

Approved by the decision of the General Meeting  
of Stockholders of Air Astana JSC  
dated 31 March 2011 (Minutes №70),  
with amendments dated 31 May 2021 (Minutes №170)

**POLICY OF REMUNERATION  
OF THE MEMBERS OF THE BOARD OF  
DIRECTORS OF AIR ASTANA JSC**

Almaty 2021

CONTENTS:

|  |   |
|--|---|
| 1. GENERAL PROVISIONS  | 3 |
| 2. PROCEDURES FOR AND CONDITIONS OF PAYMENT OF REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS | 3 |
| 3. PAYMENT OF COMPENSATIONS TO INDEPENDENT DIRECTORS   | 4 |
| 4. CONCLUSION  | 5 |

## 1. GENERAL PROVISIONS

- 1.1 The present Policy of Remuneration of the Members of the Board of Directors of Air Astana JSC (“the Policy”) has been developed in accordance with the current legislation of the Republic of Kazakhstan, Charter and Corporate Governance Code of Air Astana JSC (“the Company”). The Policy is an internal regulatory document of the Company which determines the conditions of and procedure for payment of remuneration and compensations to the members of the Board of Directors of the Company.
- 1.2 The key principles of the Policy:
- Interrelation of remuneration with the personal qualification level and input in the results of the Company's activity, performance of duties and execution of tasks meeting the interests of the Company and its Stockholders;
  - Simplicity and transparency of remuneration system;
  - Commitment to achieving high quality of work.

## 2. PROCEDURES FOR AND CONDITIONS OF PAYMENT OF REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS

- 2.1 The remuneration shall not be paid to the members of the Board of Directors of the Company nominated on behalf of the Stockholders of the Company.
- 2.2 The remuneration shall be paid to the Independent Directors of the Company for the performance of their duties as members of the Board of Directors of the Company.
- 2.3 The approval of the amount and conditions of remuneration to be paid to the Independent Directors of the Company shall fall within the competence of the General Meeting of Stockholders of the Company in accordance with the Charter of the Company.
- 2.4 The amount of remuneration to the Independent Directors of the Company shall be determined by the General Meeting of Stockholders of the Company upon submission by the Board of Directors of the Company and the recommendations of the Nomination and Remuneration Committee of the Board of Directors of the Company (“the Nomination and Remuneration Committee”), within the competence of which submitting recommendations on policy, structure and amount of remuneration to be paid to the Independent Directors of the Company falls.
- 2.5 The Nomination and Remuneration Committee, when considering remuneration to be paid to the Independent Directors of the Company, shall take into account the performance of their duties, the Company's performance, as well as consider remuneration of labour in other companies of the same type and range of activity.
- 2.6 In cases when the Independent Directors of the Company are the members of the Nomination and Remuneration Committee, the latter shall identify and prevent conflict of interests. No one should be involved in the process of determining his/her own remuneration fee.
- 2.7 For participation in the meetings of the Board of Directors of the Company the Independent Director of the Company shall be paid with *annual fixed remuneration*. The amount of annual fixed remuneration shall be established by the contract with the Independent Director of the Company based on a corresponding decision of the General Meeting of Stockholders of the Company.
- 2.8 With account of the requirement of the Charter of the Company in respect of the annual re-election of the members of the Board of Directors of the Company with the term of office of one year, fifty percent of the annual fixed remuneration fee shall be paid on the expiry of six months from the beginning of the term of office of the Independent Director of the Company. The remaining part of the annual fixed remuneration fee shall be paid by the Company on expiry of

the term of office of the Independent Director of the Company in proportion to the period of his/her work. In case of the Independent Director's participation in less than half of all meetings of the Board of Directors held in presentia and absentia, the annual fixed remuneration shall be fifty percent reduced, except for absence by reason of illness.

- 2.9 For participation of the Independent Director of the Company in the meetings of the Committees of the Board of Directors of the Company an *additional remuneration* can be paid. The additional remuneration amount for participation in the meetings of the Committees of the Board of Directors of the Company shall be established by the contract with the Independent Director of the Company based on a corresponding decision of the General Meeting of Stockholders of the Company. The additional remuneration fee for participation in the meetings of the Committees of the Board of Directors of the Company shall be paid following the results of each quarter.
- 2.10 The annual fixed remuneration and additional remuneration for participation in the meetings of the Committees of the Board of Directors of the Company shall be paid to the Independent Director of the Company after deduction of taxes and obligatory payments according to the tax legislation of the Republic of Kazakhstan and other relevant legislation. The remuneration to the Independent Director of the Company shall be paid to a bank account advised by the Independent Director of the Company.
- 2.11 By decision of the General Meeting of Stockholders of the Company, with account taken of the recommendations of the Nomination and Remuneration Committee, an annual fixed remuneration may be established for the Chairman of the Board of Directors of the Company. The amount of the annual fixed remuneration to the Chairman of the Board of Directors of the Company shall be established by a contract with the Chairman of the Board of Directors of the Company on the basis of the corresponding decision of the General Meeting of Stockholders of the Company.

### **3. PAYMENT OF COMPENSATIONS TO INDEPENDENT DIRECTORS**

- 3.1 The approval of the conditions of compensations to be paid to the Independent Director of the Company shall fall within the competence of the General Meeting of Stockholders of the Company in accordance with the Charter of the Company.
- 3.2 The compensations to be paid to the Independent Director of the Company shall be established by the contract concluded with the Independent Director of the Company based on a corresponding decision of the General Meeting of Stockholders of the Company.
- 3.3 The Company shall reimburse the Independent Director of the Company for the expenses he/she incurs in performing his/her duties, including:
- air ticket costs upon presenting confirmation documents;
  - hotel accommodation costs upon presenting confirmation documents;
  - per diems at the level approved for the Executive Body (President) of the Company;
  - other costs connected with performing the duties of a member of the Board of Directors of the Company upon presenting confirmation documents.

Compensations to the Independent Director of the Company shall be paid to a bank account advised by the Independent Director of the Company.

- 3.4 By decision of the General Meeting of Stockholders of the Company, with account taken of the recommendations of the Nomination and Remuneration Committee, conditions of compensations to be paid to the Chairman of the Board of Directors of the Company may be established, similar to compensation to the Independent Director of the Company specified in clause 3.3 of this Policy. Compensation to the Chairman of the Board of Directors of the Company shall be established by a contract with the Chairman of the Board of Directors of the Company on the basis of the corresponding decision of General Meeting of Stockholders of the Company.

#### **4. CONCLUSION**

- 4.1 When concluding the contract with the Independent Directors of the Company the regulations of the present Policy shall be taken into account.
- 4.2 The contracts with the Independent Directors of the Company shall be signed by the Chairman of the Board of Directors of the Company upon instruction of the General Meeting of Stockholders of the Company. The contract with the Chairman of the Board of Directors of the Company shall be signed by the President of the Company upon instruction of the General Meeting of Stockholders of the Company.
- 4.3 The present Policy may be amended and/or changed by the decision of the General Meeting of Stockholders of the Company.
- 4.4 The issues not settled by the present Policy shall be regulated by the legislation of the Republic of Kazakhstan, decisions of the General Meeting of Stockholders of the Company and internal documents of the Company.