

THIS ANNOUNCEMENT IS NOT FOR DISTRIBUTION TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE SUCH ANNOUNCEMENT

2 December 2021

JSC Halyk Bank (the “Bank”) invites Qualifying Holders of its GDRs (ISIN US46627J3023 (Regulation S)/US46627J2033 (Rule 144A)) to offer their GDRs up to the Maximum Acceptance Amount (as defined below) for purchase by the Bank’s agent, Renaissance Securities (Cyprus) Limited, at a price equal to USD 16.78 per GDR (the “GDR Purchase Transaction”), all on the terms contained herein.

This notice contains important information which should be read carefully before any decision is made to take part in the invitation to participate described herein (the “Invitation to Participate”). If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, legal advisor, accountant, custodian or other appropriately authorised independent financial advisor. Any individual or company whose GDRs are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if they wish to take part in this Invitation to Participate.

The distribution of this notice in certain jurisdictions is restricted by law. Persons into whose possession this document comes are required to inform themselves about, and to observe, any such restrictions.

The Bank invites Qualifying Holders (as defined below) to offer their GDRs to the Agent (as defined below) for purchase for cash, on the terms and subject to the conditions set out in this notice.

Neither the Bank nor the Agent is under any obligation to accept any Offers to Participate (as defined below) in respect of any GDRs offered by Qualifying Holders or to complete the GDR Purchase Transaction. The Bank and the Agent may decide not to purchase any of the GDRs offered.

Any GDRs validly offered and purchased by the Agent will be immediately on-sold to the Bank, then converted into Shares, and Such shares following conversion will be held by the Bank in treasury without cancellation.

GDRs which have not been submitted for offer or have not been validly submitted and accepted for purchase will remain unaffected. Holders of GDRs not wishing to offer their GDRs for purchase do not need to take any action.

This Invitation to Participate in respect of the Bank’s GDRs is being conducted concurrently with an invitation by the Bank to its holders of common shares (the “Shares”) to purchase such shares (the “Share Purchase Transaction”) on substantially identical terms to this Invitation to Participate. Holders of the Bank’s Shares are directed to the notice in respect of the Share Purchase Transaction published on the JSC Kazakhstan Stock Exchange and AIX simultaneously with this notice.

Background to the Invitation to Participate

The purpose of the GDR Purchase Transaction and the Share Purchase Transaction is to optimise the capital structure of the Bank.

As at the date hereof, the Bank has 11,754,049,397 Shares outstanding (including Shares represented by GDRs, but excluding Shares held in treasury by the Bank).

The Maximum Acceptance Amount in respect of the combined GDR Purchase Transaction and the Share Purchase Transaction is 845,775,546 Shares (including Shares represented by GDRs) or approximately 7.2% of Share capital currently outstanding.

Consequently, if the GDR Purchase Transaction and the Share Purchase Transaction take place such that GDRs and Shares are purchased up to the Maximum Acceptance Amount (i) the number of Shares left outstanding (including Shares represented by GDRs, but excluding Shares held in treasury by the Bank) will be 10,908,273,851; and (ii) the aggregate number of Shares held in treasury by the Bank will be 2,539,270,931.

Participation Period

The period (the "**Participation Period**") during which expressions of interest to participate in the GDR Purchase Transaction (each an "**Offer to Participate**") may be submitted to the Agent will commence at 8 a.m. (London time) on 3 December 2021 and will end at 5 p.m. (London time) on 9 December 2021 (the "**Expiry Date**") unless extended, withdrawn, amended or terminated by the Bank and notified to GDR holders.

Participation Method

Qualifying Holders of GDRs wishing to offer their GDRs for purchase should contact the Bank's agent Renaissance Securities (Cyprus) Limited (the "**Agent**") by email or telephone (details at the bottom of this notice) before the Expiry Date in order to have their Offers to Participate registered and in order to agree on the procedure for transfer of the GDRs to the Agent and payment of the Offer Consideration (as defined below) on the Settlement Date.

The Agent has no obligation to consider any Offer to Participate by any holder of GDRs that is not able to demonstrate that it is a professional institutional investor (being "Qualified Investors" under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, persons falling within Articles 19 and 43 of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended), Qualified Institutional Buyers under Rule 144A of the United States Securities Act or an equivalent professional institutional investor under the laws of any other applicable jurisdiction (each a "**Qualifying Holder**"). Acceptance of Offers to Participate will further be subject to satisfactory completion of the "know your client" and anti-money-laundering requirements as determined by the Agent in its sole discretion.

The Agent has no obligation to consider any Offer to Participate received after the Expiry Date, and Qualifying Holders are advised to approach the Agent as early as possible following the launch of the Invitation to Participate if they wish to participate in order to complete any administrative requirements.

Qualifying Holders are further advised to check with the bank, securities broker or other intermediary through which they hold their GDRs whether such intermediary would need to receive instructions to participate in the Invitation to Participate prior to the deadline set out above.

All questions as to the validity, form, eligibility (including time of receipt) and acceptance of Offers to Participate will be determined by the Agent in its sole discretion, which determination shall be final and binding. The Bank and the Agent reserve the absolute right to reject any or all Offers to Participate determined not to be in appropriate form or from persons whose participation in the Invitation to Participate could in the reasonable opinion of Agent result in violation of applicable legal requirements. Neither the Agent nor the Bank is under an obligation to any relevant holder of GDRs to provide any reason or justification for refusing to accept any such Offers to Participate.

The Agent is receiving a fee from the Bank for its services hereunder. No other fees or commissions will be charged by the Agent to GDR holders in respect of the GDR Purchase Transaction.

Holders of GDRs should not approach the Bank directly with Offers to Participate, and the Bank will not directly purchase GDRs as part of this Invitation to Participate.

Consideration

The amount payable by the Agent to Qualifying Holders in respect of GDRs validly offered and accepted for purchase will be USD 16.78 per GDR (the "**Offer Consideration**").

The Offer Consideration per GDR is calculated as a product of (i) the price being paid per Share in the Share Purchase Transaction (KZT 182.10, being the market price of the Shares on the JSC Kazakhstan Stock Exchange on 30 November 2021 (1 December being a public holiday in Kazakhstan and not a trading day)), and (ii) the ratio of Shares to GDRs (40:1) following the application of the weighted average exchange rate of USD 1 = KZT 434.16 (being the official rate promulgated by the National Bank of Kazakhstan on 2 December 2021).

Maximum Acceptance Amount

In respect of the GDR Purchase Transaction and the Share Purchase Transaction, the Bank has authorised the purchase in aggregate of up to 845,775,546 Shares and/or GDRs representing such shares (at a ratio of 1 GDR = 40 Shares) (the “**Maximum Acceptance Amount**”). Consequently, Offers to Participate in the GDR Purchase Transaction, when aggregated with offers to participate in the Share Purchase Transaction, will only be accepted up to the Maximum Acceptance Amount.

The Bank may in its sole discretion increase or decrease the Maximum Acceptance Amount.

Pro-ration

In the event that Offers to Participate in the GDR Purchase Transaction, when aggregated with offers to participate in the Share Purchase Transaction, exceed the Maximum Acceptance Amount, a *pro rata* reduction will be applied to all Offers to Participate (the “**Pro-ration Factor**”). An identical pro-ration factor will be applied to offers to participate in the Share Purchase Transaction.

The Pro-ration Factor, if applicable, will be notified to holders of GDRs simultaneously with results of the Invitation to Participate.

The *pro rata* reduction to be applied to the purchase of the GDRs will be calculated by multiplying the Pro-ration Factor by the aggregate number of the GDRs validly offered for purchase and accepted for purchase. GDRs will be purchased from the Qualifying Holders proportionally to the number of GDRs offered by them for purchase.

Each offer for purchase of GDRs reduced in this manner will be rounded down to the nearest whole GDR.

Announcement of Results

If the Bank decides to proceed with the GDR Purchase Transaction, the results of the Invitation to Participate are expected to be announced on 10 December 2021. On such date, the Bank will announce (i) the total number of GDRs and Shares validly offered for purchase; (ii) the number of GDRs and Shares accepted for purchase; (iii) the Pro-Ration Factor (if any) and (iv) the total Share capital left outstanding following the GDR Purchase Transaction (excluding those Shares held in treasury by the Bank).

Settlement

GDRs accepted for purchase are expected to be purchased by the Agent on 14 December 2021 (the “**Settlement Date**”), on which date the Agent will pay the relevant Offer Consideration to the Qualifying Holders who have validly undertaken to offer for purchase their GDRs and whose offers have been accepted, in exchange for transfer of the relevant GDRs with full title guarantee to the Agent or to its order. Settlement will be effected on a delivery versus payment (DVP) basis.

Payment of the relevant Offer Consideration by the Agent as aforesaid, shall fully and finally discharge the Bank’s and the Agent’s obligations to each Qualifying Holder in respect of the purchase of the GDRs.

All GDRs purchased by the Agent pursuant to the GDR Purchase Transaction will be immediately on-sold to the Bank in return for a payment equal to the total Offer Consideration for all GDRs so purchased.

The GDRs thus purchased by the Bank will be converted into Shares, and such Shares following conversion will be held in treasury by the Bank and not cancelled.

Amendment, Withdrawal, Termination or Extension

The Bank may, in its sole discretion, (i) amend or extend the Invitation to Participate; or (ii) terminate or withdraw the Invitation to Participate at any time prior to the announcement by the Bank of whether the Bank intends to accept any GDRs for purchase.

If the Bank terminates the Invitation to Participate, any GDRs offered for purchase will not be purchased.

Further purchases

The Bank reserves the right, following completion or termination of the GDR Purchase Transaction, to offer to purchase any outstanding GDRs in individually negotiated transactions or in an offer extended to all holders of such GDRs, in each case on terms that may be more or less favourable than those contemplated by this Invitation to Participate.

Key Dates

Please note the following important dates and times relating to the Invitation to Participate. Each date and time is indicative only and is subject to the right of the Bank to extend, amend, terminate and/or withdraw the Invitation to Participate, subject to applicable law. Any publication or notification will be made as soon as practicable after the relevant event hereunder:

Events	Dates and Times
	<i>(All times are London time)</i>
<i>Announcement of Invitation to Participate</i>	8 a.m. on 2 December 2021
Invitation to Participate announced and notice of the Invitation to Participate published on the Regulatory News Service	
<i>Participation Period Begins</i>	8 a.m. on 3 December 2021
Agent begins to accept eligible Offers to Participate	
<i>Participation Period Expiration Deadline</i>	5 p.m. on 9 December 2021
Deadline for receipt by the Agent of all Offers to Participate	
<i>Announcement of the results of the Invitation to Participate</i>	10 December 2021

Announcement of whether the Bank will accept valid offers of GDRs and Shares for purchase, and, if so accepted,

- (i) the number of GDRs for which valid Offers to Participate have been received and the number of Shares for which valid offers to participate in the Share Purchase Transaction have been received;
- (ii) the number of GDRs and Shares accepted for purchase;
- (iii) the Pro-Ration Factor (if any); and

Events**Dates and Times**

(All times are London time)

(iv) the Bank's outstanding Share capital following the purchase (excluding those Shares held by the Bank in treasury).

Announcement published on the Regulatory News Service.

Settlement Date

14 December 2021

GDRs accepted for purchase to be purchased by the Agent and on-sold to the Bank

Qualifying Holders are advised to check with the bank, securities broker or other intermediary through which they hold their GDRs whether such intermediary would need to receive instructions to participate in the Invitation to Participate prior to the deadlines set out above. Any charges, costs and expenses charged by a Qualifying Holder's intermediary shall be borne by such Qualifying Holder.

Further Information

None of the Company or the Agent or their affiliates (or their respective directors, employees, agents or advisors) makes any recommendation as to whether or not Qualifying Holders should sell any or all of their GDRs. Qualifying Holders should thoroughly examine the information herein, consult with their personal legal, tax and investment advisors and make an independent decision whether to offer any GDR held by them on the basis of this Invitation to Participate.

Qualifying Holders should consult their own tax advisers as to the tax consequences of them participating in the Invitation to Participate in respect of their GDRs.

Qualifying Holders who have questions regarding the Invitation to Participate should contact the Agent, the contact details of which are provided below:

Contact Information

The Agent:

Renaissance Securities (Cyprus) Limited
Tel: +44 (0) 207 005 7777, +7 (495) 258 77 77
Email: halykbank@rencap.com

Bank address:

JSC Halyk Bank
40, Al-Farabi Ave.
Medeu District
Almaty A26M3K5
Republic of Kazakhstan

This notice does not constitute an invitation to participate in any jurisdiction in which, or to any person to or from which, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this notice in certain jurisdictions may be restricted by law. Persons into whose possession this notice comes are required by the Bank to inform themselves about, and to observe, any such restrictions.

This notice only addressed to, and directed at, persons in member states of the European Economic Area (the “EEA”) who are “Qualified Investors” within the meaning of the Prospectus Regulation (EU) 2017/1129 (the “Prospectus Regulation”).

The communication of this notice, and any other documents or materials relating to the Invitation to Participate is not being made, and such documents and/or materials have not been approved by, an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 as amended (the “FSMA”). Accordingly, this notice and such documents and/or materials are not being distributed to, and must not be passed on to, persons in the United Kingdom save in circumstances where section 21(1) of the FSMA does not apply. This notice, and any such other documents and/or materials are exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that they are only directed at and may only be communicated to (i) persons falling within Articles 19 and 43 of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) and (ii) any other persons to whom these documents and/or materials may lawfully be communicated (together being referred to as “relevant persons” in this paragraph), and must not be acted on or relied upon by persons other than relevant persons. Any investment activity referred to in this notice is available only to relevant persons and will be engaged in only with relevant persons.