

“APPROVED”

State Committee for Securities
under the President of the
Republic of Azerbaijan
Order №155

6 September 2000

REGULATIONS

on the issue of securities of foreign issuers into circulation in the Republic of Azerbaijan

1. General provisions

- 1.1. These Regulations have been developed in accordance with the Law of the Republic of Azerbaijan "On Securities" and the Regulation on the State Committee for Securities under the President of the Republic of Azerbaijan approved by the Decree No. 161 dated 26 July 1999 of the President of the Republic of Azerbaijan.
- 1.2. These Regulations determine conditions of the issue of securities of foreign issuers (hereinafter - foreign securities) in the territory of the Azerbaijan Republic.

2. Issuing foreign securities into circulation in the Republic of Azerbaijan

- 2.1. Issuers of foreign securities or persons who have acquired these securities outside the territory of the Republic of Azerbaijan (hereinafter - the holder of foreign securities) shall have the right to issue these securities into circulation in the Republic of Azerbaijan after obtaining the Certificate on Issuance of Securities of Foreign Issuers into Circulation in the Republic of Azerbaijan (Form 1) from the State Committee for Securities under the President of the Republic of Azerbaijan (hereinafter – the SCS). The Certificate on Issuance of Securities of Foreign Issuers into Circulation in the Republic of Azerbaijan is an official document confirming the issue of foreign securities in the territory of the Republic of Azerbaijan.
- 2.2. Issuer of foreign securities shall submit the following documents to the SCS in order to receive the abovementioned Certificate:
 - 2.2.1. an application stating full name, legal address of the foreign issuer, type, form (documented or undocumented), number, face value (if any), total amount, term of placement, circulation method and circulation markets (if any) of the foreign securities to be issued into circulation;
 - 2.2.2. copies of the corresponding document on state registration of the issuer as a legal entity and its charter;

- 2.2.3. a copy of the document confirming the registration of foreign securities with the relevant state body of the country of issue (except for cases when the legislation of that country does not require registration of these securities);
 - 2.2.4. a copy of the prospectus or any other document disclosing the terms of issue of foreign securities. If necessary, the SCS may require the auditor to approve this document;
 - 2.2.5. balance sheet of the issuer approved by the auditor as of the last reporting date (if it is not specified in the prospectus);
 - 2.2.6. a copy of the certificate in case of issuing foreign securities in documented form, and the correspondent document confirming their ownership if they are issued in undocumented form (returned after copying);
- 2.3. If the owner of foreign securities is a legal entity, that person shall submit the following documents to the SCS in order to obtain the Certificate on Issuance of Securities of Foreign Issuers into Circulation in the Republic of Azerbaijan:
- 2.3.1. an application stating full name, legal address of the foreign issuer, type, form (documented or undocumented), number, face value (if any), total amount and circulation markets of the foreign securities to be issued into circulation;
 - 2.3.2. copies of the corresponding document on state registration of the issuer as a legal entity and its charter;
 - 2.3.3. a copy of the certificate in case of issuing foreign securities in documented form, and the corresponding document confirming their ownership if they are issued in undocumented form (returned after copying);
- 2.4. If the owner of foreign securities is an individual, that person shall submit the following documents to the SCS to obtain the Certificate on Issuance of Securities of Foreign Issuers into Circulation in the Republic of Azerbaijan:
- 2.4.1. an application with the name, last name, address of the owner and type, form (documented or undocumented), number, face value (if any), total amount and information on the circulation markets of the foreign securities issued into circulation;
 - 2.4.2. a copy of the certificate in case of issuing foreign securities in documented form, and the corresponding document confirming their ownership if they are issued in undocumented form (returned after copying);
 - 2.4.3. a corresponding document confirming the identity (returned after copying).
- 2.5. When an authorized person applies on behalf of the issuer or owner of foreign securities, he/she shall submit a notarized power of attorney issued in his/her name by the issuer or owner of foreign securities in addition to the required documents.
- 2.6. If necessary, the SCS may require from the issuer or owner of foreign securities additional documents related to foreign securities, including the translation of the above documents into the Azerbaijani language.
- 2.7. The SCS shall review the submitted documents within 30 (thirty) working days from the date of receipt.
- 2.8. In order to verify the accuracy of the information provided, the SCS has the right to send relevant inquiries about the issuer or the owner of foreign securities, as

well as foreign securities. In this case, the time for reviewing the documents shall be calculated from the time of receipt of the response to the request.

2.9. After reviewing the submitted documents and if there are no grounds for refusal, the SCS shall issue a Certificate on Issuance of Securities of Foreign Issuers into Circulation in the Republic of Azerbaijan to the issuer or owner of foreign securities.

2.10. The issuer or owner of foreign securities shall issue the following information on the issue of foreign securities into circulation in the territory of the Republic of Azerbaijan in the central press and place it on the website of the SSC:

2.10.1. if the issuer or owner of foreign securities is a legal entity - full name and legal address; in case of an individual - name, last name and address;

2.10.2. type, form, nominal value, number and total amount of foreign securities;

2.10.3. date of commencement and completion of placement of foreign securities (if any);

2.10.4. address and contact phone numbers to get acquainted with or receive the issue prospectus of foreign securities or the document disclosing the issue of securities (if any).

2.11. Issuer or owner of foreign securities shall submit a report on the results of the placement to the SCS within 30 (thirty) working days after the completion of the placement.

3. Restrictions on the issue of foreign securities into circulation in the Republic of Azerbaijan

3.1. For the purpose of regulating the securities market, the SCS shall have the right to limit the number of foreign securities to be issued into circulation in the Republic of Azerbaijan or refuse to issue them into circulation.

3.2. In case of refusal to issue foreign securities into circulation in the Republic of Azerbaijan, the issuer or owner of foreign securities shall be notified in writing without giving reasons and the submitted documents shall not be returned.

4. Circulation of foreign securities in the Republic of Azerbaijan

4.1. Issuer or owner of foreign securities may carry out any operations with such foreign securities in the territory of the Republic of Azerbaijan only after the SCS has issued them a Certificate on Issuance of Securities of Foreign Issuers into Circulation in the Republic of Azerbaijan.

4.2. Circulation of foreign securities in the territory of the Republic of Azerbaijan shall be carried out in accordance with the current legislation of the Republic of Azerbaijan in accordance with their type.

4.3. Storage of foreign securities in the territory of the Republic of Azerbaijan and registration of rights on them shall be carried out through a depositary operating on the basis of the relevant license of the SCS.

4.4. In case of detection of violations during the circulation of foreign securities in the territory of the Republic of Azerbaijan or in other cases required by the state of

the securities market, the SCS may take relevant actions, as well as suspend the circulation of these foreign securities. When the SCS suspends the circulation of foreign securities in the territory of the Republic of Azerbaijan, it shall provide the issuer or owner of foreign securities with written information and announce it in the mass media.

5. Liability

- 5.1. Persons who do not comply with these Regulations shall be liable in accordance with the current legislation of the Republic of Azerbaijan.

6. Effective date

- 6.1. These Regulations shall enter into force on the day of approval.

Azərbaycan Respublikasının Prezidenti
yanında Qiymətli Kağızlar üzrə Dövlət
Komitəsi



State Committee for Securities under the
President of the Republic of Azerbaijan

C E R T I F I C A T E №

On issuance of Securities of Foreign Issuers into Circulation in the Republic of Azerbaijan

State Committee for Securities under the President of the Republic of Azerbaijan

(full name and address of the registration body)

hereby certifies the issue of

belonging to _____
(full name and requisites of the issuer of securities)

registered by _____

into the circulation in the Republic of Azerbaijan.

Description of securities issued into circulation

Type: _____

Form: _____

Issuer: _____

Number: _____

Face value: _____

Total amount: _____

Additional notes: _____

Date: “ ____ ” ____ 200_

Chairman

H. Babayev

L.S.