

THE CORPORATE GOVERNANCE CODE OF HALYK BANK JSC

(as amended by resolutions of the General Shareholders' Meeting (minutes No.23 dated 23 April 2007, No.24 dated 21 February 2008, No.26 dated 19 December 2008, No.29 dated 21 April 2011, No.30 dated 19 April 2012, No.31 dated 6 December 2012, No.35 dated 5 December 2014, No.36 dated 23 April 2015, No.37 dated 22 April 2016, No.39 dated 21 April 2017, No.42 dated 18 April 2019, No.43 dated 22 May 2020, No.46 dated 22 April 2022))

Chapter 1. General Provisions

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

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

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

Clause 4 was amended by resolution of the General Shareholders' Meeting (minutes No.43 dated 22 May 2020).

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

Director	member of the Bank's Board of Directors;
Corporate Governance	a system of relationships between the Bank's Management Board, Board of Directors, shareholders, executives and auditors, as well as relationships between authorized collegial bodies of the Bank. The corporate governance system allows to organize the distribution of powers and responsibilities, as well as build a process of passing corporate resolutions.
Disclosure Rules	Disclosure Rules of Kazakhstan and/or international stock exchanges on which the Bank's securities are admitted to trading in accordance with a resolution of the Bank;
Listing Rules	Listing Rules published by Kazakhstan and/or international stock exchanges on which the Bank's securities are admitted to trading in accordance with a resolution of the Bank;
Model Code	The Code of Corporate Governance approved by the Kazakhstan Council of Issuers on 21 February 2005.
Authorized Collegial Body of the Bank	The Board of Directors, Committee under the Board of Directors, the Management Board, Committee under the Management Board.”;
Sustainable growth	the organizational principle of achieving the objectives in the Bank's activities, in which the needs of the Bank and its stakeholders are met with preservation and development of human and natural resources necessary to meet the needs of future generations;
ESG (Environmental, Social, Governance)	consideration of environmental, social and managerial factors along with financial factors in the course of making investment decisions.

Chapter 2. Principles of Corporate Governance

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

Corporate governance of the Bank is based, first of all, on consideration of rights and legitimate interests of all its shareholders and the status of the Bank itself. It is aimed at improving the efficiency of the Bank, including growth of assets, job creation and maintenance of financial stability and profitability of the Bank. The principles of corporate governance, reflected in this Chapter, are aimed at creation of confidence in relations arising in connection with the governance of the Bank.

Clause 6 was amended by resolution of the General Shareholders' Meeting (minutes No.30 dated 19 April 2012, minutes No.42 dated 18 April 2019, minutes No.46 dated 22 April 2022)

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

To effect this principle of corporate governance the Bank:

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

2) shall observe the order of convocation and holding of general shareholders meetings thereby allowing to notify of a forthcoming general shareholders meeting as many shareholders of the Bank as possible, duly prepare for participation in the general shareholders meeting, and examine the list of persons entitled to participate in the general shareholders meeting. The choice of the place, date and time of the general shareholders meeting is based on shareholders' real and comfortable opportunity to participate in the meeting and exercise their right to govern the Bank, including voting in absentia. The order for convening and holding of general meetings of shareholders is defined by the Charter of the Bank and Chapter 3 of this Code;

3) shall observe conditions established by the legislation of the Republic of Kazakhstan and the Charter of the Bank in respect of candidates to the membership in the Board of Directors of the Bank, also providing a shareholder with an opportunity to self-nominate him/herself to the membership in the Board of Directors on the basis of (i) appropriate regulations related to nomination to the membership in the Board of Directors of the Bank, (ii) establishment of uniform requirements to persons which may be nominated to the membership in the Board of Directors, (iii) mandatory observation of cumulative voting for appointment of Directors, which supports the rights of minority shareholders. The procedure of appointment and functioning of the Board of Directors is stipulated by the Chapter 4 hereof.

Clause 7 was amended by resolution of the General Shareholders' Meeting (minutes No.31 dated 6 December 2012, minutes No.46 dated 22 April 2022)

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

To effect this principle of corporate governance the Bank:

1) has established a transparent and understandable mechanism for fixing amounts of dividends and payment thereof; ensures an affordable and simple procedure for receiving of dividends;

2) furnishes the Bank's shareholders with all necessary information regarding the Bank's financial performance in order for the shareholders to be able to judge the possibility of dividend payout;

3) provides shareholders access to the Bank's financial statements and annual reports, which is regulated by Chapter 8 hereof;

4) applies disciplinary measures, stipulated by legislation and internal rules of the Bank, in respect of officers of the Bank in case of incomplete or delayed payment of declared dividends at the Bank's fault.

The above provisions are reflected in Chapter 9 of this Code and in the Dividend Policy of the Bank approved by the resolution of the Bank's Board of Directors.

Clause 8 was amended by resolution of the General Shareholders' Meeting (minutes No.46 dated 22 April 2022)

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

To effect this principle of corporate governance the Bank:

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

The order of exercise of shareholders' right to receive requested information, the information representing banking and commercial secrecy, and the procedure for obtaining such information are governed by the Charter of the Bank, Chapter 7 hereof, and the Regulations on commercial secrecy of the Bank, bank secrecy and other confidential information.

Clause 9 was amended by resolution of the General Shareholders' Meeting (minutes No.46 dated 22 April 2022)

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

To effect this principle of corporate governance the Bank:

- 1) adheres to the position of equal treatment, first of all by the Bank's management, of all categories of shareholders of the Bank;
- 2) has created necessary conditions for participation of all shareholders in governance of the Bank by casting votes on general shareholders meetings in the order established by the legislation of the Republic of Kazakhstan, the Charter of the Bank and this Code;
- 3) observes the order for convening and holding general meetings, defined by Chapter 3 of this Code, ensuring reasonable equal opportunity to all persons present at the meeting to express their opinion and ask questions;
- 4) observes the order for effecting material corporate actions, defined by Chapter 6 of this Code, allowing shareholders to receive full information on such actions and guaranteeing observance of their rights irrespective of the category of shareholder;
- 5) observes the order of shareholders' equal access to identical information, and uniform order of presentation of information to all categories of shareholders;
- 6) has established a transparent procedure for selection of officers of the Bank thereby providing all shareholders with all necessary information with respect to such officers;
- 7) takes all possible measures for settlement of conflicts between bodies of the Bank and its shareholders, and among shareholders, if such conflict affects interests of the Bank.

Provisions which determine the order of exercise of this principle are reflected in this Code.

Clause 3) is amended by resolution of the General Shareholders' Meeting (minutes No.24 dated 21 February 2008, No.29 dated 21 April 2011, No.46 dated 22 April 2022)

10. Ensuring maximal transparency of performance of officials of the Bank.

To effect this principle of corporate governance the Bank:

- 1) has strictly banned fulfillment of operations using insider information;
- 2) follows the order established by legislative acts in respect of officers' reporting to shareholders;
- 3) has developed a transparent procedure for selection of Directors and members of the Management Board of the Bank, in particular, based on recommendations presented in accordance with internal documents of the Bank, recommendations of HR and Remuneration Committee under the Board of Directors ("HR and Remuneration Committee"), which ensures presentation of necessary information about these persons to all shareholders.

The order of selection and basic requirements to officers of the Bank and reporting of officials of the Bank shall be governed by the legislation of the Republic of Kazakhstan, the Charter and internal rules of the Bank.

Clause 11 is amended by resolution of the General Shareholders' Meeting (minutes No.43 dated 22 May 2020, No.46 dated 22 April 2022)

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

accountability of Directors to shareholders.

To effect this principle of corporate governance the Bank:

- 1) has approved, by a resolution of the Board of Directors, the Strategy of the Bank, and ensures effective supervision by the Board of Directors over financial and administrative performance of the Bank;
- 2) has established requirements to nominees to membership in the Board of Directors of the Bank, which allow to appoint Directors that shall ensure most effective fulfillment of the functions conferred on the Board of Directors;
- 3) has established a well-regulated procedure that ensures active participation of Directors in meetings of the Board of Directors;
- 4) has established committees under the Board of Directors on issues of strategic planning, risk management, HR and remunerations, internal audit, social and other issues which provide the Board of Directors with recommendations in accordance with the regulations of the committees, as approved by the Board of Directors;
- 5) takes measures on improvement of the structure of the Board of Directors, that suppose creation of committees for preliminary consideration of the most important issues under the competence of the Board of Directors;
- 6) takes measures on establishment of effective supervision over performance of the Management Board of the Bank by setting the procedure for reporting by the Management Board to the Board of Directors.

The order of selection and basic requirements to Directors of the Bank, and the order of functioning of the Board of Directors and its committees, are regulated by the legislation of the Republic of Kazakhstan, the Charter of the Bank and internal rules of the Bank.

Clause 12 was amended by resolution of the General Shareholders' Meeting (minutes No.46 dated 22 April 2022)

12. Providing the Management Board with an opportunity to carry out effective management in good faith, and establishment of accountability of the Management Board to the Board of Directors and shareholders.

To effect this principle of corporate governance the Bank:

- 1) in accordance with the requirements of the legislation of the Republic of Kazakhstan, has defined the competence of the Management Board of the Bank, reflected in the Charter of the Bank;
- 2) ensures functioning of the monitoring system over performance of the Management Board of the Bank for the purposes of most effective fulfillment by the Management Board of functions conferred thereon, including implementation of the Bank's Strategy;
- 3) ensures conformity of remuneration of CEO and members of the Management Board, other officers of the Bank to their qualification and real contribution into performance of the Bank;
- 4) takes measures on reasonable observance by the Management Board of the Bank of interests of third parties, including the Bank's creditors, state and local governments, on the territory of which the Bank or its branches are located;
- 5) has created a system of human resources management, allowing to promote interest of the Bank's employees in effective performance of the Bank, and allowing to ensure gradual and stable growth in the employees' welfare, by establishing a special division responsible for the fulfillment of the human resources policy.

The order of selection and basic requirements to members of the Management Board of the Bank, and the performance of the Management Board are regulated by the legislation of the Republic of Kazakhstan, the Charter of the Bank.

Clause 13 was amended by resolution of the General Shareholders' Meeting (minutes No.46 dated 22 April 2022)

13. Ethic norms for the Bank's shareholders.

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

- 1) strict following the ethical standards of conduct by shareholders of the Bank, mainly by major shareholders;
- 2) inadmissibility of abusing by the Bank's shareholders of their rights;
- 3) inadmissibility of actions of shareholders carried out solely with the intention to harm other shareholders or the Bank.

Clause 14 is amended by resolution of the General Shareholders' Meeting (minutes No.35 dated 5

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

To effect this principle of corporate governance the Bank:

- 1) has organized an internal control system according to the order determined by Chapter 8 hereof;
- 2) has set apart the responsibilities of bodies and structural divisions representing the internal control system of the Bank;
 - 2-1) has established the Authorized Collective Bodies of the Bank which are responsible for facilitating performance of the Board of Directors' duties in accordance with the requirements of the regulatory act concerning the development of the of risk management and internal control system;
- 3) has created an internal audit division and the Audit Committee of the Board of Directors (hereinafter "the Audit Committee") to assess the efficiency of the internal control system;
- 4) has introduced the principle of independence of the internal audit division from the Management Board of the Bank;
- 5) has created the system of effective interaction between the internal and external audit.

Clauses 14-1 - 14-7 are amended by resolution of the General Shareholders' Meeting (minutes No.46 dated 22 April 2022).

14-1. The Bank is guided by the priority of creating long-term economic value for all stakeholders: The Bank promotes the creation of an economy in which finance helps business develop, and business development contributes to the well-being of society and the environment. The Bank improves its own efficiency and performs its economic obligations to shareholders and the state, supports the sustainable development of its customers' business and the economy of the Republic of Kazakhstan as a whole, promotes development of large, medium, small and microbusiness with including them in the supply chain. The Bank contributes to the development of the regions of its presence, where it creates jobs, participates in the upgrade of infrastructure and contributes to solving social and environmental problems.

14-2. The Bank ensures in its activities respect for human rights, inclusiveness, diversity, fair and equal treatment of all: The Bank respects and protects human rights in its own activities and in the supply chain, imposes appropriate requirements on counterparties, customers and business partners. The Bank supports inclusivity, develops a barrier-free environment, increases the availability of socially significant financial and non-financial products and services for vulnerable groups of the population. The Bank provides opportunities and creates conditions for realizing the potential of all employees on the basis of common values, cultural diversity, gender, racial and other equality. At the national level, the Bank participates in the formation of standards and best practices in terms of inclusiveness, respect and protection of human rights.

14-3. The Bank takes care of the environment: The Bank prevents, minimizes or compensates for its own negative impact on the climate and other environmental components by improving environmental and climate risk management practices, implementing measures to improve the efficiency of materials, energy and water use and rational waste management. The Bank participates in the formation of a "green" and cyclical economy, finances projects to reduce the impact on the environment and introduce the best available technologies.

14-4. The Bank develops responsible financing practices and effectively manages ESG risks: The Bank is implementing an integrated business model that aims to ensure a positive social and environmental impact while ensuring high financial performance. The Bank improves its long-term sustainability and competitiveness through ESG transformation, development of responsible financing, integrated and systematic management of ESG risks.

14-5. The Bank is responsible for the impact it has, complies with all applicable laws and performs its obligations: The Bank operates in strict accordance with the legislation of the Republic of Kazakhstan, international law and the norms of the regulatory environment, participates in creation of a regulatory framework to promote responsible financing and sustainable development.

14-6. The Bank follows an ethical business approaches and implements the best practices of corporate governance: The Bank is committed to maintaining and disseminating fair, open and honest business practices, including ethical marketing and sales practices. The Bank pays primary attention to information security and protection of personal data of customers, anti-corruption and prevention of financial crimes. The Bank develops and implements uniform corporate governance standards taking into account ESG factors and based on advanced approaches.

14-7. The Bank improves information openness and transparency: The Bank strives to

disclose in the annual sustainable development report clear, accurate and reliable information about its activities in terms of the impact on society, the economy, the environment and forms reports in terms of ESG and sustainable development based on international standards. The Bank actively interacts with interested parties, providing information in various formats in channels available and selected taking into account the preferences of interested parties.

Chapter 3. General Shareholders' Meeting of the Bank

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

§1. The order for convocation, preparation and holding of general shareholders meetings of the Bank

16. Shareholders shall propose issues to include in the agenda of a general meeting and nominate candidates for membership in the Board of Directors of the Bank, and are entitled to demand convocation of the general meeting in accordance with the legislation of the Republic of Kazakhstan by sending relevant notices in writing at the location of the Management Board of the Bank.

Clause 17 is amended by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019).

17. The Annual General Shareholders' Meeting shall be convened by the Board of Directors of the Bank. The Extraordinary General Shareholders' Meeting shall be convened on the initiative of the Board of Directors and/or a major shareholder of the Bank, who, according to the legislation of the Republic Kazakhstan, is a shareholder or several shareholders, acting on the basis of the agreement entered into among them, who (in aggregate) own/s ten percent or more of voting shares of the Bank as well as in other cases determined by the legislative acts of the Republic of Kazakhstan."

Clause 18 is amended by resolution of the General Shareholders' Meeting (minutes No.39 dated 21 April 2017, minutes No.42 dated 18 April 2019).

18. In case of convocation by a major shareholder of an Extraordinary General Meeting, the major shareholder sends a written request to the Board of Directors at the location of the Management Board. Such request shall include, inter alia, the proposed agenda of the meeting.

The Board of Directors of the Bank within ten business days from the receipt of the above request, shall pass resolution and forward the same to the major shareholder that has requested convocation of the Extraordinary General Meeting, not later than three business days from the date of such resolution. The Board of Directors, passing resolution on convocation of the meeting at the initiative of major shareholder, may add in any other items to the agenda at own discretion.

The Board of Directors of the Bank is not entitled to change the wording of the agenda items and change the proposed procedure for holding an extraordinary general shareholders' meeting convened at the request of a major shareholder.

Clause 19 is amended to read as follows by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019).

19. The list of shareholders entitled to participate and vote in general shareholders' meeting shall be made by the central depository on the basis of the data of the system of registers of shareholders of the Bank. The date of the list of shareholders shall be not earlier than the date of resolution of the Board of Directors on the convocation of the General Shareholders' Meeting.

20. If a person, who is the owner of voting shares of the Bank, entitled to participate in the General Shareholders' Meeting, has disposed of his/her shares, then the new shareholder shall be entitled to participate in the General Shareholders' Meeting and shall be obliged to provide documents certifying his/her entitlement to the shares.

Clauses 21-25 shall be amended to read as follows by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019):

21. The agenda of the General Shareholders' Meeting shall be formed by the Board of Directors of the Bank and must contain an exhaustive list of specifically formulated issues submitted for consideration. The agenda of the General Shareholders' Meeting shall be approved by majority of votes out of total number of voting shares of the Bank present at the meeting.

The agenda items of the General Shareholders' Meeting shall be defined precisely and exclude any chance of various interpretations. The General Meeting shall not consider issues not

included in the agenda, and shall not adopt any resolution thereon.

22. The agenda of in-person General Shareholders' Meeting may be:

1) supplemented as proposed by shareholders holding on their own or in aggregate with other shareholders five percent and more of voting shares of the Bank, or by the Board of Directors, provided that the shareholders of the Bank are informed of such supplements no later than fifteen days before the date of the General Shareholders' Meeting;

2) amended and (or) supplemented provided that the majority of the shareholders (or their representatives) participating in the General Shareholders' Meeting and holding in aggregate no less than ninety five percent and more of voting shares of the Bank votes for such amendments and (or) supplements.

23. The agenda of General Shareholders' Meeting may not be amended and (or) supplemented when the General Meeting of Shareholders of the Bank adopts resolutions by absent and (or) mixed voting.

24. The Board of Directors shall notify shareholders of the Bank of the forthcoming General Shareholders' Meeting no less than 30 calendar days prior to the date of the meeting by publishing a notice in Kazakh and Russian languages on the Internet resource of the Financial Reporting Depository defined in accordance with the legislation of the Republic of Kazakhstan on accounting and financial reporting (hereinafter referred to as the "Financial Reporting Depository"), and may be further published, on the Bank's initiative, in the mass media "Egemen Qazaqstan", "Kazakhstanskaya Pravda," on corporate website of the Bank, and in the branches of the Bank, in time stipulated by the legislation of the Republic of Kazakhstan. The notice on convening and holding of the General Meeting shall contain sufficient information for acquaintance of shareholders of the Bank with the issues presented for consideration of the General Shareholders' Meeting (agenda of the General Shareholders' Meeting), and also date, time and venue of the General Shareholders' Meeting, opening/closing time of participant registration, and the procedure of perusing with materials of the General Shareholders' Meeting.

25. The Bank shall further ensure the publication of information about holding of the General Shareholders' Meeting on the Internet resource of the stock exchange, the official list of which includes the Bank's securities, on its initiative, in time established by the applicable law for giving notifications to the Bank's shareholders.

Amended by clause 25-1 by resolution of the General Shareholders' Meeting (minutes No.26 dated 19 December 2008)

25-1. Shareholder who is a legal entity shall present a written statement of the compliance by its shareholders (participants) with the requirements of Article 17 of the Law on Banks regarding the state of registration of such shareholders (participants). A shareholder who does not present the above statement will not be permitted to participate in the Bank's General Shareholders' Meeting. In case of detection of incorrect information in the statement or non-compliance with the requirements of Article 17 of Law on Banks, if a resolution was approved by the majority of voting shares (without taking into account voting shares of a shareholder who presented the statement with such incorrect information), the resolution of the General Shareholders' Meeting shall be deemed adopted without taking into account votes of such a shareholder.

Clause 26 is amended by resolution of the General Shareholders' Meeting (minutes No.39 dated 21 April 2017)

26. The notice of the General Shareholders' Meeting shall comply with the requirements of the Law of the Republic of Kazakhstan "On Joint Stock Companies" in terms of its content.

Clause 27 is amended to read as follows by resolution of the General Shareholders' Meeting (minutes No.46 dated 22 April 2022).

27. Shareholders of the Bank may get acquainted with the list of persons eligible to participate in the general meeting in the scope and procedure established by the legislation of the Republic of Kazakhstan.

Shareholders shall have the right to get familiar with information on the initiator of inclusion of items into the agenda.

Clause 28 is amended to read as follows by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019):

28. The minority shareholder has the right to apply to the central depository with request to unite with other shareholders of the Bank for adopting resolutions on the items specified in the agenda of the

General Shareholders' Meeting.

The application procedure for a minority shareholder and dissemination of information by the central depository to other shareholders shall be established by the rules of the central depository.

29. Information prepared for General Shareholders' Meeting shall allow shareholders to get comprehensive view of the items of the agenda and make reasonable decisions thereon.

Shareholders may receive copies of additional materials and documents, during preparation of the general meeting, at the location of acquaintance with materials of the General Shareholders' Meeting.

30. The list of documents, presented to shareholders on separate items of the agenda of the meeting, beside those stipulated by the legislation of the Republic Kazakhstan and the Charter of the Bank, shall be defined by the Board of Directors of the Bank during preparation for General Shareholders' Meeting.

The Board of Directors may present to shareholders, as required, before the meeting, reasonable opinion on each item of the agenda and special opinions of the Directors.

Clause 31 is amended by resolutions of the General Shareholders' Meeting (minutes No.23 dated 23 April 2007, No.29 dated 21 April 2011)

31. During preparation of the Annual General Meeting the following shall be presented to shareholders: annual financial statements of the Bank, the Auditor's report to the annual financial statements (opinion of an independent auditor), proposals of the Board of Directors of the Bank on the order of distribution of net income of the Bank for the previous financial year, the amount of dividend for the year per common share of the Bank, information on shareholders' appeals on actions of the Bank and its officials and results of consideration thereof and other documents under the discretion of the initiator of the convocation of the meeting and (or) determined by the requirements of the legislation of the Republic of Kazakhstan.

If the agenda of the General Meeting includes items related to the selection of Directors and the Auditor of the Bank, sufficient information on nominees for the given positions shall be presented to the participants of the general meeting, including information stipulated by legislation of the Republic of Kazakhstan.

32. When defining the place, date and time of the general meeting, the Bank shall take into account the necessity to give a real and easy opportunity to each shareholder to participate in the general meeting.

Clause 33 is amended by resolution of the General Shareholders' Meeting (minutes No.35 dated 5 December 2014).

33. General meeting shall be held at the place of location of the Management Board of the Bank.

The premises hosting the General Shareholders' Meeting shall enable all shareholders that wish to be present on the general meeting, participate therein.

General Shareholders' Meeting shall be held not earlier than 9:00am and not later than 06:00pm local time.

34. In case the General Shareholders' Meeting did not take place, the adjourned general shareholders' meeting may be held not earlier than the next day after the date scheduled for General Shareholders' Meeting. Thus, the repeated General Shareholders' Meeting of the Bank shall be convened in the order stipulated by the legislation of the Republic Kazakhstan for convocation of a General Shareholders' Meeting.

Resolutions of the adjourned general meeting shall be valid provided the procedure for convening the adjourned General Shareholders' Meeting is observed. In case of holding of an adjourned meeting (instead of the one that has not taken place) the agenda may not be changed.

Clause 35 is amended by resolutions of the General Shareholders' Meeting (minutes No.23 dated 23 April 2007, No.29 dated 21 April 2011, No.30 dated 19 April 2012)

35. Each shareholder of the Bank has an opportunity to exercise his/her voting right in a way most simple and convenient for him/her by means of personal presence at the general meeting.

Shareholders of the Bank shall be entitled to take part and vote at the General Shareholders' Meeting through representatives, acting pursuant to a power of attorney issued according to the requirements of the legislation of the Republic Kazakhstan. The power of attorney for participation at the General Shareholders' Meeting is not required for a person entitled to act on behalf of the shareholder or to represent his/her interests without a power of attorney according to the legislation or a contract.

Members of the Management Board of the Bank shall have no right to act as representatives of shareholders at the general meeting.

The Bank employees shall have no right to act as representatives of shareholders at the General

Shareholders' Meeting, with the exception of instances when such representation is based on a power of attorney, containing clear instructions on voting on all agenda items of the General Shareholders' Meeting.

Preparation and holding of the General Shareholders' Meeting of the Bank shall be effected by the Management Board of the Bank and/or the Board of Directors.

Structural divisions of the Bank shall be entitled to take part in development and preparation of materials concerning the agenda of the General Shareholders' Meeting within the limits of functions conferred on them.

36. The Bank shall bear expenses, associated with the convocation, preparation and holding of the General Shareholders' Meeting, except as established by the legislation of the Republic of Kazakhstan.

§ 2. Holding of General Shareholders' Meeting of the Bank

37. The order for holding the general meeting provides all persons present at the meeting with equal opportunity to express their opinion on each item of the agenda and raise questions.

The General Shareholders' Meeting shall be held so that shareholders could make informed decisions on all items of the agenda. For this purpose, the rules for holding of the General Shareholders' Meeting stipulate reasonable and sufficient time for reports of the speakers concerning the agenda, and time for discussion of these questions and for initiative speeches of shareholders is provided.

Clause 38 is amended by resolution of the General Shareholders' Meeting (minutes No.30 dated 19 April 2012, minutes No.42 dated 18 April 2019)

38. Shareholders included in the register of shareholders of the Bank, presented by the central depository and made on date of fixing of the list of the shareholders eligible to participate at the General Shareholders' Meeting of the Bank, according to the legislation of the Republic of Kazakhstan, may attend and vote at the General Shareholders' Meeting of the Bank.

Each shareholder of the Bank shall be entitled to vote under the principle "one share – one vote", unless otherwise established by legislative acts of the Republic of Kazakhstan.

Shareholders of the Bank, owning preferred shares, shall be entitled to attend the General Shareholders' Meeting and participate in the discussion of agenda items.

Voting with pledged shares shall be according to terms and conditions of the relevant pledge agreement.

Clause 39 is amended by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019)

39. The General Shareholders' Meeting shall be eligible to consider and pass resolutions on the agenda, if at the moment of closing participant registration (on the date of submitting all ballots or on the date of expiration of the period, on which the ballots are submitted for the general shareholders' meeting by absent voting), shareholders or their representatives, included in the list of shareholders for participation in the meeting, eligible to participate and vote in it, and owning in aggregate fifty and more percent of voting shares of the Bank, have been registered.

At the same time, new shareholders must present documents confirming their title to the shares of the Bank.

Clause 40 is amended to read as follows by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019)

40. Before consideration of the agenda items, the General Shareholders' Meeting shall elect the Chairman and the secretary of the General Shareholders' Meeting, and the list of members of the Ballot Committee authorized to count voices at the General Shareholders' Meeting of the Bank is read out.

41. The Chairman of General Shareholders' Meeting, elected at the general meeting, shall ensure holding of the meeting so that shareholders or their representatives could receive answers to all the questions directly at the general meeting. If the complexity of the question does not allow answering it immediately, the persons to whom they are asked shall present written answers to the raised questions as promptly as practicable after the general meeting.

The Chairman of the general meeting shall hold the meeting in good faith and reasonably, shall not use his/her authority to restrict the rights of shareholders (shall have no right to make comments on a shareholder's speech and also interrupt a speaker, unless such necessity is caused by breach of the order of conducting general meeting or other requirements of the shareholders meeting procedures).

The CEO and members of the Management Board of the Bank shall not preside at the General Shareholders' Meeting.

The Secretary of the General Shareholders' Meeting shall be responsible for completeness and reliability of the data reflected in the minutes to the General Shareholders' Meeting of the Bank.

42. Directors, the CEO and members of the Management Board, the Chief Audit Executive of Internal Audit Service, invitees, officials and other employees of the Bank, participating in preparation and holding of the General Shareholders' Meeting, heads of subsidiaries (affiliates) may attend and speak at the General Shareholders' Meeting.

In case of absence at the General Shareholders' Meeting of the Bank's Directors, due to objective reasons, at the beginning of the General Shareholders' Meeting the Chairman of the meeting shall inform the shareholders and participants of the meeting on the reasons for absence of such persons.

43. Shareholders of the Bank may comment on each item of the agenda and raise questions to Directors, CEO and members of the Management Board of the Bank.

44. If needed, reports and written responses to the raised questions concerning various aspects of performance of the Bank shall be presented to shareholders, in the order, established by the legislation and the Charter of the Bank.

45. Upon hearing of the report on results of control over the Bank's performance and the annual report of the Bank, shareholders may ask questions to the Chief Audit Executive and to the representative of the independent auditor of the Bank concerning opinions presented by them and receives answers to their questions.

46. Sufficient information on nominees for membership in the Board of Directors, enjoying confidence of shareholders, shall be presented to shareholders of the Bank.

Nominees for membership in the Board of Directors of the Bank shall be present in person at the General Shareholders' Meeting, wherein the issue of their election is considered, thereby expressing their consent to be elected to the respective position. Shareholders may ask questions to nominees and exchange views with other shareholders.

Requirements to nominees for the membership in the Board of Directors are specified in the Charter of the Bank and this Code.

47. The procedure applied by the Bank for registration of participants of the general meeting shall not preclude shareholders from participation at the General Shareholders' Meeting. The procedure for registration of participants of the General Shareholders' Meeting shall define presence or absence of quorum at the meeting. The order of registration of participants of the General Shareholders' Meeting and the procedure of re-convocation of the adjourned meeting, are defined by the Charter of the Bank.

Registration of participants of the General Shareholders' Meeting shall be held in the same premises and on the same date as the General Shareholders' Meeting to be held. Registration of participants of the General Shareholders' Meeting shall begin one or two hours prior to the commencement. The General Shareholders' Meeting shall finish the same day it is held.

Clause 48 is supplemented and amended by resolution of the General Shareholders' Meeting (minutes No.36 dated 23 April 2015)

48. Issues to be exclusively approved by the General Shareholders' Meeting are defined by the legislation of the Republic of Kazakhstan and the Charter of the Bank.

Resolutions concerning issues to be exclusively approved by the General Shareholders' Meeting shall be adopted by simple majority of votes from the total number of voting shares of the Bank, participating in the voting, except when the legislation of the Republic Kazakhstan stipulate a greater number of votes to pass resolutions on issues to be exclusively approved by the General Shareholders' Meeting.

49. In case of consideration by the General Shareholders' Meeting of a resolution which may restrict the rights of shareholders owning preferred shares, such resolution shall be deemed adopted only in case no less than two-thirds of total outstanding (less repurchased) preferred shares have voted in favor of such resolution.

50. In case of disagreement with the resolution of the General Shareholders' Meeting, a shareholder shall be entitled to demand, and the secretary of the meeting shall be obliged to include in the minutes to the meeting, the opinion of the shareholder.

Clauses 51-53 are amended to read as follows by resolution of the General Shareholders' Meeting

(minutes No.42 dated 18 April 2019)

51. General Shareholders' Meeting shall pass resolutions by open voting or ballot voting.

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

52. In case of absent voting of the General Shareholders' Meeting and mixed voting, the Bank shall post on the website of the financial statements depository, a voting ballot and notice of convocation of the General Shareholders' Meeting not later than 30 days before the date of the General Shareholders' Meeting.

In case of absent voting, the following requirements shall be observed:

- 1) resolutions on the agenda items shall be adopted on the basis of uniform ballots;
- 2) the voting ballot shall include the following:
 - full name of the Bank and location of the Management Board of the Bank;
 - information on the initiator of the convocation of the General Shareholders' Meeting;
 - final date for submission of absentee ballots;
 - agenda of the General Shareholders' Meeting;
 - wording of items put to voting;
 - voting options on each item put to voting, expressed by words "for", "against" and "abstain";
 - explanation of the voting procedure (filling in of the ballot) on each item of the agenda;
- 3) in case of voting in respect of appointment of Directors of the Bank, the ballot shall contain names of nominees, and blank spaces for the number of votes given for the certain nominees.

53. In case of absent and/or mixed voting, a ballot not bearing a signature of voting shareholder, who is individual, or his/her head, or head of shareholder, which is a legal entity, or its representative, shall be deemed void.

Only the ballots received by the Bank by the registration of participants of the general meeting (mixed voting) or by the final date of ballot presentation during the General Shareholders' Meeting of the Bank by absent voting, may be used for voting.

If during the General Shareholders' Meeting by absent voting, the duly filled ballots were received from all shareholders before the date scheduled for votes tabulation, then an earlier date for tabulation the votes is allowed, which is reflected in the minutes on the voting results.

Resolutions passed in the form of absent voting, shall be valid provided there shall be quorum necessary for holding the General Shareholders' Meeting.

54. Counting of votes and summary of voting on the General Shareholders' Meeting shall be carried out by the Ballot Committee elected by shareholders on the general meeting for the term specified by the shareholders' meeting.

The Ballot Committee shall carry out the following functions:

- 1) check powers of the persons arriving for participation at the General Shareholders' Meeting;
- 2) register participants of the General Shareholders' Meeting and hand out materials concerning the agenda of the General Shareholders' Meeting;
- 3) check the validity of the received absentee ballots and count the number of valid ballots and votes specified therein on each item of the agenda;
- 4) check presence of quorum on the General Shareholders' Meeting, including during the meeting, and declare presence or absence of quorum;
- 5) explain issues related to the exercise shareholders' rights on the General Shareholders' Meeting;
- 6) count votes on items considered by the General Shareholders' Meeting, and summarize results thereof;
- 7) draw up minutes on the results of voting on the General Shareholders' Meeting;
- 8) submit to the Bank's archive the ballots and the minutes on results of the voting.

55. The Ballot Committee shall ensure confidentiality of the information contained in the filled in ballots of the General Shareholders' Meeting.

The order of holding of the general meeting shall provide for observance of rights of all shareholders present at the meeting at summarizing the results of voting.

Shareholders of the Bank may get acquainted with the order of counting votes on items of the agenda. The shareholders owning ten and more percent of voting shares of the Bank shall be entitled to supervise the vote counting process fulfilled by the Ballot Committee.

56. The results of voting shall be summarized and disclosed on the general meeting. The Ballot Committee shall draw up minutes on the results of voting, which shall be annexed to the minutes of the

General Shareholders' Meeting.

Clause 57 is deleted by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019)

57. Deleted.

Clause 58 is amended by resolution of the General Shareholders' Meeting (minutes No.23 dated 23 April 2007)

58. The minutes to the General Shareholders' Meeting shall be drawn up not later than three business days after closing of the General Shareholders' Meeting and shall contain:

- 1) full name and location of the Management Board of the Bank;
- 2) date, place and time of the General Shareholders' Meeting;
- 3) data on the number of voting shares of the Bank, represented on the General Shareholders' Meeting;
- 4) quorum of the General Shareholders' Meeting;
- 5) agenda of the General Shareholders' Meeting;
- 6) voting procedure of the General Shareholders' Meeting;
- 7) reference to Chairman and the secretary of the General Shareholders' Meeting;
- 8) the total number of votes of shareholders on each item of the agenda of the General Shareholders' Meeting put to voting;
- 9) speeches of participants of the General Shareholders' Meeting;
- 10) issues put to voting and results of voting thereon;
- 11) resolutions passed by the General Shareholders' Meeting.

In case of consideration of the item at the General Meeting on the appointment of the Board of Directors/new Director, the minutes to the General Meeting shall specify in the name of which shareholder shall act the elected Director as a representative and/or Independent Director amongst elected Directors.

Clause 59 shall be amended to read as follows by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019)

59. The minutes to in-person General Shareholders' Meeting shall be signed by the Chair and the Secretary of the General Shareholders' Meeting, and the members of the Ballot Committee.

The minutes to the General Shareholders' Meeting by absent voting shall be signed by the members of the Ballot Committee.

The results of voting of the General Shareholders' Meeting, or results of absent voting shall be communicated to the Bank shareholders by means of publication in Kazakh and Russian languages on the Internet resource of the Financial Reporting Depository and in the manner determined by the Charter, within fifteen calendar days after the closure of the General Shareholders' Meeting. The minutes to the General Shareholders' Meeting together with the minutes on the results of voting shall be safe kept in the Bank and shall be presented to shareholders for examination at any time. The minutes to the General Shareholders' Meeting shall be stitched together with the minutes on the voting results, powers of attorney authorizing to participate and vote in the General Meeting. These documents should be kept by the Management Board of the Bank and provided to the shareholders for review at any time. A copy of the minutes to the meeting shall be given to the shareholder upon request in the manner determined by the Bank's Charter and this Code.

Chapter 4. The Board of Directors of the Bank

Clause 60 is amended by resolution of the General Shareholders' Meeting (minutes No.35 dated 5 December 2014).

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

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

- 1) make decisions rationally and act in the interests of the Bank on the basis of a comprehensive assessment, good faith, and duty of care of the information provided. The duty of care does not extend to errors in the process of making business decisions, unless the Director has performed gross negligence;
- 2) make decisions and act in good faith under duty of loyalty in the interests of the Bank, not taking into account personal benefits, the interests of related parties of the Bank, to the detriment of the interests of the Bank;
- 3) actively contribute to the activities of the Bank and be aware of significant changes in the activities of the Bank and external conditions, as well as make timely decisions aimed at protecting the interests of the Bank in the long term.

The exclusive responsibilities of the Board of Directors are defined by the Charter of the Bank.

§ 1. Main Functions of the Board of Directors

Clause 61 is amended by resolution of the General Shareholders' Meeting (minutes No.29 dated 21 April 2011, No.30 dated 19 April 2012, No.35 dated 5 December 2014).

61. The Board of Directors determines the long-term priority directions of the Bank's activity, reviews and approves documents determining the priority directions of the Bank's activities, performs control over their fulfillment. The Board of Directors approves the development strategy of the Bank, approves the Bank's development plan in cases specified in the legislative acts of the Republic of Kazakhstan, provides conditions for maintaining the adequate level and quality of financial and human resources in the Bank, and adopts the internal regulations of the Bank, in accordance with the competency specified by the Charter of the Bank. The Board of Directors monitors the performance of the Bank's development strategy and assesses its compliance with the current market and economic conditions, risk profile and financial capacity, as well as the legislation of the Republic of Kazakhstan.

The Board of Directors approves, on a preliminary basis, the annual financial statements of the Bank.

The Board of Directors shall control the efficiency of corporate governance practice in the Bank.

Amended by clause 61-1 by resolutions of the General Shareholders' Meeting (minutes No.43 dated 22 May 2020).

61-1. The Board of Directors ensures compliance of the Bank's corporate governance system with the following principles:

- 1) comply with the scale and nature of the Bank's activities, its structure, risk profile, business model of the Bank;
- 2) protect the rights of shareholders, which is established by the legislation of the Republic of Kazakhstan and support the exercise of these rights;
- 3) ensure timely and reliable disclosure of information in accordance with the legislation of the Republic of Kazakhstan;

To fulfill their duties, members of the Board of Directors have access to complete, update and timely information.

Clause 62 is amended by resolutions of the General Shareholders' Meeting (minutes No.43 dated 22 May 2020).

62. The Board of Directors exercises control over the activities of the Management Board of the Bank through:

- 1) monitoring the implementation by the Bank's Management Board of the strategy and policies approved by the Board of Directors, resolutions of the general shareholders' meeting;
- 2) approval of internal documents regulating the activities of the Management Board of the Bank in accordance with the requirements of the legislation of the Republic of Kazakhstan;
- 3) ensuring the implementation of the internal control system;
- 4) holding regular meetings with members of the Management Board of the Bank;
- 5) analysis and critical assessment of information provided by the Management Board;
- 6) regulating the necessary performance standards and the remuneration system for members of the Management Board that meet the long standing objectives determined by the Bank's strategy and aimed at financial stability.

The Board of Directors establishes transparent and effective system of criteria and procedures for appointment and replacement of members of the Management Board, and defines quantitative structure, term of office of members of the Management Board of the Bank, elects CEO and members of the Management Board and pass resolutions on the early termination of their powers.

The Board of Directors, on the basis of recommendations from the Nomination and Remuneration Committee, defines the remuneration system of Chairman of the Board of Directors, CEO and members of the Management Board.

In accordance with legislative acts, the Board of Directors shall not pass resolutions on issues related by the Charter to the terms of reference of the Management Board of the Bank, and shall not pass resolutions contrary to resolutions of the general shareholders' meeting.

Amended by clause 62-1 by resolutions of the General Shareholders' Meeting (minutes No.26 dated 19 December 2008)

62-1. The Board of Directors pass resolutions on issues related to the competence of General Shareholders' Meeting (participants') of legal entity, ten or more per cent of shares (stakes in the charter capital) of which are owned by the Bank.

Clause 63 is amended by resolution of the General Shareholders' Meeting (minutes No.30 dated 19 April 2012, minutes No.39 dated 21 April 2017)

63. The Board of Directors pass resolutions on placement (sale), including on the number of

shares to be placed (sold) within the limits of the number of declared shares, the method and price of their placement (sale), except for the cases provided for by the Law of the Republic of Kazakhstan “On Joint-Stock Companies”, on redemption by the Bank of outstanding shares or other securities and the price of their redemption, and defines issuing terms and conditions of bonds and derivative securities of the Bank.

Clause 64 is amended by resolutions of the General Shareholders’ Meeting (minutes No.23 dated 23 April 2007, No.26 dated 19 December 2008)

64. The Board of Directors determines the quantitative structure and the term for authorities of the Bank’s Internal Audit, appoints the head and the staff of the Internal Audit, early terminates their authorities, determines the operating procedures of the Bank’s Internal Audit and size and the terms of remuneration and bonuses of the Bank’s Internal Audit staff as well as determines the size of remuneration of audit company and appraiser for assessment of the market value of property delivered as payment for the Bank’s shares or of property subject to a major transaction.

Amended by clause 64-1 by resolution of the General Shareholders’ Meeting (minutes No.43 dated 22 May 2020).

64-1. The Board of Directors appoints Chief Risk Officer, Chief Compliance Controller of the Bank, and liaise and supervises work of the Chief Risk Officer.

65. The Board of Directors ensures control over functioning in the Bank of a system of risk management and assessment (credit risk, insurance risk, risk of introduction of exchange restrictions, market risk, interest rate risk, risk of liquidity, legal risk and other risks).

Clause 66 is deleted by resolution of the General Shareholders’ Meeting (minutes No.43 dated 22 May 2020).

Clause 67 is amended by resolutions of the General Shareholders’ Meeting (minutes No.26 dated 19 December 2008, No.30 dated 19 April 2012, No.37 dated 22 April 2016, No.39 dated 21 April 2017, minutes No.42 dated 18 April 2019)

67. The Board of Directors passes resolution on entering into major transactions and the transactions, in which the Bank has an interest, except for major transactions that are subject to approval by the General Shareholders’ Meeting of the Bank, in accordance with Sub-clause 17-1) of Clause 1 of Article 36 and Clause 3-1 of Article 73 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”. Transaction with the related party of the Bank may be carried out taking into account the requirements of the legislation of the Republic of Kazakhstan only by resolution of the Board of Directors, except for the cases stipulated by the Law of the Republic of Kazakhstan “On Banks and Banking Activity in the Republic of Kazakhstan”.

The Board of Directors decides to increase the Bank's liabilities by an amount of ten and more percent of its equity capital.

The Board of Directors takes decisions on acquisition (disposal) by the Bank of ten or more percent of shares (stakes in the charter capital) of other legal entities.

The Board of Directors takes decisions on the transfer of the Bank’s assets with value over ten percent of the Bank's equity in collateral or other form of encumbrance.

Transactions with related party of the Bank shall be executed in the manner prescribed by the legislation of the Republic of Kazakhstan regulating banking activities

68. The Board of Directors is responsible for appropriate functioning of the system of disclosing and distribution of information on performance of the Bank in accordance with the legislation of Kazakhstan, the Disclosure Rules and the Listing Rules, specifying data that are subject to commercial secrecy and confidentiality.

69. The Board of Directors ensures continuous dialogue with shareholders of the Bank.

The Board of Directors shall be entitled to meet with major shareholders to discuss governance and strategy of the Bank.

The Board of Directors defines issues to be included in the agenda of the General Shareholders’ Meeting.

§ 2. Composition and Formation of the Board of Directors

Clause 70 is amended by resolution of the General Shareholders’ Meeting (minutes No.43 dated 22 May 2020).

70. Formation of the Board of Directors shall take into account interests and opinions of all shareholders of the Bank. The structure of the Board of Directors ensures its effective operation, considers various interests and points of view of shareholders at decision-making.

The Board of Directors of the Bank and qualification of its members shall meet the following requirements:

- 1) the number of Directors of the Bank and their powers are sufficient to exercise effective control;
- 2) The Board of Directors of the Bank consists of persons having necessary qualifications, impeccable professional reputation and experience, all of which are sufficient for the general management of the Bank, in accordance with the chosen business model, scope of activity, type and complexity of operations;
- 3) members of the Board of Directors of the Bank are striving for interaction, cooperation and critical discussion in the decision-making process;
- 4) members of the Board of Directors of the Bank conscientiously fulfill their duties and make decisions, minimize conflicts of interest.

71. Directors are elected on the General Shareholders' Meeting. The quantitative structure and the term of office of Directors of the Bank are established by the General Shareholders' Meeting.

Shareholders of the Bank are provided with information on the person (group of persons) proposing a nominee for the position of the Director, information on the age, education of the nominee, his/her employer and positions held in the last 3 years, the position held at the time of nomination, other information confirming qualification and work experience of the nominee.

Shareholders shall be informed of any candidates for election to the Board of Directors and the term of office of the Directors (including Independent Directors as defined by legislative acts of the Republic of Kazakhstan) prior to the holding of a General Shareholders' Meeting, in accordance with legislation of the Republic of Kazakhstan. Each candidate shall be notified of his terms of reference and term of office prior to his election by the General Shareholders' Meeting.

Clause 72 is amended by resolution of the General Shareholders' Meeting (minutes No.30 dated 19 April 2012, minutes No.39 dated 21 April 2017)

72. For consideration of the most important issues and preparation of recommendations to the Board of Directors, the Bank shall establish committees under the Board of Directors which shall consider the issues of strategic planning, risk management, nominations and remunerations, internal audit, social and other issues.

Consideration of issues listed in the first part of this clause may be referred to the competence of one or several committees of the Board of Directors, with the exception of internal audit issues considered by an individual committee under the Board of Directors.

Clause 73 is amended by resolution of the General Shareholders' Meeting (minutes No.24 dated 21 February 2008)

73. The Nomination and Remuneration Committee, in accordance with the terms of its activities and this Code, shall make recommendations on the election of new Directors, reelection of current Directors, and removal of existing Directors, excluding the Chairman of the Board of Directors and CEO.

74. Members of the Management Board, except the CEO, cannot be Directors of the Bank. The CEO is a Director by default. The CEO of the Bank cannot be simultaneously the Chairman of the Board of Directors.

Clause 75 is amended by resolution of the General Shareholders' Meeting (minutes No.30 dated 19 April 2012, No.37 dated 22 April 2016, No.39 dated 21 April 2017, minutes No.42 dated 18 April 2019)

75. By resolution of the General Shareholders' Meeting, powers of any Director (all Directors) may be terminated prior to the expiry of the term. The powers of this (these) Director (Directors) are terminated from the date of resolution by the General Shareholders' Meeting on early termination of its (their) powers. In case of early termination of powers of a Director, election of a new Director shall be carried out by cumulative voting presented at the General Shareholders' Meeting except for the cases when one candidate is standing for one seat on the Board of Directors. At the same time, the powers of a newly elected member of the Board of Directors shall expire simultaneously with the expiry of the term of powers of the Board of Directors in general. The powers of such Director shall terminate from the moment of receipt of the abovementioned notice by the Board of Directors. Resolutions on the items of the agenda of meeting of the Board of Directors at the termination of powers of one or several Directors shall be taken in the order defined by the Charter of the Bank.

The early termination of powers of a Director under its initiative shall be carried out on the basis of a notice in writing to the Board of Directors. The powers of such Director are terminated from the date of receipt of the abovementioned notification from the Board of Directors unless the date of early termination of powers of the Director is indicated in the notice.

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

§ 3. Requirements to Directors

Clause 77 is amended by resolution of the General Shareholders' Meeting (minutes No.23 dated 23 April 2007, No.26 dated 19 December 2008, No.30 dated 19 April 2012, No.35 dated 5 December 2014, No.37 dated 22 April 2016, minutes No.42 dated 18 April 2019).

77. Nominees for the position of Director shall have good professional and personal reputation, ability to contribute to the work of the Board of Directors and desire to work for achievement of general targets and results.

Director may only be an individual. Directors are elected from among shareholders who are individuals, persons proposed (recommended) to election to the Board of Directors as representatives of shareholders – physical and legal entities, individuals who are neither shareholders of the Bank nor proposed (recommended) for election to the Board of Directors as representatives of shareholders.

Directors shall be appointed with the consent of the authorized body in accordance with the legislation of the Republic of Kazakhstan.

No person may be elected as a Director:

1) unless he/she has a higher education degree;

1-1) with no working experience in international financial organizations, the list of which is set by the authorized body, and (or) working experience in the sphere of rendering and (or) regulating financial services, and (or) conducting audit of financial organizations;

2) ~~deleted.~~

3) unless he/she has stainless business reputation;

4) he/she is a former head, member of the governing body, head, member of the executive body, chief accountant of a financial institution, major participant – individual person, head of the major participant (bank holding company) - a legal entity of a financial organization during the period of no more than one year before the authorized body takes decision on the bank classification as an insolvent bank, conservation of insurance (re-insurance) company or compulsory redemption of its shares, withdrawal of license from a financial organization resulting in its liquidation, and (or) termination of activities in the financial market or the entry into force of a court decision on forced liquidation of the financial organization or recognition of its bankruptcy in accordance with the procedure stipulated by the legislation of the Republic of Kazakhstan.

This requirement shall apply within five years after the authorized body takes decision on the bank classification as an insolvent bank, conservation of insurance (re-insurance) company or compulsory redemption of its shares, withdrawal of license from a financial organization resulting in its liquidation, and (or) termination of activities in the financial market or the entry into force of a court decision on forced liquidation of the financial organization or recognition of its bankruptcy in accordance with the procedure stipulated by the legislation of the Republic of Kazakhstan;

5) he/she has been withdrawn a consent to the appointment (election) to the position of the executive officer in this and (or) any other financial organization. The above stated requirement shall apply within the last twelve consequent months after the authorized body takes a decision to withdraw its consent to appointment (election) to the position of executive officer.

A person who committed a corruption offense or was attached a disciplinary liability for a corruption offense within three years before the date of appointment (election) cannot be appointed (elected) as an executive officer of the Bank.

6) who does not comply with other requirements established by the legislation of the Republic of Kazakhstan.

Clause 78 is amended by resolutions of the General Shareholders' Meeting (minutes No.29 dated 21 April 2011, No.30 dated 19 April 2012)

Presence of the work experience referred to in subparagraph 1-1) of the fourth part of this paragraph is required in respect of the Chairman of the Board of Directors.

78. Director must:

1) pass resolutions objectively, conscientiously and in a responsible manner in the interests of all shareholders and the Bank as a whole;

1-1) act in accordance with the requirements of the legislation of the Republic of Kazakhstan, Charter of the Bank and internal documents of the Bank, agreement on the basis of awareness, transparency, on behalf of the Bank and its shareholders;

2) have enough time to effectively perform functions assigned on him/her. Director, upon taking decision on positions overlapping in management bodies of other organizations, should proceed from that only having enough time, he/she can duly perform duties assigned on him/her;

3) express objective opinion and defend it, if he/she believes that it meets interests of the Bank;

4) from the moment of election to the position, not represent interests only of any one person or group of persons and perform in interests of the Bank and its shareholders;

4-1) treat all shareholders fairly and submit an objective independent judgment on corporate issues;

- 5) disclose fairly and in full the information on non-arm's length transactions of the Bank;
- 6) regularly improve his/her skills and knowledge.

§ 4. Independent Directors

79. Independent Director shall abstain from taking actions, as a result of which he/she could cease to be independent. If, after election to the Board of Directors occur changes or arise circumstances, as a result of which the Independent Director ceases to be the independent, this Director shall be obliged to submit to the Board of Directors an application containing description of such changes and circumstances. In this case, the Board of Directors shall inform shareholders to that effect, and, if necessary, may convene Extraordinary General Shareholders' Meeting for election of new independent members of the Board of Directors.

§ 5. Duties of Directors

80. Directors shall objectively, bona fide and reasonably perform duties assigned on him/her in the interests of the Bank and its shareholders as a whole.

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

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

Clause 81 is amended by resolution of the General Shareholders' Meeting (minutes No.35 dated 5 December 2014).

81. Director should abstain from taking actions which may result or are potentially capable to lead to a conflict between interests of a member of the Board of Directors and interests of the Bank, and in case of presence or occurrence of such a conflict – to disclose information thereon to the Board of Directors and take measures on observance of the order of taking actions.

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

Clause 82 is amended by resolutions of the General Shareholders' Meeting (minutes No.35 dated 5 December 2014).

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

Director shall give prior notice to the Chairman of the Board of Directors on impossibility of his/her participation at the meeting of the Board of Directors and explain reasons.

Each Director shall have the right to demand convening the meeting of the Board of

Directors, the order for convening and holding of which is defined by the Charter of the Bank.

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

The Director shall not vote on matters in which he/she has interest (non-arm's length transaction of the Director or his/her affiliates). In such a case, the Director shall voice to the Board of Directors the he/she has such interest and the grounds of occurrence thereof at the in-person meeting of the Board of Directors or send relevant written notice in case of absent voting.

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

§ 6. Organization of Operation of the Board of Directors

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

Clause 85 is amended by resolution of the General Shareholders' Meeting (minutes No.35 dated 5 December 2014).

85. The order of convening and preparation for a meeting provides to Directors an opportunity to get duly prepared for it. The order of convening, preparation and holding of meetings of the Board of Directors, decision-making by the Board of Directors is defined by the Charter of the Bank, this Code and internal rules of the Bank.

Meetings of the Board of Directors shall be held when required. In addition, for effective performance of duties, the Independent Directors may meet without the other Directors.

The list of issues to be considered at relevant meetings shall in advance be notified by the

Secretary of the Board of Directors to each Director.

Clause 86 is amended by resolution of the General Shareholders' Meeting (minutes No.29 dated 21 April 2014)

86. The Secretary of the Board of Directors shall notify the Directors of a meeting, its form and agenda no later than 3 calendar days prior to the meeting by post, telephone, electronic or other communication. The deadline for the notification may be amended at discretion of the Chairman of the Board of Directors depending on the issues presented for the consideration of the Board of Directors.

Simultaneously with the notice to Directors of convening a meeting, appropriate materials shall be sent. Prior to discussion of issues, which in advance have been considered by a committee, Directors shall, in advance, examine the conclusion of the committee.

If the agenda of meeting of the Board of Directors includes the item on election of members of the Management Board, Directors shall be given written consent of the nominee to take up the appropriate position. If there is no written consent, the nominee shall in person be present at the meeting of the Board of Directors and give his/her consent orally to take up the appropriate position.

Clause 87 is amended by resolution of the General Shareholders' Meeting (minutes No.35 dated 5 December 2014).

87. The Chairman of the Board of Directors shall ensure effective organization of performance of the Board of Directors and its interaction with other bodies and heads of structural divisions of the Bank.

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

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

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

Clause 88 is amended by resolution of the General Shareholders' Meeting (minutes No.35 dated 5 December 2014).

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

The CEO and members of the Management Board, heads of ~~main~~ structural divisions of the Bank, including through the Secretary of the Board of Directors, shall in due time present full and reliable information on items of the agenda of meetings of the Board of Directors and on inquiries of any Director.

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

The quorum for the meeting of the Board of Directors shall be not less than half of the total number of Directors of the Bank, including one Independent Director. Absent Directors shall be entitled to participate in the discussion of all issues presented for consideration of the Board of Directors and voting thereon, by means of telephone or other communication, which allows to definitely identify the absentee at the place of meeting of the Board of Directors and reliably perceive opinions and judgments of this Director, as well as resolutions passed by him/her.

Upon holding of in-person meetings of the Board of Directors, written opinions of absent Directors shall be taken into account, however, votes of absent Directors, expressing opinion in written form, shall not be taken into account in determination of quorum at meetings of Board of Directors.

In case of need of prompt resolution of matters falling under the responsibilities of the Board of Directors, decisions may be taken by polling (absent voting).

The Charter of the Bank may stipulate special order for adopting of resolutions on certain issues falling under the terms of reference of the Board of Directors.

Clause 90 is amended by resolutions of the General Shareholders' Meeting (minutes No.29 dated 21 April 2011, No.35 dated 5 December 2014, minutes No.42 dated 18 April 2019, No.43 dated 22 May 2020).

90. Resolutions of the Board of Directors, taken at in-person meetings, shall be drawn up as minutes of the meeting of the Board of Directors within seven days from the date of the meeting.

Minutes to meetings of the Board of Directors shall contain the following information:

- 1) Full name and location of the Management Board of the Bank;
- 2) Date, time and place of meeting of the Board of Directors;
- 3) Information on participants of meeting of the Board of Directors;
- 3-1) agenda of the meeting of the Board of Directors;
- 4) issues put to vote, and results of voting on these issues including results of voting by each Director on each issue of the agenda of the meeting of the Board of Directors;

- 5) resolutions passed at the meeting of the Board of Directors;
- 6) Other information by resolution of the Board of Directors.

Minutes to the Board of Directors' meetings shall be signed by the Chairman of the Board of Directors or the person chairing the meeting, as well as the Secretary of the Board of Directors.

Minutes to in-person meetings or meetings by absent voting of the Board of Directors shall be kept in the Bank's archives and presented to the Secretary of the Board of Directors at the request of any Director for review and (or) by issuing an extract from the minutes to in-person meetings and/or meetings by absent meetings of the Board of Directors signed by the Secretary of the Board of Directors and sealed.

§ 7. Responsibility of Directors

Clause 91 is amended by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019).

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

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

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

Clause 92 is amended by resolution of the General Shareholders' Meeting (minutes No.35 dated 5 December 2014).

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

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

§ 8. Evaluation of activities of the Board of Directors

93. The results of activities of the Directors shall be evaluated by Annual General Shareholders' Meeting.

94. The Board of Directors shall annually undertake a formal and rigorous evaluation of its own performance and its committees and Directors on an individual basis.

Clause 95 is amended by resolution of the General Shareholders' Meeting (minutes No.24 dated 21 February 2008, No.29 dated 21 April 2011)

95. Evaluation of Directors aims to identify the effective participation of each Director in the Board of Directors, as well as performance of official duties by the Director, including analysis of information on participation in the meetings of the Board of Directors and its committees. The Chairman of the Board of Directors considers and analyzes the results of activities evaluation by acknowledging the strengths and paying attention to weaknesses of the Board of Directors, and if necessary, make proposals on appointment of new Directors and/or termination of the powers of existing Directors.

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

Clause 96 is amended by resolutions of the General Shareholders' Meeting (minutes No.24 dated 21 February 2008, No.29 dated 21 April 2011).

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

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

Clause 96 is amended by resolutions of the General Shareholders' Meeting (minutes No.24 dated 21 February 2008, No.29 dated 21 April 2011)

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

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

Chapter 5. The Management Board of the Bank

Clause 100 is amended by resolution of the General Shareholders' Meeting (minutes No.43 dated 22 May 2020).

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

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

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

The Board of Directors effectively follows up over performance by members of the Management Board. The Management Board of the Bank reports to the Board of Directors of the Bank.

§ 1. Competence of the Management Board of the Bank

Clause 101 is amended by resolution of the General Shareholders' Meeting (minutes No.36 dated 23 April 2015)

101. The competence of the Management Board includes solution of most complicated issues of day-to-day operation management of the Bank, organization of development of main documents – Development Strategy of the Bank approved by the Board of Directors, the budget of the Bank for a specific period, as well as approval of internal rules and documents of the Bank on the issues of its competence.

102. The Management Board of the Bank shall take decisions on any matter of activity of the Bank, not referred by legislative acts of the Republic of Kazakhstan and the Charter of the Bank, to the exclusive competence of General Shareholders' Meeting, the Board of Directors and other bodies and officers of the Bank.

103. The Management Board of the Bank assigns duties and scope of powers and responsibility among members of Management Board.

Clause 104 is amended by resolution of the General Shareholders' Meeting (minutes No.29 dated 21 April 2011)

104. The Management Board of the Bank presents financial statements (balance sheet, profit and loss account, cash flow statement and other reporting according to the legislation of the Republic of Kazakhstan on accounting and financial reporting) to the Board of Directors and General Shareholders' Meeting in the order established by the legislation of the Republic of Kazakhstan and the Charter of the Bank.

105. The competence of the Management Board of the Bank includes making decisions on entering into real estate transactions in the order established by the Charter and internal rules of the Bank, setting sizes (establishing limits) of loans (guarantees, warranties) issued by the Bank to third parties in accordance with internal documents of the Bank, except for issues referred to exclusive competence of other Bank bodies.

The Management Board shall have the right to consider borrowing by the Bank from other banks, financial institutions, banking syndicates, if execution of such transactions is not the matter of usual economic activities of the Bank and is not referred to the competence of other bodies of the Bank.

106. The competence of the Management Board shall cover issues on interaction of the Bank with subsidiaries and affiliates, branches and representative offices, in the order stipulated by the Charter of the Bank and internal rules of the Bank. The Management Board shall take decision on appointment (election) of managers of branches and representative offices of the Bank.

Clause 107 is amended by resolution of the General Shareholders' Meeting (minutes No.35 dated 5 December 2014.).

107. The Management Board of the Bank shall approve staff of the Bank, rules of internal work arrangements, internal rules of the Bank, that are not referred to the exclusive competence of other bodies of the Bank, including those regulating recovery of penalty and granting of incentives with application of measures of material remuneration, and also considers and takes decisions on entering into collective agreements.

Paragraph 1 of chapter 5 is amended by resolution of the General Shareholders' Meeting (minutes No.35

dated 5 December 2014).

107-1. The Management Board develops and provides draft organizational chart of the Bank to the Authorized Collegial Body of the Bank for prior review and making recommendations to the Board of Directors. The Board of Directors approves the organizational chart of the Bank.

Supplemented with clause 107-2 by resolution of general shareholders' meeting (minutes No.46 dated 22 April 2022). E

107-2. The Bank's Management Board develops and approves the ESG Action Plan and sustainable development as well as operational follow up for execution thereof by the Bank's divisions.

§ 2. Composition and Formation of the Management Board

Clause 108 is amended by resolution of the General Shareholders' Meeting (minutes No.35 dated 5 December 2014).

108. Composition of the Management Board ensures most bona fide and effective realization by the members of the Management Board of functions assigned.

Only an individual may be elected a member of the Management Board. Member of the Management Board may be elected from among persons proposed (recommended) by the Board of Directors and/or shareholders of the Bank.

The CEO and members of the Management Board of the Bank shall act in the interests of the Bank and shareholders, have impeccable business reputation, possess professional qualifications necessary for management of day-to-day operation of the Bank, have special knowledge both in the field of activity of the Bank and in the sphere of management, and duly perform duties assigned on them.

The CEO and members of the Management Board shall be coordinated by the authorized body in accordance with the procedure established by the legislation of the Republic of Kazakhstan.

Clause 109 is amended by resolutions of the General Shareholders' Meeting (minutes No.23 dated 23 April 2007, No.26 dated 19 December 2008, No.35 dated 5 December 2014, No.37 dated 22 April 2016, minutes No.42 dated 18 April 2019).

109. A person cannot be elected a member of the Management Board of the Bank if:

1) he/she does not have a higher education degree;
2) does not have working experience in international financial organizations as stipulated by the legislation of the Republic of Kazakhstan, the list of which is set by the authorized body, and (or) working experience in rendering and (or) regulating financial services, and (or) audit of financial organizations;

3) he/she does not have impeccable business reputation;

4) he/she is a former head, member of the governing body, head, member of the executive body, chief accountant of a financial institution, major participant – individual person, head of the major participant (bank holding company) - a legal entity of a financial organization during the period of no more than one year before the authorized body takes decision on the bank classification as an insolvent bank, conservation of insurance (re-insurance) company or compulsory redemption of its shares, withdrawal of license from a financial organization resulting in its liquidation, and (or) termination of activities in the financial market or the entry into force of a court order on forced liquidation of the financial organization or recognition of its bankruptcy in accordance with the procedure stipulated by the legislation of the Republic of Kazakhstan.

This requirement shall apply within five years after the authorized body takes decision on the bank classification as an insolvent bank, conservation of insurance (re-insurance) company or compulsory redemption of its shares, withdrawal of license from a financial organization resulting in its liquidation, and (or) termination of activities in the financial market or the entry into force of a court decision on forced liquidation of the financial organization or recognition of its bankruptcy in accordance with the procedure stipulated by the legislation of the Republic of Kazakhstan.

5) whose consent has been withdrawn to the appointment (election) of an executive officer in this and (or) other financial institution. This requirement is applied during the last twelve consecutive months after the authorized body makes the decision to revoke consent to the appointment (election) to the position of executive official.

Presence of the work experience referred to in subparagraph 2) of the first part of this paragraph is not required in respect of nominees to the members of the Management Board, supervising only security issues of the Bank, administrative and maintenance issues.

6) who does not comply with other requirements established by the legislation of the Republic of Kazakhstan.

110. The CEO shall be a person to whom shareholders have entrusted management of day-to-day operation of the Bank.

The CEO shall duly perform duties assigned on him/her on management of the Bank.

The CEO and members of the Management Board shall have the right to work in other

organizations with the consent of the Board of Directors in the order determined by the legislation of the Republic of Kazakhstan.

111. The CEO and members of the Management Board of the Bank are elected and resign pursuant to the resolution of the Board of Directors according to a transparent procedure, providing presentation to Directors information on nominees to the position of the CEO and members of the Management Board.

Upon putting of question on election of the CEO and members of the Management Board and determination of their term of office, information on the nominee for the positions of the CEO and members of the Management Board shall be presented to the Board of Directors of the Bank: name, age, education of the nominee, information on places of employment and on positions held during last 3 years, the position held at the time of nomination and other information, confirming qualification and experience of the nominee.

Clause 112 is amended by resolution of the General Shareholders' Meeting (minutes No.29 dated 21 April 2011)

112. The employment agreement with the CEO and members of the Management Board, shall specify in detail the following: rights and duties, grounds for termination of the contract and the duty of the member of the Management Board to notify the Bank in advance on cancellation of labor relations under the initiative of the employee, the procedure for handover of duties to the newly elected member of the Management Board, obligation not to disclose confidential and insider information during employment in the Bank and after termination of labor relations, possibility to hold positions in other companies during performance of duties of the Chairperson or member of the Management Board of the Bank.

§ 3. Duties of the CEO and members of the Management Board

113. The Management Board of the Bank shall ensure operation of the Bank in strict compliance with the legislation of the Republic of Kazakhstan, the Charter of the Bank and other internal rules and documents of the Bank.

The Management Board of the Bank, as required, reports to the Board of Directors on its performance by presenting administrative reporting or putting to consideration of the Board of Directors issues requiring decision making by the Board of Directors.

114. The CEO and members of the Management Board, and their affiliates shall not accept gifts or receive other direct or indirect benefits, the purpose of which is affecting their activity or decisions taken by them (except for symbolical marks of attention according to the generally accepted rules of politeness and souvenirs during official events).

115. The CEO and members of the Management Board shall abstain from taking actions which would result in conflict between their interests and interests of the Bank, and in case of such a conflict, shall immediately inform the Board of Directors thereon.

116. The CEO and members of the Management Board shall not disclose or use in personal vested interests and in interests of third parties any confidential and insider information, and banking and commercial secrets of the Bank.

117. The Management Board of the Bank shall create a positive atmosphere to promote interest of the Bank's employees in the Bank's effective performance.

Upon establishment of payment of labor and other measures of financial incentives to employees, the Management Board shall take into account contribution of the employee to the performance of the Bank and other factors, influencing remuneration of labor, determine (approve) criteria for establishment of remuneration and arrangements on material incentives.

118. The Management Board of the Bank shall ensure control over implementation of the policy of the Bank directed at maintenance of health of employees and industrial safety and, if necessary, propose to the Board of Directors measures on perfection thereof, if, for adoption of the given measures, a resolution of the Board of Directors is necessary.

§ 4. Organization of Work of the Management Board

119. The order of convening, preparation and holding meetings of the Management Board, including taking resolution by the Management Board of the Bank, are defined by the Charter of the Bank and internal rules of the Bank.

120. Scheduled meetings of the Management Board shall be held not less than once a week. Any member of the Management Board shall have the right to offer a suggestion on convening of an extraordinary meeting of the Management Board and suggest matters expedient for considering at the meeting.

Clause 121 is amended by resolution of the General Shareholders' Meeting (minutes No.29 dated 21 April 2011)

121. The Secretary of the Management Board of the Bank shall in advance sent to each member

of the Management Board to review the notice of the meeting (in hard copy, by e-mail) with the agenda, materials to be considered at the meeting.

The Secretary of the Management Board of the Bank shall draw up minutes to in-person meeting or meeting by absent voting, which shall be signed by all members of the Management Board who are attending/participating at the meeting and in adopting of a resolution and shall contain issues put for voting, results of voting on these issues with result of voting of each member of the Management Board on each issue. Minutes to meetings of the Management Board, including extracts from minutes, shall be provided to Directors, members of the Management Board and, as required, to the Internal Audit Service, the audit company, heads of independent structural divisions.

Clause 122 is amended by resolution of the General Shareholders' Meeting (minutes No.29 dated 21 April 2011)

122. Resolutions on issues submitted for consideration of the Management Board may be adopted by absent voting in order stipulated by the Charter and internal documents of the Bank.

§ 5. Responsibility of the CEO and members of the Management Board of the Bank

123. The CEO and members of the Management Board shall bear responsibility for failure to fulfill or inadequate fulfillment of their duties.

The CEO and members of the Management Board of the Bank shall bear responsibility stipulated by the legislation of the Republic of Kazakhstan to the Bank for losses incurred by the Bank due to their guilty activities.

The Code is supplemented by chapter 5-1 by resolution of the General Shareholders' Meeting (minutes No.23 dated 23 April 2007, by resolution of the General Shareholders' Meeting (Minutes No.30 dated 19 April 2012)

Chapter 5-1. Corporate Secretary

123-1. The Corporate Secretary is an employee of the Bank and not a member of the Board of Directors and (or) the Management Board of the Bank, and reports to the Board of Directors.

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

Clause 123-2 is amended by resolution of the General Shareholders' Meeting (minutes No.35 dated 5 December 2014).

123-2. The Corporate Secretary of the Bank shall be in charge of corporate policy and corporate processes in the Bank. The Corporate Secretary shall ensure settlement of conflict situations ~~in the company~~ in relations between shareholders and other governing bodies of the Bank, and in relations among shareholders.

123-3. The Corporate Secretary of the Bank shall ensure due consideration by respective bodies of the Bank of complaints of shareholders and settlement of conflicts related to breach of shareholder rights. Control over timely consideration by the Bank's bodies and divisions of such complaints shall be conferred on the Corporate Secretary.

123-4. Competence and activity of the Corporate Secretary shall be defined by applicable internal rules of the Bank.

123-5. Appointment, term of office, early termination, payroll and bonus payment to the Corporate Secretary is in the competence of the Board of Directors.

Chapter 6. Material Corporate Actions

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

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

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

125. The following shall be material corporate actions of the Bank:

- 1) major transactions, non-arm's length transactions of the Bank and transactions with related parties;
- 2) purchase of 30 and more percent of the outstanding shares of the Bank;
- 3) reorganization and liquidation of the Bank;

4) other actions and events resulting in fundamental corporate changes.

Clause 126 is amended by resolution of the General Shareholders' Meeting (minutes No.29 dated 21 April 2011, No.39 dated 21 April 2017)

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

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

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

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

128. Affiliates of the Bank are in turn obliged to inform the Bank that:

- 1) they are a party to the transaction; and/or
- 2) they are affiliates of a legal entity being a party to the transaction or participate therein as representative or intermediary; and/or
- 3) on all made or prospective transactions known to them, wherein they are recognized to be interested persons.

§ 1. The Order for effecting major transactions, non-arm's length transactions and transactions with related parties

129. Major transactions, non-arm's length transactions of the Bank and transactions with related parties shall be transactions recognized as such according to the legislation of the Republic of Kazakhstan and/or the Charter of the Bank.

Clause 130-134 is amended by resolution of the General Shareholders' Meeting (minutes No.24 dated 21 February 2008)

130. Management Board and/or other authorized body of the Bank shall preliminarily review conditions of major transactions, non-arm's length transactions and/or transactions with related parties pursuant to the explanatory note of a structural division whose competence includes matters on the proposed transaction. In case of need, copies of documents shall be attached to the explanatory note on the proposed transaction.

131. Upon consideration of expediency of entering into a major transaction, non-arm's length transaction and/or transaction with a related party, the Management Board and/or other authorized body of the Bank shall proceed from the priority of Bank's interests. For this purpose the Management Board and/or other authorized body shall carefully study all conditions and possible consequences of transactions under consideration. In case of insufficiency of submitted materials for passing a weighed and reasoned resolution, the Management Board and/or other authorized body of the Bank shall have the right to request additional materials on the transaction concerned.

132. If the Management Board and/or other authorized body of the Bank is to consider the entering into a non-arm's length transaction, the following members of the Management Board and/or other authorized body shall not participate in consideration and discussion thereof:

- 1) a party to the transaction; and/or
- 2) affiliates of a legal entity which is a party to the transaction or participate therein as a representative or intermediary.

133. If the Management Board and/or other authorized body of the Bank makes decision on expediency of entering by the Bank of a major transaction, non-arm's length transaction or a transaction with a related party, the Management Board and/or other authorized body of the Bank shall request the Board of Directors of the Bank to approve entering into such a transaction. For this purpose, the Management Board and/or other authorized body of the Bank shall submit to consideration of the Board of Directors of the Bank all earlier considered materials on the proposed transaction, on the basis of which it decided to request the Board of Directors of the Bank to approve entering into the proposed transaction. Moreover, if the transaction proposed to consideration is related to disposal or purchase of property, then proposals on the nominee of the appraiser shall be attached.

134. On the basis of the submitted documents the Board of Directors of the Bank shall take one of the following decisions:

- 1) satisfy the request of the Management Board and/or other authorized body of the Bank

and approve entering into a major transaction, non-arm's length transaction or a transaction with a related party;

2) satisfy the request of the Management Board and/or other authorized body of the Bank and approve entering into a major transaction, non-arm's length transaction or a transaction with a related party with revision of terms of the transaction, nomination of the appraiser and revision of other proposals of the Management Board and/or other authorized body of the Bank;

3) refuse to satisfy the request of the Management Board and/or other authorized body of the Bank on approval of entering into a major transaction, non-arm's length transaction or transaction with a related party.

135. The following Directors cannot participate in decision making by the Board of Directors of the Bank:

1) a party to the transaction; and/or

2) affiliates of a legal entity that is a party to the transaction or participates therein as a representative or intermediary.

Where needed, the Board of Directors of the Bank shall have the right to request additional documents for transaction consideration.

The Code is supplemented with clause 135-1 by resolution of the General Shareholders' Meeting (minutes No.29 dated 21 April 2011)

135-1. Officials of the Bank are responsible in accordance with the laws of the Republic of Kazakhstan to the Bank and shareholders for damage caused by their actions and (or) inactions, and for losses incurred by the Bank, including but not limited by losses incurred as a result of a proposal to conclusion and (or) adoption of resolutions on conclusion of large transactions, transactions where there is interest which incurred the Bank's losses as a result of their unfair actions and (or) inactions, including for the purpose of obtaining by them or their affiliates of profit (income) as a result of conclusion of such transactions with the Bank.

Adoption of resolution by general meeting on conclusion of large transaction, non-arm's length transactions in cases stipulated by legislative acts of the Republic of Kazakhstan and (or) Charter of the Bank, does not exempt from liability an official who offered to conclude such transactions, or an official who acted unfairly and (or) failed to act at the meeting of the Bank's body being the member of this body, including for the purpose of obtaining of profit (income) by them or their affiliated persons, if as a result of their execution the Bank incurred losses.

The Code is amended by clause 135-2 by resolution of the General Shareholders' Meeting (minutes No.39 dated 21 April 2017);

135-2. The Bank, on the basis of resolution of the General Shareholders' Meeting or shareholder (shareholders) holding (holding in aggregate) five percent and more of the voting shares of the Bank, on its own behalf in the interests of the Bank, has the right to file a claim in court to hold an officer liable for damage caused to the Bank by the Bank's transaction in which there is an interest and resulting in the Bank acquiring or alienating the property, which value is ten percent and more of the total carrying value of its assets, subject to the following conditions:

if it is proved that at the time of adopting the decision to enter into transaction, the value of such property was clearly disproportionate to its market value determined by independent appraisal, in accordance with the Law of the Republic of Kazakhstan "On Appraisal Activity in the Republic of Kazakhstan";

if the court determines the fact of deliberate misrepresentation of the shareholders of the Bank by its officer (officers) with the purpose of gaining the profit (income) by such officer(s) or its affiliates.

§ 2. Acquiring by a third person of 30 or more percent of voting shares of the Bank (takeover)

Clause 136 is amended by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019)

136. In accordance with the legislation of the Republic of Kazakhstan, a person, who, either alone or jointly with his/her affiliates, intends to acquire on the secondary securities market thirty percent or more of the voting shares of the Bank or another number of voting shares of the Bank, as a result of which acquisition such person, either alone or jointly with his/her affiliates, will own thirty percent or more of the voting shares of the Bank, must give the Bank a thirty days' advance notice before the proposed date of acquisition of the Bank's voting shares. The notice must contain information on the number and the proposed purchase price of the voting shares of the Bank to be acquired.

Amended by Clause 136-1 by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019):

"136-1. A person, who, either alone or jointly with his/her affiliates, acquired on the secondary securities market thirty percent or more of the voting shares of the Bank or another number of voting

shares of the Bank, as a result of which acquisition such person, either alone or jointly with his/her affiliates, will own thirty percent or more of the voting shares of the Bank, must send the Bank an offer for the remaining shareholders to sell their shares of the Bank within fifteen days after the date of acquisition of the Bank's voting shares.

The offer to other shareholders to sell their shares of the Bank must contain information about the person and his/her affiliates, who, in aggregate, own thirty percent or more of the Bank's voting shares, including names, place of residence (location), number of the Bank's voting shares owned by them, and the proposed purchase price of shares, determined in accordance with the requirements of the legislation of the Republic of Kazakhstan.

Clauses 137- 142 shall be amended to read as follows by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019):

137. The Bank, within three business days after the date of receipt of the offer to sell shares specified in clause 136 of the Code, ensures its publication in Kazakh and Russian languages on the Internet resource of the Financial Reporting Depository.

138. The remaining shareholders are eligible to accept the offer of the person specified in the first part of Clause 136-1 of the Code to sell their Bank's shares within thirty business days after the date of publication of the sale offer.

A shareholder, who has accepted the offer of the person specified in the first part of Clause 136-1 of the Code, must alienate the Bank's shares being in his/her ownership in favor of the person specified in the first part of Clause 136-1 of the Code within thirty business days after the date of filing the written consent to the sale of the Bank's shares being in his/her ownership.

The person specified in the first part of Clause 136-1 of the Code must pay for these shares within thirty business days after the date of receipt of a shareholder's written consent to sell the Bank's shares being in his/her ownership.

139. The Bank is not entitled to prevent shareholders from selling the Bank's shares to the person specified in the first part of Clause 136-1 of the Code. The Bank has the right to make an offer to a person, who wishes to sell shares of the Bank to the person specified in the first part of Clause 136-1 of the Code, to sell such shares to the Bank or third parties at a price higher than the price offered by the person specified in the first part of Clause 136-1 of the Code. The Bank's offer to purchase the Bank's shares must contain information on the number of shares, price and details of buyers, where the shares are acquired by third parties.

140. In the event of non-compliance with the obligations established by Clause 2 of Chapter 6 of the Code, a person who, either alone or jointly with his/her affiliates, acquired thirty percent or more of the Bank's voting shares or another number of voting shares of the Bank in the secondary securities market, as a result of which acquisition such person, either alone or jointly with his/her affiliates, will own thirty percent or more of the voting shares of the Bank, such person(s):

1) must alienate to their unaffiliated parties a part of the Bank's voting shares being in his/her (their) ownership exceeding twenty nine percent of the Bank's voting shares;

2) may not take any action aimed at influencing the management or policy of the Bank, and (or) vote by the Bank's voting shares being in his/her (their) ownership until alienation to their unaffiliated parties of the part of the Bank's voting shares being in his/her (their) ownership exceeding twenty nine percent of the Bank's voting shares.

141. A shareholder of the Bank, who has filed a written consent to sell the Bank's shares in response to the offer of the person specified in the first part of Clause 136-1 of the Code to sell the shares of the Bank being in his/her ownership has the right to appeal to the court against refusal of the person publishing such offer to purchase the Bank's shares.

142. The requirements of this Clause 2 of Chapter 6 of the Code do not apply to the case established by Clause 2-1 of Chapter 6 of the Code.

Chapter 6 is supplemented with paragraph 2-1 by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019):

§ 2-1. Redemption of the Bank's voting shares by a person who, alone or jointly with his/her affiliates, acquired ninety five percent or more of the Bank's voting shares on the secondary securities market.

142-1. A person, who, either alone or jointly with his/her affiliates, acquired on the secondary securities market ninety five percent or more of the voting shares of the Bank or another number of the Bank's voting shares totaling in aggregate no less than ten percent of the Bank's voting shares, and as a result of such acquisition such person, either alone or jointly with his/her affiliates, will own thirty percent or more of the voting shares of the Bank, must, within sixty business days after the date of acquisition, demand from the remaining shareholders of the Bank to sell him/her the Bank's voting shares being in their ownership.

The demand to other shareholders to sell their shares of the Bank must contain information about the demanding person(s), including names, place of residence (location), number of the Bank's voting shares being in his/her (their) ownership, and the proposed purchase price of shares determined in accordance with the requirements of the legislation of the Republic of Kazakhstan.

142-2. The Bank shall, within three business days of receipt of the demand specified in Clause 142-1 of the Code, ensure that its publication on the Internet resource of the Financial Reporting Depository.

142-3. At the request of the person specified in the first part of Clause 142-1 of the Code, the remaining shareholders are required to sell their voting shares of the Bank within sixty calendar days of the demand publication on the Internet resource of the Financial Reporting Depository.

Shareholders may not enter into other civil transactions with voting shares of the Bank during the period specified in the first part of this clause.

142-4. The selling price of their voting shares by the Bank's shareholders at the request of the person specified in the first part of Clause 142-1 of the Code, shall be determined as the market value prevailing in the organized securities market on the date of the demand presentation.

142-5. The person specified in the first part of Clause 142-1 of the Code must pay for the Bank's voting shares redeemable from other shareholders at the proposed purchase price determined in accordance with Clause 142-4 of the Code.

The funds intended for payment of the Bank's voting shares redeemable by the person specified in the first part of Clause 142-1 of the Code from other shareholders shall be transferred to the bank accounts of such shareholders, who have current details in the register of shareholders of the Bank.

If there is no information about the current details of the shareholder in the register of shareholders, the funds intended for payment of the acquired Bank's voting shares shall be transferred to an account opened with the central depository for accounting of unclaimed money in the manner specified by the legal regulatory act of the authorized body².

142-6. The registration of a transaction on the sale by shareholders of their voting shares of the Bank upon demand of the person specified in the first part of Clause 142-1 of the Code is carried out in the register of shareholders and (or) in the nominal holding accounting system on the basis of the order of such person.

Upon demand of the person specified in the first part of Clause 142-1 of the Code, the voting shares of the Bank, on which the encumbrance is imposed, shall be written off from the personal account of the shareholder opened in the nominal holding accounting system or the system of registers of shareholders, and paid within one month of release of the encumbrance.

The costs associated with the registration and payment of transactions shall be borne by the person purchasing the voting shares of the Bank.

142-7. The right to receive unpaid dividends on the Bank's voting shares on the date of registration of the transaction on the acquisition of the Bank's voting shares by the person specified in the first part of Clause 142-1 of the Code is reserved for shareholders, who have sold the Bank's voting shares upon demand of such person.

Dividends on Bank's voting shares shall be paid to shareholders, who have sold the Bank's voting shares upon demand of the person specified in the first part of Clause 142-1 of the Code, in the manner prescribed by the legislation of the Republic of Kazakhstan

§ 3. Reorganization of the Bank

143. The question on reorganization of the Bank, with furnishing of terms and conditions of such reorganization, shall be submitted by the Board of Directors to consideration of General Shareholders' Meeting.

The Board of Directors shall actively participate in determining terms and conditions for and the order of reorganization of the Bank.

Prior to the decision on reorganization by way of merger, consolidation or spin-off, individual Directors shall have the right to participate in negotiations on reorganization, held by the Management Board of the Bank, with the executive bodies of companies participating in reorganization, and shall have the right to arrange discussion by the Board of Directors on the course of the negotiations.

The Board of Directors shall approve final draft documents on reorganization and submit the issue on reorganization to the resolution of General Shareholders' Meeting, furnishing to the latter the opinion of the Board of Directors on the issue.

144. The Management Board of the Bank shall provide to the Board of Directors, prior to

² Third paragraph of Clause 142-5 of the Code shall be effective on 1 July 2019.

submission by the latter of the issue on reorganization to general meeting of shareholders, information and materials on the prospective reorganization. The following documents shall be presented to the Board of Directors:

- 1) draft contract on consolidation (merger) or draft decision on split-up (spin-off);
- 2) draft constituent documents of companies newly created as a result of reorganization (consolidation, split-up, spin-off or transformation) of companies, or constituent documents of the acquiring company;
- 3) annual financial statements of all companies participating in consolidation (merger) for the last 3 completed financial years;
- 4) quarterly reports, made not later than six months before the date of meeting to which the question on reorganization is submitted, if more than six months have passed after the end of the last financial year;
- 5) draft deed of transfer or dividing balance sheet;
- 6) justification of reorganization.

The Bank shall have the right, for the purposes of definition of ratio of conversion of shares in reorganization of the Bank, to employ an appraiser.

Clause 145 is amended by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019).

145. The notice of joint general meeting shall be given by each company participating in the consolidation (merger) in the order established by the legislation and charters of these companies.

The Boards of Directors of the companies to undergo reorganization may hold joint meeting to determine the date, place and time of joint general shareholders' meeting, and, in case of absent voting - the date before which the completed ballots should be sent and the mailing address to which they should be sent.

§ 4. Liquidation of the Bank

146. The grounds for and the order of liquidation of the Bank shall be governed by the legislation of the Republic of Kazakhstan.

The Bank may be liquidated:

- 1) under the resolution of general meeting of shareholders and with the sanction of the authorized state body (voluntary dissolution);
- 2) under judgment of court in cases stipulated by legislative acts of the Republic of Kazakhstan (compulsory liquidation);

147. In case of voluntary dissolution of the Bank and after reception of the sanction of the authorized state body, general meeting of shareholders shall, under the deed of arrangement and under supervision by creditors, in accordance with the legislation of the Republic of Kazakhstan, define liquidation proceedings and appoint the liquidation committee. Powers on administration of the Bank shall, from the moment of assignment of liquidation committee, pass thereto. Features of operation of liquidation committee during voluntary dissolution of the Bank are defined by the legislation of the Republic of Kazakhstan.

Shareholders, owning in aggregate ten or more percent of voting shares of the Bank, shall be entitled to have a representative in the liquidation committee.

148. Compulsory liquidation shall be made by the court in connection with:

- 1) bankruptcy of the Bank;
- 2) revocation of the Bank's licenses for conducting banking operations on the grounds stipulated by the banking legislation of the Republic of Kazakhstan;
- 3) application (claim) by the authorized state bodies, legal or physical entities on termination of activities of the Bank on other grounds, stipulated by legislative acts.

Insolvency and inconsistency of the Bank shall be established by conclusion of the authorized state body, presented to the court, and made with allowance for design procedures of prudential standards (and other binding standards and limits) and the size of the capital of the Bank.

The Bank may be recognized bankrupt only under judgment of court in the established order.

Out-of-court liquidation proceedings of the insolvent Bank under the decision of its creditors and the Bank itself shall be prohibited.

Clause 149 is amended by resolution of the General Shareholders' Meeting (minutes No.35 dated 5 December 2014).

149. Liquidation (~~competitive~~ property) estate shall be formed in the order determined by the legislation of the Republic of Kazakhstan.

Claims of creditors during compulsory liquidation of the Bank shall be satisfied in the order established by the banking legislation of the Republic of Kazakhstan.

The Bank shall be deemed to have ceased its activity after the moment of entering appropriate record into the State Register of legal entities.

Property of the Bank, remaining after settlement of accounts with creditors, shall be distributed by the liquidation committee among shareholders in the order stipulated by the banking legislation of the Republic of Kazakhstan.

Chapter 7. Disclosure of Information by the Bank

Clause 150 is amended by resolution of the General Shareholders' Meeting (minutes No.30 dated 19 April 2012)

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

Clause 151 is amended by resolution of the General Shareholders' Meeting (minutes No.30 dated 19 April 2012)

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

152. At the same time, upon disclosing certain information, the Bank shall protect and keep confidential its corporate (internal) information subject to the requirements of law and the listing rules and the disclosure rules of any stock exchange in respect of securities of the Bank listed on these exchanges in accordance with the Bank's decision.

153. The Bank shall put in place adequate procedures, systems and controls over identification and dissemination of information which may influence formation of prices of securities according to the Disclosure Rules, and duly ensure that any information disclosed is not misleading or untrue.

154. In certain circumstances the Bank may, under its own responsibility in accordance with the provisions of the Disclosure Rules, delay the public disclosure of information in order to protect its legitimate interests of the Bank, provided that the delay would not mislead the public, and the Bank is able to ensure the confidentiality of the information.

155. Bank shall define the list of information which may affect the pricing of the securities, according to the Rules of Disclosure, and introduces the appropriate procedures and controls over the distribution of such information.

§ 1. Order of information disclosure to authorized bodies and shareholders of the Bank

156. The Bank shall present to the authorized body the annual financial statements (balance sheet, statement of profit and loss, cash flow statement and other reporting in accordance with legislation on accounting and financial reporting) and Auditor's Report within the period stipulated by the legislation of the Republic of Kazakhstan.

The Bank, according to provisions of the legislation of the Republic of Kazakhstan, shall submit on a quarterly basis financial reporting to the authorized body and publish in printed periodicals, determined by the Charter of the Bank, quarterly financial reports.

Clause 157 shall be amended to read as follows by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019), and amended by sub-clause 7-1) by resolution of the General Shareholders' Meeting (minutes No.43 dated 22 May 2020).

157. In accordance with the requirements of the legislation of the Republic of Kazakhstan and for the purposes of maintenance of informational openness, the Bank shall post in a mandatory manner on the Internet resource of the Financial Reporting Depository and the Internet resource of the stock exchange, the official list of which includes the issued securities of the Bank on its initiative, the following:

1) information on corporate events of the Bank, determined in accordance with the legislation of the Republic of Kazakhstan;

2) information on the total amount of annual remuneration of the members of the Management Board of the Bank;

3) information on the Bank's affiliates;

4) composition of shareholders owning ten percent or more of the Bank's voting shares;

- 5) a list of organizations, in which the Bank owns ten percent or more of shares (interest, units) of each such organization;
- 6) the annual financial statements and audit reports of the Bank;
- 7) issue prospectus of the Bank's issued securities as amended and supplemented;
- 7-1) methodology for determining the value of shares at their redemption by the Bank on the over-the-counter securities market;
- 8) report on the placement of shares;
- 9) information on the cancellation by the authorized body of the issue of issued securities and (or) on the redemption of the issued securities of the Bank;
- 10) quarterly financial statements.

The Bank must publish on the Internet resource of the stock exchange, the official list of which includes the Bank's issued securities on its initiative, the other additional information determined by the internal documents of the stock exchange.

Clause 158 shall be amended to read as follows by resolutions of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019).

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

The Bank must publish on the Internet resource of the stock exchange, the official list of which includes the Bank's issued securities on its initiative, the information in Kazakh and Russian languages.";

Clause 158-1 shall be amended to read as follows by resolutions of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019).

"158-1. The disclosure procedure of the Bank, the requirements for the content of information subject to disclosure by the Bank, as well as the timing for disclosing information by the Bank on the Internet resource of the Financial Reporting Depository shall be established by a regulatory legal act of the authorized body.

The disclosure procedure of the Bank, the requirements for the content of information subject to disclosure by the Bank, as well as the timing for disclosing information by the Bank on the Internet resource of the stock exchange, the official list of which includes the Bank's issued securities on its initiative, shall be established by the internal documents of the stock exchange.

Clauses 159 – 162 shall be deleted by resolutions of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019).

159. Delete.

160. Delete.

161. Delete.

162. Delete.

Clause 163 is amended by resolutions of the General Shareholders' Meeting (No.29 dated 21 April 2011, minutes No.39 dated 21 April 2017, minutes No.42 dated 18 April 2019).

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

- 1) Charter of the Bank, amendments thereto;
- 2) resolution on establishment of the Bank, certificate (statement) of state registration (re-registration) of the Bank as a legal entity;
- 3) licenses on conducting banking operations and other licenses (permits) for certain kinds of activity and/or taking certain actions (operations);
- 4) documents, confirming the right of the Bank to the property on its balance;
- 5) prospectus of securities issue of the Bank;
- 6) documents confirming state registration of securities issue of the Bank, cancellation of securities, and the approval of reports on results of placement and redemption of securities of the Bank, submitted to the authorized body;
- 7) regulations on branches and representation offices of the Bank;
- 8) minutes to General Shareholders' Meetings, minutes on results of voting and ballots (including ballots recognized invalid), materials on issues of agenda of General Shareholders' Meetings;
- 9) lists of shareholders, presented for holding General Shareholders' Meetings;
- 10) minutes to meetings (resolutions of absentee meetings) of the Board of Directors and ballots (including ballots recognized invalid), materials on issues of the agenda of the Board of Directors affecting the rights of shareholders in accordance with the Law of the Republic of Kazakhstan "On Joint Stock Companies", the Charter and the prospectus of the Bank's non-government issued securities;
- 11) minutes of meetings (resolutions) of the Management Board of the Bank;
- 12) internal rules and documents of the Bank, approved by General Shareholders' Meetings and other bodies of the Bank, and subject to submission to shareholders of the Bank in accordance with

the legislation of the Republic of Kazakhstan;

13) financial statements of the Bank;

14) the Code of Corporate Governance of the Bank, amendments thereto;

15) Other documents as per resolutions of General Shareholders' Meetings or the Board of Directors of the Bank.

164. Information subject to presentation to shareholders of the Bank according to the legislation, the Charter of the Bank and this Code, shall be presented to holders of depositary receipts of the Bank through a depositary bank.

§ 2. The Order for Obtaining Documents of the Bank

Clause 165 is amended by resolution of the General Shareholders' Meeting (minutes No.29 dated 21 April 2011, minutes No.42 dated 18 April 2019).

165. In order to obtain documents specified in clause 157 hereof, which do not constitute commercial or other confidential information of the Bank, shareholder shall request the CEO of the Bank in writing, indicating therein description of documents and the dates, as of which they are drawn up (required to be drawn up), the shareholder would like to get familiar with or receive copies thereof (certified extracts therefrom), specifying the mailing address for submission thereof.

An application should be considered within ten calendar days from the date of its receipt by the Bank, except for cases stipulated by the legislation of the Republic of Kazakhstan. After expiration of the specified term, the Bank shall be obligated to notify the applicant on the results of consideration of the received written application.

On demand in writing by the shareholder, the Bank shall provide the latter a copy of the Charter, changes and supplements thereto, in three business days following reception of such demand.

The Bank shall charge fees for submission of copies of documents, which must not exceed cost of producing copies of documents and payment of expenses, related to their delivery to the shareholder, as well as payment of services of central depository.

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

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

1) deliver to the CEO of the Bank written request, indicating therein description of documents and dates as of which they are made (required to be made), the shareholder would like to get familiar with or receive copies thereof;

2) The CEO of the Bank shall consider the opportunity of providing of the information required by the shareholder, and the kind of documents to be submitted (copies thereof, certified extracts therefrom etc.) and the form of submission of the required information. If the CEO decides to submit the requested information, the appropriate structural division shall inform the shareholder on time and place for possible inspection of documents or total expenses for producing copies of documents (certified extracts therefrom etc.) and sending or delivery to the shareholder, as well as bank details for payment by the shareholder of the specified charges;

3) Within five business days following payment of postage charges and expenses of the Bank on producing copies of documents and signing by the shareholder of Undertaking on Non-Disclosure of banking, commercial and official secrets, the Bank shall dispatch by registered mail or deliver in person to the shareholder copies of requested documents (certified extracts therefrom).

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

167. In case of taking by the CEO of the Bank of decision to refuse submission to the shareholder of the requested information, the appropriate structural division shall send to the shareholder notice stating the reasons and grounds for refusal.

168. When preparing for Annual General Shareholders' Meeting, shareholders (their representatives) shall, upon registration as participants of general meeting, be provided materials at the address specified in the notice of general meeting of shareholders, in the order stipulated by Chapter 3 of this Code.

Amended by paragraph 3 by resolution of the General Shareholders' Meeting (minutes No.29 dated 21 April 2011)

§ 3. Submission of corporate governance statement

168-1. For the purpose of compliance with Disclosure Rules and Listing Rules applicable to the Bank in connection with the admission of the Bank's securities to trading on international stock exchanges, the Bank shall include a corporate governance statement to its annual report where, in particular, the following information may be disclosed:

- all acting corporate governance practices the Bank voluntary applies beyond the requirements

to corporate governance under the legislation of the Republic of Kazakhstan;

- composition and operation of the Board of Directors, the Management Board and supervisory bodies of the Bank and their committees;

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

The Bank may include other information to the corporate governance statement.

168-2. Procedure of submission and content of the corporate governance statement are determined by the Disclosure Rules, Listing Rules and internal documents of the Bank.

Chapter 8. Organization of Risk Management System and Internal Control System of the Bank and their Independent Assessment

§ 1. Organization of Risk Management System

Clause 169 is amended by resolution of the General Shareholders' Meeting (minutes No.35 dated 5 December 2014).

169. The Bank shall form adequate risk management system providing application by the Bank of methods of identification, assessment, and control and monitoring its risk management system.

Presence of system of risk management of the Bank provides for compliance with the requirements of the current legislation of the Republic of Kazakhstan, including to the requirements established by normative legal acts of the authorized body.

The Board of Directors, the Management Board and other bodies and structural divisions of the Bank shall, in performing their duties, ensure observance of requirements to availability of risk management systems.

To effectively perform their duties in accordance with the requirements of the regulatory act concerning the development of the risk management and internal control system, the Board of Directors monitors and controls the matters of risk management, audit, compliance with legislation of the Republic of Kazakhstan and the Bank's internal documents through the authorized collective bodies of the Bank.

Amended by clause 169-1 by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019).

169-1. The authorized body shall assess the compliance of the risk management and internal control system with the requirements established by the current legislation of the Republic of Kazakhstan.

§ 2. Organization of Internal Control System

170. The Board of Directors should maintain a system of internal control to safeguard the shareholders' investments and the Banks's assets.

171. The Bank has established the internal control system for the following purposes:

- 1) operational and financial efficiency of the Bank's activity;
- 2) reliability, completeness and timeliness of financial and management information;
- 3) observance of requirements of legislation of the Republic of Kazakhstan.

The Bank ensures creation and effective functioning of an internal control system by way of day-to-day internal control of the procedure of the Bank's operations. Responsibility for conducting day-to-day internal control shall be assigned to heads of appropriate structural divisions of the Bank.

Clause 172 is amended by resolution of the General Shareholders' Meeting (minutes No.24 dated 21 February 2008)

172. Adequacy and effectiveness of the system of internal control of the Bank shall be assessed by Internal Audit Service and independent audit company.

§ 3. Internal Audit Service

Clause 173 is amended to read as follows by resolution of the General Shareholders' Meeting (minutes No.46 dated 22 April 2022).

173. The Internal Audit Service is a Bank's division carrying an independent and objective assessment of efficiency of risk management, internal control systems and corporate governance of the Bank and its subsidiaries on a risk-based basis, and providing recommendations for improvement thereof.

174. The objectives and functions of the Internal Audit Service are determined by the legislation of the Republic of Kazakhstan and internal documents of the Bank.

175. Internal Audit Service is independent from day-to-day operation of the Bank and has access to all kinds of operations of the Bank, including its branches and subsidiaries. Internal Audit Service of the Bank is independent from the activity subject to audit, and from daily procedures of internal control.

176. The Internal Audit Service reports directly to the Board of Directors of the Bank. The order of appointment of officers, the structure and composition of Internal Audit Service, and the

requirements to its officers are determined by internal rules of the Bank approved by the Board of Directors.

177. The list and the order of presentation to Internal Audit Service of information and materials on performance of operations by the Bank, and responsibility of officers and workers of the Bank for failure to present information is established by appropriate internal rules of the Bank.

178. Internal Audit Service shall be entitled to give recommendations to the Audit Committee with respect to the appointment of an external auditor of the Bank. Proposal on selection of an external auditor shall be submitted for consideration of the Audit Committee.

§ 4. External Audit

179. Audit of financial statements and other information shall be made by an audit company, empowered to audit in accordance with legislation on audit activity and appropriate requirements of the legislations of the Republic of Kazakhstan.

Clause 180 is amended by resolution of the General Shareholders' Meeting (minutes No.35 dated 5 December 2014).

180. The Audit Committee shall make a recommendation on the appointment, reappointment and removal of the audit company subject to the requirements of the banking legislation of the Republic of Kazakhstan, as well as evaluate and analyze the terms and conditions of the contract with the external auditor. If the Board of Directors does not accept the Audit Committee's recommendation, the Audit Committee shall be permitted to include in the annual report, and in any papers recommending appointment or re-appointment, a statement explaining the recommendation and reasons for such recommendation, and the Board of Directors shall provide explanation why it has taken a different position.

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

Chapter 9. Dividends

Clause 181 is amended by resolution of the General Shareholders' Meeting (minutes No.31 dated 6 December 2012)

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

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

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

Clause 182 shall be amended to read as follows by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019).

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

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

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

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

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

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

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

The Bank ensures necessary conditions for timely and full receipt by shareholders of dividends on common shares by fixing at the General Shareholders' Meeting of the Bank of the commencement date of payment of dividend on common shares, the place where shareholders may receive dividends on common shares, amount of dividends payable on common shares and, if required, other parameters. Moreover, within five business days before payment of dividends on preferred shares, the Bank shall post information on payment of dividends on the Internet resource of the Financial Reporting Depository with indication of the following details:

- 1) name, location, bank and other details of the Bank;
- 2) period for which dividends shall be paid;
- 3) commencement date of dividend payment;
- 4) procedure and form of dividend payment;
- 5) amount of dividend per one preferred share of the Bank.

§ 1. Procedure for Payment of Dividend on Shares of the Bank

Clause 183 is amended by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019).

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

Decision on payment of dividends on common shares of the Bank shall be adopted by the general meeting of shareholders of the Bank by simple majority of total number of voting shares of the Bank participating in voting.

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

Clause 184 is amended by resolution of the General Shareholders' Meeting (minutes No.29 dated 21 April 2011)

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

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

185. the first part is deleted by resolution of the General Shareholders' Meeting minutes No.29 dated 21 April 2011)

The Bank shall have the right to pay dividends in a mixed way, paying one part of dividend in cash and the other with securities, and also with different kinds of securities (in part with declared shares and in part with issued bonds).

Clause 186 is amended by resolution of the General Shareholders' Meeting (minutes No.29 dated 21 April 2011, No.37 dated 22 April 2016)

186. The list of the Bank's shareholders having the right to receive dividends shall be formed in the procedure determined by the legislation of the Republic of Kazakhstan.

The Bank shall not accrue and pay dividends on shares which have not been placed (sold) by or have been redeemed by the Bank, and if the court or the General Shareholders' Meeting have passed resolution on its liquidation.

The Bank shall have no right to pay dividends on common and preferred shares:

- 1) if equity of the Bank is negative or if the size of equity of the Bank becomes negative as a result of payment of dividends on the Bank's shares;
- 2) if the Bank meets the insolvency or bankruptcy criteria in accordance with the legislation of the Republic of Kazakhstan on rehabilitation and bankruptcy, or such features appear in the Bank as a result of payment of dividends on shares;
- 3) in cases stipulated by legislative acts of the Republic of Kazakhstan.

The Bank may issue preferred shares, the prospectus of issue of which provides for the right of the Management Board of the Bank not to accrue dividends on preferred shares in the event that payment of dividends on the shares would lead to a decrease in prudential standards lower than those established by the regulatory legal act of the authorized body.

187. The shareholder shall have the right to demand payment of unreceived dividends irrespective of the date the Bank's payable became overdue, except in cases where a dividend is not charged on the basis of clause 186 of this Code. In case of failure to pay dividend on time through the fault of the Bank, the sum of due dividends and default interest, calculated on the basis of official refinance rate of the National Bank of Kazakhstan as of the date of discharge of the liability or its appropriate part shall be paid to the shareholder of the Bank.

188. If there is sufficient income of the Bank based on the results of the year and on the basis of the financial reporting of the Bank for the reporting year, confirmed by an audit company elected by the General Shareholders' Meeting and for the purpose of ensuring the rights of shareholders of the Bank for participation in the income of the Bank, the Management Board of the Bank shall have the right to decide to request the Board of Directors of the Bank to include in the agenda of the Annual General Shareholders' Meeting of the issue on payment of dividends on common shares of the Bank. The

Management Board of the Bank shall supplement the request with an explanatory note for the Board of Directors of the Bank, containing justification of the possibility for the Bank to pay out dividends on common shares of the Bank and calculation of dividends per common share of the Bank.

Clause 189 is amended by resolution of the General Shareholders' Meeting (minutes No.26 dated 19 December 2008)

189. The amount of income of the Bank, proposed for payment as dividends, shall be defined, and, dividend per common share shall be calculated subject to the requirements of clause 186 hereof.

190. Upon formation of the proposal to the Board of Directors of the Bank on payment of dividend on common shares, the Management Board of the Bank shall proceed, first of all, from the amount of income necessary to satisfy, during the whole year, the prudential standards set by the authorized body for second-tier banks and other needs of the Bank.

191. Having considered the request of the Management Board of the Bank, the Board of Directors shall have the right to take one of the following decisions:

1) Satisfy the request of the Management Board and include in the agenda of the annual General Shareholders' Meeting the item on payment of dividend on common shares of the Bank;

2) Satisfy the request of the Management Board with revision of the total sum of income proposed to payment of dividend on common shares of the Bank, and dividends per common share of the Bank;

3) refuse to satisfy the request of the Management Board.

192. The final resolution on payment of dividends on common shares and dividends exceeding the guaranteed amount on preferred shares of the Bank, determination of the amount of dividend per common share and the amount of dividends exceeding the guaranteed dividend on the preferred shares of the Bank, shall be adopted by the General Shareholders' Meeting of the Bank.

Resolutions on payment of dividends on common shares of the Bank and the amount of dividends on common shares shall be subject to the requirements of clause 193 hereof.

Taking into account financial results for the year, the General Shareholders' Meeting is entitled to adopt a resolution on appropriateness of dividend payment on common shares of the Bank.

193. The amount of dividends to be accrued on preferred shares may not be less than the amount of dividends to be accrued on common shares of the Bank. If the amount of dividends on common shares of the Bank exceeds the amount of guaranteed dividends on preferred shares, the Bank shall increase the amount of dividends on preferred shares of the Bank to equalize the sum of dividends payable on common and preferred shares of the Bank.

Clause 194 is amended by resolution of the General Shareholders' Meeting (minutes No.31 dated 6 December 2012)

194. The Bank's Board of Directors shall determine the date for commencement of payment of dividends on the Bank's preferred shares.

Clause 195 is deleted by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019)

195. Clause 195 shall be deleted;

Clause 196 shall be amended to read as follows by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019).

196. Dividends must be paid out no later than ninety calendar days from the date following the date of the resolution adopted by the General Shareholders' Meeting to pay dividends on common shares of the Bank.

Where information about the current details of the shareholder at the Bank or in the register of shareholders, payment of dividends on common shares of the Bank must be made in the period specified in the first part of this clause to the account opened in the central depository for accounting of unclaimed money in the manner prescribed by the regulatory legal act of the authorized body³.

§ 2. Payment of dividends in the form of securities

Clause 197 is amended by resolution of the General Shareholders' Meeting (minutes No.23 dated 23 April 2007)

197. The shareholder of the Bank, except a shareholder holding preferred shares of the Bank, wishing to receive dividends in the form of securities should submit an appropriate written application to the Bank, consenting therein to receive dividend paid with securities of the Bank.

Clause 198 is amended by resolution of the General Shareholders' Meeting (minutes No. 23 dated 23 April 2007)

198. The number of securities paid as dividends shall be counted based on the size of dividend per share, as established by the General Shareholders' Meeting (for common shares) subject to taxation of income on securities in accordance with the tax legislation of the Republic of Kazakhstan.

199. If the number of the securities declared by shareholders of the Bank as securities to be

³ Effective on 1 July 2019.

received as dividends exceeds the number of the securities held by the Bank, dividends shall be paid to the shareholders with the securities proportionally to the shares held by them. The portion of dividends not paid with securities shall be paid in cash.

200. Securities paid as dividends shall be transferred into personal accounts of shareholders in the procedure established by the legislation of the Republic of Kazakhstan.

§ 3. Dividend strategy and dividends calculation procedure of the Bank

201. The total amount of dividends payable on all shares of the Bank shall be determined based on the net profit of the Bank after all calculations made with respect to the Banks' needs for the formation of its own financial resources ensuring the realization of the Bank's investment opportunities in full.

The Management Board of the Bank intends to annually pay dividends to the holders of common shares, provided that after such payment, the satisfactory level of the net profit shall be sufficient for observance during the whole year, at predicted growth in Bank assets as of the year-end, of the requirements for capital adequacy that are set by the authorized body for second tier banks.

202. In case for existing investment projects the level of the internal rate of return exceeds the weighted average cost of capital, the main portion of the net income shall be directed to the implementation of such projects. Through such investments, the Management Board of the Bank intends to bring benefits to shareholders, achieving growth of the Bank's value.

203. *clause 203 is deleted by resolution of the General Shareholders' Meeting (minutes No.31 dated 6 December 2012)*

§ 4. Liability for non-payment or late payment of dividends

204. In case of delay in the payment of dividend for more than 10 business days, the Chairman of the Board of Directors of the Bank shall immediately notify all Directors, stating the reason for such delay in the payment of dividend and the measures being taken for elimination of the reasons for the delay in the payment of such dividends.

The Board of Directors of the Bank shall have the right to decide to bring the CEO and other members of the Management Board of the Bank to bear liability for the inappropriate implementation of the resolution of the General Shareholders' Meeting related to the payment of dividends.

Chapter 10. Settlement of Corporate Conflicts

205. Taking into account importance of preservation of good business reputation of the Bank and extreme undesirability of corporate conflicts, the Bank considers necessary to develop mechanisms for prevention and settlement of corporate conflicts.

§ 1. General provisions

206. Within the framework of this Code, the Bank recognizes as conflict any disagreement or dispute between a body of the Bank and a shareholder of the Bank, arising in connection with participation of the shareholder in the Bank, or a disagreement or dispute among shareholders if such disagreement or dispute affect or may affect interests of the Bank.

207. In case of occurrence of corporate conflict, the Bank shall as promptly as practicable determine its position towards the conflict and take appropriate decision and bring it to the notice of shareholders.

Upon definition of its position, the Bank shall rely on norms of the legislation of the Republic of Kazakhstan and ensure reasonable combination of interests of the Bank and all its shareholders.

208. In case of need, the Bank shall provide to a party of the conflict, the court, the authorized state body and other state bodies, necessary information to determine the real situation on the conflict and take measures on its settlement in the order stipulated by the Charter of the Bank, this Code and internal documents of the Bank.

209. The Bank undertakes to take all measures in its control for settlement of corporate conflict and provide to shareholders an opportunity to execute and defend their rights. In case of compelled refusal to satisfy the request of a shareholder, the Bank undertakes to strictly rely on provisions of the current legislation.

210. The competence of bodies of the Bank with respect to consideration of corporate conflicts shall be differentiated depending on the competence thereof.

211. In case of corporate conflict among shareholders which may affect interests of the Bank, the Bank shall have the right to request the parties to the conflict to allow participation of the

Bank in its settlement as intermediary. Moreover, the Bank shall have the right to propose itself as adviser and provide to the parties necessary information and documents, consultations on the matters of the current legislation and provisions of internal documents of the Bank.

§ 2. Order of definition of the Bank's position regarding corporate conflict

212. In case of a corporate conflict or a situation which may result in occurrence of a corporate conflict, the appropriate structural division shall not later than 3 business days submit the matter for consideration of the Management Board of the Bank, appending documents and explanation necessary for adoption of an informed decision and definition of the position of the Bank.

213. In case the matter, in relation to which a corporate conflict may occur or occurs, falls under the competence of the Board of Directors of the Bank, the Management Board of the Bank, having considered appropriate documents and formulated its position on the matter, requests to the Board of Directors of the Bank for approval of the Bank's position.

214. Upon having considered the request of the Management Board, the Board of Directors of the Bank shall have the right to adopt one of the following decisions:

- 1) approve the position of the Bank proposed by the Management Board;
- 2) refuse to satisfy the position of the Bank proposed by the Management Board and define another position of the Bank on the corporate conflict.

215. In consideration of the matter of determination of the Bank's position in relation to the corporate conflict, the following members of Management Board and Board of Directors of the Bank shall not participate:

- 1) a party to the conflict;
- 2) affiliates of the party to the conflict.

216. The Bank shall, within 3 business days following definition of the Bank's position, notify the shareholders who are parties (party) to the conflict of the position of the Bank in relation to the corporate conflict.

217. In case the Bank is one of the parties to the conflict, the Management Board of the Bank or the Board of Directors of the Bank, upon definition of the position of the Bank in relation to the corporate conflict, shall also approve the list of actions of the Bank on settlement of the conflict.

With the consent of shareholders who are parties to the corporate conflict, the Management Board and (or) the Board of Directors (members of both) may participate in negotiations among shareholders, provide to shareholders available information and documents, concerning the conflict, explain norms of legislation of the Republic of Kazakhstan and provisions of internal rules of the Bank, give advice and recommendations to shareholders, prepare draft documents on settlement of the conflict for signing by shareholders, on behalf of the Bank and within the limits of its competence to assume obligations to shareholders to the extent necessary to promote settlement of the conflict.

218. Upon the results of actions on settlement of the corporate conflict, the Bank shall have the right to sign an agreement on settlement of the conflict.

Amended by Chapter 10-1 by resolution of the General Shareholders' Meeting (minutes No.43 dated 22 May 2020).

Chapter 10-1. Procedures to manage conflict of interest, the mechanisms to implement the procedure and follow-up control

218-1. The mechanism to minimize conflict of interest in the Bank's activities is regulated by single internal regulatory document of the Bank approved by the Board of Directors (Halyk Bank JSC Conflict of Interest Policy).

218-2. With the consent of the Board of Directors, members of the Board of Directors, including independent Directors, may be appointed or elected to the bodies of other legal entities and act as their officers, in accordance with the requirements of section 6 of the Regulation on the Board of Directors of Halyk Bank JSC and applicable legislation of the Republic Kazakhstan.

218-3. A member of the Board of Directors should refrain from actions that would lead or potentially lead to a conflict between the interests of a member of the Board of Directors and the interests of the Bank, and if such a conflict of interest exists or arises, disclose it to the Board of Directors and take measures so that the procedure of further actions is observed.

218-4. A member of the Board of Directors shall notify the Board of Directors in writing of his intention to enter into a related party transaction, as well as disclose information on the transactions he entered, in the manner established by legislation for information disclosure.

218-5. A member of the Board of Directors shall abstain from voting issues where he has conflict of interest. At the same time, a member of the Board of Directors discloses to the Board of Directors both the fact of a conflict of interest and the grounds for its occurrence orally during in-person meeting of the

Board of Directors or by sending an appropriate written notice when resolution is passed by absent voting.

218-6. The Board of Directors ensures the creation of a system for identifying and resolving conflicts of interest arising between shareholders and bodies, officers of the Bank and shareholders, in accordance with this Code and the Bank's internal rules.

The Board of Directors shall monitor and, whenever possible, eliminate potential conflicts of interest at the level of officers and shareholders, including unlawful use of the Bank's property and abusive related party transactions.

218-7. The Board of Directors' conflict of interest management procedure violation response mechanism is regulated by the provisions of Chapter 10 of this Code and other internal rules of the Bank.

218-8. The Bank employees have the right to confidentially report violations related to the activities of the Bank through the use of a "hotline", the contact details of which are available on the Bank's official corporate website.

218-9. The procedures by which the Bank employees confidentially report violations related to the Bank's activities using the "hotline" are regulated by the Bank's internal regulatory document approved by the Bank's Management Board.

Chapter 11. Final Provisions

219. This Code shall enter into force from the moment of approval by the General Shareholders' Meeting of the Bank.

220. Provisions of this Code are binding on the Bank's shareholders, officials and employees.

221. Persons in breach of provisions hereof shall bear responsibility in accordance with the legislation of the Republic of Kazakhstan.

Amended by clause 222 by resolution of the General Shareholders' Meeting (minutes No.42 dated 18 April 2019)

222. If one or several clauses of this Code become invalid due to changes in legislation and (or) the Charter, this does not affect the remaining clauses of this Code, and they are valid to the extent not inconsistent with the laws of the Republic of Kazakhstan and the Bank's Charter.
