

Terms of Issuance

Zangezur Copper Molybdenum Combine CJSC

Nominal, coupon paying, nonconvertible, book-entry bonds

For complete information about the Issuer and issued bonds investors should consider the Program Prospectus (registered on 29 July 2019 by the resolution of the Chairman of CBA N1/561U), its supplements and final terms of issuance. The Prospectus and its supplements can be obtained from AMERIABANK CJSC, 2 V. Sargsyan street, 0010, Yerevan, RA and ZCMC CJSC, 18, Lernagorçneri street, Syunik Marz, 3309, RA.

General information (The information which is not applicable is mentioned as “not applicable”. If securities are issued under the same series but with different main conditions (issuance currency, offering price, nominal price etc.), then terms must be submitted separately for each group of securities which satisfy each condition)		
1	Issuer	Zangezur Copper Molybdenum Combine CJSC
2	Guarantor	Issuer does not plan to attract any guarantor
3	Series (issuance number and date based on this program prospectus)	Series 2, 2019
4	Total amount of the given series	AMD 2,500,000,000 (two point five billion)
5	Information about classification of securities based on the sequence of issuer’s repayment of obligations (subordination) including amount of each issuance of given series ordered by subordination.	The Bonds are not subordinated. In case of liquidation, information regarding the order of meeting creditors’

		<p>claims is presented in detail in Program Prospectus clause 2.3.6.</p> <p>You can find the Program Prospectus at “ZCMC”CJSC’s website www.zcmc.am</p>
6	Issuance (subscription) currency	AMD (Armenian Dram)
7	Placement (offering) price	<p>100%</p> <p>Starting from the placement date bond price per 100 face value is calculated as follows:</p> $DP = \frac{C}{f} \sum_{t=1}^N \frac{1}{\left(1 + \frac{y}{100 * f}\right)^{i-1+\tau}} + \frac{100}{\left(1 + \frac{y}{100 * f}\right)^{N-1+\tau}}$ <p>where’</p> $\tau = \frac{DSN}{DCC}$ <p>DP – Bond’s price DSN –number of days from settlement to next coupon date, DCC - number of days in coupon period in which the settlement date falls, f - number of coupon payments per year, N - number of coupons payable between settlement date and redemption date, C – annual coupon rate per 100 face value, Y – yield to maturity.</p> <p>Daily bond price for the placement period is published on Issuers’ website</p>

8	Nominal value	AMD 100,000 (one hundred thousand)
9	Number of bonds	25,000 (twenty-five thousand)
10	Placement start date (including any possible changes of date)	30 September 2019
11	Placement end date (including any possible changes of the date)	29 November, 2019 If the Bonds are sold out by that date, then the Placement end date is the date on which the last bond was sold
12	Security Identifier (ISIN) or any other distinctive identifier	AMZPXKB22ER0
13	The competent authority for issuance and placement and the act's date (fills if decided to make act for the given public offering, otherwise it is mentioned "not applicable")	The Board resolution dated 20 September 2019 (protocol N4/2019, dated 20 September 2019)
Information about coupon payment		
14	First day of Coupon accrual	30 September 2019
15	Coupon rate and payment frequency, if coupon rate is floating then give information about reference rate and the relevant source for that reference rate	Coupon rate of 11% (eleven percent) and coupon payment frequency of 6 (six) months
16	Coupon payment dates (day, month, year)	30/12/2019 30/03/2020 30/06/2020

		<p>30/09/2020 30/12/2020 30/03/2021 30/06/2021 30/09/2021 30/12/2021 30/03/2022 30/06/2022 30/09/2022</p> <p>Coupons are paid on the coupon cut-off days, except for the cases when the cut-off day is a non-working day, in that case the coupon is paid on the following working day.</p> <p>The coupon amounts are paid to the bondholders as per the list of securities (nominee) owners as of the end of the day preceding the coupon payment date (24:00).</p>
17	Day count convention (for example 30/360, Act/Act, Act/360 etc.)	Actual number of days from the previous Coupon Day/Actual number of days of the coupon period (actual/actual)
18	Calculation Agent of floating rate	Not applicable
19	Other significant conditions for coupon calculation	Coupon payable is determined by dividing the defined annual coupon rate by coupon payment frequency
20	Provision concerning zero-coupon bonds (“applicable” or “not applicable”)	Not applicable

Information regarding the redemption of principal		
21	Maturity date	<p>30 September 2022</p> <p>The bonds are redeemed on maturity date. If the maturity date is a non-working day, then the bonds are redeemed on the following working day.</p> <p>The redemption amounts are paid to the bondholders as per the list of securities (nominee) owners as of the end of the day preceding the coupon payment date (24:00).</p>
22	Redemption price or calculation methodology	AMD 100,000 (one hundred thousand)
23	Change of redemption value (to mention all possible cases when the redemption amount can be changed)	Not applicable
24	The possibility of early redemption initiated by the issuer/call option (“applicable” or “not applicable”)	Not applicable
	1)Dates	
	2)Execution price of the option and calculation method (if available)	
	3)Minimum and maximum amount in case of partial repayment	
	4)Other information	

25	The possibility of early redemption initiated by the investor/put option (“applicable” or “not applicable”)	Not applicable
	1)Dates	
	2)Execution price of the option and calculation method (if available)	
	3)Other Information (notification period)	
Information about placement		
26	Lead Arranger, location	AMERIABANK CJSC, 2 V. Sargsyan street, 0010, Yerevan, RA
27	Other conditions of placement (which are not included in the Program Prospectus)	The number of bonds purchased by one investor during the placement must not exceed 5,000 (five thousand)
Other information		
28	Availability of the same class securities on the regulated market (the name of relevant regulated markets and date of permission to trading must be mentioned)	The securities are not allowed for trade on the regulated market yet
29	If in the future trade permission on a regulated market is to be requested for the offered security then relevant information should be provided on this regard (the market name, also a provision that the trade permission request may not be satisfied, expected date for trade permission (if possible))	<p>The issuer shall apply for listing the bonds on the regulated market, but there’s possibility that the claim may not be satisfied.</p> <p>According to RA legislation, after listing bonds can be sold on the regulated market only.</p> <p>By saying regulated market the Issuer means Armenia Securities Exchange OJSC.</p>

30	Security's rating	<p>Securities are not rated.</p> <p>The Issuer has obtained B2 rating from Moody's.</p>
31	Payment methods for securities (frequency, bank accounts and etc.) and dates, also the methods and dates of receiving the statement about ownership of the securities.	<p>For purchasing the bonds investors must make payments to the "AMERIABANK" CJSC account 1570043103202400 (a special account opened for issuing purposes).</p> <p>The payment for purchasing bonds must be made on the day when the bond purchase application is presented, but no later than 4:30 p.m. of the same day.</p> <p>If the corresponding payment is made after 4:30 p.m., then it is considered to be received on the next working day and the bonds are purchased by the full price prevailing on that day.</p> <p>After the corresponding applications are satisfied, investors can receive extracts about securities' ownership from their Custodian or from Account Operator.</p>