

## **PROSPECTUS FOR THE ISSUE OF NON-GOVERNMENT BONDS WITHIN THE BOND PROGRAM**

**Bond program volume** 10 000 000 (ten million) US Dollar

**Full name of the issuer:** "Microfinance Organization "UNICREDO"  
Limited Liability Partnership

**Short name of the issuer:** "MFO "UNICREDO" LLP

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.

**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))**

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)).

*Full name of the issuer:* "Microfinance Organization "UNICREDO" Limited Liability Partnership

*Date of state registration (re-registration):* 24.05.2024

**2. Information about the bond program:**

1) date of state registration of the bond program prospectus

28.07.2023

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

10 000 000

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



3.1. The 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):  
28.07.2023

3.2. Number and type of bonds:  
20 000 unsecured coupon bonds

3.3. The volume of an issue at nominal value:  
2 000 000

3.4. The number of placed bonds of the issue:  
19 677

3.5. The total amount of money raised during the placement of bonds:  
1 822 291

3.6. Amount of interest accrued:  
243 743

3.7. Amount of interest paid:  
243 743

3.8. The number of redeemed bonds, indicating the date of their redemption:  
1721 units, 30.01.2025

3.9. 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 number of unfulfilled obligations and the period of delay in their fulfilment, the amount of accrued but not paid interest on bonds:  
No.

3.10. If the placement or circulation of an issue of bonds was suspended (resumed), the state body that made such decisions, the basis and date of their adoption are indicated:  
No.

3.11. The markets on which the bonds are traded, including the names of the trade organizers:  
The Bonds are included in the official list of Kazakhstan Stock Exchange JSC (hereinafter referred to as the Exchange) and, in accordance with the prospectus, may be traded both on the regulated market and on the over-the-counter (OTC) market.

3.12. If the bonds are in circulation, the rights represented by the bonds to their holders, including the rights exercised in case of violation of restrictions (covenants) and provided for by the bond purchase and sale agreements concluded with the holders, indicating the procedure for exercising these rights of the holders:  
- the right to receive the nominal value upon redemption of the bonds in the manner and within the time limits stipulated in the prospectus; - the right to receive on the bonds a fixed percentage of their nominal value at the time and in the amount specified in the prospectus; - the right to receive information about the Issuer's activities and its financial condition in accordance with and in the manner prescribed by the legislation of the Republic of Kazakhstan and the rules of the Exchange; - the right to satisfy their claims in respect of the bonds in cases and in the manner prescribed by the legislation of the Republic of Kazakhstan and the prospectus; - the right to freely sell and otherwise dispose of the bonds; - the right to require all or part of the bonds for repurchase in cases established by the bond issue prospectus, or in the event of the occurrence of grounds for the repurchase of bonds by the Issuer stipulated in Article 15 and Sub-paragraphs 1) and 2) of Paragraph 2 of Article 18-4 of the Republic of Kazakhstan Securities Market Law dated July 02, 2003 No. 461-II (hereinafter referred to as the Securities Market Law) or in case of the Issuer's breach of restrictions (covenants) designated in the bond issue prospectus. The Issuer did not breach the restrictions (covenants) on the bonds and did not enter into bond purchase and sale agreements.



3.1. The 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):

24.12.2024

3.2. Number and type of bonds:

40 000 unsecured coupon bonds

3.3. The volume of an issue at nominal value:

4 000 000

3.4. The number of placed bonds of the issue:

10 483

3.5. The total amount of money raised during the placement of bonds:

1 048 300

3.6. Amount of interest accrued:

24 413

3.7. Amount of interest paid:

24 413

3.8. The number of redeemed bonds, indicating the date of their redemption:

215 units, 03.06.2025

3.9. 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 number of unfulfilled obligations and the period of delay in their fulfilment, the amount of accrued but not paid interest on bonds:

No.

3.10. If the placement or circulation of an issue of bonds was suspended (resumed), the state body that made such decisions, the basis and date of their adoption are indicated:

No.

3.11. The markets on which the bonds are traded, including the names of the trade organizers:

The Bonds are included in the official list of the Exchange and, in accordance with the prospectus, may be traded both on the regulated market and on the over-the-counter (OTC) market.

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

1) the right to receive the nominal value upon redemption of the bonds in the manner and within the time limits stipulated in the prospectus; 2) the right to receive on the bonds a fixed percentage of their nominal value at the time and in the amount specified in the prospectus; 3) the right to request the repurchase of the Bonds in the following cases: - The Issuer has violated any of the provisions established by Paragraph 2 of Article 15 of the Securities Market Law; - in the cases stipulated in Sub-paragraphs 1) and 2) of Paragraph 2 of Article 18-4 of the Securities Market Law; - The Issuer has violated any of the additional covenants (restrictions) stipulated in Paragraph 12 of this prospectus, in accordance with Paragraph 3 of Article 18-4 of the Securities Market Law; - in an event of default; 4) the right to receive information about the Issuer's activities and its financial condition in accordance with and in the manner prescribed by the legislation of the Republic of Kazakhstan and the rules of the Exchange; 5) other rights arising from the ownership to the Bonds in the cases and pursuant to the procedure stipulated by the law of the Republic of Kazakhstan. The Issuer did not breach the restrictions (covenants) on the bonds and did not enter into bond purchase and sale agreements.

### 3. Information about the issue of bonds:

Бұл құжат ҚР 2003 жылдың 7 қаңтарындағы "Электронды құжат және электронды сандық қол қою" туралы заңның 7 бабы, 1 тармағына сәйкес қағаз бетіндегі заңмен тең.

Данный документ согласно пункту 1 статьи 7 ЗПК от 7 января 2003 года N370-II "Об электронном документе и



1) type of bonds

Unsecured coupon bonds

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)

100 (one hundred) US Dollar

The nominal value of one bond is calculated as follows: a) if the Market Rate is equal to or less than 600 (six hundred) tenge per one US dollar, the nominal value of one Bond is 100 (one hundred) US dollars; b) if the Market Rate is higher than 600 (six hundred) tenge per US dollar, the nominal value of one Bond is calculated using the following formula, rounded to the second decimal place (to cents):  $N_t = (100 \text{ US dollars} * 600) / R_t$ , where  $N_t$  – the nominal value of one Bond as of date 't';  $R_t$  – Market Rate as of date 't'; Market Rate means the market exchange rate of the US dollar determined pursuant to the procedure approved by the National Bank of the Republic of Kazakhstan and published on the official Internet resource of the National Bank of the Republic of Kazakhstan or an equivalent value, if the procedure for determining the market exchange rate of the US dollar changes during the period of the Bonds' circulation.

3) number of bonds

40 000 (forty thousand) units

4) total volume of bonds issue

4 000 000 (four million) US Dollar

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

US Dollar

### Method of payment for placed bonds

Payment for the Bonds of this issue will be made in cash in non-cash form.

### 5. Bond income:

1) the rate of the basic interest on bonds and additional interest if any. In case of payment of additional interest, the procedure for determining the amount of additional interest on bonds is reflected, indicating the sources of information about events, the occurrence or non-occurrence of which determines the receipt of additional interest on bonds.

The coupon interest rate is fixed for the entire period of circulation of the Bonds and amounts to 11% (eleven percent) per annum of the nominal value of the Bonds, calculated in the manner provided in subparagraph 2) of paragraph 3 of this prospectus.

Payment of additional interest on the Bonds is not provided.

2) frequency of payment of interest and (or) dates of payment of interest on bonds

Payment of interest on the Bonds shall be made 4 (four) times a year every 3 (three) months starting from the start date of circulation of the Bonds.

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

The accrual of interest on the Bonds begins on the start date of circulation of the Bonds. Interest is accrued during the entire term of circulation of the Bonds and ends on the last day of the term of

Бұл құжат ҚР 2003 жылдың 7 қаңтарындағы "Электронды құжат және электронды сандық қол қою" туралы заңның 7-бабы, 1 тармағына сәйкес қағаз бетіндегі заңмен тең.

Данный документ согласно пункту 1 статьи 7 ЗПК от 7 января 2003 года N370-II "Об электронном документе и



circulation of the Bonds.

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

The interest shall be paid to the persons entitled to receive it and registered in the register system of the Bondholders as of the beginning of the last day of the period for which the interest is paid (as of the time in the location of the central depository maintaining the register system of the Bondholders) (hereinafter - the "Record Date").

The Issuer pays the coupons (except the last coupon period) by transferring funds to the bank accounts of the Bondholders registered in the register of Bondholders as of the beginning of the Record Date (time at the location of the central securities depository, which maintains the Bondholders registers system) within ten (10) business days following the Record Date. In this case, if the last day of the coupon payment period falls on a non-business day, the last coupon payment date is considered the next following business day.

The coupon amount due to each Bondholder as of the coupon payment date is calculated as the product of the nominal value calculated as stipulated in Sub-paragraph 2) of Paragraph 3 of this prospectus for the placed Bonds, which are held by the relevant Bondholder, and the quarterly coupon (the annual coupon for the Bonds divided by four).

The coupon for the last coupon period is paid simultaneously and together with the payment of the Bonds principal amount.

5) the period used to calculate the interest on bonds

Calculation of interest on the Bonds will be based on a time base of 360 (three hundred and sixty) days per year and 30 (thirty) days per month over the entire circulation period.

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

1) characteristics of monetary claims, conditions and forecasted terms of receipt of money under the rights of claim, which are part of the allocated assets

2) the procedure for providing information to bondholders on the change of ownership of property created under the basic agreement, on the introduction of creditor's representatives to the bodies of a special financial company and their powers

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

4) the order and priority of payment of interest and repayment of bonds of various issues issued within the limits of one bond program (specified in a private memorandum within the limits of the bond program)

5) the order and priority of meeting the requirements of bond holders of a special financial company in bankruptcy of a special financial company

Not applicable

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



- 1) the name and location of the originator, the custodian bank managing the investment portfolio, the special financial company and the person collecting payments on the assigned rights of claim
  - 2) the subject of activity, the rights and obligations of the originator in the securitization transaction
  - 3) a description of the rights of claim, the conditions, procedure and terms for the receipt of money under the rights of claim, which are part of 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 claims
  - 6) the order and sequence of redemption of bonds of various issues issued within the bond program
  - 7) the order and sequence of satisfying the claims of bondholders in the event of bankruptcy of a special financial company
- Not applicable

## 8. Conditions and procedure for placement of bonds

- 1) date of commencement of placement of bonds

The start date of the placement of the Bonds is the start date of the period of circulation of the Bonds.

- 2) end date of placement of bonds

The end date of the placement of the Bonds is the last day of the period of circulation of the Bonds.

- 3) the market where the placement of bonds is planned (organized and (or) unorganized securities market)

- organized

## 9. Conditions and procedure for circulation of bonds:

- 1) date of commencement of circulation of bonds

The start date of the circulation of the Bonds is the date of the first held trades on the placement of the Bonds in the trading system of the Exchange in accordance with its rules. The information about the date of the start of the circulation of the Bonds will be published on the official website of the Exchange ([www.kase.kz](http://www.kase.kz)).

- 2) end date of bonds circulation

The end date of circulation of the Bonds is the last day of the period of circulation of the Bonds.

- 3) term of circulation

Years	Months	Days
3	0	0

- 4) the market where the circulation of bonds is planned (organized and (or) unorganized securities market)

- organized

- unorganized

## 10. Conditions and procedure for redemption of bonds:

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Данный документ согласно пункту 1 статьи 7 ЗПК от 7 января 2003 года N370-II "Об электронном документе и



1) date of redemption of bonds

The Bonds shall be redeemed within 14 (fourteen) business days following the last day of the period of circulation of the Bonds.

2) method of repayment of bonds

Payment of the nominal value of the Bonds, calculated in the manner provided for in subparagraph 2) of paragraph 3 of this prospectus, shall be made simultaneously and together with the coupon interest on the Bonds as follows:

i) Within 10 (ten) business days following the last day of the Bonds circulation period, the money intended for the redemption of the Bonds, including the coupon interest for the last coupon period, shall be transferred by the Issuer to the account opened with the "Central Securities Depository" JSC for crediting the amount to redemption of the Bonds with a list of bondholders containing information on the amount payable to each bondholder;

ii) No later than 2 (two) working days before the day on which the maturity date of the Bonds established by these prospectus expires, or at another time, if another time period is established by the relevant regulatory legal act of the authorized body, "Central Securities Depository" JSC transfers the money received from the Issuer, to the bank accounts of the bondholders.

3) if the payment of remuneration and nominal value upon redemption of bonds will be made in accordance with the prospectus for issuing bonds with other property rights, descriptions of these rights, methods of their preservation, the procedure for valuation and persons authorized to evaluate these rights, as well as the procedure for implementing the transfer of these rights shall be provided

Payment of interest and nominal value upon redemption of the Bonds will not be made by other property rights.

**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 the Securities Market, the following shall be indicated:**

1) the procedure, and conditions for exercising the right to buy back bonds

a) During the term of the Bonds, the Issuer shall have the right to announce a full or partial repurchase of the Bonds with their mandatory sale by the Bondholders. In the event such a repurchase is announced, the Bondholders shall be obliged to sell the Bonds they hold (hereinafter referred to as the "Mandatory Sale Repurchase").

A Mandatory Sale Repurchase may be carried out by the Issuer only if the maximum annual effective interest rates approved by the competent state authorities are reduced for (i) microloans provided by microfinance institutions, and (ii) microloans provided by microfinance institutions for a term of up to forty-five calendar days, in an amount not exceeding forty-five times the monthly calculation index established for the relevant financial year by the law on the republican budget.

In the event the Issuer announces a Mandatory Sale Repurchase, the Bondholders shall be required to submit the relevant application for the sale of the Bonds to the Exchange trading system through a brokerage firm that is a member of the Exchange, in the manner and within the timeframes stipulated by the Exchange rules and the resolution of the Issuer's supreme governing body on the Mandatory Sale Repurchase. If a Bondholder does not have an account opened with the said brokerage firm, the repurchase of the Bonds shall be carried out on the over-the-counter market.

б) During the term of the Bonds, any Bondholder who has continuously held the Bonds for a period of one calendar year or more shall have the right to submit to the Issuer a written request for the repurchase of the Bonds owned by such Bondholder. Upon receipt of such written request, the Issuer





shall be obliged to repurchase the Bonds held by such Bondholder (hereinafter referred to as the "Mandatory Repurchase").

The written request of a Bondholder for a Mandatory Repurchase must contain:

- for legal entities: full legal name, business identification number (BIN) (or other similar number confirming registration in accordance with the legislation of the Bondholder's country), legal and actual addresses, contact details, the number of Bonds to be repurchased, and the date of their acquisition by the Bondholder;
- for individuals: last name, first name, patronymic (if applicable), individual identification number (IIN) (or other similar number confirming registration in accordance with the legislation of the Bondholder's country), contact details, the number of Bonds to be repurchased, and the date of their acquisition by the Bondholder.

An integral part of the written request of a Bondholder for a Mandatory Repurchase is the relevant statement, report, or other similar document issued by a brokerage firm or another competent securities market entity confirming that the Bondholder has met the requirement of continuous ownership of the Bonds for a period of one calendar year or more.

In the event the Issuer receives a duly justified written request for a Mandatory Repurchase, the Issuer's supreme governing body shall be obliged to adopt a resolution on the repurchase of the Bonds within 5 (five) Business Days from the date of receipt of such written request. To carry out the repurchase, the Issuer shall submit the relevant purchase order for the Bonds to the Exchange trading system through a brokerage firm that is a member of the Exchange, in accordance with the rules of the Exchange.

в) General Provisions regarding the Mandatory Sale Repurchase and the Mandatory Repurchase:

The Issuer carries out the Mandatory Sale Repurchase and the Mandatory Repurchase at the par value calculated as stipulated in Sub-paragraph 2) of Paragraph 3 of this prospectus as the date of such repurchase.

The Issuer discloses information about the number of outstanding Bonds (excluding those repurchased) to the Exchange in accordance with the Exchange rules.

Bonds repurchased as a result of a Mandatory Sale Repurchase or a Mandatory Repurchase shall not be deemed redeemed, and the Issuer shall have the right to resell its repurchased Bonds at any time during their term.

## 2) terms for exercising the right to redeem bonds

Within three (3) business days following the date of the resolution of the Issuer's supreme body about the Mandatory Sale Repurchase or the Mandatory Repurchase, the Issuer shall inform the Bondholders about adoption of such resolution by posting a corresponding information notice on the official Internet resources of the Exchange ([www.kase.kz](http://www.kase.kz)) and the Financial Statements Depository (hereinafter referred to as the FSD) ([www.dfo.kz](http://www.dfo.kz)). The published information shall contain the following data:

- Number of the Bonds to be repurchased;
- The Bonds repurchase date, which shall be scheduled for a date no earlier than 10 (ten) Business Days following the date of publication by the Issuer of the information notice referred to in this sub-clause regarding the resolution of the Issuer's supreme body on the repurchase;
- Method of auction for the repurchase of Bonds;
- Other information necessary for organizing the repurchase of Bonds by the Issuer, as well as stipulated by the law of the Republic of Kazakhstan.

The Bonds placed by the Issuer shall be repurchased on the day determined by resolution of the Issuer's supreme body.



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

1) a description of the covenants (restrictions) accepted by the issuer and not provided for by the Law on the Securities Market

The Issuer shall comply with the following additional covenants (restrictions) throughout the period of circulation of the Bonds:

a) not to allow violation of the deadlines for submission of annual and interim financial statements established by the listing agreement concluded between the Issuer and the Exchange, and (or) other internal documents of the Exchange;

b) not to breach the deadline for submission of audit reports on the Issuer's annual financial statements set forth in the listing agreement concluded between the Issuer and the Exchange, and (or) other internal documents of the Exchange.

2) the procedure for the issuer's actions in case of violation of covenants (restrictions)

The procedure for the Issuer's actions in the event of a violation of the covenants (restrictions) specified in this clause is set out in paragraph a) of subparagraph 2) of paragraph 19 of this prospectus.

3) the procedure for actions of bondholders in case of violation of covenants (restrictions)

The procedure for actions by Bondholders in the event of a violation of the covenants (restrictions) specified in this clause is set out in paragraph a) of subparagraph 2) of paragraph 19 of this prospectus.

**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) the procedure and conditions for converting bonds (if a 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 repurchased bonds of this issue are not subject to further placement, but are redeemed 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 Banking Law, indicates the conditions for converting bonds into shares in accordance with the decision of the authorized body

Not applicable

**14. Information about the property of the issuer, which is full or partial collateral for obligations under the issued bonds:**

1) a description of the collateral for the issued bonds, indicating the value of this property

The Bonds of this issue are not secured.

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

The Bonds of this issue are not secured.

3) the procedure for foreclosing the subject of the pledge

The Bonds of this issue are not secured.

**15. Details of the bank that provided the guarantee, indicating its name, location, details of the**

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**guarantee agreement, and terms and conditions of the guarantee (if the bonds are secured by a bank guarantee)**

The Bonds of this issue are not secured.

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

The bonds of this issue are not infrastructure bonds.

**17. Purpose of using the money received from the placement of bonds**

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

The Issuer places Bonds for the purpose of financing its operational activities, which consists in providing consumer micro-loans to individuals for a period of up to 45 (forty-five) calendar days in an amount not exceeding 45 times the Monthly Calculation Index established for the relevant financial year.

Whereas, the services provided online remain relevant, the Issuer continues to maintain the priority of providing micro-finance services online. This form of activity allows the Issuer to be independent of the geographic location of potential borrowers, and to provide access to this market of services for residents of hard-to-reach regions.

2) In the case of "green" bonds, social bonds, sustainability bonds, and sustainability related bonds, information on the issuer's bond issuance program shall be provided

The Bonds are not green bonds, social bonds, sustainability bonds or sustainability-linked bonds.

3) In the case of "green" bonds, information on the compliance of the intended purpose of the proceeds from the placement of bonds with the projects stipulated by paragraph 3 of Article 20-1 of the law "On the Securities Market" shall be indicated

The Bonds are not green bonds.

4) In 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 on its compliance with the projects stipulated by paragraph 4 of Article 20-1 of the Law "On Securities Market"

The Bonds are not social bonds.

5) In the case of issuing sustainable development bonds, a brief description of the "green" and "social" projects, for the financing (implementation) of which the money received from the placement of these bonds will be used, as well as information about their compliance with the projects stipulated in paragraphs 3 and 4 of Article 20-1 of the Law "On Securities Market"

The Bonds are not sustainability bonds.

6) In the case of the issuance of "green", social bonds and bonds of sustainable development, the following shall be 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

The Bonds are not green bonds, social bonds or sustainability bonds.

measures to be taken by the issuer if the project financed by the money received from the placement of

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Данный документ согласно пункту 1 статьи 7 ЗПК от 7 января 2003 года N370-II "Об электронном документе и



these bonds ceases to comply with the classification of projects as stipulated by paragraphs 3 and 4 of Article 20-1 of the Law "On Securities Market"

The Bonds are not green bonds, social bonds or sustainability bonds.

7) In the case of an issue of bonds related to sustainable development (bonds, the characteristics of which change depending on the achievement of the issuer's predetermined sustainability goals), the following shall be described:

indicators used to assess the achievement of the issuer's predetermined sustainable development goals

The Bonds are not sustainability-linked bonds.

methodology for calculating these indicators

The Bonds are not sustainability-linked bonds.

financial and/or structural parameters of sustainability-related bonds, effective if the issuer achieves them

The Bonds are not sustainability-linked bonds.

sources of information on which the issuer will disclose information on the fulfilment of the indicators set by him/her

The Bonds are not sustainability-linked bonds.

8) In the case of issuing investment bonds, the money from the placement of which is used to finance the project, and a brief description of this project shall be given

The Bonds are not investment bonds.

**18. When issuing bonds, payment for which will be made by the rights of claim on bonds previously placed by the issuer (excluding bonds redeemed by the issuer), the circulation period of which has expired, the date and number of the state registration of the issue of these bonds, their type and number, as well as the volume issue of bonds, the amount of accumulated and unpaid interest on bonds**

State registration date

State registration number

Bond type

Number

Volume

Accumulated and unpaid interest

Not applicable

**19. Rights granted to a bondholder:**



1) the right to receive from the issuer, within the period specified in the bond issue prospectus, the nominal value of the bond or to receive another property equivalent, as well as the right to receive a fixed percentage of the bond nominal value or other property rights established by the bond issue prospectus

The Bondholder has the right to receive the nominal value of the Bonds upon their redemption and the right to receive a fixed percentage of the nominal value of the Bonds within the timeframes and in the manner provided for in this 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 the bonds are issued without maturity, it shall be specified that the holders of these bonds cannot make a demand to redeem the bonds, including on the grounds stipulated by Articles 15 and 18-4 of the Law "On Securities Market"

The Bondholder may require the Issuer to repurchase the Bonds in cases stipulated by the law of the Republic of Kazakhstan. The conditions, procedure and terms for the exercise by Bondholders of their rights to require the repurchase of the Bonds they own are further described in this Sub-paragraph:

a) Bondholders may require their Bonds to be repurchased in the following cases (hereinafter each referred to as the Grounds for Repurchase):

- The Issuer has violated any of the provisions established by Paragraph 2 of Article 15 of the Securities Market Law;
- In the cases stipulated in Sub-paragraphs 1) and 2) of Paragraph 2 of Article 18-4 of the Securities Market Law;
- The Issuer has violated any of the additional covenants (restrictions) stipulated in Paragraph 12 of this prospectus, in accordance with Paragraph 3 of Article 18-4 of the Securities Market Law.

In the event of any of the Grounds for Repurchase occurs the Issuer shall determine the repurchase price of the Bonds in accordance with the relevant article of the Securities Market Law.

In the event of any of the Grounds for Repurchase occurs the Issuer, within three (3) business days after the day of occurrence of the relevant Ground for Repurchase, shall inform the Bondholders of the occurrence of the Bonds Ground for Repurchase by posting a corresponding information notice on the official Internet resources of the Exchange ([www.kase.kz](http://www.kase.kz)) and the Financial Statements Depository (hereinafter referred to as the FSD) ([www.dfo.kz](http://www.dfo.kz)). This information shall include a detailed description which of the Bonds Grounds for Repurchase takes place, as well as other information, if necessary.

Within twenty (20) calendar days following the date of the first publication of the above information notice, Bondholders may submit, and the Issuer shall accept, written applications for the repurchase of the bonds they hold indicating the number of bonds subject to repurchase.

The application for the redemption of Bonds is executed in any form, but such application shall indicate the following information:

- for Bondholder - legal entity: name of the Bondholder; business identification number; number, date of issue and issuing authority of the certificate (statement) of state registration (re-registration); registered and actual office; phones; bank details; number and type of Bonds subject to repurchase;
- for Bondholder - individual: surname, given name and, if any, patronymic of the Bondholder; individual identification number; number, date of issue and issuing authority of the identity document; place of residence; phone; bank details; number and type of Bonds subject to repurchase.



In the event of receiving at least one written application for the repurchase of the Bonds, the authorized management body of the Issuer shall make a decision to repurchase the Bonds within twenty (20) calendar days following the last day of the period for accepting written applications for repurchase.

Within three (3) business days after the date of the resolution of the Issuer's authorized management body to repurchase the Bonds, the Issuer shall inform the Bondholders about the adoption of such resolution by posting a corresponding information notice on the official Internet resources of the Exchange ([www.kase.kz](http://www.kase.kz)) and the FSD ([www.dfo.kz](http://www.dfo.kz)).

The Issuer's resolution to repurchase the Bonds and the published information notice of repurchase mentioned in this Sub-paragraph shall contain the following information:

- Market (regulated or OTC) where the Bonds will be repurchased;
- Price at which the Bonds will be repurchased;
- Number of Bonds to be repurchased;
- Bonds repurchase date. Thereat, Bonds repurchase shall be scheduled for a date no later than thirty (30) calendar days following the date of the Issuer's authorized management body's resolution to repurchase the Bonds;
- Settlement procedure, including:

For OTC: (a) procedure for submitting orders by Bondholders to the central depository that maintains the register of Bondholders to write off Bonds as a result of their repurchase and (b) procedure for transferring funds to Bondholder for the repurchased Bonds;

For regulated market: indication of the method of auction for the repurchase of Bonds;

- Other information necessary for organizing the repurchase of Bonds by the Issuer, as well as stipulated by the law of the Republic of Kazakhstan.

b) In an event of default as provided in this prospectus.

The procedure and terms for the exercise by Bondholders of their right to request the repurchase of the Bonds they hold in the event of default are described in Paragraph 20 of this prospectus.

### 3) other rights

- a) The right to receive information about the Issuer's activities and its financial status in accordance with and pursuant to the procedure stipulated by the law of the Republic of Kazakhstan and the Exchange rules;
- b) Other rights arising from the ownership to the Bonds in the cases and pursuant to the procedure stipulated by the law of the Republic of Kazakhstan.

## **20. Information about events, in the case of which there is a possibility of declaring a 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

Default is a failure to fulfill obligations under equity securities and other financial instruments. An event upon the occurrence of which default on the Issuer's Bonds may be declared (hereinafter - the "Default Event") is a partial or complete failure to fulfil the Issuer's obligations to pay the principal and (or) coupon interest on the Bonds within the time limits set forth in this Prospectus for payment of the principal and (or) the coupon interest.

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

In the event of an Event of Default on the Bonds, the Issuer shall accrue and pay to the Bondholders a forfeit based on the official base rate of the National Bank of the Republic of Kazakhstan as of the date of fulfilment of a monetary obligation to pay the principal debt and (or) coupon interest on the Bonds (date of actual payment) or its relevant part, for each day of delay (the last day of accrual of the forfeit is the date of actual payment).

The Issuer shall be released from liability for partial or full failure to fulfill its obligations under the Bonds if such failure was caused by force majeure. Force majeure means circumstances whose occurrence could not have been foreseen or prevented (acts of God, military actions, acts of authorized bodies of a prohibitive or restrictive nature, etc.). In the event of force majeure circumstances, the period of fulfillment by the Issuer of its obligations under this Prospectus shall be extended in proportion to the period of time during which such circumstances and their consequences are in effect.

The Issuer's failure to pay or partial payment of coupon and/or the Bonds nominal value pursuant to the procedure and within the time limit stipulated by this prospectus shall not be considered an Event of Default if such failure to pay and/or partial payment resulted from the Issuer received inaccurate or incomplete bank details of the Bondholder that makes it impossible for the Issuer to pay coupon and/or the nominal value, or the failure of the central depository to provide the Issuer with a register of Bondholders within the time limit and pursuant to the procedure established for this purpose.

The procedure and terms of restructuring of obligations shall be negotiated by the Issuer with the Bondholders. The decision to restructure the obligations of the Issuer shall be made by its supreme governing body with the consent of the creditors in accordance with the legislation of the Republic of Kazakhstan, including taking into account the rights granted by the Bond to its holder. The Issuer shall notify the Bondholders of the occurrence of an Event of Default within the time, in the manner set forth in subparagraph 3) of this paragraph.

Within 20 (twenty) calendar days following the date of the first publication of the information message on the occurrence of an Event of Default, the Issuer shall accept written applications from Bondholders or claims on the Bonds to repurchase the Bonds (claims on the Bonds) at a price corresponding to the nominal value of the Bonds, including accrued interest, specifying the number of Bonds declared for repurchase.

The application for the repurchase of Bonds is executed in any form, but such application shall indicate the following information:

- for Bondholder - legal entity: name of the Bondholder; business identification number; number, date of issue and issuing authority of the certificate (statement) of state registration (re-registration); registered and actual office; phones; bank details; number and type of Bonds subject to repurchase;
- for Bondholder - individual: surname, given name and, if any, patronymic of the Bondholder; individual identification number; number, date of issue and issuing authority of the identity document; place of residence; phone; bank details; number and type of Bonds subject to repurchase.



Not later than 30 (thirty) calendar days following the date of the first publication of the information notice on the occurrence of an Event of Default, the Issuer shall convene and hold a general meeting of Bondholders.

The agenda of the general meeting of Bondholders, among other matters, shall include approval of the Issuer's action plan to restore its solvency and (if necessary) a draft of possible amendments to the Bond issue prospectus.

If, as a result of the general meeting of Bondholders, the action plan to restore solvency is not approved and it is decided that the Issuer cannot restore its solvency, and if the Issuer, within the period prescribed by law governing social relations arising from the inability of a debtor to satisfy in full the claims of creditors, has not fulfilled its obligations to pay the principal debt and (or) the coupon interest on the Bonds and repurchase Bonds according to the received written requirements of the Bondholders, further actions of the Issuer and the Bondholders or the rights of claim on the Bonds are regulated by the legislation of the Republic of Kazakhstan in the field of rehabilitation and bankruptcy.

If, based on the results of the general meeting of Bondholders, the action plan to restore solvency is approved, the General Meeting of Participants of the Issuer shall decide on the implementation of this action plan to restore solvency, taking into account the rights granted to the Bondholder by the Bond.

3) the procedure, term and methods for bringing to the attention of bondholders 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

If an Event of Default occurs on the Bonds, the Issuer will use its best efforts to eliminate the causes causing such Event of Default and to secure the rights of the Bondholders.

If an Event of Default occurs, the Issuer, within 3 (three) business days following the day of the corresponding event, shall bring this information to the attention of Bondholders by posting the corresponding information message on the Exchange's official Internet resource ([www.kase.kz](http://www.kase.kz)) in the manner prescribed by its rules, and on the official Internet resource of FSD ([www.dfo.kz](http://www.dfo.kz)) in the manner prescribed by the legislation of the Republic of Kazakhstan. The Issuer's information message shall contain the following information:

- a detailed description of the causes that caused the Event of Default;
- information about the volume of unfulfilled obligations;
- listing possible actions of Bondholders to satisfy their claims, including the procedure and terms for Bondholders to make a claim to the Issuer;
- measures taken or to be taken by the Issuer to eliminate the causes causing the occurrence of an Event of Default;
- date of the general meeting of Bondholders;
- other information at the discretion of the Issuer.

No other legal entity may be instructed to disclose this information.

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 any)





There are no persons bearing joint or subsidiary liability for the Issuer's obligations in the event of failure to fulfill improper fulfillment of the Issuer's obligations under the Bonds.

**21. Forecast of the sources and flows of the issuer's funds necessary for the payment of interest and repayment of the principal debt in the context of each period of payment of interest until the maturity of the bonds**

The forecast of sources and cash flows required for the payment of interest and principal on the Bonds is set forth in Appendix 1 to this Prospectus.

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

Not applicable

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

Not applicable.

**24. Information about the issuer's consultants (if, in accordance with the Law on the Securities Market, an obligation is established to agree 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:**

full name: The Issuer did not engage a financial advisor based on Paragraph 1 of Article 6 of the Exchange Listing Rules approved by resolution of the Board of Directors of the Exchange (minutes of the meeting dated March 10, 2021, No. 14). The Securities Market Law does not establish an obligation for the Issuer to enter into consulting agreement in relation to admission and listing of Bonds in the official list of the Exchange.

short name: Not applicable.

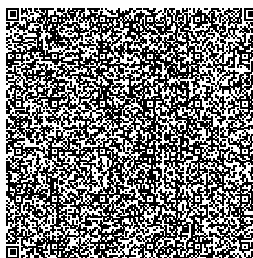
**2) location, contact phone numbers of the person providing consulting services on the issues of inclusion and location of the issuer's securities in the official list of the stock exchange:** location: Not applicable.

contact phone numbers:

**3) the date and number of the issuer's agreement with the person providing consulting services on the issues of listing and listing 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 deciding to purchase the issuer's securities.

**Authorized body**



**КАН ЮРИЙ ВИТАЛЬЕВИЧ**

(name, initials)

Электрондық цифрлық қолтаңба:

Бұл құжат ҚР 2003 жылдың 7 қаңтарындағы "Электронды құжат және электронды сандық қол қою" туралы заңның 7 бабы, 1 тармағына сәйкес қағаз бетіндегі заңмен тең.

Данный документ согласно пункту 1 статьи 7 ЗПК от 7 января 2003 года N370-II "Об электронном документе и

