

Information to the shareholders for consideration at the Extraordinary General Shareholders' Meeting of Halyk Bank JSC by absent voting to be held on 9 December 2024

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

Dear shareholders,

In accordance with Articles 35, 36, 43 and 49 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, it is proposed to approve the following agenda of the Extraordinary General Shareholders' Meeting of Halyk Bank JSC by absent voting prepared by the Board of Directors of Halyk Bank JSC (resolution of the Board of Directors of Halyk Bank JSC on second item in minutes to the meeting of the Board of Directors of Halyk Bank JSC by absent voting No.49 dated 7 November 2024):

1. On approval of the agenda of the Extraordinary General Shareholders' Meeting of Halyk Bank JSC.
2. On adoption of a resolution on dividend payment on Halyk Bank JSC common shares. On approval of the amount of dividend per common share of Halyk Bank JSC.
3. On determination of the audit firm for audit of the financial statements of Halyk Bank JSC based on the results of the years 2025 - 2027.
4. On determination of the procedure, maximum number and time limits for placement (allotment) of shares of Halyk Bank JSC without application of the pre-emptive right.

Item 2 of the agenda: “On adoption of a resolution on dividend payment on Halyk Bank JSC common shares. On approval of the amount of dividend per common share of Halyk Bank JSC”

Dear shareholders,

At the Annual General Shareholders’ Meeting of Halyk Bank JSC held on 25 April 2024, it was reported that if the macroeconomic environment remains stable and in the absence of significant external factors affecting the operating activities of Halyk Bank JSC and its financial performance, the second payment of dividends for 2023 from undistributed net income of Halyk Bank JSC from previous years may be considered.

Considering positive results of Halyk Bank JSC for 1H2024, in accordance with Articles 23, 35, 36, 44 and 49 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, Articles 22, 24, 25, 26 and 28 of the Charter of Halyk Bank JSC, the Board of Directors of Halyk Bank JSC submits for consideration of the Extraordinary General Shareholders’ Meeting of Halyk Bank JSC by absent voting the following proposals on the agenda item:

to pay dividends on common shares of Halyk Bank JSC (ISIN KZ000A0LE0S4) from undistributed net income of previous years:

name: Halyk Bank JSC;

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

bank and other details of Halyk Bank JSC: National Bank of the Republic of Kazakhstan; BIC – NBRKKZKX, correspondent account – KZ87125KZZT1001300313, BIN – 940140000385, Beneficiary code – 14;

the dividend payment period: 2023;

the amount of dividend per common share: KZT 9.57;

the dividend payment commencement date: 12 December 2024;

the procedure and form of dividend payment:

the record date of the list of shareholders eligible to receive dividends as of 00:00 a.m. 10 December 2024 (Almaty time);

the dividend payment form – bank transfer.

Item 3 of the agenda: “On determination of the audit firm for audit of the financial statements of Halyk Bank JSC based on the results of the years 2025 - 2027”

Dear shareholders,

In accordance with Article 57 of the Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan” the audit of the financial statements of Halyk Bank JSC is to be performed by an audit firm authorized to conduct the audit in accordance with the legislation on auditing and meeting the requirements of the Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan”.

According to Article 36-1(6) of the Law of the Republic of Kazakhstan “On Joint Stock Companies” and Article 25 of the Charter of Halyk Bank JSC, the item on determining the audit firm to audit Halyk Bank JSC falls within the exclusive competence of the General Shareholders’ Meeting.

Following the procedures to select an auditor, Deloitte LLP was selected as the audit firm to provide audit services to Halyk Bank JSC based on the results of its activities for the years 2025 - 2027.

In view of the above, the Board of Directors of Halyk Bank JSC proposes to the Extraordinary General Shareholders’ Meeting of Halyk Bank JSC to determine Deloitte LLP as an audit firm to audit the financial statements of Halyk Bank JSC based on the results of its activities for the years 2025-2027.

Item 4 of the agenda: “On determination of the procedure, maximum number and time limits for placement (allotment) of shares of Halyk Bank JSC without application of the pre-emptive right”

Dear shareholders,

In accordance with the best international practice of corporate governance, in order to increase motivation of employees and members of the Board of Directors of Halyk Bank JSC, their long-term involvement and participation in the development of Halyk Bank JSC through granting them Halyk Bank JSC shares, please consider the following.

According to Article 16-7 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, the company has the right to place (allot) its shares without applying the pre-emptive right when paying remuneration to members of the Board of Directors of the company with shares and incentivizing employees of the company with shares.

The provisions of the Code of Corporate Governance of the Republic of Kazakhstan¹, which is a source of the best national corporate governance practices, also provide for a recommendation to introduce a long-term incentive program using the company’s shares: *“4.4.B. Companies with shares admitted to organized trading may introduce a long-term incentive program for the executive body and other key employees of the company using the company’s shares (options or other derivative financial instruments the underlying asset whereof being the company’s shares).”*

Implementation of the program for placement (allotment) of shares among employees and members of the Board of Directors of Halyk Bank JSC without applying the pre-emptive right will allow Halyk Bank JSC not only to strengthen the sense of belonging to Halyk Bank JSC, but also can become a powerful tool for attracting, retaining and encouraging key employees, increase loyalty and involvement of employees, which, in turn, will have a positive impact on the financial performance and corporate culture of Halyk Bank JSC.

The categories of employees and members of the Board of Directors of Halyk Bank JSC among whom the shares of Halyk Bank JSC will be placed (allotted), and the criteria and conditions for placement (allotment) of the same will be established by the Board of Directors of Halyk Bank JSC in the internal regulatory documents of Halyk Bank JSC.

In view of the above, the Board of Directors of Halyk Bank JSC proposes that the Extraordinary General Shareholders’ Meeting of Halyk Bank JSC to consideration the following proposal on the agenda item “On determination of the procedure, maximum number and time limits for placement (allotment) shares of Halyk Bank JSC without application of the pre-emptive right”:

¹ Corporate Governance Code of the Republic of Kazakhstan approved by Resolution of the Presidium of “Atameken” National Chamber of Entrepreneurs of the Republic of Kazakhstan No.4 dated 27.04.2021, and agreed by the ARDFM on 21.11.2023

1. For the purpose of implementation of Article 16-7 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, to determine the following procedure, maximum number and terms of placement (allotment) of shares of Halyk Bank JSC without applying the pre-emptive right:

1) shares of Halyk Bank JSC shall be placed (allotted) on the unorganized securities market in the following cases:

payment of remuneration to members of the Board of Directors with shares of Halyk Bank JSC;

employees incentive with shares of Halyk Bank JSC;

2) categories of employees and members of the Board of Directors of Halyk Bank JSC among whom the shares of Halyk Bank JSC will be placed (allotted), and the criteria and conditions for placement (allotment) of the same shall be established by the Board of Directors of Halyk Bank JSC in the internal regulatory documents of Halyk Bank JSC.

2. To set the maximum number of shares of Halyk Bank JSC to be placed (allotted) among members of the Board of Directors and employees of Halyk Bank JSC without applying the pre-emptive right in the amount of up to 1% (one) percent (including) of the total number of placed (less repurchased) shares of Halyk Bank JSC as of the date of adoption of the resolution on this item by the General Shareholders’ Meeting.

3. To determine that Halyk Bank JSC shares are to be placed (allotted) to members of the Board of Directors without applying the pre-emptive right within the number of shares in accordance with clause 2 in the amount of up to 0.5% (zero point five) percent (including) of the total number of placed (less repurchased) shares of Halyk Bank JSC as of the date of adoption of the resolution on this item by the General Shareholders’ Meeting.

4. To establish that the shares of Halyk Bank JSC are to be placed (allotted) among members of the Board of Directors and employees of Halyk Bank JSC without applying the pre-emptive right over a period of up to 5 (five) years from the date of adoption of the resolution on this item by the General Shareholders’ Meeting.