

Information to the shareholders for consideration at the Annual General Shareholders' Meeting of Halyk Bank JSC by absent voting to be held on 25 May 2023

Item No.1 of the agenda: “On approval of the agenda of the Annual General Shareholders' Meeting of Halyk Bank JSC”

The proposed for approval agenda of the Annual General Shareholders' Meeting of JSC Halyk Bank by absent voting, published in the mass media on 31 March 2023 and in the newspapers “EGEMEN QAZAQSTAN” and “Kazakhstanskaya Pravda” on 3 April 2023:

1. On approval of the agenda of the Annual General Shareholders' Meeting of Halyk Bank JSC.
2. On approval of the audited annual consolidated financial statements of Halyk Bank JSC for 2022.
3. On approval of the procedure for distribution of net income of Halyk Bank JSC for 2022. On approval of the resolution on payment of dividends on common shares of Halyk Bank JSC. On approval of the amount of dividend per common share of Halyk Bank JSC.
4. On consideration of the 2022 Performance Report of the Board of Directors of Halyk Bank JSC.
5. On determination of the number of members of the Board of Directors of Halyk Bank JSC.
6. On determination of the term of office of the Board of Directors of Halyk Bank JSC.
7. On election of members of the Board of Directors of Halyk Bank JSC.
8. On approval of the restated Charter of Halyk Bank JSC.
9. On approval of the restated Corporate Governance Code of Halyk Bank JSC;
10. On approval of the restated Regulations on the Board of Directors of Halyk Bank JSC.
11. On approval of the amendments to the Methodology for the valuation of shares in case of repurchase thereof by Halyk Bank JSC on the unregulated securities market.
12. On informing the shareholders of Halyk Bank JSC on the amount and structure of remuneration for the members of the Board of Directors and Management Board of Halyk Bank JSC.
13. On consideration of information on shareholders' appeals on actions of Halyk Bank JSC and its officials, and on results of consideration thereof.

Item No.2 of the agenda: “On approval of the audited annual consolidated financial statements of Halyk Bank JSC for 2022”

Dear shareholders,

In accordance with Articles 35 and 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, the Annual General Shareholders’ Meeting shall approve the Bank’s annual financial statements. Hereby we would like to bring to your attention the basic performance results of Halyk Bank JSC (the “Bank”) for 2022:

In 2022, Halyk Group demonstrated solid performance, namely:

❖ Assets of Halyk Group increased by 18.36%, from KZT 12,091 billion up to KZT 14,311 billion.

❖ Loans to customers (net) increased by 33.82% or KZT 1,986 billion and at year-end amounted to KZT 7,858 billion, which in turn constituted 54.9% of total assets of Halyk Group.

❖ Halyk Group’s equity capital increased by 21.55% from KZT 1,573 billion up to KZT 1,912 billion.

❖ Halyk Group’s net profit increased by 19.91% from KZT 462 billion up to KZT 554 billion.

The following are the 2022 core major events, which are reflected in the financial statements of Halyk Group:

On 19 January 2022, the Group redeemed local unsubordinated bonds denominated in KZT with a coupon rate of 8.75% and maturity in 2022 in amount of KZT 93,632 million. The repayment was made from the Group’s own funds.

On 1 and 19 April 2022, the Group redeemed the bonds listed on AIX with a coupon rate of 3% and maturity in 2022 in the amount of USD 183 million. The repayment was made from the Group’s own funds.

On 28 April 2022, the Group issued the bonds listed on AIX with a coupon rate of 2.5% in the amount of USD 200 million.

On 16 May 2022, the Board of Directors of the Bank decided to merge the Bank’s subsidiaries Halyk Activ 1 LLP and Halyk Project LLP with the Bank’s subsidiary Halyk Activ LLP.

On 1 June 2022, the Group issued the bonds listed on AIX with a coupon rate of 2.5% in the amount of USD 100 million.

During 2Q 2022, the Bank acquired a portion of qualitative commercial loan portfolio of Stage 1 loans totaling KZT 568 billion and RUB 3 billion from SB Sberbank JSC.

On 16 November 2022, the Bank signed an agreement with International Bank of Tajikistan CJSC on the sale of 100% share capital of Halyk Bank Tajikistan CJSC (the “HBT”) and on 1 December 2022 the Bank finalized the sale procedure. The Group recognized a loss in the amount of KZT 462 million as a result of disposal of subsidiary.

On 18 November 2022, in accordance with the terms of contract of sale, the Bank sold 100% share capital of Commercial Bank Moskommertsbank JSC (the “MKB”) and on 20 December 2022, the Bank finalized the sale procedure. The Group recognized a loss in the amount of KZT 18,780 million.

Dear shareholders, in view of the foregoing, please approve the annual consolidated financial statements of Halyk Bank JSC for 2022, taking into account the report of independent auditors.

The annual financial statements for 2022 together with the report of independent auditors are available for review on the corporate website of Halyk Bank JSC by the following link (https://halykbank.kz/about/shareholders_investors/investoram) and at the location of the Management Board of Halyk Bank JSC.

Item No.3 of the agenda: “On approval of the procedure for distribution of net income of Halyk Bank JSC for 2022. On approval of the resolution on payment of dividends on common shares of Halyk Bank JSC. On approval of the amount of dividend per common share of Halyk Bank JSC”

Dear Shareholders!

In accordance with Articles 23, 35, 36, 44 and 49 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, Articles 23, 25 and 26 of the Charter of Halyk Bank JSC, the Board of Directors of Halyk Bank JSC submits for consideration of the Annual General Shareholders’ Meeting of Halyk Bank JSC by absentee voting the proposal on approval of the following distribution of net income of Halyk Bank JSC received as a result of the 2022 financial and operating performance of Halyk Bank JSC:

part of net income to be allocated for payment of dividends on common shares of JSC Halyk Bank (ISIN KZ000A0LE0S4):

name: Halyk Bank JSC;

location of Halyk Bank JSC: 40, Al-Farabi Av., Medeu district, A26M3K5, Almaty, Republic of Kazakhstan;

bank and other details of Halyk Bank JSC: National Bank of Kazakhstan; BIC – NBRKKZKX, correspondent account – KZ87125KZT1001300313, BIN – 940140000385, Bencode – 14;

the dividend payment period: 2022;

the dividend amount per common share: KZT 25.38;

the dividend payment start date: 6 June 2023;

the timing and form of dividend payments:

the record date of the list of shareholders eligible to receive dividends, as of 00:00 a.m. 31 May 2023 (Almaty time);

the dividend payment form – bank transfer.

Part of net income of Halyk Bank JSC for 2022, which is remained after payment of dividends on common shares of Halyk Bank JSC, shall not be distributed and shall be allocated to retained earnings.

Item No.4 of the agenda: “On consideration of the 2022 Performance Report of the Board of Directors of Halyk Bank JSC”

Dear shareholders,

In accordance with the Corporate Governance Code of Halyk Bank JSC, performance of Halyk Bank JSC Board of Directors is subject to assessment by the Annual General Shareholders' Meeting.

This being said, the Board of Directors shall give a formal and rigorous assessment of its own activities, as well as the activities of its committees and members of the Board of Directors.

During the reporting year, the activities of the Board of Directors were aimed at implementing the Development Strategy of Halyk Group for 2022-2024, and were performed in strict accordance with corporate governance standards.

To discuss the most complex and strategically important issues of the Bank's activities, in-person meetings of the Board of Directors were held. In cases permitted by the legislation of the Republic of Kazakhstan, resolutions of the Board of Directors on operational issues were passed by absent voting.

In total, in 2022, 6 in-person meetings, at which 55 items were considered, and 57 meetings of the Board of Directors of Halyk Bank JSC by absent voting, at which 636 items were considered, were held. The statistics of participation of members of the Board of Directors in meetings is as follows:

Member of the Board of Directors	In-person meetings (number of meetings/number of items)	Meetings by absent voting (number of meetings/number of items)
A.S. Pavlov	6/55	54/600*
A.G. Dunayev	6/55	57/633**
M.T. Yessenbayev	6/55	53/588*
F. Kuijlaars	6/55	55/623****
K. Ruehl	6/55	55/605****
P. Romanowski	6/55	57/636
U.B. Shayakhmetova	6/55	53/600***
Total:	6/55	57/636

** taking into account the annual leave*

*** Mr. A.G. Dunayev did not take part in the consideration of and voting on items of the Board of Directors of Halyk Finance JSC, Halyk Bank Georgia JSC due to the fact that he is the member of the Board of Directors, Independent Director of Halyk Finance JSC, Halyk Bank Georgia JSC.*

**** Ms. U.B. Shayakhmetova did not take part in the consideration of and voting on items where Altyr Bank JSC was a party to the transaction, as well as on items of rendering charitable assistance with respect to the Kazakhstan Gymnastics Federation and Public Association “National Olympic Committee of the Republic of Kazakhstan”*

***** taking into account the business trips*

The Bank's Board of Directors on a regular basis considered:

1) once every six months:

reports of the Management Board of Halyk Bank JSC and subsidiaries on the implementation of the Development Strategy of Halyk Group for 2019-2021 and Development Strategy of Halyk Group for 2022 - 2024;

reports on the performance and budget of the Bank and Halyk Group for 2021 and the first half of 2022;

Progress Report and Current Issues of all distressed assets management companies forming part of Halyk Group;

2) quarterly reports of the Management Board of Halyk Bank JSC on performance and budget of Halyk Group, based on the results whereof the Board of Directors made appropriate adjustments;

3) information on the current status of the 20 largest borrowers of Halyk Bank JSC, including loans and contingent liabilities;

4) issues of risk management, in particular, analysis of the quality of the loan portfolio, analysis of transactions with related parties to prevent preferential terms of lending to such persons;

5) issues of internal audit;

6) other management information provided in accordance with the requirements of the legislation of the Republic of Kazakhstan.

The results of stress testing of the loan portfolio of Halyk Bank JSC were considered, with the construction of scenarios for the development of the world economy, determination of the effect on the loan portfolio and equity of Halyk Bank JSC.

The Board of Directors made sure that even in the worst-case scenario, the Bank's position will remain strong enough.

The reports of Chief Risk Officer, Chief Compliance Controller on the effectiveness of compliance risk management in Halyk Bank JSC and individual subsidiaries, and on the work done in combating legalization (laundering) of income and financing of terrorism were heard.

An important area of work carried out by the Board of Directors in 2022 was the consideration of the following items:

1) The Board of Directors considered the results of the scenario analysis of the impact of potential geopolitical, inflation, epidemiological risks and risks of terrorist attacks/threats on the financial stability of the Bank in 2022.

2) Consideration and approval of changes in the Development Strategy of Halyk Group for 2022-2024, associated with adjustment of certain key performance indicators (KPIs) based on the adjusted budget of Halyk Group for 2022 and the Bank's second level budget for 2023.

3) The Bank's Sustainable Development Report for 2021 was prepared and published, which is the document to disclose the main aspects of the Bank's activities in the field of environmental, social responsibility and corporate governance. The Bank has made a voluntary commitment to transparently disclose key information on the results of its work in the field of sustainable development through the publication of this report.

4) In accordance with the requirements of the Bank's Corporate Governance Code, an assessment (self-assessment) of the activities of the members of the Bank's Board of Directors for 2021 was carried out, the results whereof were submitted for consideration of the General Shareholders' Meeting of the Bank held on 22 April 2022.

5) The Social Issues Committee under the Board of Directors was transformed into the Sustainable Development Committee, ESG functions were distributed among the committees under the Board of Directors.

6) Amended Rules for presentation of the management information on the activities of Halyk Bank JSC to the Board of Directors of Halyk Bank JSC was developed and approved.

7) The Bank's Board of Directors resolved to sell 100% shares of Halyk Bank Tajikistan JSC and 100% shares of CB Moskommertsbank (JSC) (Russian Federation).

Within consideration of reports on implementation of Halyk Group Development Strategy for 2019 – 2021 and Halyk Group Development Strategy for 2022 - 2024, the Board of Directors made sure that the Development Strategy was successfully implemented, due to which the companies of Halyk Group strengthened their positions in the market.

In general, the tasks set by the Board of Directors to Halyk Group and related to maintaining Halyk Bank's position of No. 1 bank in Kazakhstan, improvement of customer service and development of banking products have been achieved, with subsidiaries implementing a set of measures aimed at strengthening their leading positions in the relevant areas of activity.

The Board of Directors also ensures proper control over the activities of the Management Board, the internal audit service and other bodies of Halyk Bank JSC through the Committees under the Board of Directors:

- Audit Committee;
- Risk Committee;
- HR and Remuneration Committee;
- Strategic Planning Committee;
- Sustainable Development Committee.

In 2022, 13 in-person meetings and 75 meetings by absent voting of the Committees under the Board of Directors of Halyk Bank JSC were held.

1. Statistics of participation in meetings of the Audit Committee:

Member of the Board of Directors	In-person meetings (number of meetings/number of items)	Meetings by absent voting (number of meetings/number of items)
K. Ruehl	3/7	46/46
A.G. Dunayev	3/7	46/46
A.S. Pavlov	3/7	43/43*
Total:	3/7	46/46

* taking into account the annual leave

2. Statistics of participation in the meetings of the Risk Committee:

Member of the Board of Directors	In-person meetings (number of meetings/number of items)	Meetings by absent voting (number of meetings/number of items)
A.S. Pavlov	5/13	14/18***
A.G. Dunayev	5/13	16/21
P. Romanowski	5/13	16/21
U.B. Shayakhmetova	5/13	14/19****
R.A. Maszczyk *	2/6**	9/14***
A.M. Makhanov*	5/13	16/21
Total:	5/13	16/21

* Mr. R.A. Maszczyk and Mr. A.M. Makhanov are members of the Risk Committee of the Board of Directors (non-voting experts)

** Mr. R.A. Mashchik was appointed as member of the Risk Committee of the Board of Directors from 22.04.2022 (in-person BoD minutes of the meeting No. 3 dated 22.04.2022)

*** taking into account the leave

3. Statistics of participation in meetings of the HR and Remuneration Committee:

Member of the Board of Directors	In-person meetings (number of meetings/number of items)*	Meetings by absent voting (number of meetings/number of items)*
F. Kuijlaars	-	11/21
A.G. Dunayev	-	11/21
A.S. Pavlov	-	11/21
Total:	-	11/21

* no in-person meetings were held

4. Statistics of participation in meetings of the Strategic Planning Committee:

Member of the Board of Directors	In-person meetings (number of meetings/ number of items)	Meetings by absent voting (number of meetings/number of items)
A.G. Dunayev	3/8	2/2
A.S. Pavlov	3/8	2/2
M.T. Yessenbayev	3/8	2/2
P. Romanowski	3/8	2/2
U.B. Shayakhmetova	3/8	2/2
M.U. Koshenov*	3/8	2/2
D.Zh. Sartayev*	3/8	2/2
O.V. Vuros*	3/8	2/2
Zh.Zh. Mamutov*	3/8	2/2
Total:	3/8	2/2

* Expert member (with no voting right)

5. Statistics of participation in meetings of the Sustainable Development Committee:

Member of the Board of Directors	In-person meetings (number of meetings/ number of items)	Meetings by absent voting (number of meetings/number of items)*
A.G. Dunayev	2/4	-
K. Ruehl	2/4	-
F. Kuijlaars	2/4	-
U.B. Shayakhmetova	2/4	-
M.U. Koshenov**	2/4	-
D.Zh. Sartayev**	2/4	-
Total:	2/4	-

* no meetings by absent voting were held

** member of the Committee (non-voting experts)

During 2022, the Committees performed the work as follows:

– To ensure the completeness and accuracy of the financial statements, the **Audit Committee** considered:

❖ the external auditor's interim (quarterly) reports on the matter, letters to the management of the Bank and subsidiaries, and approved and submitted the 2021

annual financial statements to the Board of Directors for consideration. As part of this work, the Committee also discussed crucial accounting judgments, policies and procedures with the external auditor and the Bank's financial unit;

- ❖ the results of assessment of the activities of the Bank's Internal Audit Department by PricewaterhouseCoopers LLP, an independent external consultant, for compliance with the International Professional Standards of Internal Auditing of the Institute of Internal Auditors and the Code of Ethics for Internal Auditors.

The Audit Committee actively interacted with the Internal Audit Department to consider the following items: the internal audit budget and work plan; information on results of audits, management reports on internal audit matters, HR issues of the Internal Audit Department, draft internal regulations of the Bank governing activities of the Internal Audit Department.

- **The HR and Remuneration Committee** considered: the report on assessment (self-assessment) of the performance of the members of the Bank's Board of Directors, recommendations on candidates to the positions of the Bank's Management Board members and members of the Boards of Directors of the Bank's subsidiaries, on amending the organizational chart of the Bank.

- **The Strategic Planning Committee** considered:

- ❖ the results of the implementation of the Development Strategy of Halyk Group for 2019-2021 for 2021 and Development Strategy of Halyk Group for 2022-2024 for the first half of 2022, and the performance and budget of Halyk Bank JSC and Halyk Group for 2021 and the first half of 2022;

- ❖ draft amendments of Halyk Group Development Strategy for 2022-2024 and the budget of Halyk Bank JSC for 2022.

- **The Risk Committee** considered:

- ❖ the results of the scenario analysis of the impact of potential geopolitical, inflation, epidemiological risks and risks of terrorist attacks/threats on the financial stability of the Bank in 2022;

- ❖ the results of stress testing of the Bank under the general economic scenario (through scenario analysis) for 2023, and reviews of existing risk management practices in Halyk Bank JSC and certain subsidiaries;

- ❖ the report on compliance (self-assessment) with internal processes of capital adequacy assessment and liquidity adequacy assessment for 2021;

- ❖ the Risk Appetite Strategy and risk appetite levels (for credit risk, market risk, liquidity risk, operational risk, strategic risk, reputational risk).

- **The Sustainable Development Committee** considered:

- ❖ the Progress Reports of the Action Plan for implementation of the sustainable development principles and objectives for 2022-2024;

- ❖ Halyk Bank JSC and PF Halyk Charity Fund sponsorship and charity Report for 2022,

- ❖ Halyk Bank JSC and PF Halyk Charity Fund main sponsorship and charity events Plan for 2023.

In addition, please review the results of assessment of the Board of Directors members' of the Bank performance for 2022 conducted in accordance with the Rules of assessment of the Bank's Board of Directors members' performance approved by resolution of the Bank's Board of Directors (minutes to the in-person meeting of the Bank's Board of Directors No.1 dated 19 June 2020):

1. Results of the assessment of the style and culture of the work of the Board of Directors:

❖ The Board of Directors adheres to the classical model of management in its activities based on the need to comply with the requirements of applicable law, risks and interests of shareholders. The psychological atmosphere and work style of the Board of Directors facilitates constructive and effective work therein. The majority of members of the Board of Directors expressed the opinion that it is necessary to support personal meetings with members of the Board of Directors, the Management Board and other key employees of the Bank to exchange information and develop new ideas for the Bank's sustainable development, if possible;

❖ The Board of Directors supports initiatives for the development of corporate governance, ESG, ecosystem and implementation of new tools to improve its performance. In 2022, the amendments to the Corporate Governance Code were developed and approved in order to implement the principles of sustainable development (ESG) into the corporate governance system as well as to expand the powers and responsibilities of the Board of Directors and the Management Board for implementation thereof into the Bank's activities. The Social Issues Committee under the Board of Directors was transformed into the Sustainable Development Committee.

❖ The Board of Directors has necessary competencies in the areas of finance, financial reporting, internal control and audit, banking, risk management and corporate governance. The most demanded competencies of the Board of Directors are: digital transformation; innovation development; risk management; finance, internal control and audit; HR and talent development; experience in strategic management, sustainable development (ESG).

❖ There are no explicit or latent conflicts among the members of the Board of Directors that affect the efficiency of its activities, all members of the Board of Directors are focused on the effective work of the Board of Directors as a collegial management body.

❖ The relationship between the Board of Directors and the Management Board of the Bank is of constructive character and contributes to the successful operation of the Bank in the interests of shareholders.

2. Results of the assessment of the composition and structure of the Board of Directors:

❖ The composition of the Board of Directors is optimal and balanced (from the point of view of knowledge and experience of its members) to perform the functions assigned to it, incl. to control the implementation of the Bank's Development Strategy. The Board of Directors intends to develop competencies in information technology, cyber security, artificial intelligence, ESG, Big Data and innovation in the banking business. It is recommended to attract an expert(s) in information technology, digital products and ecosystems, cyber security, Data Science, robotization and ESG to the

Board of Directors to ensure efficient implementation of Halyk Group Development Strategy for 2022-2024.

❖ The system of improving the competencies and qualifications of members of the Board of Directors in the Bank is optimal. Taking into account the development of technologies and new approaches to banking business, we are monitoring such changes both in Kazakhstan and in other countries of the Bank's presence, and, if necessary, additional training will be organized for members of the Board of Directors. In 2022, information sessions (seminars, trainings) were held for the Board of Directors and the Management Board in banking, finance, macroeconomics and strategic management.

❖ The system for selecting members of the Board of Directors in the Bank is quite effective and ensures the involvement of real professionals. The Bank has formed a register of candidates who have the right to apply for the positions of independent directors of the Bank and its subsidiaries.

❖ The current gender structure of the Bank's Board of Directors is composed of **86%** male and **14%** female representatives. In order to comply with the international best practices it is recommended to consider the possibility of increasing the female representatives in the gender structure of the Bank's Board of Directors from **14% up to 30%** (e.g., in the U.S., female representatives in the governing bodies amount to 30%, in Europe - 39%).

❖ The average age of the members of the Bank's Board of Directors is 62, while according to the review of the corporate governance practices in Kazakhstan prepared by the international consulting company Korn Ferry¹, the average age of a member of the Board of Directors in Kazakhstan is 53, in Europe – 60.

3. Results of the assessment of the planning and arrangement of the work of the Board of Directors:

❖ All newly elected members of the Board of Directors receive information about the work of the Bank and the Board of Directors necessary for accelerated adaptation in the form of an Introductory Course (Board Book), which contains: key milestones in the history of the Bank's development, the development strategy of Halyk Group, key financial indicators and results as of the reporting date, the organizational chart of the Bank, and also the operating procedures of the Board of Directors / Management Board and the duties of the members of the Board of Directors. Also, all newly elected and current members of the Board of Directors can get access to training materials on corporate governance and sustainable development (ESG).

❖ The competence of the Board of Directors determined by the Bank's Charter corresponds to the current strategic objectives and requires minor adjustments in terms of providing members of the Board of Directors with the opportunity to participate in the development and discussion of issues on new directions of the Bank's development, the introduction of digital services and products, ESG, the development of the ecosystem and retail business, as well as development of measures aimed at improving the quality of services for customers.

¹ https://forbes.kz/actual/stats/kak_vyiglyadyat_sovetyi_direktorov_kompaniy_v_kazahstane/

❖ The number, frequency and duration of meetings of the Board of Directors, including the ratio of in-person and absent voting meetings, meets the needs of the Bank. Members of the Board of Directors intend to continue to work in a hybrid mode (2-3 in-person meetings in the face-to-face format, 2-3 in-person meetings in the videoconference format).

❖ The Board of Directors and the Management Board are recommended to increase the number of communications in the form of working meetings (for example, at the meetings of committees under the Board of Directors) to hold in-depth sessions on implementation of business objectives and strategy of the Bank.

4. Results of assessing the efficiency of corporate procedures and document management:

❖ The existing corporate procedures allow the Board of Directors promptly respond to external and internal threats (pandemic, terrorist attacks, military conflicts, sanctions, etc.) and, if necessary, take measures to ensure the continuity of the Bank's operations.

❖ The process of organizing the preparation and holding of meetings of the Board of Directors is regulated in detail by the internal regulations of the Bank and describes the algorithms of work and logistics in a regular mode (without restrictions).

❖ The amended Document Preparation Rules related to the convening and holding of meetings of the Bank's Board of Directors had an impact on improving the quality and reducing the volume of paper materials for members of the Board of Directors (the volume of printed materials of the Board of Directors in paper form has decreased by 70% compared to the period of 2020-2021).

❖ Taking into account the experience of working in the COVID-19 pandemic, changes were made in corporate procedures in order to adapt them to the conditions in which the Bank operates (work in the remote access format, use of software for video meetings and workshops, restrictions on movement within the city/country, lack of opportunities for printing and physical signing of documents, etc.).

❖ In 2022 the Bank has launched the project for implementation of the new electronic document management system and automation of the work of collegial bodies to reduce paperwork and improve corporate procedures related to the preparation and holding of meetings of the Board of Directors, and also plans to implement functionality for signing documents using EDS.

❖ Internal documents and policies of the Bank (hereinafter - IRD), the development and/or approval of which is within the competence of the Board of Directors, comply with best practices and take into account the specifics of the Bank's activities. The Board of Directors regularly analyzes the Bank's IRD (consideration and approval whereof is within the competence of the Board of Directors) and considers proposals of the Management Board in order to bring them in line with the current legislation of the Republic of Kazakhstan, reduce bureaucratic norms and simplify corporate governance processes.

5. Results of the assessment of the functional areas of the Board of Directors work:

❖ In 2022, changes were made to the Bank's Corporate Governance Code in terms of implementation therein of the principles of sustainable development and expansion of functional duties of the Board of Directors aimed at achievement of the

sustainable development objectives in terms of: 1) determining approaches to integration of sustainable development factors into the Bank's strategy; 2) implementation of relevant ESG procedures and practices into the work of the Board of Directors; determining responsibilities of the Board of Directors committees in sustainable development issues; 3) approval of top-level internal documents of the Bank (policies) regulating ESG issues; 4) control over implementation of the ESG agenda.

❖ The Board of Directors resolved to transform the Social Issues Committee into the Sustainable Development Committee. During 2022, two in-person meetings of the Sustainable Development Committee were held, where the progress reports of the Action Plan for implementation of the sustainable development principles and objectives for 2022-2024 were heard.

❖ Materials submitted for meetings of the Board of Directors are complete, of high quality and contain the necessary and sufficient information on the agenda items for a member of the Board of Directors to make a reasoned decision. The procedures for preparing materials for meetings of the Board of Directors of the Bank are standardized and enshrined in the relevant IRD of the Bank, which is reviewed on a regular basis and adapted to changes in the processes of preparing and holding meetings of the Board of Directors of the Bank.

❖ To strengthen control over the implementation of the Strategy and development plans (programs) of the Bank, the Board of Directors at the site of the Strategic Planning Committee and within the framework of informal meetings of members of the Board of Directors and the Management Board arranges discussions on business, the Bank's Strategy, market trends in the short and long term, analysis of competitors in Kazakhstan and the countries of presence of Halyk Group.

❖ The Board of Directors determines and approves the key performance indicators of the Bank's top officials, regularly considers the implementation of key performance indicators by the Management Board of the Bank within the framework of the implementation of budgetary indicators and strategic objectives for the reporting period at least once every six months.

All members of the Board of Directors effectively participated in the activities of Halyk Bank JSC, objectively and conscientiously fulfilling their duties in the interests of Halyk Bank JSC and its shareholders.

Therefore, it appears that during the reporting period, the work of the Board of Directors of Halyk Bank JSC was carried out within the framework of implementation of Halyk Group Development Strategy for 2019-2021 and Halyk Group Development Strategy for 2022 - 2024, and the performance of the functions entrusted to them by the members of the Board of Directors was efficient.

Based on the above, it is proposed to take into account the report of the Board of Directors of Halyk Bank JSC on its activities for the reporting year 2022 and recognize its work, as well as the performance of functions by members of the Board of Directors as positive.

Item No.5 of the agenda: “On determination of the number of members of the Board of Directors of Halyk Bank JSC”.

Dear shareholders,

In accordance with Article 26 of the Charter of Halyk Bank JSC, determination of the number of members of the Board of Directors is referred to the exclusive competence of the General Shareholders' Meeting of Halyk Bank JSC.

By resolution of the Annual General Shareholders' Meeting of Halyk Bank JSC by absent voting without holding the General Shareholders' Meeting dated 22 May 2020 (Minutes No.43), the number of members of the Board of Directors of Halyk Bank JSC was determined in number of 7 (seven) persons.

Due to expiry of the term of office of the Board of Directors determined by the aforementioned Annual General Shareholders' Meeting of Halyk Bank JSC, it is necessary to determine the number of members of the new Board of Directors of Halyk Bank JSC.

Please also bear in mind that pursuant to Article 54-5 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” the number of members of the Board of Directors shall be not less than three persons and not less than thirty percent of the members of the Board of Directors of Halyk Bank JSC shall be independent directors.

Dear shareholders, taking into account the proposal of ALMEX Holding Group JSC, the major shareholder of Halyk Bank JSC and the Board of Directors of Halyk Bank JSC, it is proposed to determine the number of members of the Board of Directors of Halyk Bank JSC in number of 7 (seven) persons that will allow Halyk Bank JSC to comply with the requirements of the legislation of the Republic of Kazakhstan and high international standards in the area of corporate governance and professionalism.

Item No.6 of the agenda: “On determination of the term of office of the Board of Directors of Halyk Bank JSC”.

Dear shareholders,

The General Shareholders' Meeting in accordance with Article 26 of the Charter of Halyk Bank JSC is also entitled to determine the term of office of the Board of Directors of Halyk Bank JSC.

As far as you know, the term of office of the Board of Directors determined at the Annual General Shareholders' Meeting of Halyk Bank JSC without holding the General Shareholders' Meeting dated 22 May 2020 (Minutes No.43) is equal to 3 (three) years expiring as of the date of holding the General Shareholders' Meeting of Halyk Bank JSC.

In the course of preparation for the Annual General Shareholders' Meeting, ALMEX Holding Group JSC, the major shareholder of Halyk Bank JSC, proposed to determine a 3 (three) year term of office of the Board of Directors of Halyk Bank JSC expiring as of the date of holding the Annual General Shareholders' Meeting, where the new Board of Directors is elected.

Dear shareholders, in view of the foregoing, the Board of Directors of Halyk Bank JSC proposes to determine a 3 (three) year term of office of the Board of Directors of Halyk Bank JSC expiring as of the date of holding the Annual General Shareholders' Meeting, where the new Board of Directors of Halyk Bank JSC is elected.

Item No.7 of the agenda: “On election of members of the Board of Directors of Halyk Bank JSC”.

Dear shareholders,

Resolution of the item on election of new composition of the Board of Directors in accordance with Article 26 of the Charter of Halyk Bank JSC is also referred to the exclusive competence of the General Shareholders’ Meeting.

Halyk Bank JSC in its search for deserving candidates for the positions of directors has considered a large number of potential candidates, including non-residents - representatives of major international companies with extensive experience in finance, information technology and corporate governance.

Taking into account the proposal of ALMEX Holding Group JSC, the major shareholder of Halyk Bank JSC and at the same time the results of fruitful work of the members of the Board of Directors, whose term of office expired as of the date of holding the General Shareholders’ Meeting, the following candidates to the Board of Directors of Halyk Bank JSC are proposed:

Arman Galiaskarovich Dunayev	– Independent Director, member of the Board of Directors of JSC Halyk Bank JSC, Independent Director, member of the Board of Directors, Independent Director of Altyn Bank JSC (SB China Citic Bank Corporation Ltd), member of the Board of Directors, Independent Director of Halyk Finance JSC and Halyk Bank Georgia JSC
Mazhit Tuleubekovich Yessenbayev	– member of the Board of Directors of Halyk Bank JSC, Chairman of the Management Board of ALMEX Holding Group JSC
Hermann Tischendorf	– Independent Director, member of the Board of Directors of Halyk Bank JSC, Technical Director (CTO), Member of the Executive Board of MTN Group
Alexander Sergeevich Pavlov	– Independent Director, Chairman of the Board of Directors of Halyk Bank JSC
Piotr Romanowski	– Independent Director, member of the Board of Directors of Halyk Bank JSC
Franciscus Cornelis Wilhelmus (<i>Frank</i>) Kuijlaars	– Independent Director, member of the Board of Directors of Halyk Bank JSC, Chief Executive Officer of Eureka (Energy) Ventures BV

Umut Bolatkhanovna
Shayakhmetova

– member of the Board of Directors and Chairman
of the Management Board of Halyk Bank JSC

Herewith, it should be noted that the candidates Alexander Sergeevich Pavlov, Arman Galiaskarovich Dunayev, Frank Kuijlaars, Hermann Tischendorf and Piotr Romanowski are proposed to the Board of Directors as Independent Directors, and the candidate Mazhit Tuleubekovich Yessenbayev is proposed to the Board of Directors as the representative of the shareholder of Halyk Bank JSC - ALMEX Holding Group JSC.

Information on the candidates to members of the Board of Directors is contained in the materials provided to you.

Dear shareholders, in view of the foregoing, the Board of Directors of Halyk Bank JSC proposes to elect the following persons as members of the Board of Directors of Halyk Bank JSC: Alexander Sergeevich Pavlov, Piotr Romanowski, Arman Galiaskarovich Dunayev, Hermann Tischendorf and Frank Kuijlaars as Independent Directors, Mazhit Tuleubekovich Yessenbayev as the representative of ALMEX Holding Group JSC, Umut Bolatkhanovna Shayakhmetova.

ARMAN GALIASKAROVICH DUNAYEV

born in 1966, a citizen of the Republic of Kazakhstan

Educational background:

In 1988, Mr. Dunayev graduated from the Kazakh State University named after S.Kirov with the qualification “Economist, Lecturer of Political Economy”, and in 1991 defended the dissertation in Moscow State University named after M.Lomonossov and obtained a degree of Ph.D. in Economics.

Affiliation with Halyk Bank JSC

In accordance with Article 2-1 of the Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan”, he is not affiliated with Halyk Bank JSC.

Employment history, including for the last three years:

1991-1992 - Economic Consultant, “Service-Center” Scientific and Technical Association;

1992-1993 - Chief Specialist, Head of Foreign Economic Relations Desk of the Governor of Chimkent Regional Administration;

1993-1997 - Chief Specialist of Financial Desk, Head of Foreign Relation Desk, Deputy Head of Investment Project Desk, Head - Investment Director of Investment Project Desk, Head of Investment Program Division, Kazakhstan Holding Company Astana-Holding;

1997-1998 - Director of Investment Program Division, KHC Astana-Holding;

1998-2000 - Head of Investment and International Program Division, Head of International Financial Institutions Division of Bank TuranAlem OJSC;

2000-2002 - Acting Director of State Debt and Lending Department, Director of State Borrowing Department, Vice-Minister of Finance of the Ministry of Finance of the Republic of Kazakhstan;

2002-2003 - Vice-Minister of the Ministry of Economy and Budget Planning of the Republic of Kazakhstan;

2003-2004 – CEO of National Innovation Fund JSC;

2004-2006 - First Vice-Minister of Finance of the Republic of Kazakhstan, Minister of Finance of the Republic of Kazakhstan of the Ministry of Finance of the Republic of Kazakhstan;

2006-2008 – Chairman of the Agency of the Republic of Kazakhstan for Regulation and Supervision of Financial Market and Financial Organizations;

2008 – CEO of Kazyna Sustainable Development Fund JSC;

2008-2011 – Deputy CEO of Samruk-Kazyna National Welfare Fund JSC;

2009-2011 - Chairman of the Board of Directors of BTA Bank JSC;

2009-2013 - Deputy Chairman of the Board of Directors of Sekerbank;

2011-2012 – CEO Advisor of Samruk-Kazyna NWF JSC;

2008-2016 - Chairman of the Board of Directors of Distressed Assets Fund JSC (Baiterek Development JSC);

September 2013–present - Independent Director, member of the Board of Directors

of Halyk Bank JSC;

November 2014-June 2018 - Chairman of the Board of Directors, Independent Director of Altyn Bank JSC;

June 2018–present - member of the Board of Directors, Independent Director of Altyn Bank JSC;

February 2016 - August 2018 - member of the Board of Directors, Independent Director of Halyk-Life JSC;

February 2016–present - member of the Board of Directors, Independent Director of Halyk Finance JSC;

August 2018-present - member of the Board of Directors, Independent Director of Halyk Bank Georgia JSC.

Note: The candidate is proposed for the election as the member of the Board of Directors, Independent Director of Halyk Bank JSC. The candidate is not a shareholder of Halyk Bank JSC and not proposed (not recommended) for election to the Board of Directors of Halyk Bank JSC as a representative of shareholder of Halyk Bank JSC.

MAZHIT TULEUBEKOVICH YESSENBAYEV

born in 1949, a citizen of the Republic of Kazakhstan

Educational background:

In 1972, Mr. Yessenbayev graduated from the Kazakh Polytechnic Institute named after V.I. Lenin. and obtained professional qualification “Mining Engineer-Economist”. In 1978 completed full-time postgraduate study of the Council for Study of Productive Forces under the USSR State Planning Committee and obtained Ph.D. in Economics degree and Associate Professor title.

Affiliation with Halyk Bank JSC

In accordance with Article 2-1 of the Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan”, he is affiliated with Halyk Bank JSC.

Employment history, including for the last three years:

1972-1975 - Economist of the Economic Research Institute for Planning and Regulations under the State Planning Committee of the Kazakh SSR;

1975-1978 - postgraduate of the Council for Study of Productive Forces under the USSR State Planning Committee;

1979-1981 - Junior Research Scientist of the Economic Research Institute for Planning and Regulations under the State Planning Committee of the Kazakh SSR;

1981-1989 – Lecturer, Senior Lecturer, Associate Professor, Head of Department of Karaganda Pedagogical Institute;

1989-1991 - Deputy Head of the Central Planning and Economic Department of Executive Committee of Karaganda Regional Council of People's Deputies;

1991-1992 - Deputy Chairman of Executive Committee of the Karaganda Regional Council of People's Deputies;

1992-1994 - Deputy Head of Karaganda Regional Administration - Chairman of the Committee for Economics and Finance;

1994-1996 - Head of the Primary Tax Inspectorate of the Ministry of Finance of the Republic of Kazakhstan, First Deputy Minister of Finance of the Republic of Kazakhstan;

1996-1997 - Chairman of the State Tax Committee of the Ministry of Finance of the Republic of Kazakhstan, Chairman of the Tax Committee of the Ministry of Finance of the Republic of Kazakhstan;

1997-1999 - Karaganda Region Governor;

1999-2002 - Minister of Finance of the Republic of Kazakhstan;

2002-2003 - Minister of Economy and Trade of the Republic of Kazakhstan, Minister of Industry and Trade of the Republic of Kazakhstan;

2003-2004 - Assistant to the President of the Republic of Kazakhstan;

2004-2008 - Akmola Region Governor;

2008-2012 - Chairman of the Agency of the Republic of Kazakhstan for Protection of Competition;

2012-2013 - Chairman of the Customs Control Committee of the Ministry of Finance of the Republic of Kazakhstan;

2013-2014 - Advisor to the Chairman of the Board of Directors - General Representative of Halyk Bank JSC;

From February 2014-present – CEO, member of the Board of Directors of ALMEX Holding Group JSC;

From April 2014-present - member of the Board of Directors of Halyk Bank JSC as representative of the shareholder - ALMEX Holding Group JSC.

Note: The candidate is proposed for election as a member of the Board of Directors as a representative of shareholder of Halyk Bank JSC - ALMEX Holding Group JSC.

HERMANN TISCHENDORF

born in 1971, a citizen of the Republic of Austria

Educational background:

Karl-Franzens-Universität Graz, Master of Economics specializing in research of operations and Information/Data Sciences (1998).

University of California, Los Angeles – The Anderson School of Management, Economics, International Finance, Money Markets, Macroeconomics (1997).

The Wharton School Executive Education - Fintech Revolution: Transformative Financial Services and Strategies (2021).

Affiliation with Halyk Bank JSC

In accordance with Article 2-1 of the Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan”, he is not affiliated with Halyk Bank JSC.

Employment history, including for the last three years:

From May 2012 to October 2016 Mr. Tischendorf served as the Chief Information Officer (CIO), Managing Director, member of the Management Board of Eurasian Bank JSC, Almaty, Kazakhstan.

From October 2017 to August 2019 - Chief Technology Officer (CTO), member of the Executive Committee - Chief Technology Officer in SMARTNet LLC (SmartPay), Ho Chi Minh City, Vietnam.

From October 2018 to August 2019 served as the Chief Information Officer (CIO) of IT-Department, member of the Executive Board (SMARTnet/SmartPay - owning company) in FEC VPBank Finance Company LLC, Ho Chi Minh City, Vietnam.

From November 2019 to July 2021 - Technical Director (CTO), member of the Executive Board of 4Finance Group, Riga, Latvia.

October 2016-present - Senior Partner, Chief Technology Officer (CTO) in MARFOR International Advisory, New York and Jacksonville, USA.

November 2019-present - Chief Technology Officer (CTO), member of the Executive Board in MTN Group, Republic of South Africa, Johannesburg.

Note: The candidate is proposed for the election as the member of the Board of Directors, Independent Director of Halyk Bank JSC. The candidate is not a shareholder of Halyk Bank JSC and not proposed (not recommended) for election to the Board of Directors of Halyk Bank JSC as a representative of shareholder of Halyk Bank JSC.

ALEXANDER SERGEEVICH PAVLOV

born in 1953, a citizen of the Republic of Kazakhstan

Educational background:

In 1974, Mr. Pavlov graduated from the Belarusian State Institute of National Economy named after V.V. Kuybyshev majoring in economics and in 1991 from the Academy of Social Sciences under the Central Committee of the Communist Party of the USSR majoring in political science.

Affiliation with Halyk Bank JSC

In accordance with Article 2-1 of the Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan”, he is not affiliated with Halyk Bank JSC.

Employment history, including for the last three years:

1974-1975 - Senior Economist of Pavlodar Regional Financial Desk;
1976-1987 - Deputy Head of Financial Desk, Head of the Planning and Economical Desk of Pavlodar Tractor Plant named after I.I. Lenin;
1987-1991 - Head of Pavlodar Regional Financial Division;
1991-1994 - Deputy Chairman of the Pavlodar Regional Executive Committee, from 1992 - Deputy Head of Pavlodar Regional Administration on Economic Reform Issues;
1994 - Head of the Primary Tax Inspectorate - First Deputy Minister of Finance of the Republic of Kazakhstan;
1994-1996 - Minister of Finance of the Republic of Kazakhstan;
1996-2000 - Deputy Prime-Minister - Minister of Finance of the Republic of Kazakhstan, First Deputy Prime Minister of the Republic of Kazakhstan
2001-2002 - Deputy Chairman of the Board of Directors, CEO of Kazakhmys Corporation JSC;
2002 - Deputy Prime Minister, Minister of Finance of the Republic of Kazakhstan;
2002-2003 - First Deputy Prime Minister of the Republic of Kazakhstan;
From 2004 - Adviser to the President of the Republic of Kazakhstan;
From March 2004-present - Chairman of the Board of Directors of Halyk Bank JSC, Independent Director.

Additional information:

Mr. Pavlov headed the Small Business Development Commission and the Higher Scientific and Technical Commission under the Government of the Republic of Kazakhstan. He was elected to the National Council for Sustainable Development of the Republic of Kazakhstan. From September 2001 - member of the Council of Entrepreneurs under the President of the Republic of Kazakhstan, from September 2007 – member of the Council of National Investors under the President of the Republic of Kazakhstan.

Note: The candidate is proposed for the election as the member of the Board of

Directors, Independent Director of Halyk Bank JSC. The candidate is not a shareholder of Halyk Bank JSC and not proposed (not recommended) for election to the Board of Directors of Halyk Bank JSC as a representative of shareholder of Halyk Bank JSC.

PIOTR ROMANOWSKI

born in 1969, a citizen of the Republic of Poland

Educational background:

2017 - Harvard Business School, Cambridge, Massachusetts, USA, data analytics program.

2016 - Singularity University, Mountain View, California, USA, executive program.

1995-1997 - Cambridge University, Cambridge, UK. Obtained a Ph.D. degree in Molecular Biology from the Wellcome Cancer Research Institute/CRC:

- dissertation was prepared during 2 years and 9 months (4 years in average for Cambridge University);

- published several articles in peer-reviewed journals (cell, pnas etc.);

- patented the use of anti-msm antibodies for cancer detection, patent rights were sold to SmithKline Beecham.

1987-1994 - Gdansk Medical Academy, Gdansk, Poland. In May 1995 obtained a Ph.D. degree in cancer genetics.

Affiliation with Halyk Bank JSC:

In accordance with Article 2-1 of the Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan”, he is not affiliated with Halyk Bank JSC.

Employment history, including for the last three years:

1998-2008 – Consultant, McKinsey & Company, Warsaw, Poland;

1998-2004 – Manager/Senior Manager;

2005-2008 - Partner of the Company;

2008-2009 – member of the Management Board, supervising the corporate banking branch of Bank Millennium, Warsaw, Poland;

From 2009 - First Foreign Investor in Selvita & Ryvu Therapeutics, Krakow, Poland;

From 2011 - Chairman of the Supervisory Board;

2011-2014 - Partner, Leader of Financial Services in Central and Eastern Europe/CIS countries of PwC, Warsaw, Poland;

2014-2018 - Advisor in PwC on Central and Eastern Europe/CIS countries;

2017-2018 – Customer Market Leader in the CIS countries;

2019-present - Chairman of the Board of Directors of Ryvu Therapeutics, Krakow, Poland, a publicly listed biotechnology company;

22 May 2020-present - member of the Board of Directors, Independent Director

of Halyk Bank JSC;

February 2021-present - Chairman of the Board of Directors of Kevin EU, UAB (Lithuania) and member of the Board of Directors, Independent Director of Bank Credit Dnepr JSC (Ukraine).

Additional information:

Mr. Romanowski has a 10-year private equity experience in technology, biotechnology and advanced technology.

Languages: fluent Polish (native speaker), English and Russian, basic skills in German.

Note: The candidate is proposed for the election as the member of the Board of Directors, Independent Director of Halyk Bank JSC. The candidate is not a shareholder of Halyk Bank JSC and not proposed (not recommended) for election to the Board of Directors of Halyk Bank JSC as a representative of shareholder of Halyk Bank JSC.

FRANK KUIJLAARS

born in 1958, a citizen of the Kingdom of the Netherlands

Educational background:

Mr. Kuijlaars obtained a Master of Laws degree from Erasmus University, Rotterdam, the Netherlands. He thereafter completed the Bank & Insurance certification from the Dutch Institute for Banks and Insurance Companies and followed several postgraduate programs at international institutions like Fontainebleau (France); Cambridge University (UK); Harvard Business School (USA).

Affiliation with Halyk Bank JSC

In accordance with Article 2-1 of the Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan”, he is not affiliated with Halyk Bank JSC.

Employment history, including for the last three years:

During his almost 25-year career at ABN AMRO and later at RBS, until 2008, he has held a number of senior positions: Head of Corporate & Investment banking in Belgium, Regional Manager in Brazil, Country Manager in Russia and Brazil etc. Mr. Kuijlaars was also a member of the Supervisory Board in Russia, Kazakhstan and Uzbekistan. After his appointment to the position of Corporate Executive Vice President in 2001, besides running the Banks Global Energy Business, he later became a member of the Executive Committees for Europe, Central & Eastern Europe Middle East and Africa and the Corporate & Investment Banking. He is an advisor to several international institutions and was the longest serving foreign member of the Council of Foreign Investors under the President of the Republic of Kazakhstan. From 2006-2017, Mr. Kuijlaars was Independent Director, member of the Board of Directors of KazMunayGas National Company JSC. From 2012 to 2017, Mr. Kuijlaars serves as the Independent Director of Amsterdam Trade Bank. Since 2009, Mr. Kuijlaars is the Independent Director, a member of the Board of Directors of Halyk Bank JSC and Chief Executive Officer of Eureka (Energy) Ventures BV.

Note: The candidate is proposed for the election as the member of the Board of Directors, Independent Director of Halyk Bank JSC. The candidate is not a shareholder of Halyk Bank JSC and not proposed (not recommended) for election to the Board of Directors of Halyk Bank JSC as a representative of shareholder of Halyk Bank JSC.

UMUT BOLATKHANOVNA SHAYAKHMETOVA

born in 1969, a citizen of the Republic of Kazakhstan

Educational background:

In 1993, Umut Bolatkhanovna graduated from the People's Friendship University of Russia named after P.Lumumba (Moscow) and obtained professional qualification "Bachelor of Economic Science". In 1996 - a graduate of Rutgers University (USA, New Jersey), MBA degree.

Affiliation with Halyk Bank JSC

In accordance with Article 2-1 of the Law of the Republic of Kazakhstan "On Banks and Banking Activities in the Republic of Kazakhstan", she is affiliated with Halyk Bank JSC.

Employment history, including for the last three years:

1997-1998 - Specialist of Project Financing Division, Financial Analyst of ABN AMRO Bank Kazakhstan CJSC;

1998-2000 – CEO, ABN AMRO Asset Management (Pension Asset Management Company);

2000 - Managing Director, Halyk Bank OJSC;

2000-2004 - Deputy CEO of ABN AMRO Bank Kazakhstan CJSC;

2004-2009 - Deputy CEO for Lending of Halyk Bank JSC;

January 2009-present – CEO of JSC Halyk Bank;

April 2009-present – member of the Board of Directors of Halyk Bank JSC;

May 2011- February 2021 was a President of the Kazakhstan Gymnastics Federation;

In June 2015, she was elected as the Chairperson of the Regional Council of Business Women under the Chamber of Entrepreneurs of Almaty;

In June 2016, she was elected as the Chairperson of the Financial Sector Committee under the Presidium of the National Chamber of Entrepreneurs "Atameken" and the Chairperson of the Regional Council of UnionPay International in Eastern Europe, Central Asia, Russia and the Caucasus;

From 2018-present - member of the Board of Directors, representative of Halyk Bank JSC in Altyn Bank JSC;

From 2019 - member of the Regional Council of Business Women under the Chamber of Entrepreneurs of Almaty and member of the Advisory Board of MasterCard Europe.

Note: The candidate is proposed for election as a member of the Board of Directors of Halyk Bank JSC. The candidate is not a shareholder of Halyk Bank JSC and not proposed (not recommended) for election to the Board of Directors of Halyk Bank JSC as a representative of shareholder of Halyk Bank JSC.

Item No.8 of the Agenda: “On approval of the restated Charter of Halyk Bank JSC”.

Dear shareholders,

In accordance with Article 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” and Article 26 of the Bank’s Charter, consideration and adoption of resolutions on approval of the restated Charter of Halyk Bank JSC is referred to the exclusive competence of the General Shareholders’ Meeting.

The provided materials contain the draft restated Charter of Halyk Bank JSC in Kazakh and Russian languages.

Current version of the Charter of Halyk Bank JSC is available for review on the Bank’s corporate website.

The restated Charter of Halyk Bank JSC shall be approved for the following reasons:

- 1) change in the legislation of the Republic of Kazakhstan;
- 2) change in the full name of the Bank;
- 3) earlier amendments entered to the Charter of Halyk Bank JSC constitute more than fifty percent of the Charter’s text in its original version. The current version of the Charter of Halyk Bank JSC was approved in 2006. During this period, 13 resolutions were adopted amending the Charter. This fact makes it difficult to use the current version of the Charter.

Basic amendments of the Charter of Halyk Bank JSC are listed below.

With regard to the competence of the General Shareholders’ Meeting:

- 1) a new concept of split of shares shall be launched. A split of shares is an increase in number of placed shares. Adoption of resolution on a split of shares is referred to the competence of the General Shareholders’ Meeting. In this regard, its competence shall be supplemented by adoption of resolutions on split of shares;
- 2) placement (sale) of shares without applying the pre-emptive right in certain cases shall be provided for. The procedure, limited number and time limits of placement (sale) of such shares shall be determined by the General Shareholders’ Meeting. This right is included into the competence of the General Shareholders’ Meeting;
- 3) Powers of the General Shareholders’ Meeting shall be expanded by adding the right to adopt resolutions on the issue of non-governmental bonds without maturity and on determination of terms and conditions of issue thereof;

With regard to the competence of the Board of Directors:

- 1) The competence of the Board of Directors shall be supplemented by the right to adopt resolutions on the form of holding the General Shareholders’ Meeting;
- 2) The Board of Directors shall be authorized to adopt resolutions on placement (sale) of shares of the Bank or other securities convertible into common shares of the Bank, without application of the pre-emptive right in certain cases based on the resolution of the General Shareholders’ Meeting;

With regard to the shareholders’ rights:

- 1) the current legislation vests the right of shareholders to receive information on the Bank’s operations. At the same time, the Bank may refuse to provide information if it is:

published on the Internet site of the financial statements depository as of the date of shareholder's request;

requested for the second time within the last three years (provided that the information previously requested by a shareholder was provided in full);

related to the past periods of the Bank's activities (more than three years before the date of shareholder's request), except for information on transactions performed as of the date of shareholder's request;

2) payment of dividends on common shares not more than twice a year based on the resolution of the General Shareholders' Meeting shall be provided for;

With regard to other provisions of the Charter:

1) the Bank may keep the documents of the Bank both in electronic form and in hard copy;

2) the word "Savings" shall be excluded from the full name of the Bank. Now the full name of the Bank shall be "Halyk Bank Joint Stock Company".

Dear shareholders, in view of the foregoing, the Board of Directors of Halyk Bank JSC proposes to:

1) approve the restated Charter of the Bank attached to the materials of this Annual General Shareholders' Meeting of Halyk Bank JSC;

2) authorize Umut Bolatkhanovna Shayakhmetova, CEO of the Bank to sign the restated Charter of the Bank;

3) to invalidate the Charter of Halyk Savings Bank of Kazakhstan Joint Stock Company approved by Resolution of the General Shareholders' Meeting No. 22 dated 20 December 2006 (with all amendments and supplements);

4) re-register the Bank in connection with the change in the Bank's name.

**CHARTER
OF HALYK BANK
JOINT STOCK COMPANY**

Approved by resolution
of the General Shareholders' Meeting
of Halyk Bank JSC
(No. ____ dated ____ 2023)

Almaty, 2023

This Charter determines the legal status, organization, functioning, reorganization and liquidation of Halyk Bank of Kazakhstan Joint Stock Company, hereinafter referred to as the “Bank”, along with the rights, responsibilities, protection of rights and interests of shareholders and third parties, the authorities and responsibilities of the Bank’s bodies and authorized persons.

This Charter has been developed and approved in a new wording in consistency with the Constitution of the Republic of Kazakhstan, Law of the Republic of Kazakhstan No.2444 “On Banks and Banking Activities in the Republic of Kazakhstan” dated 31 August 1995 (hereinafter referred to as the “Banking Law”), Law of the Republic of Kazakhstan No. 415 “On Joint Stock Companies” dated 13 May 2003 (hereinafter referred to as the “Law”) and other statutory instruments of the Republic of Kazakhstan

Chapter I. General provisions

Article 1. Bank’s name

1) The Bank’s full name is:

- a) in Kazakh: «Қазақстан Халық Банкі» акционерлік қоғамы;
- b) in Russian: акционерное общество «Народный Банк Казахстана»;
- c) in English: Halyk Bank of Kazakhstan Joint Stock Company.

2. The Bank’s abbreviated name is:

- a) in Kazakh: «Қазақстан Халық Банкі» АҚ;
- b) in Russian: АО «Народный Банк Казахстана»;
- c) in English: Halyk Bank JSC.

Article 2. Legal status of the Bank

1. The Bank shall act as a legal entity in accordance with the legislation of the Republic of Kazakhstan, have separate property on the right of property ownership, and shall be responsible for its obligations with its property, may acquire and execute proprietary and private non-proprietary rights and obligations on its behalf, act as a plaintiff and a defendant in a court.

The official status of the Bank shall be determined by the state registration of the Bank as a legal entity with registering authorities of the Republic of Kazakhstan and by the banking operations license issued by the authorized governmental authority (the “Competent Authority”).

2. The Bank’s property form is private.

3. The Bank shall be entitled to acquire the stakes in authorized capitals or the shares of legal entities as well as establish legal entities within and beyond the Republic of Kazakhstan in accordance with the legislation of the Republic of Kazakhstan.

4. The Bank shall operate guided by the Constitution of the Republic of Kazakhstan, the legislation of the Republic of Kazakhstan, this Charter, and other internal rules of the Bank.

Article 3. Responsibilities of the Bank and its shareholders

1. The Bank shall be responsible for all its obligations to the extent of its property.
2. The Bank shall not be responsible for any obligations of its shareholders.
3. The shareholders shall not be responsible for the obligations of the Bank and shall bear the risk of loss associated with the Bank's operations only to the extent of their shareholdings except as otherwise provided for by the statutory instruments.
4. The Bank shall not be responsible for obligations of the State and likewise the State shall not be responsible for obligations of the Bank unless stipulated otherwise by the provisions of the Law and where the Bank or the State have expressly assumed such obligations.

Article 4. Branches and representative offices of the Bank

1. By resolution of the Bank's Board of Directors, the Bank shall be entitled to establish branches and representative offices within and beyond the Republic of Kazakhstan. The Bank's branches and representative offices shall not be legal entities and shall act on behalf of the Bank based on their Regulations approved by the Bank's Board of Directors.
2. Heads of branches and representative offices shall act based on powers of attorney issued thereto by the Bank.
3. Branches and representative offices of the Bank shall be established and liquidated consistently to the legislation of the Republic of Kazakhstan and of the jurisdictions where such offices are domiciled.

Article 5. Subsidiaries of the Bank

1. The Bank may establish or acquire subsidiary companies within and beyond the Republic of Kazakhstan subject to preliminary approval by the Competent Authority.
2. Subsidiaries of the Bank shall be established and liquidated in accordance with the legislation of the Republic of Kazakhstan and of the jurisdictions where the subsidiaries are domiciled.

Article 6. Location of the Bank's Management Board

40, Al-Farabi Avenue, A26M3K5, Medeu District, Almaty, Republic of Kazakhstan.

Chapter II. Bank's operations

Article 7. Types of operations of the Bank

1. The Bank shall be aimed at gaining income as a result of its legitimate activities.
2. The Bank shall conduct all or certain banking and other operations subject to the license issued by the Competent Authority as required by the legislation of the Republic of Kazakhstan.

The Bank shall conduct banking and other operations in both local and foreign currencies subject to the license issued by the Competent Authority for banking and other operations in local and foreign currencies.

3. The Bank shall be entitled to conduct all and certain professional operations at the securities market as stipulated by the legislation of the Republic of Kazakhstan, in the manner and on the terms stipulated by the legislation of the Republic of Kazakhstan.

4. The Bank shall carry out professional training, retraining, and professional development of the Bank's employees and third parties in the manner stipulated by the legislation of the Republic of Kazakhstan.

5. The Competent Authority shall issue the license in accordance with the legislation of the Republic of Kazakhstan for one or more compatible professional operations in the securities market.

6. The Bank shall be entitled to conduct other types of operations not prohibited by the legislation of the Republic of Kazakhstan.

Should any particular operations require special permission (license, certificate) from competent authorities (licensor), the Bank may only perform such operations after obtaining in a due manner the relevant permission (license, certificate) and complying therewith.

Chapter III. Bank's property and capital

Article 8. Bank's property

1. The Bank's property shall be owned by the Bank on the right of ownership.

2. The Bank's property shall be composed of:

a) considerations received for issued shares at their placement;

b) operating revenue;

c) any other property acquired otherwise, in accordance with the legislation of the Republic of Kazakhstan.

Article 9. Authorized capital and shareholders' equity of the Bank

1. The authorized capital shall be established to ensure the Bank's sustainable operations and shall be formed from considerations received from the placement of its shares.

2. The authorized capital of the Bank may be increased by the placement of authorized shares of the Bank.

3. The Competent Authority shall determine the calculation methodology of the shareholders' equity, the value of the Bank's assets, reserves (provisions) on granted loans, and other assets.

Article 10. Reserve capital of the Bank

1. To cover the Bank's loss from its operations and any related loss, the Bank shall establish the reserve capital in the amount not less than the minimum amount required by the Competent Authority.
2. The reserve capital shall be established using the net income of the Bank before payment of dividends on common shares. The amount of the reserve capital and annual contributions shall be determined by the Annual General Shareholders' Meeting of the Bank.

Article 11. Distribution of net income

Pursuant to the resolution of the Annual General Shareholders' Meeting of the Bank, the net income of the Bank (generated from time to time after tax and other obligatory payments to budget) shall be used to establish (replenish) the capital reserves of the Bank, shall be distributed among the shareholders in the form of dividends in accordance with the priority rights of preferred shareholders, and may also be used to support the Bank's development or for other purposes as may be approved by the resolution of the General Shareholders' Meeting.

Article 12. Shares of the Bank

1. A share shall be a security issued by the Bank that certifies the following shareholders' rights depending on its type and category:
 - 1) to participate in the management of the Bank in the manner as provided for by the legislation of the Republic of Kazakhstan and this Charter;
 - 2) to receive dividends;
 - 3) for the portion of the property upon its liquidation;
 - 4) other rights stipulated by the Law and other legislative instruments of the Republic of Kazakhstan.
2. The Bank shall be entitled to issue common shares or common and preferred shares.
3. A common share shall give its shareholder the right to participate at the General Shareholders' Meeting with voting rights when approving any items submitted to voting at the General Shareholders' Meeting, the right to receive dividends upon availability of the Bank's net income, and also the right to receive any portion of the property remaining following the liquidation of the Bank, as prescribed by the legislation of the Republic of Kazakhstan.
4. The Bank shall issue preferred shares with a guaranteed dividend determined in accordance with Article 22-3 of this Charter.

The holder of a preferred share shall have a priority right over the holder of a common share to receive dividends at a pre-fixed guaranteed rate, established in accordance with Article 22-3 of this Charter, and a right to receive a portion of the property remaining after the Bank's liquidation in accordance with the procedures established by the Law.
5. The holder of a preferred share of the Bank shall be entitled to participate in the management of the Bank, if:

1) the General Shareholders' Meeting of the Bank is considering adopting a resolution that may restrict the rights of shareholders of preferred shares. Such resolution may be adopted only by the votes of at least two-thirds of the total issued (minus redeemed) preferred shares.

The matters, which if resolved, may limit the rights of the preferred shareholder include the following:

reduction of amount or change of procedure for calculation of the amount of dividends to be paid on the preferred shares;

change of the procedure for payment of dividends on the preferred shares;

exchange of the preferred shares for the common shares of the company;

split of the preferred shares;

2) the General Shareholders' Meeting of the Bank shall consider the item on approval of changes in the methodology for determining the value of the preferred shares at their redemption by the Bank at the informal market, in accordance with the Law;

3) dividends on preferred shares have not been paid in full within three months of the due date established for its payment, except in cases where a dividend is not accrued on the grounds established by the Law and other legislative instruments of the Republic of Kazakhstan;

4) the General Shareholders' Meeting of the Bank is considering reorganization or liquidation of the Bank.

6. The Bank may issue preferred shares, with the issue prospectus providing for the right of the Bank's Management Board not to accrue dividends on preferred shares where the distribution of dividends on the shares may reduce the prudential standards lower than those specified in the regulation of the Competent Authority.

Article 13. Other securities of the Bank

1. In order to raise additional funds the Bank shall be entitled to issue bonds and derivative securities, in accordance with the legislation of the Republic of Kazakhstan regulating the securities market.

2. The terms and conditions of bond issues, interest payments thereon, repayment and utilization of proceeds from their sale shall be determined by the Board of Directors, the prospectus of issue (terms of issue), in accordance with the legislation of the Republic of Kazakhstan.

3. The conditions and procedure for issue of derivative securities shall be determined by the Board of Directors, the relevant prospectus of issue (terms of issue) in accordance with the legislation of the Republic of Kazakhstan.

Article 14. Terms of placement and repurchase of securities of the Bank

1. Shares of the Bank shall be placed in accordance with the legislation of the Republic of Kazakhstan and the Bank's internal rules.

2. A person who has not paid the Bank in full for its shares is not recognized as a shareholder of the Bank.

3. Shares that are not fully paid up and shares repurchased by the Bank shall not confer voting rights or rights to dividends.
4. The repurchase of placed shares by the Bank shall be governed by the legislation of the Republic of Kazakhstan and the internal rules of the Bank.
5. The Bank shall be entitled to repurchase shares from a shareholder (with the consent of the shareholder) for further resale or other purposes that are not contradictory to the legislation of the Republic of Kazakhstan and this Charter and subject to any restrictions established by the legislation of the Republic of Kazakhstan. During the repurchase period, any distribution of net income, voting, or quorum determination at the General Shareholders' Meeting shall be made without reference to the shares being repurchased by the Bank.
6. The repurchase of placed shares at the Bank's initiative shall be made by virtue of a resolution of the Board of Directors, unless otherwise directed by the Law and (or) this Charter.

If the number of shares repurchased at the Bank's initiative exceeds one percent of its total number prior to the execution of the share sale and purchase agreement(s), the Bank shall be required to disclose such repurchase to its shareholders by publishing in Kazakh and Russian on the website of the Financial Reporting Depository defined in accordance with the legislation of the Republic of Kazakhstan on accounting and financial reporting (the “Financial Reporting Depository”) of announcement including the information on the type and amount of the repurchased shares, and the price, tenor and repurchase conditions.

Chapter IV. Shareholders of the Bank.

Rights and responsibilities of the Bank's shareholders

Article 15. Shareholders of the Bank

1. Shareholders of the Bank are legal entities and individuals.
2. The number and composition of the Bank's shareholders are not limited unless otherwise provided for by the legislation of the Republic of Kazakhstan.

Article 16. Rights of the Bank's shareholders

1. Shareholders of the Bank's common shares shall have the right:
 - 1) to participate in the management of the Bank as prescribed by the Law and/or this Charter;
 - 2) where holding individually or jointly with other shareholders five percent and more of the Bank's voting shares, to propose to the Board of Directors to add items to the agenda of the General Shareholders' Meeting in accordance with the Law;
 - 3) to receive dividends;
 - 4) to obtain information on the Bank's operations as well as to receive the financial statements of the Bank as prescribed by the General Shareholders' Meeting or this Charter except for the information as determined by the Law;

- 5) to obtain extracts confirming their ownership of securities of the Bank from the central depository or nominal holder;
- 6) to pledge or sell their own shares in accordance with the legislation of the Republic of Kazakhstan and this Charter;
- 7) to nominate candidates for the Board of Directors to the General Shareholders' Meeting;
- 8) to contest resolutions made by the Bank in a court of law;
- 9) when holding individually or jointly with other shareholders five and more percent of voting shares of the Bank, to address courts of justice on their behalf in cases stipulated by Articles 63 and 74 of the Law, with a claim to reimburse the Bank by officials of the Bank the loss caused to the Bank, and return to the Bank by officials of the Bank and (or) their affiliates of profit (income) received by them as a result of a decision (proposal) to conclude major transactions and (or) non-arm's length transactions;
- 10) when holding individually or jointly with other shareholders five and more percent of voting shares of the Bank, to obtain information on the amount of the annual remuneration of an individual member of the Board of Directors and (or) the Management Board of the Bank, subject to the simultaneous conditions as follows:
the court has determined that such member of the Board of Directors and (or) the Management Board of the Bank has deliberately misled the shareholders of the Bank for the purpose of obtaining profit (income) by a such member(s) or such member's affiliates;
if it is proved that unethical practices and (or) lack of action of such member of the Board of Directors and (or) the Management Board of the Bank have resulted in a loss for the Bank;
- 11) to appeal to the Bank by way of written requests on its operations, and to obtain reasonable answers within thirty calendar days from the date of receipt by the Bank of the request;
- 12) to a portion of the property upon liquidation of the Bank;
- 13) to make a preemptive purchase of shares or other Bank securities converted into shares, as prescribed by the Law;
- 14) to appeal to the state institutions to protect their rights and legal interests if the Bank's bodies act in violation of the standards of the legislation of the Republic of Kazakhstan and provisions of this Charter;
- 15) to participate in the adoption of a resolution by the General Shareholders' Meeting on change of the number of the Bank's shares or change of their type in the manner as required by the Law.

2. Shareholders of preferred shares shall have the right:

- 1) of privilege over the holders of common shares to receive dividends at a prefixed guaranteed rate established in accordance with this Charter;
- 2) to a portion of the property remaining upon liquidation of the Bank as prescribed by the Law;

- 3) to participate in the management of the Bank as set out in Article 12-5 of this Charter;
 - 4) to receive information about the Bank's operations, including the Bank's financial statements as prescribed by the General Shareholders' Meeting or this Charter, except for the information as defined by the Law;
 - 5) to receive extracts from the central depository or nominal holders confirming their right of ownership of the Bank's securities;
 - 6) to pledge and sell their shares in accordance with the legislation of the Republic of Kazakhstan and this Charter;
 - 7) to apply to the Bank by way of written requests on its operations, and to receive reasonable answers within thirty calendar days from the date of receipt by the Bank of the request;
 - 8) preemption right to buy preferred shares in the manner determined by the Law;
 - 9) to appeal to the state institutions to protect their rights and legal interests in the event of the Bank violating the standards of the legislation of the Republic of Kazakhstan or the provisions of this Charter.
3. A major shareholder of the Bank (a shareholder or a group of shareholders, acting by virtue of a joint agreement concluded among them, holding (in aggregate) ten or more percent of the Bank's voting shares) also shall have the right:
- 1) to demand the convocation of the Extraordinary General Shareholder' Meetings of the Bank or to appeal to a court of law with a claim seeking such convocation in case the Bank's Board of Directors refuses to convene such General Shareholders' Meeting;
 - 2) to demand the convocation of a meeting of the Bank's Board of Directors;
 - 3) to demand the audit of the Bank by an audit firm at its own expense.
4. Shareholders may have additional rights as provided for by this Charter.
5. The limitation of the rights of shareholders set forth in Clauses 1 and 3 of this article is not allowed.
6. The requirement stipulated by Sub-Clause 2) of Clause 1 of this Article is binding on the body or persons convening the General Shareholders' Meeting of the Bank.

Article 17. Duties of shareholders of the Bank

1. Shareholders of the Bank shall undertake to:
 - 1) pay for their shares in the manner, amount, and methods as prescribed by this Charter or by the Law;
 - 2) bring to the attention of the Bank the information on a non-arm's length transaction as prescribed by the legislation of the Republic of Kazakhstan;
 - 3) inform the central depository and/or nominal holder of shares about relevant changes in the information required for maintenance of the registers system of the Bank's shares within ten business days;
 - 4) keep confidential any information about the Bank or its operations that constitutes official, commercial or other confidential information protected by law;

5) fulfill other duties in accordance with the legislative instruments of the Republic of Kazakhstan.

2. Shareholders who are the Bank's affiliates, in accordance with the legislation of the Republic of Kazakhstan shall undertake to:

1) provide the Bank with information on their affiliation within seven days of the date of affiliation;

2) provide constitutive documents and other information required for determining the major participants in the Bank upon relevant request of the Competent Authority.

Article 18. Shares' disposal right. Transactions involving shares of the Bank.

1. Shareholders shall have the right to dispose of their shares without the consent of other shareholders in accordance with the legislation of the Republic of Kazakhstan.

2. Where a shareholder wishes to sell its shares, the Bank shall have the right to buy them on its own behalf or on behalf of a third party at a price exceeding the price proposed by the selling shareholder. If third parties wish to buy shares, their proposal should include information on the number of shares to be bought, the price, and information on the buyers.

3. A person, who, individually or jointly with its affiliates, intends to acquire at the secondary securities market thirty percent or more of the voting shares of the Bank or another number of voting shares of the Bank, with the result that this person, individually or jointly with its affiliates, will own thirty percent or more of voting shares of the Bank, shall send a relevant notification to the Bank thirty business days prior to the expected date of acquisition of voting shares of the Bank. The notification shall contain information on the number of acquired voting shares of the Bank and the proposed purchase price.

Article 19. Convertible securities

1. The Bank shall have the right to issue convertible securities.

2. The Bank may issue securities convertible to shares of the Bank up to the extent of the difference between the authorized and issued shares of the Bank.

3. The conditions, terms, and procedure for conversion of securities shall be determined by the prospectus of issue of convertible securities.

4. Converting the securities of the Bank to its common shares shall be made according to the legislation of the Republic of Kazakhstan.

Article 20. Exchange of the Bank's placed shares of one type for the Bank's shares of another type

1. The Bank may exchange the Bank's placed shares of one type for the Bank's shares of another type.

2. The conditions, terms and procedure for the exchange of the Bank's placed shares of one type for the Bank's shares of another type shall be determined by the General Shareholders' Meeting of the Bank.

Article 21. Pledge of shares and other securities of the Bank

1. Shareholders of the Bank shall have the right to pledge the Bank's securities.
2. A shareholder of the Bank shall have a voting right and a right to receive dividends on shares pledged unless otherwise provided for by the pledge conditions.
3. The Bank may take a pledge of its issued securities only if:
 - 1) the pledged securities are paid up in full;
 - 2) the total number of securities being pledged in favor of the Bank and securities already pledged in favor of the Bank does not exceed 25 percent of the Bank's issued shares, excluding the shares that were bought by the Bank;
 - 3) the pledge agreement is approved by the Board of Directors of the Bank.

Article 22. Dividends on shares

1. The Bank's Annual General Shareholders' Meeting shall resolve on payment of dividends on common shares at year-end and on payment of exceeded guaranteed rate of dividends on preferred shares.

The General Shareholders' Meeting of the Bank shall resolve on payment of dividends on common shares from undistributed profit of previous years.

Dividends on common shares may be paid by the Bank not more than twice a year based on resolution of the General Shareholders' Meeting in compliance with the requirements of the legislation of the Republic of Kazakhstan.

Payment of guaranteed rate of dividends on preferred shares of the Bank established by the Bank's Charter shall not require adoption of respective resolution by the General Shareholders' Meeting of the Bank and shall be made in the manner and terms stipulated by the Bank's Charter.

2. The General Shareholders' Meeting of the Bank shall determine the final dividend amount per common share of the Bank upon the proposal of the Bank's Board of Directors.
3. The guaranteed dividend amount per preferred share of the Bank shall be KZT 0.01.
4. Dividends on preferred shares shall be paid once a year.
5. The Bank shall notify the shareholders of preferred shares about dividend payments in the manner and on the terms determined by the Law.
6. The list of shareholders with a right to receive dividends shall be determined on the date prior to the date of commencement of dividend payment in accordance with the legislation of the Republic of Kazakhstan.
7. The Bank shall be entitled to distribute a certain percentage of the net income, after tax and other obligatory payments to the budget, among employees of the Bank including in the form of monetary remuneration or shares.

No dividends on common shares shall be paid until the dividends on preferred shares are paid in full to those shareholders who are entitled to receive dividends and have their relevant details included in the registering system of the Bank's shareholders.

8. No dividends on Bank's common and preferred shares shall be distributed as established by the Law and other legislative instruments of the Republic of Kazakhstan.

Chapter V. Bank's bodies

Article 23. Bank's bodies

1. The Bank shall be composed of the following bodies:

- 1) supreme authority: General Shareholders' Meeting;
- 2) management body: Board of Directors;
- 3) executive body: Management Board headed by its Chairman titled as the CEO (the "CEO").

2. The Bank may establish other bodies and committees in accordance with the legislation of the Republic of Kazakhstan, including credit committee (credit committees) that implements the internal credit policy of the Bank.

Article 24. General Shareholders' Meeting of the Bank

1. The General Shareholders' Meeting shall be the supreme body of the Bank. All shareholders' meetings except for the Annual meeting shall be called Extraordinary meetings.

2. The Annual General Shareholders' Meeting of the Bank shall be held within five months after end of the financial year. This time limit shall be deemed extended up to three months in case of failure to complete the audit of the Bank's activities during the reporting period.

3. The Annual General Shareholders' Meeting shall approve the Bank's audited annual financial statements, determine the procedure of distribution of net income of the Bank for the last financial year and the dividend per common share of the Bank, review appeals of shareholders in relation to actions of the Bank and its officials, and review results of consideration of such appeals.

The Annual General Shareholders' Meeting shall be entitled to review other items falling within the competence of the General Shareholders' Meeting in accordance with the Law and this Charter.

Article 25. Competence of the General Shareholders' Meeting

1. The following items shall fall within the exclusive competence of the General Shareholders' Meeting:

- 1) amendment or approval of the Charter in new wording;
- 2) approval of the Corporate Governance Code of the Bank and amendments thereto;
- 3) determination of the procedure, time limits and total placed (sold) shares of the Bank or other securities convertible into common shares of the Bank, without application of the pre-emptive right;
- 4) voluntary reorganization or liquidation of the Bank;

- 5) adoption of a resolution on any increase in the authorized shares of the Bank or any change in the type of unplaced authorized shares of the Bank;
- 6) determination of terms and conditions and conversion procedure of the Bank's securities and change thereto;
- 7) adoption of a resolution on the issue of securities convertible to common shares of the Bank;
- 8) adoption of a resolution on the exchange of placed shares of one type for shares of another type, determining the terms, conditions and procedure for such exchange;
- 9) adoption of resolution on a split of shares, determining the conditions, terms and procedure of such split;
- 10) adoption of resolution on issue of non-governmental bonds without maturity and determining the issue conditions thereof;
- 11) determination of the number and terms of office of the Counting Commission, election of its members or early termination of their powers;
- 12) determination of the quantity and termination dates of the powers of the Board of Directors, election (reelection) of members of the Board of Directors, and early termination of their powers as well as determination of amount and payment terms of remuneration and reimbursement of expenses to the members of the Board of Directors for execution of their duties;
- 13) appointment of an audit firm to undertake an audit of the Bank;
- 14) approval of the audited annual financial statements;
- 15) approval of the procedure for distribution of the Bank's net income for the reporting financial year, adoption of a resolution on payment of dividends on common shares and approval of amount of dividends per common share of the Bank;
- 16) adoption of a resolution on non-payment of dividends on common shares of the Bank;
- 17) adoption of a resolution on voluntary delisting of the Bank shares;
- 18) adoption of resolution on the Bank's participation in the establishment and activities of other legal entities or cessation of the membership (of shareholding) in other legal entities by way of transfer (acquisition) of a portion or several portions of assets, which constitute twenty-five and more percent of all the assets owned by the Bank;
- 19) determination of the form of the Bank's notification to the shareholders on the convocation of the General Shareholders' Meeting;
- 20) approval of the share price calculation method where the Bank repurchases shares at the informal market in accordance with the Law and amendments and supplements thereto;
- 21) approval of the agenda of the General Shareholders' Meeting;
- 22) approval of incentive programs for the Bank's employees, members of the Management Board or the Board of Directors, including provision of the Bank's share option or other share-based payments and amendments thereto;

23) adoption of resolution on the Bank's entering into a major transaction which stipulates that the Bank acquires or alienates (might acquire or alienate) the property with the value of fifty percent and more of the total carrying value of the Bank's assets as of the date of adopting the resolution on entering into the transaction resulting in the acquisition or alienation (probable acquisition or alienation) of fifty percent and more from the total carrying value of the Bank's assets;

24) other items falling within the exclusive competence of the General Shareholders' Meeting as prescribed by the Law and (or) this Charter.

2. Resolutions of the General Shareholders' Meeting on the matters set forth in Clauses 1-(2) – (5) and 1-(20) of this article shall be adopted by a qualified majority out of total voting shares of the Bank.

Resolution of the General Shareholders' Meeting on the item indicated in Clause 1-(10) of this article shall be adopted by a simple majority out of the total voting shares of the Bank.

Resolutions of the General Shareholders' Meeting on other items shall be adopted by a simple majority of votes out of total voting shares of the Bank, participating in voting, unless otherwise stipulated by the Law.

3. Items that fall within the exclusive competence of the General Shareholders' Meeting may not be transferred to other bodies, officials or employees of the Bank, unless otherwise provided for by the legislative instruments of the Republic of Kazakhstan.

4. The General Shareholders' Meeting shall be entitled to cancel any resolution of other bodies of the Bank on items related to the Bank's internal operations.

Article 26. Procedure for convocation and preparation of the General Shareholders' Meeting

1. The Annual General Shareholders' Meeting shall be convened by the Board of Directors of the Bank. An Extraordinary General Shareholders' Meeting shall be convened upon the initiative of the Board of Directors of the Bank and (or) upon the initiative of the major shareholder, and in other cases as determined by the legislative instruments of the Republic of Kazakhstan.

2. The information on holding the General Shareholders' Meeting of the Bank shall be published in Kazakh and Russian on the website of the Financial Reporting Depository and may be additionally published, on the Bank's initiative, on the Bank's corporate website, within the deadlines stipulated by the legislation of the Republic of Kazakhstan.

The Bank shall be entitled to and to the extent specifically stipulated by the Law or by the Bank's concluded agreements shall undertake further to advise shareholders on holding the General Shareholders' Meeting by other means complying with the listing requirements of any stock exchange, on which securities of the Bank are listed, in accordance with a resolution of the Bank, including by using other mass media, through the Internet, by placing messages in branches of the Bank.

3. The Management Board and (or) the Board of Directors of the Bank shall be responsible for the preparation and holding the General Shareholders' Meeting.

4. Particular details of the convocation and holding the Extraordinary General Shareholders' Meeting upon the initiative of the major shareholder shall be determined by the Law.

5. The agenda of the General Shareholders' Meeting shall be prepared by the Board of Directors, which specifically forms the items submitted for discussion. The agenda shall be approved at the General Shareholders' Meeting by a majority of votes out of the total voting shares of the Bank presented at the General Shareholders' Meeting.

The agenda of the General Shareholders' Meeting may be changed and (or) supplemented as prescribed by the Law.

6. Materials supporting the items on the agenda shall be submitted to shareholders not later than ten days prior to the date of the General Shareholders' Meeting and shall contain the information and include the documents determined by the legislation of the Republic of Kazakhstan.

Article 27. Procedure for holding the General Shareholders' Meeting

1. Only shareholders listed as such in the shareholders' register of the Bank presented by the central depository, which list prepared on the record date, in accordance with the legislation of the Republic of Kazakhstan, may attend and vote at the General Shareholders' Meeting of the Bank.

2. Each shareholder of the Bank shall have the right to vote based on a principle of "one share - one vote" unless the Law determines otherwise.

3. A shareholder shall be entitled to participate at the General Shareholders' Meeting and vote on the considered items in person or through its representative. Representatives of a legal entity shall attend the General Shareholder's Meeting based on power of attorney issued thereto. No power of attorney is required to attend the General Shareholder's Meeting and vote on the items under consideration for the person who has, in accordance with the legislation of the Republic of Kazakhstan or the contract, the right to act without power of attorney on behalf of the shareholder or represent its interests.

A shareholder participating at the General Shareholders' Meeting shall present an application that specifies the implementation of requirements of Article 17-5 of the Banking Law, its shareholders (participants), if the information on the registration country of such shareholders (participants) is missing in the Bank.

A shareholder who failed to submit such an application shall not be allowed to attend the General Shareholder's Meeting.

In identifying unreliable information specified in the application, or identification of any violation of the requirement specified in Article 17-5 of the Banking Law:

1) if the resolution was supported by majority voting shares (excluding the voting shares of the shareholder who submitted the application), the resolution of the General Shareholders' Meeting shall be deemed adopted without taking into account the votes of this shareholder;

2) if the vote of the shareholder, who submitted the application, was decisive, this fact shall be the basis for annulment of the resolution of the General Shareholders' Meeting at the request of the Competent Authority or other interested parties, in accordance with the procedure established by the legislation of the Republic of Kazakhstan.

4. Shareholders of the Bank's preferred shares shall have a right to attend the in-person General Shareholders' Meeting and take part in discussions of items under consideration.

Resolution of the General Shareholders' Meeting restricting the rights of shareholders of preferred shares shall be approved only if at least two-thirds of the total placed (less repurchased) preferred shares have voted for such restriction.

5. Members of the Bank's Management Board shall not be entitled to act as representatives of shareholders at the General Shareholders' Meeting. The Bank's employees shall not be entitled to act as representatives of shareholders at the General Shareholders' Meeting except for the cases when such representation is based on the power of attorney with clear instructions on voting on all items of the agenda of the General Shareholders' Meeting.

6. Invitees, officials, and other employees of the Bank taking part in the preparation and holding of the General Shareholders' Meeting may attend and speak at that General Shareholders' Meeting.

7. Voting upon the pledged shares shall be made in accordance with the provisions of the pledge agreement.

8. The Counting Commission or the person authorized to count votes at the General Shareholders' Meeting shall draw up and sign the minutes of the voting results. Voting ballots shall be sealed and delivered to the archives of the Bank for safekeeping after the preparation of minutes on the voting results and signing of minutes to the General Shareholders' Meeting.

9. The General Shareholders' Meeting shall be entitled to consider and approve resolutions on items on the agenda subject to fifty percent or more of the voting shares of the Bank having been registered by the end of the registration of the shareholders attending the meeting, including shareholders or their representatives included in the register of shareholders and persons who bought voting shares from shareholders included in the register of shareholders and entitled to attend the meeting.

At that, new shareholders shall present documents confirming their title to shares of the Bank.

10. Re-holding the General Shareholders' Meeting that has been convened instead of the initially failed meeting is legally qualified, in case the procedure for convocation of the General Shareholders' Meeting (which failed due to the absence of a quorum) was observed and, at the end of registration, the registered shareholders (representatives thereof) constitute total forty percent or more of the Bank's voting shares.

11. The General Shareholders' Meeting shall adopt resolutions by open or secret vote.

12. The General Shareholders' Meeting shall elect the chairman and secretary of the General Shareholders' Meeting.

13. Members of the Management Board of the Bank shall not be entitled to chair the General Shareholders' Meeting of the Bank.

14. The Secretary of the General Shareholders' Meeting shall ensure that the information in minutes to the General Shareholders' Meeting is complete and accurate.

15. Shareholders, who do not agree with a resolution of the General Shareholders' Meeting, shall be entitled to demand, and the Secretary shall be obliged to record, specific opinions of such shareholder in the Minutes.

16. The Minutes to the General Shareholders' Meeting shall be officially registered not later than three business days following the closing of the General Shareholders' Meeting.

17. The minutes to the General Shareholders' Meeting held in person shall be signed by the chairman and secretary of the General Shareholders' Meeting, members of the Counting Committee.

Article 28. Adoption of resolutions by the General Shareholders' Meeting by absent voting

1. Resolutions of the General Shareholders' Meeting of the Bank may be adopted by absent voting. Absent voting may be conducted together with in-person voting of shareholders of the Bank present at the General Shareholders' Meeting (mixed voting) or without holding of the General Shareholders' Meeting of the Bank.

2. Absent voting ballot at the General Shareholders' Meeting of the Bank shall be sent to the persons included in the list of shareholders by publishing it on the website of the Financial Reporting Depository together with the notice of the General Shareholders' Meeting within the time limit set by the legislation of the Republic of Kazakhstan.

3. Common format ballots shall be used for absent voting to adopt resolutions on the items of the agenda.

4. Absent voting ballot shall be signed by a non-corporate (individual) shareholder (representative of non-corporate shareholder) with an indication of ID details of the person.

Absent voting ballot of a corporate shareholder shall be signed by its head (representative of a corporate shareholder).

Absent voting ballot without the signature of non-corporate shareholder or the head of corporate shareholder or representative of non-corporate shareholder or representative of corporate shareholder shall be deemed invalid.

If the absent voting ballot is signed by the representative of the shareholder, a copy of the power of attorney or other document confirming the authority of the representative of the shareholder shall be attached to the absent voting ballot.

5. When voting the absent voting ballots may be used only, which have been received by the Bank at the time of registration of participants at the General Shareholders' Meeting (in mixed voting) or not later than the final date for submitting absent voting ballots.

6. Resolutions adopted by absent voting shall be valid only if the quorum is observed for holding the General Shareholders' Meeting.

7. Minutes to the General Shareholders' Meeting by absent voting shall be signed by members of the Counting Committee.

The results of absent voting shall be brought to the notice of the Bank's shareholders by publishing them in Kazakh and Russian on the website of the Financial Reporting Depositary and in the manner specified by this Charter within fifteen calendar days after the closing date of the General Shareholders' Meeting.

Article 29. Board of Directors of the Bank

1. The Board of Directors of the Bank is the regulatory body of the Bank, responsible for the general management of the Bank's operations.

2. The members of the Board of Directors shall be elected by the General Shareholders' Meeting by cumulative voting, except when one candidate, is running for one seat in the Board of Directors.

The shareholders are entitled to cast their votes on their shares completely for one candidate or distribute them among several candidates to the members of the Board of Directors of the Bank. The candidates with the majority of votes shall be considered as elected to the Board of Directors of the Bank.

In case that two or more candidates to the members of the Board of Directors of the Bank achieve an equal amount of votes, in respect of these candidates an additional cumulative voting shall take place by the presentation to the shareholders of the ballots of cumulative voting with the indication of the candidates having an equal amount of votes.

3. The term of office of members of the Bank's Board of Directors shall be determined by the General Shareholders' Meeting. The term of office of the Board of Directors shall expire as from the date of the holding of the General Shareholders' Meeting that elects the new members of the Board of Directors of the Bank in accordance with this Charter and the Law.

4. The powers of any member (all members) of the Board of Directors of the Bank may be prematurely terminated by resolution of the General Shareholders' Meeting. Powers of this (these) member (members) of the Bank's Board of Directors shall be terminated from the date of the resolution of the General Shareholders' Meeting on early termination of his (their) powers. In case of early termination of powers of the member of the Board of Directors, a new member of the Board of Directors shall be elected by the cumulative vote of the shareholders present at the General Shareholders' Meeting. The powers of the new member of the Board of Directors shall expire simultaneously with the expiration of the powers of the Board of Directors, as a whole.

5. Early termination of office of members of the Board of Directors on his own initiative shall be made by written notification to the Board of Directors. Such office of the member of the Board of Directors shall be terminated on receipt of the notification by the Board of Directors unless the notification indicates the date of early termination of office of a member of the Board of Directors. In case of termination of the authorities of one or more members of the Board of Directors, resolution on the agenda

items of the Board of Directors' meeting should be adopted subject to the quorum required by Clause 17 of this article, and if this resolution was supported by simple majority of votes out of the total number of votes of the remaining members of the Board of Directors.

If the total number of the members of the Board of Directors is insufficient to constitute a quorum as provided in Clause 17 of this article, the remaining members of the Board of Directors shall be entitled to adopt a resolution only to convene an Extraordinary General Shareholders' Meeting to elect new members to the Board of Directors.

6. Only an individual may be elected as a member to the Board of Directors. A member of the Board of Directors may be elected from shareholders – individuals, persons suggested (recommended) for election to the Board of Directors as the representatives of the shareholders, and (or) individuals who are neither shareholders of the Bank nor proposed (recommended) for election to the Board of Directors as representatives of shareholders.

7. Members of the Board of Directors may not delegate any functions assigned to them in accordance with the Law and (or) this Charter, to other persons.

8. The expenses for maintaining the activities of the Board of Directors of the Bank may not exceed the expenses of the Management Board of the Bank as provided for in the budget of the Bank for the relevant period.

9. At least thirty percent of the Bank's Board of Directors shall be independent directors.

10. Members of the Board of Directors shall be subject to approval by the Competent Authority in accordance with the legislation of the Republic of Kazakhstan.

11. Members of the Management Board other than the CEO cannot be members of the Board of Directors of the Bank.

The CEO is a member of the Board of Directors by virtue of his/her position.

12. A person who does not meet the requirements of the Banking Law cannot be appointed (elected) as a member of the Bank's Board of Directors.

13. The Chairman of the Bank's Board of Directors shall be elected from the members of Bank's Board of Directors by a majority of votes out of total number of members of the Board of Directors by open voting.

The Chairman shall be responsible for the performance of the Bank's Board of Directors and chair meetings of the Board of Directors.

14. Meeting of the Board of Directors may be convened by the Chairman of the Board of Directors or the CEO or at the request of any member of the Board of Directors, the Internal Audit Service, the audit firm, auditing the Bank, or the major shareholder of the Bank.

15. Written notification to members of the Board of Directors on holding a meeting with the indication of a date, time, place, and agenda of the meeting, providing materials related to items of the meeting of the Board of Directors shall be given to members of the Board of Directors no later than three calendar days prior to the meeting of the Board of Directors, unless other term defined by the Chairman of the

Board of Directors depending on nature of items submitted for consideration of the Board of Directors.

16. Any member of the Board of Directors shall, in advance, inform the Management Board of the Bank of the impossibility of his/her participation at the meeting of the Board of Directors.

17. The quorum for the meeting of the Bank's Board of Directors should be represented by at least half of the total number of the members of the Bank's Board of Directors, including one independent director. Members of the Board of Directors, who cannot attend the meeting physically, shall have the right to participate in the discussion of all items on the agenda and to vote on such items by telephone or other means of communication, which enable the member of the Board of Directors not present at the meeting to be explicitly identified and adequately perceive the statements and arguments of such member of the Board of Directors and any resolutions made by him/her.

If the Board of Directors of the Bank adopts resolutions involving any member of the Board of Directors who is not in place of the meeting, the minutes to the meeting of the Board of Directors shall include a reference to the fact that the member of the Board of Directors participated in discussions and resolutions thereon by means of telephone or other communication, allowing for unequivocal identification of the person not in the place of the Board of Directors' meeting. In this case, this member of the Board of Directors shall deliver by courier or direct to the Secretary of the Bank's Board of Directors a written document confirming the results of its voting on the adopted resolutions, using postal service, no later than one month from the date of the meeting of the Board of Directors. A copy of the written document shall be sent by the member of the Bank's Board of Directors by facsimile or electronic communication to the Secretary of the Bank's Board of Directors not later than the next business day after the day of the meeting.

18. Each member of the Board of Directors shall have one vote.

Resolutions of the Board of Directors of the Bank shall be adopted by simple majority of the total number of members of the Bank's Board of Directors when the meeting is held in person or by a simple majority of votes of members of the Board of Directors out of the total members of Board of Directors by absent voting, except as provided by Article 30-3 of this Charter. In case of a tied vote, the Chairman of the Board of Directors (at in-person meeting or without holding of meeting) or the person chaired at the Board of Directors' meeting (when holding in-person meeting) shall have a conclusive vote.

19. Resolutions of the Board of Directors adopted at in-person meeting shall be recorded officially in the minutes to the meeting of the Board of Directors within seven days of the date of the meeting.

20. Minutes to the meeting of the Board of Directors shall be signed by the Chairman of the Board of Directors or the person chaired at the meeting and the Secretary of the Board of Directors.

21. Resolutions on items proposed to the Bank's Board of Directors for consideration may be adopted by absent voting. Resolutions by absent voting shall be valid subject

to a quorum of ballot having being received in due time. A resolution of the meeting of the Board of Directors by absent voting shall be issued in written form (minutes to the meeting of the Board of Directors by absent voting) and signed by the Secretary of the Board of Directors and the Chairman of the Board of Directors.

22. The minutes to in-person and absent voting meetings of the Board of Directors shall be stored in the archive of the Bank and shall be provided by the Secretary of the Board of Directors upon request of a member of the Board of Directors for review and (or) by issuing an extract from the minutes to in-person and (or) absent voting meetings of the Board of Directors certified by the signature of the Secretary of the Board of Directors.

Article 30. Competence of the Board of Directors of the Bank

1. The Board of Directors shall implement the general management of the Bank's operations except in relation to the items, which by the Law and (or) this Charter, fall within the exclusive competence of the General Shareholders' Meeting.

2. The following items shall fall within the exclusive competence of the Board of Directors:

- 1) determination of the priority directions of the Bank's activities and the Bank's development strategy or approval of the Bank's development plan in the cases stipulated by the legislative instruments of the Republic of Kazakhstan;
- 2) resolving to convene the Annual and Extraordinary General Shareholders' Meeting;
- 3) determination of the form of the General Shareholders' Meeting;
- 4) submitting the items to the General Shareholders' Meeting of the Bank as prescribed by the Law;
- 5) adoption of a resolution on placement (sale) of shares, including the number of placed (sold) shares, within the limit of number of authorized shares of the Bank, methods, and price of their placement (sale), except as stipulated by the Law, including offers to placement of securities, relating to the listing of the shares or depositary receipts of the Bank on international stock exchanges;
- 6) adoption of a resolution on placement (sale) of shares of the Bank or other securities convertible into common shares of the Bank, in cases stipulated by the Law, on the basis of a resolution of the General Shareholders' Meeting;
- 7) resolving to repurchase placed shares of the Bank or other securities, and price of their repurchase;
- 8) preliminary approval of the annual financial statements of the Bank;
- 9) determination of the terms and conditions for the issue of bonds and derivative securities of the Bank as well as adoption of a resolution on issue thereof;
- 10) determining the quantity and term of office of the members of the Bank's Management Board, the election of the Chairman and members of the Management Board as well as early termination of powers thereof;
- 11) approving official salaries and other remuneration and bonuses to the Chairman and members of the Management Board;

- 12) determination of quantitative structure and the terms of office of the Bank's Internal Audit Service, appointment of its head and members as well as early termination of their authorities, determination of the operating procedures of the Bank's Internal Audit Service and the amount and terms of remuneration and bonuses of the Bank's Internal Audit Service staff;
- 13) appointment, determination of the term of office, early termination of the powers of the Corporate Secretary as well as determination of the amount and terms of remuneration of the Corporate Secretary;
- 14) appointment and dismissal of the Chief Compliance Controller, Chief Risk Officer;
- 15) approval of the corporate structure of the Bank;
- 16) determination of the amount payable to the external auditor for the audit of financial statements and the appraiser for assessment of the market value of property delivered as payment for the Bank's shares or property which is a subject of a major transaction;
- 17) approval of the Bank's budget for the relevant year and monitoring of its fulfillment;
- 18) approving documents regulating the internal operations of the Bank (rules, policies) that fall within the competence of the Board of Directors in accordance with the legislation of the Republic of Kazakhstan, including internal rules setting forth the terms of holding auctions and subscription to securities of the Bank, except for documents adopted by the Management Board for the purpose of organizing the operations of the Bank;
- 19) adoption of a resolution on the opening and closing of branches and representative offices of the Bank and approval of their regulations;
- 20) adoption of a resolution on acquisition (alienation) by the Bank of ten or more percent of shares (stakes in the authorized capital) of other legal entities;
- 21) adoption of resolutions on items related to the Bank activities within the competence of the General Shareholders' (participants') Meeting of a legal entity, ten or more percent of shares (stakes in the authorized capital) of which are owned by the Bank;
- 22) determining which information relating to the Bank or its operations constitutes official, commercial information, or other secret information protected by the law;
- 23) adoption of resolutions on the execution of major transactions and transactions in which the Bank is interested in a manner determined by the Law, except for major transactions, resolution on which is adopted by the General Shareholders' Meeting of the Bank in accordance with Article 25-1-(23) of the Charter and Article 73-3-1 of the Law;
- 24) adoption of resolutions on the Bank's entering into transactions with related parties of the Bank, except as stipulated by the Banking Law;
- 25) approving the increase in the Bank's liabilities equal to ten percent or more of the Bank's shareholders' equity.

- 26) recommending to the General Shareholders' Meeting the terms of payment of the amount of remuneration and compensation of the members of the Board of Directors;
- 27) establishing committees under the Board of Directors, approving the Regulations on the committees under the Board of Directors, and electing the members of the committees under the Board of Directors;
- 28) preliminary approval of the Bank's Corporate Governance Code and amendments thereto;
- 29) approving special remuneration terms of the Bank's employees, other than the members of the Board of Directors, which include granting options over the Bank's shares or other payments of shares as well as amendments to such terms in accordance with incentive procedure approved by the General Shareholders' Meeting;
- 30) adoption of resolutions on the de-listing of the Bank's securities (except for shares) on stock exchanges of the Republic of Kazakhstan and/or other countries;
- 31) other issues, adoption of resolutions upon which in accordance with the Law and (or) this Charter may be considered to be within the exclusive competence of the Board of Directors.

3. Resolutions of the Board of Directors on the items indicated in Clause 2 of this article, other than those related to election of the Chairman of the Board of Directors and early termination of authority thereof shall be adopted in accordance with the procedure determined by Article 29-18 hereof.

Resolutions of the Board of Directors on the items related to the election of the Chairman of the Bank's Management Board and any early termination of his/her authority shall be adopted by the majority votes of not less than two-thirds of the total votes of members of the Bank's Board of Directors. A member of the Board of Directors of the Bank who is a candidate to the CEO position or, accordingly, CEO shall not participate in voting on these items.

4. The Board of Directors shall not be entitled to resolve on the items that are in accordance with this Charter within the exclusive competence of the General Shareholders' Meeting or the Management Board of the Bank nor resolve so as to contradict the resolutions of the General Shareholders' Meeting.

The items that fall within the exclusive competence of the Board of Directors cannot be transferred to the Bank's Management Board to be resolved.

5. The Board of Directors shall:

- 1) control and if possible eliminate potential conflicts of interest at the level of officials and shareholders, including illegal use of the Bank's property and abuse under non-arm's length transactions;
- 2) control the efficiency of the corporate governance practice in the Bank.

6. The Board of Directors shall only adopt resolutions on the following items (to the extent that such items fall within the exclusive competence of the Board of Directors), or shall propose any of the following items to be resolved at the General Shareholders' Meeting (to the extent that they fall within the exclusive competence of the General Shareholders' Meeting), provided that a majority of the members of the Board of

Directors, including a majority of independent directors, approve such resolution at the relevant meeting of the Board of Directors:

- 1) conclusion of transactions with the Bank's shareholder holding more than ten percent of the Bank's common shares and the Bank provided that the amount of such transaction will equal or exceed fifty percent of the total size of the Bank's shareholders' equity;
- 2) preliminary approval of the Charter of the Bank, amendments thereto;
- 3) preliminary approval of the Bank's Corporate Governance Code and amendments thereto;
- 4) approval and amendment of the competence of the Board of Directors and election of its members;
- 5) placement of the Bank's common shares in the amount that excess twenty five percent of the total number of outstanding common shares of the Bank;
- 6) adoption of resolutions on conclusion of major transactions (transaction or combination of inter-related transactions which result or may result in the purchase or disposal by the Bank of assets representing twenty five percent or more of the total size of the Bank's assets), except for major transactions, resolution on which is adopted by the General Shareholders' Meeting of the Bank in accordance with Article 25-1-(23) of the Charter;
- 7) adoption of resolutions on the conclusion of transactions or combination of inter-related transactions resulting in the potential buyback by the Bank of its issued common shares or the sale of the Bank's common shares that were repurchased by the Bank in the amount not exceeding twenty five percent of the total number of Bank's common shares to be purchased or sold;
- 8) increase in the Bank's liabilities in an amount equal to fifty percent or more of the shareholders' equity of the Bank;
- 9) proposal on the voluntary liquidation or reorganization of the Bank;
- 10) resolution on the de-listing of the Bank's securities (except for shares) from the stock exchanges of the Republic of Kazakhstan and/or other countries;
- 11) recommendation on selecting an audit firm for the year-end audit of the Bank.

In considering any items provided by Article 30-6 of this Charter, the independent directors shall have the right to obtain recommendations of professional consultants (including legal and financial consultants) at the expense of the Bank, and on the terms agreed in advance with the Chairman of the Board of Directors of the Bank.

7. Members of the Board of Directors shall not be entitled to participate in consideration or adoption of resolutions on any non-arm's length transaction. When items set out by Article 30-6 hereof are considered and any of the independent directors have an interest in a transaction, the majority of independent directors shall be established out of total number of independent directors not interested in such transaction of the Bank.

8. Any banking operation related to the execution by the Bank of a transaction with a related party shall be made on the same terms as would be applied if such person was not the related party of the Bank. Transactions with related parties of the Bank shall be

concluded in the manner prescribed by the legislation of the Republic of Kazakhstan regulating the banking activities.

Article 31. Management Board

1. The Management Board is a collegial executive body of the Bank that acts on behalf of the Bank and represents its interests, concludes transactions on its behalf as prescribed by this Charter and the Law, and issues decisions and instructions binding upon all employees of the Bank.

2. The Management Board of the Bank shall be composed of the CEO and other members of the Management Board of the Bank. Quantity and membership of the Management Board shall be determined by the Board of Directors of the Bank.

The Chairman and the members of the Management Board shall be approved for the positions with the consent of the Competent Authority in accordance with the legislation of the Republic of Kazakhstan.

The Chairman and the members of the Management Board shall act in the interests of the Bank, have unblemished business reputations, a professional qualification required for the management of the Bank's current operations, and special knowledge of the Bank's operations and the management area.

3. Only an individual may be elected as a member of the Management Board. A member of the Management Board shall be elected from the list of candidates suggested (recommended) by the Board of Directors and (or) shareholders of the Bank. A person who does not meet the requirements of the Banking Law may not be elected (appointed) as a member of the Management Board of the Bank.

4. By the resolution of the Board of Directors of the Bank the powers of members of the Management Board may be terminated before their expiration. An employment agreement with the CEO shall be signed on behalf of the Bank by the Chairman of the Board of Directors of the Bank or by the person authorized hereto by the Board of Directors. Employment agreements with other members of the Management Board shall be concluded individually by the CEO on behalf of the Bank.

The functions, rights, and duties of members of the Management Board shall be determined by the Law, this Charter and individual employment agreements.

5. A member of the Management Board of the Bank shall be entitled to be employed by other companies only with the consent of the Board of Directors of the Bank.

6. The Management Board meeting shall be convened as and when needed by the CEO or a person acting as the Chairman or at the request of not less than one-third of its members.

7. A meeting of the Management Board shall be recognized as quorate when more than half of the total number of members of the Management Board are present at the meeting.

Meetings of the Management Board shall be chaired by the CEO or by a person acting as the Chairman.

8. Resolutions on the items submitted at the Management Board's meeting shall be adopted by a simple majority of votes out of the total votes of members of the Management Board attending the meeting.

In case of a tied vote the vote of the CEO shall be conclusive.

Resolutions on the items submitted for consideration of the Management Board may be adopted by absent voting and recorded in form of minutes to the meeting of the Management Board by absent voting.

9. Resolutions of the Management Board shall be recorded by the minutes to in-person meeting or meeting by absent voting, which shall be signed by all members of the Management Board who participate at the meeting and in adopting of resolutions and shall contain the items put to vote, results of voting on these items including results of voting by each member of the Management Board on each issue.

10. Minutes to the meetings of the Management Board shall be kept by the Secretary of the meeting.

In case of disagreement on a resolution of the Management Board, a member of the Management Board shall be entitled to request, and the Secretary shall be obliged to include, a special objection in the minutes.

Minutes to the meeting of the Management Board shall be recognized as valid if signed by the members of the Management Board attending the meeting and by the Secretary of the meeting.

Article 32. Competence of the Management Board

1. The Management Board shall implement the resolutions of the General Shareholders' Meeting and the Board of Directors and shall be authorized to resolve any items except for the items that fall within the exclusive competence of the General Shareholders' Meeting and the Board of Directors of the Bank.

2. The Management Board's scope of work shall include:

1) preparation of the development strategy of the Bank, ensuring the implementation of the development strategy of the Bank;

2) approval of internal documents relating to the management of the Bank's operations except for the documents that fall within the exclusive competence of other bodies of the Bank;

3) distribution of responsibilities and powers among the members of the Management Board;

4) development of the Bank's budget and monitoring its execution;

5) submission of financial statements to the Board of Directors and the General Shareholders' Meeting as prescribed by the legislation of the Republic of Kazakhstan and this Charter;

6) adoption of resolutions on acquisition and disposal of real estate, except as otherwise provided for by this Charter and (or) the Bank's internal regulations;

7) determination of the amount of (by establishing limits on) loans (guarantees, sureties) granted by the Bank to the third parties in accordance with the internal

documents of the Bank except for the items that fall within the exclusive competence of other bodies of the Bank;

8) adoption of resolutions on appointment (election) of the chief executive officers of branches and representative offices of the Bank as prescribed by the legislation of the Republic of Kazakhstan;

9) approval of the staff of the Bank, internal labor regulations, internal rules governing the imposition of penalties and provision of incentives within its competence;

10) development of the corporate structure of the Bank;

11) review and adoption of resolutions on entering into collective agreements in accordance with the legislation of the Republic of Kazakhstan;

12) implementation of other function, consistent with the legislation of the Republic of Kazakhstan and this Charter, that do not fall within the competence of other bodies of the Bank.

3. The Management Board of the Bank shall be entitled to establish working groups or committees for consideration of priority items within its competence.

4. On the basis of this Charter, the Deputies CEO shall have the right to issue powers of attorney to represent the Bank in its relations with the third parties.

Article 33. CEO

1. The CEO shall be elected by the Board of Directors of the Bank and shall be responsible for the daily management of the Bank's operations.

2. The scope of work of the CEO shall include:

1) arranging the operations of the Bank's Management Board;

2) implementing the resolutions of the General Shareholders' Meeting of the Bank and the Board of Directors;

3) acting on behalf of the Bank in relations with third parties without a power of attorney;

4) issuing powers of attorney to represent the Bank in its relations with the third parties;

5) hiring, transferring and dismissing the Bank's employees, except for the cases established by the Law, providing incentives and imposing disciplinary measures, establishing official salaries of the Bank's employees and individual increases in salaries in accordance with the staff list of the Bank, determining the amount of bonuses of the Bank's employees, except for those who are members of the Management Board or the Internal Audit Service of the Bank;

6) in the CEO's absence, assigning its duties to one of the members of the Management Board;

7) disposing of the Bank's property and funds as prescribed by the legislation of the Republic of Kazakhstan and this Charter;

8) implementing other functions consistent with the legislation of the Republic of Kazakhstan and this Charter, including functions determined by resolutions of the

General Shareholders' Meeting that do not fall within the exclusive competence of other bodies of the Bank.

Article 34. Credit Committee of the Bank

1. The Credit Committee of the Bank is a permanent collegial body to implement the internal credit policy. There may be one or more Credit Committees in the Bank. The Credit Committees of the Bank may have a clarifying name that reflects specifics of their operation.
2. The internal credit policy regulations and amendments thereto shall be approved by the Board of Directors of the Bank as prescribed by this Charter and the legislation of the Republic of Kazakhstan.
3. The operating procedures and decision-making process by the Credit Committee (credit committees) shall be governed by internal rules of the Bank, approved by the Board of Directors of the Bank.

Chapter VI. Financial statements and audit of the Bank. Disclosure of information by the Bank. Documents of the Bank.

Article 35. Financial (operational) year of the Bank. Accounting and reporting

1. The financial (operational) year of the Bank shall commence on the 1st day of January and shall end on the 31st day of December.
2. The Bank shall keep its books in accordance with international financial reporting standards.
3. The accounting policy of the Bank shall be determined by the Board of Directors of the Bank.

Article 36. Annual financial statements

1. The annual financial statements of the Bank shall be composed of the balance sheet, profit and loss statement, cash flow statement and other reports in accordance with the legislation of the Republic of Kazakhstan on accounting and financial reporting.
2. The Management Board of the Bank shall annually provide the General Shareholders' Meeting of the Bank for its discussion and approval with annual financial statements for the past year, which have been audited in accordance with the legislation of the Republic of Kazakhstan on audit activities. In addition to the financial statements, the Management Board shall submit an audit report to the General Shareholders' Meeting. The annual financial statements shall be subject to preliminary approval by the Board of Directors of the Bank not later than thirty days before the date of the Annual General Shareholders' Meeting.
Final approval of the audited annual financial statements shall be made by the Annual General Shareholders' Meeting.
3. The Bank shall undertake to publish annually the consolidated financial statements and auditor's report on the website of the Financial Reporting Depositary, in the manner and on time established by the Competent Authority.

Information on major transactions and (or) non-arm's length transactions shall be disclosed in the explanatory note to the annual financial statements in accordance with the international financial reporting standards and communicated to shareholders and investors in the manner as required by the Law and the Law of the Republic of Kazakhstan "On the Securities Market". Information on the transaction of purchase or disposal of property for the amount of ten and more percent of the Bank's assets shall include the information on parties of the transaction, terms and conditions of the transaction, nature and stakes of involved parties as well as other information on the transaction.

4. The Bank shall present the annual financial statements to the Competent Authority as and when required by the legislation of the Republic of Kazakhstan.

Article 37. Audit of the Bank

1. Audit and verification of the reliability of the Bank's annual financial statements and the status of its business shall be made by an audit firm qualified to carry out audit in accordance with the legislation on audit activities in the Republic of Kazakhstan and subject to the requirements of the banking legislation of the Republic of Kazakhstan.

2. The audit firm shall set forth the results of the audit and its opinions in the auditor's report presented to the Board of Directors and the Management Board of the Bank.

3. The audit of the Bank may be made at the initiative of the Board of Directors and the Management Board at the expense of the Bank or at the request of a major shareholder at its own expense, and such major shareholder shall be entitled to appoint the audit firm independently. In such cases, the Bank shall undertake to provide all the documentation (materials) required by the audit firm at the request of major shareholder.

Article 38. Procedure for providing shareholders of the Bank with information on its operations

1. During the period of circulation of equity securities, the Bank shall undertake to disclose the information in Kazakh and Russian on the website of the Financial Reporting Depository and the website of the stock exchange, the official list of which includes the Bank's securities on its initiative, in the manner and time limits established by the Law of the Republic of Kazakhstan "On the Securities Market" and the regulatory legal instruments of the Competent Authority, including:

1) information on corporate events of the Bank except for the information on events disclosed by the Central Securities Depository in accordance with the legislation of the Republic of Kazakhstan;

2) information on the total amount of remuneration of the members of the Management Board of the Bank at the year-end;

3) information on affiliates of the Bank;

4) list of organizations in which the Bank owns ten percent or more of shares (stakes, interest) of each such organization;

5) annual financial statements of the Bank and auditor's reports of the Bank;

6) methods for determining the value of shares redeemed by the Bank in the unregulated market;

The Bank shall undertake to disclose quarterly financial statements on the website of the Financial Reporting Depository and the stock exchange, which officially list the Bank's securities on its initiative.

2. The Bank shall additionally undertake to disclose other information as determined by the internal documents of the stock exchange on the website of the stock exchange, which officially lists the Bank's securities on its initiative.

3. Information on corporate events shall be determined in accordance with the legislation of the Republic of Kazakhstan.

4. In the event that the legislation of the Republic of Kazakhstan does not provide for other terms of publication (bringing to the notice of security holders) of information on corporate events, this information shall be disclosed by the Bank within three business days after the date of its occurrence.

5. The procedure for the Bank to disclose information, the requirements for the content of information subject to disclosure by the Bank as well as the time limits for disclosing information by the Bank on the website of the Financial Reporting Depository shall be established by a regulatory legal instrument of the Competent Authority.

6. The procedure for the Bank to disclose information, the requirements for the content of the information subject to disclosure as well as the time limits for disclosing information on the website of the stock exchange shall be established by internal documents of the stock exchange, the official list of which includes the Bank's securities on its initiative.

Article 39. Documents of the Bank

1. The Bank shall be responsible for the safekeeping of the following documents in electronic form and (or) in hard copy:

1) the Charter of the Bank and amendments thereto;

2) the minutes to the constitutive meetings;

3) the constitutive agreement (resolution of the sole founder) and amendments thereto (resolutions of the sole founder);

4) permissions to engage in certain activities and (or) perform certain actions (operations);

5) documents confirming the rights of the Bank to the property that is (or was) on its balance sheet;

6) prospectus of securities issue of the Bank;

7) documents confirming the state registration of securities issues of the Bank, securities cancellation, and approval of the reports on the results of placement and repayment of the securities of the Bank, submitted to the Competent Authority;

8) regulations on the branches and representative offices of the Bank;

9) minutes to the General Shareholders' Meetings, minutes on the results of voting and ballots (including ballots recognized invalid), materials on the items of agenda of the General Shareholders' Meetings;

10) lists of shareholders presented for holding the General Shareholders' Meeting;

11) minutes to meetings (resolutions of the meetings held by absent voting) of the Board of Directors and ballots (including ballots recognized invalid), materials on the items of the agenda of the Board of Directors affecting the rights of shareholders in accordance with the Law, this Charter and the prospectus of issue of securities of the Bank;

12) minutes to the meetings (and resolutions) of the Management Board of the Bank;

13) the Corporate Governance Code of the Bank and amendments thereto.

2. Other documents including the financial statements of the Bank shall be kept for a period established in accordance with the legislation of the Republic of Kazakhstan.

3. At the request of a shareholder, the Bank shall provide it with copies of documents listed in Clauses 1 and 2 of this article as prescribed by this Charter and by the Law.

The CEO of the Bank may resolve to restrict providing the documents of a confidential nature and information that constitutes official, commercial or other secret protected by law.

4. To obtain the documents listed in Clauses 1 and 2 of this article, shareholders may submit a written request to the CEO of the Bank indicating the required documents and the purposes of their utilization. A request shall be reviewed within ten calendar days from the date of its receipt by the Bank unless otherwise prescribed by the Law. During this period, the Bank shall undertake to provide the requested documents or refuse in provision of documents.

5. At the request of a shareholder, the Bank shall provide it with copies of the Charter together with amendments thereto within three business days of the date of receipt of such request from the shareholder.

6. The Bank may charge the shareholder for the costs of providing copies of documents that do not exceed the cost of making the copies of documents, expenses related to the documents' delivery to the shareholder and payment for the services of the central depository.

Article 40. Procedure for disclosing by the Bank's shareholders and officials of their affiliates.

1. Shareholders and officials of the Bank shall provide the information on their affiliates as and when prescribed by the legislation of the Republic of Kazakhstan and the internal rules of the Bank.

2. In order to receive information on affiliates of its shareholders and officials the Bank shall dispatch a relevant notice in writing to shareholders and officials and (or) publish a notification in the mass media as set out in Article 26-2 of the Charter, with the list of the information, the time limits and the format of the information requested.

Chapter VII. Termination of the Bank's operations

Article 41. Reorganization of the Bank

1. Any reorganization of the Bank (e.g. merger, consolidation, separation, spin-off or transformation) shall be made in accordance with the legislation of the Republic of Kazakhstan and this Charter.

2. Any reorganization of the Bank is possible by a resolution of the General Shareholders' Meeting and permission of the Competent Authority to carry out the voluntary reorganization. This item shall be submitted to the General Shareholders' Meeting by the Board of Directors of the Bank.

3. Any petition to the Competent Authority for permission to execute a voluntary reorganization shall be subject to the relevant resolution of the General Shareholders' Meeting of the Bank.

Any voluntary reorganization of the Bank shall be governed by the legislation of the Republic of Kazakhstan.

4. If the Bank terminates its operations following the reorganization, its authorized shares including placed shares shall be subject to cancellation as prescribed by the legislation of the Republic of Kazakhstan.

Article 42. Liquidation of the Bank

1. The Bank may be liquidated:

1) by resolution of the General Shareholders' Meeting subject to the permission of the Competent Authority (voluntary liquidation);

2) by resolution of a court as prescribed by the legislative instruments of the Republic of Kazakhstan (compulsory liquidation).

2. In the event of liquidation of the Bank its authorized shares including the issued shares shall be subject to cancellation as prescribed by the legislation of the Republic of Kazakhstan.

Article 43. Voluntary liquidation

1. If the General Shareholders' Meeting adopts the resolution on the Bank's voluntary liquidation, the Bank shall undertake to initiate the efforts to repay deposits of individuals by their direct repayment or transfer to another bank that is a member of the obligatory deposit insurance system in the manner stipulated by the regulatory legal instrument of the Competent Authority. After repayment of deposits of individuals, the Bank shall have the right to apply to the Competent Authority with solicitation on obtaining permission for its voluntary liquidation. Following receipt of the permission of the Competent Authority, the liquidation committee shall be established in accordance with the legislation of the Republic of Kazakhstan.

2. The specific provisions in relation to the liquidation committee's operation during voluntary liquidation shall be determined by the regulations of the Competent Authority.

3. The liquidation committee shall obtain all required authorities from the date of its appointment to manage the Bank's operations.

Article 44. Compulsory liquidation

The compulsory liquidation shall be made by the court in connection with:

- a) bankruptcy of the Bank;
- b) revocation of the licenses of the Bank for banking operations in accordance with the banking legislation of the Republic of Kazakhstan;
- c) application (or lawsuit) of authorized governmental authorities, legal entities or individuals seeking termination of the Bank's operations for other reasons as provided for in legislative instruments.

Article 45. Recognition of the Bank's Bankruptcy

1. An insolvency and business failure of the Bank shall be certified by the opinion of the Competent Authority, which is submitted to the court based on the calculation methodology of prudential ratio (and other binding regulations and limits) and the amount of the shareholders' equity of the Bank.
2. The Bank may be declared bankrupt only by the decision of a court, in accordance with the established procedure.
3. An out-of-court liquidation of the insolvent Bank by resolution of its creditors or the Bank itself shall not be permitted.

Article 46. Satisfaction of creditors' claims upon the Bank's liquidation

1. Liquidation (property) estate shall be established as prescribed by the legislation of the Republic of Kazakhstan.
2. Under compulsory liquidation of the Bank, creditor claims shall be satisfied as prescribed by the banking legislation of the Republic of Kazakhstan.
3. The Bank shall be deemed to have terminated its operations when an appropriate entry is made in the National Registry of Business Identification Numbers.

Article 47. Distribution of property of the liquidated Bank amongst shareholders

The property of the Bank remaining after settlement with creditors shall be distributed by the liquidation committee among its shareholders in accordance with the procedure provided for by the banking legislation of the Republic of Kazakhstan.

Authorized person _____

Agenda No.9 of the agenda: “On approval of the restated Corporate Governance Code of Halyk Bank JSC”.

Dear shareholders,

In accordance with Article 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” and Article 26 of the Bank’s Charter, consideration and adoption of the resolution on approval of the Corporate Governance Code of Halyk Bank JSC shall be referred to the exclusive competence of the General Meeting of Shareholders.

The materials provided herein contain the draft Corporate Governance Code of Halyk Bank JSC in Kazakh and Russian languages.

The applicable version of the Corporate Governance Code of Halyk Bank JSC is available on the corporate website of Halyk Bank JSC.

The Corporate Governance Code of Halyk Bank JSC is approved as revised due to the following reasons:

- 1) amendments to the legislation of the Republic of Kazakhstan;
- 2) the need to accede to the Corporate Governance Code of the Republic of Kazakhstan (hereinafter the “Model Code”) approved by the Presidium of Atameken National Chamber of Entrepreneurs of the Republic of Kazakhstan (minutes No.4 dated 27 April 2021).
- 3) the previous amendments to the Corporate Governance Code of Halyk Bank JSC constitute more than fifty percent of the original version of the Code. The current version of the Corporate Governance Code of Halyk Bank JSC was approved in 2006. During that period, 13 resolutions were adopted to introduce a number of amendments to the Code. Therefore, it is complicated to use the current version of the Code.

The key amendments to the Corporate Governance Code of Halyk Bank JSC are listed below.

In terms of the competence of the General Shareholders' Meeting and the Board of Directors:

in order to exclude duplicate provisions and improve the consistency of the document, the detailed description of the competence of the General Shareholders' Meeting and the Board of Directors was excluded from the Code, since these issues are regulated in detail by the restated Charter of the Bank and the restated Regulations on the Board of Directors, and the provisions of the applicable laws of the Republic of Kazakhstan;

In terms of the requirements for independent directors:

- 1) independent directors may not hold the position of an independent director of the bank for more than ten consecutive years unless otherwise stipulated by the regulatory legal act of the authorized body;
- 2) a person, who is or has been a related party of the Bank for three years preceding the date of the request for such person's approval as a member of the Board of Directors - independent director of the Bank, may not occupy or be elected to the position of an independent director of the Bank.

In terms of the Model Code:

The Bank shall during its operations strive to comply with both best international and national corporate governance practices. In this regard, once the restated Corporate

Governance Code of the Bank is approved, the Bank will assume voluntary obligations to disclose its compliance with the requirements of the Model Code in line with the “comply or explain” principle in accordance with the procedure and within the terms specified in the internal documents of the stock exchange.

Dear shareholders! Based on the above, the Board of Directors of Halyk Bank JSC proposes to:

1) approve the restated Corporate Governance Code of Halyk Bank JSC attached to the materials of this Annual General Shareholders' Meeting of Halyk Bank JSC;

2) to invalidate the Corporate Governance Code of Halyk Bank JSC approved by resolution of the Annual General Shareholders' Meeting No.22 dated 20 December 2006 (as amended and supplemented).

Approved by
resolution of the General Shareholders'
Meeting of Halyk Bank JSC
(minutes No. ____ dated ____ 2023)

Halyk Bank JSC
Corporate Governance Code

Almaty
2023

Chapter 1. General Provisions

1. This Corporate Governance Code of Halyk Bank JSC (the “Code”) defines general standards and principles applied in the process of governance of Halyk Bank of Kazakhstan Joint-Stock Company (hereinafter referred to as “the Bank”), including relations among the Board of Directors and the Management Board, shareholders and officials of the Bank, order of functioning and decision-making of the Bank’s bodies.

2. The standards of corporate governance are aimed at protecting the interests of the Bank’s shareholders, ensuring a high level of business ethics in relations among shareholders, bodies, and officials of the Bank, and relations between the Bank (its bodies, officials, and employees) and third parties.

3. This Code has been designed in accordance with provisions of the legislation of the Republic of Kazakhstan, the Model Code, corporate governance practices of companies listed on international stock exchanges, rules of ethics, and specific conditions of performance of the Bank at the current stage of development.

4. The concepts below shall have the following meanings throughout the Code:

Director member of the Bank’s Board of Directors;

Corporate Governance a system of relationships between the Bank's Management Board, Board of Directors, shareholders, executives, and auditors, as well as relationships between authorized collegial bodies of the Bank. The corporate governance system allows organizing the distribution of powers and responsibilities, as well as building a process of corporate decision-making;

Disclosure Rules Disclosure Rules of Kazakhstan and/or international stock exchanges on which the Bank's securities are admitted to trading in accordance with a resolution of the Bank;

Listing Rules Listing Rules published by Kazakhstan and/or international stock exchanges on which the Bank's securities are admitted to trading in accordance with a resolution of the Bank;

Model Code The Code of Corporate Governance of the Republic of Kazakhstan (approved by the resolution of the Presidium of Atameken National Chamber of Entrepreneurs of the Republic of Kazakhstan No.4 dated 27 April 2021);

Authorized collegial body of the Bank The Board of Directors, Committee under the Board of Directors, the Management Board, Committee under the Management Board;

Director member of the Bank’s Board of Directors;

Sustainable development

the organizational principle of achieving the goals of the Bank's operations, whereby the needs of the Bank and its stakeholders are met without compromising the ability of future generations to meet their own needs;

ESG (Environmental, Social, Governance)

consideration of environmental, social, and governance factors alongside financial factors in the investment decision-making process.

Chapter 2. Principles of Corporate Governance

5. Principles of corporate governance are the fundamentals followed by the Bank in the process of forming, functioning, and improving its corporate governance system.

Corporate governance of the Bank is based on the consideration of the rights and legitimate interests of all its shareholders and the Bank itself. It is aimed at improving the efficiency of the Bank, including the growth of assets, maintenance of financial stability, and profitability of the Bank. The principles of corporate governance are aimed at establishing confidence in relations resulting from the governance of the Bank.

6. Provision of shareholders with a real opportunity to exercise their rights to participate in the governance of the Bank.

To effect this principle of corporate governance, the Bank shall:

1) ensure a reliable and effective system of record in respect of shareholders' title to shares and possibilities of free and quick disposal of such shares. The register of security holders of the Bank is maintained by the central depository;

2) observe the order of convocation and holding of general shareholders meetings and thereby allow notifying of a forthcoming general shareholders meeting as many shareholders of the Bank as possible, duly prepare for participation in the general shareholders meeting, and examine the list of persons entitled to participate in the general shareholders meeting to the extent and in the manner prescribed by the legislation of the Republic of Kazakhstan. The choice of the place, date, and time of the general shareholders meeting is based on shareholders' real and comfortable opportunity to participate in the meeting and exercise their right to govern the Bank, including voting in absentia.

3) observe conditions established by the legislation of the Republic of Kazakhstan and the Charter of the Bank in respect of candidates for membership in the Board of Directors of the Bank, also providing shareholders with an opportunity to self-nominate themselves to the Directors by regulating the procedure for nomination of director candidates, establishing unified requirements for potential nominees to directors, and strictly observing the cumulative voting procedure for the election of directors, which ensures the rights for participation in the Bank's governance, primarily, those of the minority shareholders.

7. Provision of the Bank's shareholders with a real opportunity to participate in distribution of net profits of the Bank (receiving of dividends).

To effect this principle of corporate governance, the Bank:

- 1) has established a transparent and understandable mechanism for fixing amounts of dividends and payment thereof; ensures an affordable and simple procedure for receiving of dividends;
- 2) furnishes the Bank's shareholders with all necessary information regarding the Bank's financial performance in order for the shareholders to be able to judge the possibility of dividend payout;
- 3) provides shareholders access to the Bank's financial statements and annual reports, which is regulated by Chapter 8 hereof;
- 4) applies disciplinary measures, stipulated by legislation and the internal rules of the Bank, in respect of officers of the Bank in case of an incomplete or delayed payment of declared dividends at the Bank's fault.

8. Ensuring timely and full presentation to the Bank's shareholders of reliable information regarding the financial position, economic indicators, and results of performance and the management structure of the Bank to enable the Bank's shareholders and investors to take informed decisions.

To effect this principle of corporate governance, the Bank:

- 1) provides shareholders with detailed information on each item of the agenda of general shareholders meetings to enable shareholders to have correct (adequate) judgment thereon;
- 2) includes all necessary information in the annual report submitted to shareholders thereby allowing them to assess the results of performance of the Bank for the year;
- 3) has established a uniform, precise and affordable procedure for obtaining by the Bank's shareholders of requested information;
- 4) specifies and observes the procedure of control over use and presentation of confidential information and information constituting commercial and banking secrecy;
- 5) observes the requirements of the legislation of the Republic of Kazakhstan and the Disclosure Rules regarding the information to be provided to shareholders on a mandatory basis.

9. Ensuring equal treatment of all categories of shareholders of the Bank.

To effect this principle of corporate governance, the Bank:

- 1) adheres to the position of equal treatment, first of all by the Bank's management, of all categories of shareholders of the Bank;
- 2) has created necessary conditions for participation of all shareholders in governance of the Bank by casting votes on general shareholders meetings in the order established by the legislation of the Republic of Kazakhstan, the Charter of the Bank and this Code;
- 3) observes the procedure for convening and holding general meetings, defined by Chapter 3 of this Code, ensuring reasonable equal opportunity to all persons present at the meeting to express their opinion and ask questions;
- 4) observes the procedure for effecting material corporate actions, defined by Chapter 6 of this Code, allowing shareholders to receive full information on such actions and guaranteeing observance of their rights irrespective of the category of shareholder;

5) observes the order of shareholders' equal access to identical information, and uniform order of presentation of information to all categories of shareholders;

6) has established a transparent procedure for selection of officers of the Bank thereby providing all shareholders with all necessary information with respect to such officers;

7) takes all possible measures for settlement of conflicts between bodies of the Bank and its shareholders, and among shareholders, if such conflict affects interests of the Bank.

10. Ensuring maximum transparency of the activities of the Bank's officials.

To effect this principle of corporate governance, the Bank:

1) has strictly banned fulfillment of operations using insider information;

2) follows the order established by legislative acts in respect of officers' reporting to shareholders;

3) has developed a transparent procedure for selection of Directors and members of the Management Board of the Bank, in particular, based on recommendations presented in accordance with internal documents of the Bank, recommendations of HR and Remuneration Committee under the Board of Directors ("HR and Remuneration Committee"), which ensures presentation of necessary information about these persons to all shareholders.

11. Ensuring fulfillment by the Board of Directors of the Bank of strategic management of the company and effective supervision over performance of the executive body of the company, and accountability of Directors to its shareholders.

To effect this principle of corporate governance, the Bank:

1) has approved, by a resolution of the Board of Directors, the Strategy of the Bank, and ensures effective supervision by the Board of Directors over financial and administrative performance of the Bank;

2) has established requirements to nominees to membership in the Board of Directors of the Bank, which allow appointing Directors that shall ensure most effective fulfillment of the functions conferred on the Board of Directors;

3) has established a well-regulated procedure that ensures active participation of Directors in meetings of the Board of Directors;

4) has established committees under the Board of Directors on issues of strategic planning, risk management, HR and remunerations, internal audit, social and other issues which provide the Board of Directors with recommendations in accordance with the regulations of the committees, as approved by the Board of Directors;

5) takes measures on improvement of the structure of the Board of Directors, that suppose creation of committees for preliminary consideration of the most important issues under the competence of the Board of Directors;

6) takes measures on establishment of effective supervision over performance of the Management Board of the Bank by setting the procedure for reporting by the Management Board to the Board of Directors.

12. Provision of the Management Board with an opportunity to carry out effective management of the Bank's current activities in good faith, and establishment of accountability of the Management Board to the Board of Directors and shareholders of the Bank.

To effect this principle of corporate governance, the Bank:

1) in accordance with the requirements of the legislation of the Republic of Kazakhstan, has defined the competence of the Management Board of the Bank, reflected in the Charter of the Bank;

2) ensures functioning of the monitoring system over performance of the Management Board of the Bank for the purposes of most effective fulfillment by the Management Board of functions conferred thereon, including implementation of the Bank's Strategy;

3) ensures conformity of remuneration of CEO and members of the Management Board, other officers of the Bank to their qualification and real contribution into performance of the Bank;

4) takes measures on reasonable observance by the Management Board of the Bank of interests of third parties, including the Bank's creditors, state and local governments, on the territory of which the Bank or its branches are located;

5) has created a system of human resources management, allowing to promote interest of the Bank's employees in effective performance of the Bank and ensure gradual and stable growth in the employees' welfare, by establishing a special division responsible for the fulfillment of the human resources policy.

13. Establishment of ethic norms for the Bank's shareholders.

This principle of corporate governance can be implemented only with direct participation and free will of shareholders of the Bank by way of:

1) strict following the ethical standards of conduct by shareholders of the Bank, mainly by major shareholders;

2) inadmissibility of abusing by the Bank's shareholders of their rights;

3) inadmissibility of actions of shareholders carried out solely with the intention to harm other shareholders or the Bank.

14. Ensuring functioning and objective assessment of an effective internal control system of the Bank.

To effect this principle of corporate governance, the Bank:

1) has organized an internal control system according to the order determined by Chapter 9 hereof;

2) has set apart the responsibilities of bodies and structural divisions representing the internal control system of the Bank;

2-1) has established the Authorized Collective Bodies of the Bank which are responsible for facilitating performance of the Board of Directors' duties in accordance with the requirements of the regulatory act concerning the development of the of risk management and internal control system;

3) has created an internal audit division and the Audit Committee of the Board of Directors (hereinafter "the Audit Committee") to assess the efficiency of the internal control system;

4) has introduced the principle of independence of the internal audit division from the Management Board of the Bank;

5) has created the system of effective interaction between the internal and external audit.

15. Creating long-term economic value for all stakeholders: the Bank promotes the economy where finances contribute to business development, and

business development contributes to the social and environmental well-being. The Bank improves its own efficiency and fulfills its economic obligations to the shareholders and the state, supports sustainable development of its customers' businesses and the economy of the Republic of Kazakhstan as a whole, promotes the development of and include large, medium, small and micro businesses in the supply chain. The Bank contributes to the development of the regions of operation, by creating jobs and participating in the infrastructure modernization, and contributes to solving social and environmental issues.

16. Observance of the human rights, the principles of inclusion, diversity, and fair and equal treatment for all: the Bank observes and protects human rights in its own activities and the supply chain, and imposes appropriate requirements on counterparties, customers, and business partners. The Bank supports inclusion, develops a barrier-free environment, and increases the accessibility of socially important financial and non-financial products and services to vulnerable groups. The Bank provides opportunities and creates conditions to realize the potential of all employees based on common values, cultural diversity, gender, racial, and other equality. At the national level, the Bank participates in the development of standards and best practices in the areas of inclusion and observance and protection of human rights.

17. Environmental consciousness: the Bank prevents, minimizes or compensates for its own negative impact on the climate and other environmental components by improving its environmental and climate risk management practices, implementing measures to increase the efficiency of materials, energy and water consumption, and the lean waste management. The Bank participates in the development of a green and cyclical economy and finances projects to reduce its environmental impact and implement the best available technologies.

18. Development of responsible financing practices and effective management of manages ESG risks: The Bank implements an integrated business model aimed at ensuring positive social and environmental impact while maintaining strong financial performance. The Bank enhances its long-term sustainability and competitiveness through ESG transformation, development of responsible financing practices, and comprehensive and systematic ESG risk management.

19. Compliance with all applicable laws and fulfilment of assumed obligations: the Bank acts strictly in accordance with the legislation of the Republic of Kazakhstan, international law and the regulatory environment, participates in establishing the regulatory framework to promote responsible financing and sustainable development.

20. Observance of the ethical business approaches and implementation of best corporate governance practices: the Bank is committed to maintaining and disseminating fair, open and honest business practices, including ethical marketing and sales practices. The Bank primarily focuses on cyber security and protection of customers' personal data, combating corruption and preventing financial crimes. The Bank develops and implements the unified corporate governance standards taking into account ESG factors and based on advanced approaches.

21. Improving disclosure and transparency: the Bank strives to disclose clear, accurate and reliable information about its operations in terms of its social, economic,

and environmental impact in its annual sustainable development report, and generates reporting in the area of ESG and sustainable development based on international standards. The Bank actively engages with stakeholders by providing information in a variety of formats via channels that are accessible and tailored to stakeholders' preferences.

Chapter 3. General Shareholders' Meeting of the Bank

22. Shareholders of the Bank are granted the right to participate in the governance of the Bank by participating in convocations of and holding general shareholders meetings. The order for convocation, preparation and holding of general shareholders meetings ensures an equal attitude towards all shareholders of the Bank and provides equal opportunity for each shareholder to exercise their right to participate in general meetings of shareholders.

23. The procedure for convening, preparing, and holding a general meeting of shareholders shall be governed by the provisions of the applicable legislation of the Republic of Kazakhstan, the Charter, and the internal regulatory document of the Bank.

Chapter 4. The Board of Directors of the Bank

24. The Board of Directors is the governing body of the Bank, which is in charge of the overall management of the Company, except for matters referred by the legislation of the Republic of Kazakhstan and (or) the Charter of the Bank to the exclusive competence of the General Shareholders' Meeting of the Bank.

The Board of Directors shall pass resolutions on issues under its terms of reference based on the necessity to comply with the following decision-making principles:

1) make decisions rationally and act in the interests of the Bank on the basis of a comprehensive assessment, good faith, and duty of care of the information provided. The duty of care does not extend to errors in the process of making business decisions unless the Director has performed gross negligence;

2) make decisions and act in good faith under a duty of loyalty in the interests of the Bank, not taking into account personal benefits, the interests of related parties of the Bank, to the detriment of the interests of the Bank;

3) actively contribute to the activities of the Bank and be aware of significant changes in the activities of the Bank and external conditions, as well as make timely decisions aimed at protecting the interests of the Bank in the long term.

25. The Board of Directors determines approaches to the integration of sustainable development factors in the Bank's strategy, formalizes and facilitates implementation of the relevant procedures and practices in the operation of the Board of Directors, determines the responsibilities of the committees under the Board of Directors on sustainable development in the relevant functional areas, mechanisms for determining and monitoring of the Bank's subject-matter key performance indicators, approves the Bank's high-level internal documents (policies) regulating ESG issues. The Board of Directors of the Bank exercises control over the implementation of the

ESG agenda.

26. The exclusive competence of the Board of Directors, the procedure for holding meetings, requirements for and the procedure for electing members of the Board of Directors shall be determined by the legislation of the Republic of Kazakhstan, the Bank's Charter, and the internal regulatory documents of the Bank.

27. Directors may be re-elected an unlimited number of times, subject to their satisfactory performance unless the legislation of the Republic of Kazakhstan and the Bank's Charter stipulates otherwise.

§ 1. Independent Directors

28. Independent Directors shall abstain from any actions, as a result of which they may cease to be independent. If, after being elected to the Board of Directors, there are any changes or circumstances which result in the Independent Director ceasing to be Independent, such Director shall submit an application to the Board of Directors outlining such changes and circumstances. In this case, the Board of Directors shall inform shareholders thereof and, if necessary, may convene an Extraordinary General Shareholders' Meeting to elect new members of the Board of Directors.

29. A member of the Board of Directors may not hold the position of an Independent Director of the Bank for more than ten consecutive years unless otherwise provided for by a regulatory legal act of the authorized body.

30. A person who is and (or) has been a related party of the Bank for three years preceding the date of the request for approval of their appointment as an Independent Director of the Bank may not hold (may not be appointed (elected)) to the position of an Independent Director of the Bank.

§ 2. Duties of Directors

31. Directors shall objectively, bona fide, and reasonably perform duties assigned to them in the interests of the Bank and its shareholders as a whole.

The Board of Directors shall ensure the effective performance of the Management Board and supervise such performance.

For the proper discharge of duties, a Director shall have the right to demand necessary information from the Management Board of the Bank.

32. A Director should abstain from taking actions that may result or are potentially capable to lead to a conflict between the interests of a member of the Board of Directors and those of the Bank, and in case of such a conflict – to disclose information thereon to the Board of Directors and take measures to monitor the procedure for taking actions.

A Director shall notify the Board of Directors in writing of the intention to effect a non-arm's length transaction, and disclose information on transactions concluded by him/her in the order established by the legislation for disclosure of information.

33. Director shall actively participate in meetings of the Board of Directors.

A Director shall give prior notice to the Chairman of the Board of Directors on

impossibility of his/her participation at the meeting of the Board of Directors and explain reasons.

Each Director shall have the right to demand convening the meeting of the Board of Directors, the order for convening and holding of which is defined by the Charter of the Bank.

Where Directors have a special opinion concerning the running of the Bank or proposed for adoption of resolution, such divergences shall be recorded in the minutes to the meetings of the Board of Directors.

The Director shall not vote on any matters in which they have an interest (non-arm's length transaction of the Director or his/her affiliates). In such a case, the Director shall disclose to the Board of Directors they have such interest and the grounds of occurrence thereof, either verbally at the in-person meeting of the Board of Directors or by giving a relevant written notice when a decision is made by absent voting.

34. The Director shall neither disclose nor use in personal or third-party interests any confidential information on the Bank, insider information, or information, which constitutes a banking and commercial secret protected by the law, in the course of performance and after termination of such duties during the term established by the internal rules of the Bank.

§ 3. Operations of the Board of Directors

35. The Board of Directors is headed by the Chairman who ensures the successful solution of tasks by the Board of Directors. The Chairman of the Board of Directors shall be elected a person with impeccable business reputation and executive experience, possessing such qualities as honesty, adherence to principles, and enjoying unconditional confidence of shareholders and Directors.

36. The procedure for convening and preparing for the meeting shall ensure that members of the Board of Directors are able to prepare properly for the meeting. The procedure for convening, preparing, and holding meetings of the Board of Directors, and decision-making by the Board of Directors is defined by the Charter of the Bank, this Code, and internal regulatory documents of the Bank.

37. The Chairman of the Board of Directors shall ensure that the Board of Directors of the Company organizes its activities efficiently and interacts with other bodies and heads of the Bank's structural subdivisions.

The Board of Directors shall be timely provided with information sufficient to discharge its duties by the Board of Directors.

The Chairman of the Board of Directors shall approve the agenda of meetings of the Board of Directors, organize the development of most effective decisions on items of the agenda, and, if necessary, free discussion of these items, and also a positive atmosphere of meetings of the Board of Directors.

The Chairman of the Board of Directors shall take all necessary measures to duly present to Directors through the Management Board of the Bank of information necessary for taking decisions on questions of the agenda, encouragement of Directors to freely express their opinions on the specified questions and their open discussion, take up the initiative at a formulation of draft resolutions on the questions considered.

38. Directors shall be provided with information regarding most important events in the financial and economic performance of the Bank, and other events affecting the interests of shareholders.

CEO and members of the Management Board, heads of the Bank's structural subdivisions, including through the Secretary of the Board of Directors, shall in due time present full and reliable information on the agenda items of meetings of the Board of Directors and upon requests of any Directors.

39. Meetings of the Board of Directors shall be held either in-person or by absent voting.

§ 4. Responsibility of Directors

40. The Chairman of the Board of Directors shall be responsible for managing the activities of the Board of Directors, ensuring its effectiveness in all aspects of its functions. The Chairman of the Board of Directors shall also be responsible for ensuring that the Directors receive accurate and clear information in a timely manner. The Chairman of the Board of Directors shall also ensure effective communication with shareholders and shall facilitate the effective participation of Independent Directors and ensure constructive relations among the Independent Directors, the Directors, and the Management Board of the Bank.

41. The Chairman of the Board of Directors and Directors shall bear responsibility for failure to perform or inadequate performance of their duties.

42. The Chairman of the Board of Directors and the Directors shall bear responsibility, stipulated by the legislation, before the Bank for losses incurred by the Bank due to their guilty activity.

43. The newly elected Directors shall be provided with full, formal, and specific instructions regarding their duties (induction).

The Chairman of the Board of Directors shall ensure that Directors continually update their skills and knowledge, as well as brings to notice of Directors the information on the activities and performance of the Bank, which is required for them to perform their duties both on the Board of Directors and committees under the Board of Directors. The Bank shall provide the Directors with the necessary resources for developing and updating their expertise and qualifications.

§ 5. Performance Evaluation of the Board of Directors

44. Performance of the Board of Directors shall be evaluated by the Annual General Shareholders' Meeting.

45. The Board of Directors shall annually undertake a formal and rigorous evaluation of its own performance and its committees and Directors on an individual basis, in accordance with the internal regulatory document of the Bank.

46. Evaluation of Directors aims to identify the effective participation of each Director in the Board of Directors, as well as the performance of official duties by the Director, including analysis of information on participation in the meetings of the Board of Directors and its committees. The Chairman of the Board of Directors shall consider and analyze the results of activities evaluation by acknowledging the

strengths and paying attention to weaknesses of the Board of Directors, and if necessary, propose the appointment of new Directors and/or termination of the powers of existing Directors.

§ 6. Remuneration of Directors and members of the Management Board

47. The Board of Directors establishes the HR and Remuneration Committee from among the Directors, including at least two Independent Directors.

48. Directors and (or) members of the Management Board may not participate in the consideration of payment of their own remuneration.

49. The HR and Remuneration Committee shall submit to the Board of Directors proposals with regard to the payment terms and amounts of remuneration of Directors, in accordance with internal documents of the Bank.

50. The procedure and terms of Directors' remuneration payment shall be established by the General Shareholders' Meeting of the Bank, in accordance with the legislation of the Republic of Kazakhstan and the internal rules of the Bank.

Chapter 5. Management Board

51. The Bank has a collegial executive body - the Management Board.

The Management Board faithfully manages the current activities of the Bank in accordance with the selected business model, scale of operations, types, and complexity of operations, risk profile, and internal documents approved by the Board of Directors of the Bank, and is responsible for ensuring the implementation of the Bank's strategy, compliance with the procedures, processes, and policies approved by the Board of Directors of the Bank, as well as for the timely and efficient implementation of resolutions of the General Shareholders' Meeting and the Board of Directors of the Bank.

52. The Management Board of the Bank develops and approves the ESG and Sustainable Development Action Plan, and exercises operational control over its implementation by the Bank's structural subdivisions.

53. The CEO and members of the Management Board shall enjoy the confidence of shareholders and employees of the Bank. High requirements are set for personal and professional qualities of the members of the Management Board.

54. The Board of Directors shall effectively follow up on the performance of members of the Management Board. The Management Board of the Bank reports to the Board of Directors of the Bank.

55. The exclusive competence of the CEO and Management Board, the procedure for holding meetings, the requirements for the CEO and Management Board, their duties and responsibilities, and the procedure for their election shall be determined by the legislation of the Republic of Kazakhstan, the Bank's Charter, and the internal regulatory documents of the Bank.

Chapter 6. Corporate Secretary

56. The Corporate Secretary is an employee of the Bank and not a member of

the Board of Directors and (or) the Management Board of the Bank, and reports to the Board of Directors.

The Corporate Secretary of the Bank, within the scope of his/her activity, shall control the preparation and holding of General Shareholders' Meetings and meetings of the Bank's Board of Directors of the Bank, ensure the preparation of materials on agenda items of the General Shareholders' Meetings and materials for the meetings of the Board of Directors, follow up granting access thereto.

57. The Corporate Secretary of the Bank shall be in charge of corporate policy and corporate processes in the Bank. The Corporate Secretary shall ensure the settlement of conflicts between shareholders and other governing bodies of the Bank, and in relations among shareholders.

58. The Corporate Secretary of the Bank shall ensure due consideration by respective bodies of the Bank of complaints of shareholders and settlement of conflicts related to breach of shareholder rights. Control over timely consideration by the Bank's bodies and divisions of such complaints shall be conferred on the Corporate Secretary.

59. Competence and activity of the Corporate Secretary shall be defined by applicable internal rules of the Bank.

60. Appointment, term of office, early termination, payroll, and bonus payment to the Corporate Secretary is in the competence of the Board of Directors.

Chapter 7. Material Corporate Actions

61. Actions, that may result in changes in the legal status of the Bank and its property, and may significantly affect the interests of the Bank and its shareholders, shall be deemed material corporate actions.

The Bank is aware, that material corporate actions are open and transparent to the maximum extent, achieved by observance by the Bank of the procedure for fulfillment of material corporate actions determined by the legislation, the Charter of the Bank, and this Code.

Upon effecting material corporate actions, the Bank undertakes not to allow taking actions that prejudice or are capable of prejudicing the Bank's interests.

62. The material corporate actions of the Bank shall include:

major transactions and (or) transactions that simultaneously meet the following conditions: non-arm's length transactions of the Bank associated with acquisition or alienation of property with the value of ten and more percent of the total carrying amount of the Bank's assets as of the date of resolution by the Bank's authorized body to enter into such transactions;

purchase of 30 and more percent of the outstanding shares of the Bank;

reorganization and liquidation of the Bank;

other actions and events resulting in fundamental corporate changes.

63. Market value of the property, being the subject of the transaction, which is a material corporate action by nature, shall be determined by an independent appraiser with appropriate license, except if the subject of the transaction is securities (including those issued by the Bank) or loan transactions. The market value of securities shall be established according to the legislation of the Republic of Kazakhstan and the internal

rules of the Bank.

A resolution to enter into a transaction on purchase or disposal of property with the value of ten and more percent of the Bank's assets shall be adopted taking into account the market value of this property defined by the appraiser in accordance with the legislative act of the Republic of Kazakhstan on valuation activities.

If the subject of this transaction is money and (or) securities issued (placed) in the primary securities market and (or) assets and (or) rights of claim of a legal entity, which was a bank earlier, the evaluation shall not be made.

64. When effecting transactions, the Bank is obliged to take every possible effort to identify whether the given transaction is a material corporate action or not.

65. Affiliates of the Bank are obliged to inform the Bank's Board of Directors:

1) if they are a party to or are involved in a transaction as a representative or intermediary within three business days;

2) of their affiliated legal entities, including legal entities, in which they independently or jointly with their affiliates hold ten percent or more of voting shares (participation interests, equities), and legal entities where they hold positions in the corporate bodies;

3) of any concluded or proposed transactions known to them, in which they may be recognized as stakeholders.

Chapter 8. Disclosures by the Bank

66. Taking into account the extreme importance of maximum informational openness of the Bank for the correct assessment of the Bank's performance and maintenance of confidence thereto, the Bank shall provide timely and full presentation to shareholders, investors, and the authorized body, information on the Bank's corporate events.

67. The main purpose of disclosing information on the Bank's corporate events by the Bank to shareholders, investors, and the authorized body is provision to the specified persons of accessible, regular and reliable information on the Bank. Thus, the Bank proceeds from that, the volume of information shall allow correct and full perception and assessment of the Bank's corporate events and make an informed decision to participate in the performance of the Bank (acquisition of shares of the Bank), and also on taking other actions during participation in the management of the Bank. Moreover, such informational openness facilitates supervision by the authorized body.

68. At the same time, upon disclosing certain information, the Bank shall protect and keep confidential its corporate (internal) information subject to the requirements of the legislation of the Republic of Kazakhstan, Listing Rules, and Rules of Disclosure.

69. Bank shall define the list of information that may affect the pricing of the securities, according to the Rules of Disclosure and the Listing Rules, and introduce the appropriate procedures and controls over the distribution of such information.

70. In certain circumstances the Bank may, under its own responsibility, in accordance with the Rules of Disclosure and Listing Rules, defer the public disclosure in order to protect the Bank's interests, provided that such actions do not mislead the public and the Bank is able to ensure the confidentiality of such information.

71. The Bank shall inform the relevant employees of the Bank and other persons of the restrictions imposed on the Bank's disclosure of information about the Bank and shall ensure that the Directors and relevant employees of the Bank are adequately trained in the application of the disclosure policy.

§ 1. Procedure for reporting to authorized bodies and shareholders of the Bank

72. In accordance with the legislation of the Republic of Kazakhstan and for the purposes of transparency, the Bank shall place the following on the website of the Financial Reporting Depositary and the website of the stock exchange, which officially lists the securities issued by the Bank under its initiative:

- 1) information on the Bank's corporate events, other than information on events disclosed by the central depositary in accordance with the legislation of the Republic of Kazakhstan;
- 2) information on the total remuneration of the members of the Bank's Management Board at the end of the year;
- 3) information on the Bank's affiliates;
- 4) the list of organizations, with ten or more percent of shares (participation interest, equities) in each of such organizations being held by the Bank;
- 5) annual financial statements of the Bank and auditor's reports of the Bank;
- 6) methodology for the valuation of shares in case of their repurchase by the Bank on the unregulated market;
- 7) quarterly financial statements.

The Bank shall place any other additional information as may be determined by the internal documents of the stock exchange on the website of the stock exchange, which officially lists the securities issued by the Bank under its initiative.

73. Where the legislation of the Republic of Kazakhstan does not provide for other terms of publication (bringing to the notice of securities holders) of information about corporate events, such information shall be disclosed by the Bank within three business days after the date of its occurrence.

The Bank shall disclose information on the website of the Financial Reporting Depositary and the website of the stock exchange, which officially lists the securities issued by the Bank under its initiative, in Kazakh and Russian languages.

74. The procedure, requirements for the content of information, and deadlines of information disclosure by the Bank on the website of the Financial Reporting Depositary shall be established by a regulatory legal act of the authorized body.

The procedure, requirements for the content of information, and deadlines of information disclosure by the Bank on the website of the stock exchange shall be established by the internal documents of the stock exchange, which officially lists the securities issued by the Bank under its initiative.

75. In accordance with the legislation of the Republic of Kazakhstan and the Charter of the Bank, the Bank shall provide shareholders with access to the following documents:

- 1) Charter of the Bank, amendments thereto;
- 2) minutes to constituent meetings;
- 3) constituent agreements (resolutions of the sole founder), amendments

thereto (resolutions of the sole founder);

- 4) permits for certain types of activities and/or certain operations;
 - 5) documents to confirm the right of the Bank to the recognized property;
 - 6) prospectus of the Bank's securities;
 - 7) documents to confirm the state registration of the Bank's securities in issue, the cancellation of securities, and the approval of reports on the placement and redemption of the Bank's securities;
 - 8) regulations on branches and representation offices of the Bank;
 - 9) minutes to General Shareholders' Meetings, minutes on voting results and ballots (including those recognized invalid), materials on agenda items of General Shareholders' Meetings;
 - 10) lists of shareholders to be provided for the General Shareholders' Meetings;
 - 11) minutes to meetings (resolutions of meeting by absent voting) of the Board of Directors and ballots (including those recognized invalid), materials on the agenda items of the Board of Directors affecting the rights of shareholders in accordance with the Law of the Republic of Kazakhstan "On Joint Stock Companies", the Charter and the prospectus of the Bank's non-government equity securities;
 - 12) minutes to meetings (resolutions) of the Bank's Management Board;
 - 13) financial statements of the Bank;
 - 14) the Code of Corporate Governance of the Bank, amendments thereto.
76. Information to be provided to the Bank's shareholders according to the legislation, the Charter of the Bank, and this Code, shall be provided to the holders of the Bank's depositary receipts through a depositary bank.

§ 2. Procedure for obtaining the Bank's documents

77. or other confidential information of the Bank, a shareholder shall request the CEO of the Bank in writing, indicating therein description of documents and the dates, as of which they are drawn up (required to be drawn up), the shareholder would like to get familiar with or receive copies thereof (certified extracts therefrom), specifying the mailing address for submission thereof.

An application shall be considered within ten calendar days from receipt thereof by the Bank unless otherwise stipulated by the legislation of the Republic of Kazakhstan. After the specified term expires, the Bank shall be obligated to notify the applicant of the results of consideration of the received written application.

At the written request of a shareholder, the Bank shall provide copies of the Charter and amendments thereto within three business days from the receipt of such request.

The Bank shall charge fees for copies of documents, which cannot exceed the cost of producing copies of documents and payment of expenses related to delivery thereof to the shareholder and payment of the central depository services.

78. By resolution of the Bank CEO, submission of confidential documents constituting an official, commercial or other secret protected by the law may be restricted.

In order to obtain necessary information constituting a commercial or other protected secret of the Bank, a shareholder of the Bank shall:

1) send a written request to the Bank CEO that indicates the documents and execution dates thereof (required execution dates) required by the shareholder to review or have the copies made;

2) the Bank CEO shall consider providing the information required by the shareholder and the types of documents to be submitted (copies thereof, certified extracts therefrom etc.) and the form of submission of the required information. If the CEO decides to submit the requested information, the relevant structural subdivision shall inform the shareholder of the time and place for possible inspection of documents or total expenses for producing and sending or delivering copies of documents (certified extracts therefrom etc.) to the shareholder, and bank details for payment by the shareholder of the specified expenses;

3) within five business days following the receipt of payment for postage and expenses of the Bank on producing copies of documents and signing by the shareholder of the Confidentiality Undertaking, the Bank shall send by registered mail or deliver in person copies of requested documents (certified extracts therefrom) to the shareholder.

If the shareholder fails to sign the above Confidentiality Undertaking, the requested information (documents) shall not be provided by the Bank.

79. The Bank shall be entitled to refuse to provide copies of documents within ten calendar days from the date of receipt of the shareholder's request specified in clause 77 of the Code subject to at least one of the following conditions:

1) the e-version of the document requested as of the date of the shareholder's request is posted on the website of the Financial Reporting Depository in the manner prescribed by the legislation of the Republic of Kazakhstan on the securities market and joint-stock companies;

2) the document is requested for the second time within the last three years, provided that the first request of the shareholder to provide such document has been fully executed by the Bank;

3) the document relates to the past periods of the Bank's operations (more than three years before the date of the request), excluding the documents on transactions being executed on the date of the shareholder's request;

4) the document relates to the past periods of the Bank's operations (more than twelve months before the date of acquisition by the person of the Bank's shares), excluding documents on transactions being executed during the period of the person's holding the Bank shares (this provision applies to those who became shareholders of the Bank not earlier than twelve months prior to the date of request to the Bank).

Where the Bank CEO resolves to refuse submission to the shareholder of the requested information, the appropriate structural subdivision shall give notice to the shareholder stating the reasons and grounds for refusal.

80. When preparing for Annual General Shareholders' Meeting, shareholders (their representatives), upon registration as participants of the general meeting, shall be provided with materials at the address specified in the notice of general shareholders' meeting, in accordance with this Code and the legislation of the Republic of Kazakhstan.

§ 3. Corporate governance reporting

81. Pursuant to the Rules of Disclosure and Listing Rules applicable to the Bank due to the admission of the Bank's securities to trading on international stock exchanges, the Bank shall include a corporate governance report in the annual reporting, which may specifically disclose the following information about:

1) all applicable corporate governance practices the Bank voluntarily applies beyond the corporate governance requirements under the legislation of the Republic of Kazakhstan;

2) composition and functions of the Board of Directors, the Management Board, supervisory bodies of the Bank, and their committees;

3) internal control and risk management systems in relation to the financial reporting process.

The Bank shall disclose information on compliance with the requirements of the Model Code in accordance with the "comply or explain" principle in accordance with the procedure and terms determined by the internal documents of the stock exchange.

The Bank shall be entitled to include other information in the corporate governance report.

82. The procedure for submission and content of the corporate governance report shall be determined by the Rules of Disclosure, Listing Rules, and the internal documents of the Bank.

Chapter 9. Organization and Independent Assessment of Risk Management System and Internal Control System

§ 1. Organization of Risk Management System

83. The Bank shall establish an adequate risk management system to ensure that the Bank applies methods of risk identification, assessment, control, and monitoring in risk management.

The risk management system of the Bank shall provide for compliance with the effective legislation of the Republic of Kazakhstan, including the requirements established by regulatory legal acts of the authorized body.

In their activities, the Board of Directors, the Management Board, other bodies, and structural subdivisions of the Bank shall ensure compliance with the requirements for risk management systems.

For effective performance of the assigned duties as required by the regulatory legal act on the establishment of the risk management and internal control system, the Board of Directors shall monitor and control the issues of risk management, audit, compliance with the legislation of the Republic of Kazakhstan and internal documents of the Bank through the Authorized Collegial Bodies of the Bank.

84. The Internal Audit Service shall carry out an independent, comprehensive efficiency assessment of the risk management systems.

§ 2. Organization of Internal Control System

85. The Board of Directors shall ensure that an internal control system is in place to protect shareholders' investments and the Bank's assets.

86. The Bank shall strive to establish an effective internal control system to achieve the following objectives:

- 1) operational and financial efficiency of the Bank's operations;
- 2) reliable, complete, and timely financial and management information;
- 3) compliance with the legislation of the Republic of Kazakhstan.

The Bank shall seek to ensure that the internal control system functions effectively by means of daily internal control over all financial and economic activities of the Bank. Heads of the relevant structural subdivisions of the Bank shall be responsible for exercising daily internal control.

87. The adequacy and efficiency of the internal control system of the Bank shall be assessed by the Internal Audit Service and an independent audit firm.

§ 3. Internal Audit Service

88. The Internal Audit Service is a subdivision of the Bank that performs a risk-based, independent, and objective assessment of the effectiveness of risk management, internal control, and corporate governance systems of the Bank and its subsidiaries, and provides recommendations for their improvement.

89. The objectives and functions of the Internal Audit Service shall be determined by the legislative acts of the Republic of Kazakhstan and internal documents of the Bank.

90. The Internal Audit Service shall be independent of the Bank's daily operations and shall have access to all types of operations conducted by the Bank, including its branches and subsidiaries. The Bank's Internal Audit Service shall be independent of any activities subject to audit and of daily internal control procedures.

91. The Internal Audit Service shall be directly subordinated and accountable to the Board of Directors of the Bank. The procedure for appointing the employees of the Internal Audit Service, the structure and composition of the Internal Audit Service, and the requirements imposed on its employees shall be determined by the internal rules of the Bank approved by the Board of Directors.

92. The list and procedure for submission to the Internal Audit Service of information and materials on the Bank's transactions, the responsibility of the officials and employees of the Bank for failure to submit such information shall be determined by the relevant internal rules of the Bank.

93. The Internal Audit Service shall be entitled to provide recommendations to the Audit Committee on the candidate for the external auditor of the Bank. The proposal for external auditor selection shall be submitted to the Audit Committee for consideration.

§ 4. External Audit

94. The audit of financial statements and other information shall be conducted

by an audit organization that is authorized to do so in accordance with the legislation on auditing and complies with the requirements of the legislation of the Republic of Kazakhstan.

95. The Audit Committee shall make recommendations on the appointment, reappointment, and removal of the audit company subject to the requirements of the banking legislation of the Republic of Kazakhstan, evaluate and analyze the terms and conditions of the agreement with the external auditor. If the Board of Directors does not accept the Audit Committee's recommendation, the Audit Committee shall be permitted to include a statement with a justification of their recommendations in the annual report and any papers recommending appointment or re-appointment. The Board of Directors shall provide the reasons for its differing opinion.

The Board of Directors shall take all necessary measures to ensure that the General Shareholders' Meeting approve the Bank's auditor recommended by the Audit Committee.

Chapter 10. Dividends

96. Dividends are an integral part of the existence and development of joint-stock companies. The Optimization of dividend policy, alongside the improvement of financial standing, is one of the key aspects in the general financial development strategy of the Bank, a tool for increasing its investment appeal and an indicator to the investors of the Bank's standing. A competent dividend policy and well-informed investors are the key factors in the long-term development of the Bank.

Payment of dividends on the Bank's shares shall be made in the order stipulated by the legislation of the Republic of Kazakhstan, the Bank's Charter, a prospectus of share issue, and the Dividend Policy of the Bank.

In order to set up a transparent and shareholder-friendly mechanism and decision-making process concerning payment of dividends, determination of amounts, order, and terms of payment, the Bank's Board of Directors shall approve the Dividend Policy of the Bank.

97. The basic purpose of the dividend policy is to increase the shareholders' value by ensuring:

- 1) gradual growth of dividends on shares of the Bank.

To fulfill this objective, the Bank aspires to ensure gradual growth of the net income (profit) of the Bank, which shall allow providing gradual increase in the size of paid dividends through allocating for these purposes of net income (profit) of the Bank;

- 2) observance of shareholders' entitlement to dividends on preferred shares of the Bank;

In order to achieve this objective the Bank developed a mechanism to ensure the payment of guaranteed dividends on preferred shares of the Bank established by the Bank's Charter, which allows shareholders to see the profit of the Bank remaining after the accrual of dividends.

Moreover, the Bank has created reserve capital, the funds of which may be used for payment of dividends on preferred shares of the Bank in case of missing or insufficient income of the Bank;

3) creation of necessary conditions for timely and full receipt by shareholders of dividends.

The Bank ensures necessary conditions for timely and full receipt by shareholders of dividends on common shares by fixing at the General Shareholders' Meeting of the Bank of the commencement date of payment of dividends on common shares, amount of dividends payable on common shares, and, if required, other parameters. Moreover, within five business days before payment of dividends on preferred shares, the Bank shall post the information on dividend payment in Kazakh and Russian languages, on the website of the Financial Reporting Depository, with the indication of data as provided by the legislation of the Republic of Kazakhstan.

§ 1. Procedure for Dividend Payment on Bank Shares

98. A decision on payment of dividends on common shares based on the annual performance and payment of the amount more than the guaranteed amount of dividends on preferred shares shall be adopted by the Annual General Shareholders' Meeting of the Bank, provided that there is an income of the Bank based on the results of the financial year in the amount allowing payment of such dividends.

A decision to pay dividends on common shares of the Bank out of prior-year retained earnings shall be made by the General Shareholders' Meeting.

Dividends on common shares may be paid by the Bank not more than twice a year pursuant to the resolution of the General Shareholders Meeting, in compliance with the requirements of the legislation of the Republic of Kazakhstan.

A decision to pay dividends on common shares of the Bank shall be made by the General Shareholders' Meeting of the Bank by a simple majority of the total voting shares of the Bank participating in voting.

Payment of guaranteed amount of dividends on preferred shares of the Bank, established by the Charter of the Bank, does not require adoption of an appropriate decision by the General Shareholders' Meeting of the Bank and shall be made in the procedure and within the time period stipulated by the Charter of the Bank.

99. The Bank shall have the right, if the shareholder's written consent is available, to pay out dividends on shares of the Bank with its securities: declared shares of the Bank or bonds issued by the Bank. The resolution of the General Shareholders' Meeting regarding payment of dividends on common shares shall contain indication of the possibility of payment of the Bank's dividends with specified securities.

Payment of dividends on preferred shares by securities of the Bank is not permitted.

100. The Bank shall have the right to pay dividends combined way, implying payment of dividends partly in cash and partly in securities, including different types of securities (partly authorized shares and partly issued bonds).

101. The list of the Bank's shareholders having the right to receive dividends shall be formed in the procedure determined by the legislation of the Republic of Kazakhstan.

The Bank shall not accrue and pay dividends on shares which have not been placed (sold) by or have been redeemed by the Bank, and if the court or the General

Shareholders' Meeting has passed a resolution on its liquidation.

The Bank shall have no right to pay dividends on common and preferred shares:

1) if the Bank's equity is negative or if the amount of the Bank's equity becomes negative as a result of dividend payment on the Bank's shares;

2) if the Bank meets the insolvency or bankruptcy criteria in accordance with the legislation of the Republic of Kazakhstan on rehabilitation and bankruptcy, or such features appear in the Bank as a result of payment of dividends on shares;

3) in cases stipulated by legislative acts of the Republic of Kazakhstan.

The Bank may issue preferred shares, the prospectus of issue of which provides for the right of the Management Board of the Bank not to accrue dividends on preferred shares in the event that payment of dividends on the shares would lead to a decrease in prudential standards lower than those established by the regulatory legal act of the authorized body.

102. The shareholder shall have the right to demand payment of unreceived dividends irrespective of the date the Bank's payable became overdue, except in cases where a dividend is not charged on the basis of clause 101 of this Code. In case of failure to pay dividends on time through the fault of the Bank, the sum of due dividends and default interest, calculated based on the reference rate of the National Bank of Kazakhstan as of the date of discharge of the liability or its appropriate part shall be paid to the shareholder of the Bank.

103. If there is a sufficient income of the Bank based on the annual performance and prior-year retained earnings, and on the basis of the financial reporting of the Bank for the reporting year, confirmed by an audit company elected by the General Shareholders' Meeting and for the purpose of ensuring the rights of shareholders of the Bank for participation in the income of the Bank, the Management Board of the Bank shall have the right to decide to request the Board of Directors of the Bank to include in the agenda of the Annual General Shareholders' Meeting of the issue on payment of dividends on common shares of the Bank. The Management Board of the Bank shall supplement the request with an explanatory note for the Board of Directors of the Bank, containing justification of the possibility for the Bank to pay out dividends on common shares of the Bank and calculation of dividends per common share of the Bank.

104. The amount of income of the Bank, proposed for payment as dividends, shall be defined, and, dividend per common share shall be calculated subject to the requirements of clause 101 hereof.

105. When developing the proposal to the Bank's Board of Directors on payment of dividends on common shares, the Management Board of the Bank shall primarily rely on the amount of income necessary to satisfy, during the whole year, the prudential standards set by the authorized body for second-tier banks and other needs of the Bank.

106. Having considered the request of the Management Board of the Bank, the Board of Directors shall have the right to take one of the following decisions:

1) satisfy the request of the Management Board and include in the agenda of the Annual General Shareholders' Meeting the item on payment of dividends on common shares of the Bank;

2) satisfy the request of the Management Board with revision of the total sum of

income proposed to payment of dividends on common shares of the Bank, and dividends per common share of the Bank;

3) refuse to satisfy the request of the Management Board.

107. The final resolution on payment of dividends on common shares and dividends exceeding the guaranteed amount on preferred shares of the Bank, determination of the dividend amount per common share and the amount of dividends exceeding the guaranteed dividend on the preferred shares of the Bank, shall be adopted by the General Shareholders' Meeting of the Bank.

Resolutions on payment of dividends on common shares of the Bank and the amount of dividends on common shares shall be subject to the requirements of clause 108 hereof.

Taking into account the annual financial performance, the General Shareholders' Meeting is entitled to adopt a resolution on the appropriateness of dividend payment on common shares of the Bank.

108. The amount of dividends to be accrued on preferred shares may not be less than the amount of dividends to be accrued on common shares of the Bank. If the amount of dividends on common shares of the Bank exceeds the amount of guaranteed dividends on preferred shares, the Bank shall increase the amount of dividends on preferred shares of the Bank to equalize the sum of dividends payable on common and preferred shares of the Bank.

109. The Bank's Board of Directors shall determine the date commencement for payment of dividends on the Bank's preferred shares.

110. Dividends shall be paid out no later than ninety calendar days from the date following the date of the resolution adopted by the General Shareholders' Meeting to pay dividends on common shares of the Bank.

If there is no information on the latest details of a shareholder at the Bank or in the system of securities holder registers or the nominee holding registration system, dividends on common shares of the Bank shall be paid in accordance with the procedure and within terms determined by the regulatory legal act of the authorized body to the account opened with the central depository for accounting of unclaimed funds.

Dividends on the Bank's preferred shares shall be paid within ninety days after the date of compiling the list of shareholders eligible for dividends.

If there is no information on the latest details of a shareholder at the Bank or in the system of securities holder registers or the nominee holding registration system, dividends on the Bank's preferred shares shall be paid in accordance with the procedure and within terms determined by the regulatory legal act of the authorized body to the account opened with the central depository for accounting of unclaimed funds.

§ 2. Payment of dividends in the form of securities

111. The shareholder of the Bank, except a shareholder holding preferred shares of the Bank, wishing to receive dividends in the form of securities should submit an appropriate written application to the Bank, consenting therein to receive dividends

paid with securities of the Bank.

112. The number of securities paid as dividends shall be counted based on the size of dividend per share, as established by the General Shareholders' Meeting (for common shares) subject to taxation of income on securities in accordance with the tax legislation of the Republic of Kazakhstan.

113. If the number of the securities declared by shareholders of the Bank as securities to be received as dividends exceeds the number of the securities held by the Bank, dividends shall be paid to the shareholders with the securities proportionally to the shares held by them. The portion of dividends not paid with securities shall be paid in cash.

114. Securities paid as dividends shall be transferred to the personal accounts of shareholders in accordance with the procedure established by the legislation of the Republic of Kazakhstan.

§ 3. Bank strategy in terms of the dividend policy and dividend calculation procedure

115. The total amount of dividends payable on all shares of the Bank shall be determined based on the net profit (retained earnings) of the Bank after all calculations made for the Banks' needs for the formation of its own financial resources ensuring the realization of the Bank's investment opportunities in full.

116. The Management Board of the Bank intends to pay dividends to the holders of common shares, provided that after such payment, the satisfactory level of the net profit shall be sufficient for observance during the whole year, at predicted growth in Bank assets as of the year-end, of the requirements for capital adequacy that are set by the authorized body for second-tier banks.

§ 4. Liability for non-payment or late payment of dividends

117. In case of delay in the payment of dividends for more than ten business days, the Chairman of the Board of Directors of the Bank shall immediately notify all Directors, stating the reason for such delay in the payment of dividends and the measures being taken for elimination of the reasons for the delay in the payment of such dividends.

The Board of Directors of the Bank shall have the right to decide to bring the CEO and other members of the Management Board of the Bank to bear liability for the inappropriate implementation of the resolution of the General Shareholders' Meeting related to the payment of dividends.

Chapter 11. Settlement of Corporate Conflicts

118. Taking into account the importance of the Bank's good business reputation and the extreme undesirability of corporate conflicts, the Bank considers it necessary to develop mechanisms for prevention and settlement of corporate conflicts.

§ 1. General provisions

119. Within the framework of this Code, the Bank recognizes as conflict any disagreement or dispute between a body of the Bank and a shareholder of the Bank, arising in connection with the participation of the shareholder in the Bank, or a disagreement or dispute among shareholders if such disagreement or dispute affect or may affect interests of the Bank.

120. In case of occurrence of corporate conflict, the Bank shall as promptly as practicable determine its position towards the conflict and take appropriate decision and bring it to the notice of shareholders.

Upon definition of its position, the Bank shall rely on norms of the legislation of the Republic of Kazakhstan and ensure a reasonable combination of interests of the Bank and all its shareholders.

121. In case of need, the Bank shall provide to a party of the conflict, the court, the authorized state body, and other state bodies, the necessary information to determine the real situation of the conflict and take measures on its settlement in the order stipulated by the Charter of the Bank, this Code and internal documents of the Bank.

122. The Bank undertakes to take all measures in its control for the settlement of a corporate conflict and provide the shareholders with an opportunity to execute and defend their rights. In case of compelled refusal to satisfy the request of a shareholder, the Bank undertakes to strictly rely on the current legislation.

123. The competence of the Bank's bodies with respect to consideration of corporate conflicts shall be differentiated depending on the competence thereof.

124. In case of a corporate conflict among shareholders, which may affect the Bank's interests, the Bank shall have the right to request the parties to the conflict to allow participation of the Bank in its settlement as an intermediary. Moreover, the Bank shall have the right to propose itself as an adviser and provide the parties with necessary information and documents, consultations on the matters of the current legislation, and provisions of internal documents of the Bank.

§ 2. Procedure for determination of the Bank's position regarding corporate conflicts

125. In case of a corporate conflict or a situation, which may result in a corporate conflict, the relevant structural subdivision shall within three business days submit the matter for consideration of the Management Board of the Bank, accompanied with documents and explanation which may be required to adopt an informed decision and determine the Bank's position.

126. In case the matter, in relation to which a corporate conflict may occur or occurs, falls under the competence of the Board of Directors of the Bank, the Management Board of the Bank, having considered appropriate documents and formulated its position on the matter, requests to the Board of Directors of the Bank for approval of the Bank's position.

127. Upon having considered the request of the Management Board, the Board of Directors of the Bank shall have the right to adopt one of the following decisions:

- 1) approve the position of the Bank proposed by the Management Board;
- 2) refuse to satisfy the position of the Bank proposed by the Management Board and define another position of the Bank on the corporate conflict.

128. In consideration of the matter of determination of the Bank's position in relation to the corporate conflict, the following members of the Management Board and Board of Directors of the Bank shall not participate:

- 1) a party to the conflict;
- 2) affiliates of the party to the conflict.

129. The Bank shall, within three business days following the determination of the Bank's position, notify the shareholders, being parties (party) to the conflict, of the Bank's position in relation to the corporate conflict.

130. In case the Bank is one of the parties to the conflict, the Management Board of the Bank or the Board of Directors of the Bank, upon definition of the position of the Bank in relation to the corporate conflict, shall also approve the list of actions of the Bank on settlement of the conflict.

With the consent of shareholders who are parties to the corporate conflict, the Management Board and (or) the Board of Directors (members of both) may participate in negotiations among shareholders, provide to shareholders available information and documents, concerning the conflict, explain norms of legislation of the Republic of Kazakhstan and provisions of internal rules of the Bank, give advice and recommendations to shareholders, prepare draft documents on settlement of the conflict for signing by shareholders, on behalf of the Bank and within the limits of its competence to assume obligations to shareholders to the extent necessary to promote settlement of the conflict.

131. Upon the results of actions on settlement of the corporate conflict, the Bank shall have the right to sign an agreement on the settlement of the conflict.

Chapter 12. Procedures to manage conflict of interest, the mechanisms to implement the procedure, and follow-up control

132. The mechanism to minimize conflict of interest in the Bank's activities is regulated by a single internal regulatory document of the Bank approved by the Board of Directors (Halyk Bank JSC Conflict of Interest Policy).

133. With the consent of the Board of Directors, members of the Board of Directors, including independent Directors, may be appointed or elected to the bodies of other legal entities and act as their officers, in accordance with the requirements of section 6 of the Regulation on the Board of Directors of Halyk Bank JSC and the applicable legislation of the Republic Kazakhstan.

134. Members of the Board of Directors shall refrain from any actions that lead or potentially lead to a conflict of interest between a member of the Board of Directors and the interests of the Bank, and if such a conflict of interest exists or arises, disclose it to the Board of Directors and take measures so that the procedure of further actions is observed.

135. A member of the Board of Directors shall notify the Board of Directors in writing of his intention to enter into a related party transaction, as well as disclose

information on the transactions he entered, in the manner established by legislation for information disclosure.

136. Members of the Board of Directors shall abstain from voting issues where they have a conflict of interest. At the same time, a member of the Board of Directors shall disclose to the Board of Directors both the fact of and the grounds for a conflict of interest, verbally during the in-person meeting of the Board of Directors or by sending an appropriate written notice when a resolution is passed by absent voting.

137. The Board of Directors ensures the creation of a system for identifying and resolving conflicts of interest arising between shareholders and bodies, officers of the Bank, and shareholders, in accordance with this Code and the Bank's internal rules.

The Board of Directors shall monitor and, whenever possible, eliminate potential conflicts of interest at the level of officers and shareholders, including unlawful use of the Bank's property and abusive related party transactions.

138. The mechanism of the Board of Directors' response to violations of the conflict of interest management procedure is regulated by the Bank's internal rules.

139. The Bank employees have the right to confidentially report violations related to the activities of the Bank with the use of a "hotline", the contact details of which are available on the Bank's official corporate website.

140. The procedures by which the Bank employees confidentially report violations related to the Bank's activities using the "hotline" are regulated by the Bank's internal regulatory document approved by the Bank's Management Board.

Chapter 13. Final Provisions

141. This Code shall enter into force from the moment of approval by the General Shareholders' Meeting of the Bank.

142. The provisions hereof are binding on the Bank's shareholders, officials, and employees.

143. Persons in breach of provisions hereof shall bear responsibility in accordance with the legislation of the Republic of Kazakhstan.

144. If one or several clauses of this Code become invalid due to changes in legislation and (or) the Charter, this does not affect the remaining clauses of this Code, and they are valid to the extent not inconsistent with the laws of the Republic of Kazakhstan and the Bank's Charter.

Item No.10 of the agenda: “On approval of the restated Regulations on the Board of Directors of Halyk Bank JSC”

Dear shareholders,

Considering that the Regulations on the Board of Directors of Halyk Bank JSC were approved by resolution of the General Shareholders' Meeting of Halyk Bank JSC dated 20 December 2006, the restated version thereof shall be approved on the basis of the relevant resolution of the General Shareholders' Meeting of Halyk Bank JSC.

The current Regulations on the Board of Directors of Halyk Bank JSC are available for review on the corporate website of Halyk Bank JSC.

Presented materials contain draft restated Regulations on the Board of Directors of Halyk Bank JSC in Kazakh and Russian languages.

The restated Regulations on the Board of Directors of Halyk Bank JSC shall be approved for the following reasons:

- 1) changes in the legislation of the Republic of Kazakhstan;
- 2) earlier amendments to the Regulations on the Board of Directors of Halyk Bank JSC constitute more than fifty percent of the text of the Regulations on the Board of Directors in its original version. The current Regulations on the Board of Directors of Halyk Bank JSC was approved in 2006. During this period, 12 resolutions were passed, which made a number of changes to the Regulations on the Board of Directors. This makes it difficult to use them in its current version.

The main amendments to the Regulations on the Board of Directors of Halyk Bank JSC are listed below.

In terms of competence of the Board of Directors:

- 1) the competence of the Board of Directors has been supplemented with the right to pass resolutions on determining the form of the general shareholders' meeting;
- 2) the Board of Directors is empowered to pass resolutions on placement (sale) of the Bank's shares or other securities convertible into common shares of the Bank, without applying the preemptive right in certain cases on the basis of the resolution of the General Shareholders' Meeting;
- 3) the Board of Directors approves the Bank's risk appetite strategies and risk appetite levels, exercises control over compliance with the risk appetite strategy, risk appetite levels and risk management policies.

In terms of requirements to independent directors:

- 3) independent directors may not hold the position of independent director of the bank for more than ten consecutive years, except as provided by the statute of the authorized body;
- 4) a person, who is a related party of the Bank and (or) has been such person for three years preceding the date of filing an application for approval for the position of a member of the Board of Directors – Independent Director of the Bank, may not hold or be elected to the position of an independent director of the Bank.

Dear shareholders, in view of the foregoing, the Board of Directors of Halyk Bank JSC proposes:

1) to approve the restated Regulations on the Board of Directors of Halyk Bank JSC attached to the materials of this Annual General Shareholders' Meeting of Halyk Bank JSC.

2) to invalidate the Regulations on the Board of Directors of Halyk Bank JSC approved by Resolution of the General Shareholders' Meeting No.22 dated 20 December 2006 (as amended and supplemented).

Approved
by resolution of Halyk Bank JSC
General Shareholders' Meeting
(minutes No.____ dated ____ 2023)

Regulations
on the Board of Directors of Halyk Bank JSC

Almaty
2023

These Regulations on the Board of Directors of Halyk Bank JSC (the “Regulations”) have been developed in accordance with the laws of the Republic of Kazakhstan, the Charter of Halyk Bank JSC (the “Bank”), other internal documents of the Bank, and shall determine the basic principles of arrangement of activities of the Bank’s Board of Directors (the “Board of Directors”), including the relationship between the Board of Directors and the Management Board of the Bank.

1. General Provisions

1. The Board of Directors is a management body of the Bank performing general management of the Bank, except for the issues referred by the Law of the Republic of Kazakhstan “On Joint Stock Companies” (the “Law”) and (or) by the Charter of the Bank to the exclusive competence of the General Meeting of Shareholders of the Bank.

The exclusive competence of the Board of Directors shall be determined by the Law, the Charter of the Bank, the Corporate Governance Code (the “Code”) and these Regulations.

2. In performing its activities, the Board of Directors shall be guided by the laws of the Republic of Kazakhstan, including the statute of the authorized body and (or) the Bank Charter, and internal rules and these Regulations.

3. These Regulations shall determine the competence of the Board of Directors, its composition, requirements to the members of the Board of Directors, rights and obligations thereof, powers of the Chairman of the Board of Directors, and arrangement of activities of the Board of Directors.

2. Competence of the Board of Directors

4. The exclusive competence of the Board of Directors shall include the following:

1) determining priority areas of the Bank’s activities, approval of the Bank’s Development Strategy, monitoring the implementation of the Bank’s Development Strategy and assessment whether it complies with the current market and economic situation, risk profile and financial potential, and the laws of the Republic of Kazakhstan;

2) approval of the Bank’s Risk Appetite Strategy and risk appetite levels, control over compliance with the risk appetite strategy, risk appetite levels and risk management policies;

3) adopting resolutions on convening Annual and Extraordinary General Meetings of Shareholders, and determining the form of holding General Meetings of Shareholders;

4) submitting the issues stipulated by the Law for consideration by the General Meeting of Shareholders of the Bank;

5) adopting resolutions to place (sell) shares, including on the number of the Bank’s shares to be placed (sold) within the number of the Bank’s authorized shares, the method and price of placement (sale) thereof, except as required by the Law,

including a proposal to place securities regarding the listing of shares or depositary receipts of the Bank on stock exchanges in other countries;

6) adopting resolutions on repurchase by the Bank of placed shares or other securities and the repurchase price thereof;

7) preliminary approval of the Bank's annual financial statements;

8) adopting resolutions to place (sell) shares of the Bank or other securities convertible into common shares of the Bank, in the cases stipulated by the Law, on the basis of the resolution of the General Meeting of Shareholders;

9) determining the terms and conditions of issue of bonds and derivative securities of the Bank, and adopting resolutions to issue the same;

10) approval of the prospectus for the listing of the Bank's securities on the stock exchanges of other countries, and adopting resolutions to issue the same;

11) determining the number of members, terms of office of the members of the Management Board of the Bank, election of the CEO and members of the Management Board, and early termination of powers thereof, monitoring, control and evaluation of the activities of the Management Board of the Bank;

12) determining the amount of salaries and terms of remuneration and bonuses of the CEO and members of the Management Board;

13) giving recommendations to the General Meeting of Shareholders on the amounts and terms of remuneration to the members of the Board of Directors, and preliminary approval of the rules on the procedure and terms of remuneration and compensation payment to the members of the Board of Directors;

14) determining the number of members, terms of office of the internal audit service, appointment of its head and members, and early termination of powers thereof, determining the work procedure of the internal audit service, the amount and terms of remuneration and bonuses of members of the internal audit service;

15) appointment, determining the term of office of the corporate secretary, early termination of powers thereof, and determining the amount of the salary and terms of remuneration of the corporate secretary;

16) appointment and dismissal of the Chief Risk Officer, Chief Compliance Officer, and interaction and control over the work of the Chief Risk Officer;

17) approval of the organizational chart of the Bank, ensuring that it complies with the size, structure, nature and level of complexity of the Bank's activities;

18) determining the amount of fees payable to an audit firm for an audit of financial statements, and to an appraiser for appraising the market value of the property transferred as payment for the Bank's shares, or being the subject of a major transaction;

19) approval of the Bank's budget for the corresponding year and control over its execution;

20) determining the procedure for using the reserve capital of the Bank;

21) approval of documents governing the internal activities of the Bank (rules, policies) referred to the competence of the Board of Directors in accordance with the laws of the Republic of Kazakhstan, and internal regulatory documents of the Bank;

22) adopting resolutions on establishment and closure of branches and representative offices of the Bank, and approval of regulations thereon;

- 23) adopting resolutions on acquisition (alienation) by the Bank of ten or more percent of shares (participatory interest in the authorized capital) of other legal entities;
- 24) determining the information on the Bank and its activities, which constitutes official, commercial and other secrets protected by law;
- 25) adopting resolutions on entering into major transactions and non-arm's length transactions, except for those major transactions the resolution whereon shall be adopted by the General Meeting of Shareholders of the Bank in compliance with the Law;
- 26) adopting resolutions on entering into related party transactions, except as required by the laws of the Republic of Kazakhstan;
- 27) analysis and evaluation of appropriateness of issuing loans exceeding five percent of the Bank's equity, and adopting resolutions on issuing such loans;
- 28) adopting resolutions on issue of unsecured consumer loans exceeding the amount established by the statute of the authorized body, except for issue of an unsecured consumer loan for refinancing of mortgage loans;
- 29) establishment of requirements to the terms and conditions of transactions made with bank holdings;
- 30) ensuring control of operation of the risk management and internal control system at the Bank;
- 31) ensuring a constant dialogue with the shareholders of the Bank;
- 32) increasing the Bank's liabilities by the amount of ten or more percent of the Bank's equity capital;
- 33) establishment of committees and other bodies of the Board of Directors, approval of the Regulations thereon, and election of members thereof, determining the number of members and the scope of powers thereof;
- 34) establishment of authorized collegial bodies of the Bank in compliance with the requirements of the statute on risk management and internal control system, approval of internal documents of the Bank governing their activities;
- 35) preliminary approval of the Corporate Governance Code of the Bank, and amendments thereto;
- 36) adopting resolutions to place (sell) the Bank's shares or other securities convertible into the Bank's common shares, without applying the pre-emptive right based on the resolution of the General Meeting of Shareholders or the Charter of the Bank in cases stipulated by the laws of the Republic of Kazakhstan;
- 37) adopting resolutions to terminate the listing of the Bank's securities (except for shares) on the stock exchanges of the Republic of Kazakhstan or other countries;
- 38) adopting resolutions on the competence of the general meeting of shareholders (participants) of a legal entity ten or more percent of shares (participatory interest in the authorized capital) whereof belong to the Bank;
- 39) adopting resolutions on the list of issues, which should be communicated to the shareholders and investors in compliance with the internal documents of the company;
- 40) monitoring and control over completeness, reliability and timeliness of preparation and submission of regulatory reporting.

3. Composition of the Board of Directors

5. The composition of the Board of Directors of the Bank and qualification requirements for its members shall meet the following requirements:

1) the composition of the Board of Directors of the Bank and its powers are sufficient to exercise effective control;

2) the Board of Directors of the Bank shall consist of the persons with necessary qualification, impeccable business reputation and experience, all of which are sufficient for general management of the Bank, in accordance with the chosen business model, scope of activities, type and complexity of operations;

3) members of the Board of Directors of the Bank are focused on interaction, cooperation and critical discussion in decision-making process;

4) members of the Board of Directors of the Bank faithfully perform their duties and adopt resolutions, minimize conflicts of interests;

5) at least thirty percent of the Board of Directors of the Bank shall be independent directors.

A member of the Board of Directors may not transfer the functions assigned thereto in accordance with the Law and (or) the Charter of the Bank to anyone else.

6. Members of the Board of Directors shall be elected by the General Meeting of Shareholders of the Bank by cumulative voting with the use of cumulative voting ballots, except for the case when one candidate runs for one seat on the Board of Directors.

The cumulative voting ballot shall contain the following:

1) a list of candidates for the Board of Directors;

2) number of votes held by a shareholder;

3) number of votes given by a shareholder for a candidate for the Board of Directors.

Voting options “against” and “abstain” may not be put on the cumulative voting ballot.

7. The number of members and term of office of members of the Board of Directors shall be established by the General Meeting of Shareholders of the Bank.

All the information on a candidate to the position of a member of the Board of Directors shall be provided to shareholders of the Bank, for election by the General Meeting of Shareholders of the Bank. The information shall include education background of the candidate, employment details and positions held by the candidate over the last three years, positions held at the time of nomination, and other information confirming the qualifications and work experience of the candidate.

8. Members of the Management Board, except for the CEO, may not be members of the Board of Directors. The CEO of the Bank may not be elected as the Chairperson of the Board of Directors. Duties of the Chairperson of the Board of Directors and the CEO shall be determined by the laws of the Republic of Kazakhstan, the Bank’s Charter, these Regulations and other internal documents of the Bank.

9. Powers of any member of the Board of Directors may be early terminated by resolution of the General Meeting of Shareholders. Powers of such member of the Board of Directors shall be terminated from the date of adoption of relevant resolution by the General Meeting of Shareholders. In the event of early termination of powers of

a member of the Board of Directors, a new member of the Board of Directors shall be elected by cumulative voting of the shareholders present at the General Meeting of Shareholders, and the powers of the newly elected member of the Board of Directors shall expire simultaneously with the expiration of the powers of the Board of Directors as a whole. The powers of a member of the Board of Directors shall be early terminated on their own initiative on the basis of a written notice to the Board of Directors. The powers of such member of the Board of Directors shall be terminated as soon as such notice is received by the Board of Directors, unless the notice specifies the date of early termination of powers of the member of the Board of Directors. Resolutions on the agenda of a meeting of the Board of Directors upon termination of the powers of one or more members of the Board of Directors shall be adopted subject to a quorum, and if a majority of votes of the total number of votes of the remaining members of the Board of Directors have been cast in favor of the adoption of such resolution.

10. Members of the Board of Directors may be re-elected to the Board of Directors an unlimited number of times, subject to satisfactory performance results, unless otherwise provided by the laws of the Republic of Kazakhstan and the Charter of the Bank.

A member of the Board of Directors shall not hold the position of an Independent Director of the Bank for more than ten consecutive years, except for the cases stipulated by the statute of the authorized body.

A person, who is a related party of the Bank and (or) has been such person for three years preceding the date of filing an application for approval for the position of a member of the Board of Directors – Independent Director of the Bank, may not hold or be elected to the position of an Independent Director of the Bank.

11. With the consent of the Board of Directors, members of the Board of Directors, including Independent Directors, may be appointed or elected to the bodies of other legal entities and perform the functions of officials therein in accordance with the requirements of Section 6 hereof.

4. Requirements for a member of the Board of Directors of the Bank

12. Candidates for members of the Board of Directors shall have sound professional and personal reputation, ability to contribute to the work of the Board of Directors and willingness to work to achieve common objectives and results.

Only an individual may be a member of the Board of Directors. Members of the Board of Directors shall be elected from among shareholders - individuals, persons proposed (recommended) for election to the Board of Directors as representatives of shareholders - individuals and legal entities, individuals who are not shareholders of the Bank and not proposed (not recommended) for election to the Board of Directors as representatives of a shareholder.

Members of the Board of Directors shall be subject to approval by the authorized body as prescribed by the laws of the Republic of Kazakhstan.

A person who does not meet the requirements of the Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan” may not be elected to the Board of Directors.

13. A member of the Board of Directors shall:

- 1) make decisions in an unbiased, honest and responsible manner in the interests of all shareholders and the Bank as a whole;
- 2) have enough time to effectively perform their functions. When making a decision on combining positions in management bodies of other entities, a member of the Board of Directors shall proceed from the fact that only with sufficient amount of time, they will be able to properly perform their duties;
- 3) express their objective opinion and defend it, if they believe that it meets the interests of the Bank;
- 4) since election to the position, not represent interests of any single person or group of persons, and act in the interests of the Bank and its shareholders;
- 5) disclose fairly and in full the information on interest in transactions of the Bank;
- 6) improve their skills and knowledge on a regular basis.

5. Independent directors

14. The Board of Directors shall inform the shareholders of the composition of the Board of Directors, indicating the Independent Directors, in a report to the Annual General Meeting of Shareholders.

15. An Independent Director shall refrain from taking any actions that may cause them to cease to be independent. If after the election to the Board of Directors there are changes, or circumstances arise, resulting in the Independent Director ceasing to be independent, they shall submit an application to the Board of Directors stating such changes and circumstances. In this case, the Board of Directors shall inform the shareholders and, if necessary, may convene an Extraordinary General Meeting of Shareholders to elect a new member of the Board of Directors.

16. At least thirty percent of the Board of Directors of the Bank shall be represented by Independent Directors.

6. Responsibilities of a member of the Board of Directors

17. A member of the Board of Directors shall perform the duties imposed thereon in an unbiased manner and in good faith in the interests of the Bank and its shareholders as a whole.

The Board of Directors shall ensure the efficient activity of the Management Board and shall control such activity.

18. A member of the Board of Directors shall refrain from actions, which will or may potentially lead to a conflict between the interests of a member of the Board of Directors and the interests of the Bank, and in case such conflict exists or arises – disclose it to the Board of Directors and take measures to comply with the procedure for taking actions.

A member of the Board of Directors shall notify the Board of Directors in writing of their intention to enter into a non-arm's length transaction, and disclose information on the transactions entered into thereby in accordance with the procedure established by the law for disclosure of information.

19. A member of the Board of Directors shall actively participate in the meetings of the Board of Directors. In case of impossibility to attend a meeting of the Board of Directors, the member of the Board of Directors shall notify the Management Board of the Bank in advance with an explanation of the relevant reasons.

A member of the Board of Directors shall abstain from voting on the issues where they have an interest (a non-arm's length transaction of the member of the Board of Directors or affiliates thereof). In this case, a member of the Board of Directors shall disclose to the Board of Directors both the fact of such interest and the grounds thereof orally during an in-person meeting of the Board of Directors or by sending a corresponding written notice during passing a resolution by ballot (absent voting).

20. A member of the Board of Directors shall not disclose or use in personal interests or in the interests of third parties the confidential information about the Bank, insider information, and the information constituting the subject of the secret protected by law, commercial secret, during the performance of duties as a member of the Board of Directors and after completion of work at the Bank within the period prescribed by the internal rules of the Bank.

21. A member of the Board of Directors shall monitor and, where possible, eliminate potential conflicts of interest at the level of officers and shareholders, including misuse of the Bank's property and misuse in non-arm's length transactions.

22. A member of the Board of Directors shall monitor the efficiency of corporate governance practices at the Bank.

23. A member of the Board of Directors shall act in accordance with the requirements of the laws of the Republic of Kazakhstan, the Charter, and internal documents of the Bank, the contract, on the basis of awareness and transparency, in the interests of the Bank and its shareholders.

24. A member of the Board of Directors shall treat all shareholders fairly, and make an objective independent judgment on corporate issues.

7. Rights of a member of the Board of Directors

25. Each member of the Board of Directors shall have the right to request that a meeting of the Board of Directors be convened. The member of the Board of Directors shall request the convening of a meeting of the Board of Directors by sending to the Chairperson of the Board of Directors a corresponding written notice containing the proposed agenda for the meeting of the Board of Directors.

Meetings of the Board of Directors shall be held as necessary. In addition, Independent Directors may meet without the presence of other members of the Board of Directors to effectively perform their specific duties.

26. A member of the Board of Directors shall have the right to make comments and proposals on the agenda of a meeting of the Board of Directors.

27. Each member of the Board of Directors shall be entitled to express their unbiased opinion on the items on the agenda considered by the Board of Directors at the meeting of the Board of Directors. If a member of the Board of Directors disagrees with the resolution passed by the Board of Directors on the item(s) on the agenda of a

meeting of the Board of Directors, they may state their point of view (dissenting opinion) in writing.

28. A member of the Board of Directors shall be entitled to participate in the debates and put questions to the speakers participating in the meeting of the Board of Directors.

29. For the purpose of proper performance of their duties, a member of the Board of Directors shall be entitled to request the necessary information from the Management Board of the Bank.

30. Any member of the Board of Directors shall be entitled to terminate their powers early on their own initiative by written notice to the Board of Directors. The powers of such member of the Board of Directors shall be terminated from the moment of receipt by the Board of Directors of a written notice, unless the notice specifies the date of early termination of powers of a member of the Board of Directors.

31. Newly elected members of the Board of Directors shall be provided with complete, formal and specifically developed instructions regarding their job duties (induction course).

The Chairperson of the Board of Directors shall contribute to continuous improvement by members of the Board of Directors of their skills and knowledge, and shall communicate to members of the Board of Directors information on the activities and results of the Bank required to perform their duties, both as members of the Board of Directors and as members of committees under the Board of Directors. The Bank shall provide resources required for development and improvement of knowledge and qualification of members of the Board of Directors.

8. Arrangement of activities of the Board of Directors

32. The Board of Directors shall be chaired by the Chairman, who shall ensure that the Board of Directors successfully accomplishes its tasks.

33. The procedure for convening and preparing for the meeting shall provide members of the Board of Directors with the opportunity to properly prepare for the meeting. The procedure for convening, preparing and holding meetings of the Board of Directors, adoption of resolutions by the Board of Directors shall be determined by the Charter of the Bank, the Code and these Regulations.

Meetings of the Board of Directors shall be held as necessary and may be convened both on the initiative of the Chairperson of the Board of Directors, the Management Board of the Bank, and at the request of any member of the Board of Directors; the internal audit service; the audit firm conducting the audit of the company, and a major shareholder.

The Secretary of the Board of Directors shall notify each member of the Board of Directors in advance of the list of items to be considered at the relevant meetings.

The written notice to members of the Board of Directors of the meeting, indicating the date, time, venue and agenda of the meeting, with the materials on the items on the agenda of the meeting of the Board of Directors attached, shall be sent to members of the Board of Directors by mail, telephone, electronic or other communication at least 3 calendar days before the date of the meeting of the Board of

Directors, unless another term is determined by the Chairperson of the Board of Directors depending on the nature of the items submitted to the Board of Directors for consideration.

If the agenda of a meeting of the Board of Directors includes the item on election of members of the Management Board, members of the Board of Directors shall be provided with the written consent of the candidate to hold the respective position. In the absence of written consent, the candidate shall personally attend the meeting of the Board of Directors and give oral consent to be elected to the respective position.

34. Members of the Board of Directors shall be provided with information on the most important events in the financial and economic activities of the Bank, and other events affecting the interests of shareholders.

The Chairperson and members of the Management Board, heads of structural subdivisions of the Bank shall provide complete and reliable information on the items on the agenda of meetings of the Board of Directors and at the request of any member of the Board of Directors in a timely manner, through the Secretary of the Board of Directors.

35. Meetings of the Board of Directors shall be held both in person and by absent voting, which shall be documented by the minutes to the meetings of the Board of Directors.

The minutes to in-person meetings and meetings by absent voting of the Board of Directors shall be approved and executed in accordance with these Regulations and other internal documents of the Bank.

The quorum for holding a meeting of the Board of Directors of the Bank shall be at least half of the total number of members of the Board of Directors of the Bank, including one Independent Director. Any absent members of the Board of Directors shall be entitled to participate in the discussion of all items submitted for consideration of the Board of Directors and to vote thereon by telephone or other communication enabling to clearly identify the absent member and reliably perceive the statements and judgments of such member of the Board of Directors, and the decisions taken thereby.

Where the Board of Directors adopts resolutions with the participation of the absent member, the minutes to the meeting of the Board of Directors shall contain an indication that such member participated in the discussion and decision-making on such items via telephone or other communication enabling to uniquely identify the absent member. In this case, the said member of the Board of Directors shall deliver by hand or send to the Secretary of the Board of Directors a written document confirming the results of their votes on the adopted resolutions by mail, within one month after the meeting of the Board of Directors. A copy of such written document shall be sent by the member of the Board of Directors by facsimile or electronic means of communication to the Secretary of the Board of Directors no later than the business day following the date of the meeting.

When holding in-person meetings of the Board of Directors, the written opinions of absent members of the Board of Directors shall be taken into account, however, the votes of absent members who have expressed their opinions in writing shall not be taken into account when determining the quorum at the meeting of the Board of Directors.

If it is required to promptly resolve issues falling within the competence of the Board of Directors, resolutions may be adopted by ballot (absent voting).

Meetings of the Board of Directors may be held on weekends and (or) holidays, at any time, and in any locality (venue of meeting) both in the Republic of Kazakhstan and abroad.

The Charter of the Bank may provide for a special procedure for adopting resolutions on certain issues attributed to the exclusive competence of the Board of Directors.

36. Resolutions of the Board of Directors adopted at an in-person meeting shall be recorded in the minutes to the meeting of the Board of Directors within seven days of the date of the meeting.

The minutes of the meeting of the Board of Directors shall contain the following:

- 1) full name and location of the Bank's Management Board;
- 2) date, time and venue of the meeting of the Board of Directors
- 3) information on the persons attending the meeting of the Board of Directors
- 4) agenda of the meeting;
- 5) items put to the vote and the voting results thereon for each member of the Board of Directors on each item on the agenda of the meeting of the Board of Directors;
- 6) resolutions passed at the meeting of the Board of Directors;
- 7) other information as determined by the Board of Directors.

Minutes to the meetings of the Board of Directors shall be signed by the Chairperson of the Board of Directors or the person chairing the meeting and the secretary of the Board of Directors.

Minutes to the meetings of the Board of Directors, including meetings by absent voting, ballots (including ballots deemed invalid), materials on items on agenda of the Board of Directors shall be kept by the Secretary of the Board of Directors in locked cabinets, and at the end of office year shall be submitted to the archive of the Bank in accordance with established procedure. At the request of any member of the Board of Directors or at the written request of structural subdivisions of the Bank, the Secretary of the Board of Directors shall provide original documents for review, and copies and (or) extracts from the minutes to the meeting (resolution) of the Board of Directors signed by the Secretary of the Board of Directors.

9. Chairperson of the Board of Directors

37. The Chairperson of the Board of Directors shall be elected from among its members by a majority of votes of the total number of members of the Board of Directors by open voting.

The Chairperson shall arrange the work of the Board of Directors and chair the meetings of the Board of Directors.

38. The Chairperson of the Board of Directors shall be a person of impeccable business reputation and experience in managerial positions, with such qualities as integrity, adherence to principle, and is trustworthy among shareholders and members of the Board of Directors.

39. The term of office of the Chairperson of the Board of Directors shall be established by resolution of the Board of Directors, however, shall not exceed the term of office of the Board of Directors established by the General Meeting of Shareholders of the Bank.

40. The Chairperson of the Board of Directors may be re-elected at any time by resolution of the members of the Board of Directors.

41. The Chairperson of the Board of Directors shall ensure efficient arrangement of activities of the Board of Directors and its interaction with other bodies and heads of structural subdivisions of the Bank.

42. The Chairperson of the Board of Directors shall approve the agenda of the meetings of the Board of Directors, ensure the development of the most efficient solutions to the items on the agenda and, where necessary, open discussion of the same, and welcoming atmosphere at the meetings of the Board of Directors.

The Chairperson of the Board of Directors shall take all necessary actions for timely submission to the members of the Board of Directors through the Bank's Management Board of the information required for passing resolutions on the agenda items, encourage members of the Board of Directors to express their opinions on these items and discuss them in an open manner, shall take the initiative in drafting resolutions on the items under consideration.

43. Meetings of the Board of Directors shall be chaired by the Chairperson of the Board of Directors. In the absence of the Chairperson, one of the members of the Board of Directors shall act as Chairperson pursuant to resolution of the Board of Directors.

44. The Chairperson of the Board of Directors shall be entitled to convene a meeting of the Board of Directors on own initiative.

45. In the event of a tie vote when the Board of Directors is passing resolutions on items on the agenda, the vote of the Chairperson of the Board of Directors (upon holding an in-person meeting or without holding the one) shall be casting.

46. The Chairperson of the Board of Directors shall, upon approval of the relevant minutes by the Board of Directors and execution thereof by the Secretary of the Board of Directors, sign the same.

10. Corporate secretary. Secretary of the Board of Directors

47. The Corporate Secretary shall be an employee of the Bank who is not a member of the Board of Directors and (or) the Management Board of the Bank and who shall report to the Board of Directors of the Bank.

The Corporate Secretary of the Bank shall control preparation for and holding of general meetings of shareholders and meetings of the Board of Directors of the Bank, prepare materials on items on the agenda of general meetings of shareholders and materials for meetings of the Board of Directors, and control access to such materials.

48. The Corporate Secretary of the Bank shall be responsible for corporate policy and corporate processes within the Bank. The Corporate Secretary shall ensure settlement of conflicts within the company in relations between shareholders and other management bodies, and in relations between shareholders.

49. The Corporate Secretary of the Bank shall ensure proper consideration by

the relevant bodies of the Bank of the appeals of shareholders and settlement of conflicts related to violation of rights of shareholders. Control over timely consideration by the Bank's bodies and subdivisions of such appeals shall be vested in the Corporate Secretary.

50. The competence and activity of the Corporate Secretary shall be determined by the relevant internal rules of the Bank.

51. The appointment, determination of the term of office of the Corporate Secretary, early termination of their powers, and determination of the Corporate Secretary's salary and terms of remuneration shall fall within the competence of the Board of Directors.

52. The Secretary of the Board of Directors of the Bank shall be appointed and dismissed by order of the CEO of the Bank.

53. The Secretary of the Board of Directors shall have high professional, business and ethical qualities and organizational skills.

54. The Secretary of the Board of Directors shall notify the members of the Board of Directors of the agenda and holding of meetings of the Board of Directors, prepare and send voting ballots to the members of the Board of Directors (absent voting), prepare and execute minutes to the in-person meetings and meetings by absent voting, and submit the said documents to the archive of the Bank in compliance with the established procedure in accordance with the internal rules of the Bank.

55. At the request of any member of the Board of Directors, the Secretary of the Board of Directors shall provide for review a copy of the minutes to the meeting of the Board of Directors and/or an extract from the minutes signed by the Secretary of the Board of Directors.

11. Monitoring of the Bank activities by the Board of Directors

56. For the purpose of exercising control over the activities of the Bank, the Management Board and officials of the Bank, the Board of Directors shall perform relevant monitoring and analysis. The purpose of monitoring by the Board of Directors shall be prevention of risks in banking operations, identification of defects associated with the activities of the Management Board and officials of the Bank and the ways to minimize them. To perform the monitoring, the Board of Directors shall request all necessary information from the Management Board, Credit Committees, Assets and Liabilities Management Committee (ALCO), Internal Audit Service and other committees and structural subdivisions of the Bank. The requested information shall be provided to the Board of Directors within the time frame set by the Board of Directors.

57. In order to organize the risk management system of the Bank, the Board of Directors shall:

1) approve internal policies and other internal documents in accordance with the laws of the Republic of Kazakhstan, including the state on setting up the risk management and internal control system;

2) obtain necessary information and reports within the manner and terms as per requirements of the statute on setting up the risk management and internal control system and the Bank's internal documents;

3) monitor and control issues of risk management, audit, compliance with the laws of the Republic of Kazakhstan and internal documents of the Bank through, authorized collegial bodies of the Bank.

58. In order to ensure establishment and operation of an adequate and effective internal control system, the Board of Directors and the Management Board shall establish management control and control culture (control environment) based on adherence to ethical principles, standards of professional activities and corporate governance, which together with their statutory duties and responsibilities ensure adequate control by the Bank's bodies, including control over:

- arrangement of the Bank's activities, including development and implementation of the Bank's strategy, internal documents of the Bank;

- operation of the banking risk management system and assessment of banking risks;

- distribution of authorities in banking operations and other transactions (organizational chart);

- managing information flows (receipt and transfer of information) and ensuring cyber security;

- establishment and operation of the internal control system.

59. The Board of Directors shall annually review the compliance program (plan) and the annual plan of internal audit.

Based on the results of consideration of the report on the results of internal audit and recommendations of the authorized collegial body of the Bank, minutes to the meeting of the Board of Directors shall be prepared and contain resolution stating that the Management Board is required to implement internal audit recommendations, or assume the risks identified in the process of internal audit.

60. In accordance with the requirements of the statute on setting up the risk management and internal control system, the Board of Directors shall consider the information and hear the reports prepared based on the results of monitoring and control of compliance of the Bank's internal documents with the Bank's Development Strategy, current market and economic situation, risk profile, financial potential of the Bank, and the laws of the Republic of Kazakhstan, compliance by the Bank and its employees with policies and other internal regulatory documents of the Bank, consideration by the Bank of customer complaints in the process of providing banking services, the efficiency of the Bank's Management Board to implement compliance risk management policy, internal control policy, efficiency of procedures whereby the Bank employees may report violations of the Bank's activities in confidence, following the evaluation and analysis of the terms of agreement with the external auditor, and the analysis of the loan portfolio quality, and, where necessary, shall give the appropriate instructions.

61. The Bank's internal credit policy rules approved by the Board of Directors take into account:

- the Bank's strategy and types of activities that expose the Bank to credit risk;

- the level of the Bank's risk appetite;

- volume, nature and complexity of the Bank's business;

- extent of the Bank's exposure to credit risk and assessment of its impact on the Bank's financial position;

results of risk assessment, including sensitivity analysis and stress testing;
efficiency of credit risk management procedures applied by the Bank in the past;
expectations of any potential internal organizational changes and/or external changes in the market environment;
the laws of the Republic of Kazakhstan.

62. In order to exclude the possibility for the Bank to perform operations that contradict the internal documents of the Bank and/or create favorable conditions for the related parties of the Bank, the Board of Directors shall monitor the risk-related operations performed by the Bank (credit risk, interest risk, liquidity risk, foreign exchange risk and other risks). Information on these banking operations shall be provided by the Bank's Management Board to the Board of Directors as and when necessary and upon receipt of a relevant request (in writing/verbally) from the Chairperson of the Board of Directors.

63. A list of information and reporting, the procedure and terms for its submission to the Board of Directors ensuring that the Board of Directors has complete, reliable and timely information on the Bank's activities on a regular basis in order to perform its duties in an efficient manner, shall be determined by the requirements of the laws of the Republic of Kazakhstan, including the statute on setting up the risk management and internal control system, and internal documents of the Bank.

64. The Board of Directors shall control the activities of the Bank's Management Board by means of the following:

1) monitoring of implementation by the Bank's Management Board of the strategy and policies approved by the Board of Directors, resolutions of the General Meeting of Shareholders;

2) approval of internal documents governing the activities of the Bank's Management Board in accordance with the requirements of the statute on establishment of the risk management and internal control system;

3) ensuring implementation of the internal control system;

4) holding regular meetings with the members of the Bank's Management Board;

5) analysis and critical evaluation of information submitted by the Management Board;

6) setting the required standards of performance and system of remuneration of the Management Board members that comply with long-term objectives set by the Bank's strategy and aimed at financial stability;

7) consideration and analysis of management information in accordance with requirements of the statute on setting up risk management and internal control system, and the Bank's Management Board performance report on a quarterly basis.

The Board of Directors shall annually analyze the activities of the Bank's Management Board for achievement by the Bank of planned targets for the current fiscal year, reports on functional responsibilities of the Bank's executives.

In case the Bank's performance results do not comply with the targets of the current year, the Board of Directors may, within its authority, apply appropriate measures to the members of the Bank's Management Board.

65. The Board of Directors shall ensure that the Bank has a management information system and a risk management system appropriate to the chosen business model, scope of activities, types and complexity of operations, and ensure an appropriate process of identification, measurement and assessment, monitoring, control and procedures for minimizing significant risks of the Bank, in order to determine the amount of equity and liquidity required to cover the significant risks inherent to the Bank's activities.

The risk management system is a set of components established by the requirements of the statute on setting up the risk management and internal control system, which provides a mechanism of interaction between the internal procedures, processes, policies, structural subdivisions of the Bank developed and regulated by the Bank to identify, measure, control and monitor risks of the Bank in a timely manner and minimize them to ensure its financial stability and stable operation.

The Bank's Management Board provides the Board of Directors with financial and management reports on a regular basis, based whereon the Board of Directors analyzes the Bank's financial indicators and the extent to which the Bank's financial and strategic targets have been achieved.

Also, in order to improve internal control over the Bank's activities and risk management, the Bank's Management Board provides the Board of Directors with the opinion of the Bank's external auditors. The opinion is provided to the Board of Directors after the respective report by the Bank's external auditor has been submitted to the Bank's Management Board.

The Board of Directors shall ensure the development of information technology infrastructure in order to collect and analyze complete, reliable, timely information for risk management purposes, and awareness of the limitations of information technology infrastructure in determining the levels of risk appetite.

12. Committees under the Board of Directors

66. To consider the most important issues and prepare recommendations to the Board of Directors, the Bank has established committees under the Board of Directors to consider strategic planning, risk management, human resources and remuneration, internal audit, social, sustainable development and other issues.

Consideration of issues listed in part one of this clause may be referred to the competence of one or more committees under the Board of Directors, except for internal audit issues, which are considered by a separate committee of the Board of Directors.

67. Committees under the Board of Directors shall be composed of members of the Board of Directors and experts with the necessary professional knowledge to serve on the specific committee.

A committee under the Board of Directors is chaired by a member of the Board of Directors. The heads (chairpersons) of the committees of the Board of Directors shall be independent directors. The CEO of the Bank may not be the chairperson of a committee under the Board of Directors.

68. The procedure for establishment and operation of committees under the Board of Directors, and the number of members thereof, shall be established by the Regulations on such committee approved by the Board of Directors.

13. Liability of the Chairperson and members of the Board of Directors

69. The Chairperson and members of the Board of Directors shall be liable for non-performance or improper performance of their duties stipulated by these Regulations, the Charter of the Bank, and the laws of the Republic of Kazakhstan.

The Chairperson and members of the Board of Directors shall be liable to the Bank for losses caused to the Bank by their faulty actions and (or) inactions as stipulated by the legislation.

14. Final provisions

70. These Regulations shall come into effect upon being approved by the General Meeting of Shareholders of the Bank.

71. The requirements of these Regulations shall be binding on the officials and employees of the Bank.

72. Those who have violated the requirements of these Regulations shall be liable in accordance with the laws of the Republic of Kazakhstan.

73. Should one or more clauses of these Regulations become invalid due to changes in the laws and (or) the Charter, and (or) the Code, it shall not affect the remaining clauses hereof, and they shall be valid to the extent not contradicting the laws of the Republic of Kazakhstan and (or) the Charter of the Bank, and (or) the Code.

Item No.11 of the agenda: “On approval of the amendments to the Methodology for the valuation of shares in case of repurchase thereof by Halyk Bank JSC on the unregulated securities market”

Dear shareholders,

In accordance with Article 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” and Article 26 of the Charter of Halyk Bank JSC, approval of amendments to the Methodology for the valuation of shares in case of repurchase thereof by the company on the unregulated securities market falls within the competence of the General Shareholders’ Meeting.

Presented materials contain draft amendments to the Methodology for the valuation of shares in case of repurchase thereof by Halyk Bank JSC on the unregulated securities market in Kazakh and Russian languages.

The current Methodology for the valuation of shares in case of repurchase thereof by Halyk Bank JSC on the unregulated securities market (the “Methodology”) approved by resolution of the general shareholders' meeting of the Bank on 23 April 2021, is available for review on the corporate website of Halyk Bank JSC.

The Methodology is proposed to be amended in connection with the following:

bringing the provisions of the Methodology in line with the amendments made to the Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan” and the Law of the Republic of Kazakhstan “On Joint Stock Companies”, namely the enactment of the legislative provision from 1 January 2023 limiting the payment of dividends to shareholders of second-tier banks, which have previously received state aid, and expanding of the legally established list of cases when a company should repurchase its outstanding shares at the request of the shareholder;

expanded selection of parameters when the Board of Directors establishes the terms of repurchase in terms of methodology for determining the price of shares in order to approximate market trends, since with the observed volatility of stock markets during the adoption of corporate resolutions, the market price is subject to significant fluctuations and the repurchase price may become irrelevant (unfair);

other technical and editorial amendments of a clarifying nature to bring the Methodology provisions in line with the current practice, reduce bureaucratic provisions, and simplify corporate governance processes.

Dear shareholders, in view of the foregoing, the Board of Directors of Halyk Bank JSC proposes to approve amendments to the Methodology as amended and attached to the materials of this Annual General Shareholders’ Meeting of Halyk Bank JSC.

Approved
by resolution of Halyk Bank JSC
General Shareholders' Meeting
(minutes No.____ dated ____ 2023)

AMENDMENTS
to the Methodology for the valuation of shares in case of repurchase thereof
by Halyk Bank JSC on the unregulated securities market
approved by resolution of the General Shareholders' Meeting
of Halyk Bank JSC
(minutes No.45 dated 23 April 2021) (the "Methodology")

Clause 4 of the Methodology shall be supplemented with part two to read as follows:

“When the shares are repurchased by the Bank on the regulated and unregulated securities markets within one resolution of the Bank’s authorized body, the shares shall be repurchased based on a single price or methodology for determining the repurchase price unless otherwise established by the resolution of the Board of Directors of the Bank.”;

In clause 9 of the Methodology, the words “joint-stock companies” shall be supplemented with the words and symbols “and(or) second-tier banks”;

In clause 14 of the Methodology, the words “K-ratio” shall be supplemented with the symbols and words “with the value being rounded to eight decimal places during calculations unless otherwise established by the resolution of the Bank's Board of Directors”;

Clause 16-4) of the Methodology shall be amended to read as follows:

“4) to the extent provided for by the Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan” and in other cases stipulated by the applicable legislation of the Republic of Kazakhstan.”;

Clause 21 of the Methodology shall be amended to read as follows:

“21. The Bank’s announcement on the repurchase of its outstanding shares shall contain information pursuant to the requirements established by the legislation of the Republic of Kazakhstan.”;

In clause 30 of the Methodology:

In sub-clause 5) symbol “.” shall be replaced with “;”;

Sub-clauses 6) and 7) shall be added as follows:

“6) adoption by the General Shareholders’ Meeting of a resolution to amend and/or supplement this Methodology in terms of valuation of shares in case of repurchase thereof (if the shareholder failed to participate in the General Shareholders’ Meeting which passed such a resolution, or if the shareholder participated in such a meeting and voted against such a resolution).

The provision of this clause shall not apply if amendments and (or) supplements are made to the Methodology in order to bring the content thereof in compliance with the laws of the Republic of Kazakhstan;

7) other cases stipulated by the applicable legislation of the Republic of Kazakhstan.”;

Clauses 34-42 of the Methodology shall be amended to read as follows:

“38. The Bank may repurchase outstanding shares at their weighted average market price, which is calculated pursuant to the procedure established herein for the period determined by the Board of Directors of the Bank.

39. To calculate the weighted average market price of a share, the Bank shall use the data on the volumes of trading in shares and/or depositary receipts, according to the parameters established by the Bank's Board of Directors.

40. The weighted average market price of shares (C) is calculated by the formula:

$$C = V / A, \text{ where}$$

V – the volume of transactions in shares and/or depositary receipts in monetary terms, corresponding to the parameters established by the Bank's Board of Directors ;

A – the number of shares and/or depositary receipts in transactions corresponding to the parameters set by the Bank's Board of Directors.

41. Outstanding shares may be repurchased at the market price calculated according to KASE's internal regulations and published on the KASE website on the date of the resolution of the Bank's Board of Directors to repurchase outstanding shares (in case of repurchase of outstanding shares on the initiative of the Bank or at the request of a shareholder), or on the event date (in case of share repurchase at the request of a shareholder), or on any other date(s) determined by the Board of Directors (applicable to any case of share repurchase).

42. If there is no market price of shares set out in clause 41 of the Methodology, outstanding shares can be repurchased at the indicative price calculated according to KASE's internal regulations and published on KASE website on the date when the Bank's Board of Directors resolves to repurchase outstanding shares (in case of repurchase of outstanding shares at the initiative of the Bank or at the request of a shareholder), or on the event date (in case of share repurchase at the request of a shareholder), or on any other date(s) determined by the Bank's Board of Directors (applicable for any case of share repurchase).

Agenda 12 of the agenda: “On informing the shareholders of Halyk Bank JSC on the amount and structure of remuneration for the members of the Board of Directors and Management Board of Halyk Bank JSC”

Dear shareholders,

In accordance with Article 35 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, at the Annual General Shareholders' Meeting, the Chairman of the Board of Directors shall inform shareholders of the amount and structure of remuneration for the members of the Board of Directors and the executive body of the company.

Pursuant to the requirements of the Law, you are kindly informed on the amount and structure of remuneration for the members of the Board of Directors and the Management Board of Halyk Bank JSC in 2022.

Remuneration to the members of the Board of Directors and Management Board of Halyk Bank JSC is paid based on the employment contracts (agreements) signed in line with requirements of Articles 36-1(5), 53-2(9) and 59 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” and resolutions of Halyk Bank JSC bodies.

Please be kindly reminded that the terms of remuneration payment to the members of Halyk Bank JSC Board of Directors are established by the Resolution of the Annual General Shareholders' Meeting of Halyk Bank JSC dated 19 April 2006, the terms for compensation of expenses of the members of Halyk Bank JSC Board of Directors for performing their duties are established by the Resolution of the Annual General Shareholders' Meeting of Halyk Bank JSC dated 19 April 2012.

Remuneration of the members of the Board of Directors and Management Board of Halyk Bank JSC in 2022 is as follows:

(KZT)

Members of the Board of Directors and Management Board	Total income
	3 887 874 824,49

In 2022, the following compulsory deductions were made from the above-mentioned income of the members of the Board of Directors and the Management Board of Halyk Bank JSC:

(KZT)

Members of the Board of Directors and Management Board	Personal income tax	Mandatory pension contributions	Contributions for Compulsory Social Health Insurance	Total compulsory deductions
	386 039 044,86	27 900 000	1 272 000	415 211 044,86

Dear shareholders! Please acknowledge the provided information the amount and structure of remuneration for the members of the Board of Directors and Management Board of Halyk Bank JSC.

Item No.13 of the agenda: “On consideration of information on shareholders’ appeals on actions of Halyk Bank JSC and its officials, and on results of consideration thereof”

Dear shareholders,

Pursuant to the requirements of Article 35 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, we hereby bring to the notice of shareholders of Halyk Bank JSC the information on Halyk Bank JSC shareholders’ appeals on actions of Halyk Bank JSC and its officials, and on results of consideration thereof.

The Extraordinary General Shareholders’ Meeting of Halyk Bank JSC (minutes No.47 dated 21 October 2022) resolved at the end of 2021 to pay dividends, at the rate of KZT 12.71 per common share, which is 30% of the total consolidated net income for 2021. The payment of dividends on common shares was made by Halyk Bank JSC to updated banking details available at Halyk Bank JSC or in the security holders register system of shareholders, in the amount of KZT 138,644 million, including by transferring unclaimed dividends in the amount of KZT 360 million to the account of Central Securities Depository JSC for accounting for unclaimed funds.

In 2022, thirty-three formal appeals have been received from shareholders of Halyk Bank JSC and considered, to which the following responses are given:

in response to one appeal of the shareholder of Halyk Bank JSC, a statement on withholding of income tax upon payment of dividends on common shares of Halyk Bank JSC for 2021 was provided for submission to the tax authorities when completing tax returns;

in response to ten appeals from shareholders of Halyk Bank JSC regarding the provision of information on availability/unavailability of security holders' details in the security holders register system of Central Securities Depository JSC, explanatory responses were provided;

in response to eleven appeals from shareholders of Halyk Bank JSC regarding payment of dividends for Halyk Bank JSC’s common shares holding period, and the procedure for updating by shareholders of Halyk Bank JSC of information in the security holders register system of JSC Central Securities Depositor, responses were provided;

in response to three appeals from shareholders of Halyk Bank JSC regarding the seizure of securities under the enforcement proceedings, responses were provided;

in response to four appeals from individual shareholders of Halyk Bank JSC regarding the possibility to repurchase the Bank’s common shares, responses and explanations were provided;

in response to four appeals from customers regarding the informing about accrual and payment of dividends on shares of other issuers as well as regarding payments on special state compensation treasury bonds of the Ministry of Finance of the Republic of Kazakhstan, assignment of the right of claim, written recommendations and responses were provided.

In accordance with Articles 35 and 44 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, the Board of Directors of Halyk Bank JSC proposes to the General Shareholders’ Meeting to take note of the information on appeals from

shareholders of Halyk Bank JSC on actions of Halyk Bank JSC and its officials, and on results of consideration thereof.