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The Issuer of this Prospectus is a REM Company that is eligible to rely on concessions granted to REM Companies as set out in the AIX Regional Equity Market Rules and the AIFC Markets Rules which exclude REM Companies from being required to prepare a Prospectus Summary and disclose certain other information in their Registration Documents and Securities Notes. Please refer to the AIX Regional Equity Market Rules and the AIFC Markets Rules for further information on the concessions that apply to REM Companies.

"Bank CenterCredit" Joint-stock company

PROSPECTUS

relating to listing of ordinary shares

This document is a Prospectus ("**Prospectus**") that has been prepared in connection with the listing by the "**Bank CenterCredit**" **Joint-stock company** ("**Issuer**" or "**Bank**") of common shares (ISIN KZ0007786572) ("**Securities**") by way of admission of the Securities to the Official List of AIX and to trading on AIX (together, "**Admission**").

Warnings:

1. Any decision to invest in the Securities should be based on a consideration of the Prospectus by the investor ("**you**" or "**your**").
2. You could lose all or part of the amount invested.

Responsibility Statement:

The Bank and each of the directors of the Bank are responsible for this Prospectus.

Each such person confirms (having taken all reasonable care to ensure that such is the case) that the information contained in the Prospectus is, to the best of their knowledge, in accordance with the facts, and the Prospectus omits no information likely to affect its import.

SECTION 1. INTRODUCTION	
Issuer	“Bank CenterCredit” Joint-stock company (“Bank CenterCredit” JSC)
Contact details of the Issuer	38 Al-Farabi av., Almaty, A25D5G0, Republic of Kazakhstan, tel:+7 (727) 2 44 30 30, Call Center 8 800 080 00 88 or 505, LEI 253400SLU3Z4KE4LLA03
Domicile, legal form, country and date of incorporation	Issuer is incorporated in the Republic of Kazakhstan under the Law of the Republic of Kazakhstan “On Joint Stock Companies” dated 13 May 2003 (as amended) with business identification number 980640000093, date of incorporation: 30.06.1998, date of re-incorporation: 25.05.2004
Advisors to the Issuer	Financial consultant: BCC Invest JSC (98 Panfilov st., Almaty, 050000, Republic of Kazakhstan, tel: +7 (727) 2 44 32 32).
SECTION 2. INFORMATION ABOUT THE ISSUER	
Principal activities and business (MAR, Schedule I, clause 1.1)	<p>Bank CenterCredit is a Joint Stock Company which has been incorporated and carrying out its operations in the Republic of Kazakhstan since 1988. The Bank is regulated by the legislation of the Republic of Kazakhstan. The Bank conducts its business under the license #1.2.25/195/34 issued by the National Bank of the Republic of Kazakhstan (“NBK”) and renewed on January 28, 2015. The Bank is a member of Kazakhstan Deposit Guarantee Fund.</p> <p>The Bank’s principal activity is commercial banking which includes loan origination both to retail and corporate clients, documentary business, issuing banking cards, trading in securities, including FX and derivatives.</p> <p>Nowadays the Bank is one of the top commercial banks in Kazakhstan in terms of assets and total deposits.</p> <p>In lending to corporate clients, the Bank renders the broad wholesale banking products to a diversified group of domestic customers, primarily small and medium sized companies. The Bank’s retail banking activities and products include retail lending and deposit taking and credit and debit cards, payroll accounts. The Bank is also an active participant in the fixed income securities market and FX markets in Kazakhstan.</p> <p>Addressing the needs of customers and the exponential development of technologies, the Bank succeeded in improving its banking products offering them through the remote channels: such as the Internet Banking System (“IBS”), the “StarBusiness” mobile application (introduced in February 2019), which contributed to a significant growth in the client base, particularly in SMEs.</p> <p>In 2019, the growth of active customers in IBS and StarBusiness amounted to 15%. The growth in the number of transactions in Internet banking per month increased by 45%, which contributed to an increase in the share of transactions by 10% and amounted to 96%.</p> <p>Customer focus, transparency, analysis and evaluation of the effectiveness of business processes, as well as economic efficiency are the key guidelines in the Bank activities of 2019. Customers note positive changes in the reliability and quality of processes, the speed of operations, the quality of remote support for payments and technical support for Internet banking.</p> <p>In November 2019 the Bank implemented and launched in pilot mode the issuance of a new product “Credit Card # CardCard”. This product is a universal card - clients can use both personal and credit funds, interest-free instalments and a variety of cash backs. For holders of a Card # CardCard, it is possible to independently manage the instalment plan in the “StarBanking” application and choose favourite categories with increased cash back. In the future, with the active use of such cards by customers at the expense of personal funds and changing the solvency of customers, the Bank will review and set/increase limits already remotely, without visiting the Bank. This mechanics will allow the Bank to increase its customer base - individuals, as well as a loan portfolio without special operating costs.</p> <p>In December 2019, the Bank launched its new product on the market - contactless metal cards for VIP customers - #IronCards. The card emphasizes the status and prestige of the owner. Excellent metal quality, which includes not only style, but also the level of care, security and privacy.</p> <p>According to the results of 2019, the lending activities of Bank CenterCredit strengthened the bank’s market position in terms of the loan portfolio, which grew by 2.7% to KZT 1,053.1 bln,</p>

	<p>uplifting the Bank from 5th to 4th place in the banking sector. The Bank reduced the share of non-performing loans (NPL) from 6.4% to 6.2% (according to the methodology of the NBK).</p> <p>In the reporting year, the Bank focused on the development of retail lending, expanded the existing product line with new offers.</p> <p>Strengthening its position in lending to the population, the Bank emphasized the implementation of state mortgage programs: 7-20-25 and Baspana Hit. Moreover, social responsibility is a very important aspect for the Bank in the implementation of these projects. In this connection, especially for military personnel, the Bank launched a unique program that allows taking into account additional payments received by the military, which certainly increased the percentage of approval for mortgage loans</p>
<p>Description of the principal markets in which the Issuer operates</p>	<p>The major market where the Bank operates is Kazakhstan.</p> <p>According the information from National Bank of the Republic of Kazakhstan (as of 1 January 2020) the banking sector is represented by 27 banks, of which 14 banks with foreign participation, including 12 subsidiary banks.</p> <p>Assets and the loan portfolio: as of 01 January 2020, assets of Kazakhstani banks amounted to KZT26,800.9 bln. (at the beginning of 2019 – KZT25,244.0 bln.) and increased for 2019 by 6.2%. The major asset category in the total banking assets is loan portfolio (50.9% of total assets) amounted to KZT14,743.0 bln. (at the beginning of 2019 – KZT 13,762.7 bln.). During the period from the beginning of 2019 loan portfolio increased by 7.1%.</p> <p>Liabilities of Kazakhstan banks comprised to KZT23,161.5 bln. (at the beginning of 2019 – KZT22,222.3 bln.) and increased for 2019 by 4.2%. The largest share in total liabilities of banks relates to customer deposits – 77.6%. Liabilities to non-residents of Kazakhstan amounted to KZT1,146.4 bln. or 4.9% to total liabilities.</p> <p>Profitability of the banking sector: Income of the banking sector amounted to KZT802.9 bln.; Return on Assets (ROA) is – 3.19% (2.61% at the same date last year); Return on equity (ROE) is – 25.09% (21.24% at the same date last year).</p> <p>In current situation Oil price and the COVID-19 pandemic had a negative impact on the country's economy and directly on the financial market of Kazakhstan. Nevertheless, the banking sector has all the possible consequences caused by the crisis: most of the banks have a significant reserve of equity. In general, the banking sector has a significant margin of safety in the form of equity in excess of the minimum standard. In connection with the current situation, international rating agencies note an increase in risks and additional difficulties in servicing debt by borrowers, which has a negative impact on the profitability of Kazakhstani banks, while, in their opinion, banks will maintain a stable level of capital adequacy and liquidity in the medium term.</p> <p>In March 2020, the International rating agency Standard & Poor's affirmed the ratings of Bank CenterCredit JSC at “B/B” (“stable”). The agency believes that the funding and liquidity indicators of the Bank correspond to the average indicators for the banking system. It is also expected that the Bank will maintain a stable base of deposits and sufficient volumes of liquid assets.</p> <p>In general, one of the reasons for confirming the rating of the Bank with a “stable” outlook can be considered an improvement in key financial indicators of the financial institution and decrease in the level of NPL. Therefore, the delay of more than 90 days of Bank CenterCredit at the end of February 2020 amounted to 6.57%, which is one of the best values among the TOP-10 of banks in Kazakhstan. Coverage of NPL90+ provisions reaches 161.3%, which is more than the value for the banking sector as a whole.</p>
<p>Significant factors affecting income/operations (MAR, Schedule I, Clause 2.2.)</p>	<p>There are several factors which affect the overall business as well as income generation of the Bank:</p> <p>Participation in the governmental programs/ cooperation with development institutions: The Bank actively participates in various initiatives of the Government of Kazakhstan and development institutions. The state programs launched by Damu Fund, Development Bank of Kazakhstan, the Ministry of Agriculture, as well as joint entrepreneurship support programs with Asian Development Bank and European Bank for Reconstruction and Development helped the Bank to increase its Small and Mid-size Business portfolio by 8.1% and resulted into the income growth from lending.</p>

	<p>Regional penetration. In 2019 the Bank expanded its presence in the regions of the country by opening one full branch and a number of settlement outlets in the major cities of the country, and a new premium area, BCC Elite, was developed.</p> <p>The active development of customer service, together with the expansion in lending, led to an increase in the Bank's operating income in 2019 by KZT9.0 bln. or 12% compared to 2018. Including due to changes in the structure of the loan portfolio and effective management of liabilities, an increase in net interest income of 29% to KZT 59 billion was achieved.</p> <p>Adhering to its strategic priorities, the Bank during the year 2019 focused on the development of the retail segment, as well as small and medium-sized businesses. By the end of the year, the portfolio of loans provided to customers of the Bank grew by 2.7% to KZT1,053.1 bln. At the same time, the growth in retail loans, taking into account loans under the Baspana Mortgage Organization programs, amounted to 7.8%, loans to small and medium-sized legal entities increased by 8.1%.</p> <p>By the end of the year 2019, the share of loans issued under the “7-20-25” and “Baspana Hit” programs amounted to 27.9% of the total retail portfolio and 9.8% of loans provided to Bank customers. The Bank was awarded the “Baspana - Leader 2019” award with a 41% share of the total portfolio of Baspana Mortgage Organization JSC as of November 2019.</p> <p>Asset Quality. The Bank continued to actively work to further improve the quality of assets. In 2019, the Bank became a member of the Asset Quality Review (AQR), an unprecedented in its scope verification of the Regulator, covering 14 domestic banks, which account for 87% of the total assets.</p> <p>The shortage in credit loss allowances based on AQR methodology vs the Bank’s approach as at 01.01.2020 amounted to KZT26.4 bn. As a result and following the AQR completion the Bank entered into the Agreement (with 5-year term) with the NBK and the Government of the Republic of Kazakhstan (further the “Agreement”) on participation in the Program on stability of the banking sector of Kazakhstan (further the “Program”). According to the terms and conditions of the Agreement which the Distressed asset Fund of the Republic of Kazakhstan issued a 5-year guarantee in favor of the Bank to cover potential losses for up to the amount corresponding to minimum prudential requirements with regards to capital adequacy ratios but not exceeding KZT20 bn in case of the failure by the Bank to meet the obligations under the agreed action plan. The guarantee in turn is considered as an evidence of the Bank being a going concern at least for the period of the Program. Furthermore, the shareholders of the Bank committed to make further injections into the capital for the amount of KZT4.3 bn.</p> <p>As at 25/05/2020 the shareholders of the Bank have contributed into the Bank’s capital in the above-mentioned amount having performed the given commitment in full and ahead of the schedule.</p> <p>Besides that, as a result of the measures undertaken by the Bank during the course of the first six months of 2020 there gap in credit loss allowances was reduced from KZT26.4 bn to KZT16.3 bn thus making the Bank to meet the obligations under the Program ahead of the schedule.</p>
<p>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom</p>	<p>As of 01 June 2020, the Bank’s Major shareholders are:</p> <p>Mr. Bakhytbek Baisseitov - holds 50.63% of placed ordinary shares</p> <p>Mr. Vladislav Lee holds 11.01% of placed ordinary shares.</p> <p>The rest of the shareholders hold less than 5% each.</p>

Current directors and senior managers of the Issuer
(MAR, Schedule I, Clause 6.)

The Board of Directors. The Board of Directors determines the priority areas of the Bank's activities and adopts the Bank's annual budget, approves the Bank's strategy, including the Bank's acceptable risk level, the Bank's internal policies, as provided for by regulatory legal acts of the Republic of Kazakhstan. The Board of Directors monitors and controls the issues of risk management, audit, compliance with the requirements of the legislation of the Republic of Kazakhstan and internal documents of the Bank by creating and determining authorized collegial bodies of the Bank.

The Board of Directors provides:

- effective control over the Bank's annual budget implementation;
- shareholders' rights implementation and protection;
- help in corporate conflicts' resolving;
- the efficient operation of the Management Board of the Bank (by monitoring their activities)

To the best knowledge and belief of the Issuer none of the Directors had any convictions relating to fraud, wrongful trading, defaults, antitrust violations, or and any other financial crimes for at least the previous five years.

There are no details of any bankruptcies, receiverships or liquidations of another entity with which Directors were associated with for at least the previous five years when acting in a similar capacity.

There are no official public incrimination and/or sanctions of Directors by statutory or regulatory authorities (including designated professional bodies) and whether Directors have ever been disqualified by a court from acting as Directors or from acting in the senior management of, or conduct the affairs of, any Issuer for at least the previous five years.

Composition of the Board of Directors:

1. **Bakhytbek Baisseitov** (Chairman of the Board of Directors). Mr. Baisseitov started his career in 1979 as an economist of Almaty regional branch of the USSR State Bank. In 1981 he joined Kazakhstan Republican Bureau of the USSR State Bank and successively held positions of senior economist, head of unit, division deputy director. In 1988 Mr. Baisseitov established Almaty central cooperative bank Centrebank (renamed Bank CenterCredit in 1997) and took the position of its management board chairman. Thereafter he acted as the Chairman of the Board of Directors of BCC since 1993. Mr. Baisseitov is a reputable Kazakhstani entrepreneur, financier and banker. Earlier also served as president of Kazakhstan Congress of Entrepreneurs and president of Association of Kazakhstani Banks.
2. **Vladislav Lee** (member of the Board of Directors). He commenced his career in 1982 as a chief economist of Economic Planning Division of the Kazakhstan State Bank of the former USSR. In 1988, Mr. Lee joined KazZhilSotsBank as Head of the Credit and Finance Division. In 1997 he moved to CJSC Zhilstroibank and took a position of the first deputy chairman of the Management Board. Since June 1998 Mr. Lee has been working as BCC chairman of the Management Board. On 22 September 2017 Mr. Lee quit position of BCC's CEO and retained his functions as the member of the Board of Directors.
3. **Galim Khussainov** (member of the Board of Directors). Mr. Khussainov holds a degree in Tax and Taxation from Dostoyevsky Omsk State University (2005). Started his career in 2004 as a consultant of Management Reporting in Budgeting and Analysis Unit at IPK Energofinance LLC. In 2005 joined Omsk-Polymer LLC and worked as budget controller, chief economist in charge of budgeting, deputy head of Planning and Economic Unit, deputy head of Finance and Economics Department. In 2007 he moved to PROFIT Company LLP to head Budgeting and Investment Planning Unit. He was appointed deputy general director for Economics and Finance in 2009 at JSC JV Zarechnoe. In 2011 he was promoted to a position of general director at BRB INVEST LLP. Thereafter for two years (2015-2017) he was acting as president of JSIFVI 'GREEN INVEST JSC. In 2017 joined BCC as adviser to chairman of the Board of Directors. On 02 May 2017 appointed BCC Managing Director, Member of the Management Board. In September 2017 elected BCC Chairman of the Management Board.
4. **Jumageldy Amankulov** (member of the Board of Directors). Graduated from Almaty Institute of National Economy in 1982 with a degree in Finance and Economy. In 2007 he also obtained an MBA degree from International Business Academy (Almaty).

During 1990-91 he managed operations of BCC Aktau branch. In 1991 he was elected deputy chairman of Bank's management board and later served as its chairman for three consecutive years (1994-1997). In 2002 he became the Advisor of the Chairman of the Board of Directors and in 2004 - the member of the board of directors. In 2010 Mr. Amankulov was Bank's advisor and from 2011 till nowadays he is the member of the Board of Directors.

5. **Werner Frans Jozef Claes** (Non-executive Director and member of the Board of Directors). Elected 22 April 2011. Mr. Claes holds master's degrees in Interpreting Dutch-French-Russian (1988), Business Management (1990), Financial Management (1992) and Accountancy (1994) from Ivorto, Vlekho, Ehsal Universities, Brussels, Belgium. He started a banking career in Kredietbank, Brussels in 1988 as a credit analyst. In 1995 he joined Fortis Bank, Brussels. His most important banking mandates with Fortis Bank were as follows: Vice-President, Board of Directors, member, Audit Committee, Fortis Bank Polska, President, Credit Committee and ALCO, First Ukrainian International Bank, President, Board of Directors (several investees), Fortis Private Equity, Member, Investment Committee, Gimv Czech Venture.
6. **Anvar Saidenov** (Non-executive Director and member of the Board of Directors). Holds a degree with honours in Economics (1982), a PhD degree (Economic sciences) (1994) from Lomonosov Moscow State University and a UK Master of Science degree (Economics of Finance) from School of Oriental and African Studies (SOAS), University of London, London (1994). Mr. Saidenov started his career in 1993 as a Consultant and then a Junior Banker of European Bank for Reconstruction and Development. Afterwards during 1996-1998 he served as Deputy Chairman of the National Bank of Kazakhstan. In 1998 was appointed Executive Director of State Committee on Investments in Almaty and Astana. In 1999 became the Chairman of the National Investment Agency, Astana. Same year he took a Vice-Minister post in Kazakhstan Ministry of Finance in Astana. In 2000 he was elected as CEO and in 2002 as Chairman of the Board of Directors of Kazakhstan Halyk Bank. In 2002 he was back to NBK as a Deputy Chairman and then as a Chairman in 2004. In 2009 he became CEO and then a Chairman of the Board of Directors of BTA Bank JSC. Thereafter Mr. Saidenov was serving as Chairman of the Supervisory Board in SB Capital Capital LLP, Almaty (2013 – 2016); Chairman of the Board of Directors, Sky Bridge Invest JSC, Almaty (2013 – 2016); Chairman of the Board of Directors, Independent Director, Almaty International Airport JSC (2014 – 2016); Member of the Board of Directors, Independent Director, JSC Bank RBK, Almaty (2012 – 2018); Member of the Board of Directors, Independent Director of Halyk Bank of Kazakhstan, Almaty (2016 – 2019), Member of the Board of Directors, Independent Director, SB JSC Bank Home Credit (2019 – till now); Member of the Board of Directors, Independent Director, Development Bank of Kazakhstan, Astana (2019 – till now). In April 2018 he was elected Member of the Board of Directors, Independent Director of Bank CenterCredit JSC, Almaty.

Any enquiries to the Bank's Directors in their roles as members of the Board of Directors or members of the committees at the Board of Directors in relation to the business and performance of the Bank and any other enquiries to 38, Al-Farabi av., Almaty, A25D5G0, Republic of Kazakhstan.

Corporate Governance Code (further the "CGC"):

- is aimed at protecting interests of all Bank shareholders, irrespective of the size of holding;
- is a set of rules the Bank should comply with in the normal course of its activities to ensure high level of business ethics in relations both within the Bank and with other market participants;
- is a fundamental document defining the basic principles and standards applicable in the process of governance of the Bank, including relations between the Board of Directors and the Management Board, shareholders and officials of the Bank, order of functioning and decision-making of the Bank's bodies;
- is based on respecting the rights and legitimate interests of the Bank shareholders and employees, and contributes to effective operation of the Bank, including increase of the asset value, maintenance of financial stability and profitability, job creation.

The Bank voluntarily adopted and follows the provisions of this CGC in an effort to improve the Bank's attractiveness for existing and potential investors.

The basis for effective operation and investment attractiveness of the Bank is transparent implementation of activities by all corporate governance participants. Corporate governance principles as set out in this chapter are aimed at building confidence in relations arising in connection with the governance of the Bank.

Shareholders are entitled to participate in the governance of the Bank by making decisions on the most important operation-related issues at the General Shareholders' Meeting.

The procedure for notification of holding the General Shareholders' Meeting gives the shareholders an opportunity to duly prepare for participation therein.

Shareholders are provided with an opportunity to participate in distribution of the Bank profits.

To exercise this right, the Bank:

- has established a mechanism for determining the amount of dividends and payment thereof;
- furnishes sufficient information to form a clear understanding of the conditions for dividends payout and the procedure for their payment;
- ensures a simple dividend payout procedure, which is not associated with any undue difficulties when receiving dividends;
- applies measures in respect of the executive bodies in case of incomplete or delayed payment of declared dividends.

Corporate governance practices in the Bank ensure equal treatment of shareholders holding shares of one type. All shareholders have an opportunity to receive an effective protection if their rights are violated.

The corporate governance practice ensures that the Board of Directors exercises strategic management of the Bank and an effective supervision over the Management Board's performance and accountability of members of the Board of Directors to its shareholders.

The composition of the Bank's Board of Directors ensures the most effective fulfilment of functions conferred to the Board of Directors. For this purpose:

- members of the Board of Directors are elected through a transparent procedure which takes into account various points of view of shareholders, ensures that composition of the Board of Directors is in compliance with legal requirements, and allows to elect independent members of the Board of Directors (hereinafter an 'Independent Director');
- an adequate number of Independent Directors is included in the composition of the Board of Directors;
- Independent Directors participate in the procedure for determination of a quorum of the Board of Directors meetings.

Meetings of the Board of Directors are held on a regular basis and, if necessary, in absentia, depending on the importance of issues to be considered.

The corporate governance practice provides the Bank's executive bodies (the Management Board) with an opportunity to carry out effective management of the Bank's ongoing activities reasonably, in good faith, and solely in the interests of the Bank, and ensure accountability of executive bodies (the Management Board) to the Bank's Board of Directors and its shareholders.

The corporate governance practice ensures timely disclosure of full and accurate information about the Bank, including its financial position, economic indicators, ownership and management structure to enable the Bank shareholders and investors to take informed decisions.

Shareholders have equal opportunities to access the same information.

The corporate governance practice ensures effective control over financial and economic activities of the Bank to protect rights and legitimate interests of shareholders.

Competences of the Board of Directors:

- determine the priority directions of the Bank's activity;
- adopt the annual budget of the Bank;
- approve the Bank's strategy, including risk-appetite of the Bank, the Bank's internal policies as stipulated by regulatory acts;
- monitoring and control over the issues related to risk management, audit, compliance with legal requirements and internal documents of the Bank through establishment and determination of authorized collegial bodies of the Bank.

The Board of Directors monitors, controls and assesses performance of the Management Board, including by approving management information of the Bank subdivisions.

The Board of Directors shall set qualification requirements and amount of remuneration for the Chairperson of the Management Board, members of the Management Board, Corporate Secretary, and Internal Audit Service as prescribed by the Bank's Articles of Association.

To avoid any conflicts of interest, the Chairperson of the Management Board, as an elected member of the Board of Directors shall abstain from voting when approving the terms and conditions of contracts to be concluded with the Chairperson of the Management Board. Vote of

the Chairperson of the Management Board, who is a member of the Board of Directors, shall be counted when determining the quorum. However, his/her vote shall not be counted when approving the terms and conditions of contracts to be concluded with the Chairperson of the Management Board.

Additional issues, other than prescribed by the laws, may be referred to the competence of the Board of Directors. These issues must be defined by internal documents of the Bank in order to avoid ambiguity in distinguishing competences of the Board of Directors, Management Board and the General Meeting of Shareholders.

Members of the Board of Directors shall perform their duties in good faith and reasonably in the best interests of the Bank.

Members of the Board of Directors may request additional information when such information is required for making a carefully weighted decision.

Members of the Board of Directors shall refrain from taking any actions resulting in or that would potentially result in a conflict between their interests and interests of the Bank, and in case of a such conflict, shall inform the Board of Directors thereon and take measures to comply with the procedure for making actions or concluding transactions the member of the Board of Directors is interested in.

Moreover, a member of the Board of Directors shall abstain from voting on matters he/she is personally interested in. A member of the Board of Directors shall immediately disclose to the Board of Directors via the Corporate Secretary the fact of such interest and the grounds for its occurrence.

Members of the Board of Directors shall treat all shareholders fairly and make objective independent judgments on corporate issues.

A member of the Board of Directors must not disclose and use confidential information about the Bank and insider information in his/her personal interests or interests of third parties.

Members of the Board of Directors must notify the Board of Directors of making a transaction in securities of the Bank or its subsidiaries (affiliates) and disclose information on transactions in such securities in accordance with the procedure established for disclosure of material facts.

The Audit Committee

The Audit Committee (Committee) is created for in-depth study of issues falling within the competence of the Board of Directors in order to monitor the Bank's financial and business operations and compliance with the legislation of the Republic of Kazakhstan and internal regulations of the Bank.

The major purpose of the Committee's activities is to ensure control over the financial and economic activities of the Bank by conducting an independent, objective and impartial audit and assessment of the financial, operational and other systems of the Bank, as well as to assist in the performance of duties by the Board of Directors of the Bank, improve the organization, increase the efficiency of the internal control system and internal audit in the Bank, other goals stipulated by the Charter of the Bank and the legislation of the Republic of Kazakhstan.

The Committee holds regular meetings at least once a quarter and extraordinary meetings as required and invites to its meetings, as necessary, representatives of the members of the Management Board, divisions and subsidiaries of the Bank, internal and external auditors, independent consultants (experts) in order to receive information on the agenda items.

The Chairman of the Audit committee is Werner Frans Jozef Claes.

Vladislav Lee and Anvar Saidenov are the members of Audit committee.

The Management Board. In accordance with the legislation, the Management Board is entrusted with the current management of the Bank's activities, which implies its responsibility for the implementation of the Bank's goals, strategies and policies.

The Management Board is obliged to serve the interests of the Bank - to carry out management Bank activities to protect the interests of shareholders and the possibility of developing the Bank itself.

To achieve these goals, the Board primarily solves the following tasks:

- it is responsible for the Bank daily work and its compliance with the budget of the Bank;
- be scrupulous about the timely and efficiently implementation of the General meetings of shareholders and the Board of Directors decisions;

The major competences of the Management Board of the Bank include:

- control over the solution related to loans, settlements, operations with cash, responsible custody of money and valuables, accounting books and accounting documents, disposal of securities, protection of interests of customers and all other issues related to banking;
- approval of transactions submitted for approval by the Board of Directors of the Bank;
- preparation of annual reports, as well as balance sheets of the Bank.

1. **Galim Khussainov** (Chairman of the Management Board).
2. **Ruslan Vladimirov** (Deputy Chairman of the Management Board, member of the Management Board). Holds a degree in International Economy from Almaty State University (2001) and an MBA degree from International Business Academy (2010). Mr. Vladimirov joined Bank CenterCredit in 2002 as a credit officer of BCC Almaty Branch and thereafter successively held different positions in SME lending units of BCC Almaty Branch. In 2011 he was appointed the head of Credit Analyses Centre of BCC Almaty Regional Centre. In 2014 he was promoted to position of BCC Almaty Branch Director and in 2016 took a position of Credit Risk Department Director. On 01 May 2018 was elected Member and Deputy Chairman of BCC Management Board and supervises Activity Support Group of the Bank.
3. **Timur Ishmuratov** (Deputy Chairman of the Management Board, member of the Management Board). Graduated from Warsaw University with master's degree in international Relations. Started banking career in 2000 as a specialist of FI division of Bank TuranAlem. He joined Bank CenterCredit in 2002 as the head of International Relations unit. Since March 2005 Mr. Ishmuratov has been managing International Relations Department. In 2010 was appointed director of Treasury Department. In 2013 he was promoted to a CEO position of Bank BCC-Moscow, the Russian subsidiary of BCC. In July 2017 acquired current position of BCC Managing Director and supervises Business group of the Bank.
4. **Yerzhan Assylbek** (Deputy Chairman of the Management Board, member of the Management Board). Holds a degree in Finance & Credit from Kazakh State Academy of Management (1999) and DBA degree from SBS – Swiss Business School, Zurich (Sep 2018). Having joined BCC in 2000 as a specialist of Credit Department, he consequently occupied various positions, including head of division and department deputy director. In 2009 he took a position of Credit Risk Department director and in July 2016 was appointed as Director of Planning and Finance Department. In October 2017 he was promoted to position of Managing Director and was elected Member of BCC Management Board and supervises the Bank's finance group.
5. **Marat Kenzhekhanov** (Deputy Chairman of the Management Board, member of the Management Board). Has a degree in Finance and Credit from the Kazakh State Academy of Management (1994) and a degree in Management from International Academy of Business (2008). Mr. Kenzhekhanov joined BCC in 1998 as a credit officer of Almaty city branch and thereafter held different positions thereof. In 2005 Mr. Kenzhekhanov left BCC to join Eurasian Bank as an acting deputy chairman and then a deputy chairman of the management board thereof. In 2006 he was back to become BCC director of Business Development Department. In 2010 he was appointed director of IT Department. In 2012-2013 served as Chief Compliance Officer. In 2013-2014 he worked as director of BCC Almaty city branch. In January 2015 he accepted position of HR Department Director. In 2019 he took a position of an adviser to the Chairman of the Management Board and on 3 March 2020 was elected BCC Deputy Chairman, Member of the Management Board and currently supervises the Bank's development group.
6. **Rustam Tenizov** (Deputy Chairman of the Management Board, member of the Management Board). Holds a degree in Oriental Studies from Al Farabi Kazakh State University (2005) and a degree in Accounting and Audit from Auezov Semipalatinsk State University (2008). Mr. Tenizov joined BCC in 2005 as a credit officer of Almaty city branch and thereafter held different positions thereof. In 2016 Mr. Tenizov was promoted to position of BCC Risk Department Director and in 2017 appointed Planning and Finance Department Director. In August 2019 he accepted position of Managing Director, Lending and Risk Management Group. On 31 March 2020 he was elected BCC Deputy Chairman, Member of the Management Board to supervise Risk management group of the Bank

To the best of the Issuer's knowledge there are no family or business relationship between any of the Key Persons listed above.

	There are no specific arrangements with major shareholders, customers, suppliers or others, pursuant to which any Key Person was selected as a Director or senior manager of the Issuer. There is an insiders' list and policy according to requirements of Kazakh Law under which the members of the Board of Directors and the Management are restricted to enter into transaction with Securities for certain limited period of the time since the release of financial reports.																																																				
Auditors	The external independent auditor of the Bank is KPMG LLP, 180 Dostyk av., Almaty, 050051, Republic of Kazakhstan (audit license #0000021 dated 06.12.2006 issued by the Ministry of Finance of the Republic of Kazakhstan).																																																				
Historical financial information about the Issuer (MAR, Schedule I, Clause 7.1.)	<p>Financial statements of the Bank as at 31 December 2019 are prepared in accordance with the International Financial Reporting Standards (IFRS) and audited in accordance with the International Standards on Auditing (ISAs).</p> <p>Financial reports of the Bank (as at 31 December 2019) have been independently audited, among other things, give a true and fair in all material aspects view, in accordance with the applicable auditing standards.</p> <p>Financial reports of the Bank (for 1Q2020) were not prepared/reviewed by auditors.</p> <p>Bank prepares both own and consolidated with its subsidiaries' annual financial statements on a going concern basis.</p> <p>The summary historical financial information has been extracted from the financial statements of the Bank without material adjustment.</p> <p>Financial performance (consolidated)</p> <p style="text-align: right;">KZT, mln</p> <table border="1"> <thead> <tr> <th>Indicator</th> <th>As of 31.12.19</th> <th>As of 31.12.18</th> </tr> </thead> <tbody> <tr> <td>Equity capital</td> <td>113,089</td> <td>107,098</td> </tr> <tr> <td>Authorized capital</td> <td>57,865</td> <td>57,600</td> </tr> <tr> <td>Retained earnings</td> <td>50,440</td> <td>48,280</td> </tr> <tr> <td>Total assets</td> <td>1,460,439</td> <td>1,517,760</td> </tr> <tr> <td>Cash and cash equivalents</td> <td>158,868</td> <td>175,413</td> </tr> <tr> <td>Loans to customers and banks</td> <td>982,390</td> <td>968,684</td> </tr> <tr> <td>Total liabilities</td> <td>1,347,350</td> <td>1,410,662</td> </tr> <tr> <td>Customer and Bank Accounts</td> <td>958,945</td> <td>1,074,530</td> </tr> <tr> <td>Net interest income</td> <td>17,320</td> <td>15,034</td> </tr> <tr> <td>Net commission income</td> <td>18,762</td> <td>20,167</td> </tr> <tr> <td>Net non-interest income</td> <td>23,799</td> <td>27,759</td> </tr> <tr> <td>Operating profit before income tax</td> <td>2,373</td> <td>11,561</td> </tr> <tr> <td>Profit for the year</td> <td>1,984</td> <td>9,169</td> </tr> <tr> <td>Net cash flows used in operating activities</td> <td>(30,472)</td> <td>(54,463)</td> </tr> <tr> <td>Net cash flows used in investing activities</td> <td>12,598</td> <td>(24,035)</td> </tr> <tr> <td>Net cash flows from financial activities</td> <td>1,786</td> <td>41,768</td> </tr> </tbody> </table> <p>Audited financial statements are published and can be reviewed by investors on Bank's website (www.bcc.kz).</p>		Indicator	As of 31.12.19	As of 31.12.18	Equity capital	113,089	107,098	Authorized capital	57,865	57,600	Retained earnings	50,440	48,280	Total assets	1,460,439	1,517,760	Cash and cash equivalents	158,868	175,413	Loans to customers and banks	982,390	968,684	Total liabilities	1,347,350	1,410,662	Customer and Bank Accounts	958,945	1,074,530	Net interest income	17,320	15,034	Net commission income	18,762	20,167	Net non-interest income	23,799	27,759	Operating profit before income tax	2,373	11,561	Profit for the year	1,984	9,169	Net cash flows used in operating activities	(30,472)	(54,463)	Net cash flows used in investing activities	12,598	(24,035)	Net cash flows from financial activities	1,786	41,768
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<p>Profit forecast (MAR, Schedule I, Clause 7.2.)</p>	<p>The Issuer chooses not to make any precise projections for the short- and medium term since there is no way to estimate exactly what the economic damage from the global COVID-19 novel coronavirus pandemic will be. The widespread agreement among economists is that it will have severe negative impacts on the global economy. Kazakhstan in general is hit by the COVID-19 as well and the situation seems not having turned the breakeven.</p> <p>The only forecast the Issuer is comfortable to make with any elaboration into details is the YE2020 1) equity to grow by KZT3,481 mln. resulted among other things from additional placement of ordinary shares for KZT4,311 mln.; 2) profit to grow by KZT1,822 mln.</p> <p>However, there are uncertainties inherent in attempting to make such projections and forecasts.</p> <p>The forecast values as described in this section were judged and calculated by the Management based on the current situation, but actual business performance may have different results depending on a variety of factors.</p> <p>The Bank expects to meet all the prudential requirements and capital adequacy ratios to be in compliance with such requirements with a comfortable cushion.</p>
<p>Legal and other proceedings against the Issuer (MAR, Schedule I, Clause 8.5)</p>	<p>To the best of the knowledge and belief of the Issuer there are no current or pending litigations and/or other legal or administrative or arbitration proceedings against or affecting the Issuer or any of its respective subsidiaries, or, threatened before any court, tribunal, arbitration panel or agency where these are of material importance to the Issuer's assets and liabilities or profits and losses.</p>
<p>Responsibility Statement (MAR, Schedule I, Clause 9.1.)</p>	<p>The Prospectus complies with the requirements in Section 69 of the Framework Regulations and Part 1 of MAR.</p> <p>The entire Prospectus has been approved by the Management Board on 27 July 2020.</p> <p>The Management of the Issuer represented by CEO, Mr. Galim Khussainov, registered at Almaty City, 38 Al-Farabi av., Almaty, A25D5G0, pursuant to MAR 1.9 is responsible for the Prospectus and having taken all reasonable cares to ensure that such is the case, the information contained in the Prospectus is, to the best of their knowledge, in accordance with the facts, and contains no omission likely to affect its import.</p>
<p>Expert opinions included in an Prospectus (MAR, Schedule I, Clause 9.3.)</p>	<p>There are no any Expert's opinions, statement or report ("report") prepared with regards to the contemplated transaction and/or included into the Prospectus except for the Auditors' reports.</p>
<p>Risks factors specific to the Issuer and the Securities (MAR, Schedule I, Clause 2.3.)</p>	<p>These risk factors are not exhaustive and compiled in accordance with the available information and the market situation at the date of this document.</p> <p>In the event of one or more of the risks listed below, the Issuer will take all possible measures to minimize the negative consequences. At the same time, the Issuer cannot guarantee that actions aimed at overcoming the negative changes that have arisen can lead to a correction of the situation, since the described factors are beyond the Issuer's control.</p> <p>The most material risks specific to the Bank includes:</p> <p>Credit risk - the risk of expenses (losses) arising from a violation by a client of the original terms of an agreement for the fulfilment of his financial obligations when conducting bank borrowing, leasing, factoring, forfeiting operations, bank guarantee issuance operations and other operations. For the Issuer, the credit risk is the risk of financial losses arising because of default by the borrower. In addition, the Bank may face counterparty risk from other financial institutions. Any significant increase in the level of non-performing loans could have a negative impact on the Bank.</p> <p>Market risk is the risk of expenses (losses) associated with adverse changes in market parameters - exchange rate (the Bank faces risks associated with devaluation of the KZT), interest rate (the instability of money markets in Kazakhstan and increased interest rates could reduce the availability of KZT liquidity for the Bank and have a negative impact on its lending business and cost base), value of financial instruments. Market risk includes currency risk, interest rate risk and price risk. Market risk arises from open positions in relation to interest, currency and equity financial instruments, which are exposed to general and specific changes in the market and changes in the level of volatility of market prices.</p>

Currency risk is the risk of expenses (losses) associated with changes in foreign exchange rates when the Issuer carries out its activities. This risk arises as a result of revaluation of the Issuer's positions in currencies in value terms.

Interest rate risk is the risk of expenses (losses) due to adverse changes in interest rates. The issuer is exposed to interest rate risk because of the influence of fluctuations in prevailing market interest rates on its financial position and cash flows. Such fluctuations can increase (decrease) the interest margin level or, in case of unexpected changes in interest rates, lead to losses.

Liquidity risk is the risk associated with a possible default or untimely fulfilment by the Issuer of its obligations. The Issuer's liquidity risk arises from a mismatch in the maturities of assets and liabilities.

The Bank maintains the necessary liquidity level in order to ensure the constant availability of funds necessary to fulfil all obligations as they fall due. The Issuer seeks to actively maintain a diversified and stable structure of funding sources, consisting of long-term and short-term loans from other banks, deposits of major corporate customers and individuals, as well as a diversified portfolio of highly liquid assets so that the Bank is able to quickly and without sudden fluctuations respond to unforeseen requirements regarding liquidity.

Operational risk is the risk of losses resulting from shortcomings or errors in the implementation of internal processes made by employees, the functioning of information systems and technologies, and due to external events. The Issuer's operational risk arises because of shortcomings and/or errors in the organization of activities, in the use and functioning of information systems and technologies, in the actions of personnel, in the construction of business processes, as well because of external events.

Legal risk is the risk of expenses (losses) due to violation by the Issuer of the requirements of the legislation of the Republic of Kazakhstan or inconsistency of the Issuer's practice with its internal documents.

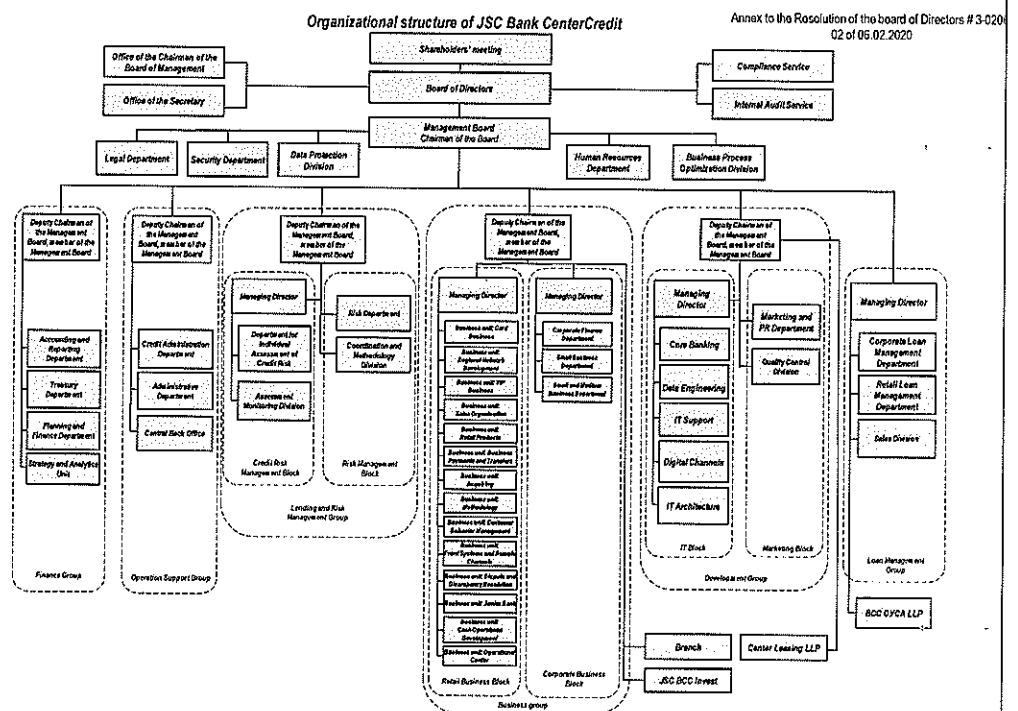
It is not expected that there will be conflicts of interest pertaining to the listing and admission to trading of Securities.

Group Structure (Ownership structure)
(MAR, Schedule I, Clause 3.2.)

The Bank is a parent company of the Banking group, which includes the following subsidiaries:

	Country, date of registration	Type of operations	Ownership ratio
			01.05.2020
BCC--SAOO LLP (Organization for distressed asset management)	Republic of Kazakhstan, August, 2013	Distressed asset management	100%
BCC Invest JSC (Former KIB ASSET MANAGEMENT LLP)	Republic of Kazakhstan, May, 1998	Broker-dealer activity	100%
Center Leasing LLP	Republic of Kazakhstan, September, 2002	Financial leasing	90.75%

Bank CenterCredit organizational structure.



Principal assets of the issuer
(MAR, Schedule I, Clause 4.1.)

ASSETS:	KZT, mln	
	As of 31.12.2019	As of 31.12.2018
Cash and cash equivalents	158,868	175,413
Financial instruments at fair value through profit or losses		
<i>Group owned</i>	<i>12,241</i>	<i>40,088</i>
<i>Pledged under Repo transaction</i>	<i>7,148</i>	<i>2,588</i>
Investment securities	164,897	177,790
Due from banks	9,102	31,292
Loans to customers and banks		
<i>Loans to corporate clients</i>	<i>554,705</i>	<i>575,531</i>
<i>Loans to retail customers</i>	<i>427,685</i>	<i>393,153</i>
Current income tax assets	2,713	1,211
Property, plant and equipment and intangible assets	41,056	38,583
Other assets	82,024	82,111
Total assets	1,460,439	1,517,760

	<p>Bank's material fixed assets consist of buildings and constructions, furniture and equipment, construction in progress.</p> <p>Bank revaluated its buildings and constructions during 2017. Evaluation was performed by independent appraisers. Independent appraisers used two approaches to measure the fair value of property and equipment – comparative approach using the market information to measure the fair value of buildings and constructions under active market conditions, and cost approach, when no active market existed for items subject to revaluation. As at 31 December 2019 and 31 December 2018, the total amount of fair value of buildings and constructions was KZT25,174 mln and KZT 24,603 mln, respectively. If buildings and constructions of the Bank had been valued at cost, their carrying amount would have been KZT18,735 mln and KZT18,164 mln as at 31 December 2019 and 31 December 2018, respectively.</p> <p>There is no planned acquisition of material fixed assets.</p> <p>There are no any environmental issues that may affect the Bank's utilization of the material fixed assets.</p>
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Capital resources
(MAR, Schedule I,
Clause 5.1.)

The Management of the bank finds difficult in the current situation to forecast the short-term and long term resources for the capital beyond the regular major sources represented predominantly by retained earnings and investments made by the shareholders.

The major resources to the capital in 2020 shall be the retained earnings of the Bank and capital investments made by the shareholders.

On May 25, 2020, a contemplated increase in the Bank's equity by shareholders by KZT4.3 bln has been made. There are no any principal future investments to which the Board or the senior management of the Bank have already made firm commitments.

For the years 2018-2019 the Bank's shareholders made a decision not to receive dividends and the retained earnings were capitalised.

The main drivers for the profit were fees and commissions (net) which were slightly down compared to the previous year results (KZT18,762 mln vs KZT20,167 mln n 2018) driven mainly by increase in commission expenses on payment cards in 2019 by KZT 2.5 billion due to the growth of business activity in the card business and interest income (net) which was up 15.2% to KZT17,320 mln.

As far the funding is concerned since international capital markets are not available for KZ banks the major sources for the funding of the Bank is its deposit base which amounts to KZT958,945 mln or 71% of all the liabilities and consists of both retail and corporate deposits with 57% attributable to granular retail deposits.

There are no restrictions on the use of capital resources that have materially affected, or could materially affect, directly or indirectly, the Bank's business and operations.

At the beginning of 2020 the Banking group's capital amounted to KZT113.1 billion, having increased by 5.6% compared to previous year.

The major factors of capital growth are positive dynamics of net profit, additional capitalization by shareholders, as well as an increase in reserves of positive revaluation of securities.

As at 31 December 2019 the Bank's share capital is presented as follows:

	KZT, mln	
	As of 31.12.2019	As of 31.12.2018
EQUITY:		
Equity attributed to owners of the parent:		
Share capital	57,865	57,600
Fair value reserve for securities	559	(3,506)
Property revaluation reserve	4,225	4,347
Retained earnings	50,440	48,280
	<hr/>	<hr/>
Total equity attributable to owners of the Parent Bank	113,089	106,721
Non-controlling interest	-	377
	<hr/>	<hr/>
Total equity	113,089	107,098

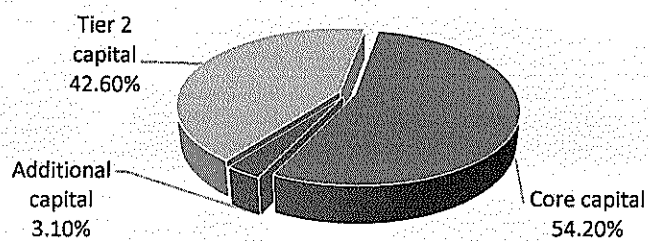
	Authorized and issued share capital	Share capital authorized and not issued	Placement of ordinary shares	Repurchased share capital from shareholders	Total share capital
Ordinary shares	995,877,753	(833,419,953)	3,181,111	(5,128,782)	160,509,129
Preference shares	39,249,255	-	-	(39,101,182)	148,073

All ordinary shares are equally, carry one vote and have no par value.

Preference shares are cumulative and convertible into ordinary shares according to the decision of the Board of Directors, one preferred share can be exchanged for one ordinary share.

National Bank of the Republic of Kazakhstan sets and monitors capital requirements for the Bank as a whole. Bank defines as capital those items defined by statutory regulation as capital for credit institutions.

The structure of prudential capital of Bank CenterCredit as of 01.01.2020.



The equity capital of the Bank in accordance with the regulator's methodology for calculating prudential ratios (prudential capital) as of 01 January 2020 amounted to KZT200,160 mln.

Capital structure:

- Core capital - KZT108,564 mln;
- Additional capital - KZT6,275 mln;
- Tier 2 capital - KZT85,321 mln.

On May 25, 2020, a planned increase in the Bank's equity by KZT4.3 bln was carried out. Recapitalization was carried out as part of the activities based on the results of the Asset Quality Review (AQR) conducted in 2019.

There are no any principal future investments to which the Board or the senior management of the Bank have already made firm commitments.

<p>Options (MAR, Schedule I, Clause 5.4.)</p>	<p>There are no options or other rights (other than those specified in the Charter of the Bank) granted in relation to the Bank's Shares to any person.</p>		
<p>Ultimate Holding Company¹</p>	<p>n/a</p>		
<p>Share capital</p>	<p>As of 01.06.2020</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 60%;">Number of issued/placed securities</td> <td style="text-align: right;">180,009,899</td> </tr> </table>	Number of issued/placed securities	180,009,899
Number of issued/placed securities	180,009,899		

¹ Omit if not relevant.

<p>Documents for inspection (MAR, Schedule I, Clause 10)</p>	<p>The following documents, in original or copy form, where applicable, (a) the Charter of the Bank (https://opi.dfo.kz/p/ru/DfoObjects/objects/teaser-view/25781?EIDossierTabId=FoundingDocuments); (b) Corporate Governance Code of the Bank (https://opi.dfo.kz/p/ru/DfoObjects/objects/teaser-view/25781?EIDossierTabId=FoundingDocuments); (c) the historical financial information of the Issuer (https://www.bcc.kz/en/investors/ and https://www.bcc.kz/about/finansovye-rezultaty/); (d) auditor's reports in respect of the Bank's historical financial information (https://www.bcc.kz/en/investors/ and https://opi.dfo.kz/p/ru/DfoObjects/objects/teaser-view/25781?EIDossierTabId=AuditReports); (e) Dividend Policy of the Bank (the document is not available in open sources and can be provided against request filed with the Bank as per below); may be inspected by the Issuer's registered address at: 38 Al-Farabi av., Almaty, A25D5G0, Republic of Kazakhstan.</p> <p>The provided links are to the documents available at the web portal of the Depository of financial information of the Ministry of Finance of the Republic of Kazakhstan. The documents are available in Russian and Kazakh languages only. English versions of the afore-mentioned documents are available by request sent to the Bank to the following contact persons:</p> <p>Zaure Salimbayeva, FI Head zaure.salimbayeva@bcc.kz</p> <p>Meirambek Karazhigitov, FI Team/International Relations meirambek.karazhigitov@bcc.kz</p> <p>For the purpose of the current clause Depository of Financial Reporting (www.dfo.kz) of the Ministry of Finance of the Republic of Kazakhstan is a web portal established to ensure an access to e-data-base which residents and non-residents of the Republic of Kazakhstan may require with regards to financial standing/ performance/results of public companies as well as on major corporate events of such public companies and other related information.</p>
<p>SECTION 3. INFORMATION ON SECURITIES</p>	
<p>Reasons for the offer (MAR, Schedule II, Clause 1.2.)</p>	<p>Listing on AIX will allow to diversify and potentially expand investor base and enhance stock liquidity. Presence on AIX shall familiarize the Issuer to a wide range of international investors for the purpose of the future share offerings. In addition, the Issuer has a technical interest in REPO transactions on AIX in the future.</p>

Working Capital statement
(MAR, Schedule II, Clause 1.4.)

Bank used actual financial reporting data for the period 2018-2019 and forecast data for 2020 in accordance with the approved Budget for 2020 at the rate of KZT442.16 per 1 US dollar.

	KZT, mln		
Statement of financial position	As at 01.01.2019	As at 01.01.2020	As at 01.01.2021
Assets	1,516,528	1,459,928	1,696,836
Liquid assets	445,021	379,569	578,898
Net loan	948,916	979,518	1,008,943
Other assets	122,591	100,840	108,995
Liabilities	1,409,024	1,345,982	1,579,410
Deposits	1,069,196	951,511	1,041,136
Debt Securities Issued	171,221	174,106	174,846
Financial institutions	168,607	76,950	185,400
Other liabilities	78,861	143,415	178,028
Equity	107,504	113,945	117,426
Share capital	58,065	59,019	63,331
Additional reserve capital and revaluation reserves	3,117	6,981	4,328
Retained earnings	46,322	47,945	49,768

	KZT, mln		
Statement of profit or loss	As at 01.01.2019	As at 01.01.2020	As at 01.01.2021
Operating income	102,618	117,741	115,435
Operating expenses	67,889	63,824	73,510
Net interest income	34,729	53,917	41,924
Provisions	29,253	42,537	30,620
Net non-interest income	34,328	24,104	28,425
Net operating income	69,058	78,021	70,350
Operational expenses	28,189	32,383	35,438
Pre-tax income	11,615	3,100	4,292
Income tax expenses	1,992	1,600	852
Net income	9,623	1,500	3,440
Ratios			
κ1 (standard <7,5%)	8.7%	9.4%	9.8%
κ1-2 (standard <8,5%)	10.0%	9.9%	9.8%
κ2 (standard <10,0%)	19.6%	17.2%	15.4%

The Bank's equity as of 01.01.2020 amounted to KZT113,945 mln. The main drivers for the growth include the placement of ordinary shares in March 2019 (the growth by KZT954 mln), growth in retained earnings (up by KZT1,623 mln) and growth in capital reserves by KZT3,864 mln.

According to the forecast - equity in 2020 shall be up KZT3,481 mln, including additional placement of ordinary shares by KZT4,311 mln and growth in net profit by KZT1,822 mln. The management also believes that capital ratios shall be in compliance with the requirements of NBK with a comfortable cushion.

In the Management's and Directors' opinion the working capital is sufficient for the Issuer's present obligations and for at least the next 12 months from the date of listing.

General information relating to Securities:**(MAR, Schedule II, Clause 2.1.)**

Back in 09/10/2017 the Bank in line with the banking sector rescue plan initiated by the Government and NBK has issued debt securities (or Notes) which are purchased and held by the NBK and are convertible into shares of the Bank in case of certain events and covenants triggered.

Such restrictions shall be valid within 5 (five) consecutive years since issue of Notes and include the following:

1. The Issue shall be in compliance with the capital adequacy ratios imposed by the NBK.
2. Senior management of the Bank and its Directors shall not and shall not allow the disposal the assets of the Issuer.

For the purposes of this clause disposal of assets means events as a result of which the Issuer may undergo material damage which in turn will have a material adverse effect on the business and vitality and insolvency of the Issuer, i.e.:

- sale/disposal of the Issuers assets to third parties below the fair market value of such assets, determined by Independent valuator taking into account all expenses of the Issuer connected to the maintenance and disposal of such assets;
- purchase of any assets or services of lower quality from third parties at a cost which exceeds the market value, determined by Independent valuator or in circumstances when such assets or services would not be obtained/purchased from third parties;
- sale/disposal of securities traded on the organized market to third parties from the Issuer's account opened with nominee holders both residents and non-residents of the Republic of Kazakhstan as well as registrars at a value below the market value;
- entering into uncommon, irregular or burdensome agreements including issuance of doubtful and obviously bad or not arm's length terms and conditions loan beyond the ordinary course of business;
- contraction in the level of provisioning of a single loan subject to the respective regulations of the Bank by collateral being not firm collateral set by the Bank/regulation for 70% and more;
- disposal of assets by the Bank as a compensation against the debt obligation in case if the Issuer enters into arrangement with associated or related party and does meet terms and conditions of the agreement and as a compensation provides an asset to be disposed to a related party;
- any actions which prevent the Issuer and its subsidiaries to run the business as usual as of the date of Notes issuance based on going concern principles.

The above covenants however in no way affect the actions undertaken by the Bank within the frame of the asset quality measures and work-out activity. Furthermore obligations of the majority shareholders (Mr. Baiseitov and Mr. Lee) according to the terms and conditions of the outstanding Notes held by the NBK under NBK's Program on the financial stability of the banking sector of the Republic of Kazakhstan do not impose restrictions on the transferability of shares held by other minority shareholders. The majority shareholders under the above-mentioned arrangements with the NBK are free to enter into transactions with the shares of the Bank subject to prior approval of NBK, which shall not be unreasonably withheld.

If within 5 years from the issue of Notes the Issue brings the capital adequacy ratios (k1, k1-2, k2) to the level above the minimum requirements taking into account the buffers set provided that positive difference is deducted 100% as at the latest reporting date from principal capital calculation, then the above covenants shall cease to be valid since the acknowledgement of such event by the NBK.

Class, type	Ordinary shares
ISIN	KZ0007786572
Currency	KZT
Denomination	N/A
Par value	N/A
Number of securities issued/placed	180,009,899 common shares
Rights attached to the Securities	All Shares rank equally in respect of dividends and capital, and each Share carries one vote
Relative seniority of the Securities in the event of insolvency	All Shares rank equally in respect of dividends and capital, and each Share carries one vote.

Restrictions on free transferability	There is no restriction on free transferability of the securities held by the shareholders except for majority shareholders of the Bank. Majority shareholders are free to enter into transactions with the Bank's shares subject to the NBK's prior approval which however cannot be unreasonably withheld according to the terms of the Agreement shareholders are parties to.
Dividends and dividends' payout policy (MAR, Schedule II, Clause 2.2.)	<p>There is a decision made by the general shareholders' meeting to retain from paying dividends for the Years 2018-2019. Hence, there is no fixed date determined and there are no restrictions or rates set.</p> <p>The Regulation on the dividend policy of the Bank was developed in order to improve corporate governance in accordance with the Law of the Republic of Kazakhstan "On Joint Stock Companies" and the Charter of the Bank. The latest revision to the Bank's dividend policy was approved by the Board of Directors on 12 April 2018.</p> <p>The dividend policy is considered as part of the Bank's overall financial strategy and involves in proportions optimizing between the consumed and capitalized parts of the profit received in order to increase the market value of the shares. The Bank's dividend policy intended at solving two interrelated tasks: shareholders' total assets maximization and adequate bank financing.</p> <p>The Bank pursues a moderate (compromise) dividend policy according to the following principles:</p> <ol style="list-style-type: none"> 1) the dividend policy is consistent; 2) the balance of shareholders' interests and the Bank's capital strengthening; 3) the best for most shareholders decision. <p>The decision-making dividend payment process includes several stages:</p> <ol style="list-style-type: none"> 1) the of the current dividend policy effectiveness evaluation; 2) evaluation of the factors affecting expediency assessment and the size of dividend payments; 3) the of the Bank's profit distribution optimal decision selection <p>Assessed factors affecting the dividend policy of the next fiscal year are: legal risk factors, business expansion, investment opportunities of the Bank, Cost of borrowed capital compared to retained earnings, liquidity, bank solvency, shareholder preferences, shareholder control, stability, dividends payment, key coefficient analysis.</p> <p>The decision on the minimum number of dividends being paid per ordinary share is in the competence of General Shareholders' meeting. As far as the guaranteed amount of dividends on preference shares which are convertible into ordinary shares subject to certain triggers are described in the Bank's Charter.</p> <p>Dividends on shares of the Bank can be paid in cash or in securities of the Bank, except for preference share (only cash), depending on the respective decision to be made by the general Shareholders' meeting adopted via a simple majority of the Bank's voting shares. For the avoidance of doubt dividends in securities on preferred shares of the Bank is not allowed.</p> <p>Dividends on Bank's ordinary shares for 2018 in 2019 were not approved or being paid and all the Bank's earnings were directed and invested into the Bank's further development.</p>
Identity of all markets where Securities are to be traded	For the time being the securities are listed and traded on Kazakhstan Stock Exchange (ticker:CCBN) which is not considered as Equivalent Regulated Exchange from AIX/AIFC perspective.
SECTION 4. TERMS AND CONDITIONS OF THE OFFER (MAR, Schedule II, Clause 3.1)	
Number of Securities offered	The Bank has applied for admission to listing and trading of its shares currently listed/traded on KASE. There is no offering of new or existing shares and no proceeds are contemplated as a result of the considered listing on AIX. The major rationale behind is that the shares listed on AIX which in its business adheres to the common law principles may potentially increase the Issuer's liquidity and give it more ability to raise capital in the future. The contemplated cross-listing is to be associated with better media awareness which shall increase the quality of accounting information to indicate the Issuer's quality to foreign investors and supply better information to potential suppliers and customers.
SECTION 5. KEY INFORMATION ON THE ADMISSION TO TRADING	
Registrar	Central Securities Depository JSC (28, micro district Samal-1, Almaty, 050051, the Republic of Kazakhstan)

Depository	Central Securities Depository JSC (28, micro district Samal-1, Almaty, 050051, the Republic of Kazakhstan) Astana International Exchange Central Securities Depository Limited (AIX CSD) (55/19 Mangilik El street, block C 3.4. Nur-Sultan, Republic of Kazakhstan) NOTE: certain number of shares are to be held with AIX CSD once shares are included into the Official List of AIX.
Details of the admission to an Official List of Securities and trading (MAR, Schedule II, Clause 5/5.1)	Expected - admission to an Official List of Securities 04 August 2020 and admission to trading – 05 August 2020

Galim Khissainov

CEO

