

The Committees under the Board of Directors are advisory bodies of the Bank's Board of Directors. All and any proposals developed by the Committees are recommendations to be submitted to the Board of Directors of the Bank for consideration. Pursuant to the laws of Kazakhstan, the Committees consist of members of the Board of Directors and the experts. The composition of the Committees is detailed below in the sub-sections on operations of the respective Committees. All Committees carry out their activities based on their Regulations.

Committees under the Board of Directors of the Bank:

Audit Committee:

The Audit Committee was established in July 2005.

The Committee consists of three members of the Board of Directors to be elected by a majority vote of all members of the Board of Directors. At least two members of the Committee should be independent directors.

The members of the Committee are:

- 1. Henk Jan Hoogendoorn – Chairman of the Audit Committee, independent director;**
2. Arman Galiaskarovich Dunayev – member of the Audit Committee;
3. Piotr Romanowski – member of the Audit Committee, independent director.

All members of the Committee are independent directors, have knowledge and experience in bookkeeping and tax accounting, internal and external audit, and risk management.

Audit Committee Competencies:

The Committee assists the Board of Directors as regards the completeness and reliability of financial statements, compliance of the Bank and subsidiaries with legal requirements and internal documents (compliance control), selection and independence of the external auditor, adequacy and efficiency of the internal control and risk management system, and coordinates the internal audit activities.

HR and Remuneration Committee:

The HR and Remuneration Committee was established in September 2007.

The Committee consists of three members of the Board of Directors to be elected by a majority vote of all members of the Board of Directors. At least two members of the Committee should be independent directors.

The members of the Committee are:

- 1. Piotr Romanowski – Chairman of the Committee, independent director;**
2. Arman Galiaskarovich Dunayev – member of the Committee, Chairman of the Board of Directors;
3. Henk Jan Hoogendoorn – member of the Committee, independent director.

All members of the Committee are independent directors, and all of them have extensive experience in human resource management, including remuneration.

HR and Remuneration Committee Competencies:

The Committee makes recommendations to the Board of Directors on candidates for the Board of Directors, the Management Board, and the boards of directors of subsidiaries, on the remuneration system for the Board of Directors and the Management Board, remuneration of the boards of directors and executive bodies of subsidiaries, and reviews the improvement of ethical standards designed to enhance the corporate culture at the Bank.

Strategic Planning Committee:

The Strategic Planning Committee was established in April 2012.

The Committee consists of five members of the Board of Directors to be elected by a majority vote of all members of the Board of Directors, and four experts - members of the Management Board to supervise the most strategic areas of the Bank's operations.

The members of the Committee are:

1. **Hermann Tischendorf – Chairman of the Committee, independent director;**
2. Arman Galiaskarovich Dunayev – member of the Committee;
3. Zhomart Dossankulovich Nurabayev – member of the Committee, representative of the major shareholder of ALMEX Holding Group JSC;
4. Piotr Romanowski – member of the Committee, independent director;
5. Umut Bolatkhanovna Shayakhmetova – member of the Committee, CEO;
6. Olga Vladimirovna Vuros – member of the Committee (non-voting expert);
7. Murat Uzakbayevich Koshenov – member of the Committee (non-voting expert);
8. Nariman Nurlanovich Mukushev – member of the Committee (non-voting expert);
9. Dauren Zhankisseyevich Sartayev – member of the Committee (non-voting expert);
10. Kiril Atanasov Bachvarov – member of the Committee (non-voting expert).

The Strategic Planning Committee is chaired by an independent member of the Board of Directors of the Bank. The Committee consists of members of the Board of Directors and experts having professional experience in the following areas: development of information technologies; development and provision of banking services; risk management and budget planning.

Strategic Planning Committee Competencies:

The Committee assists the Board of Directors in reviewing Halyk Group's strategy, the Bank's sustainability strategy and monitoring its implementation; setting medium-/long-term goals and key performance indicators (KPIs) for sustainable development and monitoring the implementation of the action plan for achievement thereof; analyzing reports on strategy implementation; monitoring the external environment and its impact on the Group's strategic plans. The Committee performs a preliminary review of the Bank's draft budget for the relevant year, and a preliminary review of the Bank's draft profitability management policy, and monitors and controls compliance by the Bank and its employees with this policy.

Sustainable Development Committee:

In April 2022, the Social Issues Committee was transformed into the Sustainable Development Committee.

The Committee consists of four members of the Board of Directors to be elected by a majority vote of all Board members, and two expert members of the Management Board to supervise the issues of ESG, sponsorship, and charity. The majority of the Committee members are independent directors.

The members of the Committee are:

1. **Zhaksybek Abdrakhmetovich Kulekeyev – Chairman of the Committee, independent director;**
2. Henk Jan Hoogendoorn – member of the Committee, independent director;
3. Arman Galiaskarovich Dunayev – member of the Committee, independent director;
4. Hermann Tischendorf – member of the Committee, independent director;
5. Umut Bolatkhanovna Shayakhmetova – member of the Committee, CEO;
6. Dauren Zhankisseyevich Sartayev – member of the Committee (non-voting expert);
7. Murat Uzakbayevich Koshenov – member of the Committee (non-voting expert).

Competence of the Sustainable Development Committee:

The Sustainable Development Committee is primarily aimed at assisting the Bank's Board of Directors in exercising its functions related to establishing and ensuring the functioning of the Bank's

sustainable development system and informing the Board of Directors of measures being taken to implement the principles of sustainable development and ESG in the Bank's operations.

Risk Committee:

The Risk Committee was established in May 2020.

The Committee consists of four members of the Board of Directors to be elected by a majority vote of all members of the Board of Directors, and one expert, the Head of Risk Management.

The members of the Committee are:

1. Arman Galiaskarovich Dunayev – Chairman of the Committee, Chairman of the Board of Directors;

2. Piotr Romanowski – member of the Committee, independent director;

3. Umut Bolatkhanovna Shayakhmetova – member of the Committee, CEO;

4. Roman Alexander Maszcyk – member of the Committee (non-voting expert).

The majority of the Committee members are independent directors; all Committee members have vast experience in risk management and internal control.

Risk Committee Competencies:

The Risk Committee is a collegial body under the Board of Directors of the Bank. The Committee is primarily aimed at assisting the Board of Directors of the Bank in the performance of functions to establish and ensure the operation of the effective risk management and internal control system in the Bank, and inform the Bank's Board of Directors of the level of risks taken by the Bank. The core activities and objectives of the Risk Committee include:

1) regular assessment of the risks inherent in the Bank's activities, including when considering management reports on risks, and keeping the Bank's risk profile up to date;

2) if necessary, preparation of recommendations for the Board of Directors of the Bank on the following issues:

management of the main types of risks inherent in the Bank's business (credit risk, liquidity risk, market risk, capital management, operational risk, business continuity management, information technology risk, and cyber security risk) to develop individual strategic decisions regarding risk appetite strategy and risk profile of the Bank;

compliance risk management in the Bank; ensuring the adequacy and effectiveness of the internal control system in the Bank;

other issues referred to the competence of the Risk Committee that does not contradict the legislation or internal regulatory documents of the Bank;

3) exercising control over the internal control system in the Bank;

4) ensuring implementation of the procedures for identification, prioritization, and management of ESG risks of the Bank's borrowers.

5) ensuring implementation of responsible financing principles, inclusion of ESG criteria in project financing decision-making processes by incorporating the same in the Bank's Credit Policy;

6) ensuring implementation of ESG risk management processes in the Bank's general risk management system to minimize the adverse impact of lending and investment activities;

7) ensuring implementation of procedures for assessing the impact of climate risks on the business model and strategic planning, scenario analysis, and stress testing.