

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

**REGULATIONS
OF THE ESG 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 ESG Committee of the Board of Directors of Air Astana JSC determine the status, competence, composition, work procedure of the ESG Committee, the procedure for convening and holding its meetings, adoption of decisions, as well as the rights and responsibilities of members of the ESG 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 ESG 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 ESG 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 recommendations to the Board of Directors of the Company on the issues of corporate governance, environmental and social aspects for the purpose of building effective system of management in the above fields 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 of the Board of Directors, these Regulations 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 and approval of the Company's strategy with respect to the ESG (where E means environmental¹, S – social² and G – governance³) matters, as well as analysis and evaluation of the implementation of this strategy;
- 2.1.2 development of the goals and objectives with respect to ESG matters (including KPIs);
- 2.1.3 setting the tone and reinforcing the culture within the Company regarding ESG matters;

¹ E (*environmental*) aspects refer to the Company's environmental impact(s) and risk management practices. These include climate change, direct/indirect greenhouse gas (GHG) emissions, stewardship over natural resources, energy efficiency, pollution, water management, waste management, etc.

² S (*social*) aspects refer to the Company's relationships with its stakeholders (clients, people, etc.). These aspects may include interaction with clients (customer satisfaction), employee engagement, remuneration, social responsibility, labour and health protection/safety, gender equality, diversity, human rights, etc.

³ G (*governance*) aspects refer to how the Company is led and managed, as well as how it enhances the corporate governance. These may include board composition, cybersecurity practices, data protection matters, executive compensation, preventing bribery and corruption, business reputation, etc.

- 2.1.4 considering the current and emerging ESG matters that may affect the business, operations, performance or public image of the Company;
- 2.1.5 integration of ESG principles into the key processes of the Company, including risk management, planning, human resource management, investment, reporting and others, as well as into the Company's Corporate Strategy and decision-making processes;
- 2.1.6 development and preliminary review of the policies, practices and performance of the Company with respect to ESG matters;
- 2.1.7 review, monitoring and reporting on actions and initiatives undertaken by the Company to prevent, mitigate and manage the risks related to ESG matters which may have the potential adverse impact on the Company's business, operations, performance, or reputation of the Company or are otherwise pertinent to the Company and its stakeholders;
- 2.1.8 overseeing the internal and external communications with employees, investors, customers and other stakeholders regarding the Company's position on or approach to ESG matters, including by coordinating and reviewing, as appropriate, the draft responses, reports or other information disclosed to stakeholders;
- 2.1.9 considering the results of any significant reviews or audits on ESG matters by external auditors, regulators or key ESG rating agencies;
- 2.1.10 providing recommendations on approval of the annual report/ESG/sustainability report of the Company;
- 2.1.11 coordination with other committees of the Board of Directors on specific cross-cutting ESG matters, such as reporting of ESG-related risks with the Audit Committee or the ESG objectives in the remuneration plans of the Company with the Nomination and Remuneration Committee, etc.;
- 2.1.12 submission of the recommendations regarding approval by the Board of Directors of the annual report on the work of the Committee;
- 2.1.13 providing an annual report on the work of the Committee;
- 2.1.14 provision of 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 for 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 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 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;
 - 3.1.4 invite the management of the Company, the heads of the structural divisions and other employees of the Company to participate in the meetings of the Committee;
 - 3.1.5 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;
 - 3.1.6 make proposals for amending and supplementing these Regulations;
 - 3.1.7 develop draft internal documents relating to the activities of the Committee and submit them to the Board of Directors for approval; and
 - 3.1.8 use other rights permitted by the Legislation, the Charter of the Company, the Corporate Governance Code, and internal documents of the Company required for the implementation by the Committee of its authorities.
- 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 Company's shareholders and the Company on the whole, 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 the 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.

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 4 (four) members of the Board of Directors, at least two of which are 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, chair Committee meetings, announce the presence or absence of a quorum, including for making decisions 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;
- 5.2.5 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 meeting 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 way of submitting a written waiver to the Chairman of the Committee or by 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 four 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 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 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 regular 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 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 approval thereof by the Board of Directors of the Company, unless otherwise is specified in the decision of the Board of Directors of the Company.
- 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.