

State Committee for Securities  
of the Republic of Azerbaijan

Resolution № 10-q

03 February 2016

**Chairman**

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**Rufat Aslanly**

## **Regulations on requirements for issuer's management reports**

### **1. General provisions**

1.1. These Regulations have been developed in accordance with Articles 75.11.2 and 75.12 of *the Law of the Republic of Azerbaijan on the Securities Market* (hereinafter – *the Law*).

1.2. These Regulations define the rules for the preparation, submission, and disclosure of management reports by issuers of securities (hereinafter – the issuer).

1.3. The provisions of these Regulations do not apply to the state, municipalities, international organizations of which the Republic of Azerbaijan is a member, the Central Bank of the Republic of Azerbaijan, or issuers, whose publicly offered and exchange-traded debt securities have an aggregate nominal value of less than 50,000 (fifty thousand) manats.

### **2. Requirements for annual reports**

2.1. Management reports include:

2.1.1. the issuer's full and abbreviated name, taxpayer identification number (TIN), state registration date and number.

2.1.2. the issuer's legal address and location.

2.1.3. in case of any changes in the issuer's name, all previous names, along with dates of registration of those names; if the issuer was established as a result of reorganization through dissolution or separation from another legal entity, the form of reorganization and the name of that legal entity; if the issuer was created through merger or conversion of legal entities, the form of reorganization and the names of those legal entities.

2.1.4. information about branches and representative offices established or liquidated during the reporting period, their names, locations, and registration details.

2.1.5. information on each subsidiary established or liquidated during the reporting period, its name, legal form, legal address, registration details, the issuer's share in its charter capital, and the date and duration of the agreement forming the basis of its subsidiary relationship.

2.1.6. if the issuer is part of a corporate group (a group consisting of the issuer and one or more subsidiaries operating in various sectors of the economy), the name of the group.

2.1.7. the issuer's fields of activity.

2.1.8. types of licensed or permitted activities and their validity periods, if any.

2.1.9. products and services offered by the issuer.

2.1.10. the number of the issuer's staff and quarterly changes in employment figures.

2.1.11. information on issuer's management bodies: the Board of Directors (Supervisory Board, if any), executive body, and audit committee (if any), with the full names of their members.

2.1.12. the number of issuer's individual and legal-entity shareholders (participants), separately indicated.

2.1.13. persons owning 5 percent or more of issuer's voting shares (or participatory interests) (individual's full name, or the legal entity's name, address, and TIN, the number of shares owned (broken down by share class), and their percentage of the charter capital.

2.1.14. legal entities in which the issuer holds 5 percent or more of the charter capital (the name, address, TIN, and the issuer's ownership percentage).

2.1.15. information about shareholders' (participants') meetings held during the reporting period:

2.1.15.1. date and venue (address) of the meeting.

2.1.15.2. decisions taken at the general meeting.

2.1.16. information about issuer's circulating investment securities (each issuance to be listed separately):

2.1.16.1. type and form of the investment security.

2.1.16.2. state registration number and date of the issuance.

2.1.16.3. quantity and nominal value of the securities.

2.1.16.4. total nominal value of the issuance.

2.1.16.5. information about dividends paid on shares during the reporting year (indicated separately for each class of shares).

2.1.16.6. for interest-bearing bonds – their annual interest rate.

2.1.16.7. name and location of the stock exchange where securities are listed or traded (if any).

2.1.17. information on major transactions concluded by the issuer:

2.1.17.1. transaction amount.

2.1.17.2. outstanding portion of the transaction as of the reporting date.

2.1.18. information on related party transactions:

2.1.18.1. nature, date, and amount of the transaction.

2.1.18.2. information on the related party and its kinship with the issuer.

2.1.19. date of the general meeting approving the annual report.

2.1.20. source of disclosure of the report.

2.2. The annual report should be prepared based on the results of each completed calendar year and approved by the general meeting of shareholders (participants) no later than within the first 4 months of the following year for limited liability companies and within the first 6 months of the following year for joint-stock companies.

### **3. Requirements for semi-annual reports**

3.1. Semi-annual reports are submitted only by issuers whose securities are publicly offered and traded on a regulated market.

3.2. Semi-annual reports include the information specified in sub-items 2.1.1 - 2.1.15, as well as 2.1.17, 2.1.18, and 2.1.20 of these Regulations.

### **4. Submission and disclosure of reports**

4.1. The issuer should submit annual and semi-annual reports to the State Committee for Securities of the Republic of Azerbaijan in accordance with Article 75.5 of *the Law*. All pages of reports should be numbered, bound, signed by the head of the issuer's executive body and the chief accountant, and certified with the issuer's seal. The signatories bear responsibility, under the laws of the Republic of Azerbaijan, for the completeness and accuracy of the information included in the annual report.

4.2. The issuer makes changes to annual and semi-annual reports in accordance with Article 75.7 of *the Law*.

4.3. Issuers disclose annual and semi-annual reports (except for the information specified in sub-items 2.1.13 and 2.1.14, which apply only to issuers whose securities are publicly offered and traded on a regulated market) under Article 75.6 of *the Law*.

4.4. Issuers whose securities are publicly offered and traded on a regulated market disclose their semi-annual reports under Article 75.4 of the Law.