bond program within the bond program) in case of the issuance of bonds, the par value of which is expressed in foreign currency, is drawn up in the Kazakh, Russian and English languages.

Footnote. Paragraph 8 as amended by the resolution of the Board of the National Bank of the Republic of Kazakhstan dated 26.11.2019 № 213 (shall be enforced upon expiry of ten calendar days after the day of its first official publication).

9. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

10. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

11. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

12. The bond issue prospectus (bond program prospectus, bond issue prospectus within the bond program), taking into account changes and (or) additions, made in Kazakh and Russian languages, shall be sent in electronic form.

In case of changes and (or) additions to the bond issue prospectus (bond program prospectus, bond issue prospectus within the bond program), the nominal value of which is denominated in foreign currency, bond issue prospectus (bond program prospectus, bond issue prospectus within the bond program) taking into account changes and (or) additions) shall be also made in the Kazakh, Russian and English languages.

Footnote. Paragraph 12 – as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 07.06.2023 № 53 (shall come into effect upon expiry of ten calendar days after the day of its first official publication).

13. Excluded by the resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

execution
of the prospectus for the issue of
non-government bonds
(prospectus of the bond program),
changes and (or) additions
to the prospectus for the issue of
non-government
bonds (prospectus of the bond program)

Structure of a bond issue prospectus (bond program prospectus)

Footnote. Appendix 1 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

Chapter 1. Information about the name of the issuer and its location

1. Information about the issuer in accordance with the constituent documents:

- 1) date of initial state registration of the issuer;
- 2) date of state re-registration of the issuer (if re-registration was carried out);
- 3) full and abbreviated name of the issuer in Kazakh, Russian and English (if any) languages;
- 4) if the name of the issuer is changed, all its previous full and abbreviated names are indicated, as well as the dates when they were changed;
- 5) if the issuer was created as a result of the reorganization of a legal entity (legal entities), then information about legal succession in relation to the reorganized legal entities and (or) the issuer is indicated;
- 6) if there are branches and representative offices of the issuer, their names, dates of registration (re-registration), locations and postal addresses of all branches and representative offices of the issuer are indicated in accordance with the certificate of registration of branches (representative offices) of legal entities;
- 7) business identification number of the issuer;
- 8) Legal Entity Identifier code in accordance with the international standard ISO 17442 "Financial services – Legal Entity Identifier" (LEI) (if any).

2. The location of the issuer in accordance with the certificate of state registration (re-registration) of a legal entity indicating contact phone numbers, fax and email addresses, as well as the actual address if the actual address of the issuer differs from the location of the issuer specified in the certificate of state registration (re-registration) of a legal entity.

Chapter 2. Information about issue-grade securities, about methods of payment for them and receiving income from them

3. Information about the bond issue:

1) type of bonds. If the bonds are bonds without a maturity date, information about this is indicated;

2) the nominal value of one bond (if the nominal value of one bond is an indexed value, then the procedure for calculating the nominal value of one bond is additionally indicated);

3) number of bonds;

4) the total volume of bonds issued;

5) currency of the nominal value of the bond, currency of payment for the principal debt and (or) accrued interest on the bonds.

4. Method of payment for placed bonds.

5. Receiving income from bonds:

1) the amount of the main interest rate on bonds and additional interest, if any.

In the case of payment of additional remuneration, the procedure for determining the amount of additional remuneration on bonds is reflected, indicating sources of information about events on the occurrence or non-occurrence of which the receipt of additional remuneration on bonds depends;

2) frequency of payment of interest and (or) date of payment of interest on bonds;

3) the date from which the accrual of interest on bonds begins;

4) the procedure and conditions for paying interest on bonds, the method of receiving interest on bonds;

5) the period of time used to calculate the interest on bonds.

6. When issuing bonds of a special financial company for project financing, the following shall be additionally specified:

1) characteristics of monetary claims, conditions and projected timing of receipt of money for claims included in the allocated assets;

2) the procedure for providing information to bondholders about the change of ownership of the property created under the basic agreement, and the procedure for introducing representatives of creditors into the bodies of the special financial company and their powers;

3) a list of expenses of a special financial company associated with servicing a project financing transaction, investment management carried out at the expense of allocated assets;

4) the procedure and sequence of payment of interest and redemption of bonds of various issues issued within the same bond program (indicated in the prospectus of the bond program) ;

5) the procedure and priority for satisfying the claims of bondholders of a special financial company in the event of bankruptcy of a special financial company.

7. When issuing bonds of a special financial company during securitization, the following shall be additionally indicated:

1) name and location of the originator, custodian bank, investment portfolio manager, special financial company and person collecting payments for assigned claims;

2) the subject of activity, rights and obligations of the originator in the securitization transaction;

3) characteristics of the rights of claim, conditions, procedure and timing of receipt of money for the rights of claim included in the allocated assets, and the procedure for monitoring their execution;

4) the procedure for investing temporarily free proceeds from allocated assets;

5) criteria for the homogeneity of rights of claim;

6) the procedure and sequence of payment of interest and redemption of bonds of various issues issued within the same bond program (indicated in a private memorandum within the bond program);

7) the procedure and priority for satisfying the claims of bondholders of a special financial company in the event of bankruptcy of a special financial company.

Chapter 3. Conditions and the procedure for placement, circulation redemption of the issue-grade securities,

as well as additional conditions for bond redemption, not established by Articles 15 and 18-4 of the Law on securities market

8. Conditions and procedure for placement of bonds:

1) start date of bond placement;

2) end date of bond placement;

3) the market on which the bonds are planned to be placed (organized and (or) unorganized securities market).

9. Conditions and procedure for circulation of bonds:

1) date of commencement of circulation of bonds;

2) the end date of bonds circulation (not filled in if bonds are issued without a maturity date);

3) the circulation period of the bonds (not filled in in the case of issuing bonds without a maturity date);

4) the market on which the bonds are planned to be circulated (organized and (or) unorganized securities market).

10. Conditions and procedure for redemption of bonds:

1) maturity date of bonds (not filled in if bonds are issued without a maturity date);

2) method of redemption of bonds (not filled in if bonds are issued without a maturity date);

3) if the payment of interest and the nominal value upon redemption of bonds will be made in accordance with the prospectus for the issue of bonds with other property rights, descriptions of these rights, methods of their preservation, the procedure for assessing and persons authorized to carry out the assessment of these rights, as well as the procedure for implementing the transfer of these rights shall be provided.

11. If there are additional conditions for the redemption of bonds not established by Articles 15 and 18-4 of the Law on securities market, the following shall be indicated:

- 1) procedure and conditions for exercising the right to repurchase bonds;
- 2) deadlines for exercising the right to repurchase bonds.

Chapter 4. Covenants (restrictions) if any

12. In case if additional covenants (restrictions) not provided for by the Law on securities market are established, the following shall be specified:

- 1) description of covenants (restrictions) accepted by the issuer and not provided for on the securities market;
- 2) the issuer's procedure for violating covenants (restrictions);
- 3) the procedure for bondholders to act in case of violation of covenants.

Chapter 5. Conditions, terms and the procedure for converting the issue-grade securities (when issuing the convertible securities)

13. When issuing the convertible bonds, the following information shall be additionally specified:

- 1) type, quantity and procedure for determining the placement price of shares into which bonds will be converted, rights to such shares;
- 2) the procedure and conditions for converting bonds (if the bond issue is fully converted, it is indicated that the bond issue is subject to cancellation within 1 (one) month from the date of completion of the conversion, if the bond issue is not fully converted, it is indicated that the bonds of this issue have been redeemed are not subject to further placement, but are repaid at the end of the circulation period).

A bank classified as an insolvent bank, on the basis and in the manner prescribed by Article 61-10 of the Law of the Republic of Kazakhstan "On banks and banking activities in the Republic of Kazakhstan" (hereinafter referred to as the Law on banks), shall indicate the conditions for converting the bonds into shares in accordance with the decision of the authorized body.

Chapter 6. Information about the property of the bond issuer, which is full or partial security for obligations under issued bonds, indicating the value of this property (for secured bonds)

14. Information about the issuer's property, which is full or partial security for obligations under issued bonds:

- 1) a description of the security for the issued bonds indicating the value of this property;
- 2) percentage ratio of the value of the collateral to the total volume of bonds issued;
- 3) the procedure for foreclosure on the collateral.

15. Details of the person who provided the guarantee, indicating his name, location, details of the guarantee agreement, term and conditions of the guarantee (if the bonds are secured by a bank guarantee).

16. Details of the concession agreement and the resolution of the Government of the Republic of Kazakhstan on the provision of a state guarantee - when issuing infrastructure bonds.

Chapter 7. Intended purpose of using the money received from the placement of bonds

17. Specific purposes for using the money that the issuer will receive from the placement of bonds.

In the case of the issue of “green”, social bonds, sustainable development bonds and bonds related to sustainable development, information shall be provided on the issuer’s availability of a framework program for issuing bonds.

In case of issuing “green” bonds, information on the compliance of the intended purpose of using the money received from the placement of bonds with the projects established by paragraph 3 of article 20-1 of the Law on securities market, shall be provided.

In the case of issuing social bonds, a brief description of the relevant project, aimed at the implementation of social objectives, for the financing of which the money received from the placement of these bonds will be used, as well as information about its compliance with the projects established by paragraph 4 of article 20-1 of the Law on securities market, shall be provided.

In the case of issuing sustainable development bonds, a brief description of “green” and social” projects, for the financing (implementation) of a combination of which the money received from the placement of these bonds will be used, as well as information on their compliance with the projects established by paragraphs 3 and 4 of article 20-1 of the Law on securities market, shall be provided.

In the case of issuing “green”, social and sustainable development bonds, the following is additionally indicated:

sources of information on which the issuer will disclose information on the progress of the project, for the financing of which the money received from the placement of these bonds was used;

measures that will be taken by the issuer if the project, for the financing of which the money received from the placement of these bonds was used, ceases to comply with the projects established by paragraphs 3 and 4 of article 20-1 of the Law on securities market.

In the case of issuing bonds related to sustainable development, the following shall be described:

key performance indicators used to assess the achievement of specific results in the field of sustainable development, indicating the deadlines for their achievement pre-established by the issuer;

methodology for calculating these indicators;

financial and (or) structural characteristics of bonds related to sustainable development, which come into effect if the issuer achieves them;

sources of information on which the issuer will disclose information on the implementation of key indicators established by it.

In the case of issuing investment bonds, the money from the placement of which is used to finance the project, a brief description of this project shall be provided.

18. When issuing bonds, payment for which will be made by claims on bonds previously placed by the issuer (minus bonds purchased by the issuer), the circulation period of which has expired, the date and state registration number of the issue of these bonds, their type and quantity, as well as the volume of the bond issue are additionally indicated, the amount of accumulated and unpaid interest on bonds.

Chapter 8. Information about the founders or major shareholders (participants) owning ten or more percent of the issued (except for those purchased by the joint-stock company) shares (stakes in the authorized capital) of the issuer

19. Information about the founders or major shareholders (participants) owning ten or more percent of the issued (except for those purchased by the joint-stock company) shares (stakes in the authorized capital) of the issuer:

1) last name, first name, patronymic (if any) of the founder or major shareholder (participant) (for an individual);

2) full name, location of the founder or major shareholder (participant) (for a legal entity);

3) the percentage of voting shares or participation interests in the authorized capital of the issuer belonging to the founder or major shareholder (participant) to the total number of voting shares or participation interests in the issuer's authorized capital;

4) the date from which the founder or major shareholder (participant) began to own ten or more percent of voting shares or participation interests in the authorized capital of the issuer.

Chapter 9. Information about the management body and executive body of the issuer

20. Information about the issuer's management body:

1) last name, first name, patronymic (if any) of the chairman and members of the board of directors or supervisory board (indicating the independent director (directors) on the board of directors);

2) the date of election of members of the board of directors or supervisory board and information about their work activities for the last 3 (three) years and currently, in chronological order;

3) the percentage of voting shares of the issuer owned by each member of the board of directors of the issuer, or the percentage of participation shares in the authorized capital of the

issuer owned by each member of the supervisory board of the issuer, to the total number of voting shares or participation interests in the authorized capital of the issuer;

4) the percentage of shares (participatory interests in the authorized capital) owned by each member of the board of directors or supervisory board in the subsidiaries and affiliates of the issuer to the total number of outstanding shares (participatory interests in the authorized capital) of these organizations.

21. A collegial body or a person solely performing the functions of the issuer's executive body:

1) surname, name, patronymic (if any) of the person solely performing the functions of the executive body, or surname, name, patronymic (if any) of the head and members of the collegial executive body;

2) the date of election indicating the powers of the person individually performing the functions of the executive body, or members of the collegial executive body and information about their work activities for the last 3 (three) years and currently, in chronological order;

3) the percentage ratio of voting shares or participation interests in the authorized capital owned by the person solely performing the functions of the issuer's executive body, or each member of the issuer's collegial executive body, to the total number of voting shares or participation interests in the issuer's authorized capital.

22. If the powers of the issuer's executive body are transferred to another commercial organization (management organization), then the following shall be indicated:

1) full and abbreviated name of the management organization, its location;

2) surname, name, patronymic (if any) of the person solely performing the functions of the executive body of the management organization, or surname, name, patronymic (if any) of members of the collegial executive body and members of the board of directors (supervisory board) of the management organization;

3) the date of election of the persons listed in subparagraph 2) of this paragraph, and information about their work activities for the last 2 (two) years, in chronological order;

4) the percentage ratio of voting shares (participatory interests in the authorized capital) of the management organization owned by the persons listed in subparagraph 2) of this paragraph to the total number of voting shares (participatory interests in the authorized capital) of the management organization;

5) the percentage ratio of participation shares in the authorized capital owned by the persons listed in subparagraph 2) of this paragraph to the total number of participation shares in the issuer's authorized capital.

The requirements of this paragraph do not apply to joint stock companies.

Chapter 10. Indicators of financial, economic and business activities of the issuer indicating the main types of activity of the issuer

23. Types of activity of the issuer:

- 1) main type of activity;
- 2) a brief description of the issuer's activities, indicating the types of activities that are seasonal in nature and their share in the issuer's total income;
- 3) information about organizations that are competitors of the issuer;
- 4) factors that positively and negatively affect the profitability of sales (works, services) for the issuer's main activities;
- 5) information about the licenses (patents) held by the issuer and their validity period, research and development costs, including research developments sponsored by the issuer;
- 6) the share of imports in raw materials (works, services) supplied (rendered) to the issuer and the share of products (works, services) sold (rendered) by the issuer for export in the total volume of products sold (works, services provided);
- 7) information about the issuer's participation in litigation related to the risk of termination or change in the issuer's activities, collection of monetary and other obligations from it in the amount of 10 (ten) or more percent of the total assets of the issuer, indicating the essence of the litigation with its participation;
- 8) other risk factors affecting the issuer's activities.

24. Information about consumers and suppliers of goods (works, services) of the issuer, the volume of trade turnover with whom (works, services provided) is 10 (ten) or more percent of the total cost of goods (works, services) produced or consumed by it.

25. The assets of the issuer, constituting 10 (ten) or more percent of the total assets of the issuer, indicating the corresponding book value of each asset.

26. Accounts receivable in the amount of 10 (ten) percent or more of the book value of the issuer's assets:

- 1) the name of the issuer's debtors, whose debt to the issuer amounts to 10 (ten) percent or more of the book value of the issuer's assets;
- 2) the corresponding amounts to be repaid (over the next 12 (twelve) months are divided quarterly, the remaining amounts are indicated by year, indicating the repayment date) and the terms of its repayment.

27. The issuer's accounts payable amounting to 10 (ten) or more percent of the book value of the issuer's liabilities:

- 1) the name of the issuer's creditors;
- 2) the corresponding amounts to be repaid (over the next 12 (twelve) months are divided quarterly, the remaining amounts are indicated by year, indicating the repayment date) and the terms of its repayment.

28. The amount of the issuer's leverage.

The amount of the issuer's leverage shall be indicated as of the last day of each of the last two completed financial years, as well as of the end of the last quarter before submitting documents for state registration of a bond issue or bond program, or if the issuer's financial statements shall be submitted based on the results of the penultimate quarter before

submitting documents for state registration of a bond issue or bond program - as of the end of the penultimate quarter before submitting documents for state registration of a bond issue or bond program.

29. Net cash flows from the activities of the issuer for the last two completed financial years, calculated based on its financial statements, confirmed by the auditor's report.

30. Information on all registered issues of the issuer's debt securities (except for redeemed and cancelled bond issues) before the date of the decision on this issue of bonds:

the total number, type and nominal value of debt securities of each issue, the date of state registration of each issue of debt securities, the number of placed debt securities for each issue, as well as the total amount of money raised during the placement of debt securities, the amount of accrued and paid interest on each issue of debt securities, the number of redeemed debt securities, indicating the date of their redemption;

information on the facts of non-fulfilment by the issuer of its obligations to holders of securities (non-payment (delay in payment) of interest on bonds), including information on the sizes of unfulfilled obligations and the period of delay in their fulfilment, the amount of accrued but not paid interest on securities (separately by types and releases);

if the placement or circulation of non-government securities of any issue of securities was suspended (resumed), the state body that made such decisions, the basis and date of their adoption are indicated;

the markets on which the issuer's securities are traded, including the names of the trade organizers;

the rights represented by each type of previously issued bonds in circulation to their holders, including the rights exercised in case of violation of restrictions (covenants) and provided for by securities purchase and sale agreements, concluded with holders, indicating the procedure for exercising these rights of holders.

Chapter 11. Additional information about the issuer and the emissive securities it places

31. Rights granted to a bondholder:

1) the right to receive from the issuer the nominal value of the bond or to receive another property equivalent, as well as the right to receive interest on the bond or other property rights established by the bond prospectus;

2) the right to demand redemption by the issuer of bonds, indicating the conditions, procedure and terms for exercising this right, including in case of violation of covenants (restrictions) provided for by the bond issue prospectus;

In case of issuing bonds without a maturity date, information is indicated that the holders of these bonds cannot make a demand to repurchase the bonds, including on the grounds provided for in Articles 15 and 18-4 of the Law on securities market;

3) other rights.

32. Information about events, upon the occurrence of which there is a possibility of declaring default on the issuer's bonds:

1) a list of events upon the occurrence of which there is a possibility of declaring a default on the issuer's bonds;

2) measures to be taken by the issuer in the event of a default on the bonds, including procedures for protecting the rights of bondholders in case of non-fulfilment or improper fulfilment of obligations to pay interest on bonds, including the procedure and conditions for restructuring obligations;

3) the procedure, term and methods for bringing to the attention of bondholders the information about the facts of default, including information about (on) the amount of defaulted obligations, the reason for defaulting on obligations, listing possible actions of bondholders to satisfy their claims, the procedure for applying bondholders with a claim to the issuer, persons bearing joint and several or subsidiary liability for the obligations of the issuer in case of non-fulfilment or improper fulfilment by the issuer of obligations under the bonds;

4) the date and number of the agreement with persons bearing joint and several or subsidiary liability for the obligations of the issuer in the event of non-fulfilment or improper fulfilment by the issuer of obligations under the bonds, the full name of these persons, as well as the date of their state registration (if there are such persons).

33. Forecast of sources and cash flows of the issuer necessary to pay interest and repay the principal amount in the context of each interest payment period until the bonds are redeemed.

34. Risks associated with the acquisition of bonds placed by the issuer:

1) industry risks - the impact of a possible deterioration in the situation in the issuer's industry on its activities and fulfilment of its obligations under securities is described. The most significant, in the opinion of the issuer, possible changes in the industry are given (separately in the domestic and foreign markets).

The risks associated with a possible change in prices for raw materials, services used by the issuer in its activities (separately in the domestic and foreign markets), and their impact on the activity of the issuer and the fulfilment of obligations under securities are described separately.

The risks associated with a possible change in prices for products and (or) services of the issuer (separately in the domestic and foreign markets) and their impact on the activities of the issuer and the fulfilment of obligations under securities, are described separately;

2) financial risks - the exposure of the issuer's financial condition to risks associated with adverse changes in interest rates, foreign exchange rates, as well as market prices for securities and derivative financial instruments is described.

The risks associated with the issuer's losses due to the issuer's inability to ensure the fulfilment of its obligations in full, arising from the imbalance of the financial assets and

financial obligations of the issuer (including due to untimely fulfilment of financial obligations by one or more counterparties of the issuer) and (or) the emergence of an unforeseen need for the immediate and one-time fulfilment by the issuer of its financial obligations, are described separately.

It shall be indicated which of the indicators of the issuer's financial statements are most subject to change as a result of the influence of financial risks, the probability of their occurrence and the nature of changes in the statements;

3) legal risk - the risk that the issuer will experience losses due to:

changes in the currency, tax, and customs legislation of the Republic of Kazakhstan;

requirements for licensing the issuer's core business;

non-compliance by the issuer with the requirements of the civil legislation of the Republic of Kazakhstan and the terms of the concluded agreements;

committed legal errors in the course of activities (obtaining incorrect legal advice or incorrect preparation of documents, including when considering contentious issues in the judicial bodies)

is described;

4) risk of loss of business reputation (reputational risk) - describes the risk of the issuer's losses as a result of a decrease in the number of customers (counterparties) due to the formation of a negative perception of the financial stability, financial position of the issuer, the quality of its products (works, services) or the nature of its activities in general;

5) strategic risk - the risk of the issuer's losses as a result of errors (shortcomings) made when making decisions that determine the strategy of the issuer's activities and development (strategic management) and are expressed in neglect or insufficient consideration of possible dangers that may threaten the issuer's activities, incorrect or insufficiently substantiated determination of promising areas of activity in which the issuer can achieve an advantage over competitors, the absence or incomplete provision of the necessary resources (financial, logistical, human) and organizational measures (management decisions) that should ensure the achievement of the issuer's strategic goals, is described;

6) risks associated with the activities of the issuer - the risks inherent exclusively in the activities of the issuer or associated with the main financial and economic activities are described, including risks associated with:

the inability to extend the issuer's license to conduct a certain type of activity or to use objects whose circulation is limited (including natural resources);

possible liability of the issuer for the debts of third parties, including the issuer's subsidiaries;

the possibility of losing consumers whose turnover accounts for at least 10 (ten) percent of the total proceeds from the sale of the issuer's products (works, services);

7) country risk - the risk of the issuer's losses as a result of non-fulfilment of obligations by foreign counterparties (legal entities, individuals) due to economic, political, and social

changes, as well as since the currency of the monetary obligation may not be available to the counterparty due to the peculiarities the legislation of the country of his/her residence (regardless of the financial position of the counterparty itself) is described;

8) operational risk - the risk of expenses (losses) as a result of deficiencies or errors in the implementation of internal processes made by the issuer's employees, improper functioning of information systems and technologies, as well as due to external events is described;

9) environmental risks - the risks associated with climatic and environmental factors that can affect the activity of the issuer is described.

35. Information about industrial, banking, financial groups, holdings, concerns, associations, and consortiums in which the issuer participates:

1) indicate industrial, banking, financial groups, holdings, concerns, associations, consortiums in which the issuer participates, the role (place), functions and period of participation of the issuer in these organizations;

2) if the results of the financial and economic activities of the issuer are significantly dependent on other members of industrial, banking, financial groups, holdings, concerns, associations, and consortiums, a detailed description of the nature of such dependence is given.

36. full and abbreviated name, business identification number (if any), location;

2) grounds for recognizing a legal entity as a subsidiary and (or) dependent concerning the issuer;

3) the amount of the issuer's share in the authorized capital of the subsidiary and (or) dependent legal entity, and in the case when the subsidiary and (or) dependent legal entity is a joint-stock company - the share of the voting shares of such a joint-stock company owned by the issuer.

37. Information on organizations in which the issuer owns ten or more percent of the authorized capital (except for legal entities specified in paragraph 36 of this Annex), indicating for each such organization:

the full and abbreviated name, business identification number (if any), location;

the issuer's shares in the authorized capital, and the case when such an organization is a joint-stock company - the shares of the voting shares of such a joint-stock company owned by the issuer.

38. Information about the issuer's credit ratings:

1) the object of assigning a credit rating (the issuer, the issuer's securities);

the value of the credit rating as of the date preceding the date of submission of documents to the authorized body for the registration of the bond issue (bond program);

the full and abbreviated name, location of the organization that assigned the credit rating;

other information about the credit rating, indicated by the issuer at its discretion;

2) if the object to which the credit rating is assigned is the issuer's securities, the international identification number (ISIN code) and the date of its assignment, as well as the name of the rating agency that assigned the credit rating, are additionally indicated.

39. Information about the representative of the holders of the issuer's bonds (in the case of the issue of secured, infrastructure or mortgage bonds):

- 1) full and abbreviated name of the bondholders' representative;
- 2) location, contact phone numbers of the bondholders' representative;
- 3) date and number of the issuer's agreement with the bondholders' representative.

40. Information about the issuer's paying agent (if any):

- 1) full name of the paying agent;
- 2) location, contact phone numbers, details of the paying agent and all its branches that will pay income (nominal value of bonds) on securities;
- 3) date and number of the issuer's agreement with the paying agent.

41. Information about the issuer's consultants (if, in accordance with the Law on the Securities Market, an obligation is established to conclude an agreement on the provision of consulting services on the issues of inclusion and placement of emissive securities in the official list of the stock exchange):

- 1) full and abbreviated name of the person providing consulting services on the issues of inclusion and placement of the issuer's securities in the official list of the stock exchange;
- 2) location, contact telephone numbers of the person providing consulting services on the inclusion and location of the issuer's securities in the official list of the stock exchange;
- 3) date and number of the issuer's agreement with the person providing consulting services on the inclusion and presence of the issuer's securities in the official list of the stock exchange.

Information about other consultants of the issuer is indicated in this paragraph if, in the opinion of the issuer, the disclosure of such information is essential for making a decision on the acquisition of the issuer's securities.

42. Information about the audit organization of the issuer:

- 1) the full official name of the audit organizations (surname, name, patronymic (if any) of the auditor) that carried out (carry out) the audit of the financial statements of the issuer for the last 2 (two) completed financial years, indicating their affiliation with the relevant accredited professional audit organizations;
- 2) telephone and fax numbers, email address (if any).

43. The affiliated persons of the issuer, not specified in paragraphs 19, 20, 21 and 22 of this Annex, but are the affiliated persons of the issuer in accordance with the laws of the Republic of Kazakhstan "On Limited and Additional Liability Partnerships" and "On Joint Stock Companies":

- 1) for an individual - the surname, name, patronymic (if any) of the issuer's affiliate;

2) for a legal entity - the full name, location and surname, first name, and patronymic (if any) of the first head of the issuer's affiliate.

If this legal entity is established in the organizational legal form of a limited liability partnership, information about its participants owning ten or more percent of the shares in the authorized capital of this legal entity is additionally indicated, indicating the share of participation:

for an individual - surname, first name, patronymic (if any);

for a legal entity - full name, location;

3) the basis for referring them as affiliated persons of the issuer and the date from which the affiliation with the issuer appeared.

Concerning an affiliated person of the issuer, which is a legal entity in which the issuer owns ten or more percent of the shares or participation interests in the authorized capital of this legal entity, the following shall be additionally indicated:

full name, location and surname, name, patronymic (if any) of the first head of the legal entity in which the issuer owns ten or more percent of the shares or participation interests in the authorized capital;

the percentage ratio of shares or participation interests in the authorized capital owned by the issuer to the total number of outstanding shares or participation interests in the authorized capital of this legal entity;

the main activities of the legal entity in which the issuer owns ten or more percent of the shares or shares in the authorized capital of this legal entity;

the date from which the issuer began to own ten or more percent of the shares or shares in the authorized capital of this legal entity;

if a legal entity is established in the organizational legal form of a limited liability partnership, information on its other participants owning ten or more percent of the shares in the authorized capital of this legal entity is indicated, indicating the share of participation:

for an individual - surname, first name, patronymic (if any);

or a legal entity - full name, location.

When issuing bonds by a special financial company, information is disclosed on the affiliation of the parties to the securitization transaction, indicating the grounds for recognizing affiliation and the date of its occurrence.

If information about the issuer's affiliates was posted on the Internet resource of the financial reporting depository before the date of submission of documents for state registration of the bond issue (bond program), then this item is not filled in by the issuer.

44. The amount of the issuer's costs for issuing bonds and their servicing, as well as information on how these costs will be paid.

45. Paragraphs 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 31, 32, 33, 39, 40, 41 and 44 of this Annex shall not be filled in during the state registration of the bond program.

46. The stabilization bank shall not fill in paragraphs 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43 and 44 of this Annex.

Appendix 2
to the Rules for the preparation and
execution
of the prospectus for the issue of
non-government bonds
(prospectus of the bond program),
changes and (or) additions
to the prospectus for the issue of
non-government
bonds (prospectus of the bond program)

The structure of the bond issue prospectus within the bond program

Footnote. Appendix 2 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

1. Information that the issue of bonds is carried out in accordance with the prospectus of the bond program (full name of the issuer in accordance with the certificate of state registration (re-registration) of a legal entity (for an issuer-resident of the Republic of Kazakhstan) or other document confirming registration as a legal entity (for an issuer-non-resident of the Republic of Kazakhstan)).

2. Information about the bond program:

1) date of state registration of the bond program prospectus;

2) the volume of the bond program within which the issue is carried out;

3) information about all previous bond issues within the bond program (separately for each issue within this bond program), including:

date of registration of the bond issue with the authorized body for regulation, control and supervision of the financial market and financial organizations (hereinafter referred to as the authorized body);

number and type of bonds;

volume of issue at nominal value;

number of placed bonds of the issue;

the total amount of money raised during the placement of bonds;

the amount of accrued and paid interest on this bond issue;

the number of bonds purchased, indicating the date of their redemption;

information on the facts of non-fulfilment by the issuer of its obligations to bondholders (non-payment (delay in payment) of interest on bonds, including information on the amount of unfulfilled obligations and the period of delay in their fulfillment, the amount of accrued but unpaid interest on bonds;

if the placement or circulation of a bond issue was suspended (resumed), the state body that made such decisions, the basis and date of their adoption are indicated;

markets on which bonds are traded, including names of trading organizers;

if the bonds are in circulation, the rights provided by the bonds to their holders, including the rights exercised in case of violation of restrictions (covenants) and provided for in the bond purchase and sale agreements concluded with the holders, indicating the procedure for exercising these rights of the holders.

3. Information about the issue of bonds:

1) type of bonds. If the bonds are bonds without a maturity date, information about this is indicated;

2) the nominal value of one bond (if the nominal value of one bond is an indexed value, then the procedure for calculating the nominal value of one bond is additionally indicated);

3) number of bonds;

4) the total volume of bonds issued;

5) currency of the nominal value of the bond, currency of payment for the principal debt and (or) accrued interest on the bonds.

4. Method of payment for placed bonds.

5. Receiving income from bonds:

1) the rate of the basic interest on bonds and additional interest, if any.

In the case of payment of additional remuneration, the procedure for determining the amount of additional remuneration on bonds is reflected, indicating sources of information about events on the occurrence or non-occurrence of which the receipt of additional remuneration on bonds depends;

2) frequency of payment of interest and (or) date of payment of interest on bonds;

3) the date from which the accrual of interest on bonds begins;

4) the procedure and conditions for paying interest on bonds, the method of receiving interest on bonds;

5) the period of time used to calculate the interest on bonds.

6. When issuing bonds of a special financial company for project financing, the following is additionally indicated:

1) characteristics of monetary claims, conditions and projected timing of receipt of money for claims included in the allocated assets;

2) the procedure for providing information to bondholders about the change of ownership of the property created under the basic agreement, and the procedure for introducing representatives of creditors into the bodies of the special financial company and their powers;

3) a list of expenses of a special financial company related to servicing a project financing transaction, investment management carried out at the expense of allocated assets;

4) the procedure and sequence of payment of interest and redemption of bonds of various issues issued within the same bond program (indicated in a private memorandum within the bond program);

5) the procedure and priority for satisfying the claims of bondholders of a special financial company in the event of bankruptcy of a special financial company.

7. When issuing bonds of a special financial company during securitization, the following shall be additionally indicated:

1) name and location of the originator, custodian bank, investment portfolio manager, special financial company and person collecting payments for assigned claims;

2) subject of activity, rights and obligations of the originator in a securitization transaction ;

3) characteristics of the rights of claim, conditions, procedure and timing of receipt of money for the rights of claim included in the allocated assets, and the procedure for monitoring their execution;

4) the procedure for investing temporarily free proceeds from allocated assets;

5) criteria for the homogeneity of rights of claim;

6) the procedure and sequence of payment of interest and redemption of bonds of various issues issued within the same bond program;

7) the procedure and priority for satisfying the claims of bondholders of a special financial company in the event of bankruptcy of a special financial company.

8. Conditions and procedure for placement of bonds:

1) start date of bond placement;

2) end date of bond placement;

3) the market on which the bonds are planned to be placed (organized and (or) unorganized securities market).

9. Conditions and procedure for circulation of bonds:

1) date of commencement of circulation of bonds;

2) the end date of bonds circulation (not filled in if bonds are issued without a maturity date);

3) the circulation period of the bonds (not filled in in the case of issuing bonds without a maturity date);

4) the market on which the bonds are planned to be circulated (organized and (or) unorganized securities market).

10. Conditions and procedure for redemption of bonds:

1) maturity date of the bonds (not to be filled in if bonds are issued without a maturity date);

2) method of repayment of bonds (not to be filled in if bonds are issued without a maturity date);

3) if the payment of interest and nominal value upon redemption of bonds will be made in accordance with the prospectus for the issue of bonds with other property rights, descriptions of these rights, methods of their preservation, the procedure for assessing and persons authorized to carry out the assessment of these rights, as well as the procedure for implementing the transfer of these rights are provided.

11. If there are additional conditions for the redemption of bonds that are not established by Articles 15 and 18-4 of the Law on securities market, the following shall be indicated:

- 1) procedure, conditions for exercising the right to repurchase bonds;
- 2) the timing of the exercise of the right to repurchase bonds.

12. If additional covenants (restrictions) are established that are not provided for by the Law on the Securities Market, the following shall be indicated:

- 1) a description of the covenants (restrictions) accepted by the issuer and not provided for by the Law on securities market;
- 2) the procedure for the issuer's actions in case of violation of covenants (restrictions);
- 3) the procedure for actions of bondholders in case of violation of covenants (restrictions).

13. When issuing convertible bonds, the following information shall be additionally indicated:

- 1) the type, number and procedure for determining the placement price of shares into which bonds will be converted, rights under such shares;
- 2) procedure and conditions for converting bonds (if the bond issue is fully converted, it is indicated that the bond issue is subject to cancellation within 1 (one) month from the date of completion of the conversion, if the bond issue is not fully converted, it is indicated that the redeemed bonds of this issue are not subject to further placement, and are repaid at the end of the circulation period).

A bank classified as an insolvent bank, on the basis and in the manner prescribed by Article 61-10 of the Law on Banks, indicates the conditions for converting bonds into shares in accordance with the decision of the authorized body.

14. Information about the issuer's property, which is full or partial security for obligations under issued bonds:

- 1) description of the security for the issued bonds indicating the value of this property;
- 2) percentage ratio of the value of the collateral to the total volume of bonds issued;
- 3) the procedure for foreclosure on the collateral.

15. Details of the person who provided the guarantee, indicating his name, location, details of the guarantee agreement, term and conditions of the guarantee (if the bonds are secured by a bank guarantee).

16. Details of the concession agreement and the resolution of the Government of the Republic of Kazakhstan on the provision of a state guarantee - when issuing infrastructure bonds.

17. The intended purpose of using the money received from the placement of bonds.

The specific purposes for using the money that the issuer will receive from the placement of bonds are indicated.

In the case of the issue of “green”, social bonds, sustainable development bonds and bonds related to sustainable development, information about the issuer’s framework for issuing bonds is indicated.

In the case of issuing “green” bonds, information is indicated on the compliance of the intended purpose of using the money received from the placement of bonds with the projects established by paragraph 3 of article 20-1 of the Law on securities market.

In case of issuing social bonds, a brief description of the relevant project is provided, aimed at the implementation of social objectives, for the financing of which the money received from the placement of these bonds will be used, as well as information about its compliance with the projects established by paragraph 4 of article 20-1 of the Law on securities market.

In case of issuing sustainable development bonds, a brief description of “green” and social ” projects is provided, for the financing (implementation) of a combination of which the money received from the placement of these bonds will be used, as well as information on their compliance with the projects established by paragraphs 3 and 4 of article 20-1 of the Law on securities market.

In the case of issuing “green”, social and sustainable development bonds, the following is additionally indicated:

- sources of information on which the issuer will disclose information about the progress of the project, for the financing of which the money received from the placement of these bonds was used;

- measures that will be taken by the issuer if the project, for the financing of which the money received from the placement of these bonds was used, ceases to comply with the projects established by paragraphs 3 and 4 of article 20-1 of the Law on securities market.

In the case of issuing bonds related to sustainable development, the following are described:

- key performance indicators used to assess the achievement of specific results in the field of sustainable development, indicating the deadlines for their achievement pre-established by the issuer;

- methodology for calculating these indicators;

- financial and (or) structural characteristics of bonds related to sustainable development, which come into effect if the issuer achieves them;

- sources of information on which the issuer will disclose information on the implementation of key indicators established by it.

In the case of issuing investment bonds, the money from the placement of which is used to finance the project, a brief description of this project is provided.

18. When issuing bonds, payment for which will be made by claims on bonds previously placed by the issuer (minus bonds purchased by the issuer), the circulation period of which has expired, the date and state registration number of the issue of these bonds, their type and quantity, as well as volume are additionally indicated bond issue, the amount of accumulated and unpaid interest on bonds.

19. Rights granted to the bondholder:

1) the right to receive from the issuer the nominal value of the bond or to receive another property equivalent, as well as the right to receive interest on the bond or other property rights established by the bond issue prospectus;

2) the right to demand repurchase of bonds by the issuer, indicating the conditions, procedure and deadlines for exercising this right, including in case of violation of covenants (restrictions) provided for in the bond issue prospectus;

In the case of issuing bonds without a maturity date, information is indicated that the holders of these bonds cannot make a demand to repurchase the bonds, including on the grounds provided for by Articles 15 and 18-4 of the Law on securities market;

3) other rights.

20. Information about events that may lead to a default on the issuer's bonds:

1) a list of events, upon the occurrence of which there is a probability of declaring a default on the issuer's bonds;

2) measures to be taken by the issuer in the event of a default on bonds, including procedures for protecting the rights of bondholders in the event of non-fulfillment or improper fulfillment of obligations to pay interest on bonds, including the procedure and conditions for restructuring obligations;

3) the procedure, deadline and methods for the issuer to bring to the attention of bondholders information about the facts of default, including information about the volume of unfulfilled obligations, the reason for non-fulfillment of obligations, a list of possible actions of bondholders to satisfy their claims, the procedure for bondholders to submit a claim to the issuer, persons bearing joint or subsidiary liability for the obligations of the issuer in the event of non-fulfillment or improper fulfillment by the issuer of obligations under bonds;

4) date and number of the agreement with persons bearing joint and several liability for the obligations of the issuer in the event of non-fulfillment or improper fulfillment by the issuer of obligations under the bonds, the full name of these persons, as well as the date of their state registration (if any such persons).

21. Forecast of sources and cash flows of the issuer necessary to pay interest and repay the principal amount in the context of each interest payment period until the bonds are redeemed.

22. Information about the representative of the issuer's bondholders (in case of issuance of secured, infrastructure or mortgage bonds):

1) full and abbreviated name of the representative of bondholders;

2) location, contact telephone numbers of the representative of bondholders;

3) date and number of the agreement between the issuer and the representative of bondholders.

23. Information about the issuer's paying agent (if any):

1) full name of the paying agent;

2) location, contact telephone numbers, details of the paying agent and all its branches that will pay income (face value of bonds) on securities;

3) date and number of the agreement with the paying agent.

24. Information about the issuer's consultants (if, in accordance with the Securities Market Law, an obligation is established to conclude an agreement for the provision of consulting services on the inclusion and presence of issue-grade securities in the official list of the stock exchange):

1) full and abbreviated name of the person providing consulting services on the issues of inclusion and placement of the issuer's securities in the official list of the stock exchange;

2) location, contact telephone numbers of the person providing consulting services on the inclusion and location of the issuer's securities in the official list of the stock exchange;

3) date and number of the issuer's agreement with the person providing consulting services on the inclusion and placement of the issuer's securities in the official list of the stock exchange.

Information about other consultants of the issuer is indicated in this paragraph if, in the opinion of the issuer, the disclosure of such information is essential for making a decision on the acquisition of the issuer's securities.

Appendix 3
to the Rules for the preparation and
execution
of the prospectus for the issue of
non-government bonds
(prospectus of the bond program),
changes and (or) additions
to the prospectus for the issue of
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bonds (prospectus of the bond program)

The structure of the bond issue prospectus (prospectus of the bond program) of the issuer - a non-resident of the Republic of Kazakhstan

Footnote. Appendix 3 - as amended by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated 23.11.2022 № 103 (shall come into effect upon expiry of sixty calendar days after the day of its first official publication).

Chapter 1. Information about the name of the issuer - a non-resident of the Republic of Kazakhstan

1. Information about the issuer - non-resident of the Republic of Kazakhstan in accordance with the document confirming the registration of the issuer - non-resident of the Republic of Kazakhstan as a legal entity in accordance with the legislation of the country of its location:

1) date and number of the document confirming the registration of the non-resident issuer of the Republic of Kazakhstan as a legal entity in accordance with the legislation of the country of its location, indicating the name of the body of the country of location of the non-resident issuer of the Republic of Kazakhstan that issued such a document;

2) full and abbreviated name of the issuer - non-resident of the Republic of Kazakhstan in Kazakh, Russian and English;

3) in the event of a change in the name of the issuer - a non-resident of the Republic of Kazakhstan, all its previous full and abbreviated names are indicated, as well as the dates when they were changed;

4) if the issuer - non-resident of the Republic of Kazakhstan was created as a result of the reorganization of a legal entity (legal entities), then information on succession in relation to the reorganized legal entities and (or) the issuer - non-resident of the Republic of Kazakhstan is indicated;

5) if there are branches and representative offices of the issuer - non-resident of the Republic of Kazakhstan, their names, registration dates, locations and postal addresses of all branches and representative offices of the issuer - non-resident of the Republic of Kazakhstan are indicated;

6) Legal Entity Identifier code in accordance with the international standard ISO 17442 "Financial services – Legal Entity Identifier" (LEI) (if any).

2. Location of the issuer - non-resident of the Republic of Kazakhstan, contact telephone numbers, fax and email address of the issuer - non-resident of the Republic of Kazakhstan, as well as the actual address if the actual address of the issuer - non-resident of the Republic of Kazakhstan differs from the location location of the issuer - non-resident of the Republic of Kazakhstan.

Chapter 2. Information about issue-grade securities, methods of payment for them and receipt of income on them

3. Information about the bond issue:

1) type of bonds. If the bonds are bonds without a maturity date, information about this is indicated;

2) the nominal value of one bond (if the nominal value of one bond is an indexed value, then the procedure for calculating the nominal value of one bond is additionally indicated);

3) number of bonds;

4) the total volume of bonds issued;

5) currency of the par value of the bond, currency of payment for the principal debt and (or) accrued interest on the bonds.

4. Method of payment for placed bonds.

5. Receiving income from bonds:

1) the amount of the main interest rate on bonds and additional interest, if any.

In the case of payment of additional remuneration, the procedure for determining the amount of additional remuneration on bonds is reflected, indicating sources of information about events on the occurrence or non-occurrence of which the receipt of additional remuneration on bonds depends;

2) frequency of payment of interest and (or) date of payment of interest on bonds;

3) the date from which the accrual of interest on bonds begins;

4) the procedure and conditions for paying interest on bonds, the method of receiving interest on bonds;

5) the period used to calculate the interest on bonds.

Chapter 3. Conditions and procedures for placement, circulation, and redemption of emissive securities, as well as additional conditions for the redemption of bonds not established by Articles 15 and 18-4 of the Law on the Securities Market

6. Conditions and procedure for placement of bonds:

1) start date of bond placement;

2) end date of bond placement;

3) the market on which the bonds are planned to be placed (organized and (or) unorganized securities market).

7. Conditions and procedure for circulation of bonds:

1) date of commencement of circulation of bonds;

2) the end date of bonds circulation (not filled in if bonds are issued without a maturity date);

3) the circulation period of the bonds (not filled in in the case of issuing bonds without a maturity date);

4) the market on which the bonds are planned to be circulated (organized and (or) unorganized securities market).

8. Conditions and procedure for repayment of bonds:

1) maturity date of the bonds (not to be filled in if bonds are issued without a maturity date);

2) method of repayment of bonds (not to be filled in if bonds are issued without a maturity date);

3) if the payment of interest and nominal value upon redemption of bonds will be made in accordance with the prospectus for the issue of bonds with other property rights, descriptions of these rights, methods of their preservation, the procedure for assessing and persons

authorized to carry out the assessment of these rights, as well as the procedure for implementing the transfer of these rights shall be provided.

9. If there are additional conditions for the redemption of bonds that are not established by Articles 15 and 18-4 of the Law on securities market, the following shall be indicated:

- 1) procedure, conditions for exercising the right to redeem bonds;
- 2) terms for exercising the right to redeem bonds.

Chapter 4. Covenants (restrictions) if any

10. If additional covenants (restrictions) not provided for by the Law on the Securities Market are established, the following shall be indicated:

- 1) description of covenants (restrictions) accepted by the issuer - a non-resident of the Republic of Kazakhstan and not provided for by the Law on the Securities Market;
- 2) the procedure for the action of an issuer - a non-resident of the Republic of Kazakhstan in case of violation of covenants (restrictions);
- 3) the procedure for bondholders to act in case of violation of covenants.

Chapter 5. Conditions, terms and procedures for converting emissive securities (when issuing convertible securities)

11. When issuing convertible bonds, the following information shall be additionally indicated:

- 1) type, number and placement price of shares into which the bonds will be converted, rights under such shares;
- 2) the procedure and conditions for converting bonds (if a bond issue is fully converted, it shall be indicated that the bond issue is subject to cancellation within 1 (one) month from the date of completion of the conversion, if the bond issue is not fully converted, it shall be indicated that the repurchased bonds of this issue are not subject to further placement, but are redeemed at the end of the circulation period).

Chapter 6. Information about the property of the issuer - a non-resident of the Republic of Kazakhstan of bonds, which is full or partial security for obligations under issued bonds, indicating the value of this property (for secured bonds)

12. Information about the property of the issuer - a non-resident of the Republic of Kazakhstan, which is full or partial collateral for obligations on issued bonds:

- 1) a description of the collateral for the issued bonds, indicating the value of this property;
- 2) percentage ratio of the value of collateral to the total volume of bonds issue;
- 3) the procedure for foreclosing the subject of the pledge.

13. Details of the bank that provided the guarantee, indicating the name, location, details of the guarantee agreement, and terms and conditions of the guarantee (if the bonds are secured by a bank guarantee).

Chapter 7. Indicated purpose of using money received from the placement of bonds

14. Specific purposes of using the money that the issuer - a non-resident of the Republic of Kazakhstan will receive from the placement of bonds.

In case of the issue of “green”, social bonds, sustainable development bonds and bonds related to sustainable development, information about the issuer’s framework for issuing bonds shall be indicated.

In case of issuing “green” bonds, information is indicated on the compliance of the intended purpose of using the money received from the placement of bonds with the projects established by paragraph 3 of article 20-1 of the Law on securities market.

In case of issuing social bonds, a brief description of the relevant project is provided, aimed at the implementation of social objectives, for the financing of which the money received from the placement of these bonds will be used, as well as information on its compliance with the projects established by paragraph 4 of article 20-1 of the Law on securities market.

In the case of issuing sustainable development bonds, a brief description of “green” and social” projects is provided, for the financing (implementation) of a combination of which the money received from the placement of these bonds will be used, as well as information on their compliance with the projects established by paragraphs 3 and 4 of article 20-1 of the Law on securities market.

In the case of issuing “green”, social and sustainable development bonds, the following shall be additionally indicated:

- sources of information on which the issuer will disclose information about the progress of the project, for the financing of which the money received from the placement of these bonds was used;

- measures that will be taken by the issuer if the project, for the financing of which the money received from the placement of these bonds was used, ceases to comply with the projects established by paragraphs 3 and 4 of article 20-1 of the Law on securities market.

In case of issuing bonds related to sustainable development, the following shall be described:

- key performance indicators used to assess the achievement of specific results in the field of sustainable development, indicating the deadlines for their achievement pre-established by the issuer;

- methodology for calculating these indicators;

- financial and (or) structural characteristics of bonds related to sustainable development, which come into effect if the issuer achieves them;

sources of information on which the issuer will disclose information on the implementation of key indicators established by it.

In the case of issuing investment bonds, the money from the placement of which is used to finance the project, a brief description of this project shall be provided.

15. When issuing bonds, the payment for which will be made by the rights of claim on bonds previously placed by an issuer - a non-resident of the Republic of Kazakhstan (excluding bonds redeemed by an issuer - a non-resident of the Republic of Kazakhstan), the circulation period of which has expired, the date and number of state registration of the issue of these bonds shall be additionally indicated, their type and quantity, as well as the volume of bonds issued, the amount of accumulated and unpaid interest on bonds.

Chapter 8. Information about the founders or major shareholders (participants) owning ten or more percent of the placed (except for those purchased by the joint-stock company) shares (stakes in the authorized capital) of the non-resident issuer of the Republic of Kazakhstan

16. Information about the founders or major shareholders (participants) owning ten or more percent of the issued (except for those purchased by the joint-stock company) shares (stakes in the authorized capital) of the non-resident issuer of the Republic of Kazakhstan:

1) surname, name, patronymic (if any) of the founder or major shareholder (participant) (for an individual);

2) full name, location of the founder or major shareholder (participant) (for a legal entity);

3) the percentage of voting shares or participation interests in the authorized capital of the issuer - non-resident of the Republic of Kazakhstan, belonging to the founder or major shareholder (participant), to the total number of voting shares or participation interests in the authorized capital of the issuer - non-resident of the Republic of Kazakhstan;

4) the date from which the founder or major shareholder (participant) began to own ten or more percent of voting shares or participation interests in the authorized capital of the non-resident issuer of the Republic of Kazakhstan.

Chapter 9. Information about the management body and executive body of the non-resident issuer of the Republic of Kazakhstan

17. Bodies of the issuer - non-resident of the Republic of Kazakhstan of the Republic of Kazakhstan.

The structure and composition of the bodies of the non-resident issuer of the Republic of Kazakhstan and their competence are indicated in accordance with the legislation of the state of the non-resident issuer of the Republic of Kazakhstan, constituent and other internal documents of the non-resident issuer of the Republic of Kazakhstan.

Chapter 10. Indicators of financial, economic and business activities of the issuer - non-resident of the Republic of Kazakhstan, indicating the main activities of the issuer - non-resident of the Republic of Kazakhstan

18. Types of activities of the issuer - non-resident of the Republic of Kazakhstan:

1) main type of activity;

2) a brief description of the issuer's activities, indicating the types of activities that are seasonal in nature and their share in the issuer's total income;

3) information about organizations that are competitors of the issuer - a non-resident of the Republic of Kazakhstan;

4) factors that positively and negatively affect the profitability of sales (works, services) for the main activities of the issuer - a non-resident of the Republic of Kazakhstan;

5) information on licenses (patents) held by the issuer - a non-resident of the Republic of Kazakhstan, and the period of their validity, costs of research and development, including research developments sponsored by the issuer - a non-resident of the Republic of Kazakhstan ;

6) the share of imports in raw materials (works, services) supplied (rendered) to the issuer - a non-resident of the Republic of Kazakhstan and the share of products (works, services) sold (rendered) by the issuer - a non-resident of the Republic of Kazakhstan for export, in the total volume sold products (provided works, services);

7) information on the participation of the issuer - non-resident of the Republic of Kazakhstan in legal proceedings related to the risk of termination or change in the activities of the issuer - non-resident of the Republic of Kazakhstan, collection of monetary and other obligations from it in the amount of 10 (ten) or more percent of the total volume of assets of the issuer - a non-resident of the Republic of Kazakhstan, indicating the essence of the litigation with its participation;

8) other risk factors affecting the activities of the issuer - a non-resident of the Republic of Kazakhstan.

19. Information about consumers and suppliers of goods (works, services) of the issuer - a non-resident of the Republic of Kazakhstan, the volume of trade turnover with whom (volume of works, services provided) is 10 (ten) or more percent of the total cost of goods (works) produced or consumed by it , services).

20. Assets of the issuer - non-resident of the Republic of Kazakhstan, constituting 10 (ten) or more percent of the total assets of the issuer - non-resident of the Republic of Kazakhstan, indicating the corresponding book value of each asset.

21. Accounts receivable in the amount of 10 (ten) percent or more of the book value of the assets of the issuer - a non-resident of the Republic of Kazakhstan:

1) the name of the debtors of the issuer - a non-resident of the Republic of Kazakhstan, whose debt to the issuer - a non-resident of the Republic of Kazakhstan is 10 (ten) or more

percent of the book value of the assets of the issuer - a non-resident of the Republic of Kazakhstan;

2) the corresponding amounts to be repaid (over the next 12 (twelve) months are divided quarterly, the remaining amounts are indicated by year, indicating the repayment date) and the terms of its repayment.

22. Accounts payable of the issuer - a non-resident of the Republic of Kazakhstan, amounting to 10 (ten) or more percent of the book value of the obligations of the issuer - a non-resident of the Republic of Kazakhstan:

1) the name of the creditors of the issuer - a non-resident of the Republic of Kazakhstan;

2) the corresponding amounts to be repaid (over the next 12 (twelve) months are divided quarterly, the remaining amounts are indicated by year, indicating the redemption date) and the terms of its redemption.

23. Net cash flows received from the activities of the issuer - a non-resident of the Republic of Kazakhstan, for the last two completed financial years, calculated on the basis of its financial statements confirmed by the audit report.

24. Information on all registered issues of debt securities of the non-resident issuer of the Republic of Kazakhstan (except for redeemed and canceled bond issues) before the date of the decision on this bond issue:

the total number, type and nominal value of debt securities of each issue, the state registration number and date of state registration of each issue of debt securities, the number of placed debt securities for each issue, as well as the total amount of money raised during the placement of debt securities, the amount accrued and remuneration paid for each issue of debt securities, the number of debt securities repurchased, indicating the date of their repurchase;

information on facts of failure by the non-resident issuer of the Republic of Kazakhstan to fulfill its obligations to holders of securities (non-payment (delay in payment) of interest on bonds, including information on the amount of unfulfilled obligations and the period of delay in their fulfillment, the amount of accrued but unpaid interest on securities securities (separately by type and issue);

if the placement or circulation of non-government securities of any issue of securities has been suspended (resumed), the state body that made such decisions, the basis and date of their adoption shall be indicated;

markets on which securities of the issuer - a non-resident of the Republic of Kazakhstan are traded, including the names of trading organizers;

the rights represented by each type of previously issued bonds in circulation to their holders, including rights exercised in case of violation of restrictions (covenants) and provided for in agreements for the purchase and sale of securities concluded with holders, indicating the procedure for exercising these rights of holders.

25. Other information about the activities of the issuer - a non-resident of the Republic of Kazakhstan, which the issuer - a non-resident of the Republic of Kazakhstan considers important for investors.

Chapter 11. Additional information about the issuer – non-resident of the Republic of Kazakhstan and on the emissive securities it places

26. Rights granted to a bondholder:

1) the right to receive from the issuer - a non-resident of the Republic of Kazakhstan the nominal value of the bond or to receive another property equivalent, as well as the right to receive interest on the bond or other property rights established by the bond issue prospectus;

2) the right to demand repurchase by an issuer - a non-resident of the Republic of Kazakhstan of bonds, indicating the conditions, procedure and timing of the exercise of this right, including in case of violation of covenants (restrictions) provided for in the bond issue prospectus;

In case of issuing bonds without a maturity date, information is indicated that the holders of these bonds cannot make a demand to repurchase the bonds, including on the grounds provided for in Articles 15 and 18-4 of the Law on securities market;

3) other rights.

27. Information about events, upon the occurrence of which there is a probability of declaring a default on the bonds of the issuer - a non-resident of the Republic of Kazakhstan:

1) a list of events, upon the occurrence of which there is a probability of declaring a default on the bonds of the issuer - a non-resident of the Republic of Kazakhstan;

2) measures to be taken by the non-resident issuer of the Republic of Kazakhstan in the event of a default on bonds, including procedures for protecting the rights of bondholders in the event of non-fulfillment or improper fulfillment of obligations to pay interest on bonds, including the procedure and conditions for restructuring obligations;

3) procedure, term and methods for bringing to the attention of bondholders information about the facts of default by the non-resident issuer of the Republic of Kazakhstan, including information about the volume of unfulfilled obligations, the reason for non-fulfillment of obligations, a listing of possible actions of bondholders to satisfy their claims, the procedure for holders to apply bonds with a claim against the issuer - a non-resident of the Republic of Kazakhstan, persons bearing joint and several liability for the obligations of the issuer - a non-resident of the Republic of Kazakhstan in the event of non-fulfillment or improper fulfillment by the issuer - a non-resident of the Republic of Kazakhstan of obligations under bonds;

4) date and number of the agreement with persons bearing joint and several liability for obligations by the issuer - non-resident of the Republic of Kazakhstan in the event of

non-fulfillment or improper fulfillment by the issuer - non-resident of the Republic of Kazakhstan of obligations under bonds, the full name of these persons, as well as the date of their official registration (if there are any such persons).

28. Forecast of sources and cash flows of the issuer - a non-resident of the Republic of Kazakhstan, necessary for the payment of interest and repayment of the principal amount in the context of each interest payment period until the bonds are redeemed.

29. Risks associated with the acquisition of bonds placed by an issuer - a non-resident of the Republic of Kazakhstan:

1) industry risks - the impact of a possible deterioration of the situation in the industry of the issuer - a non-resident of the Republic of Kazakhstan on its activities and the fulfillment of its obligations under securities is described. The most significant, in the opinion of the issuer - a non-resident of the Republic of Kazakhstan, possible changes in the industry (separately in the domestic and foreign markets) are given.

Risks associated with possible changes in prices for raw materials, services used by the non-resident issuer of the Republic of Kazakhstan in its activities (separately in the domestic and foreign markets), and their impact on the activities of the non-resident issuer of the Republic of Kazakhstan and execution of their obligations under securities, are described separately.

Risks associated with possible changes in prices for products and (or) services of the non-resident issuer of the Republic of Kazakhstan (separately in the domestic and foreign markets), and their impact on the activities of the non-resident issuer of the Republic of Kazakhstan and the fulfillment of its obligations on securities, are described separately;

2) financial risks - the exposure of the issuer - a non-resident of the Republic of Kazakhstan to risks associated with changes in interest rates, foreign currency exchange rates, associated with unfavorable changes in interest rates, foreign currency exchange rates, as well as market prices for securities and financial derivatives tools, is described.

Risks associated with the occurrence of losses for an issuer - a non-resident of the Republic of Kazakhstan due to the inability of an issuer - a non-resident of the Republic of Kazakhstan to ensure the fulfillment of its obligations in full, arising as a result of an imbalance of financial assets and financial liabilities of an issuer - a non-resident of the Republic of the Republic of Kazakhstan (including due to untimely fulfillment of financial obligations by one or more counterparties of the issuer - non-resident of the Republic of Kazakhstan) and (or) the emergence of an unforeseen need for immediate and one-time fulfillment by the issuer - non-resident of the Republic of Kazakhstan of its financial obligations are described separately.

It is indicated which of the indicators of the financial statements of the non-resident issuer of the Republic of Kazakhstan are most susceptible to change as a result of the influence of financial risks, the likelihood of their occurrence and the nature of changes in the statements;

3) legal risk – describes the risk that the issuer, a non-resident of the Republic of Kazakhstan, will incur losses due to changes:

currency, tax, customs legislation of the Republic of Kazakhstan;

requirements for licensing the main activities of the issuer - a non-resident of the Republic of Kazakhstan;

non-compliance by the issuer - a non-resident of the Republic of Kazakhstan with the requirements of the civil legislation of the Republic of Kazakhstan and the terms of concluded contracts;

legal errors made when carrying out activities (receiving incorrect legal advice or incorrect preparation of documents, including when considering controversial issues in the courts);

4) risk of loss of business reputation (reputational risk) – the risk of losses for the issuer - non-resident of the Republic of Kazakhstan as a result of a decrease in the number of clients (counterparties) due to the formation of a negative impression of the financial stability, financial position of the issuer - non-resident of the Republic of Kazakhstan, quality its products (works, services) or the nature of its activities in general, is described;

5) strategic risk – the risk of an issuer - a non-resident of the Republic of Kazakhstan experiencing losses as a result of errors (shortcomings) made when making decisions that determine the strategy of activity and development of the issuer - a non-resident of the Republic of Kazakhstan (strategic management) and expressed in non-accounting or insufficient consideration of possible dangers that may threaten the activities of the issuer - a non-resident of the Republic of Kazakhstan, incorrect or insufficiently substantiated determination of promising areas of activity in which the issuer - a non-resident of the Republic of Kazakhstan can achieve an advantage over competitors, absence or incomplete provision necessary resources (financial, material and technical, human) and organizational measures (managerial decisions) that ensure the achievement of the strategic goals of the issuer - non-resident of the Republic of Kazakhstan, is described;

6) risks associated with the activities of the issuer - a non-resident of the Republic of Kazakhstan - the risks inherent exclusively in the activities of the issuer - a non-resident of the Republic of Kazakhstan or associated with the main financial and economic activities are described, including risks associated with:

the inability to renew the license of a non-resident issuer of the Republic of Kazakhstan to conduct a certain type of activity or to use objects whose circulation is limited (including natural resources);

possible liability of the issuer - non-resident of the Republic of Kazakhstan for debts of third parties, including subsidiaries of the issuer - non-resident of the Republic of Kazakhstan;

the possibility of losing consumers whose turnover accounts for at least 10 (ten) percent of the total revenue from the sale of products (works, services) of the issuer - a non-resident of the Republic of Kazakhstan;

7) country risk – the risk that an issuer - a non-resident of the Republic of Kazakhstan will incur losses as a result of non-fulfillment of obligations by foreign counterparties (legal entities, individuals) due to economic, political, social changes, as well as due to the fact that the currency of the monetary obligation may be unavailable to the counterparty due to the peculiarities of the legislation of the country of his residence (regardless of the financial situation of the counterparty itself) is described;

8) operational risk – the risk of expenses (losses) resulting from shortcomings or errors in the implementation of internal processes made by employees of the issuer - a non-resident of the Republic of Kazakhstan, improper functioning of information systems and technologies, as well as due to external events is described;

9) environmental risks – the risks associated with climatic and environmental factors, which can influence on the activity of the issuer are described.

30. Information about industrial, banking, financial groups, holdings, concerns, associations, consortia in which the issuer - non-resident of the Republic of Kazakhstan participates:

1) industrial, banking, financial groups, holdings, concerns, associations, consortia in which the non-resident issuer of the Republic of Kazakhstan participates, the role (place), functions and term of participation of the non-resident issuer of the Republic of Kazakhstan in these organizations are indicated;

2) if the results of the financial and economic activities of the issuer - a non-resident of the Republic of Kazakhstan, significantly depend on other members of industrial, banking, financial groups, holdings, concerns, associations, consortia, a detailed description of the nature of such dependence is provided.

31. If the issuer - a non-resident of the Republic of Kazakhstan has subsidiaries and (or) dependent legal entities, the following information is indicated for each such legal entity:

1) full and abbreviated name, location;

2) the grounds for recognizing a legal entity as a subsidiary and (or) dependent in relation to the issuer - a non-resident of the Republic of Kazakhstan;

3) the size of the share of participation of the issuer - a non-resident of the Republic of Kazakhstan in the authorized capital of a subsidiary and (or) dependent legal entity, and in the case where the subsidiary and (or) dependent legal entity is a joint-stock company - the share owned by the issuer - a non-resident of the Republic of the Republic of Kazakhstan voting shares of such joint stock company.

32. Information about organizations in which the issuer, a non-resident of the Republic of Kazakhstan, owns ten or more percent of the voting shares of the company (participatory interests of the organization), indicating for each organization:

full and abbreviated name, location;

shares of the issuer - non-resident of the Republic of Kazakhstan in the authorized capital, and in the case where such an organization is a joint-stock company - shares of voting shares

of such joint-stock company owned by the issuer - non-resident of the Republic of Kazakhstan.

33. Information on credit ratings of the non-resident issuer of the Republic of Kazakhstan:

1) the object of assigning a credit rating (issuer - non-resident of the Republic of Kazakhstan, securities of the issuer - non-resident of the Republic of Kazakhstan);

the value of the credit rating as of the date preceding the date of submission of documents to the authorized body for registration of the bond issue (bond program);

full and abbreviated name, location of the organization that assigned the credit rating;

other information about the credit rating indicated by the non-resident issuer of the Republic of Kazakhstan at its sole discretion;

2) if the object to which a credit rating is assigned are securities of a non-resident issuer of the Republic of Kazakhstan, the international identification number (ISIN code) and the date of its assignment are additionally indicated, as well as the name of the rating agency that assigned the credit rating.

34. Information about the representative of the bondholders of the issuer - a non-resident of the Republic of Kazakhstan (in the case of issuing secured, infrastructure or mortgage bonds):

1) full and abbreviated name of the representative of bondholders;

2) location, contact telephone numbers of the representative of bondholders;

3) date and number of the agreement of the issuer - a non-resident of the Republic of Kazakhstan with a representative of bondholders.

35. Information about the paying agent of the non-resident issuer of the Republic of Kazakhstan (if any):

1) full name of the paying agent;

2) location, contact telephone numbers, details of the paying agent and all its branches that will pay income (face value of bonds) on securities;

3) date and number of the agreement of the issuer - non-resident of the Republic of Kazakhstan with the paying agent.

36. Information about the consultants of the issuer - a non-resident of the Republic of Kazakhstan (if, in accordance with the Law on the Securities Market, an obligation is established to enter into an agreement for the provision of consulting services on the inclusion and presence of issue-grade securities in the official list of the stock exchange):

1) full and abbreviated name of the person providing consulting services on the inclusion and location of securities of the non-resident issuer of the Republic of Kazakhstan in the official list of the stock exchange;

2) location, contact telephone numbers of the person providing consulting services on the inclusion and location of securities of the issuer - a non-resident of the Republic of Kazakhstan in the official list of the stock exchange;

3) date and number of the agreement between the non-resident issuer of the Republic of Kazakhstan and the person providing consulting services on the inclusion and placement of securities of the non-resident issuer of the Republic of Kazakhstan in the official list of the stock exchange.

Information about other consultants of the non-resident issuer of the Republic of Kazakhstan is indicated in this paragraph if, in the opinion of the non-resident issuer of the Republic of Kazakhstan, the disclosure of such information is essential for making a decision on the acquisition of securities of the non-resident issuer of the Republic of Kazakhstan.

37. Information about the audit organization of the issuer – non-resident of the Republic of Kazakhstan:

1) full official name of the audit organizations (surname, name, patronymic (if any) of the auditor) that audited the financial statements of the non-resident issuer of the Republic of Kazakhstan for the last 2 (two) completed financial years, indicating their affiliation with the relevant accredited professional audit organizations;

2) telephone and fax number, email address (if any).

38. Information about affiliated persons of the issuer - non-resident of the Republic of Kazakhstan.

Information is provided about all persons or a group of persons who have the opportunity to vote indirectly with ten or more percent of the voting shares of the issuer - non-resident of the Republic of Kazakhstan or to influence decisions made by the issuer - non-resident of the Republic of Kazakhstan by virtue of an agreement or otherwise, with disclosure the following information about these persons:

surname, name, patronymic (if any), place of residence (for an individual);

full name, location, type(s) of activity, last name, first name, patronymic (if any) of the first manager (for a legal entity);

the basis for classifying them as affiliates of the non-resident issuer of the Republic of Kazakhstan in accordance with this paragraph of the Appendix and the date from which the affiliation with the non-resident issuer of the Republic of Kazakhstan appeared.

39. The amount of costs of the issuer - a non-resident of the Republic of Kazakhstan for the issue of bonds and their servicing, as well as information on how these costs will be paid.

40. Paragraphs 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 26, 27, 28, 34, 35, 36 and 39 of this Annex shall not be filled in during the state registration of a bond program.

Annex 4

to the Rules for the preparation and execution of the prospectus for the issue of non-government bonds (prospectus of the bond program), changes and (or) additions to the prospectus for the issue of non-government bonds (prospectus of the bond program), notification of the

Footnote. Annex 4 is excluded by the Resolution of the Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated September 24, 2021 № 96 (shall come into effect ten calendar days after the day of its first official publication).

Appendix 5
to the resolution of the Management
Board of the National Bank
of the Republic of Kazakhstan
dated October 29, 2018 № 248

The list of regulatory legal acts of the Republic of Kazakhstan, as well as structural elements of some regulatory legal acts of the Republic of Kazakhstan, recognized as invalid

1. Resolution of the Board of the National Bank of the Republic of Kazakhstan dated April 29, 2016 № 115 "On Approval of the Rules for State Registration of the Issue of Non-State Bonds (Bond Program), Consideration of Reports on the Results of Placement and Repayment of Non-State Bonds, as well as Cancellation of the Issue of Bonds, Rules for Drawing up and Registration of the Prospectus of the Issue of Non-state Bonds (Prospectus of the Bond Program, Prospectus of the Issue of Bonds in within the limits of the bond program) , the structure of the non-government bond issue prospectus (bond program prospectus, bond issue prospectus within the bond program), Requirements for the preparation and execution of a report on the results of the placement of non-government bonds and a report on the results of the repayment of non-government bonds" (registered in the Register of State Registration of Regulatory Legal Acts under № 13789, published on July 8, 2016 in the information and legal system "Adilet").

2. Item 6 of the List of regulatory legal acts of the Republic of Kazakhstan on the regulation of the securities market, which are amended and supplemented by the Resolution of the Board of the National Bank of the Republic of Kazakhstan dated March 27, 2017 № 50 "On Amendments and additions to some regulatory legal acts of the Republic of Kazakhstan on the regulation of the securities market" (registered in the Register of the state registration of regulatory legal acts under № 15274, published on July 12, 2017 in the Reference Control Bank of Regulatory Legal Acts of the Republic of Kazakhstan).

3. Resolution of the Board of the National Bank of the Republic of Kazakhstan dated November 2, 2017 № 211 "On Amendments to the Resolution of the Board of the National Bank of the Republic of Kazakhstan dated April 29, 2016 № 115 "On Approval of the Rules for State Registration of the Issue of Non-State Bonds (Bond Program), Consideration of Reports on the Results of Placement and Repayment of Non-state Bonds, as well as Cancellation of the Issue of Bonds, Rules for drawing up and registration of the prospectus for the issue of non-state bonds (the prospectus of the bond program, bond issue prospectus

within the bond program), the structure of the non-government bond issue prospectus (bond program prospectus, bond issue prospectus within the bond program), Requirements for the preparation and execution of a report on the results of placement of non-government bonds and a report on the results of repayment of non-government bonds" (registered in the Register of State Registration of Regulatory Legal Acts under № 15979, published on November 14, 2017 in the Reference Control Bank of Regulatory Legal Acts of the Republic of Kazakhstan)

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4. Resolution of the Board of the National Bank of the Republic of Kazakhstan dated June 29, 2018 № 141 "On Amendments to the Resolution of the Board of the National Bank of the Republic of Kazakhstan dated April 29, 2016 № 115 "On Approval of the Rules for State Registration of the Issue of Non-State Bonds (Bond Program), Consideration of Reports on the Results of Placement and Repayment of Non-state Bonds, as well as Cancellation of the Issue of Bonds, Rules for drawing up and registration of the prospectus for the issue of non-state bonds (the prospectus of the bond program, bond issue prospectus within the bond program), the structure of the non-government bond issue prospectus (bond program prospectus, bond issue prospectus within the bond program), Requirements for the preparation and execution of a report on the results of placement of non-government bonds and a report on the results of repayment of non-government bonds" (registered in the Register of State Registration of Regulatory Legal Acts under № 17231, published on August 9, 2018 in the Reference Control Bank of Regulatory Legal Acts of the Republic of Kazakhstan).