

## **PRIVATE MEMORANDUM**

The state registration of the issue of non-government bonds by the authorized body shall not mean the provision of any recommendations to investors regarding the purchase of non-government bonds described in the private memorandum, and shall not confirm the accuracy of the information contained in this document.

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

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

Full name

In Kazakh language	"AGRIQA Азия" жауапкершілігі шектеулі серіктестігі
In Russian language	Товарищество с ограниченной ответственностью "AGRIQA Азия"
In English language	«AGRIQA Asia» Limited Liability Partnership

Short name

In Kazakh language	"AGRIQA Азия" ЖШС
In Russian language	ТОО "AGRIQA Азия"
In English language	«AGRIQA Asia» LLP

## 2. Business identification number of the issuer

230840041280

### Information about the issue of bonds:

#### *1) the type of bonds, the number of bonds and the total volume of bonds issued.*

- type of bonds: Unsecured coupon bonds
- number of bonds: 1 200 (one thousand two hundred) units
- total volume of the bonds issued: 1 200 000 (one million two hundred thousand) US Dollar

#### *If the bonds are perpetual(without final maturity), information about this shall be indicated*

the Bonds have fixed maturity date

#### *2) 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 shall be additionally indicated)*

1 000 (one thousand) US Dollar

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

US Dollar

#### *4) the rate of the basic interest on bonds and additional interest if any*

the rate of basic interest on bonds: 8%

additional interest: 0%

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

The Bonds do not bear any additional interest.

#### *In the case of payment of remuneration and nominal value upon redemption of bonds with other property rights, a description of these rights, methods for ensuring their safety, the procedure for*

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Данный документ согласно пункту 1 статьи 7 ЗПК от 7 января 2003 года N370-II "Об электронном документе и электронной цифровой подписи" равнозначен документу на бумажном носителе.

***valuation and persons authorized to evaluate these rights, as well as the procedure for the transfer of these rights, shall be provided.***

An interest and face value will not be paid at redemption of the Bonds with other property rights.

***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***

procedure and conditions for paying interest on bonds: The payment of interest on the bonds will be made twice a year during the entire period of circulation of the bonds from the date of bonds circulation beginning.

The remuneration is paid to the persons who have the right to receive it and registered in the register system of bondholders as of the beginning of the last day of the period for which the remuneration is paid (at the time and location of the central depository maintaining the register system of bondholders) (hereinafter referred to as the "Pricing date").

Accrual of interest on bonds starts from the date of bonds circulation beginning. Interest accrual is made during the whole circulation period of the bonds and ends on the last day of the circulation period of the bonds.

The interest payment is made in US dollars by transferring money to the bank accounts of bondholders within 10 (ten) business days from the date following the Pricing date (at the time and location of the central depository maintaining the register system of bondholders). The register of bondholders is fixed at the beginning of the last day of the corresponding coupon period.

The interest on the payment date is calculated as the product of the face value and semi-annual coupon interest rate (the rate value is calculated to three decimal places with rounding according to the rules of mathematical rounding).

The last interest payment is made simultaneously with principal payment on the bonds.

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

frequency of payment of interest : Semiannual

***6) bond issuance date and maturity period (not applicable for perpetual bonds)***

A date of commencement of circulation of the Bonds is a date of the first trading to place the Bonds held in accordance with the rules of Kazakhstan Stock Exchange JSC.

An announcement of a date of commencement of circulation of the Bonds will be posted on the Internet resource of Kazakhstan Stock Exchange JSC ([www.kase.kz](http://www.kase.kz)) and on the official website of the Depository of Financial Statements – [www.dfo.kz](http://www.dfo.kz).

maturity period

***Years: 3***

***Months: 0***

***Days: 0***

**7) date and method of bond redemption (not applicable for perpetual bonds (without fixed maturity date))**

date of bond redemption

Within 10 (ten) business days following the last day of the Bond circulation period.

method of bond redemption

Bonds shall be redeemed at face value in US dollars within 10 (ten) business days following the last day of the circulation term of the Bonds, the money intended for redemption of the Bonds, including 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 for redemption of the Bonds with the attachment of the list of Bondholders containing information on the amount to be paid to each Bondholder;

Within two business days prior to the day on which the maturity date of the Bonds set forth in these Prospectus expires, or within another term, if another term is set forth by the relevant normative legal act of the authorized body on regulation, control and supervision of the financial market and financial organizations, the Central Securities Depository JSC shall transfer the money received from the Issuer to the bank accounts of the Bondholders.

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

**4. Procedure and terms of early redemption of bonds**

*In the event that the possibility of early redemption of bonds is provided, the cost (procedure for determining the cost), procedure and terms of early redemption of bonds, the period (procedure for determining the period) during which the bonds may be redeemed early by the issuer or statements containing a demand for early redemption of bonds may be submitted by bondholders, the procedure for the issuer to disclose information about the terms and results of the early redemption of bonds, as well as other conditions of early redemption of bonds provided for in the bond issuance decision, depending on whether the early redemption is at the discretion of the issuer or at the request of the bondholders.*

*In the event that the possibility of early redemption of bonds by the issuer is not provided, this circumstance shall be indicated.*

Early redemption of bonds by the issuer is not provided

**5. When issuing bonds by a special purpose financial company for project financing, the following additional provisions are specified:**

*1) Characteristics of monetary claims, conditions, and projected timelines for receipt of funds related to the rights of claims included in the segregated assets.*

*2) Procedure for providing bondholders with information regarding a change in ownership of assets created under the underlying agreement, as well as the procedure for introducing creditor representatives into the governing bodies of the special purpose financial company and defining their authorities.*

*3) List of expenses incurred by the special purpose financial company in relation to servicing the project financing transaction and investment management carried out using the segregated assets.*

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**4) Order and priority of remuneration and redemption of bonds from different issuances within the same bond program (specified in a separate memorandum within the bond program).**

**5) Procedure and priority for satisfying bondholders' claims in the event of the special purpose financial company's bankruptcy.**

Not applicable

**6. When issuing bonds by a special purpose financial company for securitization, the following additional provisions are specified:**

**1) name and location of the originator, custodian bank, investment portfolio manager, special purpose financial company, and the entity responsible for collecting payments on assigned claims.**

**2) object of activity, rights, and obligations of the originator in the securitization transaction.**

**3) characteristics of the claims, conditions, procedure, and timelines for receiving funds related to the rights of claims included in the segregated assets, as well as the procedure for monitoring their execution.**

**4) procedure for investing temporarily available proceeds in the segregated assets.**

**5) criteria for homogeneity of claims.**

**6) order and priority of remuneration and redemption of bonds from different issuances within the same bond program (specified in a separate memorandum within the bond program).**

**7) Procedure and priority for satisfying bondholders' claims in the event of the special purpose financial company's bankruptcy**

Not applicable

**7. Information about the property of the issuer, which shall be full or partial collateral for obligations under the issued bonds**

**1) 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**

0%

**3) procedure of recovering pledge**

The Bonds of this issue are not secured.

**8. Information about the the guarantor indicating its name, location, details of the guarantee agreement, and terms and conditions of the guarantee (if the bonds are secured by a guarantee)**

Not applicable

**9. 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 funds received from the placement of the bonds will be used to pay for Design and Estimate Documentation, within the framework of realization of the projects "Export Agro-Industrial Cluster "Shardara".

In case of occurrence of cases, when changes in planned distribution of money received from the bonds floatation are possible, the Issuer will make corresponding changes and/or additions to the

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Private Memorandum in order, stipulated by the legislation of the Republic of Kazakhstan.

**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 of this issue are not "green", social, sustainable development bonds and bonds related to sustainable development.

**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 of this issue are not "green".

**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 of this issue are not social.

**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 of this issue are not "green", social or sustainable development 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 of this issue are not "green", social or sustainable development bonds.

**measures to be taken by the issuer if the project financed by the money received from the placement of 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 of this issue are not "green", social or sustainable development bonds.

**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 of this issue are not related to sustainability bonds.

**methodology for calculating these indicators**

The bonds of this issue are not related to sustainability bonds.

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

The bonds of this issue are not related to sustainability bonds.

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

The bonds of this issue are not related to sustainability bonds.

***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 of this issue are not investment.

## **10. Bondholder's rights**

***In the case of issuing perpetual bonds (without fixed maturity date), information is provided that holders of non-government perpetual bonds shall not have the right to demand the redemption of bonds, including on grounds provided by Articles 15 and 18-4 of the Law "On Securities Law"***

- 1) the right to receive the nominal value of the bond upon redemption in the manner and within the terms stipulated by the terms and conditions of the Bond issue;
- 2) to receive remuneration in the manner and within the terms stipulated by the terms and conditions of the Bonds issue;
- 3) to freely sell and otherwise dispose of the Bonds;
- 4) the right to satisfy their claims, including to demand redemption of the Bonds, in cases and in the manner prescribed by the legislation of the Republic of Kazakhstan;
- 5) the right to receive information on the Issuer's activities and its financial condition in accordance with the laws of the Republic of Kazakhstan, as well as in the manner prescribed by the internal rules of the Issuer and internal documents of the Kazakhstan Stock Exchange JSC;
- 6) the right to demand redemption of the Bonds in case of occurrence of grounds for redemption of the bonds provided by paragraph 2 of article 15 and subparagraphs 1) and 2) of article 18-4 of the Law of the Republic of Kazakhstan dated July 2, 2003 № 461-II "On Securities Market";
- 7) the right to demand redemption of the Bonds in case of making a decision of Kazakhstan Stock Exchange JSC on delisting of the Bonds in connection with:
  - violation of the deadlines for submission of annual and interim financial statements established by the listing agreement concluded between the Issuer and Kazakhstan Stock Exchange JSC;
  - violation of the deadline for submission of audit reports on the Issuer's annual financial statements, established by the listing agreement concluded between the Issuer and Kazakhstan Stock Exchange JSC, and/or other internal documents of Kazakhstan Stock Exchange JSC.
- 8) the right to demand redemption of the Bonds at par value including accumulated interest by sending a corresponding written request to the Issuer;
- 9) other rights arising from the ownership of the Bonds.

In case of occurrence of events, which are the grounds for redemption of the Bonds by the Issuer, provided by paragraph 2 of Article 15 and subparagraphs 1) and 2) of Article 18-4 of the Law of the Republic of Kazakhstan dated July 2, 2003 No. 461- II "On Securities Market", as well as the grounds specified in subparagraph 7 paragraph 10 of this private memorandum (hereinafter - "Events"), the Issuer shall inform the Bondholders about the fact of their occurrence by means of posting a message on the Internet resource of Kazakhstan Stock Exchange JSC [www.kase.kz](http://www.kase.kz) and on the internet resource of the Depository of Financial Statements [www.dfo.kz](http://www.dfo.kz), within 3 (three) business days from the date of occurrence of the Event, including:

- information on which of the above Events leading to the redemption of the Issuer's Bonds is taking place;
- listing of possible actions of Bondholders to satisfy their claims, including the procedure and terms for requesting the Issuer to redeem the Bonds;
- other information at the Issuer's discretion.

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In case of occurrence of grounds for redemption by the Issuer of the Bonds provided by subparagraphs 1) and 2) of paragraph 2 of Article 18-4 of the Law of the Republic of Kazakhstan dated July 2, 2003 No. 461-II "On Securities Market", the Issuer is obliged to redeem the placed Bonds at the highest of the following prices: (i) the price corresponding to the face value of non-state bonds taking into account the accumulated but unpaid interest; (ii) the market price of non-state bonds determined in accordance with the methodology of evaluation of financial instruments admitted to circulation in the market.

In case of occurrence of grounds for redemption by the Issuer of the Bonds, provided by paragraph 2 of Article 15 of the Law of the Republic of Kazakhstan dated July 2, 2003 No. 461-II "On Securities Market", the Issuer is obliged, upon request of the Bondholders, to redeem the placed Bonds at the price corresponding to the nominal value of the Bonds, taking into account the accumulated interest, except for cases when there is a consent of Bondholders to change the conditions specified in subparagraphs 1), 3) and 4) of the first part of paragraph 2 of Article 15 of the Law of the Republic of Kazakhstan dated July 2, 2003 No. 461-II "On Securities Market".

In case of occurrence of grounds for redemption by the Issuer of the Bonds provided by subparagraph 7 of paragraph 10 of this private memorandum, the Issuer at the request of the Bondholders is obliged to redeem the placed Bonds at the price corresponding to the nominal value of the Bonds, taking into account the accumulated interest.

The Bondholder has the right within 15 (fifteen) business days from the date of the first publication of information on the fact of occurrence of the grounds for redemption of the Bonds provided by this paragraph, to send a written application to the Issuer for redemption of the Bonds owned by him.

Not later than 10 (ten) calendar days from the date of receipt of the first application for redemption of the Bonds, the Sole Participant of the Issuer shall make a decision on redemption of the Bonds.

The decision of the Sole Participant of the Issuer on the redemption of the Bonds will be brought to the attention of the Bondholders within 3 (three) business days from the date of its adoption by publishing information in the mass media defined by the Issuer's Charter, as well as posting information on the official Internet resource of Kazakhstan Stock Exchange JSC [www.kase.kz](http://www.kase.kz), on the official Internet resource of the Depository of Financial Statements [www.dfo.kz](http://www.dfo.kz).

The Issuer shall redeem the Bonds within 30 (thirty) calendar days after publication of the relevant decision of the Issuer's Sole Participant on the terms and procedure for redemption of the Bonds, but within 45 (forty-five) calendar days from the date of receipt of a written application from the Bondholder for redemption of the Bonds.

The redemption of the Bonds is carried out by transferring the amount payable to the current bank accounts of the Bondholders.

The redemption will be made only on the basis of written applications submitted by the Bondholders.

Payment of interest and/or principal will be made in cash. The right of Bondholders to receive other property equivalent or other property rights from the Issuer is not provided for.

In case of occurrence of the grounds for redemption of the Bonds by the Issuer provided by subparagraph 7 of paragraph 10 of this private memorandum the Issuer is obliged to redeem the Bonds at face value taking into account the accumulated interest.

The Sole Participant of the Issuer, within 15 (fifteen) business days after receiving a written request from the Bondholders to redeem the Bonds, shall make a decision on the terms and conditions of redemption of the outstanding Bonds. The Issuer, within 3 (three) working days from the date following the date of the Sole Participant's decision on the terms and conditions of redemption of placed Bonds, informs the Bondholders about such decision by providing written notification to the Bondholders. The Issuer shall redeem the placed Bonds in the order and on the terms determined by the decision of the Sole Participant of the Issuer, but not later than 30 (thirty) calendar days from the date of the relevant decision.



## **11. Measures to be taken by the issuer in the event of default on the bonds, including procedures for protecting the rights of bondholders in case of non-performance or improper performance of obligations regarding bond remuneration payments, including the order and conditions for debt restructuring.**

Default - non-fulfillment of obligations on the Issuer's bonds. Event of default on the Issuer's bonds - partial or complete failure to fulfill the Issuer's obligations to pay the principal and (or) coupon interest on the bonds within the terms of payment of principal and (or) coupon interest stipulated by this private memorandum (hereinafter referred to as the "Event of Default").

Non-payment or incomplete payment of interest and/or nominal value of the bonds by the Issuer in the order and within the terms, payment resulted from the receipt by the Issuer of unreliable or incomplete details of the bank account of the Bondholder, making it impossible for the Issuer to make payment of interest and/or nominal value, or failure of Central Securities Depository JSC to provide the Issuer with the register of Bondholders in the order and within the terms established by the legislation and the agreement concluded with the Issuer.

The Issuer shall be released from liability for partial or full non-fulfillment of its obligations under the Bonds if such non-fulfillment was caused by force majeure circumstances. Force majeure circumstances shall mean circumstances the occurrence of which could not be foreseen or prevented (natural phenomena, military actions, acts of authorized bodies of prohibitive or restrictive nature, etc.). In the event of Force Majeure Events, the time limit for the Issuer to fulfill its obligations under this Private Memorandum shall be postponed commensurate with the period of time during which such circumstances and their consequences are in effect.

In the event of an Event of Default, the Issuer shall pay to the holders of the Notes a penalty for each day of delay calculated on the basis of the prime rate of the National Bank of the Republic of Kazakhstan on the date of fulfillment of the monetary obligation. Payment of the penalty will be made in local currency.

The Issuer will initiate a general meeting of the Bondholders to determine an acceptable way out of the default, as well as develop a plan of measures to fulfill its obligations to the Bondholders with indication of appropriate amounts and terms of fulfillment, in accordance with the laws of the Republic of Kazakhstan.

Measures to be taken by the Issuer in case of default on the Bonds will be aimed at restoring the Issuer's solvency and repayment of debt on the Bonds, including any reorganization, organizational and economic, management investment, technical, financial and economic, legal and other measures not contrary to the laws of the Republic of Kazakhstan. The procedure and terms of restructuring of liabilities shall be negotiated between the Issuer and the Bondholders. The decision on restructuring of the Issuer's liabilities is made by the Sole Participant with the consent of creditors in accordance with the legislation of the Republic of Kazakhstan, including taking into account the rights provided by the bond to its holder.

Upon occurrence of an Event of Default on the Bonds, the Issuer undertakes to use its best efforts to eliminate the reasons that caused the Event of Default and to ensure the rights of the Bondholders.

In case of occurrence of an Event of Default, the Issuer shall, within 3 (three) business days following the day of occurrence of the relevant event, bring this information to the attention of the Bondholders by posting the relevant information message on the official Internet resource of Kazakhstan Stock Exchange JSC [www.kase.kz](http://www.kase.kz) and on the official Internet resource of the Depository of Financial Statements [www.dfo.kz](http://www.dfo.kz) in accordance with the procedure established by the legislation of the Republic of Kazakhstan.

The Issuer's information message shall contain the following information:

- a detailed description of the reasons that caused the Event of Default to occur;
- information on the volume of defaulted obligations;
- a list of possible actions of the 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 that caused the occurrence of the Event of Default;

-the date of the general meeting of Bondholders;

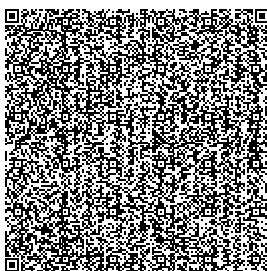
-other information as decided by the Issuer.

Bondholders within 20 (twenty) calendar days following the date of the first publication of the information message on the occurrence of the Event of Default have the right to demand redemption of the Bonds owned by them, taking into account the accumulated coupon interest, by submitting a corresponding written request for redemption of the Bonds. The sole participant of the Issuer, within 40 (forty) calendar days after the expiration of the term for submission of the written request by the Bondholders, established by this paragraph of the private memorandum, if the Issuer receives within the established term written applications of the Bondholders for redemption of the Bonds, shall make a decision on redemption of the placed Bonds.

The Issuer, within 3 (three) working days from the date following the date of the Sole Participant's decision on redemption of the placed Bonds, informs the Bondholders about such decision by placing the relevant information message on the official Internet resource of Kazakhstan Stock Exchange JSC [www.kase.kz](http://www.kase.kz) and on the official Internet resource of the Depository of Financial Statements [www.dfo.kz](http://www.dfo.kz) in accordance with the procedure established by the legislation of the Republic of Kazakhstan.

The Issuer redeems the placed Bonds by transferring money to the bank account of the Bond holder within 15 (fifteen) calendar days from the date following the date of publication on the official Internet resource of Kazakhstan Stock Exchange JSC ([www.kase.kz](http://www.kase.kz)) and the Depository of Financial Statements ([www.dfo.kz](http://www.dfo.kz)) of information on the decision of the Sole Participant to redeem the placed Bonds.

**Signer:**



Electronic digital signature:

**СТЫБАЕВ СЕРЖАН  
СЕЙДЫЛОВИЧ**

(name, initials)

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