

**Rules
for Providing Information on Affiliates and Interest in Transaction
of « KMF Bank» JSC**

Business owner:	Corporate Secretary Service
Approved by:	Minutes of the Board of Directors dated 23 April, 2025, No. 4
Put into effect on:	_____, 202_
Recognized as null and void:	
Level of access to internal regulation:	For internal use

**Almaty,
2025**

C o n t e n t s

Section 1. General provisions.....	3
Section 2. Affiliates of the Bank	3
Section 3. Requirements to provide information on affiliates	4
Section 4. Interest in transaction	5
Section 5. Liability when entering into transactions with affiliates.....	5
Section 6. Final Provisions	6

Section 1. General provisions

1. These Rules for Providing Information on Affiliates and Interest in Transaction of KMF Bank JSC (the “Rules”) are developed in accordance with the Law of the Republic of Kazakhstan “On Joint-Stock Companies” and the Charter of the Bank.
2. The Rules determine the procedure, conditions of provision of information on affiliates, interest in a transaction, the form according to which information on affiliates shall be provided, responsibility when concluding transactions with affiliates.
3. These Rules, as well as amendments and/or supplements there to shall be approved by the Board of Directors of the Bank.
4. The following terms and definitions are used in the Rules:
 - 1) **Shareholder** — person/entity that owns the share;
 - 2) **Large shareholder** — a shareholder or several shareholders, acting on the basis of an agreement between them, who (in the aggregate) own ten percent or more of the voting shares of the joint-stock Bank;
 - 3) **Official** – a member of the Board of Directors, a member of the executive body or a person solely performing the functions of the executive body;
 - 4) **Affiliates** — individuals or legal entities (except for state bodies exercising control and supervisory functions within the framework of the powers granted to them) having the ability to directly and/or indirectly determine decisions and/or influence decisions made by each other (one of the persons), including by virtue of a concluded transaction. The list of affiliates of the Bank shall be established by the Law of the Republic of Kazakhstan “On-Joint Stock Companies”;
 - 5) **Corporate Secretary** — an employee of the Bank appointed by the Board of Directors of the Bank and who is not a member of the Board of Directors and/or the Management Board of the Bank;
 - 6) **Legal address of the Bank** – 50 Nursultan Nazarbayev Ave., Medeu district, 050000, Almaty, Republic of Kazakhstan.

Section 2. Affiliates of the Bank

5. An affiliate of the Bank is:
 - 1) a large shareholder;
 - 2) close relatives, spouse, close relatives of the spouse of an individual specified in subparagraphs 1), 3) and 9) of this paragraph, except for an independent director of the Bank;
 - 3) an official of the Bank or a legal entity specified in subparagraphs 1), 4), 5), 6), 7), 8), 9) and 11) of this paragraph, except for an independent director;
 - 4) a legal entity that is controlled by a person who is a large shareholder or an official of the Bank;
 - 5) a legal entity in relation to which a person who is a large shareholder or an official of the Bank is a large shareholder or is entitled to a respective share in the property;
 - 6) a legal entity in relation to which the Bank is a large shareholder or has the right to a respective share in property;

- 7) a legal entity in relation to which the legal entity referred to in subparagraph 6) of this paragraph is a large shareholder or is entitled to a relevant share in the property;
 - 8) a legal entity which, together with the Bank, is controlled by a third party;
 - 9) a person/entity that is bound to the Bank by an agreement under which he/she/it has the right to determine decisions made by the Bank;
 - 10) a person/entity who independently or in aggregate with its affiliates owns, uses, disposes of ten and more percent or more of voting shares of the Bank (participation interests of the organization) or legal entities specified in subparagraphs 1), 4), 5), 6), 7), 8), 9) and 11) of this paragraph;
 - 11) other person/entity being an affiliate of the Bank in accordance with legislative acts of the Republic of Kazakhstan.
6. An affiliate of an individual is:
- 1) close relatives, spouse, close relatives of the spouse;
 - 2) a legal entity in which this individual and/or persons specified in subparagraph 1) of this paragraph is a large shareholder (large participant) and/or official;
 - 3) a legal entity which is controlled by this individual and/or persons specified in subparagraph 1) of this paragraph;
 - 4) a legal entity in relation to which the legal entities specified in subparagraphs 2) and 3) of this paragraph are large shareholders (large participants) or have the right to a respective share in the property;
 - 5) officials of legal entities specified in subparagraphs 2), 3) and 4) of this paragraph.

Section 3. Requirements to provide information on affiliates

7. Information on affiliates of the Bank is not information constituting official, commercial or other secret protected by the legislation of the Republic of Kazakhstan.
8. The Bank shall keep records of its affiliates on the basis of information provided by shareholders and officials of the Bank and shall be obliged to disclose information on the Internet resource of the depository of financial statements and the Internet resource of the stock exchange in accordance with the procedure established by the Law of the Republic of Kazakhstan "On Securities Market" and regulatory legal acts of the authorized body.
9. Shareholders and officials of the Bank shall be obliged to send information on their affiliates to the legal address of the Bank and to the e-mail address of the Corporate Secretary in writing within seven (7) calendar days of occurrence of the fact of affiliation in relation to the Bank.
10. The fact of affiliation may imply appointment to a position, obtaining ownership of shares (participation interest) of legal entities, conclusion of an agreement, birth, marriage, etc.
11. Information on affiliates of the Bank shall be provided by shareholders and officials of the Bank in the form according to Appendix to these Rules.
12. The form for provision of information on affiliates of the joint-stock Bank (Appendix to these Rules) is made on the basis of the form approved by the Resolution of the Management Board of the National Bank of the Republic of

Kazakhstan in accordance with subparagraph 3) of paragraph 2 of Article 102 of the Law of the Republic of Kazakhstan “On Securities Market”.

13. In case of amendments and/or supplements to the information reflected in the Form for provision of information on affiliates of the joint-stock Bank (Appendix №1 to these Rules), shareholders and officials of the Bank shall be obliged to send information on such amendments and/or supplements to the legal address of the Bank and to the e-mail address of the Corporate Secretary within seven (7) calendar days of occurrence of grounds for such amendments and/or supplements.
14. The Corporate Secretary maintains a list and information of affiliated persons of the entire Bank, based on information received from shareholders and officials of the Bank and discloses information on the Internet resource of the depository of financial statements and the Internet resource of the Stock exchange in the manner and within the time limits established by the legislation of the Republic Kazakhstan.

Section 4. Interest in transaction

15. Affiliates of the Bank shall be recognized as persons interested in a transaction by the Bank if they:
- 1) are a party to the transaction or participate in it as a representative or intermediary;
 - 2) are affiliates of a legal entity that is a party to the transaction or participates in it as a representative or intermediary.
16. The persons/entities specified in paragraph 15 of these Rules shall within three business days bring to the attention of the Management Board, the Board of Directors and the Corporate Secretary of the Bank, by any available means, information:
- 1) that they are a party to the transaction or participate in it as a representative or intermediary;
 - 2) legal entities with which they are affiliated, including legal entities in which they own, alone or in the aggregate with their affiliates, ten (10) percent or more of voting shares (participation interest, units), and legal entities in whose bodies they hold positions;
 - 3) on the transactions they are aware of, in which they may be recognized as interested parties.
17. The following shall not be considered an interested party transaction:
- 1) a transaction on acquisition by a shareholder of shares or other securities of the Bank, as well as redemption by the Bank of its outstanding shares;
 - 2) transaction on acceptance of obligations on non-disclosure of information containing banking, commercial or legally protected secrets;
 - 3) conclusion by a Bank with its affiliate of an agreement, the standard form of which is established by the legislation of the Republic of Kazakhstan;
 - 4) reorganization of the Bank and other transactions in accordance with the legislation of the Republic of Kazakhstan.

Section 5. Liability when entering into transactions with affiliates

18. Peculiarities and requirements to the procedure of execution of transactions of a Bank with participation of its affiliates shall be established by legislative acts of the Republic of Kazakhstan, non-observance of which shall be the basis for invalidation of a transaction by court based against a claim of any interested person.

19. A person/entity interested in the conclusion by the Bank of a transaction concluded in violation of the requirements to the procedure for its conclusion, as well as the principles of activity of officials provided for by the Law of the Republic of Kazakhstan “On Joint-Stock Companies”, shall be liable to the Bank in the amount of losses caused by him/her/it to the Bank. In the event of a transaction made by several persons/entities, their liability to the Bank shall be joint and several.
20. A person/entity that intentionally concluded a large transaction in violation of the requirements established by the Law of the Republic of Kazakhstan “On Joint-Stock Companies” and the Charter of the Bank shall not have the right to demand that the transaction be invalidated if such demand is caused by selfish motives or the intention to evade responsibility.
21. Officials of the Bank shall bear responsibility established by the laws of the Republic of Kazakhstan to the Bank and shareholders for damage caused by their actions and/or inaction and for losses incurred by the Bank, including but not limited to losses incurred as a result of:
- 1) provision of misleading or knowingly false information;
 - 2) violation of the procedure for provision of information established by the Law of the Republic of Kazakhstan “On Joint Stock Companies”;
 - 3) proposing to conclude and/or making decisions on conclusion of interested party transactions, which resulted in losses of the Bank as a result of their unfair actions and/or inaction, including for the purpose of obtaining profit (income) by them or their affiliates as a result of conclusion of such transactions with the Bank.
22. The Bank on the basis of the decision of the General Meeting of Shareholders or a shareholder(s) holding (in aggregate) five and more percent of voting shares of the Bank on its/their own behalf shall have the right to file a lawsuit in court against an official for compensation to the Bank for damage or losses caused by him/her to the Bank, as well as for return to the Bank by the official and/or his/her affiliates of profit (income) received as a result of making decisions on conclusion (proposal to conclude) large transactions and/or interested party transactions, resulting in losses of the Bank, if the official acted in bad faith and/or failed to act.
23. The Bank on the basis of the decision of the General Meeting of Shareholders or a shareholder(s) holding (in aggregate) five and more percent of voting shares of the Bank on its/their own behalf shall have the right to file a lawsuit in court against an official of the Bank and/or a third party for compensation to the Bank for losses caused to the Bank as a result of a concluded transaction of the Bank with such third party if at conclusion and/or realization of such transaction this official of the Bank on the basis of agreement with such third party acted in violation of requirements of the legislation of the Republic of Kazakhstan, the Charter and internal documents of the Bank or its employment agreement. In this case, the said third party and the Bank’s official shall act as joint debtors of the Bank when compensating such losses to the Bank.

Section 6. Final Provisions

24. In case of change of information reflected in the Form on information on affiliates of the joint-stock Bank, approved by the authorized body of the Republic of Kazakhstan, the information shall be provided by shareholders and officials of the Bank according to the new requirements.

25. Issues not regulated by these Rules shall be resolved in accordance with the requirements of the current legislation of the Republic of Kazakhstan.

**Information on Affiliates
of Joint-Stock Company « KMF Bank »**

Date and international identification number (ISIN code) of the authorized shares issue in accordance with the data of the state register of equity securities				Date on which information on affiliates is submitted _____, 20__		
INDIVIDUALS						
No.	Last name, first name, patronymic (if any)	Date of birth (dd.mm.yy), individual identification number (IIN)	Basis for recognizing affiliation	Date of affiliation	Residency	Basis for recognizing affiliation
1	2	3	4	5	6	7

LEGAL ENTITIES

No.	Full name of a legal entity	Date of birth (dd.mm.yy), and state registration number of the legal entity, business identification number (BIN), postal address and actual location of the legal entity	Basis for recognizing affiliation	Date of affiliation	Residency	Basis for recognizing affiliation
1	2	3	4	5	6	7