

**Approved by the decision of the Board of Directors  
of Air Astana JSC dated 12 February 2024  
(Minutes №243)**

**REGULATIONS  
OF THE NOMINATION AND REMUNERATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
AIR ASTANA JSC**

ALMATY, 2024

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## 1. GENERAL PROVISIONS

- 1.1 These Regulations of the Nomination and Remuneration Committee of the Board of Directors of Air Astana JSC determines the status, competence, composition, work procedure of the Nomination and Remuneration Committee, the procedure for convening and holding its meetings, adoption of decisions, as well as the rights and responsibilities of members of the Nomination and Remuneration Committee.
- 1.2 The following terms and definitions are used in these Regulations:  
"Law" – the Law of the Republic of Kazakhstan dated 13 May 2003 No. 415-II "On Joint Stock Companies" (as amended and/or supplemented);  
"Legislation" – the legislation of the Republic of Kazakhstan;  
"Committee" – the Nomination and Remuneration Committee of the Board of Directors of Air Astana JSC;  
"Corporate Secretary" – the corporate secretary of the Company;  
"Independent Directors" – the members of the Board of Directors of the Company defined as independent directors pursuant to the Law, the Charter of the Company and the Corporate Governance Code of the Company;  
"Company" – Air Astana JSC;  
"Regulations" – the Regulation of the Nomination and Remuneration Committee of the Board of Director of Air Astana JSC;  
"Executive Body" – the Chief Executive Officer of the Company.
- 1.3 The terms which are used but not defined herein shall be used in the meanings in which they are used in the Legislation, Charter of the Company and the Corporate Governance Code of the Company.
- 1.4 These Regulations have been developed in accordance with the Legislation, the Charter of the Company, the Corporate Governance Code and other internal documents of the Company.
- 1.5 The Committee is a consulting and advisory body of the Board of Directors of the Company and shall be established to assist the effective performance of the functions of the Board of Directors of the Company and to develop the recommendations to the Board of Directors of the Company on attracting the qualified specialists to the Board of Directors, Executive Body, the Head of Internal Audit Service, the Corporate Secretary and other employees of the Company whose appointment or coordination of appointment shall be agreed by the Board of Directors/shareholders of the Company, as well as recommendations on remuneration of the members of the Board of Directors, the Executive Body, the Head of Internal Audit Service, the Corporate Secretary and other employees of the Company whose remuneration shall be agreed by the Board of Directors/shareholders of the Company.
- 1.6 The Committee shall report to the Board of Directors of the Company. All proposals made by the Committee are of a recommendation nature, which are submitted to the Company's Board of Directors for review to make the relevant final resolutions.
- 1.7 In its activity the Committee shall be governed by the current Legislation, the Charter of the Company, the Corporate Governance Code, the Regulations on the Board of Directors, these Regulation and other internal documents of the Company, as well as the decisions of the Board of Directors and/or General Shareholders' Meeting of the Company.

## 2. COMPETENCE OF THE COMMITTEE

- 2.1 The Committee acts in the interests of the Company and its shareholders, and its work is aimed at providing the Board of Directors of the Company with recommendations for making decisions in respect of the following issues:
- 2.1.1 development of qualification requirements for the candidates for the Independent Directors, Executive Body, the Head of Internal Audit Service, the Corporate Secretary and other employees of the Company whose appointment or coordination of appointment shall be agreed by the Board of Directors/shareholders of the Company;
- 2.1.2 evaluation of the balance of skills, knowledge, independence and experience of the members of the Board of Directors with due regard to the benefits of diversity, and, in the light of the results of such

- an evaluation, preparation of a description of the required functions and qualification requirements for a specific role;
- 2.1.3 preparation of a job specification, including the time commitment expected, with respect to the role of the Chairman of the Board of Directors.
  - 2.1.4 consideration and development of recommendations to the qualification requirements for the candidates to the Internal Audit Service of the Company developed and submitted by the Head of the Internal Audit Service of the Company;
  - 2.1.5 recommendations for electing or nominating candidates for the Independent Directors, Executive Body, the Head of Internal Audit Service, and the Corporate Secretary of the Company. The candidates whose election (appointment) is within the exclusive competence of the General Shareholders' Meeting of the Company shall be considered by the Committee on the basis of the relevant norms of the internal documents of the Company and/or at the request (instruction) of the General Shareholders' Meeting of the Company;
  - 2.1.6 development of the instruction (program of initiation) for newly elected members of the Board of Directors of the Company which specifies the information about the Company, rights and in particular, the obligations of the members of the Board of Directors of the Company;
  - 2.1.7 development of the succession planning policy for the members of the Board of Directors and the Committees of the Board of Directors, the Executive Body, the Head of Internal Audit Service and the Corporate Secretary and other employees of the Company whose appointment or coordination of appointment shall be agreed by the Board of Directors/ shareholders of the Company;
  - 2.1.8 review of the results of the Board of Directors of the Company performance evaluation process;
  - 2.1.9 recommendations with regards to and monitoring of the policy and structure of remuneration of the members of the Board of Directors, the Executive Body, the Head of Internal Audit Service, the Corporate Secretary and other employees of the Company, whose remuneration shall be agreed by the Board of Directors/shareholders in accordance with internal documents of the Company;
  - 2.1.10 recommendations with regards to the determination of the annual individual remuneration of the members of the Board of Directors, the Executive Body, the Head of Internal Audit Service, the Corporate Secretary and other employees of the Company, whose remuneration shall be agreed by the Board of Directors/shareholders in accordance with internal documents of the Company, including termination payments and compensation payments where applicable;
  - 2.1.11 proposals to the Board of Directors of the Company with regards to changing the amount of remuneration of the members of the Board of Directors, the Executive Body, the Head of Internal Audit Service, the Corporate Secretary and other employees of the Company, whose remuneration shall be agreed by the Board of Directors/shareholders in accordance with internal documents of the Company;
  - 2.1.12 consideration of payment of remuneration following the results of the year to the employees of the Company, whose remuneration shall be agreed by the Board of Directors/shareholders in accordance with internal documents of the Company;
  - 2.1.13 review of the design and operation of any share incentive schemes, including performance conditions, and development of relevant recommendations to the Board of Directors;
  - 2.1.14 development of actions on optimization of amounts paid to the employees of the Company, whose remuneration shall be agreed by the Board of Directors/shareholders in case of early termination of their authorities;
  - 2.1.15 conducting comparative analysis of the level and policy of remuneration of the members of the Board of Directors, the Executive Body, the Head of Internal Audit Service, the Corporate Secretary and other employees of the Company, whose remuneration shall be agreed by the Board of Directors/shareholders in Kazakh and foreign companies of the same type and range of activity and provision of the information to the Board of Directors of the Company;
  - 2.1.16 submission to the Board of Directors of the Company the annual report on the work of the Committee;
  - 2.1.17 provision of the Board of Directors of the Company with the recommendations with regards to other issues within the competence of the Committee in accordance with the instructions of the Board of Directors of the Company and/or provisions of internal documents of the Company.

### **3. RIGHTS AND OBLIGATIONS OF THE COMMITTEE**

- 3.1 For the purposes of exercising the undertaken authorities, the members of the Committee shall have the right to:

- 3.1.1 request the documents, reports, explanations and other information from the members of the Board of Directors, the Executive Body, the Internal Audit Service, the Corporate Secretary and other employees of the Company. The information and documents mentioned above shall be passed through the Corporate Secretary. The Company shall be obliged to provide the Committee with all necessary materials and resources in the due order and at its own expense;
  - 3.1.2 use the services of external experts and consultants in the due order within the amounts provided by the Budget of the Company for the current year;
  - 3.1.3 invite the management of the Company, heads of structural divisions and other employees of the Company to participate in meetings of the Committee;
  - 3.1.4 take part in monitoring and control over the proper implementation of decisions and instructions of the Board of Directors relating to the activities of the Committee;
  - 3.1.5 make proposals for amending and supplementing these Regulations;
  - 3.1.6 develop draft internal documents relating to the activities of the Committee and submit them to the Board of Directors for approval;
  - 3.1.7 use other rights permitted by the Legislation, the Charter, the Corporate Governance Code, and internal documents of the Company required for the implementation by the Committee of its authorities.
  - 3.1.8 require reflecting of each member's special opinion in the minutes of the meeting of the Committee with regards to the issues of the agenda and the decisions taken.
- 3.2 The Committee's members shall be obliged to:
- 3.2.1 act honestly and conscientiously within the limits of their authorities in accordance with these Regulations and in the interests of the shareholders and the Company in general, as well as to observe the main principles of the Corporate Governance Code of the Company;
  - 3.2.2 devote adequate time for effective performance of their duties;
  - 3.2.3 participate thoroughly and profoundly in the work of the Committee;
  - 3.2.4 attend the meetings of the Committee and take active participation in discussing the agenda issues;
  - 3.2.5 study the documents submitted at and for the meeting of the Committee;
  - 3.2.6 instantly inform the Committee about interest (if any) in the issues considered;
  - 3.2.7 ensure confidentiality of any information received as a part of the Committee's activity;
  - 3.2.8 improve the qualifications in the area relevant to the activities of the Committee; and
  - 3.2.9 within their authorities and in the order established by these Regulations perform other duties and follow instructions which may be determined by the Board of Directors of the Company.
- 3.3 The members of the Committee who are Independent Directors shall be obliged to inform the Board of Directors on any changes in their status of independent director as soon as possible from the moment of loss of the mentioned status or the conflict of interest arising in connection with the decisions to be made by the Committee.
- 3.4 The members of the Committee shall not participate in the meetings of the Committee when considering the issues related to their own appointment/remuneration.

#### **4. COMPOSITION AND PROCEDURE FOR THE COMMITTEE**

- 4.1 The composition, term of office of the Committee, election of its Chairman and members, as well as early termination of their authorities shall be subject to the approval of the Board of Directors of the Company.
- 4.2 The term of office of the Committee's member shall coincide with the term of his/her office as the member of the Board of Directors of the Company. The authorities of any member of the Committee may be terminated early by a decision of the Board of Directors of the Company.
- 4.3 The members of the Committee shall be elected by a simple majority of votes of the members of the Board of Directors of the Company participating in the corresponding meeting of the Board of Directors.
- 4.4 The Head of the Executive Body of the Company shall not be the member of the Committee.
- 4.5 The Committee shall consist of 5 (five) members of the Board of Directors, with a majority of those members being Independent Directors.

- 4.6 Early termination of the authorities of any member of the Committee at his/her own initiative is carried out on the basis of a written notice to the Board of Directors of the Company. The authorities of such a Committee member shall be terminated upon receipt of the said notice by the Board of Directors, unless the notice specifies a later date for early termination of the authorities of the Committee member.
- 4.7 In the event of termination of the authorities of the Committee member, the Board of Directors of the Company is obliged to elect a new Committee member at the next meeting in accordance with the requirements of these Regulations. Until a new member of the Committee is elected, the Committee must continue to perform its duties in full in its current composition.
- 4.8 The Corporate Secretary of the Company shall be appointed as the secretary of the Committee, except for the cases when the decision of the Board of Directors of the Company provides for otherwise.

## **5. CHAIRMAN OF THE COMMITTEE**

- 5.1 The Chairman of the Committee shall be elected by the Board of Directors from among the Independent Directors.
- 5.2 The Board of Directors of the Company has the right to re-elect the Chairman of the Committee at any time.
- 5.3 In the absence of the Chairman of the Committee at any of its meetings, one of the Committee members temporarily acts as the Chairman. He/she is elected by open voting by a simple majority of votes from the total number of the Committee members participating in the Committee meeting.
- 5.4 The Chairman of the Committee shall organize the activity of the Committee, namely:
  - 5.4.1 convenes the meetings of the Committee, determines the form of holding Committee meetings, chairs Committee meetings, announces the presence or absence of a quorum, including for making a decision on the relevant agenda;
  - 5.4.2 approves the agenda of the meetings of the Committee, including the content of the issues to be submitted for consideration by the Committee;
  - 5.4.3 organizes discussions of the issues at the meetings of the Committee, as well as considers the opinions of the persons invited to the meetings;
  - 5.4.4 develops the plan of regular meetings for the current year in view of the plan of the meetings of the Board of Directors of the Company, as well as monitors the implementation of the Committee's decisions and plans;
  - 5.4.5 reports to the Board of Directors of the Company on the results of the Committee's work within the terms and in the order provided in these Regulations.

## **6. MEETINGS OF THE COMMITTEE**

- 6.1 The Committee shall conduct regular meetings according to the annual plan to be approved by the Chairman of the Committee. If necessary, the Committee shall conduct extraordinary meetings.
- 6.2 The secretary of the Committee shall ensure the preparation and holding of the meetings of the Committee, the collection and systematization of the materials for the meetings, timely circulation of the notifications on holding of the meetings of the Committee to the members of the Committee and the invited persons, the agenda of the meetings and materials on the agenda of the meetings, taking the minutes of the meetings, preparation of the draft decisions of the Committee, as well as the subsequent keeping of all of the relevant materials. The notifications on holding of the meetings of the Committee and materials to them shall be sent out to the persons participating in the meeting at least 10 (ten) calendar days prior to the planned date of the meeting of the Committee. Each member of the Committee shall be entitled to waive the requirement of 10-day notice by submitting a written waiver to the Chairman of the Committee or by way of presence at the meeting with the purpose other than the objection to the improper notification. The secretary of the Committee shall ensure the receipt of the required information by all members of the Committee.
- 6.3 There will be a quorum if all five members of the Committee participate in the meeting of the Committee. At the same time, it is allowed to participate in the meeting of the Committee by way of a videoconference, conference-call and by way of using other means of communication.
- 6.4 The decision on convening a regular meeting of the Committee, date, time and place and the agenda issues, as well as the list of the persons invited to attend the meeting shall be made by the Chairman of the Committee in accordance with the plan of holding the regular meetings of the Committee.

- 6.5 The extraordinary meeting of the Committee can be convened by its Chairman or at the request of:
- 6.5.1 any member of the Committee,
  - 6.5.2 the Board of Directors of the Company,
  - 6.5.3 the Executive Body of the Company.
- 6.6 The request to convene an extraordinary meeting of the Committee shall be sent to the Chairman of the Committee and the Corporate Secretary at least 10 (ten) business days before the expected date of the meeting by email, indicating the issue(s) to be included in the agenda. Before the end of the business day following the day of receipt of the relevant notification, the Corporate Secretary forwards the request for convening the meeting to all members of the Committee, and the Committee members, together with the Corporate Secretary, agree on the final date of the Committee meeting and the agenda. The Corporate Secretary prepares and sends materials on agenda items to the Committee members at least 3 (three) business days before the scheduled meeting date.
- 6.7 A decision to refuse to convene an extraordinary meeting of the Committee may be made by the Chairman of the Committee in the event if:
- 6.7.1 the issue specified in the request to convene the extraordinary meeting of the Committee does not fall within the competence of the Committee, in accordance with these Regulations;
  - 6.7.2 the issue specified in the request to convene the extraordinary meeting of the Committee is already included in the agenda of the next ordinary meeting of the Committee.
- 6.8 If the Chairman of the Committee refuses to convene a meeting, the initiator has the right to submit this request to the Board of Directors of the Company, which is obliged to convene the meeting of the Committee. The meeting of the Committee shall be held with the mandatory invitation of the person making the specified request.
- 6.9 The decisions of the Committee can be made in the form of voting held in presentia, in absentia or mixed voting. The Committee shall strive to minimize the number of the meetings held in absentia.
- 6.10 When making decision at the meeting of the Committee, each member of the Committee shall have one vote. The transfer of voting rights by a member of the Committee to third parties or other members of the Committee is prohibited. The decisions of the Committee shall be adopted by a simple majority of votes of the Committee members, participating in the meeting. In the event of a tie of votes, the Chairman of the Committee shall have a casting vote. In case of lack of consensus on the decision to be taken, each member of the Committee shall provide his/her special opinion to the Board of Directors of the Company.
- 6.11 The members of the Committee shall participate in all meetings. No person other than the Chairman of the Committee, its members and the secretary may attend the meetings, except for the cases provided by these Regulations.  
Upon the invitation of the Chairman of the Committee, the third parties may attend the meetings of the Committee as observers without the right of voting on the agenda issues. The Committee may involve experts, having relevant professional knowledge, for attending the Committee's meetings, if necessary, with the right of attending the meetings of the Committee, participating in discussions and expressing their opinion with regards to the issues considered, without the right of voting on the agenda issues.
- 6.12 Following the results of each of the meetings of the Committee the minutes shall be drawn up by the secretary of the Committee within 5 (five) business days from the date of the Committee meeting. The minutes shall be signed by the members and the secretary of the Committee in two original counterparts, one of which shall be provided to the Board of Directors of the Company with attachment of prepared materials and recommendations. The secretary of the Committee shall keep the minutes of the meetings of the Committee.
- 6.13 Each member of the Committee shall have the right to express his/her special opinion which shall be submitted together with the minutes of the meeting of the Committee. In the events when no decision can be made on certain matters due to the interest of any member/s of the Committee, this fact shall be included in the minutes of the meeting of the Committee.

## 7. CONCLUSION

- 7.1 These Regulations shall come into force on the date of the approval thereof by the Board of Directors of the Company, unless otherwise specified in such decision of the Board of Directors.
- 7.2 These Regulations can be supplemented and/or amended by the decision of the Board of Directors of the Company.

- 7.3 Should, as a result of amendments to the Legislation, certain provisions of these Regulations start to contradict the acting legislation of the Republic of Kazakhstan, such provisions shall cease to be in effect and, until the moment of amending these Regulations, it is necessary to follow the acting legislation of the Republic of Kazakhstan.