

**Information for shareholders' consideration
at the Annual General Shareholders' Meeting of JSC Halyk Bank
by absentee voting to be held on 22 May 2020**

**Item 1 on the agenda: "On approval of the agenda of the Annual General
Shareholders' Meeting of JSC Halyk Bank"**

**Agenda of the Annual General Shareholders' Meeting of JSC Halyk Bank
proposed for approval and published in the mass media on 30 March 2020:**

1. On approval of the agenda of the Annual General Shareholders' Meeting of JSC Halyk Bank.
2. On approval of JSC Halyk Bank's annual financial statements for the year ended 31 December 2019.
3. On approval of the procedure of distribution of JSC Halyk Bank's net income for 2019. On adoption of a resolution on payment of dividends on JSC Halyk Bank's common shares. On approval of the amount of dividend per common share of JSC Halyk Bank.
4. On consideration of the 2019 Performance Report of the Board of Directors of JSC Halyk Bank.
5. On determination of the number of members of the Board of Directors of JSC Halyk Bank.
6. On determination of the term of powers of the Board of Directors of JSC Halyk Bank.
7. On election of members of the Board of Directors of JSC Halyk Bank.
8. On approval of amendments to the Charter of Joint Stock Company Halyk Savings Bank of Kazakhstan.
9. On approval of amendments to the Corporate Governance Code of JSC Halyk Bank.
10. On approval of amendments to the Regulation on the Board of Directors of JSC Halyk Bank.
11. On informing the shareholders of JSC Halyk Bank on the amount and structure of remuneration for the members of the Board of Directors and Management Board of JSC Halyk Bank.
12. On consideration of information on shareholders' appeals on actions of JSC Halyk Bank and its officials, and on results of consideration thereof.

Item 2 on the agenda: “On approval of JSC Halyk Bank’s annual financial statements for the year ended 31 December 2019”

Dear Shareholders!

In accordance with Articles 35 and 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies," the annual financial statements of the Company should be approved at the Annual General Shareholders' Meeting. Hereby we present to you the core results of JSC Halyk Bank's activities in 2019:

For the year ended 31 December 2019 Halyk Group had good results, namely:

Halyk Group's assets grew by 3.1% (276 billion tenge) from 8 trillion 959 billion tenge to 9 trillion 235 billion tenge.

Loans to customers (net) increased over the year by 7.8% or by 271 billion tenge and at the end of the year amounted to 3 trillion 752 billion tenge, which in turn is 40.6% of all assets of Halyk Group.

The equity capital of JSC Halyk Bank increased by 22.6% (241 billion tenge) from 1 trillion 66 billion tenge to 1 trillion 307 billion tenge.

The net profit of Halyk Group increased by 31.6% (80.3 billion tenge) from 254.2 billion tenge to 334.5 billion tenge.

The major events of 2019, which are reflected in the financial statements of Halyk Group include the following:

- On 1 March 2019, the Group partially redeemed bonds in the amount of USD 200 million.

- On 26 April 2019, the Group redeemed subordinated bonds issued in April 2009, with an initial placement amounting to 3.5 billion tenge.

- On 14 November 2019, the Group redeemed coupon bonds issued in November 2014 with an initial placement amounting to 60 billion tenge.

All repayments were made from the own funds.

- in April 2019, the Group placed unsecured coupon bonds in Astana International Financial Center with a nominal value of USD180.5 million for a period of 36 months at a rate of 3% per annum.

- in the second half of 2019, the National Bank of Kazakhstan conducted the asset quality review (the “AQR”) of the 14 largest banks in Kazakhstan, occupying about 87% of the country's banking sector assets. According to the AQR results, there is no capital deficit in the Bank; prudential standards k1 and k2 are fulfilled at the system level with an excess, taking into account the AQR results. In the future, the Bank does not expect any impact of AQR results on the financial condition and stability of the Bank.

- in the third quarter, the Group opened a subsidiary in Uzbekistan JSCB Tenge Bank;

- in the fourth quarter, JSC ALMEX Holding Group sold 29.32 million GDRs, each of which corresponding to 40 common shares of the bank. In this regard, the ownership share of JSC ALMEX Holding Group decreased from 75% to 65.10% as of 31 December 2019, while the share of GDRs increased accordingly;

In addition to corporate events, from 1 January 2019, the Group at first time applied IFRS 16 Leases, therefore, assets and lease obligations increased by KZT 6 billion.

By the decision of the Board of Directors of the Bank dated 21 April 2020, the Bank's annual financial statements for the year ended 31 December 2019 were preliminary approved. The independent audit firm – Deloitte LLC confirmed reliability and accuracy of the annual financial statements of the Bank for the year ended 31 December 2019, as well as compliance with the requirements of international financial reporting standards and legislation of the Republic of Kazakhstan.

Dear Shareholders! Based on the foregoing, we ask you to approve annual financial statements of JSC Halyk Bank for the year ended 31 December 2019, taking into account the Independent Auditors' Report.

The annual financial statements of JSC Halyk Bank and Independent Auditors' Report for the year ended 31 December 2019 are available at the corporate website of JSC Halyk Bank at: (<https://halykbank.kz/investoram>) and at the location of the Management Board of JSC Halyk Bank.

Item 3 on the agenda: “On approval of the distribution of JSC Halyk Bank’s net income for 2019. On adoption of a resolution on payment of dividends on JSC Halyk Bank’s common shares. On approval of the amount of dividend per common share of JSC Halyk Bank”

Dear Shareholders!

On 15 March 2020, the Decree of the President of the Republic of Kazakhstan “On the introduction of a state of emergency in the Republic of Kazakhstan” for the period from 16 March 2020 to 15 April 2020 (further extended until 1 May 2020) was published due to the announcement of the World Health Organization about a new coronavirus (COVID-19) pandemic. In almost all major cities of Kazakhstan, the quarantine was introduced, imposing restrictions both for individuals and for all business entities. Air and rail communications were suspended both domestically and internationally.

Given the challenging current economic situation due to the coronavirus infection pandemic (COVID-19), its negative impact on the economy of Kazakhstan and the economies of Kazakhstan’s key trading partners (Russia, China, Italy, the Netherlands, USA, etc.), slowdown in almost all sectors of the economy of Kazakhstan, the fall in oil prices to multi-year lows and the KZT high volatility against the USD, in accordance with Articles 35, 36 and 44 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” and Articles 25, 26 and 27 of the Charter of JSC Halyk Bank, the Board of Directors brings for consideration by the General Shareholders’ Meeting the proposal to approve the procedure of distribution of JSC Halyk Bank’s net income received as a result of the 2019 financial and operating performance of JSC Halyk Bank as follows:

dividends on common shares of JSC Halyk Bank shall not be accrued and paid;
the net income of JSC Halyk Bank for 2019 shall not be distributed and shall be directed to retained earnings.

The proposed recommendation on not distributing the net income and not paying dividends for 2019 comes from uncertainty about the duration and extent of the negative impact of a number of factors both on the economic situation in Kazakhstan and globally such as the coronavirus pandemic (COVID-19), low oil prices and slowdown in various sectors of the economy of Kazakhstan. The capital retention under current conditions will allow JSC Halyk Bank to pass through any possible stressful scenarios more confidently.

We also ask that you take into account the letter of the Agency of the Republic of Kazakhstan on the Financial Market Regulation and Development stating that with growing risks of deterioration in the quality of banks assets and a decrease in profitability in the adverse environment, banks would require a substantial reserve of capital and liquidity, and recommending that the accumulated net profit shall not be distributed for the payment of dividends in the current year (letter ref. No. 01-1-04 / 597 dated 13 April 2020). The letter is recommendatory in nature; the instances when banks are prohibited from paying dividends are already identified by the legislation of the Republic of Kazakhstan.

Taking into account the interests of the shareholders of JSC Halyk Bank, the payment of dividends from JSC Halyk Bank's retained earnings of previous years may be considered in the second half of 2020. In this case, the financial performance of JSC Halyk Bank for 2019 will serve as a guideline for determining the amount of the distribution. Such a decision shall be preconditioned by the economic recovery in Kazakhstan and the reduction of uncertainty in the global economy.

Item 4 on the agenda: “On consideration of the 2019 Performance Report of the Board of Directors of JSC Halyk Bank”

Dear Shareholders!

In accordance with the Corporate Governance Code of JSC Halyk Bank, the performance of JSC Halyk Bank’s Board of Directors is evaluated by the Annual General Shareholders’ Meeting.

At the same time, the Board of Directors should give a formal and rigorous assessment of its own performance, as well as the activities of its Committees and members of the Board of Directors.

During the reporting year, the activity of the Board of Directors has been focused on implementation of the Halyk Group Development Strategy for 2019-2021 and was performed in strict compliance with the standards of corporate governance.

The in-person meetings of the Board of Directors were conducted with the participation of foreign independent directors in order to discuss the most important and strategic issues of JSC Halyk Bank. In cases permitted by the legislation of the Republic of Kazakhstan, the resolutions on operational issues were passed by the Board of Directors by absent voting.

In 2019, the Board of Directors of JSC Halyk Bank held 4 in-person meetings with 47 issues considered, and 87 meetings by absent voting.

The following issues were considered on a consistent basis:

1) semiannually:

reports of the Bank’s Management Board and subsidiaries on Halyk Group Corporate Strategy Implementation during 2016-2018 and 2019-2021;

JSC Halyk Bank and Halyk Group Performance and Budget implementation Reports for 2018 and 1H2019;

Progress Reports and Current Issues of Halyk Project LLP, KUSA Halyk LLP, Halyk Activ LLP and Halyk Activ 1 LLP;

2) quarterly reports of the Bank’s Management Board on Performance and Budget implementation of Halyk Group, upon the results of which the Board of Directors made appropriate amendments;

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

4) risk management matters, namely, loan portfolio quality analysis, related party transactions analysis in order to prevent issuing loans to such parties on preferential terms;

5) internal audit matters;

6) JSC Halyk Bank Transformation Program 2020 Progress Report and JSC Halyk Bank IT Transformation Program 2020 Progress Report;

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

Results of the Bank’s loan portfolio stress-testing were considered with different scenarios of world economy development, determination of effect on loan portfolio and capital of the Bank.

The Board of Directors was convinced that even in case of the worst scenario, the JSC Halyk Bank’s positions will remain strong enough.

The Chief Risk Officer, Chief Compliance Controller reported on the efficiency of compliance risk management at JSC Halyk Bank and its certain subsidiaries and the work done in the field of anti-money laundering and combatting financing of terrorism.

As an important and major part of its work in 2019, the Board of Directors considered the review of the issues related to:

1) the inclusion of common shares and global depositary receipts (GDRs) of the Bank in the official list of Astana International Exchange (AIX);

2) consideration of proposals for amending the development strategies of subsidiary banks of the Halyk Group;

3) amending the Bank's Dividend Policy;

4) consideration of information on the process of assessing the quality of banking assets (Asset Quality Review / AQR) in Kazakhstan and the Bank.

The Board of Directors regularly considered reports on implementation of Halyk Group's Strategy for 2016-2018 and 2019-2021, making sure that the Strategy was implemented successfully. As a result, the companies of Halyk Group strengthened their positions in the financial services market.

In general, the goals set by the Board of Directors before Halyk Group, aimed at keeping by the Bank No.1 position in Kazakhstan, enhancing the clients service and banking products development, have been achieved, while the subsidiaries keep implementing a set of measures aimed at strengthening the leading positions in their respective business areas.

The Board of Directors also assures a proper control of the Management Board's activities, Internal Audit Unit and other bodies of the Bank through the following Committees under the Board of Directors:

- Audit;
- HR and Remuneration;
- Strategic Planning;
- Social Issues.

In 2019, 8 in-person meetings and 48 absentee meetings of the Committees of the Board of Directors of JSC Halyk Bank were held. The most important issues considered by the Committees included:

- 2016-2018 Halyk Group Development Strategy Implementation results for 2018 and 2019-2021 Halyk Group Development Strategy Implementation results for 1H2019;
- Budget Execution and Performance Report of JSC Halyk Bank and Halyk Group for 2018 and 1H2019;
- The results of the Bank's stress testing in the general economic scenario (through scenario analysis) for 2020;
- The results of internal audit of business processes and divisions of JSC Halyk Bank, including corporate governance processes and interaction with the shareholders;
- Reviews of risk management current practices in JSC Halyk Bank and some subsidiaries;

- Report of the Internal Audit Department of the Bank on the internal self-assessment of compliance with the International Standards for the Professional Practice of Internal Auditing of the Institute of Internal Auditors for 2018;
- Report on efficiency of internal control in the Bank and its subsidiaries for 1H2019;
- Changes in the composition of the Management Board and the Board of Directors of JSC Halyk Bank and executive talent pool of JSC Halyk Bank for 2020;
- Issues of taking measures to develop the corporate social responsibility at JSC Halyk Bank and reviewing the reports on sponsorship and charity of JSC Halyk Bank and Halyk Chary Fund for 2018 and 2019.

All members of the Board of Directors have efficiently participated in the Bank's activity and objectively and faithfully performed their duties to the benefit of the Bank and its shareholders.

Thus, it appears that, during the reporting period, the work of the Board of Directors of JSC Halyk Bank was performed within the framework of the Halyk Group Development Strategy for 2019-2021, and fulfillment of the functions of the members of the Board of Directors was efficient.

Based on the above mentioned, it is proposed to take note of the Performance Report of the Bank's Board of Directors for 2019 and acknowledge the activity of the Board of Directors and performance of functions by the members of the Board of Directors as positive.

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

Dear Shareholders!

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

The composition of the Board of Directors of JSC Halyk Bank was determined by the resolution of the Annual General Shareholders' Meeting of JSC Halyk Bank dated 21 April 2017 (minutes No. 39) in the number of 7 (seven) persons.

Due to the expiration of the term of powers of the Board of Directors determined by the abovementioned Annual General Shareholders' Meeting of JSC Halyk Bank, the new composition of the Board of Directors shall be determined.

We also remind you that in accordance with Clause 5 of Article 54 of the Law of the Republic of Kazakhstan "On Joint Stock Companies", the number of the Board of Directors' members shall be at least three persons, while not less than thirty percent of the Board of Directors shall consist of independent directors.

Dear Shareholders! Taking into account the proposal of the Bank's major shareholder JSC ALMEX Holding Group and the Board of Directors of JSC Halyk Bank, it is suggested to determine the composition of the Board of Directors in the number of 7 (seven) persons that will allow JSC Halyk Bank comply with the legislation of the Republic of Kazakhstan and the highest international standards of corporate governance and professionalism.

Item 6 on the agenda: “On determination of the term of powers of the Board of Directors of JSC Halyk Bank”

Dear Shareholders!

In accordance with Article 26 of the Charter of JSC Halyk Bank, the General Shareholders' Meeting also has a right to determine the term of powers of the Board of Directors of JSC Halyk Bank.

As you know, the term of powers of the Board of Directors elected at the Annual General Shareholders' Meeting on 21 April 2017 (minutes No. 39), was defined as 3 (three) years, which expires at the time of this Annual General Shareholders' Meeting of JSC Halyk Bank.

During the preparation of this Annual General Shareholders' Meeting, the major shareholder – JSC ALMEX Holding Group proposed to determine the term of powers of the Board of Directors of JSC Halyk Bank as 3 (three) years, which expires at the time of holding the Annual General Shareholders' Meeting, at which the new Board of Directors is elected.

Dear Shareholders! Based on the foregoing, the Board of Directors of JSC Halyk Bank proposes to determine the term of powers of the Board of Directors of JSC Halyk Bank as 3 (three) years, which expires at the time of holding the Annual General Shareholders' Meeting, at which the new Board of Directors of JSC Halyk Bank is elected.

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

Dear Shareholders!

In accordance with Article 26 of the Charter of JSC Halyk Bank resolution on election the new members of the Board of Directors also falls within the exclusive competence of the General Shareholders' Meeting of JSC Halyk Bank.

JSC Halyk Bank, in its search for right candidates for the election as members of the Board of Directors, has considered a large number of applicants, including from among non-residents, representing large international financial institutions and having vast experience in corporate governance.

Taking into the account the proposal of the Bank's major shareholder - JSC ALMEX Holding Group and the results of the fruitful work of the members of the Board of Directors, whose term of powers has expired at the time of holding this General Shareholders' Meeting of JSC Halyk Bank, the following candidates are proposed for the election as the members of the Board of Directors of JSC Halyk Bank:

Dunayev Arman Galiaskarovich	– Independent Director, Member of the Board of Directors of JSC Halyk Bank, Independent Director, Member of the Board of Directors, Independent Director of JSC Altyn Bank (SB China Citic Bank Corporation Ltd), Member of the Board of Directors, Independent Director of JSC Halyk Finance and JSC Halyk Bank Georgia
Yessenbayev Mazhit Tuleubekovich	– Member of the Board of Directors of JSC Halyk Bank, CEO of JSC ALMEX Holding Group
Christof Ruehl	– Independent Director, Member of the Board of Directors of JSC Halyk Bank, Senior Researcher at the Center for Global Energy Policy, School of International and Public Relations, Columbia University
Pavlov Alexander Sergeevich	– Independent Director, Chairman of the Board of Directors of JSC Halyk Bank
Piotr Romanowski	– Independent Director, Member of the Board of Directors of JSC Halyk Bank
Franciscus Cornelis Wilhelmus (<i>Frank</i>) Kuijlaars	– Independent Director, Member of the Board of Directors of JSC Halyk Bank, Chief Executive Director of Eureka (Energy) Ventures BV

Shayakhmetova Umut
Bolatkhanovna

– Member of the Board of Directors and CEO of
JSC Halyk Bank

It should be noted that the candidates of Pavlov Alexander Sergeevich, Dunayev Arman Galiaskarovich, Frank Kuijlaars, Christof Ruehl, and Piotr Romanowski are proposed to be elected to the Board of Directors as independent directors and a candidate of Yessenbayev Mazhit Tuleubekovich - as a representative of JSC ALMEX Holding Group - the shareholder of JSC Halyk Bank.

Information about the candidates to the Board of Directors is set forth in the materials provided to you.

Dear Shareholders! Based on the foregoing, the Board of Directors of JSC Halyk Bank proposes to elect to the Board of Directors of JSC Halyk Bank the following persons: Pavlov Alexander Sergeevich, Piotr Romanowski, Dunayev Arman Galiaskarovich, Christof Ruehl, and Frank Kuijlaars as independent directors, Yessenbayev Mazhit Tuleubekovich as a representative of JSC ALMEX Holding Group, Shayakhmetova Umut Bolathanovna.

**Information about the candidates proposed for the election
as the member of the Board of Directors
of JSC Halyk Bank**

DUNAYEV ARMAN GALIASKAROVICH

Born in 1966, a citizen of the Republic of Kazakhstan

Education:

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

Affiliation with JSC Halyk Bank

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

Work experience, including, but not limited to, the last three years:

1991-1992 –Economic Consultant, Scientific and Technological Association "Service Center";

1992-1993 - Chief Specialist, Head of Department of Foreign Economic Relations of the Governor of Chimkent regional administration;

1993-1997 - Chief Specialist of the Financial Department, Head of External Relations, Deputy Head of Investment Projects, Head – Investment Director of Investment Projects, Head of Investment Programs Division, Kazakhstan Holding Company Astana-Holding;

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

1998-2000 - Head of Investment and International Programs Division, Head of International Financial Institutions, JSC Bank TuranAlem;

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

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

2003-2004 – CEO, JSC National Innovation Fund;

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

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

2008 – CEO, JSC Sustainable Development Fund Kazyna;

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

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

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

2011-2012 – CEO Advisor, JSC Samruk-Kazyna;

2008-2016 - Chairman of the Board of Directors, JSC Distressed Asset Fund (JSC Bayterek Development);

Since September 2013 till present time - Independent Director, Member of the Board of Directors of JSC Halyk Bank;

Since November 2014 till June 2018 - Chairman of the Board of Directors, Independent Director of JSC Altyn Bank (SB China Citic Bank Corporation Ltd), since June 2018 года till present time - Member of the Board of Directors, Independent Director of JSC Altyn Bank (SB China Citic Bank Corporation Ltd);

Since February 2016 till August 2018 - Member of the Board of Directors, Independent Director of JSC Halyk Finance and JSC Halyk-Life.

Since August 2018 till present time - Member of the Board of Directors, Independent Director of JSC Halyk Bank Georgia.

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

YESSENBAYEV MAZHIT TULEUBEKOVICH
Born in 1949, a citizen of the Republic of Kazakhstan

Education:

In 1972, Mr. Yessenbayev graduated from the Kazakh Polytechnic Institute named after V.I. Lenin as a mining engineer, in 1978 post-graduated at the Productive Forces Research Council under the State Planning Committee of the USSR with a Ph.D. degree in Economics, associate professor.

Affiliation with JSC Halyk Bank

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

Work experience, including, but not limited to, the last three years:

1972-1975 – economist of the Economic Research Institute under the State Planning Committee of the Kazakh SSR;
1975-1978 – post-graduate at the Productive Forces Research Council under the State Planning Committee of the USSR;
1979-1981 – junior researcher, Economic Research Institute under the State Planning Committee of the Kazakh SSR;
1981-1989 – lecturer, senior lecturer, Associate Professor, Department Chair of Karaganda Pedagogical Institute;
1989-1991 – Deputy Chief of the Main Planning and Economic Administration of the Executive Committee of Karaganda Regional Council of People's Deputies;
1991-1992 – Deputy Chairman of the Executive Committee of Karaganda Regional Council of People's Deputies;
1992-1994 – Deputy Head of Karaganda Regional Administration - Chairman of the Committee for Economy and Finance;
1994-1996 – Head of Main Tax Inspectorate of the Ministry of Finance of the Republic of Kazakhstan, First Deputy Finance Minister of the Republic of Kazakhstan;
1996- 1997 – Chairman of the State Tax Committee of the Republic of Kazakhstan of the Ministry of Finance of the Republic of Kazakhstan, Chairman of the Tax Committee of the Finance Ministry of the Republic of Kazakhstan;
1997-1999 – Karaganda Region Governor;
1999-2002 – Minister of Finance of the Republic of Kazakhstan;
2002-2003 – Minister of Economy and Trade of the Republic of Kazakhstan; Minister of Industry and Trade of the Republic of Kazakhstan;
2003-2004 – Assistant to the President of the Republic of Kazakhstan;
2004-2008 – Akmola Region Governor;
2008-2012 – Chairman of the Agency for Protection of Competition of the Republic of Kazakhstan;
2012-2013 – Chairman of the Customs Control Committee of the Ministry of Finance of the Republic of Kazakhstan;
2013-2014 – Advisor to the Chairman of the Board of Directors - General Representative of JSC Halyk Bank;

Since February 2014 till present time – Chairman of the Management Board, member of the Board of Directors of JSC ALMEX Holding Group;

Since April 2014 till present time – member of the Board of Directors of JSC Halyk Bank as a representative of JSC Halyk Bank's shareholder – JSC ALMEX Holding Group.

Note: The candidate is proposed for the election to the Board of Directors as representative of JSC Halyk Bank's shareholder – JSC ALMEX Holding Group.

CHRISTOF RUEHL

Born in 1958, a citizen of Federal Republic of Germany

Education:

Mr. Ruehl graduated from the University of Bremen with the qualification "Bachelor in Economics" and MBA in Economics.

Affiliation with JSC Halyk Bank:

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

Work experience, including, but not limited to the last three years:

1986-1988 – Junior Researcher, Department of Economics, University of Bremen;
1988-1991 – Researcher, Department of Economics, University of Hohenheim;
1991-1996 – Professor of Economics, University of California, Los Angeles;
1996-1998 – Lead Economist of the European Bank for Reconstruction and Development (EBRD), London;
1998-2001 – Senior Economist of the World Bank, Washington;
2001-2004 – Chief Economist of the Russian Department of the World Bank, Moscow;
2004-2005 – Lead Economist and Head of the Brazilian Department of the World Bank;
2005-2014 – Chief Economist, British Petroleum p.l.c., London;
Since 2007 till present time, Member of the Board of Directors of JSC Halyk Bank, Independent Director;
Since July 2014 till May 2019, the First Global Head of Research Unit of Abu Dhabi Investment Authority;
Since November 2019 till the present time, Senior Researcher at the Center for Global Energy Policy, School of International and Public Relations, Columbia University.

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

PAVLOV ALEXANDER SERGEEVICH

Born in 1953, a citizen of the Republic of Kazakhstan

Education:

In 1974, Mr. Pavlov graduated from Belarus State Institute of People's Economy named after V.V. Kuibyshev as an economist, in 1991 - Academy of Social Sciences under the USSR Communist Party Central Committee, with qualification in political science.

Affiliation with JSC Halyk Bank:

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

Work experience, including, but not limited to last three years:

1974-1975 – Senior economist of Pavlodar Regional Finance Department;
1976-1987 – Deputy Head of the Finance Department, Head of Planning and Economic Department of Pavlodar Tractor Plant named after V.I. Lenin;
1987-1991 – Head of Pavlodar Regional Finance Department;
1991-1994 – Deputy Chairman of Pavlodar Regional Executive Committee,
Since 1992 - Deputy Head of Pavlodar regional administration on economic reform issues;
1994 – Head of the Main State Tax Inspectorate - First Deputy Minister of Finance of the Republic of Kazakhstan;
1994-1996 – Minister of Finance of the Republic of Kazakhstan;
1996-2000 – Deputy Prime Minister - Minister of Finance of the Republic of Kazakhstan, First Deputy Prime Minister of the Republic of Kazakhstan;
2001-2002 – Deputy Chairman of the Board of Directors, Deputy Chairman of the Management Board of JSC Kazakhmys;
2002 – Deputy Prime Minister and Minister of Finance of the Republic of Kazakhstan;
2002-2003 – First Deputy Prime Minister of the Republic of Kazakhstan;
Since 2004 – temporary adviser to the President of the Republic of Kazakhstan;
Since March 2004 till present time, Chairman of the Board of Directors, Independent Director of JSC Halyk Bank.

Additional information

He was head of the Small Business Development Commission and the Higher Scientific and Technical Commission of the Government of the Republic of Kazakhstan. He was elected to the National Council for Sustainable Development of the Republic of Kazakhstan. Since September 2001, he has been a Member of the Council of Entrepreneurs under the President of the Republic of Kazakhstan, since September 2007 – a Member of the Council of National Investors under the President of the Republic of Kazakhstan.

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

to the Board of Directors of JSC Halyk Bank as JSC Halyk Bank shareholder's representative.

PIOTR ROMANOWSKI

Born in 1969, citizen of the Republic of Poland

Education:

In 2017, he graduated from Harvard Business School, Cambridge, Massachusetts, USA with a data analytics program.

In 2016, he graduated from the University of Singularity, Mountain View, California, USA - executive program.

1995 - 1997, he studied at Cambridge University, Cambridge, UK. Awarded a Ph.D. in molecular biology from the Wellcome / CRC Research Institute:

- the dissertation thesis was presented over 2 years and 9 months (4 years on average for the University of Cambridge)
- has several publications in peer-reviewed journals (cell, pnas, etc.).
- patented use of anti-msm antibodies for cancer detection; the patent rights were sold to SmithKline Beecham.

1987 - 1994, he studied at the Gdansk Medical Academy, Gdansk, Poland. In May 1995, he was awarded a Ph.D. in cancer genetics.

Affiliation with JSC Halyk Bank:

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

Work experience, including, but not limited to the last three years:

From 1998 to 2008, he worked at the consulting company McKinsey & Company, Warsaw, Poland. From 1998 to 2004, he was a manager / senior manager and from 2005 to 2008 he became a partner of the company.

From 2008 to 2009, he was elected as a member of the Management Board, overseeing the corporate banking branch at Bank Millennium, Warsaw, Poland.

Since 2009 – the first external investor in Selvita & Ryvu Therapeutics, Krakow, Poland. Since 2011, he has been Chairman of the Supervisory Board.

From 2011 to 2014, he was a partner, a leader in financial services to the countries of Central and Eastern Europe / CIS in PwC, Warsaw, Poland. From 2014 to 2018, he was an Advisor in PwC for Central and Eastern Europe / CIS countries and from 2017 to 2018, he was a client market leader in the CIS countries.

Additional information

He has 10 years of experience in private investments in technology, biotechnology, in-depth technology.

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

Note: The candidate is proposed for the election as the member of the Board of Directors – Independent Director of JSC Halyk Bank. The candidate is not a

shareholder of JSC Halyk Bank and not proposed (not recommended) for the election to the Board of Directors of JSC Halyk Bank as JSC Halyk Bank shareholder's representative.

FRANK KUIJLAARS

Born in 1958, a citizen of Kingdom of the Netherlands

Education:

Graduated from the Erasmus University, Rotterdam, the Netherlands, has LLM degree; completed the Bank & Insurance certification from the Dutch Institute for Banks and Insurance Companies and followed several postgraduate programs at international institutions like: Fontainebleau, France; Cambridge University, UK; Harvard Business School USA.

Affiliation with JSC Halyk Bank

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

Work experience, including, but not limited to the last three years:

During his almost 25-year career at ABN AMRO and later at RBS, until 2008, he held a number of senior positions: Head of Corporate and Investment Banking in Belgium, Regional Manager in Brazil, Country Manager in Russia and Brazil, etc. Mr. Kuijlaars was also a Member of the Supervisory Board in Russia, Kazakhstan and Uzbekistan. After his appointment in 2001 to the position of Corporate Executive Vice President, in addition to supervising global energy issues, he was a Member of the Executive Committees in Europe, Central and Eastern Europe, Middle East and Africa, as well as Corporate and Investment Banking. He is an adviser to several international organizations, and for a long time was a Member of the Council of Foreign Investors under the President of the Republic of Kazakhstan. Since 2006 till 2017 Mr. Kuijlaars was an Independent Director, the Member of the Board of Directors of JSC National Company KazMunayGas. From 2012 to 2017, Mr. Kuijlaars was Independent Director of the Amsterdam Trade Bank. Since 2009, Mr. Kuijlaars has been Independent Director, Member of the Board of Directors of JSC Halyk Bank and Chief Executive Officer of Eureka (Energy) Ventures BV.

Note: The person is proposed for the appointment as the Member of the Board of Directors – Independent Director of JSC Halyk Bank. The candidate is not a shareholder of JSC Halyk Bank and not proposed (not recommended) for the appointment to the Board of Directors of JSC Halyk Bank as a JSC Halyk Bank shareholder's representative.

SHAYAKHMETOVA UMUT BOLATKHANOVNA

Born in 1969, a citizen of the Republic of Kazakhstan

Education:

In 1993 – a Graduate of P. Lumumba People's Friendship University of Russia, qualification "Bachelor of Economic Science". In 1996 – Rutgers University, USA, New Jersey, MBA degree.

Affiliation with JSC Halyk Bank

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

Work experience, including, but not limited to the last three years:

1997-1998 – specialist of the Project Financing Division, Financial Analyst, CJSC ABN AMRO Bank Kazakhstan SB;

1998-2000 – “ABN AMRO Asset Management” Pension Asset Management Company, Chairperson of the Management Board;

2000 – OJSC Halyk Bank, Managing Director;

2000-2004 – CJSC ABN AMRO Bank Kazakhstan SB, Deputy CEO;

2004-2009 – JSC Halyk Bank, Deputy CEO for Lending;

January 2009 – till present time – JSC Halyk Bank, Chairperson of the Management Board;

April 2009 – till present time – Member of the Board of Directors of JSC Halyk Bank;

May 2011 – till present time – President of Kazakhstan Gymnastics Federation.

June 2015 – till present time – Chairperson of Regional Council Business Women, Chamber of Entrepreneurs, Almaty.

June 2016 – till present time – Chairperson of the Financial Sector Committee under Presidium of the National Chamber of Entrepreneurs “Atameken” and Chairperson of the UnionPay International Regional Council for Eastern Europe, Central Asia, Russia and Caucasus.

Since June 2018 till the present time, she has been a member of the Board of Directors, representative of JSC Halyk Bank in JSC Altyn Bank (SB China Citic Bank Corporation Ltd).

Since 2019, she was elected a member of the Regional Council of Business Women at the Chamber of Commerce of Almaty and a member of the Mastercard Europe Advisory Board.

Note: The person is proposed for the appointment as the Member of the Board of Directors of JSC Halyk Bank. The candidate is not a shareholder of JSC Halyk Bank and not proposed (not recommended) for the appointment to the Board of Directors of JSC Halyk Bank as a JSC Halyk Bank shareholder's representative.

Item 8 on the agenda: «On approval of amendments to the Charter of JSC Halyk Bank».

Dear Shareholders!

In accordance with Article 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies" and Article 26 of JSC Halyk Bank's Charter, consideration and approval of amendments to JSC Halyk Bank's Charter falls within the exclusive competence of the General Shareholders' Meeting.

The materials provided to you include draft amendments to the Charter of JSC Halyk Bank in the Kazakh and Russian languages.

The current version of the Charter of JSC Halyk Bank is available on the corporate website of JSC Halyk Bank.

Amendments to the Charter of JSC Halyk Bank approved by the resolution of the General Shareholders' Meeting of JSC Halyk Bank No. 22 dated 20 December 2006 are made so that to make it consistent with the changes made in the legislation of the Republic of Kazakhstan and also in order to improve the business process for the sale of real estate of JSC Halyk Bank.

In particular, the following amendments to the Charter of JSC Halyk Bank are suggested:

1) extension of the term for preparing the minutes to in-person meeting of the Board of Directors from three days to seven days, in accordance with clause 5 of Article 58 of the Law of the Republic of Kazakhstan "On Joint Stock Companies;"

2) disclosure of methods for determining the value of shares redeemed by JSC Halyk Bank at over-the-counter market on the financial reporting depository's Internet resource, in accordance with sub-clause 9) of clause 2 of Article 102 of the Law of the Republic of Kazakhstan "On the Securities Market;"

3) improvement of the real estate sale process.

Dear shareholders! Based on the foregoing, the Board of Directors of JSC Halyk Bank proposes to approve the amendments to the Charter of JSC Halyk Bank as it is drafted, and authorize the Corporate Secretary Igor Mikhailovich Lyashenko to sign the amendments to the Charter of Joint Stock Company Halyk Savings Bank of Kazakhstan.

Amendments
to the Charter
of Joint Stock Company
Halyk Savings Bank of Kazakhstan

Approved
by the resolution of the Annual General
Shareholders' Meeting of JSC Halyk Bank
(minutes No. ____ dated ____ 2020)

Almaty, 2020

In the Charter of Joint Stock Company Halyk Savings Bank of Kazakhstan approved by the resolution of the General Shareholders' Meeting of JSC Halyk Bank (minutes No.22 dated 20 December 2006):

In clause 18 of Article 30 the word ‘three’ shall be replaced by the word “seven”;
Sub-Clause 6) of Clause 2 of Article 33 shall be amended to read as follows:

“6) makes decisions on the acquisition and disposal of real estate, except as otherwise provided in this Charter and (or) the Bank’s internal regulations;”;

Clause 1 of Article 40 shall be supplemented with Sub-Clause 7-1) to read as follows:

“7-1) methods for determining the value of shares redeemed by the Bank at over-the-counter market;”

A person authorized by the General Shareholders’ Meeting of JSC Halyk Bank to sign amendments to the Charter of Joint Stock Company Halyk Savings Bank of Kazakhstan

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

Dear Shareholders!

In accordance with Article 36 of the Law "On Joint Stock Companies" and Article 26 of the Bank's Charter, consideration and approval of the amendments to the Corporate Governance Code of JSC Halyk Bank falls within the exclusive competence of the General Shareholders' Meeting.

The materials provided to you include draft amendments to the Corporate Governance Code of JSC Halyk Bank in the Kazakh and Russian languages.

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

In order to ensure compliance with the Corporate Governance Code and the Regulation on the Board of Directors with the requirements of the Rules for the formation of risk management and internal control system for second-tier banks¹ and other requirements of Kazakhstan legislation, we propose to enter amendments related to:

- 1) introduction of the concept of "corporate governance";
- 2) expansion of list of issues related to the exclusive competence of the Board of Directors:
 - appointment and dismissal of Chief Risk Officer, and interaction and supervision over the work of the Chief Risk Officer;
 - passing resolution on issuance of unsecured consumer loan, the amount of which exceeds the amount established by the regulatory legal act of the authorized body.
- 3) determination of key principles for members of the Board of Directors, which they should be guided by when making decisions;
- 4) assignment of key elements of control of the Board of Directors over the activities of the Management Board;
- 5) inclusion of a Risk Management Committee in the list of Committees under the Board of Directors;
- 6) specification of qualification of members of the Board of Directors;
- 7) establishment of the procedure to manage conflict of interest, the mechanism to implement the procedure and follow-up control.

Dear Shareholders! Based on the foregoing, the Board of Directors of JSC Halyk Bank proposes to approve the proposed amendments to the Corporate Governance Code of JSC Halyk Bank.

¹ Rules for the formation of risk management and internal control system for second-tier banks, approved by the regulation of the Management Board of the National Bank of Kazakhstan No.188 dated 12 November 2019.

Approved
by resolution of the Annual General
Shareholders' Meeting
of JSC Halyk Bank
(minutes No. ____ dd _____ 2020)

Amendments
to the Corporate Governance Code of JSC Halyk Bank

In the Corporate Governance Code of JSC Halyk Bank approved by the resolution of the General Shareholders' Meeting of JSC Halyk Bank (Minutes No. 22 dated 20 December 2006):

Clause 4 shall be amended to read as follows:

“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 to build a process of corporate decision-making.
Disclosure Rules	Disclosure Rules of Kazakhstan and/or international stock exchanges on which the Bank's securities are admitted to trading in accordance with a resolution of the Bank;
Listing Rules	Listing Rules published by Kazakhstan and/or international stock exchanges on which the Bank's securities are admitted to trading in accordance with a resolution of the Bank;
Model Code	The Code of Corporate Governance 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.”;

sub-clause 4) of Clause 11 shall be amended to read as follows:

“4) establishes committees under the Board of Directors on issues of strategic planning, risk management, nominations and remunerations, internal audit, social and

other issues, which provide recommendations to the Board of Director in accordance with the regulations of the committees, as approved by the Board of Directors;”;

Clause 60 shall be amended to read as follows:

“60. The Board of Directors is the governing body of the Bank, which is in charge of general management of the Bank, 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.”;

To add Clause 61-1 as follows:

“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 shall be amended to read as follows:

“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.”;

To add clause 64-1 to read as follows:

“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.”;

Clause 66 shall be deleted;

Clause 70 shall be supplemented with an additional paragraph 2 to read as follows:

“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.”;

Clause 72, after the words “strategic planning,” shall be supplemented by the words “risk management,”;

Clause 90, the word “three” shall be replaced by the word “seven”;

Clause 100 shall be amended to read as follows:

“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 Chairman and members of the Management Board should enjoy confidence of shareholders and employees of the Bank. To members of the Management Board, as to their personal and professional qualities high requirements are set.

The Board of Directors carries out effective supervision over performance by members of the Management Board. The Management Board of the Bank reports to the Board of Directors of the Bank.”;

Clause 157 shall be supplemented with sub-clause 7-1) to read as follows:

“7-1) methods for determining the value of shares at their redemption by the Bank on the over-the-counter securities market;”;

Clause 157 shall be supplemented with chapter 10-1 to read as follows:

“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 (Conflict of Interest Policy in JSC Halyk Bank).

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 JSC Halyk Bank 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 “hot line”, 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.”

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

Dear Shareholders!

Whereas the Regulations on the Board of Directors of JSC Halyk Bank were approved by the resolution of General Shareholders’ Meeting of JSC Halyk Bank on 20 December 2006, amendments thereto can also be made based on the relevant resolution of the General Shareholders’ Meeting of JSC Halyk Bank.

The current version of the Regulation on the Board of Directors of JSC Halyk Bank is available on the corporate website of JSC Halyk Bank.

The materials provided to you include draft amendments to the Regulations on the Board of Directors of JSC Halyk Bank in the Kazakh and Russian languages.

The Regulation on the Board of Directors of JSC Halyk Bank is amended in order to bring its provisions in line with amendments to clause 5 of Article 58 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, the addition of Article 102 of the Law of the Republic of Kazakhstan “On the Securities Market”, as well as the requirements of the Rules for the Formation of Risk Management and Internal Control System for Second-Tier Banks².

The main amendments to the Regulation on the Board of Directors of JSC Halyk Bank are clarifying the competence of the Board of Directors related to expanding the list of issues referred to the exclusive competence of the Board of Directors: appointment and dismissal of the Chief Risk Officer, as well as interaction and control over the work of the Chief Risk Officer; making decisions on the issue of unsecured consumer loans exceeding the amount established by the regulatory legal act of the authorized body.

The Regulation on the Board of Directors of JSC Halyk Bank contains clarifications related to the requirements for the composition of the Board of Directors and qualification requirements for its members, as well as changes related to the determination of key elements of the Board of Directors control over the activities of the Management Board.

Dear Shareholders! Based on the foregoing, the Board of Directors of JSC Halyk Bank proposes to approve the proposed amendments to the Regulation on the Board of Directors of JSC Halyk Bank as it is drafted.

² Rules for the formation of risk management and internal control system for second-tier banks, approved by the regulation of the Management Board of the National Bank of Kazakhstan No.188 dated 12 November 2019

**Amendments to the Regulation on the Board of Directors
of JSC Halyk Bank**

In the Regulation on the Board of Directors of JSC Halyk Bank approved by the resolution of the General Shareholders' Meeting of JSC Halyk Bank (Minutes No. 22 dated 20 December 2006):

Clause 4:

Sub-clause 13-2) shall be amended to read as follows:

“13-2) appointment and dismissal of Chief Risk Officer, Chief Compliance Controller, as well as interaction and supervision over the work of the Chief Risk Officer;”;

Add sub-clause 25-2) to read as follows:

“25-2) pass resolution on issuance of unsecured consumer loan, the amount of which exceeds the amount established by the regulatory legal act of the authorized body, with the exception of approving unsecured consumer loans for refinancing mortgage loans;”;

Clause 5 shall be amended to read as follows:

“5. 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.

The structure of the Board of Directors must consists of the balance of the independent and other Directors in order to prevent domination of one person or limited group of persons over the decision-making process.

Member of the Board of Directors may not transfer his/her functions, given to him/her in accordance with the Law and (or) Bank's Charter, to other persons.”;

Clause 33, the word “three” shall be replaced by the word “seven”;

Clauses 59 and 60 shall be amended to read as follows:

“59. 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 regulatory legal act for the risk management and internal control system formation issues;

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;

7) review and analysis of managerial information in accordance with the requirements of the regulatory legal act for the risk management and internal control system formation issues and performance report of the Bank's Management Board on a quarterly basis.

The Board of Directors annually analyzes the activities of the Bank's Management Board for achieving by the Bank the current financial year targets, reports on performance of functional responsibilities by the executive management of the Bank.

In case of inconsistency of the Bank's performance results and the current year targets, the Board of Directors within the limits of its authority may apply appropriate measures to the members of the Management Board.

60. The Board of Directors ensures that the Bank has a management information system and risk management system that matches the selected business model, scope of activities, types and complexity of operations, and provides an appropriate process for identifying, measuring and evaluating, monitoring, controlling and minimizing the Bank's significant risks so that the Bank could determine the amount of capital and liquidity required to cover the significant risks inherent in the Bank's activities.

The risk management system is a set of components established by the requirements of the regulatory legal act for the risk management and internal control system formation issues, which provides a mechanism for the interaction of internal procedures, processes, policies, structural subdivisions developed and regulated by the Bank in order to timely identify, measure, control and monitor the Bank's risks, and minimize them to ensure its financial stability and stable functioning.

The Management Board of the Bank provides the Board of Directors with the financial and management reports, in reliance on which the Board of Directors analyzes the financial performance of the Bank over the past year.

Also, in order to improve internal control over the activities of the Bank and risk management, the Management Board of the Bank provides the Board of Directors with the opinion of the external auditors of the Bank. This opinion is presented to the Board of Directors after the relevant reporting of the external auditor is provided to the Management Board of the Bank.

The Board of Directors ensures development of the information technology infrastructure in order to collect and analyze complete, reliable, timely information for risk management purposes, as well as awareness of the existence of information technology infrastructure restrictions to determine risk appetite levels.”

Clause 61, after the words “strategic planning,” shall be supplemented by the words “risk management,”.

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

Dear Shareholders!

In accordance with Article 35 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, Chairman of the Board of Directors of the Company informs the shareholders on the amount and structure of remuneration of the members of Board of Directors and Management Board of the Company at the Annual General Shareholders’ Meeting.

In pursuance of the requirements of the aforementioned Law, we hereby inform you on the amount and structure of remuneration of the members of Board of Directors and Management Board of the Bank in 2019.

Remuneration (payment of remuneration) to the members of Board of Directors and Management Board of the Bank will be paid on the basis of the labor contracts (agreements), concluded in accordance with the requirements of sub-clause 5) clause 1 Article 36, sub-clause 9) clause 2 Article 53 and Article 59 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” and based on resolutions of JSC Halyk Bank’s authorized bodies.

We remind you that terms of remuneration of the members of Board of Directors of JSC Halyk Bank were determined by the resolution of Annual General Shareholders’ Meeting of JSC Halyk Bank dated 19 April 2006, and terms of compensation for expenses incurred in the performance of their duties by the members of Board of Directors of JSC Halyk Bank were determined by the resolution of Annual General Shareholders’ Meeting of JSC Halyk Bank dated 19 April 2012.

Remuneration of the members of Board of Directors and Management Board of the Bank in 2019 was as follows:

(KZT)

Members of Board of Directors and Management Board of the Bank	Total revenues
	2 700 235 425,80

In 2019, the mandatory deductions from the above revenues of the members of Board of Directors and Management Board of the Bank were as follows:

(KZT)

Members of Board of Directors and Management Board of the Bank	Individual income tax	Mandatory pension contributions	Total mandatory deductions
	267 916 021,83	23 316 422,09	291 232 443,92

Dear shareholders! Please take note of the presented information of amount and structure of remuneration of the members of Board of Directors and Management Board of JSC Halyk Bank.

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

Dear Shareholders!

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

The Annual General Shareholders’ Meeting of JSC Halyk Bank held on 18 April 2019 resolved at the end of 2018 to pay dividends, at the rate of KZT10.78 per common share, which is 50% of the total consolidated net income for 2018. The payment of dividends on common shares was made by JSC Halyk Bank to updated banking details available in the security holders register system of 6,383 shareholders, in the amount of KZT126,347 million, including on the basis of written applications filed by shareholders of JSC Halyk Bank.

In accordance with resolution passed by the Board of Directors of JSC Halyk Bank in 2019, 5,000 common shares of JSC Halyk Bank have been redeemed on the basis of application filed by the individual shareholder, totaling KZT275,000.

In 2019, thirty formal appeals have been received from shareholders of JSC Halyk Bank and considered, to which the following answers are given:

two appeals have been considered from shareholders concerning the possibility to provide statements on withholding of income tax upon payment of dividends on common shares of JSC Halyk Bank for 2018. As a result, relevant statements were prepared and provided for submission to the tax authorities when completing tax returns;

sixteen appeals have been considered from individual shareholders of JSC Halyk Bank concerning payment of dividends for JSC Halyk Bank’s common shares holding period, and the procedure for updating by shareholders of JSC Halyk Bank of information in the security holders register system of JSC Integrated Securities Registrar, to which full and complete responses were provided;

to nine appeals from shareholders of JSC Halyk Bank, we responded they should contact JSC Central Securities Depository for information on availability/unavailability of security holders’ details in the security holders register system;

to three appeals from shareholders of JSC Halyk Bank concerning the financial assistance, we responded that financial assistance is not possible.

In accordance with Articles 35 and 44 of the Law of the Republic of Kazakhstan "On Joint Stock Companies" and Articles 25 and 26 of the Charter of JSC Halyk Bank, the Board of Directors of JSC Halyk Bank proposes to the General Shareholders’ Meeting to take note of the information on shareholders’ appeals on actions of JSC Halyk Bank and its officials, and on results of consideration thereof.