

Information to the shareholders for consideration at the Annual General Shareholders' Meeting of JSC Halyk Bank by absent voting to be held on 23 April 2026

Item 1 of the agenda: “On approval of the agenda of the Annual General Shareholders' Meeting of JSC Halyk Bank”

Dear shareholders,

In accordance with Articles 35, 36, 43 and 49 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, it is proposed to approve the following agenda of the Annual General Shareholders' Meeting of JSC Halyk Bank by absent voting prepared by the Board of Directors of JSC Halyk Bank (resolution of the Board of Directors of JSC Halyk Bank on item 3 in minutes to the meeting of the Board of Directors of JSC Halyk Bank by absent voting No.11 dated 10 March 2026), and published in the media on 12 March 2026:

1. On approval of the agenda of the Annual General Shareholders' Meeting of JSC Halyk Bank.
2. On approval of JSC Halyk Bank consolidated annual financial statements taking into account the independent auditor's report for 2025.
3. On approval of the procedure for distribution of JSC Halyk Bank net income for 2025. Adoption of a resolution on dividend payment on JSC Halyk Bank common shares. Approval of the amount of dividend per common share of JSC Halyk Bank.
4. On consideration of the 2025 Performance Report of JSC Halyk Bank Board of Directors.
5. On determination of the number of members of JSC Halyk Bank Board of Directors.
6. On determination of the term of powers of JSC Halyk Bank Board of Directors.
7. On election of members of JSC Halyk Bank Board of Directors.
8. On approval of amendment to JSC Halyk Bank Charter.
9. On approval of amendments to JSC Halyk Bank Corporate Governance Code.
10. On approval of amendments to the Regulations on JSC Halyk Bank Board of Directors.
11. On informing the shareholders of JSC Halyk Bank on the amount and structure of remuneration for the members of the Board of Directors and Management Board of JSC Halyk Bank.
12. On consideration of information on shareholders' appeals on actions of JSC Halyk Bank and its officials, and on results of consideration thereof.

Item 2 of the agenda: “On approval of JSC Halyk Bank consolidated annual financial statements taking into account the independent auditor’s report for 2025”

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 company’s annual financial statements. Hereby we would like to bring to your attention the basic performance results of JSC Halyk Bank (the “Bank”) for 2025:

In 2025, Halyk Group demonstrated solid performance, namely:

❖ Assets of Halyk Group increased by 12.72%, from KZT 18,548bn up to KZT 20,908bn.

❖ Loans to customers (net) increased by 14.35% or KZT 1,645bn and at year-end amounted to KZT 13,111bn, which in turn constitutes 62.71% of total assets of Halyk Group.

❖ Halyk Group’s equity capital increased by 14.09% from KZT 3,068bn up to KZT 3,500bn.

❖ Halyk Group’s net profit increased by 14.92% from KZT 921bn up to KZT 1,058bn.

The following are the 2025 core major events, which are reflected in the financial statements of Halyk Group:

On **30 April 2025**, at the Annual General Shareholders’ Meeting of the Bank it was resolved to pay dividends on the Bank’s common shares for 2024 in the amount of KZT 29.64 per common share. The approved start date for dividend payments on common shares is 22 May 2025.

On **18 July 2025**, the new Tax Code was approved, which came into effect on 1 January 2026, resulting in the income tax rate of 20% and 25% for various types of operations for second-tier banks from 1 January 2026.

On **23 July 2025**, the Bank concluded the strategic agreement on acquiring of 49% shares in Click JSC and sale of 49% shares in subsidiary bank in Uzbekistan, Tenge Bank JSCB to shareholders of Click JSC. As of the date of the consolidated financial statements for the year ended on 31 December 2025, the validity term of the signed transaction documentation had expired, and the transaction was not completed. The parties continue to discuss options and terms for further cooperation.

On **31 July 2025**, KUSA Halyk LLP ceased its operations in connection with reorganization through accession to Halyk Activ LLP.

On **22 September 2025**, at the General Shareholders’ Meeting of the Bank it was resolved to pay dividends on the Bank’s common shares for 2024 in the amount of KZT 21.00 per common share. The approved start date for dividend payments on common shares is 25 September 2025.

Dear shareholders, based on the above, we kindly ask to approve the consolidated annual financial statements of JSC Halyk Bank for 2025 taking into account the independent auditor’s report.

The consolidated annual financial statements of JSC Halyk Bank with the independent auditors’ report for 2025 are available for review on the corporate internet resource of JSC Halyk Bank at

(https://halykbank.kz/about/shareholders_investors/investoram) and at the location of the Management Board of JSC Halyk Bank.

Item 3 of the agenda: “On approval of the procedure for distribution of JSC Halyk Bank net income for 2025. Adoption of a resolution on dividend payment on JSC Halyk Bank common shares. Approval of the amount of dividend per common share of JSC Halyk Bank”

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 22, 24 and 25 of the Charter of JSC Halyk Bank, the Board of Directors of JSC Halyk Bank submits for consideration of the Annual General Shareholders’ Meeting of JSC Halyk Bank by absent voting the proposal on approval of the following distribution of net income of JSC Halyk Bank received as a result of the 2025 financial and operating performance of JSC Halyk Bank:

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

name: JSC Halyk Bank;

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

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

the dividend payment period: 2025;

the amount of dividend per common share: KZT 30.10;

the dividend payment start date: 18 May 2025;

the timing and form of dividend payment:

the record date of the list of shareholders eligible to receive dividends, as of the beginning of the date (00:00) 30 April 2026 (Almaty time);

the dividend payment form – bank transfer.

Part of JSC Halyk Bank net income for 2025 remaining after the payment of dividends on common shares of JSC Halyk Bank shall not be distributed, and shall be allocated to retained earnings.

Item 4 of the agenda: “On consideration of the 2025 Performance Report of JSC Halyk Bank Board of Directors”

Dear shareholders,

In accordance with the Corporate Governance Code of JSC Halyk Bank (the “Bank”), performance of the Bank’s Board of Directors is subject to assessment by the Annual General Shareholders’ Meeting.

This being said, the Board of Directors must 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 2022-24 and the Development Strategy of Halyk Group for 2025-27, 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 urgent issues were adopted by absent voting.

Board of Directors meetings

In total, in 2025, 6 in-person meetings, at which 50 items were considered and 69 meetings of the Bank’s Board of Directors by absent voting, at which 609 items were considered.

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		Meetings by absent voting	
	Number of meetings/ number of items	Attendance rate (%)	Number of meetings/ number of items	Attendance rate (%)
A.S. Pavlov	2/27	33%	19/192	28%**
A.G. Dunayev	6/50	100%	69/607	100%*
F. Kuijlaars	6/50	100%	66/579	96%*
Zh.A. Kulekeyev	6/50	100%	64/570	93%*
Zh.D. Nurabayev	6/50	100%	66/593	96%*
P. Romanowski	6/50	100%	69/607	100%***
H. Tischendorf	6/50	100%	69/609	100%
U.B. Shayakhmetova	6/50	100%	58/522	84%*
Total:	6/50	92%	69/609	87%

* Did not participate in voting in accordance with Article 40-5 of the Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan”, Articles 36, 53 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, during vacation, business trip.

*** A.S. Pavlov early terminated his powers as the Chairman of the Board of Directors, member of the Board of Directors from 01.05.2025 (minutes to the in-person meeting of the Board of Directors No.3 dated 30.04.2025).*

**** P. Romanowski did not participate in consideration and voting on the items of election and performance of his duties as a member of the Board of Directors, independent director in other companies.*

The work of the Board of Directors is arranged in strict accordance with the approved semi-annual plans, which included consideration of the following most important items:

1) Results of implementation of the Development Strategy of Halyk Group for 2022–24 for 2024, Development Strategy of Halyk Group for 2025–27 for 1H2025 and Bank’s ESG strategy for the period 2025–27 for 1H 2025.

2) Three key strategic projects for monitoring by the Board of Directors were approved (“Development of payment and transfer business,” “Development of Halyk Business B2B Platform”, “Development of Halyk Market Marketplace”) and interim strategic KPIs for 2025 and 2026.

3) Consolidated budget of Halyk Group and the Bank under IFRS for 2026.

4) On the terms and conditions of acquisition by the Bank of shares of Click JSC and alienation by the Bank of shares of Tenge Bank JSC.

5) Marketing strategy of Halyk Group for 2025–27.

6) Action Plan progress report on introduction of principles and goals of sustainable development for 2022-24 for 2024.

7) Results of scenario analysis of the impact of potential risks on the financial stability of the Bank for 2026, as well as results of analysis of the impact of legislative measures on retail lending.

8) Current issues of internal audit related to the update of International Standards for Professional Practice of Internal Auditing in 2025.

9) In accordance with the requirements of the Charter and the Corporate Governance Code, the Bank has undertaken a voluntarily commitment to assess on an annual basis its compliance with the provisions of the Model Code¹ in accordance with the “comply or explain” principle. In fulfillment of this commitment, the Bank sent a letter to the Kazakhstan Stock Exchange (Ref. No.10860 dated 03.06.2025), confirming that the Bank has assessed the compliance with the principles of the Model Code.

10) The Bank’s Sustainability Report for 2024 was prepared and published, which is the document disclosing the main aspects of the Bank’s activities in environmental, social responsibility and corporate governance. The Bank has made a voluntarily commitment to transparently disclosure of key information on its sustainability performance through the publication of this report.

11) In accordance with the requirements of the Bank’s Corporate Governance Code,

¹ Model Code is the Corporate Governance Code of the Republic of Kazakhstan (approved by resolution of the Presidium of the National Chamber of Entrepreneurs of the Republic of Kazakhstan “Atameken” No.4 dated 27 April 2021).

an assessment (self-assessment) of the Board of Directors members' performance for 2024 was conducted, with the results presented to the AGM.

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

1) once every six months:

Reports from the Bank's Management Board and subsidiaries about the implementation of the Development Strategy of Halyk Group for 2022-24, Development Strategy of Halyk Group for 2025-27 and the Bank's ESG Strategy for 2025-27;

the reports on the performance and budget of the Bank and Halyk Group for 2024 and 1H2025;

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

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

3) the report on compliance with the internal capital adequacy assessment process and internal liquidity adequacy assessment process for 2024;

4) the information on the current status of the 20 largest borrowers of the Bank, including loans and contingent liabilities and on the Bank's borrowers whose shares/participatory interests in the authorized capital have been transferred to trust management;

5) the 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 individuals;

6) the issues of internal audit;

7) 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 the Bank 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 JSC Halyk Bank.

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

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

Within consideration of reports on implementation of Halyk Group Development Strategy for 2022 –24 and Halyk Group Development Strategy for 2025 –27, the Board of Directors made sure that the Development Strategies were 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 the 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 report on the activities of the Board of Directors' Committees

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

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

In 2025, 13 in-person meetings and 93 meetings by absent voting of the Committees under the Bank's Board of Directors were held.

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

Member of the Audit Committee	In-person meetings		Meetings by absent voting	
	Number of meetings/ number of items	Attendance rate (%)	Number of meetings/ number of items	Attendance rate (%)
A.G. Dunayev	4/8	100%	44/58	100%
A.S. Pavlov	2/3	50%	12/14	27%*
Zh.A. Kulekeyev	2/5	50%	27/37	61%**
P. Romanowski	4/8	100%	44/58	100%
Total:	4/8	75%	44/58	72%

** A.S. Pavlov terminated his powers as a member of the Audit Committee in accordance with the resolution on item 12 in minutes to the meeting of the Bank's Board of Directors by absent voting No.22 dated 06.05.2025.*

*** Zh.A. Kulekeyev was elected as a member of the Audit Committee in accordance with the resolution on item 12 in minutes to the meeting of the Bank's Board of Directors by absent voting No.22 dated 06.05.2025, and did not participate in voting during vacation, business trip*

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

Member of the Risk Committee	In-person meetings		Meetings by absent voting	
	Number of meetings/ number of items	Attendance rate (%)	Number of meetings/ number of items	Attendance rate (%)
A.G. Dunayev	4/8	100%	23/33	100%
A.S. Pavlov	2/4	50%	3/4	13%***
P. Romanowski	4/8	100%	23/33	100%
U.B. Shayakhmetova	4/8	100%	16/25	70%*
R.A. Maszczyk	4/8	100%	23/33	100%**
Total:	4/8	90%	23/33	77%

* on business trip

** R.A. Maszczyk is a member of the Risk Committee under the Board of Directors (non-voting expert)

*** A.S. Pavlov terminated his powers as the Chairman and a member of the Risk Committee under the Board of Directors in accordance with the resolution on item 14 in minutes to the meeting of the Bank's Board of Directors by absent voting No.22 dated 06.05.2025.

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

Member of the Nomination and Remuneration Committee	In-person meetings		Meetings by absent voting	
	Number of meetings/ number of items	Attendance rate (%)	Number of meetings/ number of items	Attendance rate (%)
F. Kuijlaars	-	-	22/27	100%
A.S. Pavlov	-	-	7 /12	32%*
A.G. Dunayev	-	-	22 /27	100%
P. Romanowski	-	-	13 /13	59%
Total:			22 /27	

* A.S. Pavlov terminated his powers as a member of the HR and Remuneration Committee under the Board of Directors in accordance with the resolution on item 15 in minutes to the meeting of the Bank's Board of Directors by absent voting No.22 dated 06.05.2025.

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

Member of the Strategic Planning Committee	In-person meetings		Meetings by absent voting	
	Number of meetings/ number of items	Attendance rate (%)	Number of meetings/ number of items	Attendance rate (%)
P. Romanowski	3/11	100%	2/2	100%
A.S. Pavlov	1/3	33%	-	-**
Zh.D. Nurabayev	3/11	100%	2/2	100%
U.B. Shayakhmetova	3/11	100%	2/2	100%
O.V. Vuros	3/11	100%	2/2	100%*
M.U. Koshenov	3/11	100%	2/2	100%*
N.N. Mukushev	3/11	100%	2/2	100%*
D.Zh. Sartayev	3/11	100%	2/2	100%*
Total	3/11	100%	2/2	100%

* members of the Strategic Planning Committee (non-voting experts)

** A.S. Pavlov terminated his powers as a member of the Strategic Planning Committee under the Board of Directors in accordance with the resolution on item 13 in minutes to the meeting of the Bank's Board of Directors by absent voting No.22 dated 06.05.2025.

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

Member of the Sustainable Development Committee	In-person meetings		Meetings by absent voting	
	Number of meetings/ number of items	Attendance rate (%)	Number of meetings/ number of items	Attendance rate (%)
H. Tischendorf	2/3	100%	2/2	100%
F. Kuijlaars	2/3	100%	2/2	100%
A.G. Dunayev	2/3	100%	2/2	100%
Zh.A. Kulekeyev	2/3	100%	2/2	100%
U.B. Shayakhmetova	2/3	100%	2/2	100%
D.Zh. Sartayev*	1/1	33%	2/2	100%
M.U. Koshenov*	2/3	100%	2/2	100%
Total	2/3	90%	2/2	100%

* members of the Sustainable Development Committee (non-voting experts)

During 2025, the Committees performed the work as follows:

– **The Audit Committee:**

❖ To ensure the completeness and accuracy of the financial statements, the 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 2024 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 department.

❖ The Committee worked closely 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 regulatory documents of the Bank governing the Internal Audit Department work.

❖ The Committee reviewed quarterly analytical reports on the Bank's portfolio quality prepared by the risk management service.

– **The Nomination and Remuneration Committee** considered: candidates to the Bank's Management Board, the report on assessment (self-assessment) of the performance of the members of the Bank's Board of Directors, on amending the organizational chart of the Bank, reports on monitoring of compliance with the Code of Ethics and Business Conduct by structural subdivisions of the Bank, issues of bonuses for members of the Management Board, employees of the Internal Audit Service, and the Corporate Secretary.

– **The Strategic Planning Committee** considered:

❖ the results of the implementation of the Development Strategy of Halyk Group for 2022-24 for 2024 and Development Strategy of Halyk Group for 2025–27 for 1H2025, as well as the performance and budget of the Bank and Halyk Group for 2024 and 1H2025;

❖ draft amendments to the Bank's ESG strategy for 2025–27 and report on its implementation for 1H2025;

❖ draft amendments to the budget of the Bank for 2025;

❖ draft consolidated budget of Halyk Group and the Bank under IFRS for 2026;

❖ draft marketing strategy of Halyk Group for 2025-27.

– **The Risk Committee** considered:

❖ the results of the scenario analysis of the impact of risks on the financial stability of the Bank in 2025;

❖ presentations on the analysis of the Bank's portfolio quality for 2H2024 and 1H2025;

- ❖ the results of stress testing of the Bank under the general economic scenario (through scenario analysis) for 2026, and reviews of existing risk management practices at the Bank and certain subsidiaries;
- ❖ the report on compliance with internal processes of capital adequacy assessment and liquidity adequacy assessment for 2024;
- ❖ 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 2022-24;
- ❖ The Bank's and PF Halyk Charity Fund sponsorship and charity Report for 2025;
- ❖ The Bank's and PF Halyk Charity Fund main sponsorship and charity events Plan for 2026.

Board assessment results for 2025:

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

❖ The Board of Directors adheres to the classic 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 key motivation factors for the members of the Board of Directors are: the scale of the Bank's activities as the largest financial institution in the country; prominent personalities of the Bank's top management; the opportunity to share experience and knowledge with other members of the Board of Directors; the desire to be realized at the strategic level; high level of transparency and corporate governance.

❖ The Board of Directors supports initiatives for the development of corporate governance, digitalization of business, implementation of artificial intelligence, development of corporate culture, adoption of ESG principles and approaches, development of ecosystem and implementation of new tools to improve its performance. The Bank is recommended to develop the ability to experiment with new technologies and instill a culture of recognizing and correcting mistakes in employees.

❖ The Board of Directors supports the use of artificial intelligence (AI) in cases where its skillful integration into the Bank's business processes enables measurable reductions in operating costs and revenue growth. At the same time, the implementation of AI must be approached thoughtfully and rationally, taking into account all the risks of its use. Special attention should be paid to the development of the Artificial Intelligence Center, as its work is extremely important for the future of the Bank and for controlling the implementation of technologies and new products.

❖ During the in-person meetings, it is recommended that the Board of Directors pay more attention to the following priority issues: digitalization and development of banking products and services (building an ecosystem, improving customer service, implementation of artificial intelligence, stablecoins, and blockchain); development of IT infrastructure (increasing the level of system resilience, creation of software developer agents; accounting for and analysis of IT investments); analysis of the competitive environment (domestic and regional); analysis of the regulatory environment and assessment of its impact on the development of the Bank's business, cyber protection and fraud prevention strategies (cybersecurity staff certification; biometric implementation); financial technologies (FinTech); analysis of risks (internal and external) that may have a significant impact on the Bank and its subsidiaries; sustainable development and implementation of ESG principles; shaping marketing strategy and promoting the Halyk brand.

❖ The Board of Directors has necessary competencies in the areas of finance, financial reporting, internal control and audit, banking, risk management, IT, strategic planning and corporate governance.

❖ The Board of Directors comprises highly qualified specialists with a diverse set of competencies essential for the sustainable and effective development of the bank. The most sought-after competencies in the work of the Board of Directors include digital transformation; innovation development; risk management; finance, internal control and audit; HR and talent development; industry experience; experience in strategic management; sustainable development (ESG).

❖ The key skills for effective performance of the Board of Directors are: the ability to make decisions under uncertain conditions; constructive criticism and feedback; intellectual curiosity, creative thinking and search for ideas; international business and IT experience, propensity for continuous learning.

❖ 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 relations between the Board of Directors and the Management Board of the Bank are of a constructive nature, and contribute to the successful operation of the Bank in the interests of shareholders and other stakeholders (customers, employees, etc.). Regular in-person meetings involving members of the Board of Directors, the Management Board and other key Bank employees should be maintained to facilitate information exchange and generate new ideas for the sustainable development of the Bank and the implementation of the Halyk Group's Development Strategy for 2025-27.

❖ The Board of Directors supports the current development of the Bank's corporate culture, while, in order to successfully compete with technology companies, recommends exploring the possibility of creating innovative subdivisions (sandboxes) with dedicated

budgets and independence from the Bank to stimulate innovation. Alternatively, the Bank may consider attracting innovation from outside by monitoring the ecosystem and collaborating with (acquiring) startups that create useful innovative solutions.

❖ The Board of Directors recommends organizing off-site meetings (business trips) to international financial institutions to familiarize themselves with best international practices and innovations. DBS in Singapore (a large universal bank that has undergone digital transformation) could serve as an inspiring example to study).

2. *The 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 thereto, 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, audit, ESG, Big Data and innovations in the banking business.

❖ The system of improving the competencies and qualifications of members of the Board of Directors at 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 arranged for members of the Board of Directors. In 2025, information sessions (seminars, trainings) were held for the Board of Directors and the Management Board in artificial intelligence and strategic management.

❖ The Board of Directors supports the possibility of training (certification programs) on corporate governance issues and improving the efficiency of the Board of Directors, organized by a leading business school. Conducting training (seminars, workshops) in a mixed team with members of the boards of directors of other companies has additional value in terms of exchanging experience and knowledge between different institutions in different countries.

❖ The system for selecting members of the Board of Directors at the Bank is quite effective, and ensures the involvement of real professionals. The Bank has prepared a register of candidates eligible to apply for the positions of independent directors of the Bank and its subsidiaries. A potential source of information on candidates to the Bank's Board of Directors may include information from the Bank's minority shareholders (lists of potential candidates to the Board of Directors, which may be requested by the IR Service within a timeframe sufficient for their verification for compliance with the requirements of the laws of the Republic of Kazakhstan).

❖ 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 59 (for comparison, in the 2024 report, the average age of the Board of Directors members was 60), while according to the review of the corporate governance practices in Kazakhstan prepared by the international consulting company Korn Ferry², the average age of a member of the Board of Directors in Kazakhstan is 53, in Europe – 60.

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

❖ The competence of the Board of Directors determined by the Bank's Charter, Corporate Governance Code and Regulations of the Board of Directors corresponds to the current strategic objectives and requires no adjustments.

❖ The number, frequency and duration of meetings of the Board of Directors, including the ratio of in-person and absentee 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 face to face, 2-3 in-person meetings via video conference).

❖ It is recommended that members of the Board of Directors hold information sessions for the Bank's executives (members of the Management Board, directors of departments) in order to share experience and improve their skills.

❖ In 2025, an information session was arranged and held with the participation of all members of the Board of Directors and the Management Board to implement the Halyk Group Development Strategy for 2025-27. It is recommended that the Board of Directors and the Management Board increase the number of communications in the form of both formal and informal working meetings (e.g. on the platforms of committees under the Board of Directors) to hold in-depth sessions on the implementation of the Bank's business objectives and strategy.

❖ In 2025, the Action Plan for improving risk management, internal control and corporate governance was implemented, which was developed following consultations of the Internal Audit Department on the issues of analysis of key components of the Bank's corporate governance system for compliance with leading international practices (G20/OECD Corporate Governance Principles³ and the UK Corporate Governance Code⁴). The next step in developing the Bank's Board of Directors could be to organize and conduct an assessment of performance of the Board of Directors by an independent consultant (expert).

² https://forbes.kz/actual/stats/kak_vyiglyadyat_sovetyi_direktorov_kompaniy_v_kazahstane/

³ https://www.oecd-ilibrary.org/governance/g20-oecd-principles-of-corporate-governance-2023_ed750b30-en

⁴ <https://www.frc.org.uk/library/standards-codes-policy/corporate-governance/uk-corporate-governance-code/>

❖ Taking into account the adoption of the new Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan” and the dynamics of changes in the statutory regulations governing the activities of financial organizations, the Board of Directors is recommended to promote the development of the Bank’s representation on platforms for interaction with the regulator and other government bodies (for example, the Association of Financiers of Kazakhstan) to ensure effective dialogue within the framework of legislative (normative) initiatives and to regularly receive information (reviews) on the most significant changes in legislation that may affect the business of Halyk Group.

4. The 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.

❖ It is recommended to create an analytical group of employees of the Bank and/or its subsidiaries (for example, a group of analysts of Halyk Finance), who will monitor and analyze on a regular basis changes in the global economy (USA, China, European Union, Russia, etc.), emergence/development of new technologies (artificial intelligence, quantum computers, satellite communications, etc.), which may affect the activities of the Bank and Halyk Group entities. It is necessary to regularly consider recommendations and proposals of such analytical group at in-person meetings of the Board of Directors. The Board of Directors recommends to monitor and analyze the impact of changes in the legislation of the Republic of Kazakhstan on retail business in 2026 and review reports on the results of such monitoring at least once every six months.

❖ 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 Bank uses the electronic document management system (EDMS “Thesis”), which has enabled many internal document approval and signing processes to be converted to a digital format. The EDMS “Thesis” (the “Meetings” module) facilitates the preparation and conduct of meetings of collegial bodies in digital format.

❖ 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 2020-21).

❖ Internal documents and policies of the Bank the development and/or approval whereof are 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 are 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 to reduce bureaucratic norms and simplify corporate governance processes.

5. *The results of the assessment of the functional areas of the Board of Directors work:*

❖ Materials submitted for the 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 Development Strategy of Halyk Group for 2025-27, ESG-Strategy of the Bank for 2025-27, Marketing Strategy of Halyk Group for 2025-27 and development plans (programs) of the Bank, the Board of Directors at the meetings 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, reviews the results of analysis of the legislation and their impact on the Bank's retail business.

❖ The Corporate Secretary's Office on a constant basis monitors the execution of instructions of the Board of Directors, and based on year-end results, prepares the Control Instruction Report issued by the Bank's Board of Directors.

❖ 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.

❖ Within the framework of strategic sessions, the Board of Directors acts as a constructive critic and provides the Bank's Management Board with ideas for further strategic development of the Bank in the following areas: banking and non-banking services (Halyk Super App; Halyk Invest; Halyk Insurance; Halyk GovTech; Halyk Travel); a digital office for customers (data center services with AI and IT security services); investment in the development of IT infrastructure (control and assessment of investment profitability; protection of the Bank's intellectual property rights; development of fiber-optic networks and data centers; increasing the technological fault tolerance of systems); B2C projects (Online Duken; Halyk Market) etc.

Based on the results of the Bank's Board of Directors' performance assessment for

2025, one can conclude that all members of the Board of Directors effectively participated in the activities of JSC Halyk Bank, objectively and conscientiously fulfilling their duties in the interests of JSC Halyk Bank and its shareholders.

Therefore, it appears that during the reporting period, the work of the Board of Directors of JSC Halyk Bank was carried out within the framework of implementation of Halyk Group Development Strategy for 2022 – 24 and Halyk Group Development Strategy for 2025 –27, and the performance of the functions entrusted to them by the members of the Board of Directors was efficient.

The General Shareholders' Meeting of the Bank is proposed to acknowledge the report of the Board of Directors of JSC Halyk Bank on its activities for the reporting year 2025 and recognize its work, as well as the performance of functions by the members of the Board of Directors, as positive.

**Item 5 of the agenda: “On determination of the number of members
of JSC Halyk Bank Board of Directors”**

Dear shareholders,

In accordance with Article 25 of the Charter of JSC Halyk Bank, determination of the number of members of the Board of Directors is referred to the exclusive competence of the General Shareholders' Meeting of JSC Halyk Bank.

By resolution of the Annual General Shareholders' Meeting of JSC Halyk Bank by absent voting without holding the in-person General Shareholders' Meeting dated 25 May 2023 (minutes No.48), the number of members of the Board of Directors of JSC Halyk Bank 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 JSC Halyk Bank, it is necessary to determine the number of members of the new Board of Directors of JSC Halyk Bank.

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 JSC Halyk Bank shall be independent directors.

Dear shareholders, taking into account the proposal of ALMEX Holding Group JSC, the major shareholder of JSC Halyk Bank and the Board of Directors of JSC Halyk Bank, it is proposed to determine the number of members of the Board of Directors of JSC Halyk Bank in number of 7 (seven) persons that will allow JSC Halyk Bank 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 6 of the agenda: “On determination of the term of powers
of JSC Halyk Bank Board of Directors”**

Dear shareholders,

The General Shareholders’ Meeting in accordance with Article 25 of the Charter of JSC Halyk Bank is also entitled to determine the term of office of the Board of Directors of JSC Halyk Bank.

As far as you know, the term of office of the Board of Directors determined at the Annual General Shareholders’ Meeting of JSC Halyk Bank without holding the in-person General Shareholders’ Meeting dated 25 May 2023 (minutes No.45) is equal to 3 (three) years expiring as of the date of holding the General Shareholders’ Meeting of JSC Halyk Bank.

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

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

Item 7 of the agenda: “On election of members of JSC Halyk Bank Board of Directors”

Dear shareholders,

Resolution of the item on election of new composition of the Board of Directors in accordance with Article 25 of the Charter of JSC Halyk Bank is also referred to the exclusive competence of the General Shareholders' Meeting.

JSC Halyk Bank 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 JSC Halyk Bank 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 of JSC Halyk Bank, the following candidates to the Board of Directors of JSC Halyk Bank are proposed:

Arman Galiaskarovich Dunayev	– Chairman of the Board of Directors, member of the Board of Directors of JSC Halyk Bank.
Zhomart Dossankulovich Nurabayev	– member of the Board of Directors of JSC Halyk Bank, CEO of Holding Group ALMEX JSC
Hermann Tischendorf	– Independent Director, member of the Board of Directors of JSC Halyk Bank
Zhaksybek Abdrakhmetovich Kulekeyev	– Independent Director, member of the Board of Directors of JSC Halyk Bank
Piotr Romanowski	– Independent Director, member of the Board of Directors of JSC Halyk Bank
Henk Jan Hoogendoorn	– Independent Director, member of the Board of Directors of JSC Halyk Bank
Umut Bolatkhanovna Shayakhmetova	– member of the Board of Directors and CEO of JSC Halyk Bank

Herewith, it should be noted that the candidates: Zhaksybek Abdrakhmetovich Kulekeyev, Hermann Tischendorf, Piotr Romanowski and Henk Jan Hoogendoorn are proposed to the Board of Directors as Independent Directors, and the candidate Zhomart Dossankulovich Nurabayev is proposed to the Board of Directors as the representative of the shareholder of JSC Halyk Bank - 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, based on the above, the Board of Directors of JSC Halyk Bank proposes to elect the following persons as members of the Board of Directors of JSC Halyk Bank: Zhaksybek Abdrakhmetovich Kulekeyev, Hermann Tischendorf, Piotr Romanowski and Henk Jan Hoogendoorn as Independent Directors, Zhomart Dossankulovich Nurabayev as the representative of Holding Group ALMEX JSC, Arman Galiaskarovich Dunayev, Umut Bolatkhanovna Shayakhmetova.

ARMAN GALIASKAROVICH DUNAYEV

born in 1966, a citizen of the Republic of Kazakhstan.

Educational background:

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

Affiliation with JSC Halyk Bank

In accordance with Article 5 of the Law of the Republic of Kazakhstan “On Banks and Banking Activity in the Republic of Kazakhstan”⁵ is affiliated with JSC Halyk Bank. The candidate does not meet the additional independence criterion stipulated in Article 46-1-4) of the Law of the Republic of Kazakhstan “On Banks and Banking Activity in the Republic of Kazakhstan.”

Employment history, including for the last three years:

September 2013 to present, he has been an Independent Director, member of the Board of Directors of JSC Halyk Bank, and since May 2025 to present, he has been the Chairman of the Board of Directors of JSC Halyk Bank.

August 2018 to present, he has been the Chairman of the Board of Directors and an independent director of Halyk Bank Georgia JSC.

November 2014 to June 2018, he was the Chairman of the Board of Directors, Independent Director of Altyn Bank JSC, and from June 2018 to present, he has been the Acting Chairman of the Board of Directors and an independent director of Altyn Bank JSC.

From February 2016 to August - 2018, he was a member of the Board of Directors and an independent director of Halyk-Life JSC.

From February 2016 to July 2025, he was a member of the Board of Directors, Independent Director of Halyk Finance JSC.

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

2011-2012 - Advisor to the Chairman of the Board of Sovereign Wealth Fund Samruk-Kazyna JSC;

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

2009-2013 - Deputy Chairman of the Board of Directors Sekerbank (Turkey);

January 2008 to October 2008 – Chairman of the Management Board of Kazyna Sustainable Development Fund JSC;

2008-2011 - Deputy Chairman of the Management Board of Sovereign Wealth Fund Samruk-Kazyna JSC;

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

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;

2003-2004 - CEO of National Innovation Fund JSC;

⁵ Law of the Republic of Kazakhstan “On Banks and Banking Activities” No.258-VIII dated 16 January 2026 (not in effect).

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

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;

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

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

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.

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

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

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

ZHAKSYBEK ABDRAKHMETOVICH KULEKEYEV

born in 1957, a citizen of the Republic of Kazakhstan.

Educational background:

In 1979, he graduated from Kazakh State University named after S.M. Kirov with the qualification “mathematician,” and in 1986, he defended his dissertation at the Alma-Ata Institute of National Economy and obtained the degree of “candidate of economic sciences.”

In 1992, he received the title of associate professor from the State Committee of the USSR for Popular Education in the field of “Applied Mathematics.”

In 2004, the Supreme Attestation Committee of the Ministry of Education and Science of the Republic of Kazakhstan awarded him the title of “Professor of Economics.”

Affiliation with JSC Halyk Bank:

In accordance with Article 5 of the Law of the Republic of Kazakhstan “On Banks and Banking Activity in the Republic of Kazakhstan,” the candidate is not affiliated with JSC Halyk Bank. The candidate meets the requirements established by the Law of the Republic of Kazakhstan “On Joint Stock Companies” for an independent director, as well as the additional requirements defined in Article 46-1 of the Law of the Republic of Kazakhstan “On Banks and Banking Activity in the Republic of Kazakhstan.”

Employment history, including for the last three years:

From 1 December 2023 to present - a member of the Board of Directors, Independent Director of JSC Halyk Bank.

From 15 June 2023 to present - a member of the Board of Directors, Independent Director of KazAzot JSC.

From 5 October 2022 to 5 October 2025 – Chairman of the Board of Trustees of L.N. Gumilyov Eurasian National University JSC.

From 13 January 2020 to 22 August 2025 – a member of the Board of Directors, Independent Director of the National Healthcare Insurance Fund JSC.

From 15 October 2010 to present – Scientific Supervisor of Applied Economics Research Centre LLP.

Since 10 August 2021 to present – Advisor to the Chairman of the Management Board of NC KazMunayGas JSC.

From 1 August 2018 to present – Chairman of the Supervisory Board of the Non-Governmental Institution “Independent Agency for Assurance of Quality in Education (IQAA).

From 1 April 2014 to present – disciplinary expert of KMG Engineering LLP.

18 January 2010 – 21 April 2010 – Managing Director for Corporate Development, Advisor to the General Director of Kazakh Institute of Oil and Gas JSC.

14.06.2007-04.04.2008 – Chairman of the Board of Directors, representative of the shareholder – NC Kazakhstan Temir Zholy JSC in National Pension Fund of Kazakhstan JSC.

28.05.2007-04.04.2008 – President of NC Kazakhstan Temir Zholy JSC.

01.02.2006-28.05.2007 – First Vice-President NC “KazMunayGas JSC.”

31.05.2005-31.01.2006 – Rector of the Academy of Public Administration under the President of the Republic of Kazakhstan.
14.06.2003-13.12.2004 – Minister of the Ministry of Education and Science of the Republic of Kazakhstan.
30.01.2002-14.06.2003 – Chairman of the Accounting Committee for Control over the Execution of the Republican Budget of the Republic of Kazakhstan.
21.12.2000-30.01.2002 – Minister of the Ministry of Economy and Trade of the Republic of Kazakhstan.
13.10.1999-21.12.2000 – Minister of the Ministry of Economy of the Republic of Kazakhstan.
01.01.1997-13.10.1999 – Chairman of the Agency of the Republic of Kazakhstan for Statistics.
21.11.1995-01.01.1997 – First Deputy Chairman, Chairman of the State Committee of the Republic of Kazakhstan for Statistics and Analysis.
16.11.1992-01.12.1995 – Head of the Department of “Microeconomics” at Kazakh Economic University named after Ryskulov.
22.11.1979-16.11.1992 – Lecturer, Senior Lecturer, Associate Professor of the Alma-Ata Institute of National Economy.

Additional information:

02.02.2001-30.01.2002 – Governor of the Asian Development Bank for the Republic of Kazakhstan.
02.12.1999-02.02.2001 – Deputy Governor of the Asian Development Bank for the Republic of Kazakhstan.
01.02.2006-28.05.2007 – Chairman of the Investment Committee of NC KazMunayGas JSC.

Note: The candidacy is proposed for election as a member of the Board of Directors – an independent director JSC Halyk Bank. The candidate is not a shareholder JSC Halyk Bank and has not been nominated (recommended) for election to the Board of Directors JSC Halyk Bank as a representative of a shareholder JSC Halyk Bank.

NURABAYEV ZHOMART DOSSANKULOVICH

born in 1971, a citizen of the Republic of Kazakhstan.

Educational background:

In 1993, he graduated from the Kazakh State Academy of Management with the qualification “economist.”

In 2009, he graduated from Kazakh National Pedagogical University named after Abai with the qualification “lawyer”.

Affiliation with JSC Halyk Bank:

In accordance with Article 5 of the Law of the Republic of Kazakhstan “On Banks and Banking Activity in the Republic of Kazakhstan,” the candidate is an affiliated party of JSC Halyk Bank.

Employment history, including for the last three years:

1 December 2023 to present – a member of the Board of Directors, a representative of Holding Group ALMEX JSC in JSC Halyk Bank.

From 9 September 2025 to present – a member of the Board of Directors at Almex Holding Limited Private Company.

From 27 February 2024 to present – Chairman of the Board of Holding Group ALMEX JSC.

From 5 September 2023 to present – a member of the Board of Directors of Halyk Global Markets JSC.

From 12 February 2014 to 7 February 2024 – Deputy CEO of Holding Group ALMEX JSC.

6 December 2012 – 25 April 2014 – a member of the Board of Directors of JSC Halyk Bank;

From 1 December 2012 to 11 February 2014 – CEO, Member of the Board of Directors of Holding Group ALMEX JSC.

11 July 2011 – 3 March 2015 – a member of the Board of Directors of KASP RAKHAT JSC.

11 July 2011 – 18 February 2013 – General Director of KASP RAKHAT JSC.

27 May 2011 – 10 July 2011 – Deputy General Director of KASP RAKHAT JSC.

11 April 2007 – 11 August 2008 – a member of the Board of Directors of “ALMEX Asset Management JSC (renamed to Troika Dialog Kazakhstan JSC in 2008).

1 August 2007 to 30 November 2012 – Deputy CEO of Holding Group ALMEX JSC.

23 May 2003 to 31 July 2007 – Financial Director of ALMEX Firm LLP.

1 January 2002 to 1 December 2003 – Advisor to the Chairman of the Board of Aon Kazakhstan Insurance Broker Joint-Stock Company (part-time).

1 December 2000 to 31 December 2004 – Financial Director of Transoil Investments LLP.

16.05.2000-27.11.2000 – Deputy Chairman of the Tax Committee for the Medeu District of Almaty City.

03.04.2000-05.15.2000 – Deputy Chairman of the Tax Committee for the Almaly District of Almaty City.

11.01.1999-02.04.2000 – Deputy Chairman of the Tax Committee for the Zhetysu District of Almaty City.

17.05.1999-31.10.1999 – Head of the Department for Working with Taxpayers of the Tax Committee for the City of Almaty.

01.04.1999-16.05.1999 – Head of the Propaganda and Explanation Department of the Department for Working with Taxpayers of the Tax Committee for the City of Almaty.

01.06.1998-31.03.1999 – Head of the Department for Working with Taxpayers of the Tax Committee for the City of Almaty.

03.03.1997-31.05.1998 Tax Administration for the City of Almaty. – Head of the Department for Taxation of Legal Entities.

07.12.1995-02.03.1997 – Head of the Department for Taxation of Income of Legal Entities of the Tax Inspection for the City of Almaty.

22.06.1995-06.12.1995 – Senior Tax Inspector of the Audit and Inspection Department of Tax Authorities of the Organizational and Audit Work Administration of the Main Tax Inspection of the Ministry of Finance of the Republic of Kazakhstan.

03.11.1994 – 21.06.1995 – Tax Inspector of the Inspection and Control Department for Compliance with Tax Legislation of the Organizational and Inspection Administration of the Main Tax Inspection of the Ministry of Finance of the Republic of Kazakhstan.

08.11.1993–02.11.1994 – Category 1 Specialist of the Inspection and Control Department for Compliance with Tax Legislation of the Organizational and Inspection Administration of the Main Tax Inspection of the Ministry of Finance of the Republic of Kazakhstan.

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

In accordance with Article 5 of the Law of the Republic of Kazakhstan “On Banks and Banking Activity in the Republic of Kazakhstan,” the candidate is not affiliated person with JSC Halyk Bank. The candidate meets the requirements established by the Law of the Republic of Kazakhstan “On Joint Stock Companies” for an independent director, as well as the additional requirements defined in Article 46-1 of the Law of the Republic of Kazakhstan “On Banks and Banking Activity in the Republic of Kazakhstan.”

Employment history, including for the last three years:

1 December 2023 to present – a member of the Board of Directors, Independent Director of JSC Halyk Bank.

9 July 2024 to present – a member of the Board of Directors, Independent Director of Kazteleport JSC.

From November 2021 to present, he has been the Chief Technology Officer (CTO) and a member of the Executive Council at MTN Group, Republic of South Africa, Johannesburg.

From October 2016 to present, he has been a Senior Partner, Chief Technology Officer (Shareholder) at MARFOR International Advisory, New York and Jacksonville, USA.

From November 2019 to July 2021, he was the Chief Technology Officer (CTO) and a member of the Executive Council of 4Finance Group, Riga, Latvia.

From October 2018 to August 2019, he was the IT Director (CIO), Head of the IT Department, and a member of the Executive Council (parent company of SMARTnet/SmartPay) at FEC VPBank Finance Company LLC, Ho Chi Minh City, Vietnam.

From October 2017 to August 2019, he was the Chief Digital Officer (CDO) and a member of the Executive Committee – Chief Digital Officer at SMARTNet LLC (SmartPay), Ho Chi Minh City, Vietnam.

From May 2012 to October 2016, he was the Chief Information Officer (CIO), Managing Director, and a member of the Board of Directors at Eurasian Bank JSC, Almaty, Kazakhstan.

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

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 JSC Halyk Bank:

In accordance with Article 5 of the Law of the Republic of Kazakhstan “On Banks and Banking Activity in the Republic of Kazakhstan,” the candidate is not affiliated with JSC Halyk Bank. The candidate meets the requirements established by the Law of the Republic of Kazakhstan “On Joint Stock Companies” for an independent director, as well as the additional requirements defined in Article 46-1 of the Law of the Republic of Kazakhstan “On Banks and Banking Activity in the Republic of Kazakhstan.

Employment history, including for the last three years:

Since 22 May 2020 to present, a member of the Board of Directors, an independent director of JSC Halyk Bank.

Since 2025 to present, a member of the Board of Directors at Clock Bio Limited (United Kingdom).

Since 2022 to present, a director at Caldero Management Limited (Malta).

Since 2021 to present, a member of the Board of Directors, an independent director of BANK CREDIT DNIPRO JSC (Ukraine). AxFina Holding S.A. (Luxembourg).

From 2021 to 2024, Chairman of the Board of Directors at Kevin EU, UAB (Lithuania).

From 2021 to 2024, a member of the Supervisory Board at Luneos, Sp. z.o.o. (Poland).

From 2019 to present, Chairman of the Board of Directors at Ryvu Therapeutics, Krakow, Poland, a publicly traded biotechnology company listed on the stock exchange.

From 2011 to 2014, he was a partner and leader in financial services for Central and Eastern Europe/CIS at PwC, Warsaw, Poland. He was also an advisor at PwC

for Central and Eastern Europe/CIS from 2014 to 2018 and a market leader for customers in the CIS countries from 2017 to 2018.

From 2009, the first external investor in Selvita & Ryvu Therapeutics, Krakow, Poland.

Since 2011, he has been Chairman of the Supervisory Board at Selvita S.A. (Poland).

From 2008 to 2009, he was elected to the Management Board, overseeing the corporate banking division at Millennium Bank, Warsaw, Poland.

From 1998 to 2008, he worked at the consulting firm McKinsey & Company, Warsaw, Poland.

From 1998 to 2004, he was a Manager/Senior Manager, and from 2005 to 2008, he became a Partner of the company.

Additional information:

Has 10 years of experience in private investments in technology, biotechnology, and deep tech.

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

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

HENK JAN HOOGENDOORN

born in 1962, a citizen of the Kingdom of the Netherlands.

Educational background:

Holds a Master of Laws degree from the University of Utrecht in the Netherlands (1989), completed the Accelerated Development Programme at London Business School (2007), the INSEAD Strategic Banking Programme INSEAD (2011), the Fintech and Regulatory Innovation Programme at Cambridge Judge Business School (2020), the Private Equity Investment Programme at Saïd Business School, University of Oxford (2022), the Digital Assets for Regulators Programme at Cambridge Judge Business School (2023), and a Certified Board Member Programme at the GCC Board Director Institute (2025).

Affiliation with JSC Halyk Bank:

In accordance with Article 5 of the Law of the Republic of Kazakhstan “On Banks and Banking Activity in the Republic of Kazakhstan,” the candidate is not affiliated with JSC Halyk Bank. The candidate meets the requirements established by the Law of the Republic of Kazakhstan “On Joint Stock Companies” for an independent director, as well as the additional requirements defined in Article 46-1 of the Law of the Republic of Kazakhstan “On Banks and Banking Activity in the Republic of Kazakhstan.”

Employment history, including for the last three years:

From August 2025 to present – a member of the Board of Directors, an independent director of Kazakhstan Investment Corporation JSC (a subsidiary of Baiterek National Holding).

From January 2025 to present – a member of the Board of Directors of Wahed Inc. (New York, USA).

From July 2021 to present he has been Head of Financial Services at Qatar Financial Centre (the “QFC”), where he is responsible for fulfilling QFC’s mission to attract direct foreign investment and financial and regulated firms, including banks, investment managers, venture capital, and private equity, to Qatar through the QFC platform. From April 2018 to July 2021, he was Managing Director of the Financial Services Sector of QFC.

From June 2017 to March 2018, he was an owner of Hoogendoorn Foundation B.V.

From November 2014 to April 2017, he served as the General Director and Head of Office in Qatar at Mashreq Bank.

From April 2010 to November 2013, he served as a Managing Director at Deutsche Bank Nederland N.V., leading the non-bank financial institutions division, where he was responsible for insurance companies, pension funds, financial technology, and the implementation of strategic and business plans across Europe.

From January 2008 to April 2010, he served as a Director for Corporate Customers – Senior Vice President at New HBU N.V. (a 100% subsidiary of ABN AMRO Bank N.V.).

From April 2005 to January 2008, he held leadership positions at ABN AMRO Bank N.V. in the Netherlands and the Middle East (Director for Corporate Customers – Senior Vice President), and also has extensive experience in implementing projects in the financial sector.

From May 2000 to September 2004, he worked at Saudi Hollandi Bank (was later renamed to Alawwal Bank) as Head of Corporate Products in Saudi Arabia, where he developed and implemented new product strategies, including internet banking, trade finance, and cash management, as well as structured (Islamic) financing.

He has extensive experience in international finance, management, transformation, and business development in the financial sector.

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

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 JSC Halyk Bank

In accordance with Article 5 of the Law of the Republic of Kazakhstan "On Banks and Banking Activity in the Republic of Kazakhstan," the candidate is affiliated with JSC Halyk Bank.

Employment history, including for the last three years:

January 2009-present – CEO of JSC Halyk Bank.

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

From 2024 to present - Chairman of the Board of Trustees of Nazarbayev University

From July 2023 to present, she has been a member of the Board of Trustees of the Halyk Charity Fund.

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.

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

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

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

From May 2011 to present – heads Kazakhstan Gymnastics Federation and is a member of the Executive Committee of the National Olympic Committee of Kazakhstan.

2004-2009 – Deputy CEO for Lending of JSC Halyk Bank.

2000-2004 – Deputy CEO of ABN AMRO Bank Kazakhstan CJSC.

2000 – Managing Director, Halyk Bank OJSC.

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

1997-1998 – Specialist of the Project Financing Department, Financial Analyst at ABM AMRO Bank Kazakhstan Joint-Stock Company.

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

**Item 8 of the agenda: “On approval of amendment
to JSC Halyk Bank Charter”**

Dear shareholders,

In accordance with Article 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” and Article 25 of the Bank’s Charter, consideration and adoption of resolutions on approval of amendments to the Charter of JSC Halyk Bank is referred to the exclusive competence of the General Shareholders’ Meeting of JSC Halyk Bank (the “Bank”).

The provided materials contain the draft amendment to the Charter of the Bank in Kazakh, Russian and English languages.

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

It is proposed to make amendment to the Bank's Charter in order to increase the maximum possible frequency of dividend payments on common shares from two to four times a year. Quarterly dividend payments will provide a regular cash flow for shareholders, enhance the attractiveness of shares to institutional and private investors, and foster the perception of the Bank as a financially stable and predictable financial organization.

More frequent payments comply with the best practices of public companies and contribute to expanding the investor base and increasing the Bank's investment attractiveness for both institutional and retail investors.

Dear shareholders, based on the above, the Board of Directors of JSC Halyk Bank proposes to approve the amendment to the restated Charter of the Bank and to authorize Umut Bolatkhanovna Shayakhmetova, CEO of the Bank to sign the amendment to the Charter of the Bank.

Approved
by resolution of the Annual General
Shareholders' Meeting of JSC Halyk Bank
(minutes No.____ dated _____ 2026)

AMENDMENT
TO THE CHARTER OF JSC HALYK BANK

To make amendment to the Charter of JSC Halyk Bank, approved by resolution of the Annual General Shareholders' Meeting of JSC Halyk Bank (minutes No.48 dated 25 May 2023) as follows:

part 3 of clause 1 of Article 22 shall be amended to read as follows:

“Dividends on common shares may be paid by the Bank not more than four times a year, based on the resolution of the General Shareholders' Meeting, subject to compliance with the requirements of the legislation of the Republic of Kazakhstan.”.

Authorized person -

Item 9 of the agenda: “On approval of amendments to JSC Halyk Bank Corporate Governance Code”

Dear shareholders,

In accordance with Article 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” and Article 25 of the Bank’s Charter, consideration and adoption of the resolution on approval of amendments to the Corporate Governance Code of JSC Halyk Bank shall be referred to the exclusive competence of the General Shareholders’ Meeting.

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

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

On 16 January 2026, the Head of State signed the new Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan”⁶ (the “Law”), which significantly strengthens the role of the institution of independent directors.

The most significant amendments related to adoption of the Law are as follows:

- ❖ The Board of Directors shall control and ensure the effective implementation and functioning of the corporate governance system in the bank.

- ❖ The Bank’s Independent Director shall meet the requirements of the Law of the Republic of Kazakhstan “On Joint Stock Companies” for an independent director, as well as additional requirements demonstrating the independence of that person from the Bank, as defined in the Law (the “independence requirements”).

- ❖ Particularly, these independence requirements shall include:

- 1) “Economic dependence” limitation: a person shall not receive remuneration (including in the form of shares/rights to shares) in an amount exceeding 1% of the total number of placed shares and shall not have received such remuneration/salary during the last 3 years (excluding remuneration specifically for acting as an independent director).

- 2) Absence of significant business relationships⁷ during 1 year prior to appointment:

- ❖ did not have significant business relationships with the Bank and/or related party of the Bank;

- ❖ did not own more than 1% of stakes/shares and was not an official of an organization that had significant business relationships with the Bank/related parties (“significance” threshold – according to the statutory regulations of the authorized body).

⁶ The Law of the Republic of Kazakhstan No.258-VIII dated 16 January 2026 “On Banks and Banking Activities in the Republic of Kazakhstan” (effective from 19.03.2026, 01.07.2026, 18.07.2026, 01.01.2027, 01.05.2027).

⁷ Significant business relationships mean conclusion of one or more transactions with total amount exceeding 0.01% (zero and one hundredth percent) of the Bank’s equity as of the date of adoption by the Bank of a resolution on concluding a transaction (according to the draft regulatory legal instrument).

3) Exclusion of connection with external audit: was not an employee of an audit firm that conducted external audit of the Bank/major shareholder/controlling entities/subsidiaries – within 3 years prior to appointment.

4) Maximum term of independence for a member of the Board of Directors is 9 consecutive years from the date of the first appointment (previously, the term was not more than 10 consecutive years, except for cases provided for by the statutory regulation of the authorized body).

5) Prohibition for representing interests: does not represent (and has not represented during the last 3 years) the interests of a major participant (banking holding) and/or a related party of the Bank – by proxy/law/court/administrative order.

6) Is not a “related party of the Bank” and/or was not such a person within 3 years prior to submitting a request for approval.

7) At that, the Law expands and clarifies the composition of related parties (including officials/members of committees under the Board of Directors, major participants, affiliates, etc.).

8) Ownership limitation: does not directly/indirectly own more than 1% of shares of the Bank and/or related parties of the Bank.

9) Absence of other conflicts of interest that may hinder independent and objective performance of duties or subject to undue influence (including connections through close relatives and relationships with members of the Board of Directors/executive body/related parties). The Law also provides a definition of a conflict of interest for the purposes of this assessment.

❖ The Law introduces a mandatory cycle of “declaration → assessment → disclosure → reporting”:

1) Independent Director shall:

❖ notify the Board of Directors of any circumstances that may result in a loss of independence;

❖ annually, within 60 calendar days after the end of the financial year, provide the Nomination and Remuneration Committee with a declaration of compliance with the independence criteria (form – according to the statutory regulation of the authorized body).

2) The Nomination and Remuneration Committee shall:

❖ conduct an assessment and provide a conclusion on independence;

❖ ensure prompt notification of the Board of Directors of identified circumstances;

❖ an independent director shall not participate in the Committee’s work when he/she is being assessed.

3) If non-compliance is identified and cannot be eliminated without negative consequences – the Board of Directors shall immediately submit an item on termination of powers of such an independent director for consideration of the General Shareholders’ Meeting.

4) The Board of Directors shall undertake to submit the report on compliance of independent directors with the independence requirements to the Annual General Shareholders' Meeting. The Bank annually shall submit the similar report to the authorized body (according to the form and deadlines determined by the statutory regulation of the regulator).

Additionally, it is proposed to make amendments to the Corporate Governance Code in order to increase the maximum possible frequency of dividend payments on common shares from two to four times a year. Quarterly dividend payments will provide a regular cash flow for shareholders; enhance the attractiveness of shares to institutional and private investors; foster the perception of the Bank as a financially stable and predictable financial organization. More frequent payments comply with the best practices of public companies and contribute to expanding the investor base and increasing the Bank's investment attractiveness for both institutional and retail investors.

Dear shareholders, based on the above, the Board of Directors of JSC Halyk Bank proposes to approve the offered amendments to the Corporate Governance Code of JSC Halyk Bank.

AMENDMENTS
TO CORPORATE GOVERNANCE CODE
OF JSC HALYK BANK

To amend the Corporate Governance Code of JSC Halyk Bank approved by resolution of the Annual General Shareholders' Meeting of JSC Halyk Bank on item 9 (minutes No.48 dated 25 May 2023), as follows:

clause 28 shall be amended to read as follows:

“28. An independent director shall refrain from taking actions that may cause it to cease to be independent. To ensure compliance with the independence requirements, an Independent Director shall:

1) notify the Bank's Board of Directors of any circumstances that may result in the Independent Director failing to meet the independence requirements;

2) annually, within sixty calendar days after the end of the financial year, submit to the Nomination and Remuneration Committee under the Bank's Board of Directors a declaration of compliance with the independence requirements in the form approved by the statutory regulation of the authorized body.

If, after being elected to the Board of Directors, changes occur or circumstances arise whereby an Independent Director ceases to be independent, and (or) the Nomination and Remuneration Committee under the Board of Directors identifies that an Independent Director does not meet the independence requirements and such non-compliance cannot be remedied without detriment (negative consequences) to the Bank, the Bank's Board of Directors shall promptly submit to the General Shareholders' Meeting of the Bank the item on termination of the powers of such Independent Director, and, if necessary, may convene an Extraordinary General Shareholders' Meeting of the Bank to elect a new member of the Board of Directors.”;

clause 29 shall be deleted;

clause 30 shall be amended to read as follows:

“30. A person who is, or intends to become, a member of the Bank's Board of Directors – an Independent Director – shall meet the requirements established by the Law of the Republic of Kazakhstan “On Joint Stock Companies” for an Independent Director, as well as additional requirements demonstrating the independence of that person from the Bank, as determined by the current legislation of the Republic of Kazakhstan.”

paragraph three of clause 98 shall be amended to read as follows:

“Dividends on common shares may be paid by the Bank not more than four times a year, based on the resolution of the General Shareholders' Meeting, subject to compliance with the requirements of the legislation of the Republic of Kazakhstan.”.

Item 10 of the agenda: “On approval of amendments to the Regulations on JSC Halyk Bank Board of Directors”

Dear shareholders,

Considering that the Regulations on the Board of Directors of JSC Halyk Bank were approved by resolution of the General Shareholders' Meeting of JSC Halyk Bank dated 25 May 2023, the amendments thereto may be made based on the relevant resolution of the General Shareholders' Meeting of JSC Halyk Bank.

The current Regulations on the Board of Directors of JSC Halyk Bank are available for review on the corporate website of JSC Halyk Bank.

Presented materials contain draft amendments to the Regulations on the Board of Directors of JSC Halyk Bank in Kazakh, Russian and English languages.

It is necessary to make amendments to the Regulations on the Board of Directors of JSC Halyk Bank in order to bring its provisions in compliance with the new Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan” (the “Law”).

The most significant amendments related to adoption of the Law are as follows:

An independent director of the Bank shall comply with the requirements of the Law “On Joint Stock Companies” for an independent director, as well as additional requirements demonstrating the independence of that person from the Bank, as defined in the Law (the “independence requirements”).

The Law introduces a mandatory cycle of “declaration → assessment → disclosure → reporting”:

1) Independent Director shall:

- ❖ notify the Board of Directors of any circumstances that may result in a loss of independence;

- ❖ annually, within 60 calendar days after the end of the financial year, provide the Nomination and Remuneration Committee with a declaration of compliance with the independence criteria (form – according to the statutory regulation of the authorized body).

2) The Nomination and Remuneration Committee shall:

- ❖ conduct an assessment and provide a conclusion on independence;
- ❖ ensure prompt notification of the Board of Directors of identified circumstances;
- ❖ an independent director shall not participate in the Committee’s work when he/she is being assessed.

3) If non-compliance is identified and cannot be eliminated without negative consequences – the Board of Directors shall immediately submit an item on termination of powers of such an independent director for consideration of the General Shareholders’ Meeting.

4) The Board of Directors shall undertake to submit the report on compliance of independent directors with the independence requirements to the Annual General Shareholders' Meeting. The Bank annually shall submit the similar report to the authorized body (according to the form and deadlines determined by the statutory regulation of the regulator).

Dear shareholders, based on the above, the Board of Directors of JSC Halyk Bank proposes to approve the offered amendments to the Regulations on the Board of Directors of JSC Halyk Bank.

AMENDMENTS
TO THE REGULATIONS ON THE BOARD OF DIRECTORS
OF JSC HALYK BANK

To amend the Regulations on the Board of Directors of JSC Halyk Bank approved by resolution of the Annual General Shareholders' Meeting of JSC Halyk Bank on item 10 (minutes No.48 dated 25 May 2023), as follows:

paragraph 2 of clause 1 shall be amended to read as follows:

“The exclusive competence of the Board of Directors shall be determined by the Law, the Bank’s Charter, the Corporate Governance Code (the “Code”), and these Regulations.”;

subclause 34) of clause 4 shall be deleted;

clause 10 shall be amended to read as follows:

“10. Members of the Board of Directors may be re-elected to the Board of Directors an unlimited number of times, provided their performance is satisfactory, unless otherwise provided by the legislation of the Republic of Kazakhstan and the Bank’s Charter.

A person who is, or intends to become, a member of the Bank’s Board of Directors – an Independent Director – shall meet the requirements established by the Law of the Republic of Kazakhstan “On Joint Stock Companies” for an Independent Director, as well as additional requirements demonstrating the independence of that person from the Bank, as determined by the current legislation of the Republic of Kazakhstan.”;

clause 14 shall be amended to read as follows:

“14. The Bank’s Board of Directors shall submit to the Bank’s annual general shareholders’ meeting a report on the compliance of the Bank’s Independent Directors with the independence requirements.”;

clause 15 shall be amended to read as follows:

“15. An independent director shall refrain from taking actions that may cause them to cease to be independent. To ensure compliance with the independence requirements, an Independent Director shall:

1) notify the Bank’s Board of Directors of any circumstances that may result in the Independent Director failing to meet the independence requirements;

2) annually, within sixty calendar days after the end of the financial year, submit to the Nomination and Remuneration Committee under the Bank’s Board of Directors a declaration of compliance with the independence requirements in the form approved by the statutory regulation of the authorized body.

If, after being elected to the Board of Directors, changes occur or circumstances arise whereby an Independent Director ceases to be independent, and (or) the Nomination and Remuneration Committee under the Board of Directors identifies that an Independent Director does not meet the independence requirements and such non-compliance cannot

be remedied without detriment (negative consequences) to the Bank, the Bank's Board of Directors shall promptly submit to the General Shareholders' Meeting of the Bank the item of termination of the powers of such Independent Director, and, if necessary, may convene an extraordinary general shareholders' meeting of the Bank to elect a new member of the Board of Directors.”.

Item 11 of the agenda: “On informing the shareholders of JSC Halyk Bank on the amount and structure of remuneration for the members of the Board of Directors and Management Board of JSC Halyk Bank”

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 JSC Halyk Bank in 2025.

Remuneration to the members of the Board of Directors and Management Board of JSC Halyk Bank 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 executive bodies of JSC Halyk Bank.

Please be kindly reminded that the terms of remuneration payment to the members of JSC Halyk Bank Board of Directors are established by the Resolution of the Annual General Shareholders’ Meeting of JSC Halyk Bank dated 19 April 2006, the terms for compensation of expenses of the members of JSC Halyk Bank Board of Directors for performing their duties are established by the Resolution of the Annual General Shareholders’ Meeting of JSC Halyk Bank dated 19 April 2012.

Remuneration of the members of the Board of Directors and the Management Board of JSC Halyk Bank in 2025 was as follows:

(KZT)

Members of the Board of Directors and the Management Board	Total income
	6 319 858 671.21

In 2025, the following compulsory deductions were made from the above-mentioned income of the members of the Board of Directors and the Management Board of JSC Halyk Bank:

(KZT)

Members of the Board of Directors and the Management Board	Personal income tax	Mandatory pension contributions	Contributions for Compulsory Social Health Insurance	Total compulsory deductions
	627 786 567.55	44 369 925.93	1 989 000.00	674 145 493.48

Dear shareholders, please acknowledge the provided information about the amount and structure of remuneration for the members of the Board of Directors and the Management Board of JSC Halyk Bank.

Item 12 of the agenda: “On consideration of information on shareholders’ appeals on actions of JSC Halyk Bank and its officials, and on results of consideration thereof”

Dear shareholders,

Pursuant to the requirements of Articles 35, 44 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” and Article 24 of the Charter of JSC Halyk Bank, we hereby bring to the notice of shareholders of JSC Halyk Bank the information on JSC Halyk Bank shareholders’ appeals on actions of JSC Halyk Bank and its officials, and on results of consideration thereof.

During 2025, official appeals were received from shareholders of JSC Halyk Bank and their representatives, to which the following replies were given:

on five appeals of JSC Halyk Bank shareholders and their representatives regarding information on presence/absence of information on securities holders in the securities holders register system of Central Securities Depository JSC (including dividends), explanatory replies were provided;

on eight appeals of JSC Halyk Bank shareholders on payment of dividends for the period of holding common shares of JSC Halyk Bank, the corresponding replies were provided;

on four appeals from notaries regarding inheritance cases in their proceedings on the issues of ownership of securities of JSC Halyk Bank shareholders and dividends due, explanatory replies were provided;

on five applications of JSC Halyk Bank shareholders, the certificates of income tax withheld upon dividend payments on JSC Halyk Bank common shares were provided;

on two appeals of JSC Halyk Bank shareholders regarding repurchase of securities of JSC Halyk Bank owned by the shareholder, explanatory replies were provided;

on one hundred appeals of JSC Halyk Bank shareholder whose shares are held in nominee holding by JSC Halyk Bank on the issues of current operations of JSC Halyk Bank, the corresponding replies were provided;

on other appeals received during 2025 from JSC Halyk Bank shareholders whose shares are held in nominee holding by JSC Halyk Bank, regarding the current and operational activities of JSC Halyk Bank, the corresponding replies were provided in accordance with the requirements of the legislation of the Republic of Kazakhstan.

In accordance with Articles 35 and 44 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, the Board of Directors of JSC Halyk Bank proposes to the General Shareholders’ Meeting to acknowledge the information on JSC Halyk Bank shareholders’ appeals on actions of JSC Halyk Bank and its officials, and on results of consideration thereof.