

Rights and obligations of the Bank's insiders, limitation of rights of the Bank's insiders ¹

The Bank's insiders shall have the following rights and obligations:

1) The Bank's Insiders shall have the right of access to the Insider Information required to perform their duties stipulated by employment or civil contracts with the Bank, internal documents of the Bank;

2) The Bank's Insiders shall be obliged to comply with the procedure for making transactions in securities and other financial instruments of the Bank prescribed by this Policy, as well as other requirements and obligations established for them by this Policy, other internal documents of the Bank, as well as the current legislation of the Republic of Kazakhstan;

3) The Bank's insiders shall be obliged to take all measures in their power to protect and prevent misuse and dissemination of insider information;

4) The Bank's insiders shall be obliged to notify the Bank on Bank's securities transactions made by them; on conclusion of contracts that are derivative financial instruments, the price of which depends on such securities. The procedure and form of notifications shall be determined by internal documents of the Bank and the legislation of the Republic of Kazakhstan;

5) A notice of Insider transactions shall be sent to the Bank within 3 (three) calendar days after the transaction (operation) in the form provided in Annex 1 to this Policy, by one of the following methods:

- a) by e-mail to insaider@vtb-bank.kz
- b) by mail;
- c) by courier.

Mail or courier delivery shall be sent to the address of the location of the Bank: 26/29 Timiryazev Street, Almaty, 050040, Republic of Kazakhstan.

6) The Compliance Control and Financial Monitoring Department of the Bank shall keep records of all received Notices on Insider transactions according to the internal documents of the Bank. Information on the received notices shall be kept in the Bank within 3 (three) years from the date of removal of the Insider from the list of the Bank's Insiders unless another period is prescribed by the current legislation of the Republic of Kazakhstan.

The Bank's Insiders may not:

1) use insider information when making securities (derivative financial instruments) transactions, except for the cases stipulated by the legislation of the Republic of Kazakhstan;

2) transfer insider information to third parties or make it available to third parties, except for the cases stipulated by the legislative acts of the Republic of Kazakhstan;

3) provide recommendations to third parties on making securities transactions based on insider information;

¹ Chapter 8 of the Policy on disposition and use of insider information of VTB Bank (Kazakhstan) Subsidiary Joint Stock Company approved by the Resolution of the Board of Directors of Subsidiary JSC VTB Bank (Kazakhstan) dated 27.07.2021 No.28/2021 (hereinafter referred to as the Policy)

4) perform actions related to market manipulation according to Chapter 6 of this Policy and the current legislation of the Republic of Kazakhstan;

Disclosure of Insider Information ²

1. Disclosure of insider information shall be carried out in the manner and on the terms and conditions established by Article 56-1 of the Law of the Republic of Kazakhstan "On Securities Market" and internal documents of the issuer (Bank).

2. The Bank's internal documents regarding disposition and use of insider information shall be posted by the Bank in the state and Russian languages on the Bank's website or the Internet resource of the trading organizer (in case of inclusion and presence of securities of the issuer (Bank) in the list of the trading organizer), or in the place available for review by persons recognized as Insiders of the issuer (Bank), and shall also be provided to these persons at their request.

3. Insider information on changes in the Bank's activities affecting interests of securities holders specified in clause 2 of article 102 of Law of the Republic of Kazakhstan "On Securities Market" shall be posted on the website of the depository of financial statements determined according to the legislation of the Republic of Kazakhstan on accounting and financial reporting (hereinafter referred to as the financial statements depository), and shall be published in mass media within 15 (fifteen) calendar days from the date of such changes.

4. Insider information on corporate events of the Bank, the list of which is determined by Clause 5 of Article 102 of the Law of the Republic of Kazakhstan "On Securities Market", shall be disclosed on the website of the Financial Statements Depository within the timeframes stipulated by the legislation of the Republic of Kazakhstan and this Policy.

5. Disclosure of insider information shall be carried out by posting it on the Internet resource and (or) publishing it in periodic printed publications issued with a circulation of at least fifteen thousand copies and distributed throughout the territory of the Republic of Kazakhstan in the state and Russian languages in open access for all interested parties.

6. In the event of the inclusion of the Bank's securities in the list of the Bank's trading organizer and the persons included in the list of the Bank's Insiders shall ensure disclosure of insider information about the Bank and issued (provided) securities (derivative financial instruments), disclosure of which will affect changes in their value and activities of the Bank, before the commencement of trading in such securities (derivative financial instruments) in the manner and on terms and conditions outlined in the Trading organizer Rules.

7. When securities included in the list of a trading organizer circulate in the trading systems of stock exchanges operating on the territory of foreign countries, insider information shall be disclosed in one of the following ways:

1) messages implying disclosure of insider information to a wide range of persons shall be sent simultaneously to all stock exchanges the lists of which

² Chapter 10 of the Policy

include the Bank's securities, after which they shall be posted (disseminated) in other mass media, the list of which is determined by internal documents of the Bank;

2) messages implying disclosure of insider information to a wide range of persons shall be sent to the stock exchange operating within the territory of the Republic of Kazakhstan, after that they shall be sent to the stock exchanges operating within the territory of foreign countries, whose lists include the Bank's securities and shall be posted (disseminated) in other mass media the list of which is determined by internal documents of the Bank.

8. The list of mass media used for disclosure of insider information shall be established by the Bank's internal documents and shall contain information on (about):

- 1) the name of the mass media;
- 2) periodicity of the print publication;
- 3) addresses of access to Internet resources;
- 4) other information about the mass media that allows any interested parties to gain access to it;

9. The Bank shall ensure free access to reading internal documents of the Bank without charging a fee, except for the fee for the provision of copies of internal documents of the Bank regarding disposition and use of insider information in the amount not exceeding the costs of their production.

10. Insider information shall be disclosed in mass media included in the list established by internal documents of the Bank.

11. The timeframes for disclosure of insider information, in respect of which the legislative acts of the Republic of Kazakhstan and (or) the Trading Organizer Rules do not determine the timeframes of disclosure, shall be established by the internal documents of the Bank.

12. If insider information is disclosed by posting (publishing) it in several mass media established by the Bank's internal documents related to disposition and use of insider information, the date of disclosure of insider information shall be the date of the first posting (publishing) of insider information in the mass media.

The procedure of access and control over disposition and use of insider information³

To ensure control over the disposition and use of insider information, the Bank shall arrange the following measures, including, but not limited to:

1) disclosure in the manner and on the terms and conditions established by the regulatory legal act of the Authorized State Body, of information related to its activities that are not publicly available, if this information due to its consequences for the property and financial position of the Bank may affect the value of securities (derivative financial instruments) issued (provided) by the Bank;

2) development and approval of the Bank's internal documents related to

³ Chapter 11 of the Policy

disposition and use of insider information, as well as control over compliance with these internal documents by the Bank's employees;

3) establishment of a structural subdivision or appointment of an officer, whose responsibilities include control over compliance by the Bank and its officers and employees with the requirements of the legislation of the Republic of Kazakhstan and internal documents of the Bank regarding disposition and use of insider information, upon that, such structural subdivision or officer must not have a conflict of interests with the functional responsibilities performed;

4) keeping and maintaining up to date the list of persons having access to Insider information of the Bank specified in subparagraphs 1), 2), 3) and 4) of paragraph 3 of article 56-1 of Law of the Republic of Kazakhstan “On Securities Market”;

5) notifying the persons included in the list specified in sub-clause 4) of this Policy on their inclusion (exclusion) in the list (from the list), informing the said persons about the requirements of the legislation of the Republic of Kazakhstan and internal documents of the Bank regarding disposition and use of the Insider Information;

6) submission of the list of persons included in the list referred to in subparagraph 4) of this paragraph of the Policy to the Authorized State Body upon its request;

7) implementation of other activities stipulated by internal documents of the Bank;

Delimitation of Insiders’ rights of access to the Bank’s insider information⁴

1. The Bank's shareholders shall be entitled to access the Bank's insider information within the rights and obligations specified in the Bank's Charter.
2. The Bank's officers shall have the right of general access to the Bank's insider information by virtue of their position and employment duties.
3. The Bank's employees shall have the right of access to the insider information within the scope of their official duties stipulated by the legislation of the Republic of Kazakhstan, other regulatory legal acts of the Republic of Kazakhstan, internal documents of the Bank, employment or civil contracts of the Bank.
4. Persons listed in subparagraphs 3)-5), 7)-9) of paragraph 3 of article 56-1 of Law of the Republic of Kazakhstan “On Securities Market” shall have the right to access the Bank's insider information within the framework of the concluded contracts and/or agreements or on other legal grounds.
5. The Bank shall disclose the insider information to the state bodies (servants) of the Republic of Kazakhstan within their competence in cases and the manner directly prescribed by the legislation of the Republic of Kazakhstan and internal documents of the Bank.

⁴ Chapter 3 of the RULES of Internal Control over Management and Use of Insider Information of the VTB Bank (Kazakhstan) Subsidiary Joint Stock Company (hereinafter referred to as the RULES)

6. Any person who has no access to the Bank's insider information but has received the said information shall observe the prohibitions stipulated by internal documents of the Bank and the legislation of the Republic of Kazakhstan.
7. Persons who have access to the Bank's insider information shall observe the prohibitions stipulated by the legislation of the Republic of Kazakhstan and these Rules.
8. The Bank's insiders shall use the insider information only in the interests of the Bank and according to the internal documents of the Bank and the legislation of the Republic of Kazakhstan.

Preventing misuse of the Bank's insider information⁵

When concluding agreements with legal entities and/or individuals, who on the grounds of the said agreements have the right to get access to the Bank's insider information, the said agreements shall mandatorily include provisions on the procedure of using the insider information, as well as on liability measures for violation of the said procedure and the obligation of the said persons to comply with the requirements of the legislation of the Republic of Kazakhstan in terms of insider information. When entering into agreements with legal entities, which on the grounds of the said agreements shall have the right to get access to the Bank's insider information, the said agreements shall mandatorily include the obligation outlined in Clause 51 of the Policy.

To achieve the goals of preventing the misuse of Insider Information, the Bank may take all necessary actions aimed at protecting Insider Information from misuse according to the Policy, inter alia:

- 1) to grant the right (deprive the right and/or limit the right) of access to insider information to the Bank's employees, the Bank's Officials as well as other persons who have access to insider information due to civil or labor relations;
- 2) to identify media (manuscripts, drafts, drawings, magnetic tapes, disks, floppy disks, printer printouts, film and photo negatives and positives, models, materials, etc.) of insider information and establish special rules for handling such media;
- 3) to use software and hardware tools to prevent unauthorized access to insider information and restrict the circulation of insider information via communication channels (including e-mail and the Internet);
- 4) to destroy media containing insider information not subject to disclosure and not subject to storage by the Bank.

Methods and forms of disclosure of the Bank's insider information⁶

Insider information may be disclosed in the following ways:

- 1) publishing in mass media;

⁵ Chapter 4 of the RULES

⁶ Chapter 5 of the RULES

- 2) posting on the Bank's website;
- 3) posting on the financial statements depository's Internet site;
- 4) posting on the Internet resource of the stock exchange;
- 5) granting access to information (documents) and distribution of copies thereof to Interested parties upon their proper and lawful request;
- 6) interviews, press conferences, and meetings of the Bank's Officials with the Interested parties;

Disclosure of insider information shall be carried out in the following forms, including, but not limited to:

- 1) press releases;
- 2) placing advertisements in the mass media;
- 3) periodic reports of the Bank;
- 4) periodic financial statements of the Bank, according to the requirements of the legislation of the Republic of Kazakhstan;
- 5) correspondence with state authorities and/or the Authorized State Body;

The Bank's insider information may be disclosed in one of the print mass media specified in Annex 1 to these Rules.

Disclosure (posting/publication) of insider information shall be allowed in several mass media taking into account the requirements of the legislation of the Republic of Kazakhstan and internal documents of the Bank.

Protecting the confidentiality of insider information⁷

The Bank shall protect insider information according to the legislation of the Republic of Kazakhstan and the Bank's internal documents.

Disclosure of the Bank's insider information shall be carried out according to the legislation of the Republic of Kazakhstan and the Bank's internal documents.

Responsibility for disclosure of the insider information shall be imposed on the persons who disseminated the insider information according to the legislation of the Republic of Kazakhstan, these Rules, and other internal documents of the Bank.

Protection of confidentiality of insider information includes ensuring control of insider information, restricting the range of persons who have access to insider information, revealing the facts of the use of such information, bringing guilty persons to responsibility in the event of unlawful disclosure of insider information.

When accessing, possessing, using insider information, an Insider or a person who has no access to the Bank's insider information, but has received the said information, shall be obliged to ensure its confidentiality.

The Bank shall ensure the necessary organizational and technical conditions for persons with access to insider information to observe the established confidentiality regime.

The Chairperson of the Bank's Management Board shall be responsible for

⁷ Chapter 6 of the RULES

ensuring the confidentiality of insider information in the Bank.

Direct control over insider information, including ensuring the confidentiality of insider information, shall be vested in the heads of the Bank's structural subdivisions that have access to the Bank's insider information.

Insider information shall be stored in the premises of the Bank's structural subdivisions equipped with lockers for document storage and/or a system of locking devices and (or) closed with personal key cards that exclude the possibility of uncontrolled penetration into these premises and (or) access to the Bank's computers by customers and other unauthorized persons, including unauthorized employees of the Bank.

Insider information in hard copy shall be stored in the Bank in locked cabinets and (or) safes, the keys to which shall be kept by heads of structural subdivisions of the Bank or by persons substituting them.

To ensure the safety of insider information on electronic media, the Bank shall determine the system of delimitation of employees' access to network resources of the Bank's local network, establish an authorization system for working with drives on flexible magnetic or compact disks, e-mail and the Internet, provide a system of protection of information sent to external networks.

Documents containing information related to the Bank's insider information shall be drawn up and accounted for according to the Bank's document flow procedure.

Information provided by the Bank's Insiders, as well as the lists of the Bank's Insiders shall be confidential. For illegal use and distribution of this information, the perpetrators shall be liable according to the current legislation of the Republic of Kazakhstan and internal documents of the Bank.