

Base prospectus (where an issuer is a bank)

Items	Notes
Policy statement	
About the fact that the information contained in the Base Prospectus is based on true facts, that no facts have been omitted, and that all necessary measures have been taken to ensure the accuracy and completeness of such information	<p>Sample: We, the undersigned,</p> <p>Confirm that, prior to the preparation of this Base Prospectus, we have reviewed the 'Regulations on requirements for prospectus and information memorandum' approved by Resolution No. 05 of 27 January 2016 of the State Committee for Securities of the Republic of Azerbaijan.</p> <p>Declare that all information included in this Base Prospectus relating to the issue by _____ (the "Company") of ____ (in words) interest-bearing (or discount), unsecured (or secured), uncertificated, registered bonds, each with a nominal value of ____ (in words) manats (or, where applicable, the relevant currency), is based on true facts, that no material facts have been omitted, and that all necessary measures have been taken to ensure the accuracy and completeness of such information.</p> <p><i>individuals (first, last, middle names and positions held) and legal entities (names and registered addresses) responsible for all or part of the information contained in this Base Prospectus, together with their signatures and the dates of signing.</i></p>
Table of Contents	The table of contents shall be presented in a clear and detailed manner.
1.Important notices	
1.1. This document forms the introductory section of the Base Prospectus	
1.2. Any decision to invest in securities should be made by the investor only after reading the prospectus	
1.3. The persons who have prepared the prospectus shall be held civilly liable where the information contained in the prospectus is misleading, inaccurate or inconsistent, or where material information necessary to assist investors in deciding whether to invest in the securities has not been provided.	
Summary section	The summary shall not exceed 7% of the total length of the prospectus or 15 pages. The information contained in the summary must be presented in a clear and comprehensible manner.
2.Issuer information	
2.1. Issuer's full name	
2.2. Issuer's place of establishment and legal form, and country of registration	
2.3. A description of the known trends affecting the issuer and the sectors in which it operates	Information is provided on prevailing trends in the market in which the Issuer operates, including the competitive environment and the Issuer's position therein, as well as regulatory developments, technological innovations and other relevant trends
2.4. A brief description of the issuer's position in other legal entities. Where the issuer is dependent on group companies, a relevant note	<p>Where the Issuer holds, directly or indirectly, participation interests in, or exercises control over, other legal entities, this section shall include the following information in respect of such entities:</p> <p>the name and registered office of the legal entity; the Issuer's holding in such legal entity (expressed as a percentage); and the nature of the Issuer's participation, including a description of the principal activities of the legal entity and the significance of such participation for the Issuer.</p> <p>Where the Issuer is part of a group or is economically, financially or legally dependent on other entities within a group, the nature of such dependence shall be clearly described. This may include, inter alia:</p> <p>the structure of the group; the relationships between the Issuer and other entities within the group; and details of any dependencies (for example, where the principal source of revenue is derived from intra-group arrangements, the existence of overlapping management, or similar circumstances)</p>
2.5. Where a yield forecast is available, a relevant note	Where a profit forecast is provided, a report on the principal assumptions underlying such forecast, together with an independent auditor's report confirming that the profit forecast has been prepared in accordance with the Issuer's accounting policies, shall be included in the Prospectus. Where no profit forecast is provided, it shall be sufficient to state "not applicable".
2.6. A brief description of the auditor's opinion on the audited financial information.	This section provides a concise summary of the results of the independent audit of the Issuer for the last two financial years, covering the key aspects thereof . At a minimum, the following information shall be included: the full name of the audit firm, a brief description of the audit opinion, the period to which the opinion relates, and whether the auditor's report contains any material qualifications or emphasis of matter.
2.7. Key indicators of the issuer's financial position based on selected financial information for each of the last three financial years. Where selected financial information is provided for interim periods, comparative information for the same period of the previous financial year shall also be provided. Information on whether there have been any changes in the issuer's activities since the publication of the most recent audited financial statements. Where selected financial information is provided for interim periods, comparative information for the same period of the previous financial year shall also be provided	For each financial year, it shall be indicated whether the information has been audited. Where selected financial information for interim periods is presented, comparative information for the corresponding period of the previous financial year shall also be provided; for example, where information for the second quarter of the current year is disclosed, it shall be accompanied by comparative figures for the second quarter of the preceding year. Selected financial information shall be presented in a concise form and shall include key indicators such as assets, liabilities, equity, profit and other relevant items.
2.8. The most recent events affecting the assessment of the issuer's ability to meet its payment obligations	Where material changes have occurred in the Issuer's operations since the date of the most recently published audited financial statements, such changes shall be disclosed accordingly.
	Recent significant events (where information is available, over the last three years) that have had, or may have had, an impact on the Issuer's financial stability, cash flows, or ability to meet its debt obligations on a timely basis shall be disclosed. Such events may include, inter alia: a description of the sources of financing used by the Issuer over the last three years (including loans, issuance of securities and other financing instruments), together with a brief overview of their terms; any changes in the Issuer's credit rating; material changes in the Issuer's principal sources of revenue (for example, the loss or acquisition of significant contracts); and external and internal events affecting economic and political stability (such as increases in inflation, currency devaluation, geopolitical tensions, and similar developments).

2.9. A description of the issuer's principal activities	<p>This section provides clear and concise information on the Issuer's legal status, nature of business and principal areas of activity. It is recommended that the following be disclosed:</p> <p>the Issuer's field of activity, including whether it operates in manufacturing, services, trade, banking, insurance, investment activities or other sectors; the main products or services, including what is produced or which services are provided; the principal customers and markets, including the market segments to which the products or services are supplied (e.g. domestic or international customers, public or private sector clients); the geographical scope of operations, indicating whether activities are conducted on a local or international scale; a brief description of the production or service infrastructure, including facilities such as plants, offices, branches and similar assets; and the main partners and suppliers, including any strategically significant business relationships, where applicable.</p>
2.10. The nature of control exercised over the issuer by qualifying holding owners.	<p>This section provides information on the extent and manner in which qualifying holding owners' interests in the Issuer exercise control over the Issuer, including names of such persons, their shareholdings (expressed as a percentage), and the means by which such control is exercised. It is recommended that particular attention be given to ensuring that the information is consistent with the provisions of the Civil Code and the Issuer's charter.</p>
3. Information about securities	
3.1. Type of bonds	
3.2. Currency of bonds	
3.3. Restrictions attached to the bonds	<p>This section describes any restrictions relating to the purchase and sale, circulation, and exercise of rights attached to the bonds. Such restrictions may include, inter alia, limitations whereby the bonds are offered only to certain categories of investors, requirements to obtain consent for the transfer of bonds to third parties, and legal obligations relating to the collateral (for example, restrictions on the use of such collateral to secure other obligations).</p>
3.4. A description of the rights attached to the bonds	<p>This section sets out the content and scope of the rights granted to bondholders under applicable legislation and the terms of the issuance. The rights conferred refer to the financial and non-financial entitlements arising from the bond, including the rights of the bondholder as the owner of the bond.</p>
3.5. The interest rate of the bonds. The dates and terms for payment of interest and principal on the bonds. Where the interest rate is not fixed, the method used to calculate the interest rate, the underlying basis for such calculation, and the sources used to determine that basis	<p>This section specifies the annual interest rate of the bonds in a clear and precise manner. It also provides detailed information on the dates and schedule for the payment of interest and the repayment of the nominal (principal) amount of the bonds. Where the interest rate is not fixed in advance (for example, in the case of floating-rate bonds), it is recommended to disclose the basis on which the interest rate is determined, including the relevant reference benchmarks and the method of calculation. In such cases, detailed and substantiated information should also be provided regarding the sources of the benchmark rates and the platforms or publications where such rates are published.</p>
3.6. A description of the security and the terms of the collateral securing the secured bonds	<p>This section provides detailed information on the type, nature and terms of the collateral provided in respect of secured bonds issued by the Issuer.</p>
3.7. The terms and conditions for the buyback (repurchase) of the bonds	<p>This section sets out the legal and financial terms and conditions relating to the early redemption (buy-back) of the bonds issued by the Issuer.</p>
3.8. The yield indicator, including a brief description of the method of calculating the yield	<p>This section provides a brief and simple explanation of how the annual yield (rate of return) to be received by investors is calculated. The following key information should be disclosed: the frequency of interest payments; the method used for calculating interest income; total income per bond; and the expression of such income as an annual percentage rate. Where the bonds are issued at a discount, it should be stated that the bonds are discount instruments, and information on the simple annual yield indicator should be provided.</p>
3.9. The name of the bondholders' representative	<p>Where a representative is appointed to protect the rights of bondholders (investors), brief information about such representative shall be provided. Where no representative is appointed, it may be stated that "no representative has been designated."</p>
3.10. Where secured bonds are offered, clear and detailed information on the impact of the value of the collateral on the repayment of the bonds and the interest payable thereon	<p>This section provides detailed information on the extent to which the value of collateral provided in respect of secured bonds ensures the timely and full repayment of the principal amount of bonds and the payment of interest thereon. It shall also include a risk warning indicating that fluctuations in the market value of collateral, as well as deterioration in market conditions, may give rise to risks for investors.</p>
3.11. Information on whether the issuer intends to apply for admission of the bonds to trading on a regulated market. Where such an application is intended, details of the regulated market on which the bonds will be admitted to trading and the conditions for such admission.	<p>This section provides information on whether an application has been submitted by the Issuer for the admission of bonds to trading on a regulated market. Where such an application is envisaged, the name of the regulated market on which bonds are expected to be admitted to trading shall be indicated, together with a brief description of that market, including its address, contact details, website and areas of activity. In addition, conditions for the admission of bonds to trading on that market shall be described by reference to the 'Regulations on the admission to trading, listing, maintenance of listing and delisting of securities on the Baku Stock Exchange.'</p>
4. Risk factors	
4.1. Risk factors necessary to assess the market risks associated with the offered securities	<p>This section highlights the risks associated with the relevant securities for investors' attention. It includes information on the liquidity of the bonds, the existence or absence of a secondary market, and how future conditions in the securities market may affect the value of the bonds. It also addresses how the Issuer's financial condition may impact the value of the bonds, together with other relevant risk factors.</p>
4.2. Risk factors that may affect the issuer's ability to meet its obligations in connection with the bond issuance	<p>Changes in economic conditions, financial and liquidity difficulties, management deficiencies, legal and regulatory changes, political instability, market risks, and natural disasters may affect the Issuer's ability to meet its obligations. This section provides information on risk factors that may impact the Issuer's ability to fulfill its obligations, taking into account the specific characteristics of the sector in which the Issuer operates.</p>
5. Offer	
5.1. The reason for the issuance, where it is different from profit generation or hedging of certain risks	<p>Where the primary purpose of the bond issuance is other than profit generation or risk hedging, the other purposes of the issuance shall be disclosed for the purpose of informing investors. For example, such purposes may include investments in fixed capital, the satisfaction of liquidity needs, and strategic objectives.</p>
5.2. A description of the terms and conditions of the offer	<p>Information is provided on the principal terms of the offering, including the placement timetable, disclosure requirements, and the method and procedure of placement.</p>
5.3. Detailed information on the interests of persons involved in the issuance, including any conflicts of interest	<p>Information is provided on the interests of the persons involved in the issuance (including the Baku Stock Exchange (BSE), the Central Securities Depository (CSD), underwriter(s), and other relevant parties), as well as any conflicts of interest. It shall also be stated whether any conflicts of interest exist between the parties involved.</p>
5.4. The amount of taxes and expenses payable by the purchaser of the bonds.	<p>This section provides information on the taxes payable by investors in connection with the purchase of bonds and interest income received therefrom, as well as other potential costs. By way of example, such information may include withholding tax at source; tax rates and conditions applicable to legal entities and individuals in accordance with the Tax Code of the Republic of Azerbaijan; the trading fee of the Baku Stock Exchange (BSE); service fees of investment companies; banking charges; fees for opening a custody account; and, where applicable, service fees of investment companies and other related costs.</p>
6. Information about the issuer's auditors	
6.1. Information on the issuer's auditors for the last three financial years, including their names, addresses, and membership in any professional organizations	
6.2. Information on any replacement or change of auditors during the last three financial years, including the reasons for such changes.	<p>Where there has been a replacement or change of auditors, detailed information shall be provided, including the reasons for such change.</p>

7. Issuer information	
7.1. Issuer's full name, organizational-legal form	
7.2. Issuer's state registration details	The date of state registration of the Issuer as a legal entity, as well as its state registration number, shall be indicated.
7.3. Where the issuer's legal form has been changed, all previous names and legal forms of the issuer, including the dates of state registration of such changes	
7.4. The issuer's place of establishment, postal address, email address, website address, and contact numbers	
7.5. Information on the regulated markets on which the issuer's securities are admitted to trading.	This section provides complete and accurate information on the regulated markets on which the Issuer's securities are admitted to trading.
8. Overview of the issuer's business	
8.1. Issuer's main activity direction	Information is disclosed in accordance with the Issuer's charter.
8.2. A description of the issuer's principal activities, indicating the main categories of products sold or services provided	Information is provided on the main categories of products sold or services rendered over the last three years, with a breakdown by each financial year (for example, by product types or service lines). In addition, it is recommended to provide information on the Issuer's industry of operation, its market position, and the products and/or services it offers.
8.3. Information on newly introduced products or services and their stage of development	This section provides detailed information on any new products or services recently introduced or developed by the Issuer. The technical, commercial, or other material characteristics of such products or services shall be disclosed, together with their current stage of development, such as conceptual stage, pilot (testing) phase, implementation, or market launch.
8.4. A description of the main markets in which the issuer competes	This section provides a description of the principal markets in which the Issuer competes. The Issuer shall disclose the geographical scope of its markets (local, regional, or international), as well as the main characteristics and size of those markets. Information shall also be provided on the main competitors operating in the relevant markets, the overall competitive environment, the Issuer's market share, and its competitive advantages (such as product quality, pricing policy, technological advantages, and other relevant factors). In addition, information may be included on market development trends and future prospects.
8.5. Where the issuer makes a statement regarding its competitive position, the justification for such statement.	Where information relating to the Issuer's competitive position (including any stated advantages) is disclosed elsewhere in the Prospectus, it is recommended that the sources of such information be indicated, including references such as links or other source identifiers.
9. Participation in other organizations	
9.1. A brief description of the issuer's holdings in other legal entities	Where the Issuer holds, directly or indirectly, participation interests or control in other legal entities, this section shall provide the following information in respect of such entities: the name and registered address of the legal entity; the Issuer's shareholding in such legal entity (expressed as a percentage); and the nature of the Issuer's participation, including the principal business activities of the legal entity and the significance of such participation for the Issuer.
9.2. The issuer's dependence on any group and the reasons for such dependence.	See Item 2.4
10. Information on trends	
10.1. Information on whether there has been any material adverse change in the issuer since the date of publication of the most recent audited financial statements included in the prospectus	This section provides information on whether any material changes have occurred since the date of publication of the latest audited financial statements that may have a negative impact on the Issuer's financial position , results of operations, or future prospects. Where no such changes have occurred, it is recommended that this fact is also stated.
10.2. Information on known trends, uncertainties, demands, commitments, or events that are likely to affect the issuer's operations during the current financial year.	Where, during the current financial year, there are factors which may potentially affect the Issuer's operations—such as observed trends in the relevant sector, market developments, legal or regulatory risks, financial difficulties, changes in demand and obligations, uncertain economic conditions, or anticipated events —information on such factors shall be disclosed. Where no such risks or uncertainties that could affect the Issuer's operations are known to exist, the following statement may be included: "no known risks or uncertainties that could affect the Issuer's operations exist."
11. Profit forecast	
11.1. The issuer may, at its discretion, include in the Base Prospectus information on a yield forecast in accordance with the requirements of clauses 11.2 to 11.5 of the Base Prospectus	Where a profit forecast is provided, a report on the principal assumptions underlying such forecast, as well as an independent auditor's report confirming that the profit forecast has been prepared in accordance with the Issuer's accounting policies, shall be included in the Prospectus as an annex. Where no profit forecast is provided, it shall be sufficient to state "not applicable."
11.2. A statement of the key assumptions underlying the forecast, as determined by the issuer. The statement must clearly distinguish between factors and assumptions that are within the control of the issuer's management and those that are outside the control of the management	
11.3. An independent auditor's report on the consistency of the yield forecast with the issuer's accounting policies shall be included as an annex to the yield forecast	
11.4. The yield forecast or estimate shall be prepared on a basis that is comparable with historical financial information	
11.5. Where a previously published yield forecast is included in the Base Prospectus, information shall be provided on whether that forecast remains valid as of the date of preparation of the prospectus.	
12. The issuer's management and control bodies	
It is recommended that the information required under the sub-clauses of this section be presented as a table.	
12.1. For each member of the issuer's management and control bodies, the following information:	
12.1.1. first, last, middle names	
12.1.2. functions	
12.1.3. a statement regarding conflicts of interest where situations may arise between official duties and personal interests.	

13. Qualifying holding owners in the issuer's share capital	
13.1. The names, addresses and citizenship of persons holding more than 10 percent of the issuer's share capital	Information on persons holding a participation interest of ten per cent (10%) or more shall be provided. It is recommended that such information be presented as a table.
13.2. The nature of control exercised over the issuer by qualifying holding owners, and a description of the measures in place to ensure that such control is not abused	This section should describe control features of shareholders holding a significant participation interest in the Issuer, as well as measures in place to prevent the abuse of such control. This includes the shareholders' influence on management, voting rights, and mechanisms for influencing strategic decisions, as well as corporate governance rules, internal control systems, and other measures aimed at ensuring transparency, protecting the rights of minority shareholders, and preventing conflicts of interest. It is recommended that particular attention be given to ensuring that the information is consistent with the provisions of the Civil Code and the Issuer's charter.
13.3. Information on any transactions known to the issuer that may result in a change in qualifying holding owners.	
14. Issuer's financial information	
14.1. Issuer's audited financial statements for the last two completed financial years	This section presents audited financial statements of the Issuer for the last two completed financial years. For each financial year, the following statements shall be provided: the statement of financial position; the statement of profit or loss; the statement of cash flows; the statement of changes in equity; and the notes to the financial statements. Where the audit report for the most recently completed financial year is not yet available, the financial statements shall be prepared in accordance with International Financial Reporting Standards (IFRS), and it shall be clearly stated that the information for that year has not been audited. Where the Issuer's financial statements are prepared on a consolidated basis, consolidated financial statements shall be presented.
14.2. Where the issuer has been operating for less than one year, audited financial statements covering that period	
14.3. Where the financial statements are not prepared in accordance with IFRS, they shall be prepared in accordance with national accounting standards and include at least the following:	
14.3.1. the statement of financial position (balance sheet)	
14.3.2. statement on profit and loss	
14.3.3. the statement on changes in equity	
14.3.4. cash flow statement	
14.3.5. accounting policies and notes to financial statements.	
14.4. Issuer's consolidated financial statements (if any)	Where the information referred to in Item 19.1 is presented on a consolidated basis, this section shall state, by reference to Item 19.1, that the financial statements included therein are consolidated financial statements.
14.5. Where the issuer has published quarterly or semi-annual financial statements since the date of the last audited financial statements, such statements shall be included in the Base Prospectus. If the quarterly or semi-annual financial statements have been audited, the audit opinion shall be attached. If they have not been audited, this fact shall be disclosed	Where the Issuer has published quarterly or half-year financial statements subsequent to the latest audited annual financial statements, it is recommended that such statements be included in the Prospectus. Where these statements have been audited, the relevant auditor's report shall also be included. Where they have not been audited, this fact shall be clearly stated, and it shall be indicated that the financial statements have not been subject to audit. The financial statements for the most recent quarter as at the date of application shall be included. Such statements shall be presented on a comparative basis with the corresponding period of the previous year.
14.6. Where the Base Prospectus is prepared nine months after the most recent audited financial statements, at least audited or unaudited semi-annual interim financial statements shall be included in the prospectus. Interim financial statements should be prepared	Where the Prospectus is prepared 9 months or more after the publication of the Issuer's latest audited annual financial statements, at least semi-annual (six-month) interim financial statements shall be included in the Prospectus in order to provide investors with more up-to-date financial information . Such interim financial statements may be audited or unaudited ; however, they shall in all cases be prepared on a comparative basis with the corresponding period of the previous year . Where semi-annual interim financial statements presented on a comparative basis have already been disclosed under previous sections, reference may be made to the relevant section where such information has been provided.
14.7. Information on any legal proceedings during 7 years, including proceedings pending resolution	Information shall be provided on any existing court disputes and other legal proceedings, where applicable.
14.8. Information on changes in the issuer's financial position since the publication of the financial statements.	This section provides information on any material changes in the Issuer's financial position since the publication of its most recently audited or published financial statements. Information may include, inter alia: changes in liquidity or liabilities; the incurrence or repayment of significant loans or debt obligations; significant acquisitions or disposals of assets, or material changes in their value; legal, regulatory, or economic events having a material impact on financial indicators; significant changes in operating income or expenses; and changes in share capital (for example, the issuance of new shares). Where no material changes in the financial position have occurred since the publication of the latest financial statements, this shall be clearly stated (for example: "No material changes in the Issuer's financial position have occurred since the publication of the latest financial statements.").
15. Agreements	
15.1. Information on agreements not directly related to the Issuer's principal activities which may affect the Issuer's ability to fulfil its obligations in respect of the issued securities.	This section requires the Issuer to disclose information on agreements that are not directly related to its principal activities but may affect the fulfilment of its obligations under the issued securities. Such information may include, inter alia, pledge and security agreements, financial or legal obligations entered into with third parties, guarantee arrangements, and other similar contracts.

16. General information about bonds	
16.1. Legislation regulating the issuance of securities	
16.2. Information on the rating of the offered securities and the factors affecting such rating	<p>This section sets out any credit rating assigned to the offered securities, where applicable. The information shall include the rating level (e.g. "BB+", "Baa2", etc.), the name of the credit rating agency (such as Moody's, S&P, Fitch or other), and the date of assignment of the rating.</p> <p>In addition, it is recommended to provide a brief and clear explanation of the key financial and non-financial factors influencing the rating, such as the Issuer's financial stability, debt burden, revenue streams, market risk, and legal environment, among others.</p> <p>Where no credit rating has been assigned to the offered securities, it shall be sufficient to state that "no credit rating has been assigned to the offered securities."</p>
16.3. Restrictions on the acquisition of the bonds (if any)	<p>This section provides information on any restrictions applicable to the acquisition of offered bonds. Such restrictions may fall under the following categories:</p> <p>Legal restrictions: For example, legislation may prohibit certain categories of investors from acquiring the bonds (such as foreign nationals, or persons operating in certain industry sectors).</p> <p>Regulatory or administrative restrictions: For example, restrictions on the sale of bonds within a specified period, or investment limits applicable to certain investment funds or institutions.</p> <p>Internal rules of the Issuer: Restrictions provided for in the Issuer's charter or in agreements between shareholders regarding the acquisition of the bonds.</p> <p>Other restrictions: For example, preferential rights granted to certain investor groups, placement within specific investor segments, or other rules applicable during the sale process.</p>
16.4. Information on withholding tax on income from the bonds. The issuer's obligations regarding the withholding of tax at source on income from the bonds	
16.5. Information on different categories of potential investors	
16.6. Type of bonds	Any information referred to in Items 16.6–16.17 shall be included insofar as it is known to the Issuer.
16.7. Number and nominal value of the bonds offered	
16.8. Currency of bonds	
16.9. Rights attached to the bonds, the procedures for exercising those rights, and any restrictions relating thereto	See Items 3.3 and 3.4
16.10. Limitation period for claims relating to the payment of interest and principal	The requirements relating to the limitation period under the Civil Code are taken into account.
16.11. Interest payable on the bonds	See Item 3.5
16.12. Where the interest rate is not fixed, the method for calculating the interest rate of the bond	
16.13. Information on the adverse effects of market events on the underlying asset of the bonds (if any) and on settlements under the bonds, as well as the rules or procedures for managing or addressing such events	Information on potential adverse market events, including increases in interest rates, liquidity constraints, or economic uncertainties, and their negative impact on the underlying asset of bonds (if any) and on payments and settlements under the bonds. In such cases, the issuer shall also provide information on the contingency mechanisms it will apply to ensure timely and full payments, such as reserve funds, rights to defer payments, or restructuring procedures
16.14. Where secured bonds are offered, clear and detailed information on the impact of the value of the collateral on the repayment of the bonds and the payment of interest thereon	See: Item 3.10
16.15. Terms and conditions for the repurchase (buy-back) of the bonds	See Item 3.7
16.16. The yield rate and the method of its calculation	See Item 3.8
16.17. Information on the organization representing the investors (if any)	See Item 3.9