



**Public document**

**R U L E S**  
**of internal control access**  
**to insider information and its use**

|                  |   |  |
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| Subject:         | regulates relations, arisen due to use in JSC "Tengri Bank" (hereinafter – Bank) of information, qualified as insider |  |
| Approved:        | By Board of Directors<br>decision   | decision of voting by circular dated<br>December, 30 2016 № 43 |
| Effective        | since December, 30 2016   |  |
| Next inspection: | upon expiry of three years from the effective date either in other periods<br>if required                             |  |

These Rules are developed in accordance with the requirements of the Republic of Kazakhstan legislation, including the Law of the Republic of Kazakhstan "On Securities Market", the Law of the Republic of Kazakhstan "On Joint Stock Companies", the Rules of disclosure of insider information in the securities market, approved by the Board of the National Bank of the Republic of Kazakhstan on 24 February 2012 number 69, of the Rules of posting on the Internet resources of the depository financial statements, stock exchange information on corporate events, financial statements and audit reports, lists of affiliated persons of joint-stock companies, as well as information on the total amount of remuneration of the members of the executive body for the year, approved by Resolution of the Board of the National Bank of the Republic of Kazakhstan dated January 28, 2016 № 26 of the Rules of forming of risk management and internal control system for the second-tier banks, approved by the Board of the National Bank of Kazakhstan on February 26, 2014 № 29 (hereinafter - Regulation number 29) List of insider information of JSC "Kazakhstan Stock Exchange" and the internal regulations of the Bank (hereinafter - the internal documents).

### **Article 1. General Provisions**

1. These Regulations apply concepts and symbols provided by the legislation of the Republic of Kazakhstan and internal documents of the Bank, as well as the following definitions and symbols:

insider information - reliable information on the securities (financial derivatives), transactions with them, as well as on the issuer that issued (provided) securities (derivative financial instruments), its operations, constitutes a commercial secret, as well as other information that is not known to third parties, the disclosure of which could affect the change in value of the securities (derivatives) and on the activities of the issuer (until the official Bank insider information disclosure);

insider - a person having access to insider information;

the consolidated list of insiders of the Bank - a general list of insider information to the data provided by the responsible departments, and / or physical and legal entities;

The organizer (s) of the Trade - stock exchange (s) and quotation (-s) Organization (-s) OTC securities market;

the responsible division - structural unit of the Bank responsible for informing the Compliance Division of the occurrence / termination of the Bank's insiders.

These structural units are units that are within the framework of their functions, ensure the conclusion of contracts with insiders of the Bank, are directly involved in the organization of the Bank's corporate events carried out in the interests of customers transactions in financial instruments, carry out other activities in which workers responsible units may receive information the occurrence / termination of the Bank's insiders;

6) Derivative financial instruments - a contract whose value depends on the value (including fluctuations in the value) of the underlying asset of the contract providing for the settlement of the contract in the future. For derivative financial instruments include options, futures, forwards, swaps and other derivative financial instruments that meet the data attributes, including representing a combination of the above derivative financial instruments. The underlying asset of derivative financial instruments are products standardized consignments, securities, currencies, indices, interest rates, and other assets that have market value, future events or circumstances, derivative financial instruments.

These rules are aimed at regulating the use of insider information of the Bank and include:

definition of insider information and insider of the Bank of the Bank;

determination of the order and the use of insider information of the Bank, the order and timing of the disclosure of insider information of the Bank, the Bank's management insiders list, access rights to the insider information of the Bank;

) the development and implementation of measures to control the use of insider and confidential information;

- 4) rules for the protection of confidentiality of insider information of the Bank;
- 5) responsible for the misuse of insider information.

In order to ensure fulfillment of the requirements of the Bank's insiders legislation of the Republic of Kazakhstan in relation to insider information of the Bank and these Rules, these Rules shall be placed in the state and Russian languages on the official web - site of the Bank [www.tengribank.kz](http://www.tengribank.kz), which are entitled to all the stakeholders of the Bank access and may also be provided to insiders of the Bank, upon request, in the manner and terms established by the Bank's internal documents.

4. Information in the insider information of the Bank shall be determined in accordance with Annex 1 to this Regulation.

5. Not applicable to insider information:

- 1) information prepared on the basis of publicly available information, including research, forecasts and assessment of the security value (derivative), property of the Bank, made in order to make investment decisions and (or) make recommendations or suggestions on the implementation of operations with securities securities (derivative financial instruments);
- 2) information received from the media;
- 3) unconfirmed information, the source of which is unknown, distributed among a wide circle of people, as well as assumptions about current and planned activities of the Bank.

## **Article 2 Insiders of the Bank**

1. Insiders of the Bank shall be:

- 1) The Chairman and members of the Board of Directors;
- 2) The Chairman and members of the Management Board;
- 3) managing director, financial director, counselors and Vice-President of the Bank, Chief Accountant of the Bank, Director of the Bank's branches, and chief accountants of the Bank's branches, the chief compliance inspector, managers and employees of internal Compliance control service, audit units and the Corporate Secretary unit;
- 4) heads of departments and employees of the Bank by virtue of his official position and employment duties, have access to insider information of the Bank, as secretaries of collegial bodies, the Office of the (assistant managers, managers secretaries, translators);
- 5) persons with access to insider information of the Bank by virtue of ownership, use and (or) disposal, directly or indirectly, 10 and more percent of voting shares of the Bank;
- 6) the audit organization, appraisers, insurance companies, professional participants of the securities market and other persons providing services to the Bank in accordance with the signed contract (including oral), the terms of which provide disclosure of insider information of the Bank;
- 7) The organizers of the auction, which are included in the list of securities (derivative financial instruments) issued (provided) by the Bank;
- 8) members of the Stock Exchange Board of Directors, listing commission of the stock exchange and expert stock exchange committee in the trading system where transactions are concluded with the issuer's securities and other financial instruments created to address the issue of recognition of transactions with securities and other financial instruments, perfect in to manipulate;
- 9) the employees of the National Bank of the Republic of Kazakhstan and its departments, civil servants with accessto insider information by virtue of the functions vested in them and powers;
- 10) associations and self-regulatory organizations, which are members of the Bank and the organizations referred in paragraphs 5) -7) of this paragraph have the virtue of powers vested in them access to insider information of the Bank;

- 11) employees of the organizations referred to in paragraphs 5) -7) and 10) of this paragraph, with access to insider information of the Bank by virtue of his official position and job duties;
- 12) persons receiving insider information of the Bank of the above persons;
- 13) information agencies to disclose information or provide information to the Bank;
- 14) persons engaged in the Bank's rating and its securities; 15) individuals with access to insider information of the Bank on the basis of labor and (or) civil-law agreements with them.

### **Article 3 The procedure for maintaining the list of insiders of the Bank**

1. Compliance Division conducts a consolidated list of insiders of the Bank (in electronic form and on paper), which is kept up to date and is updated on a monthly basis:

- 1) The subparagraphs 1), 2) and 5) of paragraph 1 of Article 2 of these Rules - on the basis of data provided by the division of the Corporate Secretary;
- 2) subparagraphs 3) and 4) (with regard to department heads, assistant managers, translators, secretaries, managers) of paragraph 1 of Article 2 of these Rules - on the basis of data provided by the department of Human Resources;
- 3) for paragraph 4) (in respect of employees of units) of Article 2 of these Rules - on the basis of data provided by the heads of the responsible departments;
- 4) for paragraph 6) and 7) of paragraph 1 of Article 2 of these Rules - on the basis of data provided by the heads of the responsible departments, initiating contracts with insiders of the Bank.

2. Information to the responsible departments, referred to in paragraph 1 of this Article, a department of compliance monitoring not later than two working days from the date when grounds for the inclusion of an insider in the list of persons having access to insider information of the Bank (hereinafter - the Bank's list of insiders).

3. The Bank includes the Bank's insiders list of the persons referred to in subparagraphs 1) -7) of paragraph 1 of Article 2 of this Regulation. List of insiders of the Bank contains the personal data is confidential document.

4. The leaders of the responsible units:

- 1) analyze the legitimacy of the person qualifying as an insider of the Bank, based on the available to the responsible unit of information and documents. The criterion for inclusion of the employee in the list of insiders is a need for access to insider information due to office and employee labor obligations;
- 2) in case of changes in the Bank's list of insiders, provide in the division of compliance monitoring information in accordance with Annex 2 to this Regulation, not later than the working day following the occurrence of reasons for the changes.

5. The collection, processing and storage of personal data of insiders of the Bank - individuals:

- 1) referred to in subparagraphs 2) -4) of paragraph 1 of Article 2 of this Regulation, are employees of the Bank shall be in accordance with the requirements of the Republic of Kazakhstan Law "On personal data and their protection";
- 2) referred to in subparagraphs 1) and 5) of paragraph 1 of Article 2 of this Regulation shall be in accordance with the requirements of the Republic of Kazakhstan legislation on keeping a register of persons connected with bank by special relations.

6. Managers and employees are responsible departments of the Bank, who are insiders of the Bank, shall be personally responsible for the completeness and accuracy of the information provided by the unit Compliance, as well as for compliance with the terms of its provision and maintenance of up to date (including the relevance of the insider details).

7. Division of Compliance:

1) exercise control over the granting of the responsible departments of the Bank in compliance control information unit in accordance with Annex 2 to this Regulation;

2) on the basis of information obtained from the responsible departments notify insiders of the Bank for inclusion / exclusion in the list / list of insiders of the Bank of liability for violation of the Republic of Kazakhstan legislation and this Regulation on the use and disposal of the Bank's insider information according to the Annex 3 and 4 to this Regulation. Notification shall be sent not later than five working days from the date of inclusion / exclusion list in / from the list of insiders of the Bank by the Bank known address (registered mail) or by email persons included / exclude list in / from the list of insiders of the Bank. Insiders of the Bank, which is the Bank's employees, a notification is sent via corporate e-mail;

3) provides storage of consolidated lists of insiders of the Bank (in electronic form and / or in paper form) within five years from the date of their creation.

8. Insiders referred to in paragraphs 5) -7) and 10) of paragraph 4 of this Article shall:

1) to maintain a list of their employees, having by virtue of his official position and job duties of issuers access to insider information insiders in respect of which these legal entities are recognized;

2) to inform their employees about the requirements of the legislation of the Republic of Kazakhstan with regard to the ban on the use of insider information and internal control rules, insiders in respect of which these legal entities are recognized;

3) to inform the Bank about its employees, having by virtue of his official position and employment duties access to insider information of the Bank, in the manner and terms established by the rules of internal control;

4) ensure that personal data provided by workers with the virtue of his official position and job duties of the Bank access to insider information is collected and transmitted in accordance with the requirements of the Bank of the Republic of Kazakhstan Law "On personal data and their protection."

9. Compliance Division provides a list of insiders of the Bank, signed by Chairman of the Board or his deputy:

1) The National Bank of the Republic of Kazakhstan (hereinafter authorized body) - at his request within the time specified in the request;

2) Stock Exchange - quarterly as of the first day of the first month following the reporting quarter, within 30 calendar days after the end of the reporting quarter;

3) issuers, for which the Bank is an insider (as part of the Bank's employees who have access to inside information of the issuer) - within five working days after receipt of a written request.

#### **Article 4. Restrictions on insider Bank**

1. Insiders may not:

1) use insider information of the Bank in transactions with securities (derivative financial instruments);

2) transfer to third parties or make available to third parties insider information, except in cases provided by the legislation of the Republic of Kazakhstan;

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

2. Insiders are obliged to take necessary measures to restrict access to insider information by third parties and its employees, which does not require this information to perform their duties.

3. In the event of a threat or establish the fact of unauthorized disclosure of insider information, or loss of documents (media) containing insider information of the Bank, the insider must immediately notify the Bank.

4. Upon receipt of information on violations of the Bank's insiders requirements of these Regulations by the responsible departments, including the receipt of letters from the stock exchange or from third

parties The Bank initiates official investigation, to identify the perpetrators or information leakage sources. Testing is performed in accordance with the Regulations on the organization and conduct of official inspections / investigations<sup>1.5</sup>. As a result of the official investigation, the Bank takes the following decisions:

- 1) of the Bank issue a press release about the real situation / environment in the Bank; and / or
- 2) the conversion of the relevant stock exchange authorities in financial supervision or judicial authorities; and / or
- 3) to strengthen the monitoring of compliance with these Rules; and / or
- 4) the application to the Bank's employees guilty of disciplinary penalties stipulated by labor legislation of the Republic of Kazakhstan and internal documents of the Bank; and / or
- 5) for pecuniary damage and / or damage to business reputation, caused by the Bank's activity / inactivity insider of the Bank; and / or
- 6) that the case materials to the law enforcement authorities to bring the perpetrators to criminal liability (if any evidence of a crime); and / or
- 7) other legitimate measures.

#### **Article 5. The Bank as an insider outside organizations**

1. Upon admission to the Bank by third-party notice on inclusion in the list of insiders of the Bank organization unit Compliance:

- 1) in consultation with the responsible departments, analyzes the legality of the Bank's qualifications as an insider;
- 2) with a positive conclusion makes the information in the list of organizations, with respect to which the Bank is an insider, and lists of the Bank's employees who have access to insider information of the organization (on the basis of information provided by the responsible departments). When you receive a request corresponding to the organization, the Bank provides data lists the Bank's employees during the five working days;
- 3) notify the employees of the Bank, in accordance with Annex 3 to this Regulation, that they are recognized by external organizations by insiders;
- 4) provides storage of lists of organizations in relation to which the Bank is an insider lists and the Bank's employees who have access to insider information of these organizations, for five years from the date of their creation.

2. The Bank shall not be liable for the disclosure of information that could be considered an insider, if no notification has been received by the Bank for inclusion in the list of insiders.

3. Bank Division in contract, requiring the disclosure of insider information to the Bank shall be obliged to notify the division of Compliance on the conclusion of the relevant contracts and send a list of their employees, who own access to the insider information of the person, in relation to which the Bank is recognized as an insider, no later than five working days from the date of conclusion of such contracts.

4. Exclusion from the list of employees of the Bank insiders persons in respect of which the Bank is recognized as an insider, is carried out in case the Bank receives notice of exclusion from the list of insiders of the Bank, or in the event of termination of the contractual relationship with a person, in relation to which the Bank is recognized as an insider, as responsible units are required to notify the division compliance. Exclusion of the Bank's employees from the list of insiders of the said persons in the event of termination / moving employees of the Bank is carried out on the basis of the relevant memo directed the responsible division / department HR department in Compliance.

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<sup>1</sup> Regulations on the organization and conduct of official inspections / investigations, approved by the Bank's Management Board (Minutes of September 30, 2014 № 31), or the document replacing it.

5. The Bank as an insider stock exchange within five working days of the Stock Exchange provides information about its employees, having by virtue of his official position and employment duties, access to insider information, stock exchange. The information is sent to a division of the Corporate Secretary on the basis of data provided by the responsible departments.

Bank as an insider stock exchange shall notify the stock exchange of all operations carried out by them in securities, insider information of which he has access, as well as on the implementation of its operations with shares of the stock exchange in the form prescribed by the stock exchange.

#### **Article 6. Procedure of access to insider information of the Bank and the rules for the protection of confidentiality of insider information**

1. Access to insider information of the Bank is limited and is carried out in accordance with the legislation of the Republic of Kazakhstan, these Rules and other internal documents of the Bank.

2. Insiders of the Bank who have access to insider information of the Bank and notice thereof shall be obliged to familiarize themselves with these Rules, posted on the official website of the Bank [www.tengribank.kz](http://www.tengribank.kz) and comply with the requirements of this Regulation and must comply with established Bank confidentiality regime, relating to insider information of the Bank, and to take measures to prevent access to the data of the information of third parties.

3. The Bank's employees have the right to access to information relating to the Bank's insider information, to the extent in which it is necessary to carry out their duties.

The basis for the provision of access order is Chairman of the Board or other person authorized by the Chairman of the Board, the appointment to the post or other administrative document (for example, to establish a working group), which involves the use of data information in the course of employment duties.

Access to insider information of the Bank provided new employee of the Bank only after his acquaintance with these rules, job description, and the Bank's internal documents regulating the procedure for handling confidential information, and how to work with the Bank's information systems, access to which is provided by the new employee.

Liability for employee familiarization with these documents will be at its head.

4. Bank employees, by status do not have access to insider and confidential information of the Bank or organization in relation to which the Bank is an insider, but who, for one reason or another became known information relating to insider and confidential information, must:

- 1) to take steps to maintain the confidentiality of insider information;
- 2) eliminate the distribution or provision of such insider information to third parties;
- 3) be made aware of this fact head of the department in which he works, and Compliance Division.

5. In order to ensure the confidentiality of insider information of the Bank;

1) introduced a system of differentiation of access to different levels of the Bank's information system, providing for the allocation of rights between individual users and user groups, as well as control over the actions of users;

2) creates the persons who have access to information relating to insider information, the conditions necessary for compliance with the last of the established procedure of using insider information of the Bank in the territory of the Bank, including those limiting access of unauthorized persons to the premises of the Bank, which holds the material carriers of information relating to insider information;

3) in the legislation of the Republic of Kazakhstan performs actions aimed at bringing to justice those who have violated the procedure of using insider information of the Bank, including demands compensation for losses caused to the Bank;

4) performs other activities aimed at ensuring compliance with the procedure of using insider information of the Bank.

6. The Bank may further introduce special procedures aimed at protecting the confidentiality of insider information of the Bank of misuse, to ensure compliance with the order of access to insider information, including:

1) the procedure of interaction of structural divisions of the Bank in the preparation, use and storage of insider information, as well as destruction of property, containing insider information;

2) on protection procedures jobs from which access to insider information, and places of storage of material carriers of information relating to insider information, from unrestricted access and monitoring;

3) procedures to protect the Bank's information system, protecting insider information from loss and unauthorized access to it through communication channels.

7. In the event that civil - legal contracts, in the performance of which third parties may have access to insider and confidential information of the Bank, the contract shall be provided to third parties the obligation of compliance with the requirements of this Regulation. Responsibility for compliance with this paragraph, the responsibility of the responsible units, initiating the conclusion of contracts with persons who have access to insider information of the Bank.

#### **Article 7. The procedure and terms of disclosure of insider information**

1. Bank reveals his insider information by its placement in the state and Russian languages:

1) division of the Bank's Corporate Secretary at:

Internet site of the stock exchange - [www.kase.kz](http://www.kase.kz);

Internet resource depository financial statements - [www.dfo.kz](http://www.dfo.kz) .

2) Marketing division at the Bank's official website - [www.tengribank.kz](http://www.tengribank.kz) , in order , provided by the internal document of the m Bank regulating the procedure for placement of information on the Bank's corporate website, based on the memo from the responsible unit of the Bank, guided by corporate e-mail.

2. Publishing (publishing) the financial statements, audit reports and other insider information to be published by other media sources is not permitted before the date of placement on the Internet resource of the stock exchange and the depository financial statements.

3. The Bank maintains insider information on corporate events of the Bank referred to in paragraph 1 of Annex 1 to this Regulation, on the internet resources depository financial statements and stock exchange in the order and terms established by the legislation of the Republic of Kazakhstan and internal documents of the stock exchange.

4. Insider information about changes in the Bank's activities that affect the interests of holders of its securities of the Bank referred to in paragraph 2 of Annex 1 to this Regulation, the Bank places on the internet resources depository financial statements and stock exchange in the order and terms established by the legislation of the Republic of Kazakhstan and internal documents Stock Exchange, as well as in the cases established by the legislation of the Republic of Kazakhstan and / or, if necessary - on the official web - site of the Bank. In addition, this information is communicated to the National Bank of the Republic of Kazakhstan, as well as the representative of the bondholders (if any) within fifteen calendar days from the date of occurrence of changes in the Bank's activities that affect the interests of holders of its securities of the Bank.

5. Another insider information recognized by the Bank insider is placed on internet resources Stock Exchange (if its provision stipulated by internal documents of the stock exchange) and the financial statements depository in the manner and terms established by the legislation of the Republic of Kazakhstan and internal documents of the stock exchange and (or) is published on the official Bank's web site.



6. Another insider information, the terms of which the disclosure is not defined by the legislation of the Republic of Kazakhstan and (or) stock exchange rules, lie down as soon as possible disclosure by the Bank, if the illegal distribution or leak such information will affect the change in value of the securities (derivatives) of the Bank or its activities.

7. When the Bank's securities in the list of auction organizer, the Bank and the persons included in the list of insiders of the Bank, provide disclosure of insider information about the Bank and issued (provided) its securities (derivative financial instruments), the disclosure of which could affect the change in their value and the Bank's operations, up to the start of trading in the securities (derivatives) on the terms and conditions established by the organizers of the auction rules.

8. When accessing the securities included in the list of trade organizers in the trading systems of stock exchanges operating in foreign countries, the insider information of the Bank shall be disclosed in the following ways:

1) posts involving the disclosure of insider information of the Bank among the wide range of people at the same time directed against all stock exchanges in the lists which included securities of the Bank and then placed on the Bank's official website;

2) posts involving the disclosure of insider information of the Bank among the wide range of people are sent to the address of a stock exchange operating in the territory of the Republic of Kazakhstan, and then be forwarded to the stock exchange operating in the territory of foreign states in the lists which included securities of the Bank and placed on the Bank's official website.

#### **Article 9 . Concluding provisions**

1. Failure to fulfill these Rules is considered as non-fulfillment or improper fulfillment by the persons concerned of its officers or other duties, involving disciplinary or other liability of those responsible.

2. Issues not regulated by these Rules shall be settled in accordance with the legislation of Kazakhstan and / or internal documents.

3. The content of this Regulation shall be communicated to every employee of the Bank in the manner specified by internal documents of the Bank.

4. Control behind familiarization from real rules the responsibility of the heads of departments and branches.

**Appendix 1**

Rules of internal control  
access to insider  
information  
and its use

**LIST**

**insider information of the Bank <sup>2</sup>**

**1. The insider information of the Bank include the Bank's corporate events:**

- 1) decisions made by the General Meeting of Shareholders;
- 2) the decisions taken by the Board of Directors of the Bank on the list of issues for which information in accordance with the Bank's internal documents must be communicated to the shareholders and investors;
- 3) issuance by the Bank of shares and other securities and approval of an authorized body of the Bank reports on the results of placement of the Bank's securities, reports on the redemption of securities of the Bank, cancellation of the authorized body of the Bank's securities;
- 4) committing the Bank of large transactions and transactions in which there is an interest. Information about the transaction, as a result of which the acquired or alienated property worth more than 10 per cent of the assets of the Bank shall include information on the parties to the transaction, acquired or disposed assets, the terms and conditions of the transaction, the nature and scope of interests of persons involved, as well as other information about the transaction;
- 5) pledge (surcharge) of property of the Bank in the amount of five percent or more of the Bank's assets;
- 6) a loan in the amount of the Bank is 25 percent or more of the equity capital of the Bank;
- 7) permits the Bank to carry out any activity, suspension or termination of previously obtained permits the Bank to carry out any activities;
- 8) the Bank's participation in the establishment of a legal entity;
- 9) seizure of property of the Bank;
- 10) the circumstances bearing extraordinary nature, which resulted in the Bank's property was destroyed, the book value of which amounted to more than 10 percent of the total assets of the Bank;
- 11) the involvement of the Bank and its officials to administrative responsibility;
- 12) excitation in the court case on corporate dispute;
- 13) the decision on forced reorganization of the Bank;
- 14) other developments affecting the interests of its shareholders and investors in accordance with the Bank's Articles of Association, as well as the prospect of issue of securities of the Bank.

**2. Insider information about changes in the Bank's activities that affect the interests of holders of its securities, recognized information on / about:**

- 1) changes in the composition of the Bank's bodies;
- 2) changes in the composition of shareholders (participants) owning ten or more percent of voting shares (shares) of the Bank;
- 3) reorganization or liquidation of the Bank, its subsidiaries and dependent companies;
- 4) The attachment of the property of the Bank;

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<sup>2</sup> As you make changes in the legislation of the Republic of Kazakhstan in terms of types of insider information, paragraphs 1 and 2 of this Annex are amended and / or supplemented division Compliance. At the same time the introduction of such amendments and / or supplements do not require additional approval by the Board of Directors of the Bank or any other competent authority / entity of the Bank.

- 5) transfer of a pledge (surcharge) of property of the Bank for an amount of ten percent or more of the assets of the Bank;
- 6) receipt, suspension or withdrawal of the license of the Bank;
- 7) decisions taken by the General Meeting of shareholders (participants) of the Bank;
- 8) decisions taken by the Board of Directors the list of issues for which information in accordance with the Bank's internal documents must be communicated to the shareholders and investors;
- 9) changes in the list of organizations in which the Bank has ten or more percent of shares (shares) of each such organization;
- 10) changes in the prospectus of the issue of securities;
- 11) of non-compliance by the Bank of the conditions provided by the prospect of issue of corporate bonds, default facts admitted by the Bank.

### **3. Another insider information of the Bank**

#### **3.1. The insider information that could have a significant impact on the market value of the shares of the Bank, includes information about:**

- 1) the convening and holding of the General Meeting of Shareholders, including the adoption of the agenda, the date of the date of compiling the list of persons entitled to attend the General Meeting of Shareholders;
- 2) The agenda of the meeting of the Board of Directors;
- 3) facts of the failure by the Board of Directors of the following decisions to be taken in accordance with the legislation of the Republic of Kazakhstan:  
convening the annual (regular) General Meeting of Shareholders, other decisions related to the preparation, convening and holding of the annual (regular) General Meeting of Shareholders;  
Convocation of the Annual (Extraordinary) General Meeting of the Bank shareholders, other decisions, at the request of the auditor or a shareholder owning at least ten percent of the voting shares of the Bank;  
inclusion or refusal to include issues included in the agenda of the General Meeting of Shareholders nominated candidates - the list of candidates for election to the relevant body of the Bank, which are proposed by shareholder (s);
- 4) the appearance of the face (large participant), controlled by the Bank, as well as the termination of grounds for such control;
- 5) decision on reorganization or liquidation of the organization, controlled by the Bank;
- 6) the appearance of the Bank or its subsidiaries signs of insolvency (bankruptcy) provided by the legislation of the Republic of Kazakhstan;
- 7) presentation of the Bank of the claim, the amount of claims for which is ten or more percent of the book value of assets at the end of the reporting period (quarter, year) preceding the filing of the claim, in relation to which is the deadline for submission of financial statements, or other action, that satisfaction, the Bank believes may materially affect the financial and economic position of the Bank;
- 8) acquisition or termination of the person, directly or indirectly (through controlled entities) independently or jointly with other persons associated with him trust management agreement and (or) a general partnership, and (or) order and (or) shareholders' agreement, and (or) other agreement, the subject of which is the implementation of the rights certified by the Bank's shares, a certain number of voting shares if a specified number of votes shall be five percent or became more or less than 5, 10, 15, 20, 25, 30, 50, 75 or 95 per cent of the total number of votes attached to the voting shares in the charter capital of the Bank;
- 9) identify errors in previously disclosed or provided by the Bank's financial statements;

- 10) committing entity controlling or controlled by Bank Bank, has for him the essence, the transaction recognized in accordance with the legislation of the Republic of Kazakhstan is a major transaction;
- 11) the information contained in the signed by authorized persons of the quarterly / annual reports of the Bank, including consolidated accounting (consolidated financial statements), as well as contained in the audit report prepared in respect of the said statements, with the exception of information that has been previously disclosed or provided in accordance with the requirements of the Republic of Kazakhstan legislation;
- 12) the Bank contract on strategic partnership or other agreement, if the conclusion of such agreements could have a material effect on the price of equity securities of the Bank;
- 13) changing the size of the share of the participation of persons who are members of the Board of Directors of the Bank in the share capital, the authorized capital of subsidiaries and affiliates;
- 14) acquisition of shares placed by the Bank and other securities;
- 15) establishment of branches and (or) the Bank's offices;
- 16) recommendations on the amount of dividends paid on the shares of the Bank and its payment procedure;
- 20) the court decision on the recognition of the issue (additional issue) of securities of the Bank as invalid;
- 21) information concerning the financial –economic activity Bank;
- 22) the information deemed to be commercial secrets and other confidential information of the Bank;
- 23) conclusions and projections on the cost of the Bank's securities;

**3.2. The insider information of the Bank - a professional securities market participant, performing for clients transactions in financial instruments refers received from customers:**

- 1) the information contained in the underlying implementation of Client Orders for transactions with securities in the event that the performance of such orders can have a significant impact on the prices of the underlying securities;
- 2) the information contained in the orders to be executed on the customer contracts, which are:  
derivative financial instruments in the case where the execution of such orders can have a significant impact on the prices of the underlying securities;  
derivative financial instruments whose underlying asset is a commodity, in the case where the execution of such orders can have a significant impact on the price corresponding to the exchange of goods;

**3.3. The insider information of the Bank - participant of exchange trade, exchange intermediary refers received from customers:**

- 1) the information contained in the underlying implementation of Client Orders for transactions with the exchange goods, in the case where the execution of such orders can have a significant impact on the price of the exchange of goods;
- 2) the information contained in the orders to be executed on the customer contracts which are derivative instruments whose underlying asset is a commodity, in the case where the execution of such orders can have a significant impact on the price corresponding to the exchange of goods;

**3.4. Insider information refers Bank received from customers:**

- 1) the information contained in the orders to be executed on the client acquisition (purchase) or sale of foreign currency on the foreign exchange market, in the case where the execution of such orders can have a significant impact on the price of foreign currency;
- 2) the information contained in the orders to be executed on the customer contracts which are derivative instruments whose underlying asset is foreign currency, in the case where the execution of such orders can have a significant impact on the price of foreign currency.

Insider information contained in received from customers and enforceable orders referred to in subparagraphs 1) and 2) of paragraph 3.4 of this application is the information about the price and the volume (quantity) of securities, foreign currency, the exchange of goods, contracts, non- derivative financial instruments, actions to be undertaken pursuant to such instructions (acquisition (purchase) or disposal (sale) contract (agreement), which is a derivative financial instrument).

**Appendix 2**

Rules of internal control access to insider information and its use

**LIST OF PERSONS**

**having access to insider information in JSC "Tengri Bank" as on "\_\_\_" \_\_\_\_\_ 20\_\_**

Name of the legal entity, its location (address), email address, phone number and date of the document confirming the state registration / re-registration of the legal entity

For individuals

| №  | Last name, first name | Date of birth | The base included in the list of insiders | Date of occurrence of the base | Date of delisting | Note |
|----|-----------------------|---------------|---|--------------------------------|-------------------|------|
| 1. |                       |               |   |                                |                   |      |
| 2. |                       |               |   |                                |                   |      |

For legal entities

| №  | Name of the legal entity | Date of registration | The base included in the list of insiders | Date of occurrence of the base | Date of delisting | Note |
|----|--------------------------|----------------------|---|--------------------------------|-------------------|------|
| 1. |                          |                      |   |                                |                   |      |
| 2. |                          |                      |   |                                |                   |      |

Chairman <sup>3</sup>

Management Board \_\_\_\_\_

<sup>3</sup> In the absence of the Chairman of the Management Board of the list signed by the person replacing him.

**Appendix 3**

Rules of internal control access to  
insider information and its use

**Notification forms  
on acquisition of insider status of JSC "Tengri Bank"**

**NOTIFICATION**

**legal entity of insider status acquisition JSC "Tengri Bank"**

Hereby JSC "Tengri Bank" (hereinafter – the Bank) informs \_\_\_\_\_

\_\_\_\_\_ (hereinafter - the organization) to acquire a "\_\_\_" \_\_\_\_\_ 20\_\_ insider status of the Bank due to the fact that the organization (*must select one of the following reasons*):

It has the right of ownership, use and (or) disposal, directly or indirectly, ten or more percent of voting shares of the Bank;

is the organizer of the auction, which are included in the list of financial derivatives, issued by the Bank;

is the person providing services to the Bank in accordance with the signed contract (including oral ), the terms of which provide disclosure of insider information of the Bank.

In this connection, the Organization is obliged to comply with the requirements of the legislation of the Republic of Kazakhstan with regard to the use / disclosure of insider information of the Bank, including the Law of the Republic of Kazakhstan "On securities market", as well as rules of internal control access to insider information and its use (available on the official Internet the Bank's website [www.tengribank.kz](http://www.tengribank.kz) ), including:

- Do not use insider information of the Bank in transactions with securities (derivative financial instruments) issued by the Bank;

- Not to transfer to third parties or make available to third parties insider information of the Bank, except for cases stipulated by laws of the Republic of Kazakhstan;

- Not to provide third parties recommendations on transactions with securities based on insider information of the Bank;

- Maintain a list of their employees, having by virtue of his official position and employment duties access to insider information of the Bank;

- Inform his employees of the Republic of Kazakhstan legislation requirements regarding the ban on the use of insider information of the Bank, and internal control access to insider information and its use;

- To inform the Bank about its employees, having by virtue of his official position and employment duties access to insider information of the Bank, in the manner and terms established by the Rules of Internal Control of access to insider information and its use;

- To inform the Bank on public associations and self-regulatory organizations, whose members are (in the case of disclosure of such insider information of the Bank entities) in the manner and terms established by the Rules of Internal Control of access to insider information and its use;

- Ensure that transferred to the Bank of personal data of workers with the virtue of his official position and job duties of the Bank access to insider information is collected and transmitted in accordance with the requirements of the Republic of Kazakhstan Law "On personal data and their protection";

- To inform the public associations and self-regulatory organizations of which is to follow them the Republic of Kazakhstan legislation requirements, including those of the Law of the Republic of Kazakhstan "On securities market", in terms of the ban on the use of insider information of the Bank,

as well as the rules of internal control access to insider information and its use (in the case of disclosure of such insider information of the Bank institutions) .

For violation of the Republic of Kazakhstan legislation and / or internal control access to insider information and its use, the organization responsible, under the legislation of the Republic of Kazakhstan.

Yours faithfully,

Chairman<sup>4</sup>

Management Board

Executor:

Last name and initials of the name

Tel.

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<sup>4</sup> In the absence of the Chairman of the Management Board of the list signed by the person replacing him.



**Appendix 3**

Rules of internal  
control access to insider information  
and its use (continuation)

**NOTIFICATION**

**of individual on acquisition of insider status JSC "Tengri Bank"**

Hereby JSC "Tengri Bank" (hereinafter - the Bank) informs \_\_\_\_\_ (you must specify the surname, first name, middle name) that from "\_\_\_" \_\_\_\_\_ 201\_\_goda you confess insider of the Bank in accordance with paragraph 3 of Article 56-1 of the Law of the Republic of Kazakhstan "On the market valuable papers".

In this connection, you need to comply with the legislation of the Republic of Kazakhstan with regard to the use / disclosure of insider information of the Bank, including "On the Securities Market" Law of the Republic of Kazakhstan, as well as the rules of internal control access to insider information and its use (available on the official Internet the Bank's website [www.tengribank.kz](http://www.tengribank.kz) ), including:

- Do not use insider information of the Bank in transactions with securities (derivative financial instruments) issued by the Bank;
- Not to transfer to third parties or make available to third parties insider information of the Bank;
- Not to provide third parties recommendations on transactions with securities based on insider information of the Bank.

For violation of the Republic of Kazakhstan legislation and / or internal control access to insider information and its use, you are responsible in accordance with the legislation of the Republic of Kazakhstan.

Yours faithfully,

Chairman<sup>5</sup>

Management Board

Executor:

Last name and initials of the name

Tel.

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<sup>5</sup> In the absence of the Chairman of the Management Board of the list signed by the person replacing him.

**Appendix 3**

Rules of internal  
control access to  
insider information  
and its use (continuation (Cont'd))

**NOTIFICATION**

**of individual of acquisition of insider status  
JSC "Tengri Bank" (for employees of the Bank)**

Hereby Service Compliance notify \_\_\_\_\_  
\_\_\_\_\_ (you must specify the surname, first name, middle name) that  
from "\_\_\_" \_\_\_\_\_ 201\_\_goda you confess insider of the Bank in accordance with  
paragraph 3 of Article 56-1 of the Law of the Republic of Kazakhstan "On securities market".

In this connection, you need to comply with the legislation of the Republic of Kazakhstan with regard  
to the use / disclosure of insider information of the Bank, including the Law of the Republic of  
Kazakhstan "On securities market", as well as the rules of internal control access to insider  
information and its use (available on the official Internet the Bank's website [www.tengribank.kz](http://www.tengribank.kz) ),  
including:

- Do not use insider information of the Bank in transactions with securities (derivative financial instruments) issued by the bank or organization in relation to which the Bank is an insider;
- Not to transfer to third parties or make available to third parties insider information of the Bank or organization in relation to which the Bank is an insider, except for cases stipulated by laws of the Republic of Kazakhstan;
- Not to provide third parties recommendations on transactions with securities based on insider information of the Bank or organization in relation to which the Bank is Insider.

For violation of the Republic of Kazakhstan legislation and / or internal control access to insider information and its use, you are responsible in accordance with the legislation of the Republic of Kazakhstan.

Yours faithfully,

Chief compliance inspector/  
Head of the Compliance control service

Have read and understood

\_\_\_\_\_  
(Last name and initials of the name)

Executive:

Last name and initials of the name

Tel.

**Annex 4**

Rules of internal control access to insider  
information  
and its use

**Notification form**

**on loss of the insider status of JSC "Tengri Bank"**

**NOTIFICATION**

**legal entity of insider status loss of JSC "Tengri Bank"**

Hereby JSC "Tengri Bank" (hereinafter - the Bank) informs

\_\_\_\_\_ (hereinafter - the Organization) the loss of a "\_\_\_" \_\_\_\_\_ 20\_\_ insider status of JSC "Tengri Bank".

Yours faithfully,

Chairman<sup>6</sup>

Management Board

Executive:

Last name and initials of the name

Tel.

Email:

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<sup>6</sup> In the absence of the Chairman of the Management Board of the list signed by the person replacing him.

**Annex 4**

Rules of internal control access to  
insider information  
and its use (Cont'd)

**NOTIFICATION**

**individual on insider status loss of JSC "Tengri Bank"**

Hereby JSC "Tengri Bank" (hereinafter - the Bank) informs

(you must specify the surname, first name) about the loss of a "\_\_\_" \_\_\_\_\_ 20\_\_ insider status JSC "Tengri Bank".

Yours faithfully,

Chairman <sup>7</sup>

Management Board

(For employees of the Bank: Chief Compliance Auditor /

Head of Service Compliance

Executor:

Last name and initials of the name

Tel.

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<sup>7</sup> In the absence of the Chairman of the Management Board of the list signed by the person replacing him.