

# **On Introducing Changes in the Provision on the Procedure for Issue of Enterprise Bonds**

**Decision of the Securities and Stock Market State Commission of Ukraine  
of 26 October 2006 No. 1178**

**Registered with the Ministry of Justice of Ukraine  
on 30 January 2007 under No. 81/13348**

Pursuant to items 1, 3, 5, 8 of the second part of Article 7 of the Law of Ukraine “On State Regulation of Securities Market in Ukraine” and the third part of Article 7, sixth part of Article 8, third part of Article 28, Article 29, second part of Article 30, third part of Article 36 of the Law of Ukraine “On Securities and Stock Market”, the Securities and Stock Market State Commission **HAVE DICIDED:**

1. To approve the Changes in the Provision on the Procedure for Issue of Enterprise Bonds approved by the Decision of the Securities and Stock Market State Commission of 07.17.2003 No. 322, registered with the Ministry of Justice of Ukraine on 08.13.2003 under No. 706/8027 having stated it in a new wording (attached hereto).
2. The Chief of staff of the Securities and Stock Market State Commission M. Nepran should ensure:  
  
the state registration of this decision with the Ministry of Justice of Ukraine;  
  
the publication of this decision under the current legislation.
3. The control over the execution of this decision should be imposed on the Chief of staff of the Securities and Stock Market State Commission M. Nepran.

**Chairman of the Commission**

**A. Balyuk**

**APPROVED:**

**Chairman of State Committee of Ukraine for  
Regulatory Policy and Entrepreneurship**

**A. V. Dashkevych**

**Deputy Chairman of State Committee of  
Ukraine for Land Resources**

**I. P. Yatsuk**

Minutes of meeting of the Commission of  
26 October 2006 No. 45

**APPROVED**

by the Decision of the Securities and Stock  
Market State Commission of 17 July 2003,  
No. 322 (as worded in the Decision of the  
Securities and Stock Market State  
Commission of 26 October 2006 No. 1178)

Registered with the Ministry of Justice of  
Ukraine on 30 January 2007, No. 81/13348

**PROVISION**  
**on the Procedure for Issue of Enterprise Bonds and Their Circulation**

This Provision has been developed pursuant to items 1, 3, 5, 8 of the second part of Article 7 of the Law of Ukraine “On State Regulation of Securities Market in Ukraine” and the third part of Article 7, sixth part of Article 8, third part of Article 28, Article 29, second part of Article 30, third part of Article 36 of the Law of Ukraine “On Securities and Stock Market”, Law of Ukraine “On Economic Companies”, "On National Depository System and Specific Aspects of Electronic Circulation of Securities in Ukraine", “On Accounting and Financial Reporting in Ukraine”, “On Financial Services and State Regulation of Financial Services Markets” and other regulatory legal acts.

This Provision establishes the procedure for issue, circulation of enterprise bonds, registration of enterprise bonds issue with the Securities and Stock Market State Commission and their prospectus, reporting on the consequences of redemption and cancellation of the registration of issue of these bonds.

This Provision shall apply to issuers-residents.

This Provision shall not apply to the cases of issue of issuers-residents outside Ukraine.

**Section I. General Provisions**

1. The main terms and concepts used in this Provision:

concepts: "underwriting", "open (public) placement of securities", "interest bearing bonds", "issue of securities", "discount bonds", "closed (private) placement of securities", "floatation of securities", "international securities identification number”, "circulation of securities", "bond", "enterprise bonds", "the holder", "prospectus for securities issue", "placement of securities", "special-purpose bonds" are used in this Provisions in accordance with definitions of the Law of Ukraine “On Securities and Stock Market”;

**retirement of bonds** – acquisition of bonds by an issuer from the holders that paid for these bonds of this issuer, which is carried out during the placement and/or circulation of bonds;

**holder of bonds** – a natural person or a legal entity that holds bonds by right of ownership;

**default** – failure of bonds issuer to pay interest earnings of the bonds to the bonds holders within the term established by the issue terms and/or pay off a partial or full value of bonds;

**early redemption of bonds** – payment of the face value of the bond or provision of goods (services) before the terms of bond redemption stipulated by the conditions of the bond placement;

**issuer of bonds** (hereinafter referred to as the issuer) – a legal entity that on its behalf places bonds and undertakes commitments arising out of the terms of issue of these bonds to the holders of bonds;

**redemption of bonds** – payment of the face value of the bond or provision of goods (services) within the terms stipulated by the conditions of the bond placement;

**registration of bond issue** – assignment of registration number to a bond issue in accordance with the procedure established by the registering agency;

**series of bonds** – the totality of bonds of the same issuer within the same issue of bonds that have the same registration number, equal conditions and terms of placement, circulation, income payment and redemption and grant equal rights to their holders;

**conditions of placement** – a way of placement (open/public/ or closed/private/); terms of placement, price (pricing procedure); procedure and terms of making civil law contracts with the first holders; procedure, terms and forms of payment of bonds by the first holders; level of bond yield; procedure, terms and forms of the payment of bond yields and redemption of bonds; possibility for retirement, early redemption of bonds, etc.;

**financing reporting** – accounting reports containing information about the financial condition, operating results and cash flow of the issuer for a certain reporting period.

2. The enterprise bonds (hereinafter referred to as the bonds) shall be placed by legal entities only after full payment of their authorized capital.

A ceiling amount for which the issuer has the right to place bonds shall be established by the legislation of Ukraine.

The placement of bonds for the formation and replenishment of the issuer's authorized capital as well as the cover of losses from economic activity by crediting the proceeds of the sale of bonds as a product of the current economic activity shall not be allowed.

3. In case of the open (public) placement of bonds the issue shall be carried out by the following stages:

1) taking of a decision on the open (public) placement of bonds by the issuer's agency authorized to take such decision;

2) filing of application and all necessary documents for the registration of bond issue and prospectus for bond issue;

3) registration of bond issue and prospectus for bond issue by the Securities and Stock Market State Commission, grant of a temporary certificate of the bond issue registration;

- 4) if necessary, taking of a decision on the involvement of the underwriter(s) in the placement of bonds by the issuer's agency authorized to take such decision, except for cases of the availability of the pre-made contract(s) with the underwriter(s);
- 5) assignment of the international identification number to bonds;
- 6) conclusion of a contract with the depositary for servicing the bond issue or with the registrar for maintaining the register of holders of registered bonds (in case of the absence of such contracts), except for cases when the registration of rights to securities is maintained by the issuer under the legislation, or bonds are placed to bearer, or pre-made contracts are available;
- 7) printing of the securities certificate in case of the placement of certified bonds or placement of the global certificate (in case of the issue of uncertified bonds);
- 8) disclosure of information contained in the registered prospectus for bond issue by publishing the prospectus for bond issue in full in the official printed publication of the Securities and Stock Market State Commission not less than 10 days before the beginning of the open (public) placement of securities;
- 9) open (public) placement of bonds carried out within the term stipulated in the decision on the placement of bonds and prospectus for their issue;
- 10) approval of the results of the open (public) placement of bonds by the issuer's agency authorized to take such decision;
- 11) submission of the report on the results of the open (public) placement of bonds;
- 12) registration of the report on the results of the open (public) placement of bonds by the Securities and Stock Market State Commission;
- 13) obtaining of the bond issue registration certificate;
- 14) disclosure of information contained in the registered report on the results of the open (public) placement of bonds by publishing the report in the same official printed publication of the Securities and Stock Market State Commission where the prospectus for issue of these bonds was published, not later than 15 working days after the date of registration of the report on the results of the placement of bonds (series of bonds);
- 15) submission of a copy of the bond issue registration certificate to the depositary with which the contract was made for servicing the bond issue and the global certificate was executed, or to the registrar with which the contract was made for maintaining the register of holders of registered bonds (except for case when the registration of the rights to bonds shall be maintained by the issuer). On the basis of the certificate of the bond issue registration the issuer shall re-execute the global certificate for a new volume of bonds with due account of the results of the bond placement.

The open (public) placement of bonds shall be carried out by the issuer at its own discretion or through the underwriter(s) that made the underwriting contract with the issuer.

The open (public) placement of bonds shall envisage the offering of bonds to not less than hundred legal entities and/or natural persons.

The bonds offered for the open (public) placement shall be freely negotiable. The first and the next holders of such bonds can be any legal entities and/or natural persons.

The term of the open (public) placement of bonds cannot exceed a year from the date of the beginning of placement. If the bonds designated for placement are issued in different series, the term of the open (public) placement of a separate series of bonds cannot exceed a year from the date of the beginning of placement of bonds of this series.

The open (public) placement of bonds earlier than 10 days after publication of the prospectus for bond issue in full in the official printed publication of the Securities and Stock Market State Commission shall be prohibited.

4. In case of the closed (private) placement of bonds the issue shall be carried out by the following stages:

1) taking of a decision on the closed (private) placement of bonds by the issuer's agency authorized to take such decision;

2) filing of an application and all necessary documents for the registration of bond issue;

3) registration of bond issue by the Securities and Stock Market State Commission, grant of the temporary certificate of the bond issue registration;

4) assignment of the international identification number to bonds;

5) conclusion of the contract with the depositary for servicing the bond issue or with the registrar for maintaining the register of holders of registered bonds (in case of the absence of such contracts), except for cases when the registration of rights to securities is maintained by the issuer under the legislation, or bonds are placed to bearer, or pre-made contracts are available;

6) printing of the securities certificate in case of the placement of certified bonds or placement of global certificate (in case of issue of uncertified bonds);

7) closed (private) placement of bonds carried out within the term stipulated in the decision on the placement of bonds;

8) approval of the results of the closed (private) placement of bonds by the issuer's agency authorized to take such decision;

9) submission of the report on the results of the closed (private) placement of bonds to the Securities and Stock Market State Commission;

10) registration of the report on the results of the closed (private) placement of bonds by the Securities and Stock Market State Commission;

11) obtaining of the bond issue registration certificate;

12) submission of a copy of the bond issue registration certificate to the depositary with which the contract was made for servicing the bond issue and the global certificate was executed, or to the registrar with which the contract was made for maintaining the register of holders of registered bonds (except for case when the registration of the rights to bonds shall be maintained by the issuer). On the basis of the certificate of the bond issue registration the issuer shall re-execute the global certificate for a new volume of bonds with due account of the results of the bond placement.

The closed (private) placement of bonds shall be carried out by the issuer at its own discretion.

The first holders of the bonds designated for the closed (private) placement can be legal entities and natural persons – participants in the closed (private) placement a circle of which is predetermined in the decision on the placement of bonds. The number of participants in the closed (private) placement of bonds should not exceed 100 persons.

The term of the closed (private) placement of bonds cannot exceed two months from the date of the beginning of placement. If the bonds designated for placement are issued in different series, the term of the closed (private) placement of a separate series of bonds cannot exceed two months from the date of the beginning of placement of bonds of this series.

The bonds offered for the closed (private) placement shall be considered such that have the limited circulation among the participants of such placement.

5. The issues can place the registered bonds and bonds to bearer; interest bearing, special-purpose and discount bonds; straight (unsecured) and secured bonds.

5.1. The bonds to bearer can be offered exclusively for the open (public) placement.

The issuer cannot issue the form of the certificate of bonds to bearer in the process of the placement of such bonds.

During the placement of bonds to bearer the issuer shall give a commitment letter on granting the bond certificate to the first holder.

The issue of certificates of the bonds to bearer shall be possible only after the registration of the report on the placement of bonds and grant of the bond issue registration certificate by the Securities and Stock Market State Commission.

5.2. Investment in and financing of the construction of housing projects implemented with the use of non-state funds obtained from natural persons and legal entities, except for cases stipulated by the legislation, through the placement of bonds shall be allowed only in case of issuing the special-purpose bonds under which the basic product is a unit of such real asset.

The issuer of such bonds can be a person which is an owner or acquired the right to permanent use of the land plot, or is a landholder of the site where the housing project will be located, which ensures the fulfillment of obligations under the special-purpose bonds. The term for which the land lease contract was made should be not less than the term of performance of construction works under the project documents and commissioning of the housing project.

5.3. The bonds can be considered additionally secured if the issuer concludes relevant contracts of guarantee or insurance of risks of the non-payment of the principal debt and/or non-payment of the return on bonds, or if the issuer is given a guarantee as for repayment of the principal debt and/or non-payment of the return on bonds.

The bond shall be considered secured by surety if the issuer defined them to be such in the decision on the placement of bonds and concluded a relevant contract of surety with the provider of surety for meeting the obligations on the repayment of the principal debt and/or payment of the return on bonds.

The bonds shall be considered secured by a guarantee if the issuer defined them to be such in the decision on the placement of bonds and the guarantor (bank, other financial institution) guarantees to the bond holders the fulfillment of obligation by the issuer on the repayment of the principal debt and/or payment of the return on bonds.

The bonds shall be considered secured by an insurance policy if the issuer defined them to be such in the decision on the placement of bonds and concluded with the insurer a relevant contract of insurance of risks of the non-payment of the principal debt and/or non-payment of the return on bonds.

5.4. The bond shall be placed in physical certificated form or book-entry form.

6. The par value of the bond shall be determined in national currency or, if this is stipulated by the conditions of bond placement, in foreign currency.

The minimum par value of the bond cannot be less than a kopeck if the par value of the bond is determined in national currency.

7. The bonds shall be sold in national currency and if this is stipulated by the legislation and conditions of their placement they shall be sold in foreign currency with consideration of the legislation on currency exchange regulation.

8. The interest earnings of the bonds should be paid in the amount and within the term established by the decision on the open (public) placement of bonds and prospectus for bond issue (in case of the open placement) or by the decision on the closed (private) placement of bonds (in case of the closed placement).

The interest earnings of the bonds with the par value determined in foreign currency shall be paid in foreign currency in which the par value of these bonds is expressed with consideration of the legislation on currency exchange regulation or in national currency at a currency (exchange) rate of foreign currency in which the par value of these bonds is expressed, established by the National Bank of Ukraine as of the date of charging the interest earnings.

9. Upon termination of the term of placement and/or during circulation of bonds the bond holder shall have the right to apply to the issuer with the request to retire the bonds paid by the bond holder.

The issuer shall be obliged to retire the bonds from their holders if the cases of such retirement are stipulated by the conditions of bond placement. In this regard, the conditions of placement should contain a procedure for notifying the bond holders of bond retirement, a procedure for establishing the price of bond retirement and the term within which the bonds can be submitted by their holders for retirement.

10. The redemption of bonds can be made in money or goods and/or services under the conditions of bond placement.

The term of bond redemption should not exceed a year from the date of the beginning of redemption.

The bonds can be placed at a fixed term of redemption unified for the whole volume of issue.

The redemption of bonds with the par value determined in foreign currency shall be made in foreign currency in which the par value of these bonds is expressed with consideration of the legislation on currency exchange regulation or in national currency at a currency (exchange) rate of foreign currency in which the par value of these bonds is expressed, established by the National Bank of Ukraine as of the date of bond redemption.

On the initiative of the issuer, the issue or a separate series of bonds can be redeemed ahead of time. The possibility of early redemption of bonds on the initiative of the issuer and a procedure for notifying the bond holders of the early redemption of bonds on the initiative of the issuer and the

term within which the bonds are to be submitted by their holders for early redemption should be stipulated by the conditions of bond placement.

11. The circulation of bonds shall be permitted after the registration of the report on the results of bond placement and grant of the bond issue registration certificate by the Securities and Stock Market State Commission, except for cases of transfer of ownership rights to bonds to the issuer after the end of the term of bond placement.

12. The conditions of the placement of bonds issued by the joint-stock company can stipulate the possibility of their conversion into the shares of its own issue which the joint-stock company repurchased from the shareholders under Article 32 of the Law of Ukraine “On Economic Companies” and which are in the company’s books (convertible bonds).

## **Section II. Requirements to Decision on Placement of Bonds, Prospectus for Bond Issue**

### **Chapter 1. Decision on Placement of Bonds**

1. In respect of each placement of bonds the issuer shall take a separate decision on placement.

2. The decision on the placement of bonds shall be taken by the managing body of the issuer the powers of which shall be confirmed by the statutory documents of the issuer.

3. The decision on the placement of bonds shall be executed by the minutes and should be numbered, tied and certified by signatures of the director and seal of the issuer.

4. The decision on the open (public) placement of bonds should contain the following data:

4.1. Information about the issuer:

1) name of the issuer;

2) location of the issuer, means of communication;

3) size of the authorized capital as of the date of decision taking, information about its payment;

4) size of the own capital as of the date of decision taking.

4.2. Date and number of decision (minutes) on the placement of bonds; name of the body that took a decision; procedure and number of participants in voting; number and percentage of votes under which the decision on the placement of bonds was taken.

4.3. Information about bonds offered for placement:

1) issue parameters:

a) characteristic of bonds (registered, to bearer; interest bearing, special-purpose, discount; straight (unsecured), secured);

b) quantity of bonds;

c) par value of bonds;

d) total par value of bond issue;

e) form of bonds (certified or uncertified).

If the decision stipulates the placement of more than one issue of bonds, the characteristic of bonds, quantity, par value of the bond, total par value and form of bonds of each issue shall be specified separately.

If the bonds are issued in different series, then, in addition to the characteristic, quantity, par value of the bond, total par value and form of bonds, the following shall be specified separately: series, quantity of bonds and serial number of bonds, total par value of bonds in each series;

2) in case of the issue of additionally secured bonds:

a) type (specifically, surety, guarantee or insurance of risks of nonpayment of the principal debt and/or nonpayment of the return on bonds) and size of security;

b) name, location and identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs of the provider of surety, guarantor or insurer, place and date of its state registration;

c) requisites of documents confirming the security (guarantee, contracts of surety or insurance of risks of nonpayment of the principal debt and/or nonpayment of the return on bonds);

3) in case of possibility for the conversion of bonds into own shares of the issuer – conditions of such conversion (for joint-stock companies);

4) purpose of the bond issue (directions of use /with specification of concrete volumes/financial resources obtained from the sale of bonds; sources of redemption and payment of the return on bonds; obligations of the issuer on the nonuse of funds obtained from the placement of bonds for formation and replenishment of the authorized capital of the issuer and for cover of its losses from economic activity);

5) rights granted to the bond holders.

4.4. Procedure for placement of bonds:

1) addresses of places, dates of the beginning and the end of bond placement;

2) possibility for early termination of placement;

3) if the issuer took a decision on the open (public) placement of bonds through the trade institutor – name of the institutor of trade in securities, its location, numbers of telephones and faxes, identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs, place and date of state registration, number and date of granting the license for professional activity on the securities market – activity in the organization of trade on the stock market;

4) if the issuer took a decision on the involvement of the underwriter(s) in the open (public) placement of bonds – name of the underwriter(s), its (their) location, numbers of telephones and faxes, identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs, place and date of state registration, number and date of granting the license for professional activity on the securities market – activity in the trade in securities;

5) procedure for payment of bonds:

- a) planned price of bond sale during placement (at the par value, with discount/lower than the par value/ with premium /higher than the par value/);
- b) currency in which the payment of bonds shall be made (national or foreign currency);
- c) name and requisites of the bank and numbers of the current account to transfer payment of bonds (if payment of bonds is made in national currency and foreign currency, the numbers of national and foreign currency accounts shall be specified separately);
- d) term of payment of bonds.

4.5. Conditions and date of the end of bond circulation, possibility for the issuer to repurchase the bonds from the holders on their demand with specification of cases when the issuer retires the bonds, procedure for notifying the bond holders of the retirement of bonds, procedure for establishing the price of the retirement of bonds and the term within which the bonds can be submitted by their holders for retirement.

4.6. Procedure for payment of the interest return on bonds (for interest bearing bonds):

- 1) addresses of places, dates of the beginning and the end of payment of the return on bonds;
- 2) planned interest, method of calculation and procedure of payment of the interest return;
- 3) currency in which the interest return is paid (national or foreign currency).

4.7. Procedure of bond redemption:

- 1) addresses of places, dates of the beginning and the end of bond redemption;
- 2) for special-purpose bonds – conditions and procedure for providing goods (services); for interest bearing and discount bonds – procedure for payment of the par value of the bond with specification of currency in which the redemption is carried out (national or foreign currency);
- 3) possibility for the early redemption of the whole issue (series) of bonds by the issuer; procedure for notifying the bond holders of the early redemption of the issue (series) of bonds by the issuer; and the term within which the bonds can be submitted for early redemption;
- 4) actions to be implemented in case of untimely submission of bonds for redemption (early redemption) of the issue (series) of bonds.

4.8. Procedure for notification of the placement of bonds.

4.9. Information about the registrar (for certified bonds) or depository (for uncertified bonds) with which the issuer made (or intends to make) a contract for maintaining the register (for certified bonds) or a contract for servicing the issue (for uncertified bonds), except for cases when the registration of the rights to securities is maintained by the issuer under the legislation or bonds are placed to bearer.

5. Decision on the closed (private) placement of bonds should contain the following data:

5.1. Warning of the following content: “Registration of the issue of bonds carried out by the Securities and Stock Market State Commission cannot be considered a guarantee of the value of these bonds. The Securities and Stock Market State Commission shall be responsible only for full information contained in the documents registered by it and for its compliance with the legislation.

The persons who signed these documents shall bear responsibility for the reliability of information given in the documents submitted for registration of the issue of bonds".

#### 5.2. Information about the issuer:

- 1) full and abbreviated (if any) name;
- 2) location, numbers of telephones, fax, telex, teletype, addresses of e-mail and other means of communication of the issuer (if any);
- 3) date of foundation, change of the organizational legal form, name of the issuer (if any);
- 4) list of founders;
- 5) structure of the issuer management (managing bodies of the issuer, procedure of their formation and competence under the statutory documents of the issuer);
- 6) subject and objective of activity;
- 7) size of the authorized capital as of the date of taking a decision, information about its payment;
- 8) size of the own capital as of the date of taking a decision;
- 9) number of staff (as of the last day of the quarter preceding the quarter in which the documents are submitted);
- 10) for joint-stock companies – the number of shareholders as of the last day of the quarter preceding the quarter in which the documents are submitted;
- 11) information about officials of the issuer (for economic companies – about officials of the managing bodies of the issuer), specifically: surname, name, patronymic, year of birth, education, qualification, occupational life, work experience in this post, post occupied by the person at principal place of business, post at the previous places of work for the last five years;
- 12) information about average wages of the members of the executive body for the last quarter and complete financial year preceding the year of submitting the documents.

#### 5.3. Information about the financial and economic condition of the issuer:

- 1) list of licenses (permits) of the issuer for carrying out of certain types of activity issued under the Law of Ukraine “On Licensing of Certain Types of Economic Activity” with specification of the term of their termination;
- 2) description of activity of the issuer as of the end of the reporting period preceding the quarter in which the documents are submitted for registration of information on the bond issue, specifically:
  - a) general trends and specific aspects of the development of the industry of issuer’s activity, seasonal nature of production;
  - b) volume of sales of basic types of production services or works produced (provided) by the issuer;
  - c) sales markers, principal consumers of products, services or works produced (provided) by the issuer;

- d) principal competitors of the issuer;
- 3) scopes and directions of the investment activity of the issuer;
- 4) information about the legal entities in which the issuer has a share exceeding 10% of the authorized capital;
- 5) information about subsidiary enterprises, branches, representative offices and other separate subdivisions of the issuer;
- 6) information about the participation of the issuer in the holding companies, concerns, associations, etc.;
- 7) policy as to studies and developments;
- 8) possible factors of risk in the economic activity of the issuer;
- 9) prospects of the issuer's activity for the current and next years;
- 10) financial reporting for the reporting period preceding the quarter in which the decision was made on the placement of bonds, and for the last three complete financial years.

5.4. Information about the bonds in respect of which the decision was made on the closed (private) placement of bonds:

- 1) date and number of the decision (minutes) on the placement of bonds, name of the body that took the decision on the placement of bonds;
- 2) issue parameters:
  - a) characteristic of bonds (registered, to bearer, interest bearing, special-purpose and discount, straight (unsecured) and secured);
  - b) quantity of bonds;
  - c) par value of the bond;
  - d) total par value of bond issue;
  - e) form of bonds (certified or uncertified).

If the decision stipulates the placement of more than one issue of bonds, the characteristic of bonds, quantity, par value of the bond, total par value and form of bonds of each issue shall be specified separately.

If the bonds are issued in different series, then, in addition to the characteristic, quantity, par value of the bond, total par value and form of bonds, the following shall be specified separately: series, quantity of bonds and serial number of bonds, total par value of bonds in each series;

3) in case of the issue of secured bonds:

- a) type (specifically, surety, guarantee or insurance of risks of nonpayment of the principal debt and/or nonpayment of the return on bonds) and size of security;

b) name, location and identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs of the provider of surety, guarantor or insurer, place and date of its state registration;

c) requisites of documents confirming the security (guarantee, contracts of surety or insurance of risks of nonpayment of the principal debt and/or nonpayment of the return on bonds);

d) the essence of the contract of surety or insurance of risks of nonpayment of the principal debt and/or nonpayment of the return on bonds (the amount of security, term and procedure of fulfillment of the contract) or basic provisions of guarantee (letter of guarantee): the amount for which the guarantee is given, term and procedure of fulfillment;

e) information about the existence of relations of control between the issuer and provider of surety (guarantor, insurer), concluded transactions, etc.;

f) financial reporting of the provider of surety, guarantor, insurer for the reporting period preceding the year of taking the decision on the placement of bonds;

4) in case of providing possibility for conversion of bonds into the own shares of the issuer – conditions of such conversion (for joint-stock companies);

5) purpose of the bond issue (directions of use /with specification of concrete volumes/financial resources obtained from the sale of bonds; sources of redemption and payment of the return on bonds; obligations of the issuer on the nonuse of funds obtained from the placement of bonds for formation and replenishment of the authorized capital of the issuer and for cover of its losses from economic activity);

6) rights granted to the bond holders;

7) procedure for placement of bonds:

a) addresses of places, dates of the beginning and the end of bond placement;

b) list of persons among which the issuer intends to place the bonds with specification of the following data about these persons:

for legal entities-residents: name, location, identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs, place and date of the state registration, requisites of the state registration certificate;

for legal entities-nonresidents: name, location, requisites of the document certifying the registration of this legal entity in the country of its location (a copy of legalized extract of trade, bank or ship's register or notarized registration certificate of the authorized agency of the foreign state regarding the registration of the relevant legal entity);

for natural persons-residents: surname, name, patronymic, place of residence, number and series of passport or other document certifying the person, date of its issue, name of the agency that issued a relevant document;

for natural persons-nonresidents: surname, name, patronymic (if any), citizenship status, number and series of passport or other document certifying the person, date of its issue, name of the agency that issued a relevant document;

8) possibility for early termination of placement;

9) procedure for payment of bonds:

a) planned price of bond sale during placement (at the par value, with discount (lower than the par value), with premium (higher than the par value));

b) currency in which the payment of bonds shall be made (national or foreign currency);

c) name and requisites of the bank and numbers of the current account to transfer payment of bonds (if payment of bonds is made in national currency and/or foreign currency, the numbers of national and foreign currency accounts shall be specified separately);

d) term of payment of bonds;

10) conditions and date of the end of bond circulation, possibility for the issuer to repurchase the bonds from the holders on their demand with specification of cases when the issuer retires the bonds, procedure for notifying the bond holders of such retirement of bonds, procedure for establishing the price of the retirement of bonds and the term within which the bonds can be submitted by their holders for retirement;

11) procedure for payment of the interest return on bonds (for interest bearing bonds):

a) addresses of places, dates of the beginning and the end of payment of the return on bonds;

b) planned interest, method of calculation and procedure of payment of the interest return;

c) currency in which the interest return is paid (national or foreign currency);

12) procedure of bond redemption:

a) addresses of places, dates of the beginning and the end of bond redemption;

b) for special-purpose bonds – conditions and procedure for providing goods (services); for interest bearing and discount bonds – procedure for payment of the par value of the bond with specification of currency in which the redemption is carried out (national and/or foreign);

c) possibility for the early redemption of the whole issue (series) of bonds by the issuer; procedure for notifying the bond holders of the early redemption of the issue (series) of bonds by the issuer; and the term within which the bonds can be submitted for early redemption;

d) actions to be implemented in case of untimely submission of bonds for redemption (early redemption) of the issue (series) of bonds.

5.5. List and results of the previous issues of bond with specification: requisites of the bond issue registration certificates and agencies that granted the relevant certificates, volumes of issues, terms of circulation and results of redemption of each issue.

5.6. The size of a share in the authorized capital of the issuer (for joint-stock companies the quantity of shares is also stated) that is in ownership of the members of the executive body of this issuer.

5.7. List of persons who have in the authorized capital of the issuer a share exceeding 10%.

5.8. Information about the registrar (for certified bonds) or the depository (for uncertified bonds) with which the issuer made (or intends to make) a contract for maintaining the register (for certified bonds) or a contract for servicing the issue (for uncertified bonds) with specification of full name,

location, numbers of telephones and/or faxes, identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs, place and date of the state registration, numbers and dates of granting the licenses for carrying out professional activity on the securities market – depositary activity, i.e. activity in maintaining the register of holders of registered bonds (numbers and dates of granting the licenses for carrying out professional activity on the securities market – depositary activity). If the registration of the holders of registered bonds is maintained by the issuer, the issuer shall submit a copy of the license for carrying out professional activity on the securities market – depositary activity, i.e. activity in maintaining the register of holders of registered bonds, granted to it in accordance with the established procedure.

5.9. Data on the persons responsible for information contained in the decision on the closed (private) placement of bonds: director of the executive body and chief accountant the issuer (surname, name and patronymic, and post) and on the persons responsible for auditing the issuer (name, identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs, place and date of the state registration of the auditing firm (or surname, name and patronymic of the auditor), location, numbers of telephones and faxes, number and date of granting a certificate of entering in the register of auditors and auditing firms having the right to carry out audits of financial institutions which carry out activity on the securities market (if the issuers is a financial institution that carries out activity on the securities market), or number and date of granting the Certificate of Entering in the Register of Auditing Firms and Auditors which individually render the audit services, which was granted by the Audit Chamber of Ukraine, for natural persons - number, series, date of granting the certificate of auditor granted by the Audit Chamber of Ukraine.

5.10. If the volume of bond issue (except for the issue of additionally secured bonds) exceeds the size of the own capital of the issuer, the warning of such excess shall be provided.

5.11. Information about bankruptcy proceedings or rehabilitation of the issuer or the former economic entity in consequence of the reorganization of which the issuer is set up within three years preceding the year of bond issue.

6. Decision on the placement of bonds can also contain other data.

7. The issuer shall have no right to change the taken decision on the placement of bonds with regard to the decrease of the measure of rights granted to the bond holders, conditions of placement and quantity of bonds of the same issue in respect of which the decision on placement was taken, except for cases stipulated by the laws and regulatory legal acts of the Securities and Stock Market State Commission.

8. If as of the date of taking a decision on the closed (private) placement of bonds the issuer failed to choose the depositary or registrar to make the contract for servicing the issue (for uncertified bonds) or contract for maintaining the register (for certified bonds), except for cases when the registration of the rights to securities is maintained by the issuer under the legislation or the bonds are placed to bearer, the issuer, after making the contract with the depositary for servicing the issue (for uncertified bonds) or contract with the registrar for maintaining the register (for certified bonds), shall be obliged to introduce changes in the decision on the placement of bonds having supplemented it with information about the chosen depositary (for uncertified bonds) or registrar (for certified bonds) which are stipulated by the requirements of this Provision.

If the decision on introducing such changes in the decision on the closed (private) placement of bonds is taken after submission of documents for registration of bond issue by the Securities and Stock Market State Commission, the issuer shall submit to the Securities and Stock market State Commission a decision of the authorized agency of the issuer on introducing the changes in the decision on the closed (private) placement of bonds which shall be executed by the minutes and be

numbered, tied and certified by signatures of the director and seal of the issuer within 5 working days from the date of taking such decision.

9. The issuer of special-purpose bonds, the fulfillment of obligations under which is stipulated by the housing projects, for financing the construction of which the funds are obtained from legal entities through the placement of bonds, shall be prohibited to introduce changes in the decision on the bond placement with regard to the change of the housing project which ensures the fulfillment of obligations under such bonds.

10. The introduction of changes in the decision on the placement of bonds after the beginning of the bond placement shall be prohibited.

11. It is prohibited to limit an access of the bond holders to the original decision on the placement of securities kept in the issuer.

## **Chapter 2. Prospectus for bond issue**

1. The prospectus for bond issue should contain the following data:

1.1. Warning of the following content: "Registration of the issue of bonds carried out by the Securities and Stock Market State Commission cannot be considered a guarantee of the value of these bonds. The Securities and Stock Market State Commission shall be responsible only for full information contained in the documents registered by it and for its compliance with the legislation. The persons who signed these documents shall bear responsibility for the reliability of information given in the documents submitted for registration of the issue of bonds".

1.2. Information about the issuer:

1) full and abbreviated (if any) name;

2) location, numbers of telephones, fax, telex, teletype, addresses of e-mail and other means of communication of the issuer (if any);

3) date of foundation, change of the organizational legal form, name of the issuer (if any);

4) list of founders;

5) structure of the issuer management (managing bodies of the issuer, procedure of their formation and competence under the statutory documents of the issuer);

6) subject and objective of activity;

7) size of the authorized capital as of the date of taking decision, information about its payment. If the issuer plans to change (increase or decrease) the size of the authorized capital and as of the date of submitting the prospectus for bond issue for registration to the Securities and Stock Market State Commission the issuer notified of convening of the general meeting the agenda of which included an issue of the change of the size of the authorized capital, of id the general meeting of the issuer as of the date of submitting the prospectus for bond issue for registration to the Securities and Stock Market State Commission took decision on the change of the size of the authorized capital, but changes in the articles of the issuer connected with the change of the size of the authorized capital failed to be registered, the issue shall be obliged to reflect this information in the prospectus for bond issue;

8) size of the own capital as of the last reporting date preceding the date of taking a decision on placement;

9) number of staff (as of the last day of the quarter preceding the quarter in which the documents are submitted);

10) for joint-stock companies – the number of shareholders as of the last day of the quarter preceding the quarter in which the documents are submitted;

11) information about officials of the issuer, specifically: surname, name, patronymic, year of birth, education, qualification, occupational life, work experience in this post, post occupied by the person at principal place of business, post at the previous places of work for the last five years;

12) information about average wages of the members of the executive body for the last quarter and complete financial year preceding the year of submitting the documents.

1.3. Information about the financial and economic condition of the issuer:

1) list of licenses (permits) of the issuer for carrying out of certain types of activity issued under the Law of Ukraine “On Licensing of Certain Types of Economic Activity” with specification of the term of their termination;

2) description of activity of the issuer as of the end of the reporting period preceding the quarter in which the documents are submitted for the registration of information on the bond issue, specifically:

a) general trends and specific aspects of the development of the industry of issuer’s activity, seasonal nature of production;

b) volume of sales of basic types of production, services or works produced (provided) by the issuer;

c) sales markers, principal consumers of products, services or works produced (provided) by the issuer;

d) principal competitors of the issuer;

3) scopes and directions of the investment activity of the issuer;

4) information about the legal entities in which the issuer has a share exceeding 10% of the authorized capital;

5) information about subsidiary enterprises, branches, representative offices and other separate subdivisions of the issuer;

6) information about the participation of the issuer in the holding companies, concerns, associations, etc.;

7) policy as to studies and developments;

8) possible factors of risk in the economic activity of the issuer;

9) prospects of the issuer’s activity for the current and next years;

10) information about bankruptcy proceedings or rehabilitation of the issuer or the former economic entity in consequence of the reorganization of which the issuer is set up within three years preceding the year of bond issue;

11) information about the money liabilities of the issuer (credit history of the issuer (except for banks)):

a) which exist as of the date of taking decision on the placement of bonds:

credit transactions and changes in them (number and date of concluding the transaction, parties, type of transaction);

creditor on each concluded credit transaction;

value of liability on each concluded credit transaction;

type of currency of the liability;

term and procedure of fulfillment of the credit transaction;

information about the final value of liability under the credit transaction;

decision of courts concerning the creation, fulfillment and termination of liabilities under the concluded credit transaction;

b) which failed to be fulfilled:

credit transactions and changes in them (number and date of concluding the transaction, parties, type of transaction));

creditor on each concluded credit transaction;

value of liability on each concluded credit transaction;

type of currency of the liability;

term and procedure of fulfillment of the credit transaction;

date of occurrence of deferment of the liability on the credit transaction, its size and stage of repayment;

decision of courts concerning the creation, fulfillment and termination of liabilities under the concluded credit transaction;

12) financial reporting for the reporting period preceding the quarter in which the documents are submitted for the registration of bond issue, and for the last three complete financial years.

1.4. Information about the bonds in respect of which the decision was made on the open (public) placement of bonds:

1) date and number of the decision (minutes) on the placement of bonds, name of the body that took the decision on the placement of bonds;

2) issue parameters:

- a) characteristic of bonds (registered, to bearer, interest bearing, special-purpose, discount, straight (unsecured) and secured);
- b) quantity of bonds;
- c) par value of the bond;
- d) total par value of bond issue;
- e) form of bonds (certified or uncertified).

If the decision stipulates the placement of more than one issue of bonds, the characteristic of bonds, quantity, par value of the bond, total par value and form of bonds of each issue shall be specified separately.

If the bonds are issued in different series, then, in addition to the characteristic, quantity, par value of the bond, total par value and form of bonds, the following shall be specified separately: series, quantity of bonds and serial number of bonds, total par value of bonds in each series;

3) in case of the issue of secured bonds:

a) type (specifically, surety, guarantee or insurance of risks of nonpayment of the principal debt and/or nonpayment of the return on bonds) and size of security;

b) name, location and identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs of the provider of surety, guarantor or insurer, place and date of its state registration;

c) requisites of documents confirming the security (guarantee, contracts of surety or insurance of risks of nonpayment of the principal debt and/or nonpayment of the return on bonds);

d) the essence of the contract of surety or insurance of risks of nonpayment of the principal debt and/or nonpayment of the return on bonds (the amount of security, term and procedure of fulfillment of the contract) or basic provisions of guarantee (letter of guarantee): the amount for which the guarantee is given, term and procedure of fulfillment;

e) information about the existence of relations of control between the issuer and provider of surety (guarantor, insurer), concluded transactions, etc.;

f) financial reporting of the provider of surety, guarantor, insurer for the reporting period preceding the year of submitting documents for the registration of bond issue;

4) in case of providing possibility for conversion of bonds into the own shares of the issuer – conditions of such conversion (for joint-stock companies);

5) purpose of the bond issue (directions of use /with specification of concrete volumes/financial resources obtained from the sale of bonds; sources of redemption and payment of the return on bonds; obligations of the issuer on the nonuse of funds obtained from the placement of bonds for formation and replenishment of the authorized capital of the issuer and for cover of its losses from economic activity);

6) rights granted to the bond holders;

7) level of rating of the relevant bond issue determined by one of the authorized rating agencies or one of the international rating agencies recognized by the Securities and Stock Market State Commission, name of the rating agency and date of assigning rating or its last renewal;

8) procedure for placement of bonds:

a) addresses of places, dates of the beginning and the end of bond placement;

b) possibility for early termination of placement;

c) if the issuer took a decision on the placement of bonds through the trade institutor – name of the institutor of trade in securities, its location, numbers of telephones and faxes, identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs, place and date of state registration, number and date of granting the license for professional activity on the securities market – activity in the organization of trade on the stock market;

d) if the issuer took a decision on the involvement of the underwriter(s) in the open (public) placement of bonds – name of the underwriter(s), its (their) location, numbers of telephones and faxes, identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs, place and date of the state registration, number and date of granting the license for professional activity on the securities market – activity in the trade in securities;

e) procedure of payment of bonds:

planned price of bond sale during placement (at the par value, with discount (lower than the par value), with premium (higher than the par value));

currency in which the payment of bonds shall be made (national or foreign currency);

name and requisites of the bank and numbers of the current account to transfer payment of bonds (if payment of bonds is made in national currency and/or foreign currency, the numbers of national and foreign currency accounts shall be specified separately);

term of payment of bonds;

9) conditions and date of the end of bond circulation, possibility for the issuer to repurchase the bonds from the holders on their demand with specification of cases when the issuer retires the bonds, procedure for notifying the bond holders of such retirement of bonds, procedure for establishing the price of the retirement of bonds and the term within which the bonds can be submitted by their holders for retirement;

10) procedure for payment of the interest return on bonds (for interest bearing bonds):

a) addresses of places, dates of the beginning and the end of payment of the return on bonds;

b) planned interest, method of calculation and procedure of payment of the interest return;

c) currency in which the interest return is paid (national or foreign currency);

11) procedure of bond redemption:

a) addresses of places, dates of the beginning and the end of bond redemption;

b) for special-purpose bonds – conditions and procedure for providing goods (services); for interest bearing and discount bonds – procedure for payment of the par value of the bond with specification of currency in which the redemption is carried out (national and/or foreign);

c) possibility for the early redemption of the whole issue (series) of bonds by the issuer; procedure for notifying the bond holders of the early redemption of the issue (series) of bonds by the issuer; and the term within which the bonds can be submitted for early redemption;

d) actions to be implemented in case of untimely submission of bonds for redemption (early redemption) of the issue (series) of bonds;

12) procedure for declaring a default by the issuer and procedure of actions of the issuer in case of its declaration of default.

1.5. List and results of the previous issues of bond with specification: requisites of the bond issue registration certificates and agencies that granted the relevant certificates, volumes of issues, terms of circulation and results of redemption of each issue.

1.6. The size of a share in the authorized capital of the issuer (for joint-stock companies the quantity of shares is also stated) that is in ownership of the members of the executive body of this issuer.

1.7. List of persons who have in the authorized capital of the issuer a share exceeding 10%.

1.8. Information about the registrar (for certified bonds) or the depository (for uncertified bonds) with which the issuer made (or intends to make) a contract for maintaining the register (for certified bonds) or a contract for servicing the issue (for uncertified bonds) with specification of full name, location, numbers of telephones and/or faxes, identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs, place and date of the state registration, numbers and dates of granting the licenses for carrying out professional activity on the securities market – depository activity, i.e. activity in maintaining the register of holders of registered bonds (numbers and dates of granting the licenses for carrying out professional activity on the securities market – depository activity). If the registration of the holders of registered bonds is maintained by the issuer, the issuer shall submit a copy of the license for carrying out professional activity on the securities market – depository activity, i.e. activity in maintaining the register of holders of registered bonds, granted to it in accordance with the established procedure.

1.9. Data on the persons responsible for information contained in the prospectus for bond issue: director of the executive body and chief accountant the issuer (surname, name and patronymic, and post) and on the persons responsible for auditing the issuer (name, identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs, place and date of the state registration of the auditing firm (surname, name and patronymic of the auditor), location, numbers of telephones and faxes, number and date of granting a certificate of entering in the register of auditors and auditing firms having the right to carry out audits of financial institutions which carry out activity on the securities market (if the issuers is a financial institution that carries out activity on the securities market), or number and date of granting the Certificate of Entering in the Register of Auditing Firms and Auditors that individually render the audit services, which was granted by the Audit Chamber of Ukraine, for natural persons - number, series, date of granting the certificate of auditor granted by the Audit Chamber of Ukraine.

1.10. Data on the securities trade institutors on which securities of this issuer were sold or are sold.

1.11. Data on the institutors of trade in securities the listing of which includes the issuer's bonds.

1.12. If the volume of bond issue (except for the issue of additionally secured bonds) exceeds the size of the own capital of the issuer, the warning of such excess shall be provided.

2. The prospectus for bond issue can also contain other data.

3. The prospectus for bond issue shall be numbered, tied and signed the director of the issuer (chairman of the executive body), auditor and sealed by the issuer.

The persons who signed the prospectus confirm by this the reliability of data contained in it and the auditor confirms the reliability of data it examined. The persons guilty of the submission of unreliable data in the prospectus for securities issue shall bear responsibility under the laws of Ukraine.

4. If the issuer uses the services of the underwriter(s) on the open (public) placement of securities and as of the date of submitting the prospectus for bond issue for registration took a decision on the involvement of the underwriter(s) in the open (public) placement of bonds and concluded with it (them) a contract(s), the prospectus shall also be approved by the underwriter(s) by signing by the director(s) and sealing it with a stamp(s).

### **Section III. Registration of Prospectus for Bond Issue and/or Issue of Bonds, Changes in Prospectus for Bond Issue, Report on Results of Bond Placement, Report on Effects of Bond Redemption**

#### **Chapter 1. Procedure for Registration of Prospectus for Bond Issue and/or Issue of Bonds**

1. In case of the issue of bonds offered for the closed (private) placement, the Securities and Stock Market State Commission shall carry out the registration of the bond issue (hereinafter referred to as the registration of the bond issue).

In case of the issue of bonds offered for the open (public) placement, the Securities and Stock Market State Commission shall carry out the registration of the bond issue which is accompanied with the simultaneous registration of the prospectus for issue of these bonds (hereinafter referred to as the registration of issue and prospectus for bond issue).

2. For the registration of the bond issue the issuer shall submit to the Securities and Stock Market State Commission the following documents:

a) an application for the registration of bond issue in accordance with Annex 1;

b) a decision on the closed (private) placement of bonds executed in accordance with the requirements of item 5, Chapter 1, Section II of this Provision;

c) a copy of the decision of the general meeting or other authorized body on the determination of the body of the company to which powers are given concerning the approval of the results of bond placement; taking of a decision on the early termination of placement if the planned volume of bonds will be placed ahead of time (in case of taking of such decision);

d) copies of issuer's documents confirming the powers of the body that took a decision on the closed (private) placement of bonds certified by the issuer;

e) interim financial reports for the reporting period preceding the quarter of submitting the documents for the registration of bond issue, financial reports for the last three complete financial years and conclusion of the auditor (auditing firm) for the reporting period preceding the quarter of

submitting the documents for the registration of bond issue and for the reporting year preceding the year of submitting the documents for the registration of bond issue.

The financial reports (for joint-stock companies – for the last three complete financial years, for other issuers – for the reporting year preceding the year of submitting the documents for the registration of bond issue and prospectus for bond issue) and interim financial reports for the reporting period preceding the quarter of submitting the documents for the registration of bond issue should be certified by signatures and seal of the issuer and auditor (auditing firm);

f) a letter of information about the depository with which the issuer concluded a contract for servicing the bond issue (for uncertified bonds) or about the registrar with which the issuer concluded a contract for maintaining the register (for certified bonds). If the register of bond holders is maintained by the issuer, the issuer shall submit a copy of the license for carrying out professional activity on the securities market – depository activity, i.e. activity in maintaining the register of holders of registered securities granted to the issuer in accordance with the established procedure;

g) in case of the issue of additionally secured bonds - the notarized copies of documents confirming the corresponding security and financial reports of the provider of surety, guarantor or insurer for the reporting year preceding the year of submitting the documents for the registration of the bond issue;

h) a copy of the document of the established form that confirms the state registration of the issuer, certified by the seal of the issuer or notarized;

i) if the conditions of the placement of bonds the issuer of which is a joint-stock company stipulate the possibility for the conversion of bonds into shares - the documents confirming the ability of the issuer to fulfill obligations on its compliance with the conditions of the bond issue;

j) a decision of the authorized body of the issuer on the introduction of changes in the decision on the closed (private) placement of bonds executed by the minutes, numbered, tied and certified by signatures of the director and seal of the issuer (in case of taking such decision before submission of documents for registration of the bond issue to the Securities and Stock Market State Commission).

3. After the registration of bond issue the issuer shall be obliged to submit a copy of the decision on the closed (private) placement of bonds and changes in it (in case of taking decision by the authorized body of the issuer on the introduction of changes in the decision on the closed (private) placement of bonds) to the registrar (for certified bonds) or depository (for uncertified bonds). The issuer shall be obliged to submit a copy of the decision on the closed (private) placement of bonds and changes in it to each person which will be the holder of these bonds under the decision of the issuer on the closed (private) placement of bonds.

After the registration of bond issue in respect of which the issuer took a decision on the closed (private) placement of bonds, the authorized person appointed by the order of the chief of the Securities and Stock Market State Commission shall submit to the depository (for uncertified bonds) or registrar (for certified bonds) with which the issuer made a contract for servicing the bond issue or a contract for maintaining the register, except for cases when the registration of the rights to securities is maintained by the issuer under the legislation or the bonds are placed to bearer, the instruction containing the data on the list of persons which under the decision on the closed (private) placement of bonds are the participants in such placement, and on the limitation of the bond circulation (except for cases stipulated by the legislation) as to the persons not determined in the decision on the closed (private) placement of bonds as the participants of the closed (private) placement of bonds.

If the issuer made a contract for servicing the bond issue (for uncertified bonds) or a contract for maintaining the register (for certified bonds), except for cases when the registration of the rights to securities is maintained by the issuer under the legislation or the bonds are placed to bearer, after the registration of bond issue, within 3 working days after submission of the changes in the decision on the closed (private) placement of bonds to the Securities and Stock Market State Commission, the authorized person appointed by the order of the chief of the Securities and Stock Market State Commission shall submit to the depository (for uncertified bonds) or registrar (for certified bonds) with which the issuer made a contract for servicing the bond issue or a contract for maintaining the register a copy of the decision on the closed (private) placement of bonds which determines a circle of persons which are the participants in the closed (private) placement of bonds.

4. For the registration of the bond issue and prospectus for issue of these bonds the issuer shall submit to the Securities and Stock Market State Commission the following documents:

a) an application for the registration of bond issue and prospectus for bond issue in accordance with Annex 2;

b) a decision on the open (public) placement of bonds executed in accordance with the requirements of item 4, Chapter 1, Section II of this Provision;

c) a copy of the decision of the general meeting or other authorized body on the determination of the body of the company to which powers are given concerning the approval of the results of bond placement; taking of a decision on the early termination of placement if the planned volume of bonds will be placed ahead of time (in case of taking of such decision);

d) copies of issuer's documents confirming the powers of the body that took decision on the open (public) placement of bonds certified by the issuer;

e) prospectus for bond issue executed in accordance with the requirements of Section 3 of this Provision. The prospectus for bond issue shall be submitted to the Securities and Stock Market State Commission in duplicate;

f) a copy of the underwriting contract;

g) interim financial reports for the reporting period preceding the quarter of submitting the documents for the registration of bond issue, financial reports for the last three complete financial years and conclusion of the auditor (auditing firm) for the reporting period preceding the quarter of submitting the documents for the registration of bond issue and for the reporting year preceding the year of submitting the documents for the registration of bond issue.

The financial reports (for joint-stock companies – for the last three complete financial years, for other issuers – for the reporting year preceding the year of submitting the documents for the registration of bond issue and prospectus for bond issue) and interim financial reports for the reporting period preceding the quarter of submitting the documents for the registration of bond issue should be certified by signatures and seal of the issuer and auditor (auditing firm);

h) in case of the issue of additionally secured bonds - the notarized copies of documents confirming the corresponding additional security and financial reports of the provider of surety, guarantor or insurer for the reporting year preceding the year of submitting the documents for the registration of the bond issue;

i) a letter of information about the depository with which the issuer concluded a contract for servicing the bond issue (for uncertified bonds) or about the registrar with which the issuer concluded a contract for maintaining the register (for certified bonds). If the register of bond holders

is maintained by the issuer, the issuer shall submit a copy of the license for carrying out professional activity on the securities market – depositary activity, i.e. activity in maintaining the register of holders of registered securities granted to the issuer in accordance with the established procedure;

j) a copy of the document of the established form that confirms the state registration of the issuer, certified by the seal of the issuer or notarized;

k) if the conditions of the placement of bonds the issuer of which is a joint-stock company stipulate the possibility for the conversion of bonds into shares - the documents confirming the ability of the issuer to fulfill obligations on its compliance with the conditions of the bond issue;

l) a report of one of the authorized rating agencies or a report of one of the international agencies recognized by the Securities and Stock Market State Commission as to the level of the credit rating of the relevant bond issue;

m) a copy of the payment order on the payment of the state duty for transaction connected with the issue (floatation) of securities in accordance with item 9, Article 2 of the Decree of the Cabinet of Ministers of Ukraine “On State Duty”.

5. The prospectus for bond issue shall be certified by the seal or inscription “REGISTERED”, signature of the authorized person and the seal of the Securities and Stock Market State Commission.

A copy of the registered prospectus for bond issue after the registration of the bond issue and prospectus for bond issue shall be returned to the issuer.

6. The issuer shall publish the prospectus for bond issue after its registration with the Securities and Stock Market State Commission. The prospectus for bond issue shall be published in full in the official printed publication of the Securities and Stock Market State Commission not less than 10 calendar days before the beginning of the open (public) placement of bonds.

7. If the issuer issues the bonds to bearer, it shall, except the stated documents for the registration of bond issue and prospectus for bond issue, submit also the following:

a) a form of the certificate that should meet the requirements to the forms of the certificates of the securities issued in physical certificated form, established by the Securities and Stock Market State Commission;

b) a notarized copy of the contract with the state enterprise having the license of the Ministry of Finance of Ukraine for printing the forms of the bond certificates in accordance with the conditions of the issue;

c) copies of documents confirming the availability of premises suitable for the storage of the forms of the securities certificates;

d) a sample log for the registration of the forms of the bond certificates granted to the first bond holder.

8. The composition and content of the financial reporting to be submitted for the registration of bond issue or for the registration of issue and prospectus for bond issue and also included in the prospectus for bond issue or decision on the closed (private) placement of bonds shall be determined for the issuers-non-bank institutions by the Provision (standard) of accounting 1 “General Requirements to Financial Reporting” approved by the Order of the Ministry of Finance

of Ukraine of 03.31.99 No. 87 (with changes and amendments), registered with the Ministry of Justice of Ukraine on 06.26.99 under No. 391/3684. The entities of small business (recognized to be such under the legislation) shall submit the financial report of the small business entity determined by the Provision (standard) of accounting 25 “Financial Report of a Small Business Entity” approved by the Order of the Ministry of Finance of Ukraine of 02.25.2000 No. 39 (with changes and amendments), registered with the Ministry of Justice of Ukraine on 03.15.2000 under No. 161/4382. The financial reporting of the issuers-banks shall be composed of the balance sheet, income statement, statement of cash flows the composition and content of which are determined by the regulatory legal acts of the National Bank of Ukraine.

9. The Securities and Stock Market State Commission shall carry out the registration of bond issue, registration of issue and prospectus for bond issue within 30 calendar days from the date of submitting the application and all necessary documents for the registration of bond issue or registration of issue and prospectus for bond issue or refuse the registration.

The date of submitting the application and all necessary documents shall be the date of their registration in the front office of the Securities and Stock Market State Commission.

The registration of issue and prospectus for bond issue or the registration of bond issue shall be carried out by the Securities and Stock Market State Commission in accordance with the procedure it established and shall be the grounds for entering the bonds in the State Register of Securities Issue.

The Securities and Stock Market State Commission shall have the right to check the data contained in the prospectus for bond issue and other submitted documents, as well as powers of the issuer’s bodies. Before the termination of the term established for registration, the Securities and Stock Market State Commission can request to submit the additional documents confirming the data given in the documents submitted by the issuer for the registration of bond issue or registration of issue and prospectus for bond issue. In case of receipt of any additional documents the term of consideration of the documents submitted for the registration of bond issue or registration of issue and prospectus for bond issue shall be counted from the date of receipt of the last document.

10. The issuer shall have the right to introduce changes in the documents submitted to the Securities and Stock Market State Commission for the registration of bond issue or registration of issue and prospectus for bond issue. The changes in the documents can be submitted not later than 10 calendar days before the date of expiry of the term for consideration of documents.

11. At the issuer’s written application filed to the Securities and Stock Market State Commission before the expiry of the term for consideration of documents, the Securities and Stock Market State Commission can return all documents submitted for registration as requiring improvement.

12. After the registration of bond issue or registration of issue and prospectus for bond issue, the issuer shall be granted a temporary certificate of the registration of bond issue of the established form (Annex 3) which is the grounds for the formation of the register of holders of registered bonds and printing of the forms of the bond certificates if the bonds are issued in physical certificated form or for execution of the global certificate if the bonds are issued in book-entry form.

The certificate of the bond issue registration (Annex 4) shall be granted to the issuer after the registration of the report on the results of the placement of bond by the Securities and Stock Market State Commission.

If the issue of bonds is carried out in different series, a separate certificate of the registration of bond issue or a temporary certificate of the registration of bond issue shall be granted to the issuer for each series of this issue.

13. The registration of bond issue, issue and prospectus for bond issue shall be refused in case of:

a) admission of bond issue as unfair;

b) lack of any document stipulated in items 2, 4, 7 of this Section.

The grounds for admission of bond issue as unfair can be:

violation by the issuer of the Law of Ukraine “On Securities and Stock Market”, noncompliance of the issuer-submitted documents or information contained in them with the requirements of the legislation and/or the list determined by the Securities and Stock Market State Commission;

violation of the procedure for taking decision on the open (public) or closed (private) placement of bonds;

introduction of unreliable data in the prospectus for bond issue and documents submitted for the registration of bond issue and prospectus for issue of these bonds.

The decision on the refusal of the registration of bond issue, issue and prospectus for bond issue shall be taken by the Securities and Stock Market State Commission in accordance with the procedure established by it.

14. The issuer shall have the right to introduce changes in the prospectus for bond issue.

The issuer shall be obliged to supplement the prospectus for bond issue with data on the selected depositary (for uncertified bonds) or registrar (for certified bonds) stipulated by the requirements of this Provision if as of the date of the registration of issue and prospectus for bond issue the issuer failed to make the contract for servicing the issue (for uncertified bonds) or contract for maintaining the register (for certified bonds), respectively, except for cases when the registration of the rights to securities is maintained by the issuer under the legislation or the bonds are placed to bearer.

If the issuer took a decision on the involvement of the underwriter(s) in the open (public) placement of bonds after the registration of issue and prospectus for bond issue, the issuer shall be obliged to introduce data in the prospectus for bond issue about the selected underwriter(s) stipulated by the requirements of this Provision.

The issuer shall have the right to introduce changes in the prospectus for bond issue concerning the extension of the term of the bond circulation provided the decision on the open (public) placement of bonds gives an opportunity to apply to the issuer with the request for the retirement of bonds.

It shall not be allowed to introduce changes in the prospectus for bond issue with regard to the decrease of the measure of rights granted to the bond holders, quantity of bonds in respect of which the decision on their placement was taken, change of the condition of placement established by the decision of placement.

The issuer of special-purpose bonds, the fulfillment of obligations under which is envisaged by the housing projects, for financing of which the funds are obtained from the natural persons and legal entities through the placement of bonds, shall be prohibited to introduce changes in the prospectus for bond issue with regard to the change of the housing project that ensure the fulfillment of obligations under such bonds.

The introduction of changes in the prospectus for bond issue after the beginning of bond placement shall be prohibited.

15. In case of the introduction of changes in the prospectus for bond issue, the issuer should register them and publish within 30 days after the publication of the prospectus for bond issue, but not less than 10 days before the beginning of the open (public) placement of bonds.

If it is impossible to register and publish the changes in the prospectus for bond issue within the determined term, such changes should also contain data on the deferral of the placement of bonds.

For the registration of changes in the prospectus for bond issue, the issuer shall submit to the Securities and Stock Market State Commission:

a) an application for the registration of changes in the prospectus for bond issue in accordance with Annex 5;

b) changes in the prospectus for bond issue. The changes in the prospectus for bond issue shall be submitted in duplicate and should be certified by the signature of the director and seal of the issuer;

c) decision of the authorized body of the issuer on the introduction of changes in the prospectus for bond issue that shall be executed by the minutes;

d) in case of the introduction of data on the underwriter(s) with which the contract(s) was (were) made for the placement of bonds – a decision on the involvement of the underwriter(s) in the placement of bonds and a copy of the underwriting contract(s);

e) in case of the introduction of data on the depository or registrar with which the contract for servicing the issue or contract for maintaining the register was made – a letter of information about the depository with which the issuer made the contract for servicing the issue (for uncertified bonds) or the registrar with which the issuer made the contract for maintaining the register (for certified bonds).

The registration of changes in the prospectus for bond issue shall be carried out by the Securities and Stock Market State Commission within 5 working days from the date of submission of the relevant documents.

The registered changes in the prospectus for bond issue shall be certified by the seal or inscription “REGISTERED”, signature of the authorized person appointed by the order of the Securities and Stock Market State Commission and the seal of the Securities and Stock Market State Commission.

A copy of the registered changes in the prospectus for bond issue after the registration shall be returned to the issuer.

Before the expiry of the term established for registration the Securities and Stock Market State Commission can request the submission of additional documents confirming the data given in the documents submitted by the issuer for the registration of changes in the prospectus for bond issue. In case of the receipt of any additional documents the term for consideration of the documents submitted for the registration of changes in the prospectus for bond issue shall be counted from the date of the receipt of the last document.

The issuer shall publish the information about the changes made in the same publication where the prospectus for bond issue was published.

16. The registration of changes in the prospectus for bond issue shall be refused in case of:

a) noncompliance of the submitted documents with the requirements of the legislation on the issue, circulation and registration of bond issue;

b) violation of the procedure for taking decisions on the introduction of changes established by the Securities and Stock Market State Commission;

c) lack of any document determined in item 15 of this Chapter.

17. The notification of the refusal of the registration of bond issue, issue and prospectus for bond issue, changes in the prospectus for bond issue shall be made by sending to the issuer an order of the refusal of the registration of bond issue, issue and prospectus for bond issue, changes in the prospectus for bond issue that should contain reasonable grounds for refusal.

In case of the refusal of the registration of bond issue, issue and prospectus for bond issue, changes in the prospectus for bond issue all submitted documents shall be kept in the Securities and Stock Market State Commission.

18. The issuer, before the beginning of the placement of bonds, can take a decision on the cancellation of the decision on the placement of bonds.

If the issuer took a decision on the cancellation of the decision on the placement of bonds, the issuer shall be obliged to send an original of this decision to the Securities and Stock Market State Commission within 5 working days from the date of its taking. This decision shall be executed by the minutes and should be certified by the signatures of the director and seal of the issuer.

The Securities and Stock Market State Commission shall, within 5 working days from the date of the receipt of such decision, issue an order on the cancellation of the registration of bond issue (Annex 6) and cancel the temporary certificate if the bond issue registration.

## **Chapter 2. Peculiarities of Issue and Registration of Special-Purpose Bond Issue the Fulfillment of Obligation under Which Is Stipulated by Housing Projects, for Financing of Which the Funds Are Obtained from Natural Persons and Legal Entities through Placement of Bonds**

1. The issuer shall place exclusively the registered special-purpose bonds the fulfillment of obligations under which is stipulated by the housing projects, for financing of which the funds are obtained from natural persons and legal entities through the placement of bonds in physical certificated form or special-purpose bonds the fulfillment of obligations under which is stipulated by the housing projects, for financing of which the funds are obtained from natural persons and legal entities through the placement of bonds in book-entry form with registered identification.

2. In addition to the documents stipulated by item 4 (in case of the open (public) placement of bonds) or item 2 (in case of the closed (private) placement of bonds) of Chapter 1 of this Section, the issuer, for the registration of bond issue or registration of the issue and prospectus for issue of special-purpose bonds the fulfillment of obligations under which is stipulated by the housing projects, for financing of which the funds are obtained from natural persons and legal entities through the placement of bonds, shall also submit to the Securities and Stock Market State Commission the following:

1) copies of the documents establishing the right to the land plot on which the housing project is located, which ensures the fulfillment of obligations under special-purpose bonds. These documents shall be:

- a copy of the instrument issued on behalf of the state for permanent use of the land plot on which the housing project is located which will ensure the fulfillment of obligations under special-purpose bonds;

- a copy of the contract of lease of the land on which the housing project is located which will ensure the fulfillment of obligations under special-purpose bonds;
  - 2) a copy of the license for construction (a copy of the decision of the executive body of the relevant council or local state administration on the permit for construction of the project);
  - 3) a copy of the license for performing construction works;
  - 4) a copy of the contract made between the customer and contractor and other documents (design, estimate, tender documentation, tender proposals, acceptance of tender proposal, notices, requests, claims, etc.), which establish, concretize, specify or change the conditions of the contract (contractual documentation) /to be submitted if the issuer engages the contractor for construction of the project/;
  - 5) a copy of the decision on the approval of the design documentation;
  - 6) a copy of license for construction activity (survey and design works for construction, erection of load-bearing and enclosing structures, construction and installation of utility systems and transport networks) with annexes;
  - 7) a copy of the contract for share participation in the designing and construction of the housing project, investment contract, contract for cooperation, contract of surety, etc. (to be submitted in case of making such contract).
3. Copies of contracts, licenses, official acts, permits, etc. stipulated in item 2 of this Section shall be notarized.
4. The total nominal amount of issue of special-purpose bonds the fulfillment of obligations under which is stipulated by the housing projects, for financing of which the funds are obtained from natural persons and legal entities through the placement of bonds cannot exceed the value of construction of the project which ensures the fulfillment of obligation under special-purpose bonds in accordance with the approved design documentation.
5. The issuer of special-purpose bonds the fulfillment of obligations under which is stipulated by the housing projects, for financing of which the funds are obtained from natural persons and legal entities through the placement of bonds shall, within the term of the placement of bonds and the term of bond circulation, every quarter starting from the date of the registration of bond issue or registration of issue and prospectus for bond issue, submit to the Securities and Stock Market State Commission the report on the financial position of the issuer and the report of the state of construction of the project which will ensure the fulfillment of obligations under bonds.
6. The prospectus for issue of special-purpose bonds the fulfillment of obligations under which is stipulated by the housing projects, for financing of which the funds are obtained from natural persons and legal entities through the placement of bonds shall contain data on the owner of the land plot or land user, customer, building owner and contractor, housing project which will ensure the fulfillment of obligations under bonds, as well as on the contracts, licenses, official acts, permits, etc. stipulated in item 2 of Chapter 2 of this Section.

### **Chapter 3. Report on Results of Bond Placement**

1. If within the term of bond placement specified in the decision on the placement of bonds and in the prospectus for bond issue (in case of the open (public) placement) or in the decision on the placement of bonds (in case of the closed (private) placement) even if one bond was placed, the

issuer, for the registration of the report on the results of bond placement, shall submit to the Securities and Stock Market State Commission the following documents:

a) an application for the registration of the report on the results of bond placement executed in accordance with Annex 7;

b) the report on the results of the placement of bonds (series of bonds) executed in accordance with Annex 10 to this Provision. The report on the results of the placement of bonds (series of bonds) shall be submitted in duplicate. The report shall be certified by the signature of the director and seal of the issuer, as well as the signature and seal of the auditor (auditing firm), signature(s) and seal(s) of the underwriter(s) if the issuer employs its(their) services on the placement of bond issue, signature and seal of the depository with which the issuer made the contract for servicing the bond issue, executed and deposited the global certificate of securities issue (for uncertified bonds), signature and seal of the registrar with which the issuer made the contract for maintaining the register of bond holders (for certified bonds);

c) original temporary certificate of the registration of issue (series) of bonds;

d) a copy of the publication of the prospectus for bond issue and changes in the prospectus for bond issue (if such changes were published);

e) a properly certified decision of the authorized body of the issuer on the approval of the results of bond placement and report on the results of bond placement;

f) document confirming the payment by the first holders of full value of the placed bonds.

2. If within the term of bond placement specified in the decision on the placement of bonds and in the prospectus for bond issue (in case of the open (public) placement) or in the decision on the placement of bonds (in case of the closed (private) placement) no bonds were placed, the Securities and Stock Market State Commission shall, simultaneously with the registration of the report on the results of the placement of bonds (series of bonds), cancel the registration of bond issue.

The issuer, for the registration of the report on the results of bond placement, shall submit to the Securities and Stock Market State Commission the documents stipulated by sub-items “b” – “e” of item 1 of this Chapter and an application for the registration of the report on the results of bond placement and cancellation of the registration of bond issue executed in accordance with Annex 9 to this Provision.

3. The issuer shall submit to the Securities and Stock Market State Commission the report on the results of bond placement and other documents stipulated by items 1, 2 of this Chapter not later than 15 calendar days after the approval of the results of bond placement.

If the bonds were issued in different series, the issuer shall submit to the Securities and Stock Market State Commission the report on the results of placement of each series of bonds.

4. The Securities and Stock Market State Commission shall, within 15 calendar days after receipt of necessary documents from the issuer, register the report on the results of the open (public) placement or refuse the registration.

The Securities and Stock Market State Commission shall, within 14 calendar days after receipt of necessary documents from the issuer, register the report on the results of the closed (private) placement or refuse the registration.

Before the expiry of the term established for registration, the Securities and Stock Market State Commission can request to submit additional documents confirming the data given in the documents submitted by the issuer for the registration of the report. In case of receipt of any additional documents the term of consideration of the documents submitted for the registration of the report shall be counted from the date of receipt of the last document.

5. If within the term of bond placement specified in the decision on the placement of bonds and in the prospectus for bond issue (in case of the open (public) placement) or in the decision on the placement of bonds (in case of the closed (private) placement) no bonds were placed, the Securities and Stock Market State Commission shall, on the day of the registration of the report on the results of the placement of bonds (series of bonds), deliver the order on the cancellation of the registration of bond issue (Annex 6) and cancel the temporary certificate of the bond issue registration.

The order on the cancellation of the registration of bond issue shall, within 3 working days from the date of its delivery, be sent to the issuer and registrar (for certified bonds) or the depository (for uncertified bonds) which services the issuer's bonds.

The Securities and Stock Market State Commission shall ensure the publication of information about the cancellation of the registration of bond issue in one of its official printed publications within 15 calendar days from the date of the delivery of the order on the cancellation of the bond issue registration.

On the basis of the order on the cancellation of the bond issue registration, the Securities and Stock Market State Commission shall introduce the relevant changes in the State Register of Securities Issue.

6. The grounds for refusal of the registration of the report on the results of bond placement shall be violation of the legislation, which is connected with the securities placement and lack of any document determined in items 1, 2 of this Chapter.

The notice of the refusal of the registration of the report on the results of bond placement shall be made by sending to the issuer the order on the refusal of the registration of the report on the results of bond placement which should contain the reasonable ground for refusal.

In case of the refusal of the report on the results of bond placement all submitted documents shall be kept in the Securities and Stock Market State Commission. The original temporary certificate of the registration of issue (series) of bonds shall be returned to the applicant.

7. The Securities and Stock Market State Commission shall, within two weeks from the date of the registration of the report on the results of bond (series of bonds) placement, grant to the issuer a certificate of the registration of securities issue for the amount corresponding to the total nominal value of the placed bonds and cancel the temporary certificate of the bond issue registration.

8. In case of the open (public) bond placement the issuer shall, within 15 working days from the date of the registration of the report on the results of the placement of bonds (series of bonds) and obtaining of the issue registration certificate, publish the report in the official printed publication of the Securities and Stock Market State Commission. The report on the results of the placement of bonds (series of bonds) should be published in the same official printed publication of the Securities and Stock Market State Commission where the prospectus for issue of these bonds was published.

The issuer shall, within 5 working days from the date of publishing the report on the results of the open (public) placement of bonds (series of bonds), submit to the Securities and Stock Market State Commission a copy of the official printed publication of the Securities and Stock Market State

Commission where the report on the results of the open (public) placement of bonds (series of bonds) was published.

#### **Chapter 4. Report on Effects of Bond Redemption**

1. The issuer shall submit to the Securities and Stock Market State Commission the report on the effects of the placement of bonds (each series in case of the bond issue in different series) not later than 15 calendar days after the expiry of the term of the issue of bonds (series) specified in the decision on the placement of bonds and in the prospectus for bond issue (in case of the open (public) bond placement) or in the decision on the placement of bonds (in case of the closed (private) bond placement) and in case of the early redemption of bonds (each series in case of the bond issue in different series), if the possibility for the early redemption of bonds (series) was stipulated by the decision on the placement of bonds and prospectus for bond issue (in case of the open (public) bond placement) or the decision on the placement of bonds (in case of the closed (private) bond placement) – not later than 15 calendar days after the expiry of the early redemption of bond (series) issue.

2. The report on the effects of the redemption of bonds should contain information specified in Annex 10 to this Provision.

The report on the early redemption of bonds should contain information specified in Annex 11 to this Provision.

The report on the effects of the redemption (early redemption) of bonds shall be submitted in one copy. The report should be certified by the signature of the director and seal of the issuer, as well as the signature and seal of the auditor (auditing firm), signature and seal of the depository with which the issuer made the contract for servicing the bond issue, executed and deposited the global certificate of securities issue (for uncertified bonds), signature and seal of the registrar with which the issuer made the contract for maintaining the register of bond holders (for certified bonds).

3. When submitting the report, the issuer shall also submit to the Securities and Stock Market State Commission an application for submitting the report on the redemption of bonds and cancellation of the registration of bond issue executed in accordance with Annex 12 or an application for submitting the report in the early redemption of bonds executed in accordance with Annex 13, as well as a copy of the decision on the placement of bonds and the original certificate of the registration of the issue (series) of bonds.

4. The authorized person appointed by the order of the director of the Securities and Stock Market State shall deliver the order on the cancellation of the registration of bond issue (Annex 14) within 15 working days from the date of receipt of necessary documents.

5. The order on the cancellation of the registration of bond issue shall, within 3 working days from the date of its delivery, be sent to the issuer and registrar (for certified bonds) or the depository (for uncertified bonds) which services the issuer's bonds.

6. The Securities and Stock Market State Commission shall ensure the publication of information about the cancellation of the registration of bond issue in one of its official printed publications within 15 calendar days from the date of the delivery of the order on the cancellation of the bond issue registration.

7. On the basis of the order on the cancellation of the bond issue registration, the Securities and Stock Market State Commission shall introduce the relevant changes in the State Register of Securities Issue and cancel the certificates of the bond issue registration.

#### **Section IV. Actions of Bond Issuer in Case of Its Winding-up**

1. The winding-up of the bond issuer (reorganization /merger, takeover, split-off, transformation/ or liquidation) shall be carried out in accordance with the procedure established by the legislation of Ukraine.

2. If as of the date of taking a decision on the winding-up of the issuer the bonds of this issuer are in circulation, the bond circulation shall be terminated.

3. To terminate the circulation of the issuer's bonds, the commission for winding up the issuer (liquidation commission, liquidator, etc.) /hereinafter referred to as the winding-up commission/ shall, within 15 days from the date of taking the decision on the winding-up or court decision on the winding-up of the issuer, submit to the Securities and Stock Market State Commission the following documents:

a) an application for the termination of the bond circulation (Annex 15);

b) a copy of the decision of the founders (participants) or body authorized by them on the winding-up of the issuer, or a copy of the court decision on the winding-up of the issuer, which is not connected with the bankruptcy of the legal entity, or a copy of the court decision on the declaration of the issuer bankruptcy, or a copy of the resolution of the Management Board of the National Bank of Ukraine on the commencement of the liquidation proceeding (for issuers-banks).

The decision of the founders (participants) or body authorized by them on the winding-up of the issuer should be executed by the relevant minutes that should be numbered, tied and certified by the signatures of the founders (participants) or chairman and secretary of the meeting. Copies of the court decision on the winding-up of the issuer, court decision on the declaration of the issuer bankruptcy, or a copy of the resolution of the Management Board of the National Bank of Ukraine on the commencement of the liquidation proceeding shall be certified by the chairman of the winding-up commission and seal of the issuer;

c) a copy of the notice (notification) of the winding-up of the issuer published in the official mass media pursuant to the requirement of Article 105 of the Civil Code of Ukraine, Article 59 of the Economic Code of Ukraine, Article 22 of the Law of Ukraine "On State Registration of Legal Entities and Natural Persons – Entrepreneurs", Article 23 of the Law of Ukraine "On Restoring a Debtor's Solvency or Recognizing It Bankrupt";

d) a reference containing a list and results of the previous issues of bonds with specification: requisites of certificates of the bond issue registration and bodies that granted relevant certificates, volumes of issues, terms of circulation and results of the redemption of each issue.

4. The authorized person of the Securities and Stock Market State Commission shall deliver the order on the termination of bond circulation (Annex 16) within 15 working days from the date of receipt by the Securities and Stock Market State Commission of the documents specified in item 2 of this Chapter.

5. The Securities and Stock Market State Commission shall, within 3 working days from the date of delivery of the order on the termination of bond circulation, send it to the issuer and registrar (for certified bonds) or depository (for uncertified bonds) which services the bonds of this issuer.

6. The Securities and Stock Market State Commission shall ensure the publication of information about the termination of bond circulation in one of its official printed publications within 15 calendar days from the date of delivery of the order of the termination of bond circulation.

7. The date of publication of information about the termination of bond circulation in one of the printed publications of the Securities and Stock Market State Commission shall be the date of closing the register (for certified bonds) or the date on which the consolidated accounting register is drawn up and operation on the limitation of bond circulation (for uncertified bonds) is carried out.

8. The holders of the bonds of the issuer wound up by means of reorganization can, as creditors of the issuer, demand from it the early fulfillment of obligations under the bonds (redemption of bonds).

The redemption of bonds shall be carried out by the winding-up commission in accordance with the procedure and within the term stipulated in the notice of the winding up the issuer which is published in the printed mass media under the legislation.

8.1. If within the term established for settlements with creditors all bonds of the issuer wound up by means of reorganization are redeemed, the registration of bond issue shall be terminated and certificates of the bond issue registration shall be cancelled.

For termination of the registration of bond issue and cancellation of the certificates of the bond issue registration, the winding-up commission shall, not later than 7 working days from the date of the approval of the transfer act or distribution balance sheet, submit to the Securities and Stock Market State Commission the following documents:

a) an application for cancellation of the bond issue registration executed in accordance with Annex 17;

b) a decision of the founders (participants) of the issuer or body that took a decision on the winding-up of the issuer, which is executed by the minutes and certified by the signature of the chairman of the winding-up commission and seal of the issuer, on the approval of the transfer act, if the winding-up is carried out in consequence of merger, takeover or transformation, or the distribution balance sheet, if the winding-up is carried out in consequence of the split-off;

c) a copy of the transfer act if the winding-up is carried out in consequence of merger, takeover or transformation, or a copy of the distribution balance sheet, if the winding-up is carried out in consequence of the split-off, certified by the signature of the chairman of the winding-up commission or seal of the issuer;

d) a reference concerning the settlements with the bond holders with specification of the following data:

1) name and location of the bond issuer;

2) total nominal value, quantity of bonds by the types and categories (registered or to bearer; interest bearing, special-purpose and discount; straight (unsecured) and secured);

3) bond form (certified or uncertified);

4) par value of the bond;

5) series and serial numbers of bonds;

6) term of bond circulation;

7) dates of the beginning and end of bond redemption;

8) quantity of redeemed bonds (with specification of numbers and series);

9) the amount for which the bonds are redeemed (for special-purpose bonds – statement of goods (services) used for redemption of bonds (if the redemption was made by means of providing goods/services); the amount for the interest return paid on the bonds /for interest bearing bonds/).

The reference shall be certified by the signature of the chairman of the winding-up commission and seal of the issuer, as well as by the signatures and seals of the auditor (auditing firm); signature and seal of the depositary with which the issuer made the contract for servicing the bond issue (for uncertified bonds) or signature and seal of the registrar with which the issuer made the contract for maintaining the register of bond holders (for certified bonds);

e) original(s) of the certificate of the bond issue registration.

The authorized person of the Securities and Stock Market State Commission shall deliver the order on the cancellation of the bond issue registration (Annex 14) within 15 working days from the date of receipt by the Securities and Stock Market State Commission of an application and all necessary documents.

The order on the cancellation of the bond issue registration shall, within 3 working days from the date of its delivery, be sent to the issuer and registrar (for certified bonds) or depositary (for uncertified bonds) which services the bonds of the issuer.

The Securities and Stock Market State Commission shall ensure the publication of information about the cancellation of the bond issue registration in one of its official printed publications within 15 calendar days from the date of delivery of the order on the cancellation of the bond issue registration.

On the basis of the order on the cancellation of the bond issue registration the Securities and Stock Market State Commission shall introduce the relevant changes in the State Register of Securities Issue and cancel the certificates of the bond issue registration.

8.2. If within the term established for settlements with creditors, the bonds of the issuer winded up by means of reorganization (merger, takeover, split-off, transformation) were not redeemed, then after the state registration of winding up the issuer in consequence of merger, takeover, split-off or transformation and state registration of changes in the constituent documents of the legal entity that is not winded up in consequence of takeover or state registration of the legal entity created in consequence of transformation, merger or split-off, the certificates of the bond issue registration shall be changed. If in consequence of the reorganization several legal entities were created, the liabilities under the bonds not redeemed shall be distributed between them in proportion to the distribution balance sheet.

The successor shall, within 7 working days from the date of the state registration of the legal entity-successor of the issuer, submit to the registration body the following documents:

a) an application for the change of the bond issue registration certificate executed in accordance with Annex 18;

b) a decision of the founders (participants) of the issuer or body that took a decision on the winding-up of the issuer, which is executed by the minutes and certified by the signature of the chairman of the winding-up commission and seal of the issuer, on the approval of the transfer act, if the winding-up is carried out in consequence of merger, takeover or transformation, or the distribution balance sheet, if the winding-up is carried out in consequence of the split-off;

c) a copy of the transfer act if the winding-up is carried out in consequence of merger, takeover or transformation, or a copy of the distribution balance sheet, if the winding-up is carried out in consequence of the split-off, certified by the signature of the chairman of the winding-up commission or seal of the issuer;

d) a reference concerning the settlements with the bond holders with specification of the following data:

1) name and location of the bond issuer;

2) total nominal value, quantity of bonds by the types and categories (registered or to bearer; interest bearing, special-purpose and discount; straight (unsecured) and secured);

3) bond form (certified or uncertified);

4) par value of the bond;

5) series and serial numbers of bonds;

6) term of bond circulation;

7) dates of the beginning and end of bond redemption;

8) quantity of redeemed bonds (with specification of numbers and series);

9) the amount for which the bonds are redeemed (for special-purpose bonds – statement of goods (services) used for redemption of bonds (if the redemption was made by means of providing goods/services); the amount for the interest return paid on the bonds /for interest bearing bonds/);

10) quantity of the bonds that are in circulation.

The reference shall be certified by the signature of the chairman of the winding-up commission and seal of the issuer winded up in consequence of the reorganization, as well as by the signatures and seals of the auditor (auditing firm); signature and seal of the depositary with which the issuer made the contract for servicing the bond issue (for uncertified bonds) or signature and seal of the registrar with which the issuer made the contract for maintaining the register of bond holders (for certified bonds);

e) the transfer act or distribution balance sheet approved by the superior body of the company and certified by the signature and seal of the company;

f) copies of certificates of the registration of the legal entities-successors of the issuer;

g) original(s) of the certificate of the bond issue registration of the issuer being reorganized.

The Securities and Stock Market State Commission shall change the certificates of the bond issue registration within 30 calendar days from the date of submission of the application and all necessary documents.

The date of submission of the application and all necessary documents shall be the date of their registration in the front office of the Securities and Stock Market State Commission.

At the issuer's written application filed to the Securities and Stock Market State Commission before the expiry of the term for consideration of documents, the Securities and Stock Market State Commission can return all documents as requiring improvement.

In certificates of the registration of the issue of bonds of the successors of the issuer subject to reorganization, the record shall be made concerning the cancellation of the certificate of the registration of bonds of the issuer that terminates its activity in the process of reorganization.

9. The settlements with bond holders in case of the liquidation of the issuer shall be made in accordance with the procedure established by the legislation of Ukraine.

10. To terminate the registration of bond issue and cancel the certificates of the bond issue registration in connection with the liquidation of the issuer, the winding-up commission shall, within 7 working days from the date of the approval the liquidation balance sheet, submit to the Securities and Stock Market State Commission the following documents:

a) an application for the cancellation of bond issue registration executed in accordance with Annex 17;

b) a decision of the founders (participants) of the issuer or body of the issuer authorized by them on the liquidation, on the approval of the act of the liquidation commission and liquidation balance sheet of the issuer, executed by the minutes to be numbered, tied and certified by the signature of the chairman of the winding-up commission and seal of the issuer subject to liquidation or a copy of the resolution of the economic court on the approval of the report of the liquidator and liquidation balance sheet to be certified by the signature of the commission chairman and seal of the company;

c) a copy of the act of the liquidation commission with the liquidation balance sheet approved by the decision of the founders (participants) or body authorized by them, or a copy of the report of the liquidator and liquidation balance sheet;

d) a reference concerning the settlements with the bond holders with specification of the following data:

1) name and location of the bond issuer;

2) total nominal value, quantity of bonds by the types and categories (registered or to bearer; interest bearing, special-purpose and discount; straight (unsecured) and secured);

3) bond form (certified or uncertified);

4) par value of the bond;

5) series and serial numbers of bonds;

6) term of bond circulation;

7) dates of the beginning and end of bond redemption;

8) quantity of redeemed bonds (with specification of numbers and series);

9) the amount for which the bonds are redeemed (for special-purpose bonds – statement of goods (services) used for redemption of bonds (if the redemption was made by means of providing goods/services); the amount for the interest return paid on the bonds /for interest bearing bonds/).

The reference shall be certified by the signature of the chairman of the winding-up commission and seal of the issuer, as well as by the signatures and seals of the auditor (auditing firm); signature and seal of the depository with which the issuer made the contract for servicing the bond issue (for uncertified bonds) or signature and seal of the registrar with which the issuer made the contract for maintaining the register of bond holders (for certified bonds);

e) original(s) of the certificate of the bond issue registration.

11. The authorized person of the Securities and Stock Market State Commission shall deliver the order on the cancellation of the bond issue registration (Annex 14) within 15 working days from the date of receipt by the Securities and Stock Market State Commission of an application and all necessary documents.

12. The order on the cancellation of the bond issue registration shall, within 3 working days from the date of its delivery, be sent to the issuer and registrar (for certified bonds) or depository (for uncertified bonds) which services the bonds of the issuer.

13. The Securities and Stock Market State Commission shall ensure the publication of information about the cancellation of the bond issue registration in one of its official printed publications within 15 calendar days from the date of delivery of the order on the cancellation of the bond issue registration.

14. On the basis of the order on the cancellation of the bond issue registration the Securities and Stock Market State Commission shall introduce the relevant changes in the State Register of Securities Issue and cancel the certificates of the bond issue registration.

## **Section V. State Control over Bond Issue, Placement and Circulation**

1. In case of unfair issue, the Securities and Stock Market State Commission shall have the right to suspend the open (public) placement of bonds.

2. The suspended open (public) placement of bonds shall be renewed at the decision of the Securities and Stock Market State Commission only until the expiry of the term of bond placement established by the prospectus for their issue on condition of elimination of the violations that became the grounds for the suspension of the open (public) placement of bonds.

3. If the violations that became the grounds for the suspension of the open (public) placement of bonds failed to be eliminated within 15 days after taking by the Securities and Stock Market State Commission a relevant decision or the documents confirming the elimination of violations failed to be sent to the Securities and Stock Market State Commission, the Commission shall take a decision on the invalidation of the bond issue.

4. In case of the violation by the issuer of the legislation on securities, the Securities and Stock Market State Commission shall have the right to terminate the placement (sale) and circulation of bonds of this issuer until the elimination by the issuer of the detected violations, but not more than for a year.

Such decision can be appealed to a court.

5. The Securities and Stock Market State Commission shall, within 3 working days from the date of taking the decision on the termination of the placement (sale) and/or circulation of bonds, send a notice of this to the issuer.

Within 7 days from the date of taking the decision on the termination of the placement (sale) and/or circulation of bonds, the Securities and Stock Market State Commission shall publish information about the termination of the placement (sale) and/or circulation of bonds and send a relevant notice to the underwriter(s) if the issuer employ its (their) services, registrar or depository.

The issuer and underwriter(s) shall terminate the placement (sale) and/or circulation of bonds immediately after receiving the notice of the Securities and Stock Market State Commission concerning the termination of bond issue.

**Director of Corporate Relations Department**

**O. Petrashko**

**AGREED:**

**First Deputy Minister of Construction,  
Architecture and Municipal Housing  
Economy of Ukraine**

**A. O. Orlov**

Annex 1  
to the Provision on the Procedure for Issue  
of Enterprise Bonds and Their Circulation

The Securities and Stock Market State  
Commission

" \_\_\_ " \_\_\_\_\_  
(date of filing an application)

200\_

No. \_\_\_\_\_

**APPLICATION  
for Registration of Bond Issue**

Name and type of the issuer	
Identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs	
Location	
Telephone, fax	
Number of the current account and name of bank with which the account is opened	
Size of the authorized capital according to constituent documents of the issuer	
Form of bond placement	
Body that took a decision on the placement of bonds	
Date and number of the decision on the placement of bonds	
Total par value of the bonds issued	
Quantity of the bonds issued	
Characteristic of bonds	
Par value of the bond	
Form of bonds	

\_\_\_\_\_  
(post)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(surname, name, patronymic)

Stamp here

Annex 2  
to the Provision on the Procedure for Issue  
of Enterprise Bonds and Their Circulation

The Securities and Stock Market State  
Commission

" \_\_\_ " \_\_\_\_\_  
(date of filing an application)

200\_

No. \_\_\_\_\_

**APPLICATION**  
**for Registration of Issue and Prospectus for Bond Issue**

Name and type of the issuer	
Identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs	
Location	
Telephone, fax	
Number of the current account and name of bank with which the account is opened	
Size of the authorized capital according to constituent documents of the issuer	
Form of bond placement	
Body that took a decision on the placement of bonds	
Date and number of the decision on the placement of bonds	
Total par value of the bonds issued	
Quantity of the bonds issued	
Characteristic of bonds	
Par value of the bond	
Form of bonds	

\_\_\_\_\_  
(post)

\_\_\_\_\_  
(підпис)

\_\_\_\_\_  
(surname, name, patronymic)

Stamp here

**THE SECURITIES AND STOCK MARKET STATE COMMISSION**

**TEMPORARY CERTIFICATE  
of registration of issue of enterprise bonds**

The Securities and Stock Market State Commission hereby certifies that the issue of bonds carried out by

\_\_\_\_\_ (name of the issuer and code under EDRPOU [Unified State Code of Registration of Enterprises as Business Entities])

for the total amount of \_\_\_\_\_ (amount in words) hryvnyas

par value \_\_\_\_\_ (amount in words) hryvnyas

form of bonds \_\_\_\_\_

unsecured/secured (straight):

interest bearing registered bonds \_\_\_\_\_ pcs

for the amount of \_\_\_\_\_ hryvnyas

interest bearing bonds to bearer \_\_\_\_\_ pcs

for the amount of \_\_\_\_\_ hryvnyas

discount registered bonds \_\_\_\_\_ pcs

for the amount of \_\_\_\_\_ hryvnyas

discount bonds to bearer \_\_\_\_\_ pcs

for the amount of \_\_\_\_\_ hryvnyas

special purpose registered bonds \_\_\_\_\_ pcs

for the amount of \_\_\_\_\_ hryvnyas

special purpose bonds to bearer \_\_\_\_\_ pcs

for the amount of \_\_\_\_\_ hryvnyas

has been entered in the State Register of Securities Issue.

Registration number \_\_/2/ \_\_ T.

Date of registration " \_\_ " \_\_\_\_\_ 200\_.

\_\_\_\_\_  
(authorized person)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(surname, name, patronymic)

Stamp here

**THE SECURITIES AND STOCK MARKET STATE COMMISSION**

**CERTIFICATE  
of registration of issue of enterprise bonds**

The Securities and Stock Market State Commission hereby certifies that the issue of bonds carried out by

\_\_\_\_\_  
(name of the issuer and code under EDRPOU)

for the total amount of \_\_\_\_\_ (amount in words) hryvnyas

par value \_\_\_\_\_ (amount in words) hryvnyas

form of bonds \_\_\_\_\_

unsecured/secured (straight):

interest bearing registered bonds \_\_\_\_\_ pcs

for the amount of \_\_\_\_\_ hryvnyas

interest bearing bonds to bearer \_\_\_\_\_ pcs

for the amount of \_\_\_\_\_ hryvnyas

discount registered bonds \_\_\_\_\_ pcs

for the amount of \_\_\_\_\_ hryvnyas

discount bonds to bearer \_\_\_\_\_ pcs

for the amount of \_\_\_\_\_ hryvnyas

special purpose registered bonds \_\_\_\_\_ pcs

for the amount of \_\_\_\_\_ hryvnyas

special purpose bonds to bearer \_\_\_\_\_ pcs

for the amount of \_\_\_\_\_ hryvnyas

has been entered in the State Register of Securities Issue.

Registration number \_\_/2/\_\_.

Date of registration " \_\_ " \_\_\_\_\_ 200\_ .

Date of granting " \_\_ " \_\_\_\_\_ 200\_ .

\_\_\_\_\_  
(authorized person)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(surname, name, patronymic)

Stamp here

Annex 5  
to the Provision on the Procedure for Issue  
of Enterprise Bonds and Their Circulation

The Securities and Stock Market State  
Commission

" " \_\_\_\_\_  
(date of filing an application)

200\_

No.

**APPLICATION**  
**for registration of changes in the prospectus for bond issue**

Name and type of the issuer	
Identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs	
Location	
Telephone, fax	
Number of the current account and name of bank with which the account is opened	
Size of the authorized capital according to constituent documents of the company	
Body that took a decision on the introduction of changes in the prospectus for bond issue	
Date and number of the decision on the introduction of changes in the prospectus for bond issue	
Date of registration of the prospectus for bond issue	
Date of registration and registration number of issue according to the temporary certificate of bond issue	
Date of publication of the prospectus for bond issue, name and number of official printed publication of the Securities and Stock Market State Commission where the prospectus for bond issue was published (to be filled in if as of the date of filing the application the prospectus for bond issue was published)	

\_\_\_\_\_  
(post)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(surname, name, patronymic)

Stamp here

Annex 6  
to the Provision on the Procedure for Issue  
of Enterprise Bonds and Their Circulation

**THE SECURITIES AND STOCK MARKET STATE COMMISSION**

**ORDER No. \_\_\_\_-CT-O**

Kyiv

"\_\_" \_\_\_\_\_ 200\_\_

The authorized person of the Securities and Stock Market State Commission

\_\_\_\_\_ (post, surname, name, patronymic)  
under the instruction of \_\_\_\_\_, on the basis of item \_\_\_\_ of the Provision on the Procedure  
for Issue of Enterprise Bonds and Their Circulation approved by the decision of the Commission of  
07.17.2003 No. 322, registered with the Ministry of Justice of Ukraine on 08.13.2003 under No. 706/8027 (in  
the wording of the decision of the Commission of 10.26.2006 No. 1178, registered with the Ministry of  
Justice of Ukraine on \_\_\_\_\_ under No. \_\_\_\_\_) and in accordance with the documents submitted  
by \_\_\_\_\_

(issuer name, location, code under EDRPOU)

in cancellation of the registration of bond issue,

**RESOLVES:**

1. To cancel the registration of bond issue by \_\_\_\_\_  
(issuer name)

2. The temporary certificate of the registration of bond issue by  
\_\_\_\_\_ (issuer name)

of "\_\_" \_\_\_\_\_ No. \_\_\_\_\_, granted \_\_\_\_\_,  
(number and date of certificate of the registration of bond issue, body that granted it)  
should be cancelled.

\_\_\_\_\_  
(authorized person)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(surname, name, patronymic)

Stamp here

Annex 7  
to the Provision on the Procedure for Issue  
of Enterprise Bonds and Their Circulation

The Securities and Stock Market State  
Commission

" \_\_\_\_ " \_\_\_\_\_  
(date of filing an application)

200\_

No.

**APPLICATION**  
**for registration of report on results of bond placement**

Name and type of the issuer	
Identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs	
Location	
Telephone, fax	
Number of the current account and name of bank with which the account is opened	
Size of the authorized capital according to constituent documents of the company	
Date of registration and registration number of issue according to temporary certificate of registration of bond issue	
Date of registration of the prospectus for bond issue	
Date of registration of changes in the prospectus for bond issue (if any)	
Requisites of the registrar (for certified bonds) or depository (for uncertified bonds), which services the bond issue (name, location, identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs, number and date of granting the license)	

\_\_\_\_\_  
(post)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(surname, name, patronymic)

Stamp here

**REPORT  
on the results of bond placement**

(issuer name, code under EDRPOU)

Registration number \_\_/2/\_\_/T.

Date of registration " \_\_ " \_\_\_\_\_ 200\_.

1. Date of the beginning of placement of issue (series) of bonds:	
planned (according to decision on the open (public) placement of bonds and prospectus for bond issue or decision on the closed (private) placement of bonds)	
actual	
2. Date of the end of placement of issue (series) of bonds:	
planned (according to decision on the open (public) placement of bonds and prospectus for bond issue or decision on the closed (private) placement of bonds)	
actual	
3. Quantity of bonds in issue (series):	
which were offered for placement (according to decision on the open (public) placement of bonds and prospectus for bond issue or decision on the closed (private) placement of bonds)	
actually placed	
4. Total par value of issue (series) of bonds:	
which were offered for placement (according to temporary certificate of registration of bond issue), hrn.	
actually placed, hrn.	
5. Total amount for which bonds were placed, hrn.	
Bonds purchased by members of the supervisory board:*	Quantity (pcs):
	Amount paid for bonds (hrn.):
Bonds purchased by members of the executive body:*	Quantity (pcs):
	Amount paid for bonds (hrn.):
Bonds purchased by members of the staff of the issuer:*	Quantity (pcs):
	Amount paid for bonds (hrn.):

\* To be filled in by joint-stock companies.

For issuer:

\_\_\_\_\_  
(post)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(surname, name, patronymic)

Stamp here

For auditor:

\_\_\_\_\_  
(post)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(surname, name, patronymic)

Stamp here

For underwriter:

\_\_\_\_\_  
(post)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(surname, name, patronymic)

Stamp here

For depositary/registrar:

\_\_\_\_\_  
(post)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(surname, name, patronymic)

Stamp here

Annex 9  
to the Provision on the Procedure for Issue  
of Enterprise Bonds and Their Circulation

The Securities and Stock Market State  
Commission

" \_\_\_\_ " \_\_\_\_\_  
(date of filing an application)

200\_

No.

**APPLICATION**  
**for registration of report on the results of bond placement and cancellation of registration of**  
**bond issue**

Name and type of the issuer	
Identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs	
Location	
Telephone, fax	
Number of the current account and name of bank with which the account is opened	
Size of the authorized capital according to constituent documents of the company	
Date of registration and registration number of issue according to temporary certificate of registration of bond issue	
Date of registration of the prospectus for bond issue	
Date of registration of changes in the prospectus for bond issue (if any)	
Requisites of the registrar (for certified bonds) or depository (for uncertified bonds), which services the bond issue (name, location, identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs, number and date of granting the license)	

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(post)

Stamp here

\_\_\_\_\_  
(surname, name, patronymic)

**REPORT**  
**on effects of bond redemption**

---

(issuer name, code under EDRPOU)

Registration number \_\_/2/\_\_.

Date of registration " \_\_ " \_\_\_\_\_ 200\_

1. In case of fulfillment by the issuer of its obligations on bond redemption

Date of the beginning of redemption of issue (series) of bonds:	
planned (according to decision on the open (public) placement of bonds and prospectus for bond issue or decision on the closed (private) placement of bonds)	
actual	
Date of the end of redemption of issue (series) of bonds:	
planned (according to decision on the open (public) placement of bonds and prospectus for bond issue or decision on the closed (private) placement of bonds)	
actual	
Quantity of bonds in issue (series) which were in circulation (according to certificate of registration of bond issue)	
Quantity of redeemed bonds in issue (series)	
Total par value of issue (series) of bonds which were in circulation (according to certificate of registration of bond issue), hrn.	
Interest bearing bonds:	
total amount for which the bonds were redeemed, hrn., including:	
percentage of interest return on the bond, %	
amount of interest return paid on the interest bearing bonds, hrn.	
Special purpose bonds:	
goods (services) used for bond redemption	
total value of provided goods (services), hrn.	
Discount bonds:	
total amount for which the bonds were redeemed, hrn.	

2. In case of issuer failure to fulfill its obligations on bond redemption

Planned date of the beginning of redemption of issue (series) of bonds (according to decision on the open (public) placement of bonds and prospectus for bond issue or decision on the closed (private) placement of bonds)	
---	--

Planned date of the end of redemption of issue (series) of bonds (according to decision on the open (public) placement of bonds and prospectus for bond issue or decision on the closed (private) placement of bonds)	
Quantity of bonds in issue (series) which were in circulation (according to certificate of registration of bond issue)	
Total par value of issue (series) of bonds which were in circulation (according to certificate of registration of bond issue), hrn.	
Quantity of unredeemed bonds	
Amount for which the bonds were not redeemed, hrn.	
Interest and amount of the return unpaid on interest bearing bonds, hrn.	
Specification of goods (services) that should be used for redemption of special purpose bonds	
Causes of issuer failure to fulfill its obligations on bond redemption:	

For issuer:

_____	_____	_____
(post)	(signature)	(surname, name, patronymic)
	Stamp here	

For auditor:

_____	_____	_____
(post)	(signature)	(surname, name, patronymic)
	Stamp here	

For depositary/registrar:

_____	_____	_____
(post)	(signature)	(surname, name, patronymic)
	Stamp here	



Annex 12  
to the Provision on the Procedure for Issue  
of Enterprise Bonds and Their Circulation

The Securities and Stock Market State  
Commission

" \_\_\_\_ " \_\_\_\_\_  
(date of filing an application)

200\_

No.

**APPLICATION**  
**for submission of report on bond redemption and for cancellation of bond issue registration**

Name and type of the issuer	
Identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs	
Location	
Telephone, fax	
Number of the current account and name of bank with which the account is opened	
Size of the authorized capital according to constituent documents of the company	
Date of registration and registration number of issue according to certificate of registration of bond issue	
Date of registration of report on the results of bond placement	
Requisites of the registrar (for certified bonds) or depository (for uncertified bonds), which services the bond issue (name, location, identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs, number and date of granting the license)	

\_\_\_\_\_  
(post)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(surname, name, patronymic)

Stamp here

Annex 13  
to the Provision on the Procedure for Issue  
of Enterprise Bonds and Their Circulation

The Securities and Stock Market State  
Commission

" \_\_\_\_ " \_\_\_\_\_  
(date of filing an application)

200\_

No.

**APPLICATION**  
**for submission of report on early redemption of bonds**

Name and type of the issuer	
Identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs	
Location	
Telephone, fax	
Number of the current account and name of bank with which the account is opened	
Size of the authorized capital according to constituent documents of the company	
Date of registration and registration number of issue according to certificate of registration of bond issue	
Date of registration of report on the results of bond placement	
Requisites of the registrar (for certified bonds) or depositary (for uncertified bonds), which services the bond issue (name, location, identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs, number and date of granting the license)	

\_\_\_\_\_  
(post)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(surname, name, patronymic)

Stamp here

**THE SECURITIES AND STOCK MARKET STATE COMMISSION**

**ORDER No. \_\_\_\_-C-O**

Kyiv

" \_\_\_\_ " \_\_\_\_\_ 200\_

The authorized person of the Securities and Stock Market State Commission

\_\_\_\_\_ (post, surname, name, patronymic)  
under the instruction of \_\_\_\_\_, on the basis of item \_\_\_\_ of the Provision on the Procedure  
for Issue of Enterprise Bonds and Their Circulation approved by the decision of the Commission of 07.17.2003  
No. 322, registered with the Ministry of Justice of Ukraine on 08.13.2003 under No. 706/8027 (in the wording  
of the decision of the Commission of 10.26.2006 No. 1178, registered with the Ministry of Justice of Ukraine  
on \_\_\_\_\_ under No. \_\_\_\_\_) and in accordance with the documents submitted  
by \_\_\_\_\_

\_\_\_\_\_ (issuer name, location, code under EDRPOU)

in cancellation of the registration of bond issue,

**RESOLVES:**

The authorized person of the Securities and Stock Market State Commission

\_\_\_\_\_ (post, surname, name, patronymic)  
under the instruction of \_\_\_\_\_, on the basis of item \_\_\_\_ of the Provision on the Procedure  
for Issue of Enterprise Bonds and Their Circulation approved by the decision of the Commission of  
07.17.2003 No. 322, registered with the Ministry of Justice of Ukraine on 08.13.2003 under No. 706/8027 (in  
the wording of the decision of the Commission of 10.26.2006 No. 1178, registered with the Ministry of  
Justice of Ukraine on \_\_\_\_\_ under No. \_\_\_\_\_) and in accordance with the documents submitted  
by \_\_\_\_\_

\_\_\_\_\_ (issuer name, location, code under EDRPOU)

in cancellation of the registration of bond issue,

**RESOLVES:**

1. To cancel the registration of bond issue by \_\_\_\_\_  
(issuer name)

2. The certificate of the registration of bond issue by \_\_\_\_\_

\_\_\_\_\_ (issuer name)

of " \_\_\_\_ " \_\_\_\_\_ No. \_\_\_\_\_, granted \_\_\_\_\_,  
(number and date of certificate of the registration of bond issue, body that granted it)

should be cancelled.

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(authorized person)

\_\_\_\_\_  
(surname, name, patronymic)

Stamp here

Annex 15  
to the Provision on the Procedure for Issue  
of Enterprise Bonds and Their Circulation

The Securities and Stock Market State  
Commission

" \_\_\_\_ " \_\_\_\_\_  
(date of filing an application)

200\_

No.

**APPLICATION**  
**for termination of bond circulation**

Name and type of the issuer	
Identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs	
Location	
Telephone, fax	
Number of the current account and name of bank with which the account is opened	
Size of the authorized capital according to constituent documents of the company	
Date of registration and registration number of issue according to certificate of registration of bond issue	
Requisites of the registrar (for certified bonds) or depositary (for uncertified bonds), which services the bond issue (name, location, identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs, number and date of granting the license)	

\_\_\_\_\_  
(post)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(surname, name, patronymic)

Stamp here

Annex 16  
to the Provision on the Procedure for Issue  
of Enterprise Bonds and Their Circulation

**THE SECURITIES AND STOCK MARKET STATE COMMISSION**

**ORDER No. -30-O**

Kyiv

"\_\_" \_\_\_\_\_ 200\_

The authorized person of the Securities and Stock Market State Commission

\_\_\_\_\_ (post, surname, name, patronymic)  
under the instruction of \_\_\_\_\_, on the basis of item \_\_\_ of the Provision on the  
Procedure for Issue of Enterprise Bonds and Their Circulation approved by the decision of the Commission  
of 07.17.2003 No. 322, registered with the Ministry of Justice of Ukraine on 08.13.2003 under No.  
706/8027 (in the wording of the decision of the Commission of 10.26.2006 No. 1178, registered with the  
Ministry of Justice of Ukraine on \_\_\_\_\_ under No. \_\_\_\_\_) and in accordance with the  
documents \_\_\_\_\_ submitted \_\_\_\_\_ by

\_\_\_\_\_  
(issuer name)

\_\_\_\_\_ (location, identification code of legal entity)

in termination of bond circulation in connection with liquidation/reorganization,

**RESOLVES:**

To terminate the circulation of bonds of

\_\_\_\_\_ ((issuer name)  
(certificate of bond issue registration of "\_\_" \_\_\_\_\_ No.\_\_\_\_, granted by  
\_\_\_\_\_, date of granting the certificate "\_\_" \_\_\_\_\_).  
(body that granted the certificate)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(authorized person)

\_\_\_\_\_  
(surname, name, patronymic)

Stamp here

Annex 17  
to the Provision on the Procedure for Issue  
of Enterprise Bonds and Their Circulation

The Securities and Stock Market State  
Commission

" \_\_\_\_\_ " \_\_\_\_\_  
(date of filing an application)

200\_

No.

**APPLICATION**  
**for cancellation of bond issue registration**

Name and type of the issuer	
Identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs	
Location	
Telephone, fax	
Number of the current account and name of bank with which the account is opened	
Size of the authorized capital according to constituent documents of the company	
Date of registration and registration number of issue according to certificate of registration of bond issue	
Date of registration of report on the results of bond placement	

\_\_\_\_\_  
(post)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(surname, name, patronymic)

Stamp here

Annex 18  
to the Provision on the Procedure for Issue  
of Enterprise Bonds and Their Circulation

The Securities and Stock Market State  
Commission

" \_\_\_\_\_ " \_\_\_\_\_  
(date of filing an application)

200\_

No.

**APPLICATION**  
**for change of certificate of bond issue registration**

Name and type of the issuer	
Identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs	
Location	
Telephone, fax	
Number of the current account and name of bank with which the account is opened	
Size of the authorized capital according to constituent documents of the company	
Date of registration and registration number of issue according to certificate of registration of bond issue	
Date of delivery and number of the order on the termination of bond circulation	
Requisites of the registrar (for certified bonds) or depository (for uncertified bonds), which services the bond issue (name, location, identification code under the Unified State Register of Legal Entities and Natural Persons – Entrepreneurs, number and date of granting the license)	

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(post)

Stamp here

\_\_\_\_\_  
(surname, name, patronymic)