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APPROVED by
the Decision of the Board of Directors of
E-Finance Center JSC
dated August 19, 2020
(Minutes No. 8)

Regulations on the Staff and Remuneration Committee of the Board of Directors of E-Finance Center JSC

Nur-Sultan, 2020

Developed by:

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Turash Sh.K.	Corporate Secretary	

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1. General provisions

1. The present Regulations of the Staff and Remuneration Committee of the Board of Directors of E-Finance Center JSC (hereinafter – the Regulations, the Company, accordingly) is the internal regulatory document of the Company and developed in compliance with the Law of the Republic of Kazakhstan “On Joint-Stock Companies” (hereinafter – the Law), the Charter of the Company (hereinafter – the Charter), the Corporate Governance Code of the Company (hereinafter – the Code) and other internal regulatory documents of the Company.

2. The Staff and Remuneration Committee of the Board of Directors of the Company (hereinafter – the Committee) is an advisory body of the Board of Directors of the Company and established to conduct detailed analysis and elaboration of the recommendations based on the range of the most vital issues referred to the competence of the Committee, prior to their consideration at a meeting of the Board of Directors. The final decision on the issues to be considered by the Committee shall be taken by the Board of Directors.

3. The Committee is subordinated to the Board of Directors of the Company, operates within the authorities provided for to it by the Board of Directors of the Company and these Regulations.

4. The Committee in its activity shall be governed by the legislation of the Republic of Kazakhstan, present Regulations, Charter, Regulations on the Board of Directors of the Company, decisions of the Sole Shareholder and the Board of Directors, and other internal regulatory documents of the Company.

2. Composition and election procedure of members of the Committee

5. Determination of the quantitative composition, terms of authorities of the Committee, election of its Chairman and members, as well as early termination of their authorities shall be referred to the competence of the Board of Directors of the Company.

6. The Committee shall include the majority of Independent Directors in order to develop objective and independent decisions and to prevent the influence of stakeholders on the opinions of the Committee members. The quantitative composition of the Committee shall make at least 3 (three) people.

7. The Chairman of the Committee shall be elected from the number of Independent Directors.

8. The Committee or the Board of Directors shall appoint the Secretary of the Committee from employees of the Corporate Secretary Service to organize work of

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the Committee.

3. Competence of the Committee

9. The Committee shall act in the interests of the Sole Shareholder of the Company and his work is aimed at the contribution to the Board of Directors of the Company by elaboration of the recommendations on:

1) qualification requirements for candidates to the members of the Board of Directors of the Company, experts of Committees of the Board of Directors of the Company, members of the Management Board of the Company, for the position of Corporate Secretary of the Company;

2) pre-approval of candidates to the Board of Directors of the Company, the Management Board of the Company, positions of the Corporate Secretary of the Company, the Internal Audit Service and / or Internal Auditor of the Company (hereinafter - IAS) and other employees, the appointment or approval of appointment of which is carried out by the Board of Directors of the Company;

3) pre-approval of the amount of remuneration of members of the Management Board of the Company, in accordance with the objectives, tasks, current status of the Company in accordance with the current legislation of the Republic of Kazakhstan and internal regulatory documents of the Company;

4) pre-approval of key performance indicator charts (hereinafter - KPIs) of members of the Management Board of the Company;

5) performance pre-evaluation of the members of the Management Board of the Company in accordance with the approved KPIs and internal regulatory documents of the Company;

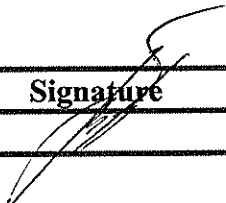
6) pre-evaluation of performance of the Board of Directors of the Company, Committees of the Board of Directors of the Company and each member of the Board of Directors of the Company, as well as the Corporate Secretary of the Company;

7) pre-approval of the policy, procedure and structure of remuneration of members of the Management Board of the Company, the Corporate Secretary of the Company and IAS;

When considering the issue of remuneration of members of the Management Board of the Company, the Corporate Secretary of the Company, the Committee shall take into account their performance of their duties and / or key performance indicators of the Company.

8) pre-approval of draft internal regulatory documents of the Company on staff issues approved by the Board of Directors of the Company;

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9) other issues in accordance with the requirements of the Law, Code, these Regulations and other internal regulatory documents of the Company, as well as in the framework of instructions of the Board of Directors of the Company.

10. The Chairman of the Committee shall exercise the following functions:

- 1) organizes work of the Committee;
- 2) convenes the meetings of the Committee and chairs them;
- 3) organizes discussion of the issues at the meetings of the Committee, as well as hearing of opinions of persons invited for participation at the meeting;
- 4) organizes keeping the Minutes of the meetings;
- 5) annually reports to the Board of Directors of the Company on the results of the Committee;
- 6) prepares information on the results of work for inclusion in the report of the Board of Directors and its disclosure in the report to the Sole Shareholder of the Company.

11. In the absence of the Chairman, one of the members of the Committee shall perform his functions according to the decision of the Committee.

4. Operating procedures of the Committee

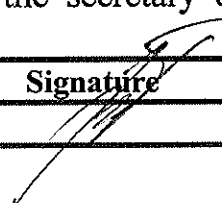
12. The Committee shall hold at least four regular meetings per year and extraordinary meetings – if and when required. The Committee shall annually approve a Work Plan (before the start of the calendar year), which is consistent with the Work Plan of the Board of Directors, indicating a list of issues under consideration and dates of meetings.

Meetings of the Committee shall be held in-presence form or in absentia, with justification of the choice of the method of holding, and keeping the Minutes. The meeting of the Committee shall be deemed as valid if there is a quorum - at least half of members of the Committee, and can be determined taking into account the absent members of the Committee, in the presence of their votes expressed in writing form.

The written message (opinion) must contain:

- 1) date of compilation;
- 2) the agenda on which the opinion of the absent member of the Committee is expressed;
- 3) clearly expressed position on each item on the agenda;
- 4) signature of the Committee member;
- 5) other information related to the agenda at the discretion of the Committee member.

The written message (opinion) must be submitted to the secretary of the
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Committee before the meeting.

If a member of the Committee who has previously submitted the written message (opinion) has arrived to participate and vote at a meeting of the Committee, his written message (opinion) is not taken into account.

At that, a member of the Committee may participate in the meeting by means of video conference communication (interactive audio-visual communication), conference communication (simultaneous conversation of the Committee members in the "telephone meeting" mode), as well as using other means of communication and/or providing the opinion in writing form. In such cases, a member of the Committee shall be deemed as have participated in the in-presence meeting.

The Minutes of the meeting of the Committee shall indicate the type of communication used.

Decisions of the Committee can be made by absentee voting, using ballots, and are recognized as accepted if there is a quorum in the ballots received within the prescribed period.

Ballots must specify:

- 1) full company name and location of the Company;
- 2) wording of the questions put to the vote and decisions on each issue;
- 3) voting options for each issue: "For", "Against", "Abstained";
- 4) the column "notes";
- 5) postal or e-mail address to which completed ballots should be sent;
- 6) end date for receiving ballots.

If members of the Committee (no more than 30% of the total number of members of the Committee) do not have the opportunity to attend the Committee meeting in person, then a combination of both forms of the Committee meeting is possible.

13. A meeting of the Committee may be convened at the initiative of its Chairman or at the request of:

- 1) any member of the Committee;
- 2) the Sole Shareholder of the Company;
- 3) the Board of Directors of the Company;
- 4) IAS;
- 5) the Management Board of the Company.

If the Chairman of the Committee refuses to convene the meeting, the initiator shall be entitled to appeal indicating the requirements to the Board of Directors of the Company that should convene the meeting of the Committee.

The meeting of the Committee shall be carried out with the obligatory

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invitation of the person who imposes the requirement.

Notification on convening the meeting of the Committee shall be carried out by the Secretary of the Committee as agreed with the Chairman of the Committee, who prepares the agenda of the Committee meeting and sends it to all of the Committee members and stakeholders at least five calendar days before the planned meeting date. In case of high priority of the issue, the indicated term can be reduced, provided that all members of the Committee have received proper notification of the meeting of the Committee and there were no objections from them.

The materials of the Committee meeting are prepared by the performer in the state, and/or Russian, and / or English languages. Each document is initialed by the executor, the head of the structural division that initiates this issue, and the supervising head of the Company.

Materials of the Committee meeting should include:

- 1) explanatory note on the issue on the agenda of the Committee meeting, including the draft decision of the Committee;
- 2) draft documents to be submitted to the Committee for consideration;
- 3) other necessary information and reference materials on the agenda of the Committee meeting.


Preparation of materials on a certain issue on the agenda of the Committee meeting by several performers is carried out in accordance with the procedure established by the Company's internal regulatory documents.

The initiator of the question / the main performer provides the coordination of the Committee meeting materials with heads of structural divisions, including the head of structural subdivision responsible for legal support, supervising Director of the Company and submission this matter to the meeting of the Board for prior discussion/approval.

Materials of the Committee meeting approved by The Company's Management Board shall be transmitted by the initiator/chief executive to the Committee secretary in hard copy and electronic format (scanned and electronic versions) with an extract from the Minutes of the Company's Management Board meeting 10 (ten) business days before the expected date of the Committee meeting, and for issues of an important nature, at least 15 (fifteen) business days before the meeting date.

The secretary of the Committee within 5 (five) working days from the date of signing the Minute (decision) of the Committee meeting ensures that a copy of the Minute (decision) of the Committee meeting and/or an extract from the Minute (decision) is provided to the Company's Management Board, providing for appropriate instructions to take measures to implement the decisions taken/approve

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internal regulatory documents, etc.

Responsibility for timely and high-quality preparation of materials on the issues on the agenda to be submitted to the Committee meeting is assigned to the heads of the structural divisions that initiate the issues, their supervisors, the Company's managers and the secretary of the Committee.

14. The decisions shall be taken by simple majority of votes of members of the Committee, who participated in the meeting. In case of equality of votes, the Chairman of the Committee has the casting vote.

15. If necessary, the following persons may be invited to attend meetings of the Committee:

- 1) the representatives of IAS;
- 2) the representatives of the external auditor;
- 3) CEO and/or other representatives of the Company;
- 4) Independent consultants (experts) involved in the prescribed manner to obtain information on the agenda items.

16. The Minutes shall be compiled based on the results of each meeting of the Committee, no later than three business days after the meeting. The Minutes shall be signed by the Chairman of the Committee or the person who chaired the meeting, as well as the Secretary of the Committee.

The Minutes of the meeting of the Committee shall indicate:

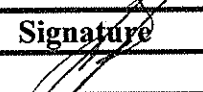
- 1) date, venue and time of the meeting;
- 2) list of members of the Committee participated in consideration of the agenda of the Committee, as well as list of other persons attended the meeting of the Committee;
- 3) agenda of the meeting;
- 4) proposals of members of the Committee on the agenda items;
- 5) issues put to the voting and results on voting on them with indication of the results of voting of each member of the Committee on each agenda it;
- 6) decisions made;
- 7) other information according to the decision of the Committee.

Written opinions of members of the Committee, as well as decisions of absentee meetings of the Committee, are taken into account when calculating the quorum and voting results, and should be attached in the Minutes.

The secretary of the Committee is responsible for the correctness of the Minute.

The Secretary of the Committee, if necessary, shall ensure direction of the copies of Minutes or extracts from Minutes to the members of the Committee and/or other stakeholders.

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The Minutes of the meetings of the Committee, including materials of the meeting shall be kept by the Secretary of the Committee and upon expiration of 2 (two) year period from the moment of their acceptance in the prescribed manner shall be referred to the archive of the Company.

5. Rights and obligations of members of the Committee

17. Members of the Committee shall have the right in the prescribed manner to:

- 1) hold meetings with stakeholders on the issues of the Committee activity;
- 2) familiarize with the Minutes of meetings of the Committee;
- 3) require inclusion of the special opinion on the agenda items and decisions taken to the Minutes of the meeting of the Committee;
- 4) require convening the meeting of the Committee;
- 5) include the issues to the agenda of the meeting of the Committee;
- 6) enjoy other rights not contradicting the laws of the Republic of Kazakhstan, internal regulatory documents of the Company and necessary for execution of the authorities assigned to it by the Committee.

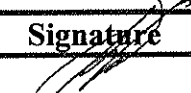
18. Members of the Committee shall be obliged to:

- 1) carry out their activities honestly and in good faith in the interests of the Sole Shareholder of the Company and the Company as a whole, comply with the basic principles of the Code;
- 2) maintain confidentiality of all information that becomes known to him during the performance of official duties;
- 3) perform other duties that may be determined by the Board of Directors of the Company within his competence and in the manner prescribed by the Regulations;
- 4) inform the Committee of a conflict of interest in relation to decisions to be taken by the Committee.

6. Responsibilities of members of the Committee

19. Members of the Committee shall be liable to the Company and the Sole Shareholder of the Company for harm caused by their action and / or inaction, in accordance with the legislation of the Republic of Kazakhstan, including for losses incurred as a result of the provision of misleading information, or knowingly false of information.

20. Members of the Committee shall be responsible in accordance with the legislation of the Republic of Kazakhstan for compliance with the requirements for Developed by:

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confidentiality of information.

7. Final provisions

21. The present Regulations shall be approved, amended and supplemented according to the decision of the Board of Directors of the Company.

22. The Corporate Secretary of the Company shall familiarize members of the Committee with these Regulations.

23. The issues not regulated by these Regulations shall be resolved in accordance with applicable law of the Republic of Kazakhstan and internal regulatory documents of the Company.

24. If there are discrepancies in the provisions of this Regulation with the norms of the current legislation of the Republic of Kazakhstan, regulatory legal acts and internal regulatory documents of the Company, the norms of the current legislation of the Republic of Kazakhstan, regulatory legal acts of the Republic of Kazakhstan shall apply, and the Regulations should be brought in accordance with the current legislation of the Republic of Kazakhstan.

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