

**6 370 ETNs<sup>1</sup>**  
**iX US 500 Equities SPC Limited**  
**Prospectus dated December 05, 2019**

**iX US 500 Equities SPC Limited Exchange Traded Notes due December 05, 2029**

**General**

- The iX US 500 Equities Exchange Traded Notes (the “ETNs” or the “Notes”) are senior unsecured debt obligations of iX US 500 Equities SPC Limited (the “SPC”), a special purpose company incorporated in the AIFC whose sole assets are shares in the iShares Core S&P 500 UCITS ETF (LSE ticker symbol: “CSPX”) (the “Shares”) (the “Underlying ETF”) and Cash. The base currency of the Underlying ETF is US Dollars (US\$).
- The investment objective of the Underlying ETF is to provide investors with a total return, taking into account both capital and income returns, which reflects the return of the S&P 500 Index (the “S&P 500”). In order to achieve this investment objective, the investment policy of the Underlying ETF is to invest in a portfolio of equity securities that, so far as possible and practicable, consist of the component securities of the S&P 500, being the Underlying ETF’s benchmark index.
- The S&P 500 measures the performance of the 500 largest companies (i.e. companies with large market capitalisation) within the United States market, according to size, liquidity and free float criteria. The S&P 500 and the Underlying ETF is described in more detail on pages 26 to 27 of this Prospectus (this “Prospectus”).
- The ETNs seek to provide investors a return linked to the performance of the Underlying ETF, reduced by the Expenses. If the price of Shares at the date of your sale of ETNs is greater than the price of Shares at the date of your purchase of ETNs, you will receive less due to accrued Expenses. The amount of accrued Expenses will reduce the amount, if any, you will receive at maturity, upon Redemption or upon exercise by the SPC of its Early Termination Right (as the case may be), which could result in a loss to you on your investment, even if the price of Shares at the date of your sale is greater than the price of Shares at the date of your purchase. **Any payment on the ETNs is subject to the SPC’s ability to pay its obligations as they become due.**
- The ETNs are issued by the SPC, a special purpose company incorporated in the AIFC and governed by the AIFC Special Purpose Company Rules (AIFC Rules No. GR0001 of 2017). The SPC is a wholly-owned subsidiary of AIX FM Ltd (“AIX FM”). AIX FM is itself a wholly-owned subsidiary of the Astana International Exchange Limited (the “AIX”).
- **An investment in the ETNs involves significant risks and is not appropriate for every investor. The ETNs should be purchased only by knowledgeable investors who understand the potential consequences of investing in the ETNs. Investors should consider their investment horizon as well as potential transaction costs when evaluating an investment in the ETNs and should regularly monitor their holdings of ETNs to ensure that they remain consistent with their investment strategies.**
- The ETNs are senior unsecured debt obligations of the SPC and mature on December 05, 2029.
- The ETNs do not guarantee any return on your investment and will not pay any coupon. **Accordingly, ETN holders will not receive regular or any interest payments.** Prior to maturity of the Notes, unless the ETNs are either redeemed or terminated in accordance with their terms, ETN holders will only be able to realise the value of their investment by selling the ETNs through a broker that is a trading member of the AIX, the stock exchange within the AIFC. On maturity of the ETNs, ETN holders will receive Cash and/or Shares and the amount of such Cash and/or number of Shares will be reduced by the Expenses.
- The base currency of the ETNs is US Dollars (US\$) and the nominal value of the ETNs shall be expressed in US Dollars (US\$). The nominal value of one ETN calculated as at the date of this Prospectus is equal to 31,10 US Dollars (US\$). This nominal value is not a principal amount and, accordingly, does not provide the ETN holder with a right to claim this amount from the SPC. The value and price of the ETNs will be subject to change on a daily basis, as described in more detail on pages 13 to 14 of this Prospectus.

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<sup>1</sup> This amount represents the amount of the Initial Placement. The Issuer may issue additional ETNs as further described in this Prospectus.

- The ETNs are expected to be listed on the AIX under the ticker symbol “IXU”. The SPC has no obligation to maintain any listing on any exchange or quotation system and no assurance can be given that the listing on the AIX will be maintained.
- 6 370 ETNs have been issued by the SPC in the amount of the Initial Placement and are expected to be sold off-exchange to the Initial Purchaser where the consideration provided by the Initial Purchaser will consist of 637 Shares and cash in the amount of 1 000,00 US Dollars (US\$). It is expected that the Initial Purchaser will deliver these ETNs (that is, the ETNs purchased from the SPC) to one or more third parties. One such third party may be a market maker, which may be appointed by the Stock Exchange. The third parties will offer ETNs received from the Initial Purchaser to investors on the AIX and/or off-exchange.
- Further issuances of the ETNs will be carried out by the SPC only upon the request of the Authorised Participants. Such additional issuances of the ETNs will be sold by the SPC to the Authorised Participants off-exchange at the price intended to be approximately close to the Underlying NAV. The Authorised Participants are then expected to sell ETNs on the AIX and/or off-exchange to investors. Prospective investors may purchase or sell ETNs on the AIX through a brokerage firm that is a trading member of the AIX. The Initial Purchaser and the Authorised Participants have a right to redeem ETNs purchased from the Issuer, on the AIX or off-exchange. The redemption of the ETNs will be made off-exchange. **ETN holders (other than Authorised Participant(s) and Initial Purchaser(s)) shall have no right to require the SPC to redeem ETNs.** For a detailed description of these procedures, please refer to the Section headed “General terms of the Notes” on pages 13 to 18 of this Prospectus.

**Investing in the ETNs involves a number of risks not associated with an investment in conventional debt securities. See the Section headed “Risk Factors” starting on page 19 of this Prospectus for more information.**

**The AIX does not accept responsibility for the content of the information included in this Prospectus including the accuracy or completeness of such information. Liability for this Prospectus lies with the SPC. Nor has the AIX assessed the suitability of the securities to which this Prospectus relates for any particular investor or type of investor. If you do not understand the contents of this Prospectus or are unsure whether the securities are suitable for your individual circumstances, you should consult an authorised financial adviser.**

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## DEFINITIONS AND KEY TERMS

<b>Acting Law of the AIFC</b>	Has the same meaning as defined in clause 1 of Article 4 of the Constitutional Law of the Republic of Kazakhstan “On the Astana International Financial Centre” No. 438-V ZRK, dated 7 December 2015.
<b>AIFC</b>	Astana International Financial Centre.
<b>AIX CSD</b>	Astana International Exchange Central Securities Depository Limited, a private company incorporated under the Acting Law of the AIFC within the AIFC licensed by the Astana Financial Services Authority for securities settlement and depositary activities (license no. 092018-001).
<b>AIX Registrar</b>	Astana International Exchange Registrar Limited acting under an agreement with the Issuer dated 04 November 2019.
<b>Auditor</b>	Crowe Audit Astana LLP.
<b>Authorised Participant</b>	Any legal entity that enters into an Authorised Participant Agreement with the SPC, including Astana International Exchange Market Liquidity Services Limited, a wholly-owned subsidiary of the AIX, which entered into the Authorised Participant Agreement with the SPC on December 05, 2019.
<b>Authorised Participant Agreement</b>	An authorised participant agreement to be concluded between an Authorised Participant and the SPC.
<b>Business Day</b>	Any day that is not a Saturday or Sunday or that is not a day on which banking institutions are generally authorised or obligated by law, regulation or executive order to close in London, the United Kingdom, or Nur-Sultan (formerly Astana), Kazakhstan.
<b>Cash</b>	<p>Cash in US Dollars and Kazakhstan tenge in hand of the SPC and, to the extent only that they are immediately available for withdrawal or otherwise immediately available to the SPC, all deposits of the SPC with any bank/brokerage company/custodian.</p> <p>Cash will be held in a bank account of the Management Company with a bank located in the Republic of Kazakhstan and licensed by the National Bank of the Republic of Kazakhstan. This arrangement for holding Cash may be changed by the SPC or the Management Company in their discretion.</p>
<b>Coupon Amount/Coupon Payment Date</b>	Not applicable. The ETNs do not pay any interest payments.
<b>Creation Amount</b>	200 ETNs, subject to the right of the Management Company to modify the Creation Amount at any time at its sole and absolute discretion.
<b>Custody Agreement</b>	A custody agreement between the SPC and the Custodian dated 29 November 2019.
<b>Custodian</b>	AO Raiffeisenbank, a legal entity incorporated under the laws of the Russian Federation and acting as a custodian for the Shares owned by the SPC, pursuant to and in accordance with the terms and conditions of the Custody Agreement.
<b>Early Termination Right</b>	Right of the SPC to redeem all, but not less than all, of the issued and outstanding ETNs, as described in this Prospectus on page 15.
<b>ETN holder(s)</b>	The end investor, whether a natural or legal person, who owns ETNs for their own account and enjoys the benefits of ownership of the ETNs, notwithstanding the fact that the ETNs are held or recorded in the depositary system of the AIX CSD under another name (for example, under a name of a nominee).
<b>Expenses</b>	All expenses paid by the SPC in connection with the ETNs, as described in this Prospectus on pages 13 to 14.
<b>Governing Law and Arbitration</b>	<p>The ETNs (including without limitation the binding agreement relating to arbitration between the SPC and the the ETN holders), described in the Section headed “Arbitration” below on pages 40 to 41 of this Prospectus, including any non-contractual obligations arising out of or in connection with them, shall be governed by, and construed in accordance with, the Acting Law of the AIFC.</p> <p>Any dispute, controversy, difference or claim, whether contractual or non-contractual, arising out of or in relation to this Prospectus, including its existence, validity, interpretation, performance, breach or termination, shall be referred to and finally resolved by arbitration administered by the the IAC in accordance with the IAC Arbitration and Mediation Rules in force on the date</p>

	on which the Request for Arbitration is filed with the Registrar of the IAC, which Rules are deemed to be incorporated by reference into this Prospectus. Details of the binding nature of the agreement between the SPC and the ETN holders in relation to the Notes is set forth on page 41 of this Prospectus.
<b>IAC</b>	International Arbitration Centre of the AIFC.
<b>IFRS</b>	International Financial Reporting Standards (including international accounting standards, international financial reporting standards and interpretations of those standards) as in force from time to time.
<b>Initial Placement</b>	The direct subscription by the Initial Purchaser of ETNs pursuant to and in accordance with the Subscription Agreement.
<b>Initial Purchaser</b>	Astana International Exchange Market Liquidity Services Limited, a wholly-owned subsidiary of the AIX, or any other legal entity (including any affiliate of the SPC) which enters into the Subscription Agreement.
<b>ISIN</b>	KZX000000237.
<b>Issuer or SPC</b>	iX US 500 Equities SPC Limited (“SPC”, “we”, “our” or “us”), a special purpose company, registration number 191040900274, incorporated under the Acting Law of the AIFC on 29 October 2019 with registered address at Mangilik El 55, building 15, Nur-Sultan, Kazakhstan, telephone +7(717) 223 53 66 and governed by the AIFC Special Purpose Company Rules (AIFC Rules No. GR0001 of 2017).
<b>Kazakhstan</b>	Republic of Kazakhstan
<b>Kazakhstan tenge</b>	Lawful currency of Kazakhstan.
<b>Listing</b>	Application has been made to list the ETNs on the official list of the AIX and for admission to trade the ETNs on the AIX.
<b>Management Company</b>	AIX FM, a wholly-owned subsidiary of AIX.
<b>Maturity Date</b>	December 05, 2029.
<b>Method of Notification to ETN holders</b>	All notifications to holders of ETNs, as well as publication of annual reports and other information concerning the ETNs, shall be made available via the AIX’s website at www.aix.kz.
<b>Method of Placement</b>	ETNs are issued in exchange for Shares and/or Cash, in each case in such proportion as determined by the Management Company.
<b>Method of Repayment or Redemption</b>	ETNs are redeemed in exchange for Shares and/or Cash, in each case in such proportion as determined by the Management Company.
<b>On-Going Placement(s)</b>	ETNs issued from time to time to Authorised Participants in exchange for Shares and/or Cash, in each case at the consideration intended to be approximately close to the Underlying NAV.
<b>Permitted Assets</b>	The assets which the SPC is permitted to hold and own are: <ul style="list-style-type: none"> <li>• Shares; and</li> <li>• Cash.</li> </ul>
<b>Placement Date</b>	The second Business Day of any week or any other Business Day as determined solely by the SPC at its sole and absolute discretion.
<b>Placement Notice</b>	An irrevocable request provided by the Authorised Participant to the SPC pursuant to and in accordance with the Authorised Participant Agreement.
<b>Primary Exchange or LSE</b>	The London Stock Exchange plc.
<b>Redemption(s)</b>	The right of an Authorised Participant or (as the case may be) Initial Purchaser to require the SPC to redeem ETNs as at the Redemption Date, subject in all cases to compliance with the procedures described in this Prospectus on pages 15 to 16.  <b>ETN holders (other than Authorised Participant(s) and Initial Purchaser(s)) shall have no right to require the SPC to redeem ETNs.</b>
<b>Redemption Fee</b>	0.125 percent of a sum equal to the product of the Underlying NAV (as of the Business day preceding the date of the Redemption Notice) multiplied by the number of ETNs redeemed, subject to the right of the Management Company to modify the Redemption Fee at any time at its sole and absolute discretion.
<b>Redemption Amount</b>	200 ETNs, subject to the right of the Management Company to modify the Redemption Amount at any time at its sole and absolute discretion.

<b>Redemption Date</b>	The second Business Day of any week or such other Business Day as determined solely by the SPC at its sole and absolute discretion.
<b>Subscription Agreement</b>	An agreement between the SPC and the Initial Purchaser whereby the Initial Purchaser has agreed to purchase 6 370 ETNs from the SPC in exchange for Shares and/or Cash.
<b>Settlement Amount</b>	Underlying NAV which may be paid at the Management Company's sole and absolute discretion: <ul style="list-style-type: none"> <li>• for those ETN holders that hold at least the Redemption Amount, a combination of Shares and Cash in proportion to the Underlying NAV; or</li> <li>• for those ETN holders that hold less than the Redemption Amount, Cash.</li> </ul>
<b>Stock Exchange or AIX</b>	Astana International Exchange Limited.
<b>Term of the ETNs</b>	10 years from the date of issuance of the ETNs, subject to the right of an Authorised Participant or Initial Purchaser to require the SPC to redeem the ETNs, the right of the SPC to exercise its Early Termination Right or (as the case may be) the right of the SPC to extend the term of the ETNs, each as described on pages 15 to 17 of this Prospectus.
<b>Total Expense Ratio</b>	Ratio of the total accrued Expenses to the Underlying NAV (as further described in the sub-Section headed "Expenses" in the "General Terms of the Notes" Section on pages 13 to 14 of this Prospectus).
<b>Underlying ETF</b>	iShares Core S&P 500 UCITS ETF (LSE ticker symbol: "CSPX"). For a detailed description of the Underlying ETF see pages 26 to 27 of this Prospectus.
<b>Underlying NAV</b>	The value of Cash and Shares held or owned by the SPC, reduced by the accrued but unpaid Expenses and divided by the number of outstanding ETNs (as further described in the sub-Section headed "Expenses" in the "General Terms of the Notes" Section on pages 13 to 14 of this Prospectus).
<b>United States or US</b>	United States of America, its territories and possessions, and any state of the United States and the District of Columbia.
<b>US Dollars, or US\$ or cents</b>	Lawful currency of the United States of America.

## PROSPECTUS SUMMARY

### INTRODUCTION AND WARNINGS

<b>Notes</b>	iX US 500 Equities Exchange Traded Notes due December 05, 2029 ISIN: KZX000000237
<b>Issuer</b>	iX US 500 Equities SPC Limited, a special purpose company, registration number 191040900274, incorporated under the Acting Law of the AIFC on October 29, 2019 with registered address at Mangilik El 55, building 15, Nur-Sultan, Kazakhstan, and governed by the AIFC Special Purpose Company Rules (AIFC Rules No. GR0001 of 2017).  The contact details of the Issuer are: Mangilik El 55, building 19, Nur-Sultan, Kazakhstan, and its telephone number is +7(717) 223 53 66.  The LEI (Legal Entity Identifier) code of the SPC is 254900ZY521DK8VX7P35.
<b>Person seeking for admission to trading on AIX</b>	iX US 500 Equities SPC Limited
<b>Stock Exchange that approved the Prospectus</b>	Astana International Exchange Limited, 55/19 Mangilik El st., block C 3.4. Nur-Sultan, Kazakhstan, telephone +7(717) 223 53 66
<b>Date of approval of the Prospectus</b>	December 05, 2019

*This summary must be read as an introduction to and is qualified in its entirety by the more detailed information contained elsewhere in, this Prospectus, and any decision to invest in the ETNs should be based on a consideration of this Prospectus as a whole. Civil liability attaches only to those persons who are included in this summary, including any translation thereof, but only where this summary is misleading, inaccurate or inconsistent, when read with the other parts of this Prospectus, or where it does not provide, when read together with the other parts of this Prospectus, key information in order to aid investors when considering whether to invest in the ETNs.*

*The ETNs are fully exposed to any decline in the Underlying ETF. If the price of Shares on the date of your sale is less than the price of Shares at the date of your purchase, you will lose some or all of your investment at maturity, upon Redemption or upon exercise by the SPC of its Early Termination Right (as the case may be).*

### KEY INFORMATION ABOUT THE ISSUER

#### *Who is the Issuer of the Notes?*

<b>Issuer</b>	iX US 500 Equities SPC Limited, a special purpose company, registration number 191040900274, incorporated under the Acting Law of the AIFC on October 29, 2019 with registered address at Mangilik El 55, building 15, Nur-Sultan, Kazakhstan and governed by the AIFC Special Purpose Company Rules (AIFC Rules No. GR0001 of 2017).  The contact details of the Issuer are: Mangilik El 55, building 19, Nur-Sultan, Kazakhstan, and its telephone number is +7(717) 223 53 66.
<b>Principal activities of the Issuer</b>	Issuing and maintaining ETNs, the purchase of which will enable ETN holders to participate in the performance (i.e., gains or losses) of the Underlying ETF.
<b>Auditor</b>	The independent auditors of the Issuer are Crowe Audit Astana LLP. The licence for providing Audit and Accountancy Services is issued by the Astana Financial Services Authority under number AFSA-A-LA-2019-0027.
<b>Directors</b>	AIX FM, a wholly-owned subsidiary of AIX, shall act as the sole director and secretary of the Issuer. The appointment of AIX FM, being a body corporate, as a director of the Issuer is

permitted in Rule 6.1 of the AIFC Special Purpose Company Rules (AIFC Rules No. GR0001 of 2017).

iX US 500 Equities SPC Limited is incorporated with the principal business purpose of issuing the ETNs. ETN holders will participate in the performance (i.e., gains or losses) of the Underlying ETF.

AIX FM, a private company limited by shares, incorporated the SPC and is the SPC's sole shareholder. AIX FM was incorporated by the AIFC as a private company on 2 October 2019 with an initial share capital of US\$1,500,000. There is no guarantee that the share capital of AIX FM will be used to support the activities of the SPC.

As at the date of this Prospectus, the AIX is the sole shareholder of AIX FM.

***What is the key financial information regarding the Issuer?***

*Assets*

As of the date of this Prospectus, the assets of the SPC are represented by cash in the amount equal to its share capital. In addition, on or about the date of this Prospectus the SPC will receive the Shares and the cash from the Initial Purchaser in exchange for the ETNs pursuant to and in accordance with the Subscription Agreement.

Cash will be held in a bank account of the Management Company with a bank located in the Republic of Kazakhstan and licensed by the National Bank of the Republic of Kazakhstan. This arrangement for holding cash may be changed by the SPC or the Management Company in their discretion.

*Liabilities*

As of the date of this Prospectus, the SPC has no liabilities, except expected liabilities regarding delivery of the ETNs to the Initial Purchaser under the Subscription Agreement.

*Share capital*

As of the date of this Prospectus, the share capital of the SPC is represented by one (1) share in the amount of one (1) US Dollar.

*Profit and loss statement*

As of the date of this Prospectus, the profit and loss statements of the SPC reflects no income and no expenses.

***What are the key risks that are specific to the Issuer?***

**The ETNs are subject to the credit risk of the SPC**

The ETNs are senior unsecured debt obligations of the SPC and are not, either directly or indirectly, an obligation of any third party. Any payment to be made in respect of the ETNs, including any payment at maturity, upon Redemption or upon the exercise by the SPC of its Early Termination Right (as the case may be), depends on ability of the SPC to satisfy its obligations as they become due. As a result, any adverse changes in the market's view of creditworthiness of the SPC will affect the market value, if any, of the ETNs prior to maturity, upon Redemption or upon the exercise by the SPC of its Early Termination Right (as the case may be). In addition, in the event the SPC was to default on its obligations, you may not receive any amounts owed to you under the terms of the ETNs.

**The SPC is a newly established entity without any proven track record**

The SPC has been established on October 29, 2019 and has no proven track record of operation.

**KEY INFORMATION ON THE SECURITIES**

*What are the main features of the Securities?*

<b>The Notes</b>	iX US 500 Equities Exchange Traded Notes due December 05, 2029  ISIN: KZX000000237
<b>Issue Price</b>	The value and price of the ETNs will be subject to change on a daily basis as described in more detail on pages 13 to 14 of this Prospectus
<b>Currency and denomination of</b>	The base currency of the ETNs is US Dollars (US\$) and the nominal value of the ETNs shall be expressed in US Dollars (US\$). The nominal value of one ETN calculated as at the date



<b>the Notes</b>	of this Prospectus is equal to 31,10 US Dollars (US\$). This nominal value is not a principal amount and, accordingly, does not provide the ETN holder with a right to claim this amount from the SPC. The value and price of the ETNs will be subject to change on a daily basis, as described in more detail on pages 13 to 14 of this Prospectus.
<b>The number of Notes issued and their term</b>	Number of ETNs issued: 6 370. This amount represents the amount of the Initial Placement. The Issuer may issue additional ETNs as further described in this Prospectus.  Term of the Notes: 10 years from the date of issuance of the ETNs, subject to the right of an Authorised Participant or Initial Purchaser to require the SPC to redeem the ETNs, the right of the SPC to exercise its Early Termination Right or (as the case may be) the right of the SPC to extend the term of the ETNs, each as described on pages 15 to 17 of this Prospectus.
<b>The rights attached to the Notes</b>	Each ETN holder is eligible to receive the Settlement Amount on the Maturity Date, subject to certain conditions being satisfied, as described in more detail on page 15 of this Prospectus.
<b>Issue Date</b>	December 05, 2019
<b>Maturity Date</b>	December 05, 2029
<b>Interest Rate and Interest Payment Dates</b>	Not applicable. The ETNs do not pay any interest payments.
<b>Transferability</b>	The ETNs are freely transferable in accordance with the relevant legislation of the AIFC.
<b>Ranking of ETNs</b>	The ETNs constitute direct, unconditional and unsecured obligations of the Issuer and rank and will rank: (i) <i>pari passu</i> , without any preference among themselves; and (ii) as senior debt with preference over all other outstanding unsecured and unsubordinated obligations of the Issuer, present and future, but, in each case, in the event of insolvency, only to the extent permitted by applicable laws relating to creditors' rights.

***Where will the Securities be traded?***

The ETNs are expected to be listed and traded on the AIX, the stock exchange within the AIFC.

***Is there a guarantee attached to the Notes?***

There is no guarantee attached to the Notes.

***What are the key risks that are specific to the Notes?***

**The ETNs may not be a suitable investment for you if:**

- You do not seek an investment with a return linked to the performance of the Underlying ETF which is intended to provide exposure to a diversified basket of publicly traded securities.
- You believe that the price of Shares will decline during the term of the ETNs or the price of the Underlying ETF will not increase by an amount sufficient to offset accrued Expenses.
- You do not understand that the trading price of the ETNs at any time may vary significantly from the Underlying NAV and that paying a premium purchase price over the Underlying NAV could lead to significant losses in the event you sell the ETNs at a time when such premium is no longer present in the market place or (as the case may be) the SPC exercises its Early Termination Right.
- You are not willing to accept the risk that you may lose some or all of your investment.
- You are not willing to actively and frequently monitor your investment in the ETNs.
- You do not have sufficient knowledge and experience to evaluate how the ETNs may perform under different conditions or the merits and risks of an investment in the ETNs.
- You do not understand the terms of the investment in the ETNs or are not familiar with the behavior of the Underlying ETF or financial markets generally.
- You are not willing to hold securities that may be redeemed early by the SPC pursuant to the exercise of its Early Termination Right.
- You are not willing to accept the risk that the price at which you are able to sell the ETNs may be significantly less than the amount you invested.
- You do not have sufficient financial resources and liquidity to bear the risks of an investment in the ETNs, including the risk of loss of such investment.
- You seek an investment for which there will be an active secondary market.
- You are not comfortable with creditworthiness of the SPC as issuer of the ETNs.

**Investors considering purchasing the ETNs should reach an investment decision only after carefully considering the suitability of the ETNs in light of their particular circumstances.**

**You may lose some or all your investment**

The ETNs are fully exposed to any decline in the Underlying ETF. If the price of Shares on the date of your sale is less than the price of Shares at the date of your purchase, you will lose some or all of your investment at maturity, upon Redemption or upon exercise by the SPC of its Early Termination Right (as the case may be).

**The amount of accrued Expenses will reduce the amount of Shares and/or Cash, if any, you will receive at maturity, upon Redemption or upon exercise by the SPC of its Early Termination Right (as the case may be)**

Even if the price of Shares at the date of your sale is greater than the price of Shares at the date of your purchase, you will receive less due to accrued Expenses. The amount of accrued Expenses will reduce the amount of Shares and/or Cash, if any, you will receive at maturity, upon Redemption or upon exercise by the SPC of its Early Termination Right (as the case may be), which could result in a loss to you on your investment, even if the price of Shares at the date of your sale is greater than the price of Shares at the date of your purchase.

**The Underlying NAV on the Maturity Date or the Redemption Date may be less than the Underlying NAV on the date of your purchase**

The Underlying NAV on the Maturity Date or the Redemption Date may be less than the Underlying NAV on the date of your purchase because the Underlying NAV is calculated based on the price of Shares on each Business Day less accrued but unpaid Expenses.

**Tax implications if ETNs are excluded from the official list of the Stock Exchange**

If ETNs are excluded from the official list of the AIX, all income on ETNs will be subject to taxation in Kazakhstan. Although the SPC will use its best efforts to maintain the ETNs on the official list of the AIX, in circumstances where this is not possible, the exclusion of the ETNs from the official list of the AIX may negatively affect the tax position of holders of ETNs resident in Kazakhstan for tax purposes, as well as their market price.

**Tax on capital gains on Shares owned by the SPC may reduce the Underlying NAV**

The SPC may sell the Shares it owns to cover its Expenses. In circumstances where the difference between the price of sale and the initial price of the ETNs is positive, such positive amount will be included in the aggregate annual income of the SPC according to applicable Kazakhstan tax legislation. It is not guaranteed that, at the end of the calendar year, the deductible expenses of the SPC will be higher than the aggregate annual income and there will be no corporate income tax payable. Accordingly, the SPC may be obliged to pay taxes that will decrease the Underlying NAV.

**The SPC may redeem the ETNs prior to the Maturity Date by exercising its Early Termination Right**

On any Business Day, the SPC may elect to redeem all, but not less than all, of the outstanding ETNs with no less than 30 Business Days' prior notice by exercising its Early Termination Right. If the SPC elects to redeem your ETNs pursuant to the exercise by the SPC of its Early Termination Right, you may not be able to reinvest at comparable terms or returns.

**Risk of changing interest rates**

The value of the Underlying ETF may decline when interest rates fall or rise. This decline can occur because the Underlying ETF may subsequently invest in interest-sensitive assets.

**You have no rights or interests in any Shares**

Investing in the ETNs will not make you a holder of any rights or interest in the Underlying ETF (including the Shares). Neither you nor any other holder or owner of the ETNs will have any voting rights, any right to receive dividends or other distributions or any other rights with respect to the Underlying ETF (including the Shares). Accordingly, the return on your ETNs may not reflect the return you would realise if you actually owned the Shares.

**The market value of the ETNs may be influenced by many unpredictable factors**

The market value of your ETNs may fluctuate greatly during the term of the ETNs. Generally, the value of the Underlying ETF will affect the market value of the ETNs more than any other factor. Other factors that may influence the market value of the ETNs include:

- the volatility of the Underlying ETF (i.e., the frequency and magnitude of changes in the value of the Underlying ETF);
- the market price of the Shares; volatility, earnings, financial conditions, corporate, industry and regulatory developments, and other events affecting the companies whose common shares and preferred stock are included in the Underlying ETF;
- the prevailing prices and yields for the Shares;
- the time remaining to the maturity of the ETNs;
- supply and demand for the ETNs, including to the extent such supply and demand may be affected by inventory positions held by the SPC or any market maker;
- economic, financial, political, regulatory, geographical, agricultural, judicial or other events that affect the value of the Underlying ETF, or that affect markets generally; and
- the actual and perceived creditworthiness of the SPC.

These factors interrelate in complex ways, and the effect of one factor on the market value of your ETNs may offset or (as the case may be) amplify the effect of other factors.

#### **The liquidity of the market for the ETNs may vary materially over time and may be limited**

As stated in this Prospectus, the SPC will sell the Initial Amount of the ETNs to the Initial Purchaser. Additional ETNs may also be offered and sold from time to time by the SPC to Authorised Participants. In addition, the number of ETNs outstanding or held by persons other than affiliates of the SPC could be reduced at any time due to redemptions of the ETNs. The SPC may suspend or cease sales of the ETNs at any time, at its sole and absolute discretion. Accordingly, the liquidity of the market for the ETNs could vary materially over the term of the ETNs. Only the Authorised Participants or (as the case may be) the Initial Purchaser may request redemption of the ETNs prior to their maturity, and the Redemption is subject to the conditions and procedures described elsewhere in this Prospectus.

#### **Changes that affect the calculation of the Underlying NAV will affect the market value of the ETNs and the Settlement Amount**

The amount payable on the ETNs and their market value could be affected if trading in the Shares is suspended or cancelled, in which case it may become difficult to determine the market value of the ETNs. If events such as these occur, or if the value of the Underlying ETF is not available because of a market disruption event or for any other reason, the SPC will make a good faith estimate at its sole and absolute discretion in its calculation of the Underlying NAV.

#### **Historical values of the Underlying ETF should not be taken as an indication of future performance during the term of the ETNs**

The actual performance of the Underlying ETF over the term of the ETNs, as well as the amount payable at maturity, upon early Redemption or upon the exercise by the SPC of its Early Termination Right, may bear little relation to the historical performance of the Underlying ETF. As a result, it is impossible to predict whether the price of ETNs will rise or fall.

#### **There may not be an active trading market in the ETNs; sales in the secondary market may result in significant losses**

The ETNs are to be listed on the AIX. However, the SPC is not required to maintain any listing of the ETNs on the AIX or any other stock or quoted exchange. Certain affiliates of the SPC may engage in limited purchase and resale transactions in the ETNs, although they are not required to do so and may stop at any time. If an active secondary market exists, the SPC expects that ETN holders will purchase and sell the ETNs primarily in this secondary market. Even if an active secondary market for the ETNs exists, it may not provide significant liquidity or trade at prices advantageous to you. As a result, if you sell your ETNs in the secondary market, you may have to do so at a discount from your initial purchase price and you may suffer significant losses.

#### **KEY INFORMATION ON THE ADMISSION TO TRADING**

*Under which conditions and timetable can I invest in the Notes?*

Application will be made for the listing of the ETNs on the AIX. The ETNs are expected to be admitted to trading on the AIX on December 10, 2019.

**Why is this Prospectus being produced?**

**This Prospectus has been produced for the ETNs to be admitted to the official list of the AIX.**

**Conflicts of Interest**

No material conflicts of interest were indicated relating to the admission to trading of the Notes.

**Use of Proceeds**

The net proceeds of the issue of the Notes will be used by the Issuer for investments in the Permitted Assets only.

**Estimated Expenses**

The SPC will pay the following expenses:

- operational fees;
- the management fee; and
- other expenses.

The above expenses of the SPC are deducted from, and reflected in the value of, the SPC and, accordingly, the Underlying NAV.

The effect of the SPC paying Expenses is to reduce the Underlying NAV.

## GENERAL TERMS OF THE NOTES

The following are general terms of the ETNs and other considerations you should take into account when deciding whether to invest in the ETNs.

### What are the ETNs and how do they work?

The ETNs are unsecured senior debt obligations of iX US 500 Equities SPC Limited, a special purpose company governed by the AIFC Special Purpose Company Rules (AIFC Rules No. GR0001 of 2017) and incorporated in the AIFC (the “SPC”). The assets of the SPC are a combination of shares in the Underlying ETF (the “Shares”) and cash in US Dollars and Kazakhstan tenge in hand of the SPC and, to the extent only that they are immediately available for withdrawal or otherwise immediately available to the SPC, all deposits of the SPC with any bank/brokerage company/custodian (the “Cash”). The Cash will be held in a bank account of the Management Company with a bank located in the Republic of Kazakhstan and licensed by the National Bank of the Republic of Kazakhstan. This arrangement for holding Cash may be changed by the SPC or the Management Company in their discretion.

Over the term of the ETNs, the Underlying NAV will generally fluctuate in line with the change in value of the Underlying ETF, reduced by the Expenses (as explained in more detail immediately below).

### Underlying Net Asset Value

The Underlying NAV equals:

the closing price of a Share as quoted on the Primary Exchange on the preceding Business day  
multiplied by  
the number of Shares held by the SPC  
plus  
Cash  
less  
accrued but unpaid Expenses  
divided by  
the number of outstanding ETNs.

The Management Company has a right, acting reasonably and prudently, to adjust the calculation of the Underlying NAV by excluding or (as the case may be) including certain items in order to determine the correct value of the assets of the SPC.

The Underlying NAV is calculated on each Business Day and published on the website of the Stock Exchange at [www.aix.kz](http://www.aix.kz) no later than 11:00 a.m. Nur-Sultan (formerly Astana) time on that Business Day.

The Underlying NAV is rounded down to the nearest cent.

No interim Underlying NAV will be calculated and/or published by any person (including, without limitation, the SPC, AIX FM or the AIX).

As a result of On-Going Placement(s) and Redemption(s), and the buying and selling of ETNs on the AIX, it is expected (but not guaranteed) that the price of the ETNs traded on the AIX will over time closely track the Underlying NAV.

### Expenses

The SPC shall pay the following expenses:

- operational fees;
- the management fee; and
- other expenses.

The above expenses of the SPC are deducted from, and reflected in the value of, the SPC and, accordingly, the Underlying NAV. The effect of the SPC paying Expenses is therefore to reduce the Underlying NAV.

### Total Expense Ratio

The Total Expense Ratio is the ratio of the Expenses, including operational fees and the management fee and the fees charged by the manager of the Underlying ETF, accrued on a daily basis, to the Underlying NAV. It is expected (but not guaranteed) that the Total Expense Ratio will not exceed 0.5 percent per annum.

*Right of the Management Company to pay Expenses*

If at any time the Total Expense Ratio exceeds 0.5 percent per annum, the Management Company has a right, but is not obliged, to reimburse the SPC for such shortfall.

The Management Company may, but is not obliged to, pay any operational fees at its own expense, with or without reimbursement from the SPC.

The management fee and operational fees are described in more detail below on page 14 of this Prospectus.

*Operational fees*

Operational fees include all costs, charges, fees and expenses incurred in the operation of the SPC, including transactional costs, banking costs, brokerage costs, borrowing costs, the costs and expenses of obtaining and maintaining authorisations or registrations with regulatory authorities, professional fees, expenses for auditing, interest payments and other fees.

*Management fee*

In accordance with the Management Agreement, the SPC shall pay a fee to the Management Company for the Management Company's services. Pursuant to and in accordance with the terms and conditions of the Management Agreement, the Management Company may modify the management fee, provided that the Total Expense Ratio may not exceed 0.5 percent per annum.

*Calculation and payment of the management fee*

The management fee will be accrued on a daily basis and paid monthly by the SPC.

In the event the SPC has insufficient cash to pay the management fee or other Expenses, the SPC may sell Shares in order to cover such Expenses.

*Other Expenses*

In addition to the Expenses indicated above, the SPC may, in exceptional circumstances, deduct costs that relate to the ETNs that arise outside the ordinary course of business such as taxes, litigation expenses and any other extraordinary expenses. These other expenses are for the account of ETN holders and, accordingly, will be reflected in the Underlying NAV.

**Permitted Assets**

The SPC shall be entitled to hold the following assets only:

- Shares; and
- Cash.

The constitutional documents of the SPC further provide that the SPC shall be entitled to own and/or hold only those assets which are permitted for such ownership and/or holding under this Prospectus.

Cash will be held in US Dollars and/or Kazakhstan tenge in a bank account of the Management Company with a bank located in the Republic of Kazakhstan and licensed by the National Bank of the Republic of Kazakhstan. This arrangement for holding Cash may be changed by the SPC or the Management Company in their discretion. Cash may include cash in hand of the SPC and, to the extent only that they are immediately available for withdrawal or otherwise immediately available to the SPC, all deposits of the SPC with any bank/brokerage company/custodian.

All assets of the SPC in the form of Shares will be held by the Custodian under the terms of the Custody Agreement.

*Target asset allocation*

The SPC's target asset allocation and asset allocation ranges are set out in the table below:

<b>Asset Class</b>	<b>Intended Target</b>	<b>Range</b>
Shares	99%	95% - 100%
Cash	1%	0% - 5%

## **Maturity Date and Settlement Amount**

On the Maturity Date the SPC will pay the Settlement Amount to ETN holders in accordance with instructions received from ETN holders, based on the size of their holding:

- for ETN holders holding at least the Redemption Amount, the Settlement Amount will be Shares and Cash less accrued but unpaid Expenses in proportion to the Underlying NAV as at the Business Day preceding the Maturity Date. Any fraction of Shares due will be paid in cash at the closing price of the Shares as quoted on the Primary Exchange on the preceding Business Day; and
- for ETN holders holding less than the Redemption Amount, the Settlement Amount will be a cash amount equal to the Underlying NAV as at the Business Day preceding the Maturity Date less accrued but unpaid Expenses.

Accrued but unpaid Expenses will be deducted from the amount of Cash due to the ETN holder. If the amount of Cash due to the ETN holder (taking into account any cash component in respect of any fractions of Shares) is less than the amount of accrued but unpaid Expenses, then the SPC will decrease the number of Shares that are due to such ETN holder and increase the Cash due to such ETN holder, from which the accrued but unpaid Expenses will then be paid in full.

The Settlement Amount will be transferred to ETN holders appearing on the register of ETN holders provided by the AIX Registrar as at the Maturity Date.

On the Maturity Date, the SPC will request that the AIX Registrar cancels all outstanding ETNs.

Each ETN holder will be required to provide its banking and securities account details not later than 30 Business Days before the Maturity Date. Such instructions shall be submitted:

- for those ETN holders that hold their ETNs in their securities accounts with brokerage companies who are participants in the AIX CSD, via such brokerage companies; or
- for those ETN holders that hold their ETNs in their securities accounts with the AIX Registrar, via the AIX Registrar.

In the event no details of either a securities or bank account are provided to the SPC within the required time period or such instructions are missing or include inaccurate information or (as the case may be) such instructions lack the required information, the Shares and Cash will be retained by the SPC. Such unclaimed Shares will be sold after 30 Business Days following the Maturity Date and the monies received from such sale will be held to the order of the relevant ETN holder together with such other retained Cash, in each case to the extent permissible under applicable law and until such time as such ETN holder claims such monies and retained Cash.

## **Early Termination Right**

With 30 Business Days' notice, on any Business Day through and including the Maturity Date, the SPC, at its sole and absolute discretion, may redeem all, but not less than all, of the issued and outstanding ETNs. Any such notification by the SPC of the Early Termination Right is irrevocable.

Upon execution of the Early Termination Right, each ETN holder will receive the Settlement Amount, which will be calculated as described on page 15 of this Prospectus. If the amount so calculated is less than zero, the Settlement Amount will be zero.

## **Redemption**

An Authorised Participant or (as the case may be) the Initial Purchaser may submit, via a broker who is a trading member of the AIX, an irrevocable request (in the case of the Authorised Participant) in accordance with and pursuant to the Authorised Participant Agreement or (in the case of the Initial Purchaser) the Subscription Agreement (each a "**Redemption Notice**") requiring the SPC to redeem the ETNs provided that any such Redemption Notice is in an amount not less than the Redemption Amount. Such Redemption Notice shall be submitted to the SPC not later than Wednesday (being a Business Day) (or such other Business Day as determined solely by the SPC in its absolute discretion) of the week preceding the Redemption Date.

Once the Redemption Notice has been confirmed, such Authorised Participant or (as the case may be) Initial Purchaser shall:

- transfer ETNs to the SPC (in the amount specified in the Redemption Notice) and ensure that the SPC receives such ETNs not later than Friday (being a Business Day) (or such other Business Day as determined solely by the SPC) of the week preceding the week of the Redemption Date; and
- make a cash payment in an amount equal to the Redemption Fee and ensure that the SPC receives the Redemption Fee not later than Friday (being a Business Day) (or such other Business Day as determined solely by the SPC) of the week preceding the week of the Redemption Date.

Each Redemption Notice shall contain bank and securities account details.

On the Redemption Date, the SPC will pay to the Authorised Participant or (as the case may be) Initial Purchaser via the transfer of Shares and Cash less accrued but unpaid Expenses the Underlying NAV pro rata to the total number of ETNs outstanding. Any fraction of Shares will be paid in Cash at the closing price of the Shares as quoted on the Primary Exchange on the preceding Business Day.

Accrued but unpaid Expenses will be deducted from the amount of Cash due to the Authorised Participant or (as the case may be) the Initial Purchaser (acting on their own account or for the account of the ETN holder). If the amount of Cash due to the Authorised Participant or (as the case may be) the Initial Purchaser (acting on their own account or for the account of the ETN holder) (taking into account any cash component in respect of any fractions of Shares) is less than the amount of accrued but unpaid Expenses, then the SPC will decrease the number of Shares that are due to the Authorised Participant or (as the case may be) the Initial Purchaser (acting on their own account or for the account of the ETN holder) and increase the Cash due to the Authorised Participant or (as the case may be) the Initial Purchaser (acting on their own account or for the account of the ETN holder), from which the accrued but unpaid Expenses will then be paid in full.

No Redemption Notice will be accepted during the period of 30 calendar days prior to the Maturity Date.

**ETN holders (other than Authorised Participant(s) and Initial Purchaser(s)) shall have no right to require the SPC to redeem ETNs.**

### **Borrowing**

The SPC does not intend to borrow money. However, the SPC may borrow money for working capital purposes only. It is anticipated that, under normal market conditions, any borrowing by the SPC will not exceed 3 (three) percent of the SPC's Underlying NAV multiplied by the number of outstanding ETNs.

### **Substitution of the current Underlying ETF for a new Underlying ETF**

The SPC may change the Underlying ETF at its sole and absolute discretion. The circumstances under which the SPC may change the Underlying ETF include, but are not limited to:

- suspension of trading or delisting of the Shares on the official list of the Primary Exchange; and
- other conditions that may make it practically impossible to sell, purchase or obtain reasonable market prices for the Shares.

Should such conditions occur, the SPC, acting in good faith, must, decide whether to:

- substitute the current Underlying ETF with a new Underlying ETF, which new Underlying ETF shall, in all material respects, be substantially similar to the previous Underlying ETF; or
- exercise its Early Termination Right to redeem all of the outstanding ETNs.

In circumstances where the previous Underlying ETF is substituted for a new Underlying ETF, the SPC shall:

- inform the holders of ETNs by means of a notification on the website of the Stock Exchange at [www.aix.kz](http://www.aix.kz);
- request the suspension of trading of the ETNs on the Stock Exchange;
- suspend the issuance and Redemptions of the ETNs;
- sell, on a best efforts basis, Shares in the previous Underlying ETF;
- purchase, on a best efforts basis, shares in the new Underlying ETF;
- calculate and publish the new Underlying NAV; and
- seek a lifting of the trading suspension on the Stock Exchange in respect of the ETNs.

### **Corporate actions relating to the Underlying ETF**

With respect to any corporate action of the Underlying ETF, the SPC will inform ETN holders accordingly within 30 Business Days by means of a notification on the website of the Stock Exchange at [www.aix.kz](http://www.aix.kz).

### **Safekeeping of the SPC's assets by the Custodian**

In accordance with the terms of the Custody Agreement, AO Raiffeisenbank agreed to act as custodian for the Shares.

The Custodian will be liable for the safekeeping of the Shares owned by the SPC and held in the SPC's securities account with the Custodian.

The SPC has the right at its sole and absolute discretion to appoint another custodian to replace the Custodian and to transfer all the Shares to such custodian.



### **Extension of the ETNs' term**

The SPC may at its sole and absolute discretion and at any time extend the maturity of the ETNs with prior written notification to ETN holders by means of a notification on the website of the Stock Exchange at [www.aix.kz](http://www.aix.kz).

Other than the extension of the Maturity Date, all the other terms of the ETNs will remain the same.

### **Placement of ETNs**

The SPC will issue and place ETNs via both the Initial Placement and On-Going Placements.

#### *Initial Placement and Material Details of the Subscription Agreement*

The Initial Placement of ETNs will be done via direct subscription from the Initial Purchaser pursuant to and in accordance with the terms and conditions of the Subscription Agreement.

Under the Subscription Agreement the Initial Purchaser will purchase ETNs in exchange for Shares and Cash in such proportion as determined by the Management Company within the target allocation range described on page 14 of this Prospectus.

The Initial Purchaser is expected to deliver ETNs purchased to any third party, including a market maker. The market maker may be appointed by the Stock Exchange. Such third parties, including a market maker, may offer ETNs received from the Initial Purchaser to any purchaser trading on the AIX or off-exchange.

Expected amount of the Initial Placement – 6 370 ETNs. This amount may be subject to change based on negotiations with the Initial Purchaser and prevailing market conditions.

The Initial Purchaser is expected to receive the ETNs pursuant to and in accordance with the Subscription Agreement on or around December 9, 2019.

#### *On-Going Placements*

All On-Going Placements shall be carried out via transactions with Authorised Participants in exchange for Shares and Cash in an amount not less than the Creation Amount in proportion to the Underlying NAV as at the date immediately preceding the date of the Placement Notice. The SPC has a right to require an Authorised Participant to pay for the Creation Amount in Cash only.

The SPC has absolute discretion to accept or reject in whole or in part any Placement Notice for ETNs. In addition, the SPC may impose such restrictions as it believes at its sole and absolute discretion are necessary to ensure compliance with applicable legislation and anti-money laundering procedures.

The SPC has a right to modify the Creation Amount at its sole and absolute discretion at any time with prior written notification to the Authorised Participants published on the website of the Stock Exchange at [www.aix.kz](http://www.aix.kz).

The SPC will issue and the Authorised Participant will receive ETNs on the Placement Date, provided that:

- the Authorised Participant provided an irrevocable placement notice (a “**Placement Notice**”) no later than Wednesday (being a Business Day) (or such other Business Day as determined solely by the SPC) on the week preceding the week of the Placement Date;
- the SPC received Shares and Cash (if any) in the quantities specified in the Placement Notice no later than Monday (being a Business Day) (or such other Business Day as determined solely by the SPC) on the week of the Placement Date;
- any fraction of Shares that are due by the Authorised Participant shall be paid in Cash at the closing price of the Shares as quoted on the Primary Exchange of the Underlying ETF on the Business Day preceding the date of the Placement Notice; and
- the SPC has signed an Authorised Participant Agreement with the Authorised Participant.

Cash due from the Authorised Participant shall be decreased by the amount of accrued but unpaid Expenses; in case if amount of Cash due from the Authorised Participant (taking into account cash component for any fractions of Shares) is less than amount of accrued but not paid Expenses, proportionate to the number of ETNs placed, then the Authorised Participant shall deliver fewer Shares in order to net the accrued but not paid Expenses.

On the Placement Date the SPC will issue ETNs to the Authorised Participant as per the instructions provided in the Placement Notice.

ETNs purchased by the Authorised Participants as part of the On-Going Placement(s) may be sold by the Authorised Participant on the AIX or off-exchange to any investors.

The SPC may attract other market participants as Authorised Participants if such other market participants indicate their willingness to so participate.

The material terms of the Authorised Participant Agreement with Astana International Exchange Market Liquidity Services Limited includes the procedures regarding On-Going Placement and Redemption described on pages 15 to 18 of this Prospectus. The material terms of the Authorised Participant Agreement with other new Authorised Participants in future are expected to be based on the procedures regarding On-Going Placement and Redemption described on pages 15 to 18 of this Prospectus.

#### *Market Making*

The Authorised Participant may also act as market maker on the Stock Exchange (subject to compliance with certain conditions). Such activity will be performed in accordance with a market maker agreement signed between the Authorised Participant and the Stock Exchange.

A market maker is expected to perform market making activities providing bid and ask quotes in relation to the ETNs on the AIX with the principal purpose, among others, of providing liquidity in respect of the ETNs on the AIX.

#### **Dividends and distributions received from the Shares**

Any net cash dividends or other distributions associated with the Underlying ETF and paid to the SPC shall be retained by the SPC and may be used to cover the Expenses of the SPC. The ETN holders have no right or entitlement to any such dividends or other distributions.

The SPC has the right to use any cash owned by it for the purchase of Shares.

#### **Listing on the Stock Exchange**

Application has been made to list the ETNs on the official list of the AIX and for admission to trade the ETNs on the AIX.

#### **Information published by the SPC**

The SPC will publish the following information on a daily basis (not later than 11:00 a.m. Nur-Sultan (formerly Astana) time) on the Stock Exchange's website at [www.aix.kz](http://www.aix.kz):

- the Underlying NAV; and
- the amount of Cash and Shares

#### **Notification to ETN holders**

All notifications to holders of ETNs as well as publication of an annual report and other information concerning the SPC will be carried out via notifications on the website of the Stock Exchange at [www.aix.kz](http://www.aix.kz). The SPC can change the notification method with 30 Business Days' prior notice to ETN holders, such notification to be published on the website of the Stock Exchange at [www.aix.kz](http://www.aix.kz).

#### **Inquiries of ETN holders**

All inquiries and requests of ETN holders (except notification of the Settlement Amount) shall be sent to the registered address of the SPC as follows: Mangilik EI 55, building 19, Nur-Sultan, Kazakhstan.

#### **Base of calculation**

For all calculations involving the number of days in a year, a calendar year of 365/366 days shall apply.

#### **Changes to this Prospectus**

The SPC may amend or change this Prospectus at any time in its sole and absolute discretion by the issuance of a supplementary prospectus.

#### **Financial information about the SPC**

The SPC was established on October 29, 2019 and has not yet conducted any financial or other business activity other than entering into the arrangements specified in this Prospectus. Further financial information is provided in the Section headed "Issuer/SPC" below at page 29 of this Prospectus.

## RISK FACTORS

Your investment in the ETNs will involve risks. The ETNs are not secured debt and are riskier than ordinary unsecured debt securities. As described in more detail below, the trading price of the ETNs may vary considerably before the Maturity Date due to, among other things, fluctuations in the markets on which the Underlying ETF is traded and other events that are difficult to predict and beyond control of the SPC. Investing in the ETNs is not equivalent to investing directly in the Underlying ETF. This Section of this Prospectus describes the most significant risks relating to an investment in the ETNs.

**The SPC urges you to read the following information about these risks, together with the other information in this Prospectus, before investing in the ETNs.**

### RISK FACTORS RELATED TO THE ETNs

#### The ETNs may not be a suitable investment for you

The ETNs may not be a suitable investment option for you if:

- You do not seek an investment with a return linked to the performance of the Underlying ETF which is intended to provide exposure to a diversified basket of publicly traded securities.
- You believe that the price of Shares will decline during the term of the ETNs or the price of the Underlying ETF will not increase by an amount sufficient to offset accrued Expenses.
- You do not understand that the trading price of the ETNs at any time may vary significantly from the Underlying NAV and that paying a premium purchase price over the Underlying NAV could lead to significant losses in the event you sell the ETNs at a time when such premium is no longer present in the market place or (as the case may be) the SPC exercises its Early Termination Right.
- You are not willing to accept the risk that you may lose some or all of your investment.
- You are not willing to actively and frequently monitor your investment in the ETNs.
- You do not have sufficient knowledge and experience to evaluate how the ETNs may perform under different conditions or the merits and risks of an investment in the ETNs.
- You do not understand the terms of the investment in the ETNs or are not familiar with the behavior of the Underlying ETF or financial markets generally.
- You are not willing to hold securities that may be redeemed early by the SPC pursuant to the exercise of its Early Termination Right.
- You are not willing to accept the risk that the price at which you are able to sell the ETNs may be significantly less than the amount you invested.
- You do not have sufficient financial resources and liquidity to bear the risks of an investment in the ETNs, including the risk of loss of such investment.
- You seek an investment for which there will be an active secondary market.
- You are not comfortable with creditworthiness of the SPC as issuer of the ETNs.

**Investors considering purchasing the ETNs should reach an investment decision only after carefully considering the suitability of the ETNs in light of their particular circumstances.**

#### You may lose some or all your investment

The ETNs are fully exposed to any decline in the Underlying ETF. If the price of Shares on the date of your sale is less than the price of Shares at the date of your purchase, you will lose some or all of your investment at maturity, upon Redemption or upon exercise by the SPC of its Early Termination Right (as the case may be).

**The amount of accrued Expenses will reduce the amount of Shares and/or Cash, if any, you will receive at maturity, upon Redemption or upon exercise by the SPC of its Early Termination Right (as the case may be)**

Even if the price of Shares at the date of your sale is greater than the price of Shares at the date of your purchase, you may receive less due to accrued Expenses. The amount of accrued Expenses will reduce the amount of Shares and/or Cash, if any, you will receive at maturity, upon Redemption or upon exercise by the SPC of its Early Termination Right (as the case may be), which could result in a loss to you on your investment, even if the price of Shares at the date of your sale is greater than the price of Shares at the date of your purchase.

**The Underlying NAV on the Maturity Date or the Redemption Date may be less than the Underlying NAV on the date of your purchase**

The Underlying NAV on the Maturity Date or the Redemption Date may be less than the Underlying NAV on the date of your purchase because the Underlying NAV is calculated based on the price of Shares on each Business Day less accrued but unpaid Expenses.

**Tax implications if ETNs are excluded from the official list of the Stock Exchange**

If ETNs are excluded from the official list of the AIX, all income on ETNs will be subject to taxation in Kazakhstan. Although the SPC will use its best efforts to maintain the ETNs on the official list of the AIX, in circumstances where this is not possible, the exclusion of the ETNs from the official list of the AIX may negatively affect the tax position of holders of ETNs resident in Kazakhstan for tax purposes, as well as their market price.

**Tax on capital gains on Shares owned by the SPC may reduce the Underlying NAV**

The SPC may sell the Shares it owns to cover its Expenses. In circumstances where the difference between the price of sale and the initial price of the ETNs is positive, such positive amount will be included in the aggregate annual income of the SPC according to applicable Kazakhstan tax legislation. It is not guaranteed that, at the end of the calendar year, the deductible expenses of the SPC will be higher than the aggregate annual income and there will be no corporate income tax payable. Accordingly, the SPC may be obliged to pay taxes that will decrease the Underlying NAV.

**The SPC may redeem the ETNs prior to the Maturity Date by exercising its Early Termination Right**

On any Business Day, the SPC may elect to redeem all, but not less than all, of the outstanding ETNs with no less than 30 Business Days' prior notice by exercising its Early Termination Right. If the SPC elects to redeem your ETNs pursuant to the exercise of its Early Termination Right, you may not be able to reinvest at comparable terms or returns.

**Risk of changing interest rates**

The value of the Underlying ETF may decline when interest rates fall or rise. This decline can occur because the Underlying ETF may subsequently invest in interest-sensitive assets.

**You have no rights or interests in any Shares**

Investing in the ETNs will not make you a holder of any rights or interest in the Underlying ETF (including the Shares). Neither you nor any other holder or owner of the ETNs will have any voting rights, any right to receive dividends or other distributions or any other rights with respect to the Underlying ETF (including the Shares). Accordingly, the return on your ETNs may not reflect the return you would realise if you actually owned the Shares.

**The market value of the ETNs may be influenced by many unpredictable factors**

The market value of your ETNs may fluctuate greatly during the term of the ETNs. Generally, the value of the Underlying ETF will affect the market value of the ETNs more than any other factor. Other factors that may influence the market value of the ETNs include:

- the volatility of the Underlying ETF (i.e., the frequency and magnitude of changes in the value of the Underlying ETF);
- the market price of the Shares; volatility, earnings, financial conditions, corporate, industry and regulatory developments, and other events affecting the companies whose common shares and preferred stock are included in the Underlying ETF;
- the prevailing prices and yields for the Shares;
- the time remaining to the maturity of the ETNs;
- supply and demand for the ETNs, including to the extent such supply and demand may be affected by inventory positions held by the SPC or any market maker;
- economic, financial, political, regulatory, geographical, agricultural, judicial or other events that affect the value of the Underlying ETF, or that affect markets generally; and
- the actual and perceived creditworthiness of the SPC.

These factors interrelate in complex ways, and the effect of one factor on the market value of your ETNs may offset or (as the case may be) amplify the effect of other factors.

**The liquidity of the market for the ETNs may vary materially over time and may be limited**

As stated in this Prospectus, the SPC will sell the Initial Amount of the ETNs to the Initial Purchaser. Additional ETNs may also be offered and sold from time to time by the SPC to Authorised Participants. In addition, the number of ETNs outstanding or held by persons other than affiliates of the SPC could be reduced at any time due to redemptions of the

ETNs. The SPC may suspend or cease sales of the ETNs at any time, at its sole and absolute discretion. Accordingly, the liquidity of the market for the ETNs could vary materially over the term of the ETNs. Only the Authorised Participants or (as the case may be) the Initial Purchaser may request redemption of the ETNs prior to their maturity, and the Redemption is subject to the conditions and procedures described elsewhere in this Prospectus.

**Changes that affect the calculation of the Underlying NAV will affect the market value of the ETNs and the Settlement Amount**

The amount payable on the ETNs and their market value could be affected if trading in the Shares is suspended or cancelled, in which case it may become difficult to determine the market value of the ETNs. If events such as these occur, or if the value of the Underlying ETF is not available because of a market disruption event or for any other reason, the SPC will make a good faith estimate at its sole and absolute discretion in its calculation of the Underlying NAV.

**Historical values of the Underlying ETF should not be taken as an indication of future performance during the term of the ETNs**

The actual performance of the Underlying ETF over the term of the ETNs, as well as the amount payable at maturity, upon early Redemption or upon the exercise by the SPC of its Early Termination Right, may bear little relation to the historical performance of the Underlying ETF. As a result, it is impossible to predict whether the price of ETNs will rise or fall.

**There may not be an active trading market in the ETNs; sales in the secondary market may result in significant losses**

The ETNs are to be listed on the AIX. However, the SPC is not required to maintain any listing of the ETNs on the AIX or any other stock or quoted exchange. Certain affiliates of the SPC may engage in limited purchase and resale transactions in the ETNs, although they are not required to do so and may stop at any time. If an active secondary market exists, the SPC expects that investors will purchase and sell the ETNs primarily in this secondary market. Even if an active secondary market for the ETNs exists, it may not provide significant liquidity or trade at prices advantageous to you. As a result, if you sell your ETNs in the secondary market, you may have to do so at a discount from the issue price and you may suffer significant losses.

**The SPC may sell additional ETNs, but the SPC is under no obligation to issue or sell additional ETNs at any time. If the SPC sells additional ETNs, the SPC may limit or restrict such sales, and the SPC may stop and subsequently resume selling additional ETNs at any time**

In its sole discretion, the SPC may decide to issue and sell additional ETNs from time to time. Trades of the ETNs will be made at market prices prevailing at the time of sale, at prices related to market prices or at negotiated prices. Additionally, any ETNs held by the SPC or an affiliate in inventory may be resold at prevailing market prices or lent to market participants who may have made short sales of the ETNs. However, the SPC is under no obligation to issue or sell additional ETNs at any time, and if the SPC does sell additional ETNs, the SPC may limit or restrict such sales, and the SPC may stop and subsequently resume selling additional ETNs at any time. If the SPC starts selling additional ETNs, the SPC may stop selling additional ETNs for any reason, which could materially and adversely affect the trading price and liquidity of such ETNs in the secondary market. Furthermore, unless the SPC indicates otherwise, if the SPC suspends selling additional ETNs, the SPC reserves the right to resume selling additional ETNs at any time, which might result in the reduction or elimination of any premium in the trading price.

Suspension of additional issuances of ETNs can also result in a significant reduction in the number of outstanding ETNs if ETN holders subsequently exercise their right to have the ETNs redeemed by the SPC. If the total number of outstanding ETNs has fallen to a level that is close to or below the Redemption Amount, you may not be able to purchase enough ETNs to meet the minimum size requirement in order to exercise your right of Redemption. The unavailability of this right can result in the ETNs trading in the secondary market at discounted prices below the Underlying NAV. Having to sell your ETNs at a discounted sale price below the Underlying NAV could lead to significant losses. Prior to making an investment in the ETNs, you, together with your financial adviser, should consider whether the trading price is tracking the Underlying NAV.

**The Underlying NAV and the Settlement Amount are not the same as the closing price or any other trading price of the ETNs in the secondary market**

The Underlying NAV and Settlement Amount are not the same as the closing price or any other trading price, which is the price at which you may be able to sell your ETNs in the secondary market, if one exists. The Underlying NAV and Settlement Amount are in the form of Shares and/or Cash and calculated as described in this Prospectus.

The trading price of the ETNs at any time is the price at which you may be able to sell your ETNs in the secondary market at such time, if one exists. In the absence of an active secondary market for the ETNs, the last reported trading price may not reflect the actual price at which you may be able to sell your ETNs at a particular time. The trading price of the ETNs at any time may vary significantly from the Underlying NAV or Settlement Amount at such time due to, among other

things, imbalances of supply and demand, lack of liquidity, transaction costs, credit considerations and bid-offer spreads. Paying a premium purchase price over the indicative value of the ETNs could lead to significant losses in the event you sell your ETNs at a time when such premium is no longer present in the market or the ETNs are called. The SPC may, without providing you notice or obtaining your consent, create and issue ETNs in addition to those offered by this Prospectus having the same terms and conditions as the ETNs. However, the SPC is under no obligation to sell additional ETNs at any time, and the SPC may suspend issuance of new ETNs at any time without providing you notice or obtaining your consent. If the SPC limits, restricts or stops sales of such additional ETNs, or if the SPC subsequently resumes sales of such additional ETNs, the trading price and liquidity of the ETNs in the secondary market could be materially and adversely affected, including an increase or decline in the premium purchase price of the ETNs.

**The SPC or its affiliates may publish research, express opinions or provide recommendations that are inconsistent with investing in or holding the ETNs. Any such research, opinions or recommendations could affect the market value of the ETNs**

The SPC and its affiliates may publish research from time to time on stocks or commodities and other matters that may influence the value of the ETNs, or express opinions or provide recommendations that are inconsistent with purchasing or holding the ETNs. Any research, opinions or recommendations expressed by the SPC or its affiliates may not be consistent with each other and may be modified from time to time without notice. The ETNs are linked to the Underlying ETF that is intended to measure the performance of a diversified basket of publicly traded securities. Investors should make their own independent investigation of the merits of investing in the ETNs and the Underlying ETF to which the ETNs are linked.

**Business activities of the SPC or its affiliates may create conflicts of interest**

As noted above, the SPC and its affiliates may engage in trading activities related to the Underlying ETF that are not for the account of holders of the ETNs or on their behalf. These trading activities may present a conflict between the holders' interest in the ETNs and the interests the SPC and its affiliates will have in their proprietary accounts, in facilitating transactions, including options and other derivatives transactions, for their customers and in accounts under their management. These trading activities, if they influence the value of the Underlying ETF, could have a material and adverse impact on the market value of the ETNs.

**The Underlying ETF may be replaced upon the occurrence of certain adverse events**

If certain adverse events were to occur (including but not limited to suspension of trading or delisting of the Shares from the official list of the Primary Exchange) which make it practically impossible to sell or purchase, or (as the case may be) to obtain reasonable market prices for the Shares, then the SPC must, acting in the good faith, decide whether to substitute the current Underlying ETF with a new Underlying ETF, which new Underlying ETF shall, in all material respects, be substantially similar to the previous Underlying ETF, or exercise its Early Termination Right to redeem all of the outstanding ETNs.

**The ETNs are subject to the credit risk of the SPC**

The ETNs are senior unsecured debt obligations of the SPC and are not, either directly or indirectly, an obligation of any third party. Any payment to be made on the ETNs, including any payment at maturity, upon Redemption or upon the exercise by the SPC of its Early Termination Right (as the case may be), depends on ability of the SPC to satisfy its obligations as they become due. As a result, any adverse changes in the market's view of creditworthiness of the SPC will affect the market value, if any, of the ETNs prior to maturity, upon Redemption or upon the exercise by the SPC of its Early Termination Right (as the case may be). In addition, in the event the SPC was to default on its obligations, you may not receive any amounts owed to you under the terms of the ETNs.

**The SPC is a newly established entity without any proven track record**

The SPC has been established on October 29, 2019 and has no proven track record of operation. The SPC is a special purpose vehicle with a passive investment strategy and the asset classes in which it can invest are limited. Investments by the ETN holders will be used by the SPC to purchase Permitted Assets only. Accordingly, the prospects of the SPC are fully dependent on the market demand for its ETNs and the performance of the Underlying ETF.

**Counterparty risk to the Custodian and other custodians**

The assets of the SPC in the form of the Shares are entrusted to the Custodian for safekeeping, as set out in further detail on page 16 of this Prospectus. These assets should be segregated from other securities/assets of the Custodian in accordance with applicable law and regulation, which mitigates but does not exclude the risk of non-restitution in case of bankruptcy of the Custodian. ETN holders are therefore exposed to the risk of the Custodian not being able to fully meet its obligation to reconstitute all of the Shares in the case of bankruptcy of the Custodian. The Custodian may not keep all the assets of the SPC itself but may use a network of sub-custodians which are not always part of the same group of companies as the Custodian. ETN holders may be exposed to the risk of bankruptcy of the sub-custodians in circumstances in which the Custodian may have no liability.

**The Astana International Exchange Limited**

The ETNs are expected to be listed and traded on the AIX in the new AIFC. The AIX was launched in July 2018, and therefore, has a very short history of operations. Also, the infrastructure for trading on the AIX and the infrastructure for settlement in the AIX CSD and for registration in the AIX Registrar is newly set up. No assurance can be given about acceptable trading volumes of the Notes on the AIX. These factors may negatively impact the liquidity and pricing of the Notes on the AIX.

### **Cap on Expenses**

The SPC is obliged to pay its Expenses, including certain other expenses. Other expenses may include certain extraordinary or unpredictable expenses (such as litigation or tax expenses), that may result in an increase to the Total Expense Ratio above 0.5 percent at any time. Notwithstanding that the SPC will attempt to limit its Expenses in order to keep the Total Expense Ratio below the 0.5 percent threshold, it is not guaranteed that the Total Expense Ratio will be less or equal to 0.5 percent.

## **RISK FACTORS RELATED TO THE UNDERLYING ETF**

**Below are the principal risks related to the Underlying ETF. Potential investors are urged to read the full description of risks associated with the Underlying ETF in the prospectus of the Underlying ETF available at [www.ishares.com](http://www.ishares.com) prior to the purchase of any ETNs.**

### **Equity Securities**

The value of equity securities fluctuates daily and the Underlying ETF investing in equities could incur significant losses. The prices of equities can be influenced by factors affecting the performance of the individual companies issuing the equities, as well as by daily stock market movements, and broader economic and political developments, including trends in economic growth, inflation and interest rates, corporate earnings reports, demographic trends and natural disasters.

### **Issuer Risk**

The performance of the Underlying ETF depends on the performance of individual securities to which the Underlying ETF has exposure. Any issuer of these securities may perform poorly, causing the value of its securities to decline. Poor performance may be caused by poor management decisions, competitive pressures, changes in technology, expiration of patent protection, disruptions in supply, labour problems or shortages, corporate restructurings, fraudulent disclosures or other factors. Issuers may, in times of distress or at their own discretion, decide to reduce or eliminate dividends, which may also cause their stock prices to decline.

### **Liquidity Risk**

The Underlying ETF's investments may be subject to liquidity constraints, which means they may trade less frequently and in small volumes. As a result, changes in the value of investments may be more unpredictable. In certain cases, it may not be possible to sell the security at the price at which it has been valued for the purposes of calculating the Net Asset Value of the Underlying ETF or at a value considered to be fairest.

### **Index sampling risk**

Index sampling risk, which is the chance that the securities selected for the Underlying ETF, in the aggregate, will not provide investment performance matching that of the Underlying ETF's target index.

### **Other risk factors related to the Underlying ETF**

Other risk factors related to the Underlying ETF are described in the Section entitled "Risk Factors" of the prospectus of the Underlying ETF issued in connection with the Shares and available at [www.ishares.com](http://www.ishares.com).

## **USE OF PROCEEDS**

The net proceeds of the issue of the Notes will be used by the Issuer for investments in the Permitted Assets only.



## **REGISTRATION, PURCHASE AND SALE OF ETNS**

### **Registration of the Notes**

The Notes are book-entered non-bearer securities in uncertificated form registered in the AIX Registrar. The Notes may be held by the relevant holders in their accounts established either with the AIX Registrar or with a participant of the AIX CSD. Participants in the AIX CSD include trading members of the AIX (brokerage firms) and the custodians who have account(s) with the AIX CSD.

Only persons that are registered as the owners of the Notes in the accounts with the AIX Registrar or with a participant of the AIX CSD will be recognised as the ETN holders. The owners of the Notes held in a holding (nominee) account with the AIX CSD may choose to exercise all of their rights as noteholders against the Issuer through the respective participant of the AIX CSD that has such holding (intermediary) account with the AIX CSD (subject to such participant's agreement with the owners of the Notes to act in this capacity).

### **Over-the-counter Transactions with the Notes held with the AIX Registrar**

In order to transfer ETNs held in any account with the AIX Registrar or receive ETNs into an account at the AIX Registrar (either as a result of a sale and purchase transaction or other types of transaction) a person must:

- have an account with the AIX Registrar; and
- submit to the AIX Registrar an instruction to transfer ETNs into or from its account with the AIX Registrar (together with the relevant documents).

### **Trading of the Notes on the AIX and Their Settlement in the AIX CSD**

The ETNs are expected to be traded on the AIX. The settlement of these on-exchange trades of the ETNs will be made in the depository system of the AIX CSD in accordance with the business rules and procedures of the AIX CSD.

The AIX CSD holds securities for trading members of the AIX, for other participants of the AIX CSD and for their clients. Potential purchasers of the ETNs on the AIX need to have an account opened with the participant of the AIX CSD (which may be a trading member of the AIX or a custodian with an account at the AIX CSD). In such cases ETNs will be held on behalf of investors in the relevant AIX CSD participant's account at the AIX CSD.

The AIX CSD facilitates clearance and settlement of securities transactions conducted on the AIX between trading members of the AIX. The clearing and settlement process that takes place at the AIX CSD provides for exchange of money and securities on a delivery-versus-payment basis through electronic book entry changes in accounts of the AIX CSD's participants and their respective clients. Secondary market sales of the ETNs held through the AIX CSD will be conducted in accordance with the business rules and the procedures of the AIX CSD.

The AIX Registrar, as a legal entity which holds and maintains a register of the records of legal owners of the ETNs, interacts with the AIX CSD's depository system, and, as part of such interaction, the AIX CSD will provide details of the ultimate beneficial owners of the ETNs to the AIX Registrar to the extent such details are available in the depository system of the AIX CSD.

## UNDERLYING ETF

THE INFORMATION IN THIS SECTION HAS BEEN TAKEN “AS IS” FROM THE WEB-SITE ([WWW.ISHARES.COM](http://WWW.ISHARES.COM)) MAINTAINED FOR THIS UNDERLYING ETF AND THE ISSUER SHALL NOT BE LIABLE FOR THE ACCURACY OR COMPLETENESS OF THE INFORMATION CONTAINED IN THIS SECTION. BECAUSE THE PERFORMANCE OF THE UNDERLYING ETF DIRECTLY AFFECTS THE VALUE AND PRICE OF THE ETNS POTENTIAL INVESTORS SHOULD REVIEW INFORMATION ABOUT THE UNDERLYING ETF AVAILABLE AT THE WEB-SITE [WWW.ISHARES.COM](http://WWW.ISHARES.COM) PRIOR TO PURCHASING ANY ETNS.

### Overview

The return on the ETNs is linked to the performance of the iShares Core S&P 500 UCITS ETF (LSE: CSPX) (the “Underlying ETF”). The Underlying ETF seeks to track the performance of an index composed of 500 large cap U.S. companies.

### Fees and Expenses Attributable to Underlying ETF

The charges are used to pay the costs of running the Share Class, including the costs of marketing and distributing it. These charges reduce the potential growth of your investment.

\*Not applicable to secondary market investors. Investors dealing on a stock exchange will pay fees charged by their stock brokers. Such charges are publicly available on exchanges on which the shares are listed and traded, or can be obtained from stock brokers.

\*Authorised participants dealing directly with the Fund will pay related transaction costs. The ongoing charges figure is based on the fixed annualised fee charged to the Share Class in accordance with the Fund’s prospectus. This figure excludes portfolio trade related costs, except costs paid to the depositary and any entry/exit charge paid to an underlying collective investment scheme (if any).

\*\* To the extent the Fund undertakes securities lending to reduce costs, the Fund will receive 62.5% of the associated revenue generated and the remaining 37.5% will be received by BlackRock as the securities lending agent. As securities lending revenue sharing does not increase the costs of running the Fund, this has been excluded from the ongoing charges.

One-off charges taken before or after you invest	
Entry Charge	None*
Exit Charge	None*

This is the maximum that might be taken out of your money before it is invested or before proceeds of your investments are paid out.

Charges taken from the Share Class over each year	
Ongoing Charges	0.07%**

Charges taken from the Share Class under certain conditions	
Performance Fee	None

### Principal Investment Objective of Underlying ETF

The investment objective of the Fund is to deliver the net total return performance of the Benchmark Index (being the S&P 500 Index), less the fees and expenses of the Fund.

### Investment Policy of Underlying ETF

In order to achieve this investment objective, the investment policy of the Fund is to invest in a portfolio of equity securities that as far as possible and practicable consists of the component securities of the S&P 500 Index, this Fund’s Benchmark

Index. The Fund intends to replicate the constituents of the Benchmark Index by holding all the securities comprising the Benchmark Index in a similar proportion to their weightings in the Benchmark Index. In order to replicate its Benchmark Index, this Fund may invest up to 20% of its Net Asset Value in shares issued by the same body. This limit may be raised to 35% for a single issuer when exceptional market conditions apply (as set out in the prospectus of the Underlying ETF).

The Base Currency of iShares Core S&P 500 UCITS ETF is US Dollar (US\$).

### **Benchmark index of Underlying ETF**

The S&P 500 Index measures the performance of 500 stocks from top US companies in leading industries of the US economy which comply with S&P's size, liquidity and free float criteria. The Benchmark Index is free float market capitalisation weighted and rebalances on an as-needed basis. Further details regarding the Benchmark Index (including its constituents) are available on the index provider's website at <http://supplemental.spindices.com/supplemental-data/eu>.

### **Investment Manager**

BlackRock Asset Management Ireland Limited.

### **Tax Information**

The Underlying ETF's distributions may be taxable as ordinary income or capital gain.

### **Additional information about Underlying ETF**

For more information about Underlying ETF, visit the website at [www.ishares.com](http://www.ishares.com). Investment objectives, risks, charges, expenses, and other important information are contained in the prospectus of Underlying ETF; read and consider it carefully before investing.

### **Definitions used in this Section of this Prospectus**

The definitions below are applicable to the Section headed "Underling ETF" of this Prospectus only.

**Share Class** - any class of Share attributable to a particular Fund and carrying rights to participate in the assets and liabilities of such Fund, as further described in the prospectus of the Underlying ETF.

**Share** - a participating share of no par value in a Fund or any Share Class representing a participation in the capital of the Company and carrying rights attributable to the relevant Fund or Share Class, issued in accordance with the Articles and with the rights provided for under the Articles.

**Fund** - a fund of assets established (with the prior approval of the Central Bank) for one or more classes of Shares which is invested in accordance with the investment objectives applicable to such fund and which forms part of the Company; a reference to a "Fund" shall, in the context where no particular Share Class is specified, include all Share Classes attributable to that Fund.

**Company** - iShares VII plc.

**Articles** - the Articles of Association of the Company, as amended from time to time.

**Central Bank** - the Central Bank of Ireland or any successor thereof.

**BlackRock Group** - the BlackRock, Inc. group of companies and any of their affiliates and connected persons.

**Benchmark Index** - in relation to a Fund, the index against which the return of the Fund will be compared.

**Net Asset Value** or NAV - the net asset value of a Fund or Share Class (as appropriate) determined in accordance with the Articles.

## ISSUER/SPC

iX US 500 Equities SPC Limited, a special purpose company incorporated under the laws of the AIFC on October 29, 2019 and governed by the AIFC Special Purpose Company Rules (AIFC Rules No. GR0001 of 2017). The LEI (Legal Entity Identifier) code of the SPC is 254900ZY521DK8VX7P35. The SPC passed the necessary resolutions by virtue of which the ETNs have been created.

In addition to incorporating the SPC, AIX FM incorporated four special purpose companies in the AIFC in October 2019. Each special purpose company is expected to issue exchange traded notes linked to the performance of various foreign exchange traded funds where such notes are intended to be listed and traded on the Stock Exchange.

### **Main business purpose**

iX US 500 Equities SPC Limited is incorporated with the principal business purpose of issuing and maintaining ETNs, the purchase of which will enable ETN holders to participate in the performance (i.e., gains or losses) of the Underlying ETF.

### **Legal form**

iX US 500 Equities SPC Limited is incorporated in the form of a special purpose company in accordance with the AIFC Special Purpose Company Rules (AIFC Rules No. GR0001 of 2017), adopted by the board of directors of the Astana Financial Services Authority.

The Registrar of Companies of the AIFC has issued a certificate of incorporation with respect to the SPC on October 29, 2019.

### **Articles of association of the SPC**

The articles of association of the SPC provide that the purpose of the Company is limited to conducting the following Exempt Activities (as such term is defined in the AIFC Special Purpose Company Rules (AIFC Rules No. GR0001 of 2017)):

- (a) the issuance of exchange traded notes and conduct of any other transactions involving exchange traded notes;
- (b) the acquisition (by way of leasing, title transfer, risk transfer or otherwise), the holding and the disposal of any asset in connection with and for the purpose of the transactions referred to in paragraph (a) above;
- (c) the obtaining of any type of financing (banking or capital markets), the granting of any type of security interest over its assets, the providing of any indemnity or similar support for the benefit of its shareholders or any of its subsidiaries, or the entering into of any type of hedging arrangements, in connection with and for the purpose of the transactions referred to in paragraph (a) above;
- (d) the financing of the shareholder or another special purpose company;
- (e) any other activity approved in writing by the Registrar of Companies of the AIFC; and
- (f) any activity ancillary to an activity mentioned in paragraphs (a) to (f).

In addition, in accordance with the articles of association of the SPC the SPC shall be entitled to own and/or hold only those assets which are permitted to be owned or held under this Prospectus (as this Prospectus may be amended from time to time).

## **Board of Directors**

AIX FM, a wholly-owned subsidiary of the AIX, shall act as the sole director and secretary of the SPC. The appointment of AIX FM, being a body corporate, as a director is permitted under Rule 6.1 of the AIFC Special Purpose Company Rules (AIFC Rules No. GR0001 of 2017).

AIX FM and its board of directors are described in the Section below headed “Management Company” on pages 30 to 32 of this Prospectus.

## **Financial position**

### *Assets*

As of the date of this Prospectus, the assets of the SPC are represented by cash in the amount equal to its share capital. In addition, on or about the date of this Prospectus the SPC will receive the Shares and the cash from the Initial Purchaser in exchange for the ETNs pursuant to and in accordance with the Subscription Agreement.

Cash will be held in a bank account of the Management Company with a bank located in the Republic of Kazakhstan and licensed by the National Bank of the Republic of Kazakhstan. This arrangement for holding cash may be changed by the SPC or the Management Company in their discretion.

### *Liabilities*

As of the date of this Prospectus, the SPC has no liabilities, except expected liabilities regarding delivery of the ETNs to the Initial Purchaser under the Subscription Agreement.

### *Share capital*

As of the date of this Prospectus, the share capital of the SPC is represented by one (1) share in the amount of one (1) US Dollar.

### *Profit and loss statement*

As of the date of this Prospectus, the profit and loss statements of the SPC reflects no income and no expenses.

### *Prospects of the Issuer*

The SPC is a special purpose vehicle with a passive investment strategy and the asset classes in which it can invest are limited. Investments by the ETN holders will be used by the SPC to purchase Permitted Assets only. Accordingly, the prospects of the SPC are fully dependent on the market demand for its ETNs and the performance of the Underlying ETF.

## **Auditor**

The SPC has appointed Crowe Audit Astana LLP as its Auditor. In accordance with Agreement No. 2019-05 to conduct an audit, Crowe Audit Astana LLP will perform the function of external auditor of the SPC for the next 2 years. The audited financial statements prepared in accordance with IFRS will be published on the website of the Stock Exchange at [www.aix.kz](http://www.aix.kz) each year not later than the end of May.

## **Management Company**

The SPC has appointed AIX FM, a wholly-owned subsidiary of the AIX, as the Management Company, as described in this Prospectus on this and next pages. AIX FM and/or its affiliates is responsible for the provision of certain services and has a right to receive the management fee pursuant to the Management Agreement and as described on this and next pages of this Prospectus.

The SPC will be run operationally by the Management Company under the Management Agreement. The Management Company will outsource some of its functions from the AIX.

### *Details of the Management Agreement*

Under the Management Agreement, the Management Company will provide, supply and render such management, administrative and operational support services as are necessary to provide to the SPC and, as more specifically described below:

- administer and supervise all the finances of the business, including payroll, taxes, accounting, bookkeeping, record keeping, managing or accounts payable, and accounts receivable, banking, operations with securities issued or

owned by the SPC, financial records and reporting functions as they pertain to the business of the SPC. The Management Company shall prepare and maintain the accounting records of the business according to IFRS principles and shall provide the SPC with monthly financial reports including but not limited to cash flow statements, income statements, balance sheets and other reports and information as may be requested by the SPC from time to time;

- supervise and control the purchase of all materials and supplies, and acquire, lease, dispose of and repair equipment and facilities necessary to provide safe and adequate service to the business of the SPC;
- manage all costs and all pricing on a customer-by-customer basis, estimate all costs on new contracts, bid on and enter into new contracts, and control all costs for contracts in progress;
- provide legal services, including commence, defend and control all legal actions, arbitrations, investigations and proceedings that arise due to events occurring in connection with the business of the SPC during the term of this Agreement;
- provide IT services, including maintenance of IT systems, disaster recovery, data backup, creation of websites and its further maintenance;
- provide the SPC with office or storage space sufficient to maintain the SPC's files, including utilities and telecomms;
- review operational procedures, internal audit inspections, compliance;
- publish the Underlying NAV (and related components) on a daily basis;
- develop the marketing strategy of the SPC and prepare appropriate marketing and promotional materials;
- review all sales and marketing materials for compliance with applicable laws and conditions of any applicable order, and file such materials with the financial services authority when necessary or appropriate;
- provide access to bank accounts of the Management Company, obtain statements of account and carry out any actions required to keep bank accounts;
- manage bank accounts provided to the SPC, including making/receiving any payments from such bank accounts;
- to exclusively receive and process all orders for purchases of the Creation Amount of ETNs issued by the SPC from the Initial Purchaser and/or Authorised Participant;
- to exclusively receive and process all orders for disposal of Redemption Amounts of ETNs issued by the SPC from the Initial Purchaser and/or Authorised Participant; and
- provide any other services necessary for the functioning of the SPC.

In addition to the services mentioned above, the Management Company has a right to act on behalf of the SPC, including, but not limited to:

- the execution and signature of any agreements with third parties, including but not limited to custodians, auditors, brokers, Authorised Participants, etc., as well as supplemental agreements thereto;
- sending payment orders on behalf of the SPC to banks, custodians, brokerage companies, Authorised Participants and other third parties; and
- receiving any information related to the activity of the SPC from any third party.

In exchange for the services to be provided by the Management Company, the SPC shall pay to the Management Company a management fee (the "**Management Fee**"), which will be accrued on a daily basis based on the Underlying NAV of the previous day and to be paid monthly by the SPC, as described in detail in this Prospectus on pages 13 to 14.

The Management Company may change the Management fee, provided that the Total Expense Ratio may not exceed 0.5 percent per annum, as provided for in this Prospectus on pages 13 to 14.

In addition, the Management Company may, but is under no obligation to, pay any operational fees at its own expense, with or without reimbursement from the SPC as described in this Prospectus on page 14. If at any time the Total Expense Ratio exceeds 0.5 percent per annum, the Management Company has a right, but no obligation, to reimburse the SPC for such shortfalls, as described in this Prospectus on page 14.

#### *The Management Company*

AIX FM, a private company limited by shares, incorporated the SPC. AIX FM is the SPC's sole shareholder. AIX FM was incorporated by the AIFC as a private company on 2 October 2019 with an initial share capital of US\$1,500,000. There is no guarantee that the share capital of AIX FM will be used to support the activities of the SPC. As at the date of this Prospectus, the AIX, is the sole shareholder of AIX FM.

#### *Sole shareholder of the Management Company*

The AIX is the sole shareholder of AIX FM. The following entities are the shareholders of the AIX: Astana International Financial Centre Authority JSC (62.59%), Shanghai Stock Exchange (25.10%), Nasdaq Technology AB (3.21%), China-Kazakhstan Production Capacity Cooperation Fund Co., Ltd. (5.00%) and Goldman Sachs International (4.10%).

The majority shareholder of the AIX, Astana International Financial Centre Authority JSC, is a joint stock company incorporated under the laws of Kazakhstan and its legal status is defined in Article 11 of the Constitutional Law of Kazakhstan “On the Astana International Financial Centre” No. 438-V ZRK, dated 7 December 2015.

As at the date of this Prospectus, the SPC has signed or is about to sign the following agreements with AIX FM and other affiliated entities:

- the Management Agreement with AIX FM;
- the agreement with the AIX Registrar for keeping the register of ETNs;
- the Subscription Agreement with Astana International Exchange Market Liquidity Services Limited; and
- the Authorised Participant Agreement with Astana International Exchange Market Liquidity Services Limited.

#### *Board of Directors of the Management Company*

The board of directors of AIX FM was appointed by a resolution of the board of directors of the AIX dated September 17, 2019 and consists of:

- Timothy Bennett (Chairman of the board of directors);
- Renat Bekturov (director); and
- Arman Tastanbekov (director).

The business address of all the members of the board of directors of AIX FM is: 55/19 Mangilik El st., block C 3.4. Nur-Sultan, Kazakhstan.

There is no potential or current conflict of interests between the personal interests of any of the directors of AIX FM and that of the duties such directors owe to the Issuer or the business interests of the Issuer. There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any director of AIX FM was or is currently a director.

The Issuer has not established any committees or sub-committees (including in respect of audit, nomination or remuneration) of the board of directors of AIX FM as at the date of this Prospectus.

**Timothy Bennett** was appointed CEO of AIX in May 2018. He was previously CEO of NZX, the operator of New Zealand’s securities and derivatives markets and provider of trading, post-trade and data services. Mr. Bennett led NZX through a period of significant organisational and regulatory change, including the replacement and upgrading of NZX’s trading and clearing systems, and the launch of 23 ETF’s through NZX Funds Management. Prior to joining NZX, Mr. Bennett was a Partner with Oliver Wyman and the Boston Consulting Group in Asia. Mr. Bennett has an MBA from the Wharton School, University of Pennsylvania and a B.C.A from Victoria University of Wellington.

**Renat Bekturov** has over 10 years of experience in the financial services industry. His previous work experience includes heading the Treasury at the National Investment Corporation of the National Bank of Kazakhstan. Mr. Bekturov also worked at the Development Bank of Kazakhstan and was involved in number of the landmark debt capital market transactions, such as the first Sukuk issue in the CIS region. Mr. Bekturov holds an MSc degree in Banking and Finance with Distinction from the University of Leicester and is a CFA Charter holder.

**Arman Tastanbekov** is a lawyer with extensive experience in capital markets, M&A, oil & gas and mining industries. He has worked for over 17 years as an associate and partner with prominent international law firms and as country chief counsel for a FTSE100 company. Mr. Tastanbekov holds an LLB (with honors) from the Kazakh State Law University and an LL.M. from the American University Washington College of Law, Washington, DC, USA. He is admitted to practice law in Kazakhstan and the State of New York, USA.

### **Ultimate Holding Company**

AIX, being a sole shareholder of AIX FM, is the ultimate holding company for the SPCs.

The board of directors of AIX comprises:

- Nurlan Kussainov – Chairman of the Board;
- Liu Shaotong – Director;
- Temirlan Mukhanbetzhanov – Director;
- Martin Joseph (Chip) Dempsey – Independent Director;
- Maxat Kabashev – Independent Director;
- Jonathan S. Easton – Independent Director; and
- Timothy Bennett – CEO of AIX

**Nurlan Kussainov** has extensive work experience; prior to joining the AIFC, he held the position of Deputy Chairman of the National Bank of Kazakhstan for two years, headed the Development Bank of Kazakhstan, worked as a managing partner in the Al Falah Partners direct investment fund, headed the “Center for Marketing and Analytical Research” JSC, was an adviser to the Minister of Economy and Budget Planning of the Republic of Kazakhstan, and led a special group of the Ministry of Industry and Trade of the Republic of Kazakhstan on accession to the World Trade Organization in Geneva. He graduated from the Kazakh State Academy of Management and Stanford Business School.

**Liu Shaotong** is Party Committee Member and Executive Vice President of the Shanghai Stock Exchange. He has a Master of Economics from the Finance Department, Central University of Finance and Economics, a Bachelor of Laws from Renmin University of China, and is a scholar in Public Politics, University of Chicago.

**Temirlan Mukhanbetzhanov** leads the AIFC efforts in developing asset management and private banking markets within the AIFC. Previously, Temirlan was the Deputy CEO of the National Investment Corporation and worked at Al Falah Capital Partners. Temirlan has an undergraduate degree from KIMEP, and a Master’s degree in Finance and Investment from the University of Edinburgh. He is also a CFA Charterholder.

**Martin Joseph (Chip) Dempsey** was most recently the Chief Commercial Officer at the OCC. Previously he was an Executive Director with Morgan Stanley’s Principal Strategic Investments group, investing globally on behalf of the firm in fintech and market structure ventures. Mr. Dempsey received a Bachelor of Arts in Philosophy and Economics from Boston College.

**Maxat Kabashev** was the CEO of Kazakh Invest, the Deputy Chairman of JSC “National Company “Kazakhstan Railways”, CEO of the Kazakhstan Stock Exchange, and Vice-President of “Kazakhstan temir Zholy”. Maxat has an MBA from the Massachusetts Institute of Technology.

**Jonathan S. Easton** is an international finance executive and asset management CEO. He previously served as an Advisor to the CEO of the AIFC, has founded asset management companies, advised startups, and worked as a senior portfolio manager for major institutions including AMP Asset Management (now Janus Henderson Investors) and Schroders. Jonathan holds a BS (Honors) in Mathematics and Statistics, a Master’s in Financial Engineering from the University of California, Berkeley, and a Master’s in Management from Stanford University Graduate School of Business. He is Ph.D.(c) at EDHEC Business School/EDHEC Risk Institute, a member of the Faculty and Institute of Actuaries and the California Society of CPAs, a Certified Alternative Investment Analyst, and a qualified associate of the CFA Society of the UK.

**Timothy Bennett.** Please see above on page 31 for Mr. Bennett’s biographical details.

The business address of all members of the board of directors of AIX is: 55/19 Mangilik El st., block C 3.4. Nur-Sultan, Kazakhstan.



## **Additional information**

### *Investments Information*

(a) the Issuer's principal investments for each financial year for the period covered by the historical financial information up to the date of the Prospectus – not applicable; the Issuer has been established recently and has no investments as of the date of the Prospectus.

(b) description, (including the amount) of the Issuer's principal investments for the period referred to in (a) - not applicable; the Issuer has been established recently and has no investments as of the date of the Prospectus.

(c) a description of the Issuer's principal investments that are in progress, including the geographic distribution of these investments (home and abroad) and the method of financing (internal or external) – the Issuer is planning to hold Permitted Assets only, including Shares, being foreign securities. Financing of acquisition of Shares will be carried out for expense of funds attracted via issuance of ETNs.

### *Actual and proposed business activities*

A detailed description of the actual and proposed principal operations of the Issuer including:

(a) the history of the Issuer – the Issuer has been incorporated on 29 October 2019 and has no history of operations.

(b) a description of the principal activities and business of the Issuer - Principal activity of the Issuer – issuance of the Exchange Traded Notes.

(d) a description of, and key factors relating to, the nature of the Issuer's operations and its principal activities, specifying the main categories of products sold and/or services performed for each financial year for the period covered by the historical financial information - Principal activity of the Issuer – issuance of the Exchange Traded Notes as described in the Prospectus; historical information is unavailable.

(e) an indication of any significant new products and/or services that have been introduced by the Issuer and, to the extent the development of new products or services has been publicly disclosed, the status of the development – the Issuer is planning to issue Exchange Traded Notes that will be offered to trading on AIX.

(f) a description of the principal markets in which the Issuer operates, including a breakdown of total revenues by category of activity and geographic market for each financial year for the period covered by the historical financial information – not applicable, the Issuer has no principal markets as of the date of the Prospectus.

(g) details of any major customers, suppliers or other material dependencies of the Issuer – not applicable, the Issuer has no major customers, suppliers or other material dependencies.

(h) if material to the Issuer's business or profitability, a summary of the extent to which the Issuer is dependent on any patents or licences, industrial, commercial or financial contracts or new manufacturing processes – not applicable, the Issuer do not need patents or licenses; and has no material contracts or new manufacturing processes.

(i) the basis for any statement made by the Issuer regarding its competitive position - not applicable, the Issuer has not made any statements regarding its competitive position.

### *Production and sales trends*

(a) Information about the most significant recent trends in production, sales and inventory, and costs and selling prices since the end of the last financial year to the date of the Prospectus – not applicable, the Issuer has been incorporated recently.

(b) If:

(i) there has been no material adverse change relating to the information referred to in (a) since the date of its last published financial statements, a statement to that effect – not applicable.

(ii) the Issuer is not in a position to make such a statement, details of the material adverse change – not applicable.

(c) Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for at least the past 12 months – There are no trends, uncertainties, demands,

commitments or events that are reasonably likely to have a material effect on the Issuer's prospects, known to the Issuer as of the date of the Prospectus.

#### *Constitution*

A summary of the provisions of the constitution of the Issuer including:

(a) a description of the Issuer's objectives and purpose and where they can be found in the constitution – for a brief description of the Issuer's objectives, purposes and its Articles of Association please refer to the page 28 of the Prospectus.

#### *Group Structure*

All material information about the group of the Issuer is described above, on pages 28 to 32 of the Prospectus.

#### *Material contracts*

Information about material contracts of the Issuer including a summary of each material contract (to the extent not disclosed above), other than contracts entered into in the ordinary course of business, to which the Issuer or any member of the Group is a party, for the two years immediately preceding publication of the Prospectus –the Issuer entered into the following material contracts: the Authorised Participant Agreement, the Management Agreement and the Subscription Agreement. Brief summaries of these material contracts were provided above.

#### *Share capital*

The amount of issued share capital is described on page 29 of the Prospectus.

#### *Corporate governance*

The Issuer is not in full compliance with corporate governance principles under the AIFC Market Rules. The Issuer has a single director and secretary being AIX FM Limited. This corporate arrangement is permitted under the AIFC Special Purpose Companies Rules and was set forth due to limited nature of the operations of the Issuer at the initial stage.

#### *Historical financial information about the Issuer*

Not applicable since the Issuer has been established on October 29, 2019.

#### *Connected Persons*

The Issuer has been incorporated in the form of special purpose company with AIX FM acting as a corporate Director. Details of persons controlling the Issuer are described on pages 29 to 32 of the Prospectus.

#### *Legal and other proceedings against the Issuer*

As of the date of the Prospectus there are no any current or prior governmental, legal or arbitration proceedings or disputes (including any such proceedings which are pending or threatened of which the Issuer is aware) against the Issuer, which may have, or have had a significant impact on the Issuer and/or its group's financial position or profitability.

#### *Signing of the prospectus by directors of the Issuer*

The Prospectus have been signed by the single Director of the Issuer on behalf of the Issuer on December 05, 2019.

#### *Documents for inspection*

Following documents in originals are open for inspection during the usual business hours at the address of the Issuer at 55/19 Mangilik El st., block C 3.4. Nur-Sultan, Kazakhstan:

- (a) Articles of Association of the Issuer;
- (b) this Prospectus.

*Reasons for the offer*

ETNs are offered to the potential investors; net proceeds of the issue of the Notes will be used by the Issuer for investments in the Permitted Assets only.

Estimated net amount of the proceeds is equal to the Initial Placement.

*Creditworthiness of the Issuer*

Information about the creditworthiness of the Issuer (earnings coverage ratio; any relevant credit ratings; any other risk factors that may affect the Issuer's ability to fulfil its obligations under the Notes, statement of capitalization and indebtedness) – not applicable.

## TAXATION

*The following is a general description of certain material tax considerations relating to the Notes under Kazakhstan tax legislation. This summary is based upon the Constitutional Law of the Republic of Kazakhstan "On the Astana International Financial Centre" No. 438-V ZRK, dated of 7 December 2015, the Kazakhstan Tax Code and income tax conventions (treaties) in effect at the date of this Prospectus. Legislative changes or interpretations may, however, be forthcoming that could alter or modify the statements and conclusions set out in this Prospectus. Any such changes or interpretations may be retroactive and could affect the tax consequences of ownership of the Notes by noteholders. This summary does not purport to be a legal opinion or contain a complete analysis of all tax considerations relating to the Notes. For the purpose of this Prospectus the Issuer has not reviewed any tax legislation of any country other than the tax legislation of the Kazakhstan.*

***Prospective investors in the Notes should consult their tax advisers as to which countries' tax laws could be relevant to their acquiring, holding and disposing of the Notes and receiving any amounts in connection with the Notes and the consequences of such actions under the tax laws of those countries.***

***If an ETN holder intends to purchase and/or purchases the Shares as provided for in this Prospectus such ETN holder should consult with their tax advisers regarding any tax consequences of such receipt, holding and subsequent sale of the Shares under applicable tax legislation. Such ETN holder may also consider reviewing the section entitled "Taxation" of the prospectus issued in connection with the Shares (as may be supplemented from time to time) and which is available at <https://www.ishares.com>.***

*The information and analysis contained within this Section are limited to taxation issues under tax legislation of Kazakhstan, and prospective investors should not apply any information or analysis set out below to other areas, including (but not limited to) the legality of transactions involving the Notes.*

*In addition, prospective investors should note that an appointment by an investor in the Notes, or any person through which an investor holds Notes, of a custodian, collection agent or similar person in relation to such Notes in any jurisdiction may have tax implications. **Prospective investors should consult their own tax advisers in relation to the tax consequences for them of any such appointment.***

### **Republic of Kazakhstan Taxation**

*The following is a general summary of Kazakhstan tax consequences as at the date of this Prospectus in relation to the sale or transfer of the Notes. It is not exhaustive and purchasers are urged to consult their professional advisers as to the tax consequences to them of holding or transferring Notes.*

#### ***Capital gains***

Individuals and legal entities are exempt from individual and corporate income tax on capital gains mentioned above if the Notes are included as at the date of accrual in the official list of the AIX.

**THE DISCUSSION ABOVE IS A GENERAL SUMMARY. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE OF IMPORTANCE TO A PARTICULAR PURCHASER. EACH PROSPECTIVE INVESTOR IS URGED TO CONSULT ITS OWN TAX ADVISER ABOUT THE TAX CONSEQUENCES TO IT OF AN INVESTMENT IN THE NOTES IN LIGHT OF THE PURCHASER'S OWN CIRCUMSTANCES.**

### **Taxation of the SPC in the Republic of Kazakhstan**

The SPC may be subject to a corporate income tax at a 20 percent rate in case the taxable income arises based on the Kazakhstan tax legislation.

#### **Withholding tax in respect of dividends and distributions to be received by the SPC**

Dividends, interest and capital gains (if any) which the SPC receives with respect to Shares owned by the SPC may be subject to taxes, including withholding taxes, in other countries. It is anticipated that the SPC may not be able to benefit from reduced rates of withholding tax in double taxation agreements between Kazakhstan and such countries.

If this position changes in the future and the application of a lower rate results in a repayment to the SPC, the Underlying NAV will not be re-stated and the benefit will be allocated to the existing ETN holders rateably at the time of the repayment.

## IMPORTANT NOTICE

**IMPORTANT: You must read the following.** The following applies to this Prospectus and you are therefore advised to read this page carefully before accessing or making any other use of this Prospectus. In accessing this Prospectus, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from the SPC as a result of such access.

This Prospectus has been prepared solely in connection with the proposed offering to certain institutional, professional and retail investors of the securities described herein (the “Notes” or “ETNs”).

NOTHING IN THIS DOCUMENT AND (OR) ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO, EXCEPT AS EXPRESSLY DESCRIBED HEREIN. THE NOTES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES LAWS OF ANY JURISDICTION, AND THE NOTES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, TO, OR FOR THE ACCOUNT OR BENEFIT OF ANY PERSONS EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF APPLICABLE STATE OR LOCAL SECURITIES LAWS.

THIS PROSPECTUS MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS PROSPECTUS IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE APPLICABLE LAWS OF OTHER JURISDICTIONS. IF YOU HAVE GAINED ACCESS TO THIS DOCUMENT AND (OR) TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORISED AND WILL NOT BE ABLE TO PURCHASE ANY OF THE NOTES DESCRIBED IN THIS PROSPECTUS.

**Confirmation of your representation:** This Prospectus is being sent to you at your request and, by accessing this Prospectus, you shall be deemed to have represented to the Issuer that you consent to delivery of this Prospectus by electronic transmission.

You are reminded that this Prospectus has been delivered to you on the basis that you are a person into whose possession this Prospectus may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver this Prospectus to any other person.

The materials relating to this offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer, the offering shall be deemed to be made by such licensed broker or dealer on behalf of the Issuer in such jurisdiction.

This Prospectus has been sent to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Issuer or any person who controls them or any director, officer, employee or agent of them or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Prospectus distributed to you in electronic format and the hard copy version available to you on request from the Issuer.

## GENERAL PROVISIONS

**IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER, THE TERMS OF THE NOTES AND THE OFFERING AND THE INFORMATION ABOUT THE UNDERLYING ETF (AVAILABLE AT WWW.ISHARES.COM), INCLUDING THE MERITS AND THE RISKS INVOLVED.**

**THE NOTES ARE OF A SPECIALIST NATURE AND SHOULD ONLY BE BOUGHT AND TRADED BY INVESTORS WHO ARE PARTICULARLY KNOWLEDGEABLE IN INVESTMENT MATTERS. AN INVESTMENT IN THE NOTES IS SPECULATIVE, INVOLVES A HIGH DEGREE OF RISK AND MAY RESULT IN THE LOSS OF ALL OR PART OF THE INVESTMENT.**

No person has been authorised to give any information or to make any representation other than those contained in this Prospectus and any information or representation not so contained must not be relied upon as having been authorised by or on behalf of the Issuer. Neither the delivery of this Prospectus nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer since the date hereof, that there has been no adverse change in the financial position of the Issuer since the date hereof or that the information contained herein or any other information supplied in connection with the Notes is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

This Prospectus does not constitute an offer to sell or an invitation to subscribe for or purchase any of the Notes in any jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation. Laws in certain jurisdictions may restrict the distribution of this Prospectus and the offer and sale of the Notes. Persons into whose possession this Prospectus or any of the Notes are delivered must inform themselves about and observe any such restrictions. Each prospective investor of the Notes must comply with all applicable laws and regulations in force in any jurisdiction in which it purchases, offers or sells the Notes or possesses or distributes this Prospectus. In addition, each prospective investor must obtain any consent, approval or permission required under the regulations in force in any jurisdiction to which it is subject or in which it purchases, offers or sells the Notes. The Issuer shall not have any responsibility for obtaining such consent, approval or permission. This Prospectus may not be used for, or in connection with, any offer to, or solicitation by, anyone in any jurisdiction or under any circumstances in which such offer or solicitation is not authorised or is unlawful.

No action is being taken to permit a public offering of the Notes or the distribution of this Prospectus (in any form) in any jurisdiction where action would be required for such purposes.

**The contents of this Prospectus should not be construed as legal, financial, business or tax advice. Each prospective investor should consult his or her own legal adviser, financial adviser or tax adviser for legal, financial or tax advice in relation to any purchase or proposed purchase of the Notes. Prospective investors should be aware that they might be required to bear the financial risks of an investment in the Notes for an indefinite period of time.**

Recipients of this Prospectus are authorised to use it solely for the purpose of considering an investment in the Notes and may not reproduce or distribute this Prospectus, in whole or in part, and may not disclose any of the contents of this Prospectus or use any information herein for any purpose other than considering an investment in the Notes. In making an investment decision, prospective investors must rely upon their own examination of the Issuer and the Notes and the terms of this Prospectus, including the risks involved.

The language of this Prospectus is English.

The Notes have not been recommended by or approved by the any federal or state securities commission or regulatory authority in any jurisdiction, nor has any such commission or regulatory authority passed upon the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the relevant jurisdiction.

## ENFORCEABILITY OF CIVIL LIABILITIES AND CERTAIN LEGAL MATTERS

### Enforceability of Civil Liabilities

The Issuer is a special purpose company registered under the laws of the AIFC and governed by the AIFC Special Purpose Company Rules (AIFC Rules No. GR0001 of 2017) and certain of its officers and directors and certain other persons referred to in this Prospectus are residents of Kazakhstan. Some of the assets of the Issuer are located in Kazakhstan. As a result, subject to the following paragraph, it may not be possible: (i) to effect service of process upon the Issuer or any such person outside Kazakhstan; (ii) to enforce against any of them, in courts of jurisdictions other than Kazakhstan, judgments obtained in such courts that are predicated upon the laws of such other jurisdictions; or (iii) to enforce against any of them, in Kazakhstan courts, judgments obtained in jurisdictions other than Kazakhstan.

**Kazakhstan's courts will not enforce any judgment obtained in a court established in a country other than Kazakhstan unless (i) there is in effect a treaty between such country and Kazakhstan providing for reciprocal enforcement of judgments and then only in accordance with the terms of such treaty or (ii) there is an actual reciprocity (i.e., the particular judge is satisfied that there is an evidence that judgments obtained in Kazakhstan are enforceable (or were actually enforced) in such other country). For example, there is no such treaty in effect between Kazakhstan and the United Kingdom or the United States; and existence of an actual reciprocity in the United Kingdom or the United States could be difficult or even impossible to prove. However, Kazakhstan is a party to the 1958 New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards (the "Convention") and, accordingly, an arbitral award rendered in a country which is also a party to the Convention should be recognised and enforceable in Kazakhstan provided the conditions to recognition and enforcement set out in the Convention and the laws of Kazakhstan are met.**

### Certain Legal Matters

Gateley Legal, the business name of Gateley Plc, is advising the Issuer on certain legal matters relating to the ETNs.

## GOVERNING LAW

The Notes (including the agreement between the SPC and the ETN holders relating to arbitration provided for in the paragraph headed “Arbitration” below), and any non-contractual obligations arising out of or in connection with the Notes, are governed by, and shall be construed in accordance with, the Acting Law of the AIFC.

## ARBITRATION

Any claim, dispute, controversy or difference of whatever nature arising under, out of or in connection with the Notes (including a claim, dispute, controversy or difference regarding validity, interpretation, performance, breach or termination of any Notes or any non-contractual obligations arising out of or in connection with the Notes) (a “**Dispute**”), shall be referred to and finally settled by arbitration administered by the International Arbitration Centre of the Astana International Financial Centre (“**IAC**”) in accordance with the IAC Arbitration and Mediation Rules (the “**Rules**”) in force on the date on which the Request for Arbitration is filed with the Registrar of the IAC. The Rules shall be deemed to be incorporated by reference into this Prospectus.

The seat of arbitration shall be Nur-Sultan city, the Republic of Kazakhstan and the language of arbitration shall be English.

In this paragraph:

“**Joinder Order**” means an order by a Tribunal that a Primary Dispute and a Linked Dispute be resolved in the same arbitral proceedings, including a decision of the Tribunal to consolidate a newly commenced arbitration with a pending arbitration.

“**Linked Dispute**” means any Dispute and/or any dispute, claim, difference or controversy arising out of, relating to or having any connection with the Notes, including any dispute as to their existence, validity, interpretation, performance, breach or termination or the consequences of their nullity and any dispute relating to any non-contractual obligations arising out of or in connection with the Notes, in which a Request for Arbitration (as defined in the Rules) is served after a Request for Arbitration (as defined in the Rules) has been served in respect of a Primary Dispute.

“**Primary Dispute**” means any Dispute and/or any dispute, claim, difference or controversy arising out of, relating to or having any connection with the Notes, including any dispute as to their existence, validity, interpretation, performance, breach or termination or the consequences of their nullity and any dispute relating to any non-contractual obligations arising out of or in connection with the Notes, in which a Request for Arbitration (as defined in the Rules) has been served before a Request for Arbitration (as defined in the Rules) has been served in relation to any Linked Dispute.

“**Tribunal**” means any arbitral tribunal appointed under this paragraph.

(i) Any party to both a Primary Dispute and a Linked Dispute may apply to the Tribunal appointed in relation to the Primary Dispute for a Joinder Order in relation to any Linked Dispute.

(ii) The applicant for a Joinder Order must promptly notify all parties to the Primary Dispute and the Linked Dispute of any application under (i) above.

(iii) The Tribunal appointed in relation to the Primary Dispute may, if it considers it just, make a Joinder Order on hearing an application brought under (i) above. In determining whether to make a Joinder Order, the Tribunal must take account of:

- (A) the likelihood and consequences of inconsistent decisions if joinder or consolidation is not ordered;
- (B) any failure on the part of the party seeking joinder or consolidation to make a timely application; and
- (C) the likely consequences of joinder or consolidation in terms of cost and time.

(iv) If the Tribunal makes a Joinder Order:

- (A) it will immediately, to the exclusion of any other Tribunal, have jurisdiction to resolve finally the Linked Dispute in addition to its jurisdiction in relation to the Primary Dispute;



(B) it must order that notice of the Joinder Order and its effect be given immediately to any arbitrator(s) already appointed in relation to the Linked Dispute and to all parties to the Linked Dispute and to all parties to the Primary Dispute; and

(C) any appointment of an arbitrator in relation to the Linked Dispute before the date of the Joinder Order will terminate immediately and that arbitrator will be deemed to be functus officio with effect from the date of the Joinder Order. Such termination is without prejudice to:

- (1) the validity of any act done, or order made by that arbitrator or by the court in support of that arbitration before his appointment is terminated;
- (2) his entitlement to be paid his proper fees and disbursements; and
- (3) the date when any claim or defence was raised for the purpose of applying any limitation bar or any similar rule or provision.

(D) it may also give any other directions it considers appropriate to:

- (1) give effect to the Joinder Order and make provisions for any costs which may result from it (including costs in any arbitration terminated as a result of the Joinder Order); and
- (2) ensure the proper organisation of the arbitration proceedings and the proper formulation and resolution of the issues between the parties.

(v) If a Tribunal appointed in respect of a Primary Dispute hereunder makes a Joinder Order which confers on that Tribunal jurisdiction to resolve a Linked Dispute arising hereunder, that Joinder Order and the award of that Tribunal will bind the parties to the Primary Dispute and the Linked Dispute being heard by that Tribunal.

(vi) For the avoidance of doubt, where a Tribunal is appointed under this paragraph, the whole of its award (including any part relating to a Linked Dispute) is deemed for the purposes of the New York Convention on the Recognition and Enforcement of Arbitral Awards 1958 to be contemplated by this paragraph.

(vii) Each of the Issuer and the ETN holders waives any objection, on the basis of a Joinder Order, to the validity and/or enforcement of any arbitral award made by a Tribunal following any Joinder Order.

## **RIGHTS OF THIRD PARTIES**

No third party (i.e., a party other than the SPC and the ETN holder) shall have any right to enforce any term or condition of this Prospectus in relation to the Notes, including any rights under Part 10 (Rights of Third Parties) of the AIFC Contract Regulations (the AIFC Regulations No. 3 of 2017).

## **BINDING NATURE OF THE PROSPECTUS**

ETN holders hereby agree, by acquiring any ETNs, whether directly, through a brokerage company or otherwise whatsoever, to be bound by the terms and conditions of this Prospectus and this Prospectus constitutes a binding contract between the SPC and ETN holders.

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus includes forward-looking statements. These forward-looking statements involve known and unknown risks and uncertainties, many of which are beyond the Issuer's control and all of which are based on its current beliefs and expectations about future events. Forward-looking statements are sometimes identified by the use of forward-looking terminology such as "believes", "forecasts", "expects", "may", "will", "could", "should", "shall", "risk", "intends", "estimates", "aims", "plans", "predicts", "continues", "assumes", "positioned", "anticipates", the negatives thereof, other variations thereon or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Prospectus and include statements regarding the intentions, beliefs or current expectations of the Issuer concerning, among other things, the results of operations, financial condition, prospects, growth, strategies, capital expenditure and development plans of the Issuer and the industries in which the Issuer operates.

These forward-looking statements and other statements contained in this Prospectus regarding matters that are not historical facts involve predictions. No assurance can be given that such future results will be achieved and actual events or results may differ materially as a result of risks and uncertainties facing the Issuer. Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed, or implied in such forward-looking statements. Such forward-looking statements contained in this Prospectus speak only as at the date of this Prospectus. The Issuer expressly disclaims any obligation or undertaking to update the forward-looking statements contained in this Prospectus to reflect any change in their expectations or any change in the events, conditions or circumstances on which such statements are based.

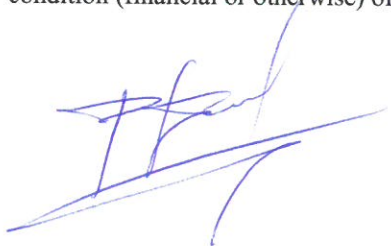
All subsequent written and oral forward-looking statements attributable to the Issuer and those acting on behalf of the Issuer are expressly qualified in their entirety by this Section. Before making an investment decision prospective investors should specifically consider the factors identified in this Prospectus that could cause actual results to differ.

None of the Issuer or its management can give any assurance as to the future accuracy of the opinions set out in this Prospectus or as to the actual occurrence of any predicted developments.

## RESPONSIBILITY STATEMENT

Subject to the following paragraph, the Issuer, having made all the reasonable enquiries, accepts responsibility for this Prospectus (in accordance with Section 69 of the AIFC Framework Regulations №18 of 2018 and Part 1 of the AIFC Market Rules №FR0003 of 2017) and confirms that this Prospectus complies with the requirements set out in Section 69 of the AIFC Framework Regulations №18 of 2018 and Part 1 of the AIFC Market Rules №FR0003 of 2017 and contains all information which is material in the context of the issue of the Notes, that the information contained in this Prospectus is correct to the best of its knowledge and that no material facts or circumstances have been omitted. The information in the Section "Underlying ETF" has been taken "as is" from the web-site ([www.ishares.com](http://www.ishares.com)) maintained for the Underlying ETF and the Issuer shall not be liable for the accuracy or completeness of the information contained in that Section. Because the performance of the Underlying ETF directly affects the value and price of the ETNs potential investors should review information about the Underlying ETF available at the web-site [www.ishares.com](http://www.ishares.com) prior to purchasing any ETNs. The Issuer confirms that such information has been accurately reproduced and is able to ascertain from the information published on the above-mentioned sources that no facts have been omitted which would render the reproduced information inaccurate or misleading. The source of information is identified where used. The Issuer accepts responsibility for correctly extracting such information from the sources and confirms that such information has been correctly extracted from those sources.

Neither the delivery of this Prospectus nor the offering, sale or delivery of any ETNs shall in any circumstances create any implications that there has been no adverse change, or any event reasonably likely to involve an adverse change, in the condition (financial or otherwise) of the Issuer since the date of this Prospectus.



Renat Bertuzov  
Director, AIFM L.L.C.

5 December 2019