

Annex _____
to minutes to the meeting of the Board of Directors
of Halyk Bank JSC by absent voting
No. _____ dated _____

**Rules
of Internal Control over Disposal and Use
of the Insider Information at Halyk Bank JSC**

Almaty
2023

Chapter 1. General

1. These Rules of Internal Control over Disposal and Use of the Insider Information at Halyk Bank JSC (the “Rules”) have been developed in accordance with the Law of the Republic of Kazakhstan “On Securities Market”, the Law of the Republic of Kazakhstan “On Joint Stock Companies”, the Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan”, other statutes of the Republic of Kazakhstan, internal regulatory documents of Halyk Bank JSC (the “Bank”), and in accordance with international requirements applicable to the Bank due to inclusion (listing) of the securities issued by the Bank in the list of securities traded on a stock exchange operating in a foreign country.

2. The purpose of the Rules is to ensure the Bank’s compliance with the legislation of the Republic of Kazakhstan, foreign legislation regulating the use of the insider information, and also to increase the level of business reputation, to maintain a high degree of corporate governance, to ensure the stability of the Bank.

3. The Rules shall determine the list of the Bank’s insider information, establish the procedure for control over disposal and use of the insider information of the Bank, subsidiaries of the Bank, and other legal entities with respect where to the Bank is deemed an insider, the procedure/terms and conditions of its disclosure, the procedure for maintaining the list of insiders, determine the restrictions established for insiders, and liability for disclosure of the insider information.

4. Issues not settled hereby shall be settled in accordance with the laws of the Republic of Kazakhstan and internal regulatory documents of the Bank, and the requirements of foreign laws applicable to the Bank in connection with inclusion (listing) of the securities issued by the Bank in the list of securities traded on a stock exchange operating in a foreign country.

5. The control and responsibility for compliance with the requirements of the Rules shall be imposed on the subdivision owning the insider information and/or responsible for taking measures to ensure compliance with the requirements of the legislation, and on the members of the Bank’s Management Board supervising the said subdivisions.

6. The Compliance Control Department shall be the subdivision coordinating the activities of the subdivisions within these Rules.

7. To ensure that the Bank’s insiders fulfill the requirements of the legislation of the Republic of Kazakhstan, the requirements of foreign legislation in respect of the Bank’s insider information and the Rules, the Rules shall, in terms of disposal and use of the insider information, be posted in the Kazakh, Russian and English languages on the Internet resource of the Bank, the financial reporting depository, and the stock exchange (if the Bank’s securities (derivative financial instruments) are included in the list of and listed on such stock exchange), and may also be provided to the Bank’s insiders upon their request in the manner and within the terms established by the laws of the Republic of Kazakhstan, internal documents of the Bank.

Chapter 2. Basic Definitions

8. Basic terms used in the Rules are as follows:

1) *closed period* – 30 (thirty) calendar days prior to the announcement (publication) of the annual or interim financial report of the Bank, which the Bank is obliged to publish in accordance with the requirements of the legislation of the Republic of Kazakhstan or the rules of the stock exchange where the Bank’s securities are admitted to trading;

2) *insider* – a person having access to the insider information. A person having access to the insider information of the Bank shall be recognized as an insider of the Bank, which shall be determined in accordance with the Rules.

In case the Bank is recognized as an insider with regard to another person in accordance with the laws of the Republic of Kazakhstan, foreign laws, the Bank employees who have, by virtue of their official position and employment duties, access to the insider information of the person with regard where to the Bank is recognized as an insider, shall also be recognized as insiders of such person (subsidiaries of the Bank, third-party entities);

3) *insider information* – reliable information on securities (derivative financial instruments), transactions therewith, and on the Bank that issued (provided) securities (derivative financial instruments), activities conducted thereby, constituting a commercial secret, and other information not known to third parties and the disclosure whereof may affect changes in the value of securities (derivative financial instruments) and the Bank's activities;

4) *publicly available information* – information that does not require or has no restrictions for access thereto, or is subject to disclosure in accordance with the laws of the Republic of Kazakhstan;

5) *responsible subdivisions* – Internal Audit Department, Financial Risk and Portfolio Analysis Department, Digital Lending Risk Department, Legal Department, Bad Loan Legal Support and Judicial Protection Department, Financial Institutions and International Relations Division, Group Capital Management Department, Treasury, Accounting and Reporting Department, Marketing and PR Department, Compliance Control Department, Controlling and Budgeting Department, Chancellery Department, Tax Department, Credit Risk Department, and other subdivisions of the Bank, as agreed with the Chief Compliance Controller.

6) *list of insiders*:

list of those having access to the Bank's insider information;

list of persons (Bank employees) having access to the insider information;

list of those with respect whereof the Bank is recognized as an insider.

Maintenance and updating of the list of insiders shall be determined by these Rules;

7) *authorized body* – the Agency of the Republic of Kazakhstan for Regulation and Development of Financial Market;

8) *DMP* – Disclosing Market Participant, a person (the Bank or a third party acting on behalf and in the interests of the Bank) disclosing information (to potential investors) within the framework of market sounding;

9) *FCA* – Financial Conduct Authority, the authorized body for supervision and regulation of financial services and financial markets in the UK;

10) *MSR* – Market soundings recipient, a recipient of information within the scope of market soundings (e.g. potential investor);

11) *PDMR* – *Person discharging managerial responsibilities*. This includes: members of the Bank's administrative, executive and management bodies or senior managers who are not members of the above bodies, who have permanent access to the Bank's insider information and have the authority to make managerial decisions affecting the Bank;

12) *UKLA* (UK Listing Authority) – Listing Agency of the United Kingdom of Great Britain and Northern Ireland.

Chapter 3. Insider Information

9. Insider information of the Bank shall include the following:

1) financial statements of the Bank;

2) other information, apart from financial statements, regarding the financial position of the Bank, including but not limited to the information on calculation of the equity capital adequacy ratio, on compliance with prudential norms;

3) information on changes in the Bank's activities affecting the interests of securities holders:

- amendments to the equity securities prospectus;

- information on non-compliance by the Bank with the conditions stipulated in the non-government bonds prospectus, facts of default committed by the Bank;

- issue by the Bank of shares and other securities, and approval by the authorized body of the Bank securities placement reports, the Bank securities redemption reports, cancellation by the authorized body of the Bank securities;

- participation of the Bank in the establishment of a legal entity;

- bringing the Bank and its officials to administrative responsibility;

- other events affecting the interests of the Bank's shareholders and investors, in accordance with the Bank's Charter, and the Bank's securities prospectus;

4) information on corporate events of the Bank:

- resolutions adopted by the general meeting of shareholders of the Bank;
- changes in the composition of the Bank's bodies, including resolutions on election/re-election of the management body, executive body of the Bank, with an indication of the composition of the management body, executive body of the Bank, and changes in the composition thereof;
- changes in the composition of shareholders holding ten and more percent of voting shares of the Bank;
- resolutions adopted by the Bank's Board of Directors on convening annual and extraordinary general meetings of the Bank's shareholders;
- resolutions adopted by the Bank's Board of Directors on placement (sale), including the number of shares to be placed (sold) within the number of authorized shares, method and price of placement (sale) thereof;
- resolutions adopted by the Bank's Board of Directors on repurchase by the Bank of placed shares, if the number of shares to be repurchased by the Bank exceeds one percent of the total number of placed shares, and the price of repurchase thereof;
- resolutions adopted by the Bank's Board of Directors on issue of bonds and derivative securities;
- resolutions adopted by the Bank's Board of Directors on entering into major transactions and (or) transactions that simultaneously meet the following conditions: they are interested party transactions and are related to acquisition or alienation of property the value whereof is ten and more percent of the total book value of the Bank's assets as of the date of adoption of the resolution to enter into such transactions;
- resolutions adopted by the Bank's Board of Directors on the list of issues to be communicated to the Bank's shareholders and investors in accordance with the Bank's internal documents;
- conversion of securities and (or) other monetary liabilities of the Bank into ordinary shares of the Bank;
- exchange of outstanding shares of the Bank of one type for shares of the Bank of another type;
- splitting of shares;
- changes in the list of organizations wherein the Bank holds ten and more percent of shares (stakes, units) in each;
- execution by the Bank of major transactions and/or transactions that simultaneously meet the following conditions: they are transactions wherein the Bank has interest and are related to acquisition or alienation of property the value whereof is ten and more percent of the total book value of the company's assets as of the date of adoption by the authorized body of the company of the resolution on entering into such transactions.

Information on a transaction resulting in acquisition or alienation of property worth ten or more percent of the total book value of the Bank's assets shall include information on the parties to the transaction, assets to be acquired or alienated, terms and conditions of the transaction, nature and volume of participation shares of the persons involved, and other information on the transaction, if any;

- court decision on forced liquidation or reorganization of the Bank, and on forced liquidation or reorganization of the Bank's subsidiaries and affiliates;
- pledge (re-pledge) of the Bank's property for the amount of ten and more percent of the total book value of the Bank's assets, and withdrawal from pledge (re-pledge) of the Bank's property for the amount of ten and more percent of the total book value of the Bank's assets;
- seizure (removal from seizure) of the Bank's property the value whereof is ten and more percent of the total book value of the Bank's assets;
- receipt by the Bank of a loan in the amount of twenty-five and more percent of the total book value of the Bank's assets, and full repayment of the principal and accrued interest thereon;
- occurrence of circumstances of extraordinary nature resulting in destruction of the Bank's property the book value whereof amounted to ten and more percent of the total amount of the Bank's assets;
- initiation of court proceedings on a corporate dispute;
- obtaining by the Bank of permits to conduct any types of activities, suspension or termination of permits previously obtained by the Bank;
- changes in the Bank's core activities;

- other events affecting the interests of the Bank's shareholders and (or) investors in accordance with the Charter and the Bank's equity securities prospectus;

5) other information referred by the Bank to the insider information and determined as such in accordance with the legislation of the Republic of Kazakhstan.

The information shall be considered insider information once it occurs and until it is disclosed to an unlimited number of persons in accordance with the legislation of the Republic of Kazakhstan and/or the Rules.

10. The Bank's insider information shall not include:

1) the information prepared on the basis of publicly available information, including research, forecasts and assessment with regard to the value of a security (derivative financial instrument), and the Bank's property status made for the purpose of making investment decisions and (or) preparation of recommendations or proposals for transactions with securities (derivative financial instruments);

2) information obtained from mass media;

3) unconfirmed information the source whereof is unknown, disseminated among a wide range of persons, and assumptions regarding the current or planned activities of the Bank.

11. The insider information of persons in respect whereof the Bank is recognized as an insider shall be determined in accordance with the laws of the Republic of Kazakhstan and applicable foreign laws.

Chapter 4. Insiders of the Bank

12. The following persons shall be recognized as insiders of the Bank:

1) officials and employees of the Bank who have access to the insider information on a permanent basis due to their functional duties and powers. Those include:

- members of the Board of Directors, members of the Management Board, Chief Accountant of the Bank, Chief Compliance Controller, Corporate Secretary, Advisor to the Office of the Board of Directors and the Management Board of the Bank, Chief Risk Officer, Chief Legal Advisor, Chief Managing Director for IT Innovations, Chief Financial Officer, managers coordinating and (or) controlling the activities of responsible subdivisions, Secretary of the Board of Directors, Secretary of the Management Board, office managers and secretaries of the members of the Management Board and the Board of Directors, Director of the Chancellery Department, members of the Bank's Asset and Liability Management Committee, members of the Bank's Finance Committee, and members of other committees of the Bank subject to approval by the Chief Compliance Controller;

- relevant employees of responsible subdivisions who have access to insider information.

Persons referred to this category of the Bank's insiders shall be such during the term of their employment contract with the Bank;

2) employees of the Bank not specified in sub-clause 1) hereof, who have temporary access to the insider information due to their participation in the relevant project.

Persons referred to this category of the Bank's insiders shall be such until disclosure of the insider information accessed thereby;

3) persons having access to the insider information by virtue of owning, using and (or) disposing directly or indirectly 10 (ten) or more percent of voting shares (participation shares in the authorized capital) of the Bank;

4) audit firm, appraiser, professional securities market participants and other persons rendering services to the Bank in accordance with the concluded agreement (including oral), the terms whereof provide for disclosure of the insider information;

5) a trade organizer whose list includes securities (derivative financial instruments) issued (provided) by the Bank;

6) members of the Board of Directors and listing committee of the stock exchange in the trading system whereof transactions with securities of the Bank and other financial instruments are concluded;

7) employees of the authorized body, employees of the National Bank of Kazakhstan and its departments, public officials having access to the insider information by virtue of the functions and powers granted thereto;

8) public associations and professional organizations where the Bank and entities specified in sub-clauses 3), 4) and 5) hereof are members with an access to the insider information by virtue of the powers granted thereto;

9) employees of organizations specified in sub-clauses 3), 4), 5) and 8) hereof who have access to the insider information by virtue of their official position and labor duties;

10) persons who received the insider information from the persons specified in sub-clauses 1) - 9) hereof.

13. Persons specified in clauses 12-1), 12-2) hereof who are subject to removal from the list of insiders by virtue of termination of the labor contract, shall be obliged to maintain confidentiality in respect of the insider information known thereto, and the requirements of clause 43 hereof for 5 (five) years after termination of the labor contract.

Chapter 5. Maintenance of the Bank's Insider List

14. To ensure control over the disposal and use of the insider information about the Bank and securities (derivative financial instruments) issued (represented) thereby, the Bank shall maintain and keep up to date the list of persons specified in clauses 12-1) - 12-5) and 12-8) hereof, in the form as per Annex 1 to the Rules (the "Bank's insider list").

15. The Bank shall notify the Bank's insiders of their inclusion in the list of insiders (removal from the list), of the requirements of the Law of the Republic of Kazakhstan "On the Securities Market", and the Rules regarding the disposal and use of the insider information, by sending to the insiders the relevant notice in the form as per Annexes 2, 3 hereto (the "notice").

The notice in English for the Bank's insiders being international financial institutions or other international organizations providing consulting services to the Bank, as agreed with the Chief Compliance Controller, may be sent in the form provided by such organizations or in any other random form, taking into account the requirements of the legislation of the Republic of Kazakhstan and foreign legislation.

16. In case permanent insiders of the Bank gain access to another category of the insider information (including the insider information of subsidiaries or third-party organizations), no repeated notice to permanent insiders of their inclusion in/removal from the list of insiders shall be required.

17. If the Bank's temporary insiders gain access to another category of the insider information (including the insider information of subsidiaries or third-party organizations) on certain projects, the temporary insiders shall be repeatedly sent a notice on inclusion/removal of them in/from the list of insiders on the relevant project. The notice shall mandatorily specify the name of the project.

No notice of removal of the Bank's employees, employees of the Bank's subsidiaries from the list of the Bank's insiders due to the completion of the project shall be sent.

18. The Compliance Control Department shall be responsible for maintaining the list of the Bank's insiders, keeping it up to date, notifying persons who have access to the Bank's insider information about their inclusion in the list of insiders (removal from the list), informing insiders about the requirements of the legislation of the Republic of Kazakhstan, requirements of foreign legislation regarding the disposal and use of the insider information and the Rules.

19. The notice of inclusion of a person in the list of insiders or removal therefrom, except for cases stipulated by clause 16 hereof, shall be transmitted by the Compliance Control Department directly to the person included in/excluded from the list of insiders, or shall be sent to the known address of the said person by a method that allows to confirm the fact of receipt of this notice by such person, not later than 5 (five) business days upon occurrence of the grounds for inclusion/removal of the person in/from the list.

20. The following persons have access to the list of insiders in the Bank: members of the Board of Directors, CEO, Chief Compliance Controller, Chief Risk Officer, responsible employees of the Group Capital Management Department, other subdivisions/persons as agreed with the Chief Compliance Controller.

21. The list of insiders shall be kept in the Compliance Control Department, and may be provided to responsible subdivisions of the Bank upon their written request for its further submission to stock exchanges.

22. The Bank shall be obliged to provide the list of insiders to the authorized body upon its written request within the terms specified in the request.

23. The list of the Bank's insiders provided to the authorized body shall contain the following information on persons having access to the Bank's insider information:

- 1) surname, name, patronymic (if any) of the person, date of birth thereof;
- 2) name of the legal entity, its location, details of the document confirming state registration (re-registration) of the legal entity;
- 3) the basis for inclusion of the person in the list of insiders whereby the person is determined to be an insider;
- 4) the date on which the grounds for inclusion in the list of insiders occurred;
- 5) date of removal from the list of insiders.

24. The list of the Bank's insiders shall also contain information on the nature of access to the insider information (permanent or temporary), on sending of a notice by the Bank to the insider, and on receipt by the Bank of a notice signed by the insider containing an obligation not to disclose the insider information.

25. To fulfill the requirements applicable to the Bank in connection with inclusion (listing) of securities issued by the Bank in the list of securities traded on the London Stock Exchange, the list of insiders shall be provided to the authorized body of a foreign country by the Financial Institutions and International Relations Division within 3 (three) days upon receipt of the request.

The Compliance Control Department shall send the list of the Bank's insiders in English to the Financial Institutions and International Relations Division upon its request within 2 (two) business days from the date of receipt of such request.

26. Information on persons excluded from the list of insiders of the Bank shall be kept for 5 (five) years from the date of removal.

27. The Bank's insiders specified in clauses 12-3) - 12-5), 12-8) hereof shall be obliged to provide the Bank with the list of their employees having access to the Bank's insider information by virtue of their official position and employment duties, within 5 (five) business days upon receipt of a request from the Bank, or not later than 5 (five) business days upon making amendments thereto in case of updating.

28. Pursuant to clauses 14 and 44 of the Rules, when establishing civil law relations (concluding transactions, agreements) with persons who, within the framework of the established legal relations, the Bank's insider information is to be disclosed to, the agreement to be concluded with the said persons may stipulate obligations of the said persons to maintain their list of insiders (employees having access to the Bank's insider information by virtue of their official position and labor duties), to notify the employees included in their list of insiders of their inclusion in/removal from the list of insiders, on responsibility for disclosure and/or misuse of the insider information, and the obligation to provide a copy of their list of insiders to the Bank in the manner and within the terms established by the Rules.

29. To include (remove) the persons specified in clauses 12-2) and 12-4) hereof in (from) the list of the Bank's insiders, and to comply with the procedures established with regard to the Bank's insiders, the head of the subdivision whose employees are to be included in the list of the Bank's insiders, or the head of the subdivision responsible for establishing civil law relations with the persons specified in clause 12-4) hereof, shall be obliged, within 5 (five) business days, prior to providing the said persons with access to insider information/termination of the right of access or immediately from the moment the said persons receive access to the Bank's insider information, send an office memo with the relevant justification to the Compliance Control Department on the need to include them in the list of insiders/exclude them from the list of the Bank's insiders.

The final decision on the need to include/exclude such employees in/from the list of insiders may be made by the Chief Compliance Controller.

30. The decision on inclusion of other persons in the list (removal from the list) of insiders with "permanent" access, in addition to those specified in clause 12-1) hereof, shall be made by the Chief Compliance Controller on the basis of a request in the form of an office memo from the relevant subdivision.

31. To make timely amendments to the list of insiders, the HR Department shall inform the Compliance Control Department of dismissal, transfer of the Bank employees, on a daily basis.

Based on the information provided by the HR Department, the relevant changes are made to the list of insiders as appropriate (inclusion/removal of persons from the list of insiders due to hiring/dismissal, termination of access to the insider information; change of position due to transfer, etc.).

32. The list of insiders shall be monitored by the responsible person of the Compliance Control Department on a monthly basis. When preparing the list, the responsible person shall verify the contents of the list for relevance and correctness of the information reflected therein: full names of persons included in the list of insiders, date of birth, position, changes in the list of insiders, etc. Changes in the list of insiders (list of excluded and/or included persons) shall be drawn up in a separate table and submitted to the Director of the Compliance Control Department, together with the list of insiders, on the first day of each month following the reporting month.

Chapter 6. Requirements to the PDMR

33. The PDMR and closely associated persons thereof shall notify the FCA and the Bank of every transaction (operation)/deal conducted for their own benefit with the Bank's shares and debt instruments, derivatives or other financial instruments related thereto.

The PDMR and closely associated persons thereof shall notify the FCA immediately, not later than three business days upon the transaction date.

The PDMR and closely associated persons thereof shall notify the Bank not later than one business day upon the transaction date.

Each subsequent transaction (operation)/deal of the PDMR and the closely associated person thereof shall be notified when the total threshold equivalent to EUR 5,000 within a calendar year is reached. The amount of the transaction (operation)/deal shall be determined based on the official exchange rate on the day of the transaction (operation)/deal.

Notice shall be sent by the PDMR and closely associated persons thereof on the FCA's website:

https://marketoversight.fca.org.uk/electronicsubmissionsystem/MaPo_PDMR_Introduction

34. The PDMR shall include:

- 1) members of the Board of Directors of the Bank;
- 2) members of the Management Board of the Bank;
- 3) Chief Risk Officer;
- 4) Chief Compliance Controller of the Bank;
- 5) Chief Legal Advisor of the Bank;
- 6) Chief Accountant of the Bank.

35. Closely associated persons of the PDMR shall include:

- 1) spouse;
- 2) dependent children in accordance with the legislation of the Republic of Kazakhstan;
- 3) close relatives living together with the PDMR for one year as of the transaction date:
 - parents/adoptive parents;
 - children, including adopted ones;
 - brothers and sisters (full and half siblings);
 - grandparents;
 - grandchildren;

4) a legal entity wherein the Bank's PDMR, or a person specified in sub-clauses 1), 2), 3) hereof, performs managerial functions, which is directly or indirectly controlled by such person, which is established in the interests of such person or the economic interests whereof substantially coincide with the interests of such person.

37. Once a year, the Compliance Control Department shall inform the PDMR in writing about the need to comply with the requirements of foreign legislation regarding the insider information and the consequences of non-compliance therewith (Annex 4 hereto).

The Compliance Control Department shall be responsible for maintaining the list of the PDMR and closely associated persons thereof, and notifying the PDMR of the legal requirements.

38. The PDMR, in their turn, shall notify in writing their closely associated persons about the need to comply with the requirements of foreign legislation regarding the insider information and the consequences of non-compliance therewith (Annex 5 hereto).

39. To maintain the list of PDMR, and to monitor transactions of PDMR and closely associated persons thereof with the Bank's securities for the purpose of ensuring compliance with legal requirements, the Compliance Control Department shall send a Questionnaire to the PDMR to provide information on the PDMR and closely associated persons thereof, as per Annex 6 hereto. The PDMR Questionnaire shall be updated once a year within the period prescribed by the Chief Compliance Controller.

40. The list of PDMR shall include personal data of the PDMR and closely associated persons thereof (full name, date of birth, number and date of the identity document, IIN of an individual; name of a legal entity, date of registration of such legal entity, BIN) obtained from the questionnaire of the said persons, and from other open public sources of information, and other information as necessary. The PDMR that received the Questionnaire shall, within 7 (seven) calendar days of receipt of the Questionnaire with a corresponding cover letter from the Compliance Control Department, complete the Questionnaire and send it in a sealed envelope bearing the mark "Confidential" to the Compliance Control Department.

41. If the data specified in the Questionnaire changes, the person shall notify the Compliance Control Department of such changes within 7 (seven) calendar days of the changes.

42. The PDMR shall not carry out any transactions (operations)/deals for their own benefit or for the benefit of third parties, directly or indirectly, with shares and debt instruments of the Bank or derivatives or other financial instruments relating thereto during the closed period.

Chapter 7. Control over the Disposal and Use of the Insider Information

43. The insiders shall not be entitled to:

- 1) use the insider information in transactions with securities and other financial instruments;
- 2) transfer to third parties or make the insider information available to third parties, except for cases stipulated by the legislation of the Republic of Kazakhstan and foreign legislation;
- 3) provide recommendations or proposals to third parties on the execution of securities transactions based on the insider information.

44. The insiders specified in clauses 12-3) - 12-5), 12-8) hereof shall:

- 1) maintain a list of their employees who have access to the insider information of the Bank by virtue of their official position and labor duties;
- 2) inform their employees about the requirements of the legislation of the Republic of Kazakhstan, foreign legislation, and the Rules in terms of prohibition to use the insider information;
- 3) inform the Bank about its employees having access to the insider information of the Bank by virtue of their official position and labor duties in the manner and within the terms established by the Rules.

45. The insiders shall take the required measures to limit access to the insider information by third parties and their employees who do not need this information to perform their official duties.

46. In the event of a threat or establishment of the fact of unauthorized disclosure of the insider information, or loss of documents (data carriers) containing the insider information of the Bank, the insider shall immediately notify the Bank thereof.

Chapter 8. Specifics of the Control over Disposal and Use of the Insider Information by the Bank Employees

47. Heads of responsible subdivisions of the Bank, employees of the Bank having access to the insider information shall ensure that necessary measures are taken to restrict access to the insider information by other employees of the Bank who do not need this information to perform their official duties, and by third parties.

48. Upon request of the Compliance Control Department, heads of the responsible subdivisions of the Bank shall provide a list of employees of their subdivision having access to the insider information of the Bank, subsidiaries or third parties and those subject to inclusion in the list of insiders, within one business day of receipt of such request.

The criterion for inclusion of an employee in the list specified herein shall be the need for access to the insider information based on the employee's official position and labor duties.

49. Managers and employees of responsible subdivisions being insiders of the Bank shall be personally responsible for completeness and reliability of the information provided to the Compliance Control Department, and for compliance with the deadlines for its provision and keeping it up to date (including with regard to the relevance of the insiders' personal data).

50. To ensure confidentiality of the insider information, in accordance with resolution of an authorized body or a senior employee of the Bank, a project the content whereof is related to the insider information may be assigned a certain code name used subsequently by the project participants.

51. Upon establishment of a threat or fact of unauthorized disclosure of the insider information or loss of documents (data carriers) containing the insider information, an insider (Bank employee) shall immediately notify their immediate supervisor, who, in turn, shall immediately inform the Chief Compliance Controller of the Bank thereof.

52. Bank employees having access to the insider information shall not have discussions concerning the insider information in the presence of persons who do not have access thereto.

53. Only the Bank CEO and/or members of the Bank's Management Board or those specifically authorized for such actions by the relevant order of the Bank CEO (the "authorized persons") may participate in meetings with analysts, investors, where the insider information may be used, and provide official interviews to the mass media.

Chapter 9. Disclosure of the Insider Information

54. The Bank and those recognized as insiders of the Bank shall ensure confidentiality of the insider information until its official disclosure (publication).

If the Bank believes that the required degree of confidentiality of the insider information cannot be maintained or that there may be a breach of confidentiality of this information, the Bank shall immediately take measures to disclose it in accordance with the procedure and terms determined by the issuer's internal control rules.

Those recognized as insiders of the Bank shall comply with the procedure and terms of disclosure of the insider information about the Bank and securities (derivative financial instruments) issued (provided) by the Bank, including those determined by the issuer's internal control rules.

55. The insider information, which is not included in the list of information and documents to be disclosed by the Bank in accordance with Article 102-2 of the Law on the Internet resource of the financial reporting depository, or does not relate to the information in respect whereof the legislative acts of the Republic of Kazakhstan do not establish the procedure and terms of its disclosure, shall be disclosed in accordance with the procedure and terms determined by the issuer's internal control rules.

56. The insider information shall be disclosed through its placement on the Bank's Internet resource – www.halykbank.kz, Internet resources of the trade organizer and financial reporting depository (in cases stipulated by the legislation of the Republic of Kazakhstan and (or) these Rules) in the Kazakh and Russian languages in open access for all parties concerned.

The insider information shall also be disclosed on the Bank's Internet resource in English.

The Bank's insider information published on the Bank's Internet resource shall be available to an unlimited number of persons within 5 (five) years after the date of publication.

The insider information shall be disclosed on foreign stock exchanges in English.

When the Bank's securities are included in the list of the trade organizer, the Bank shall ensure disclosure of the insider information about the Bank and securities (derivative financial instruments) issued (provided) by the Bank the disclosure whereof will affect the change in their value and the Bank's activities, prior to the commencement of trading in such securities (derivative financial instruments), in the manner and on the terms established by the rules of the trade organizer.

57. The insider information on changes in the Bank's activities affecting the interests of holders of its securities specified in clause 9-3) of the Rules shall be placed on the Internet resource of the financial reporting depository determined in accordance with the legislation of the Republic of Kazakhstan on

accounting and financial reporting (the “financial reporting depository”) within 15 (fifteen) calendar days upon occurrence of such changes, in the manner prescribed by the statute of the authorized body.

58. The insider information on corporate events of the Bank specified in clause 9-3) of the Rules shall be placed in the Kazakh and Russian languages on the Internet resource of the financial reporting depository and the Internet resource of the stock exchange, within 3 (three) business days upon its occurrence.

59. Other insider information the terms of disclosure whereof are not determined by the legislation of the Republic of Kazakhstan and (or) rules of the trade organizer, shall be disclosed by the Bank as soon as possible, if illegal distribution or leakage of such information affects the change in the value of securities (derivative financial instruments) of the Bank, or its activities.

In case the insider information is disclosed through several sources listed in the Rules, the date of disclosure of the insider information shall be the date of the first placement (publication) of the insider information.

60. When securities included in the list of the trade organizer are traded in the trading systems of stock exchanges operating in foreign countries, the insider information shall be disclosed through sending a message implying disclosure of the insider information among a wide range of persons, to all stock exchanges whose lists include the Bank’s securities.

61. The insider information shall be disclosed in accordance with the requirements of the London Stock Exchange and the UKLA by the Financial Institutions and International Relations Department.

The insider information shall be disclosed on the stock exchange operating in the territory of the Republic of Kazakhstan by the Group Capital Management Department.

Heads of other subdivisions possessing the insider information responsible for its disclosure shall inform the Financial Institutions and International Relations Department or the Group Capital Management Department by sending an office memo or in any other manner prescribed by the Bank’s internal documents about the need to disclose the insider information on the relevant resource.

62. The Bank shall take reasonable measures to ensure simultaneous disclosure of the insider information in all jurisdictions where its financial instruments are admitted to trading on an organized securities market or included in the official list of a stock exchange, if this is provided for by the listing requirements of stock exchanges in the relevant jurisdictions.

63. Upon written request of the authorized body it is possible to provide the list of the Bank’s insiders within the terms specified in the request, with disclosure of the information on those having access to the Bank’s insider information, including information on:

- 1) surname, name, patronymic (if any) of an individual, date of birth;
- 2) name of a legal entity, its address, details of the document confirming state registration (re-registration) of the legal entity;
- 3) grounds for inclusion in the list of insiders;
- 4) date of occurrence of the grounds for inclusion in the list of insiders of the Bank;
- 5) date of removal from the list of the Bank’s insiders.

Chapter 10. Deferral of the Bank’s Insider Information Disclosure

64. As an issuer of securities admitted to trading on a foreign stock exchange, in cases not contradicting the laws of the Republic of Kazakhstan, the Bank may, under its responsibility, defer disclosure of the insider information subject to disclosure in accordance with the requirements of foreign legislation, provided that:

- 1) immediate disclosure of such information will cause damage to the legitimate interests of the Bank;
- 2) such deferral will not mislead the public/investors regarding the Bank’s financial condition;
- 3) the Bank is able to ensure confidentiality of such information.

In case of loss of confidentiality, the insider information, if there the information disclosure was deferred, shall be immediately disclosed.

65. The decision to defer the disclosure of the insider information may take place if immediate disclosure of such information may cause substantial damage to the Bank’s legitimate interests. For

example, the disclosure of the insider information may be deferred to protect the legitimate interests of the Bank in the course of negotiations (including, but not limited to, negotiations aimed at preserving the stable financial position of the Bank), when public disclosure of such information may have a negative impact on the result or course of such negotiations.

66. The subdivisions responsible for initiating deferred disclosure and complying with the deferral procedures specified in this chapter may be as follows: Group Capital Management Department, Financial Institutions and International Relations Division, Treasury, Accounting and Reporting Department, and other subdivisions.

67. The decision to defer or cancel the deferral of disclosure of the insider information shall be made by a member of the Bank's Management Board supervising the subdivision owning the insider information and initiating the deferral of the disclosure of the information. If necessary, the decision to defer may be agreed with the CEO of the Bank, and in exceptional cases the decision to defer the disclosure of the information or cancel it may be adopted by the Management Board of the Bank.

68. In case of deferred disclosure of the insider information, the Bank represented by the responsible subdivision owning the insider information and initiating the deferral shall maintain documentation in Russian and English, which shall contain:

1) the date and time when the insider information appeared, when the decision on deferral was made, when such information is expected to be disclosed;

2) information on the person responsible for making the decision to defer/disclose the information, ensuring continuous monitoring of the conditions for deferred disclosure, making the decision on public disclosure of the insider information, providing information on deferral to the authorized body;

3) confirmation of compliance with the conditions for deferral of the information and any changes during the period when disclosure of the information was deferred, measures taken to restrict access to the insider information, and measures taken in case of loss of confidentiality.

69. In case when the disclosure of the insider information was deferred in accordance with this chapter, the Bank represented by the responsible subdivision owning the insider information and initiating the deferral, shall, immediately after disclosure of the information, notify the authorized body of the foreign state that the disclosure of the insider information was deferred, and provide written explanations on compliance with the conditions of the deferral, and simultaneously notify the Compliance Control Department about the deferral of the information, and provide a copy of the notice to the authorized body of the foreign state and documents confirming the fact of compliance with the requirements of this chapter.

The responsible subdivision shall notify the authorized body of a foreign state of the deferral of information online on the website of such authorized body in the prescribed form

(https://marketoversight.fca.org.uk/electronicsubmissionssystem/mapo_ddii_notification).

70. A slight deferral of the insider information disclosure shall be allowed for clarification of circumstances in cases when the Bank has encountered any unexpected significant event, if such deferral of the insider information disclosure does not contradict the requirements of the legislation of the Republic of Kazakhstan.

71. When publications and data based on the information constituting the insider information appear in mass media and are substantially reliable, the Bank shall assess the necessity to cancel the deferral of disclosure of such information in accordance with the procedure stipulated hereby.

Chapter 11. Interaction between the Bank and the Parties with respect where to the Bank is Recognized as an Insider

72. The Bank shall be recognized as an insider with respect to:

1) an entity the insider information whereof the Bank has access to by virtue of owning, using and (or) disposing directly or indirectly 10 (ten) or more percent of voting shares (participation shares in the authorized capital);

2) an entity the insider information whereof the Bank has access to within the civil law relations established with such entity, a signed agreement the terms and conditions whereof provide for disclosure of this entity's insider information to the Bank.

73. The Bank employees who, by virtue of their official position and employment duties have access to the insider information of entities with respect whereto the Bank is recognized as an insider, shall also be insiders of the said entities.

74. Entities with respect whereto the Bank is recognized as an insider shall, in accordance with the laws of the Republic of Kazakhstan, independently ensure control over disposal and use of the insider information the Bank and its employees have access to.

75. If the Bank is recognized as an insider on the grounds stipulated in clause 72 hereof, the entities specified in clause 72 hereof shall be responsible for sending a notice to the Bank on its recognition as an insider and inclusion in the list of insiders. The Bank shall not be liable for disclosure of the information that may be recognized as insider information, if the Bank has not received a notice of its inclusion in the list of insiders of the entity with respect whereto the Bank is recognized as an insider.

76. The Bank and its employees being insiders on the grounds stipulated in clauses 72, 73 hereof shall be subject to the requirements of the legislation of the Republic of Kazakhstan and these Rules on disposal and use of the insider information of entities with respect whereto the Bank is recognized as an insider.

77. Upon receipt of a notice on recognizing the Bank as an insider and inclusion thereof in the list of insiders of entities whose insider information the Bank has access to, the Bank shall be obliged:

1) to maintain a list of its employees who have, by virtue of their official position and labor duties, access to the insider information of the said entities;

2) to inform its employees about the requirements of the legislation of the Republic of Kazakhstan and these Rules in terms of prohibition to use the insider information of the entities with respect whereto the Bank is recognized as an insider;

3) to inform the entities with respect whereto the Bank is recognized as an insider about its employees who have, by virtue of their official position and employment duties, access to the insider information of these entities, in the manner and within the terms established by the legislation of the Republic of Kazakhstan.

78. For the purposes of clauses 77-2), 77-3) hereof, the Bank shall be entitled to request from the entities with respect whereto the Bank is recognized as an insider the rules of internal control over the disposal and use of the insider information.

79. The list of the Bank employees having access to the insider information of the entities specified in clause 72 hereof shall be maintained by the Compliance Control Department.

Employees having access to the insider information of the entities specified in clause 72 hereof shall be notified by a corresponding office memo.

80. For the purposes of clause 77 hereof, the Group Capital Management Department shall be obliged to send to the Compliance Control Department the information on the Bank employees being insiders of the entities specified in clause 72-1) hereof. The information shall be updated by the Group Capital Management Department and sent to the Compliance Control Department as it is updated or upon request of the Compliance Control Department.

81. When entering into agreements providing for disclosure of the insider information to the Bank, the Bank subdivisions shall notify the Compliance Control Department of entering into the respective agreements, and send the list of their employees having access to the insider information of the party in relation whereto the Bank is recognized as an insider, not later than 5 (five) business days upon entering into the agreement.

The subdivisions shall keep the list of employees up-to-date, and provide up-to-date information to the Compliance Control Department not later than 5 (five) business days upon receipt of the request or entering into an agreement.

82. The Compliance Control Department shall be entitled to request from the responsible subdivisions the relevant contracts, lists of employees being insiders under the contracts, and other information for the purposes of clause 77 hereof. The requested information shall be submitted by the responsible subdivisions to the Compliance Control Department not later than 5 (five) business days upon receipt of the request.

83. The Bank employees shall be removed from the list of insiders of the party in relation whereto the Bank is recognized as an insider, if the Bank receives a notice on removal of the Bank from the list of

insiders or in case of termination of contractual relations with the party in relation whereof the Bank is recognized as an insider, of which the responsible subdivisions shall notify the Compliance Control Department. The Bank employees shall be removed from the list of insiders of the abovementioned parties in case of dismissal/replacement of the Bank employees on the basis of a corresponding office memo sent by the responsible subdivision to the Compliance Control Department within 1 (one) business day upon dismissal/replacement of the employee.

Chapter 12. Market Sounding

84. In case of entering into a transaction the terms and conditions whereof may constitute the insider information, or if the Bank intends to enter into such a transaction, its shareholders or those acting for and on behalf of the Bank may perform market sounding.

Market sounding implies providing information to one or several potential investors before disclosing the information on a transaction in order to assess the interest of a potential investor.

Market sounding may be performed in the following cases: sale of the Bank's shares, sale of the Bank's subsidiaries, issue of debt securities, sale of loans or tangible assets in the amount exceeding 25% of the equity, etc.

85. The Bank shall obtain the consent of MSR, a potential investor, to receive the insider information and notify them about the need to maintain confidentiality with regard to the insider information, and about the prohibition to use such information to buy/sell financial instruments, directly or indirectly, for personal purposes or in favor of a third party.

86. The Bank shall analyze whether the market sounding will entail disclosure of the information before conducting a market sounding, and shall record the relevant findings in writing.

87. To ensure compliance with legal requirements regarding the insider information, and to ensure its confidentiality, the Bank shall implement the following procedures with respect to market sounding:

- ensure the consistency of the information disclosed in market sounding within a single transaction;
- coordinate with advisers to ensure the consistency of the information provided. All advisers shall operate under the same disclosure plan for each MSR;
- record telephone conversations or prepare written minutes of the conversations, and coordinate such recording with the MSR within 5 business days;
- retain records of telephone conversations or written minutes for 5 years from the date of such conversations.

88. Relevant documentation can be provided to the FCA upon request.

89. In case the Bank acts as a potential investor, it shall carry out the following activities in relation to market sounding:

- appoint those responsible for obtaining the insider information within the market sounding;
- maintain a list of persons who have at their disposal the information obtained in the course of market sounding;
- notify the employees of the Bank, the Bank's subsidiaries responsible for obtaining the insider information within the market sounding on the prohibition to use this information for market manipulation purposes;
- control and manage the flow of received insider information in order to maintain its confidentiality;
- conduct its own analysis and record the information obtained through market sounding, even if the issuer has determined that the information is not the insider information.

90. Market sounding procedures are carried out by the relevant subdivision acting on behalf of the Bank in negotiations with third parties (MSR) and/or owning the insider information. Such subdivisions may be as follows: Financial Institutions and International Relations Division, Group Capital Management Department, Treasury, and other subdivisions concerned.

Chapter 13. Liability for Unlawful Use of the Insider Information

91. In case of non-compliance with the restrictions specified herein in accordance with the requirements of the legislation, of unlawful use and distribution of the insider information, the persons who

committed such violations shall be brought to civil, administrative and other liability provided for by the legislation of the Republic of Kazakhstan. Insiders being employees of the Bank may also be brought to disciplinary responsibility in accordance with the labor legislation of the Republic of Kazakhstan.

Chapter 14. Final Provisions

92. These Rules shall come into effect upon enactment of the resolution of the Bank's Board of Directors on approval thereof.

93. These Rules shall be subject to amendments as the requirements of the legislation of the Republic of Kazakhstan and foreign legislation change.

94. Violation of the requirements of these Rules shall entail liability in accordance with the legislation of the Republic of Kazakhstan, and the legislation of a foreign country applicable to the Bank in connection with inclusion (and listing) of securities issued by the Bank in the list of securities traded on a stock exchange operating in the territory of such foreign country.

95. If following changes in the legislation of the Republic of Kazakhstan or international requirements, certain provisions hereof contradict the current legislation of the Republic of Kazakhstan or applicable legislation of foreign countries, then until these Rules are amended, it is required to be guided by the current legislation of the Republic of Kazakhstan, applicable legislation of foreign countries, and the Rules to the extent not contradicting the legislation of the Republic of Kazakhstan.

Annex 1
to the Rules of Internal Control
over Disposal and Use
of the Insider Information
at Halyk Bank JSC

Form of the insider list for legal entities

date of preparation of the insider list / making changes

N o.	Legal entity full name	Date and number of state registration (re- registration) of the legal entity	Address of the legal entity (location)	Grounds for inclusion in the list	Date and time the grounds for inclusion in the list occurred	Date of removal from the list	Nature of access to the insider information (permanent/tempor- ary)	Mark and date of the Bank's notice to the insider	Mark and date of receipt of the notice signed by the insider	Comments
1	2	3	4	5	6	7	8	9	10	11

Form of the insider list for individuals

date of preparation of the insider list / making changes

N o.	Surname, name, patronymic (if any) of the individual	Date of birth	Position	Grounds for inclusion in the list	Date and time the grounds for inclusion in the list occurred	Date of removal from the list	Nature of access to the insider information (permanent/tempora- ry)	Mark and date of the Bank's notice to the insider	Mark and date of receipt of the notice signed by the insider	Comments
1	2	3	4	5	6	7	8	9	10	11

Notice on inclusion of a person in the list of Halyk Bank JSC insiders

Date:

_____ 20__

Since you have access to the insider information of Halyk Bank JSC (the “Bank”), you have been included in the list of insiders of the Bank in accordance with the requirements of the legislation of the Republic of Kazakhstan and the Rules of Internal Control over Disposal and Use of the Insider Information at Halyk Bank JSC.

Upon termination of access to the insider information, you will be removed from the list of insiders of the Bank, of which you will be informed in writing.

Insider information – reliable information on securities (derivative financial instruments) of the Bank, transactions therewith, and on the Bank, activities conducted thereby, constituting a commercial secret, and other information not known to third parties and the disclosure whereof may affect changes in the value of securities (derivative financial instruments) and the Bank’s activities;

The Bank shall take necessary measures to get those who have access to the insider information informed of the legal consequences of possession of such information, including sanctions for unlawful use or distribution of the insider information.

Restrictions on the use of the insider information

Being an insider of the Bank, you may not:

- 1) use the insider information in transactions with securities (derivative financial instruments);
- 2) transfer the insider information or make it available to third parties, except for cases stipulated by the laws of the Republic of Kazakhstan;
- 3) provide recommendations to third parties on the execution of securities transactions based on the insider information.

Confidentiality obligation

The insider information that you possess or will possess in the future is strictly confidential and may not be disclosed to third parties. You shall take all available effective measures to limit access of unauthorized persons to the insider information.

Liability for unlawful use of the insider information

In case of non-compliance with the above restrictions, unlawful use and distribution of the insider information, you may be brought to civil, administrative and other liability provided for by the legislation of the Republic of Kazakhstan, and if you are an employee of the Bank, disciplinary penalties may be applied to you in accordance with the labor legislation of the Republic of Kazakhstan.

By signing this letter you confirm accepting the above restrictions established by the legislation of the Republic of Kazakhstan in respect of insiders, and accepting the above obligations on non-disclosure of the insider information and having become familiar with the sanctions for illegal use and distribution of the insider information.

Please sign and return this signed notice to the Bank no later than 5 business days from the date of receipt hereof.

By signing this notice in accordance with the Law of the Republic of Kazakhstan No.94-V “On Personal Data and Protection thereof” dated 21 May 2013 (the “Law”), I give my consent to the Bank for collection and processing by the Bank (business identification number 940140000385), organizations included in the Halyk Financial Group (the Bank and its subsidiaries), Kazakhstan Stock Exchange JSC (business identification number 931240000220),

The consent to the collection and processing of personal data shall be valid for the period of keeping personal data in accordance with the requirements of the legislation of the Republic of Kazakhstan. The personal data shall be collected and processed in ways that do not contradict the legislation of the Republic of Kazakhstan. The consent to collection and processing of personal data shall include the possibility of:

the transfer of personal data by the Bank, its subsidiaries, Kazakhstan Stock Exchange JSC to each other;

the transfer of personal data by the Bank and its subsidiaries to other third parties in cases stipulated by the legislation of the Republic of Kazakhstan, international agreements, agreements entered into by the Bank with third parties;

the trans-border transfer of personal data by the Bank and its subsidiaries in the course of processing thereof;

the distribution of personal data by the Bank and its subsidiaries in publicly available sources.

.....
(full name, signature, date of birth)

.....
(Date)

Annex 3
to the Rules of Internal Control
over Disposal and Use
of the Insider Information
at Halyk Bank JSC

Notice of removal of a person from the list of Halyk Bank JSC insiders

Date: _____ 20 ____

By virtue of your official position and labor duties you had access to the insider information of Halyk Bank JSC (the “Bank”), and were included in the list of the Bank insiders in accordance with the requirements of the legislation of the Republic of Kazakhstan and the Rules of internal control over the disposal and use of the insider information at Halyk Bank JSC.

Due to termination of your employment contract (order No. ____ dated _____), you have been excluded from the list of the Bank insiders.

Confidentiality obligation

The insider information that you possessed is strictly confidential, and is not subject to disclosure.

Liability for unlawful use of the insider information

In case of non-compliance with confidentiality requirements, unauthorized use and distribution of the insider information, you may be brought to civil, administrative and other liability provided for by the legislation of the Republic of Kazakhstan.

By signing this letter, you confirm accepting the above restrictions established by the legislation of the Republic of Kazakhstan in respect of insiders, and accepting the above obligations on non-disclosure of the insider information and having become familiar with the sanctions for illegal use and distribution of the insider information.

Please sign and return this signed notice to the Bank no later than 5 business days from the date of receipt hereof.

.....
(full name, signature)

.....
(Date)

CONFIDENTIAL

Notice to PDMR of foreign legal requirements

Date:

— ————— 20 —

1. Pursuant to the requirements of the Rules of Internal Control over Disposal and Use of the Insider Information at Halyk Bank JSC, Halyk Bank JSC hereby notifies that you, being an officer of the Bank (PDMR, Person Discharging Managerial Responsibilities) and persons closely associated with you, are subject to the requirements of foreign legislation, namely Market Abuse Regulation, in connection with the listing of the Bank securities on a foreign stock exchange.

2. In accordance with the requirements of foreign legislation, the PDMR and/or closely associated persons thereof shall notify the authorized body of the foreign country the stock exchange whereof the Bank securities are traded on (UK Financial Conduct Authority) of all transactions (operations)/deals with the Bank shares and debt instruments or derivatives or other financial instruments related thereto, carried out by the PDMR and/or closely associated persons thereof for their own benefit.

Notice shall be given with respect to each subsequent transaction/operation upon reaching a total threshold of the equivalent of EUR 5,000 within a calendar year.

Such notice shall be sent no later than three (3) business days from the date of the transaction (operation)/deal by completing the relevant form on the FCA's website:

<https://marketoversight.fca.org.uk/electronicssubmissionsystem/MaPo> PDMR Introduction

3. Along with the authorized body of the foreign country, the PDMR and/or closely associated persons thereof shall notify the Bank of the above transactions (operations)/deals with the Bank securities not later than one (1) business day from the date of the transaction/operation.

4. The PDMR shall not carry out any transactions (operations)/deals for their own benefit or for the benefit of third parties, directly or indirectly, with shares and debt instruments of the Bank or derivatives or other financial instruments relating thereto **during the closed period** – 30 calendar days prior to the announcement (publication) of the interim or annual financial report.

5. The PDMR shall notify their closely associated persons in writing of the requirements of foreign law regarding closely associated persons thereof of the PDMR, and of the liability for non-compliance therewith.

6. Closely associated persons of the PDMR shall include:

- a) spouse;
- b) dependent children in accordance with the legislation of the Republic of Kazakhstan;
- c) close relatives living together with the PDMR for one year as of the transaction date:
 - parents/adoptive parents;
 - children, including adopted ones;
 - brothers and sisters (full and half siblings);
 - grandparents;

grandchildren;

d) a legal entity wherein the Bank's PDMR, or a person specified in sub-clauses a), b), c), performs managerial functions, which is directly or indirectly controlled by such person, which is established in the interests of such person or the economic interests whereof substantially coincide with the interests of such person.

7. The PDMR and closely associated persons thereof shall bear personal responsibility for compliance with the requirements of foreign law.

Please sign this notice and return it to the Bank no later than 7 business days from the date of receipt. Please retain a copy of the signed notice.

By signing this letter, you confirm accepting the above obligations imposed by foreign law in relation to the Bank's PDMR.

Please notify persons closely associated with you in writing, in the form of Annex 5, of the requirements of foreign legislation in respect of closely associated persons of the PDMR and responsibility for non-compliance therewith, and ensure that Annex 6 to the Rules of Internal Control over Disposal and Use of the Insider Information at Halyk Bank JSC is signed, and return its signed copy to the Bank.

.....
(full name, signature, date of birth)

.....
(Date)

Annex 5
to the Rules of Internal Control
over Disposal and Use
of the Insider Information
at Halyk Bank JSC

CONFIDENTIAL

Notice to closely associated persons of the PDMR of foreign law requirements

Date:

— ————— 20 —

1. Pursuant to the requirements of the Rules of Internal Control over Disposal and Use of the Insider Information at Halyk Bank JSC, Halyk Bank JSC hereby notifies that you, being a closely associated person of an officer of the Bank (PDMR, Person Discharging Managerial Responsibilities) are subject to the requirements of foreign legislation, namely Market Abuse Regulation, in connection with the listing of the Bank securities on a foreign stock exchange.

2. In accordance with the requirements of foreign legislation, the PDMR and/or closely associated persons thereof shall notify the authorized body of the foreign country the stock exchange whereof the Bank securities are traded on (UK Financial Conduct Authority) of all transactions (operations)/deals with the Bank shares and debt instruments or derivatives or other financial instruments related thereto, carried out by the PDMR and/or closely associated persons thereof for their own benefit.

Notice shall be given with respect to each subsequent transaction (operation)/deal upon reaching a total threshold of the equivalent of EUR 5,000 within a calendar year.

Such notice shall be made no later than three (3) business days from the date of the transaction/deal.

3. Along with the authorized body of the foreign country, the PDMR and/or closely associated persons thereof shall notify the Bank of the above transactions/deals with the Bank securities not later than one (1) business day from the date of the transaction/operation.

4. The PDMR shall notify their closely associated persons in writing of the requirements of foreign law regarding closely associated persons of the PDMR, and of the liability for non-compliance therewith.

5. Closely associated persons of the PDMR shall include:

a) spouse;

b) dependent children in accordance with the legislation of the Republic of Kazakhstan;

c) close relatives living together with the PDMR for one year as of the transaction date:

parents/adoptive parents;

children, including adopted ones;

brothers and sisters (full and half siblings);

grandparents;

grandchildren;

d) a legal entity wherein the Bank's PDMR, or a person specified in sub-clauses a), b), c), performs managerial functions, which is directly or indirectly controlled by such person, which is established in the interests of such person or the economic interests whereof substantially coincide with the interests of such person.

6. The PDMR and closely associated persons thereof shall bear personal responsibility for compliance with the requirements of foreign law.

Please sign this notice and return it to the Bank no later than 5 business days from the date of receipt.
Please retain a copy of the signed notice.

By signing this letter, you confirm accepting the above obligations imposed by foreign law in relation to closely associated persons of the Bank PDMR.

.....
(full name, signature, date of birth)

.....
(Date)

Annex 6
to the Rules of Internal Control
over Disposal and Use
of the Insider Information
at Halyk Bank JSC

CONFIDENTIAL

**QUESTIONNAIRE
for PDMR**

I. PDMR background

1. Full name, date of birth:

2. Identity document (name, No., date of issue, issuing authority):

3. IIN:

4. Position held or managerial functions exercised in other organizations:

No.	Legal entity name	Position held, date of appointment	Address of the legal entity; contact telephone numbers	BIN	Number and date of the legal entity state (re-)registration certificate

5. Home (registration/residence) address:

6. Phone number (mobile), e-mail:

II. Closely associated persons of the PDMR

1. Children, spouses of the PDMR:

No.	Full name	Date of birth	Degree of kinship	IIN	Identity document (No., date of issue, issuing authority)	Place of residence

2. Relatives living with the PDMR for at least one year on the date of completion of the Questionnaire:

No.	Full name	Date of birth	Degree of kinship	IIN	Identity document (No., date of issue, issuing authority)	Place of residence

III. Legal entities closely associated with the PDMR

1. Are you a major participant or an executive officer of any legal entity, including non-residents (specify the share in the authorized capital of legal entity in %, and the name, address and contact phone numbers, BIN, number and date of the legal entity state (re-) registration certificate):

No.	Legal entity name	Number of voting shares/participation interest, %	Address of the legal entity; contact telephone numbers	BIN	Number and date of the legal entity state (re-)registration certificate

2. Are your spouse, children and close relatives a major participant or an executive officer of any legal entity, including non-residents (specify the share in the authorized capital of the legal entity in %, and the name, address and contact phone numbers, BIN, number and date of the legal entity state (re-) registration certificate):

No.	Legal entity name	Number of voting shares/participation interest, %	Address of the legal entity; contact telephone numbers	BIN	Number and date of the legal entity state (re-)registration certificate

3. Do you have control over any legal entity, including non-residents (specify the name, address and contact telephone numbers of the legal entity), and:

No.	Legal entity name	Number of voting shares/participation interest, %	Address of the legal entity; contact telephone numbers	BIN	Number and date of the legal entity state (re-)registration certificate

4. Do your spouse, children and other close relatives have control over any legal entity, including non-residents (specify the name, address and contact telephone numbers of the legal entity):

No.	Legal entity	Number of voting	Address of the legal	BIN	Number and date of the
-----	--------------	------------------	----------------------	-----	------------------------

	name	shares/participation interest, %	entity; contact telephone numbers		legal entity state (re-)registration certificate

IV. Information on the Bank securities owned by the PDMR necessary for monitoring of the PDMR's transactions with the Bank securities in accordance with the requirements of foreign laws.

1. Please provide information on the ownership of the Bank shares and debt instruments or derivatives or other financial instruments related thereto at the time of completing this Questionnaire:

No.	Full name of the PDMR or a closely associated person thereof	Type of securities	NIN, ISIN	Q-ty (pcs.)	Amount, '000KZT	Securities acquisition date

2. Please provide information on transactions with shares or other securities of the Bank made in your interests or in the interests of your children and/or spouse during the year prior to filling in this Questionnaire:

No.	Full name of the PDMR or a closely associated person thereof	Type of securities, q-ty (pcs.)	NIN, ISIN	Transaction amount, '000KZT	Type of transaction	Date of transaction

In accordance with the Law of the Republic of Kazakhstan No.94-V "On Personal Data and Protection thereof" dated 21 May 2013 (the "Law"), I hereby confirm that the personal data specified herein, including the personal data of the third parties, are provided to the Bank on a voluntary basis, and no rights of any individuals and (or) legal entities or the requirements of the laws of the Republic of Kazakhstan are violated.

I hereby give my consent to the Bank to the collection and processing by the Bank (business identification number 940140000385), organizations of Halyk Financial Group (the Bank and its subsidiaries), Kazakhstan Stock Exchange JSC (business identification number 931240000220) of my personal data stipulated herein, and including the following data:

surname, name, patronymic (if any);

year, month, date and place of birth;

individual identification number;

identity document details;

place of residence, legal address (place of registration), place of work;

postal and e-mail addresses, telephone numbers;

information about close relatives, spouse, and in-laws;

information on one's own participation, and that of close relatives, spouse, close relatives of the spouse, in the bodies of legal entities, in the authorized capitals of legal entities, control over legal entities;

information on marital status and family composition (including personal data of their minor children);

any other personal data.

The consent to the collection and processing of personal data shall be valid for the period of keeping personal data in accordance with the requirements of the legislation of the Republic of Kazakhstan. The personal data shall be collected and processed in ways that do not contradict the legislation of the Republic of Kazakhstan. The consent to collection and processing of personal data shall include the possibility of:

the transfer of personal data by the Bank, its subsidiaries, Kazakhstan Stock Exchange JSC to each other;

the transfer of personal data by the Bank and its subsidiaries to other third parties in cases stipulated by the legislation of the Republic of Kazakhstan, international agreements, agreements entered into by the Bank with third parties;

the trans-border transfer of personal data by the Bank and its subsidiaries in the course of processing thereof;
the distribution of personal data by the Bank and its subsidiaries in publicly available sources.

.....
(signature)

In addition, I confirm that the individuals whose personal data are indicated herein, have been notified of how their personal data will be used, have given their consent to the transfer of their personal data to the Bank, to the collection and processing of their personal data by the Bank, including, but not limited to, the provision of their personal data to authorized bodies and organizations in accordance with the requirements of the statutes of the Republic of Kazakhstan, Kazakhstan Stock Exchange JSC, and the Bank's subsidiaries, and to the cross-border transfer of their personal data.

.....
(signature)

The person shall bear responsibility established by the legislation for unreliability of the information stated in this Questionnaire.

To confirm the correctness of the information specified in the Questionnaire, please attach a document confirming the information about the persons the information is provided on, namely identity document of an individual, IIN, constituent documents of a legal entity, BIN (for all persons the information on is specified in the Questionnaire). If it is impossible to provide such documents, please provide a brief justification of impossibility to provide the same.

In case of any changes in the information specified herein, you undertake to provide information about the relevant changes within seven days from the date of such changes.

.....
(full name, signature, date of birth)

.....
(date)