

**Information to the shareholders for consideration at the Extraordinary General Shareholders' Meeting of Halyk Bank JSC by absent voting to be held on 1 December 2023**

**Item No.1 of the agenda: “On approval of the agenda of the Extraordinary General Shareholders' Meeting of Halyk Bank JSC”**

Dear shareholders,

We propose 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 item 10 in minutes to the meeting of the Board of Directors of Halyk Bank JSC by absent voting No.49 dated 30 October 2023):

1. On approval of the agenda of the Extraordinary General Shareholders' Meeting of Halyk Bank JSC.
2. On early termination of powers of a member of the Board of Directors of Halyk Bank JSC.
3. On increasing the number of members of the Board of Directors of Halyk Bank JSC.
4. On additional election of members of the Board of Directors of Halyk Bank JSC, and determination of the term of office thereof.

**Item No.2 of the agenda: “On early termination of powers of a member of the Board of Directors of Halyk Bank JSC”**

Dear shareholders,

On 27 October 2023, Halyk Bank JSC received a written notice from Mr. Mazhit Tuleubekovich Yessenbayev, member of the Board of Directors of Halyk Bank JSC, with a request to submit for consideration at the Extraordinary General Shareholders’ Meeting of Halyk Bank JSC the item on early termination of his powers as a member of the Board of Directors of Halyk Bank JSC at his own initiative, effective 1 December 2023.

The written notice of Mr. M.T. Yessenbayev was considered at the meeting of the Board of Directors of Halyk Bank JSC by absent voting (resolution of the Board of Directors of Halyk Bank JSC on item 11 in minutes to the meeting of the Board of Directors of Halyk Bank JSC by absent voting No.49 dated 30 October 2023), and the following resolutions were passed:

1. To acknowledge the written notice on early termination of powers of Mr. Mazhit Tuleubekovich Yessenbayev as a member of the Board of Directors of Halyk Bank JSC at his own initiative, effective 1 December 2023.

2. To propose to the extraordinary general meeting of shareholders of Halyk Bank JSC by absent voting to terminate early the powers of Mr. Mazhit Tuleubekovich Yessenbayev as a member of the Board of Directors of Halyk Bank JSC at his own initiative, effective 1 December 2023, on the basis of his written notice.

Dear shareholders, in view of the above, and being guided by Article 55-4 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” and Article 29-5 of the Charter of Halyk Bank JSC, we request you to pass a resolution on early termination of powers of Mr. Mazhit Tuleubekovich Yessenbayev as a member of the Board of Directors of Halyk Bank JSC, effective 1 December 2023.

**Item No.3 of the agenda: “On increasing the number of members of the Board of Directors of Halyk Bank JSC”**

Dear shareholders,

In accordance with Article 25 of the Charter of Halyk Bank JSC, the determination of the quantitative composition of the Board of Directors falls within the exclusive competence of the General Shareholders’ Meeting of Halyk Bank JSC.

By resolution of the Annual General Shareholders’ Meeting of Halyk Bank JSC by absent voting without holding an in-person general shareholders’ meeting dated 25 May 2023 (minutes No.48), the composition of the Board of Directors of Halyk Bank JSC was determined in the number of 7 (seven) members.

According to Article 54-5 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, the number of members of the Board of Directors shall not be less than three, with at least thirty percent of the Board of Directors of Halyk Bank JSC being independent directors.

For the purpose of extending competences and attracting new experts to the Board of Directors of Halyk Bank JSC, Holding Group ALMEX JSC, a major shareholder of Halyk Bank JSC, proposed (letter No.197 dated 27 October 2023) to increase the number of members of the Board of Directors of Halyk Bank JSC from 7 (seven) to 8 (eight).

Dear shareholders, taking into account the proposal of Holding Group ALMEX JSC, a major shareholder of Halyk Bank JSC, and the Board of Directors of Halyk Bank JSC (resolution of the Board of Directors of Halyk Bank JSC on item 12 in minutes to the meeting of the Board of Directors of Halyk Bank JSC by absent voting No.49 dated 30 October 2023), it is proposed to increase the number of members of the Board of Directors of Halyk Bank JSC from 7 (seven) to 8 (eight), which shall enable Halyk Bank JSC to extend its competences and attract new experts to the Board of Directors in order to bring the corporate governance system in line with the best international practices.

**Item No.4 of the agenda: “On additional election of members of the Board of Directors of Halyk Bank JSC, and determination of the term of office thereof”**

Dear shareholders,

Passing a resolution on additional election of members of the Board of Directors and determination of the term of office thereof in accordance with Article 25 of the Charter of Halyk Bank JSC also falls within the exclusive competence of the General Shareholders’ Meeting.

In its search for right candidates for the positions of directors, Halyk Bank JSC considered a large number of potential candidates, including from among non-residents representing large international companies with wide experience in finance, IT, and corporate governance.

Considering that the General Shareholders’ Meeting of Halyk Bank JSC is expected to pass a resolution on item 2 of the agenda on early termination of powers of Mr. Mazhit Tuleubekovich Yessenbayev, member of the Board of Directors of Halyk Bank JSC, effective 1 December 2023, and in view of the fact that in accordance with the proposed resolution of the General Shareholders’ Meeting of Halyk Bank JSC on item 3, the number of members of the Board of Directors of Halyk Bank JSC is proposed to be increased from 7 (seven) to 8 (eight), Holding Group ALMEX JSC, major shareholder of Halyk Bank JSC proposed (letter No.197 dated 27 October 2023) the following candidates for additional election to the Board of Directors of Halyk Bank JSC:

Mr. Zhaksybek Abdrakhmetovich Kulekeyev	– Scientific Supervisor at Applied Economics Research Centre LLP
Mr. Zhomart Dossankulovich Nurabayev	– Deputy CEO of Holding Group ALMEX JSC

It should be noted that Mr. Zhaksybek Abdrakhmetovich Kulekeyev is proposed for election to the Board of Directors as an independent director, and Mr. Zhomart Dossankulovich Nurabayev is proposed to be elected to the Board of Directors as a representative of Holding Group ALMEX JSC, a shareholder of Halyk Bank JSC, with the term of office determined from the date of their election and until the expiration of the term of office of the current Board of Directors of Halyk Bank JSC established at the Annual General Shareholders’ Meeting of Halyk Bank JSC on 25 May 2023.

The information about the candidates to the Board of Directors is available in the materials provided to you.

Dear shareholders, based on the above, the Board of Directors of Halyk Bank JSC (resolution of the Board of Directors of Halyk Bank JSC on item 13 in minutes to the meeting of the Board of Directors of Halyk Bank JSC by absent voting No.49 dated 30 October 2023) proposes:

1) to elect additionally Mr. Zhaksybek Abdrakhmetovich Kulekeyev as an independent director and Mr. Zhomart Dossankulovich Nurabayev as a representative of Holding Group ALMEX JSC to the Board of Directors of Halyk Bank JSC;

2) to determine the term of office of Mr. Zhaksybek Abdrakhmetovich Kulekeyev and Mr. Zhomart Dossankulovich Nurabayev as members of the Board of Directors of Halyk Bank JSC to be from the date of their election and until the expiration of the term of office of the current Board of Directors of Halyk Bank JSC established at the Annual General Shareholders' Meeting of Halyk Bank JSC on 25 May 2023.

## **Information on candidates to the Board of Directors of Halyk Bank JSC**

### **ZHAKSYBEK ABDRAKHMETOVICH KULEKEYEV**

Born in 1957, citizen of the Republic of Kazakhstan

#### **Education:**

In 1979, he graduated from S.M. Kirov Kazakh State University with a degree in mathematics. In 1986, he defended his dissertation at the Alma-Ata Institute of National Economy, and received a degree of Candidate of Economic Sciences.

In 1992, he was awarded with the certificate of associate professor in the USSR State Committee for National Education in Applied Mathematics.

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

#### **Affiliation with Halyk Bank JSC**

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

#### **Places of employment and positions held, including for the last three years:**

15 June 2023 to date – member of the Board of Directors, Independent Director of KazAzot JSC;

05 October 2022 to date – Chairman of the Board of Directors of L. Gumilyov Eurasian National University NJSC;

13 January 2020 to date – member of the Board of Directors, Independent Director of Social Health Insurance Fund NJSC;

15 October 2010 to date – Scientific Supervisor at Applied Economics Research Centre LLP;

10 August 2021 to date – Advisor to CEO of NC KazMunayGas JSC;

01 April 2014 to date – Discipline Expert at KMG Engineering LLP;

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

28 May 2007 – 04 April 2008 – President at NC Kazakhstan Temir Zholy JSC;

01 February 2006 – 28 May 2007 – First Vice-President of NC KazMunayGas JSC;

31 May 2005 – 31 January 2006 – Rector of the Academy of Public Administration under the President of the Republic of Kazakhstan;

14 June 2003 – 13 December 2004 – Minister of the Ministry of Education and Science of the Republic of Kazakhstan;

30 January 2002 – 14 June 2003 – Chairman of the Accounts Committee for Control over Execution of the Republican Budget of the Republic of Kazakhstan;

21 December 2000 – 30 January 2002 – Minister of the Ministry of Economy and

Trade of the Republic of Kazakhstan;

13 October 1999 – 21 December 2000 – Minister of the Ministry of Economy of the Republic of Kazakhstan;

01 January 1997 – 13 October 1999 – Chairman of the Agency of the Republic of Kazakhstan on Statistics;

21 November 1995 – 01 January 1997 – First Deputy Chairman, Chairman of the State Committee of the Republic of Kazakhstan on Statistics and Analysis;

16 November 1992 – 01 December 1995 – Head of the Microeconomics Department of Ryskulov Kazakh Economic University;

22 November 1979 – 16 November 1992 – lecturer, senior lecturer, associate professor of Alma-Ata Institute of National Economy.

**Additional information:**

02 February 2001 – 30 January 2002 – Executive of Asian Development Bank on behalf of the Republic of Kazakhstan;

02 December 1999 – 02 February 2001 – Deputy Executive of Asian Development Bank on behalf of the Republic of Kazakhstan;

01 February 2006 – 28 May 2007 – Chairman of the Investment Committee at NC KazMunayGas JSC.

**Note:** The candidate is proposed for election as a member of the Board of Directors – Independent Director of Halyk Bank JSC. The candidate is not a shareholder of Halyk Bank JSC, nor is he proposed (recommended) for election to the Board of Directors of Halyk Bank JSC as a representative of a shareholder of Halyk Bank JSC.

---

## **ZHOMART DOSSANKULOVICH NURABAYEV**

Born in 1971, citizen of the Republic of Kazakhstan

### **Education:**

In 1993, he graduated from the Kazakh State Academy of Management with an economist qualification,

In 2009, he graduated from Abay Kazakh National Pedagogical University with a lawyer qualification.

### **Affiliation with Halyk Bank JSC**

In accordance with Article 2-1 of the Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan”, the candidate is an affiliate of Halyk Bank JSC.

### **Places of employment and positions held, including for the last three years:**

05 September 2023 – to date – member of the Board of Directors of Halyk Global Markets JSC;

12 February 2014 – to date – Deputy CEO of Holding Group ALMEX JSC;

06 December 2012 – 25 April 2014 – Member of the Board of Directors of Halyk Bank JSC;

01 December 2012 – 11 February 2014 – CEO, Member of the Board of Directors of Holding Group ALMEX JSC;

11 July 2011 – 03 March 2015 – Member of the Board of Directors of RAKHAT KAZAKH-AUSTRIAN JOINT VENTURE JSC;

11 July 2011 – 18 February 2013 – General Director of RAKHAT KAZAKH-AUSTRIAN JOINT VENTURE JSC;

27 May 2011 – 10 July 2011 – Deputy General Director of RAKHAT KAZAKH-AUSTRIAN JOINT VENTURE JSC;

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

01 August 2007 – 30 November 2012 – Deputy CEO of Holding Group ALMEX JSC;

23 May 2003 – 31 July 2007 – CFO at ALMEX Firm LLP;

01 January 2002 – 01 December 2003 – Advisor to CEO of Aon Kazakhstan Insurance Broker CJSC (part-time);

01 December 2000 – 31 December 2004 – CFO at Transoil Investments LLP;

16 May 2000 – 27 November 2000 – Deputy Chairman of the Tax Committee for Medeu district of Almaty city;

03 April 2000 – 15 May 2000 – Deputy Chairman of the Tax Committee for Almaly district of Almaty city;

01 November 1999 – 02 April 2000 – Deputy Chairman of the Tax Committee for Zhetysay district of Almaty city;

17 May 1999 – 31 October 1999 – Head of Taxpayer Relations Division of Almaty City Tax Committee;

01 April 1999 – 16 May 1999 – Head of Propaganda and Clarification Department of the Taxpayer Relations Division of Almaty City Tax Committee;

01 June 1998 – 31 March 1999 – Head of the Taxpayer Relations Department of Almaty City Tax Committee;

03 March 1997 – 31 May 1998 – Head of the Legal Entities Taxation Department of Almaty City Tax Division;

07 December 1995 – 02 March 1997 – Head of Legal Entities Income Taxation Department, Almaty City Tax Inspectorate;

22 June 1995 – 06 December 1995 – Senior Tax Inspector of the Department for Audit and Inspections of Tax Authorities under the Organization and Audit Division of the General Tax Inspectorate of the Ministry of Finance of the Republic of Kazakhstan;

03 November 1994 – 21 June 1995 – Tax Inspector at the Department for Inspection and Control over Compliance with Tax Legislation under the Organization and Inspection Division of the General Tax Inspectorate of the Ministry of Finance of the Republic of Kazakhstan;

08 November 1993 – 02 November 1994 – Category 1 Specialist of the Department for Inspection and Control over Compliance with Tax Legislation of the Organization and Inspection Division of the General Tax Inspectorate of the Ministry of Finance of the Republic of Kazakhstan.

**Note:** The candidate is proposed for election as a member of the Board of Directors as a representative of Holding Group ALMEX JSC, a shareholder of Halyk Bank JSC.

---