

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

**REGULATIONS OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
OF AIR ASTANA JSC**

ALMATY, 2024

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1. GENERAL PROVISIONS

- 1.1 These Regulations of the Audit Committee of the Board of Directors of Air Astana JSC determine the status, competence, composition, work procedure of the Audit Committee, the procedure for convening and holding its meetings, adoption of decisions, as well as the rights and responsibilities of members of the Audit Committee.
- 1.2 The following terms and definitions are used in these Regulations:
 - "**Law**" – the Law of the Republic of Kazakhstan dated 13 May 2003 No. 415-II "On Joint Stock Companies" (as amended and/or supplemented);
 - "**Legislation**" – the legislation of the Republic of Kazakhstan;
 - "**Committee**" – the Audit Committee of the Board of Directors of Air Astana JSC;
 - "**Corporate Secretary**" – the corporate secretary of the Company;
 - "**Independent Directors**" – the members of the Board of Directors of the Company defined as independent directors pursuant to the Law, the Charter of the Company and the Corporate Governance Code of the Company;
 - "**Company**" – Air Astana JSC;
 - "**Regulations**" – the Regulation of Audit Committee of the Board of Director of Air Astana JSC;
 - "**Executive Body**" – the Chief Executive Officer of the Company.
- 1.3 The terms which are used but not defined herein shall be used in the meanings in which they are used in the Legislation, Charter of the Company and the Corporate Governance Code of the Company.
- 1.4 These Regulations have been developed in accordance with the Legislation, the Charter of the Company, the Corporate Governance Code and other internal documents of the Company.
- 1.5 The Committee is a consulting and advisory body of the Board of Directors of the Company and shall be established to more effectively manage the development of the Company through timely control over the financial and economic activities of the Company.
- 1.6 The Committee shall report to the Board of Directors. All proposals made by the Committee are of a recommendation nature, which are submitted to the Company's Board of Directors for review to make the relevant final resolutions.
- 1.7 In its activity the Committee shall be governed by the current Legislation, the Charter of the Company, the Regulations on the Board of Directors of the Company, these Regulations and other decisions of the Board of Directors and/or General Shareholders' Meeting of the Company.

1. COMPETENCE OF THE COMMITTEE

- 2.1 The Committee acts in the interests of the Company and its shareholders, and its work is aimed at providing the Board of Directors of the Company with recommendations for making decisions in respect of the following issues:
 - 2.1.1 the appointment and change of the external auditor, determination of the amount to be paid to the external auditor;
 - 2.1.2 determination of the amount of fee to the appraiser of market value of the property transferred as payment for Company's shares or being the subject of a major transaction;
 - 2.1.3 appointment and early termination of authorities of the Head of the Internal Audit Service and Chief Compliance and Sustainability Officer;
 - 2.1.4 establishing an effective system of control over the financial and economic activities of the Company, including the completeness and reliability of financial statements and other financial information submitted by the Company to government bodies or published for public review;
 - 2.1.5 audit of the Company's internal control systems in relation to finance and accounting, risk management and compliance with the requirements of the Legislation;
 - 2.1.6 assessment of external audit procedures, accounting and financial reporting of the Company, including analysis of accounting principles important for the Company;
 - 2.1.7 review the performance and independence of the company's external auditors, including monitoring of purchase of non-audit services from the auditors;
 - 2.1.8 review of the activities and independence of the Company's Internal Audit Service;
 - 2.1.9 review of the activities of Compliance and Sustainability Department of the Company;

- 2.1.10 holding meetings with external auditors and the Internal Audit Service without representatives of the Company's management being present;
- 2.1.11 initiation and conducting any investigations on the issues under the supervision of the Committee as defined in the present Regulations;
- 2.1.12 recommendations on involving independent consultants (experts).
- 2.1.13 providing recommendations on other issues within its competence in accordance with the instructions of the Board of Directors of the Company and/or the provisions of the internal documents of the Company.

3. RIGHTS AND OBLIGATIONS OF THE COMMITTEE

- 3.1 For the purposes of exercising the undertaken authorities, the members of the Committee shall have the right to:
 - 3.1.1 request for documents, reports, explanations and other information from the members of the Board of Directors, the Executive Body, the Internal Audit Service, the Corporate Secretary and other employees of the Company. The Company shall be obliged to provide the Committee with all necessary materials and resources in the due order and at its own expense;
 - 3.1.2 when necessary, invite the members of the Board of Directors and, the Executive Body and other persons to attend its meetings;
 - 3.1.3 use the services of external experts and consultants in the due order within the amounts provided by the budget of the Company for the current year;
 - 3.1.4 take part in monitoring and control over the proper implementation of decisions and instructions of the Board of Directors relating to the activities of the Committee;
 - 3.1.5 make proposals for amending and supplementing these Regulations;
 - 3.1.6 take part in development of draft internal documents relating to the activities of the Committee and submit them to the Board of Directors for approval;
 - 3.1.7 use other rights permitted by the Legislation, the Charter of the Company, the Corporate Governance Code, and internal documents of the Company required for the implementation by the Committee of its authorities;
 - 3.1.8 require reflecting of each member's special opinion in the minutes of the meeting of the Committee with regards to the issues of the agenda and the decisions taken.
- 3.2 The Committee members shall be obliged to:
 - 3.2.1 act honestly and conscientiously within the limits of their authorities in accordance with these Regulations and in the interests of the shareholders and the Company in general, as well as to observe the main principles of the Corporate Governance Code of the Company;
 - 3.2.2 devote adequate time for effective performance of their duties;
 - 3.2.3 participate thoroughly and profoundly in the work of the Committee;
 - 3.2.4 attend the meetings of the Committee and take active participation in discussing the agenda issues;
 - 3.2.5 study the documents submitted at and for the meeting of the Committee;
 - 3.2.6 instantly inform the Committee about interest (if any) in the issues considered;
 - 3.2.7 ensure the confidentiality of any information received as a part of the Committee's activity;
 - 3.2.8 improve the qualifications in the area relevant to the activities of the Committee;
 - 3.2.9 the members of the Committee who are Independent Directors shall be obliged to inform the Board of Directors of the Company on any changes in their status of independent director as soon as possible from the moment of loss of the mentioned status or the conflict of interest arising in connection with the decisions to be made by the Committee.
- 3.2.10 on the issue of financial statements:
 - a) review the integrity of the financial statements of the Company including its quarterly, annual and semi-annual financial statements, and any formal announcements relating to the Company's financial performance and review significant financial reporting judgements contained in them;
 - b) review disclosure in the Company's financial reports for accuracy and comprehensiveness;
 - c) discuss with the senior management of the Company financial statements as well as justification and applicability of the applied principles of financial statements, significant estimated figures in the financial statements and significant audit adjustments of the statements;

- d) discuss with the senior management of the Company, external auditor and the Internal Audit Services the proposed (supposed) changes in the accounting policy of the Company and impact of these changes on the statements' content;
- e) consider any significant disagreements between external auditor and the Company's management regarding the financial statements of the Company;
- f) preliminarily approve the accounting policy of the Company;
- g) make recommendation to the Board of Directors to preliminarily approve the annual financial statements of the Company prior to their release.

3.2.11 on the issue of external audit:

- a) review issues on appointment and change of the external auditor of the Company and prepare recommendations on this issue to the Board of Directors and to the General Shareholders' Meeting;
- b) agree a tender process for the selection of the external auditor;
- c) request and review the comparison matrix with commercial proposals of potential suppliers of the external auditor services;
- d) preliminary approve and recommend the material terms of the draft agreement (contract) with the external auditor on auditing the annual financial statements of the Company and any further material amendments to it;
- e) influence the appointment of an engagement partner of the external auditor;
- f) discuss with the external auditor the proposed plan and audit scope with requirements of the shareholders and the Board of Directors of the Company;
- g) review the results of quarterly, annual and semi-annual audits, including responses of the Company on audit results together with the external auditor;
- h) conduct meetings with external auditors without representatives of the Company's management being present;
- i) review development and implementation of policy related to selection of external auditor and procurement of services including non-audit services from the external auditor;
- j) review provided information/document by the external auditor explaining why the provision of non-audit service will not jeopardize the external auditor's independence and provide preliminary approval for it and submit to the Board of Directors for information;
- k) review of assessment of the independence and objectivity of the external auditor by making sure that the Company has no financial, business, employment, family or other personal relationships with the external auditor that could adversely affect the auditor's independence and objectivity;
- l) review of assessment of the effectiveness of the external audit process by obtaining from the external auditor necessary information;
- m) review the audit representation letters before signature and give particular consideration to matters where representation has been requested that relate to non-standard issues;
- n) initiate investigation of the issues giving rise to termination of the external auditor, and consider the need for the termination of the external auditor and if any action is required;
- o) review and monitor management's responsiveness to the external auditor's findings and recommendations.
- p) request materials on investigation disputes between external auditors and the Company's management;
- q) preliminary approve an internal document/s for selection of the external auditor and for procurement of services from the external auditor;
- r) approve non-audit services from the external auditor by assessing the potential effect on the financial statements and the external auditor's independence and inform the Board of Directors of this approval.

3.2.12 on the issue of internal audit:

- a) make recommendations to the Board of Directors to preliminarily approve the candidate for the Head of the Internal Audit Service of the Company and the decision on early termination of his/her authorities;
- b) preliminarily approve the quantitative composition, staffing, as well as the appointment and termination of powers of employees of the Internal Audit Service of the Company;

- c) preliminarily approve the amount and terms of remuneration and recommend the amount of bonuses to the employees of the Internal Audit Service, preliminarily approve qualification requirements to the employees of the Internal Audit Service of the Company;
- d) preliminarily approve the Regulations on the Internal Audit Service of the Company and amendments and supplements thereto;
- e) approve the Internal Audit Manual defining policies and procedures of the Internal Audit Service of the Company and a quality assurance and improvement program of the Internal Audit Service of the Company;
- f) ensure independence of the Internal Audit Service from the management of the Company and also consider any cases when independence or objectivity is impaired in fact or appearance disclosed by the Head of the Internal Audit Service;
- g) consider issues of current restrictions preventing the Internal Audit Service of the Company from fulfilling tasks in an efficient way and promoting to elimination of such restrictions;
- h) approve the Strategic Plan of the Internal Audit Service of the Company;
- i) preliminarily approve the Annual Audit Plan of the Internal Audit Service of the Company;
- j) review the summary of all reports produced by the Internal Audit Service of the Company and have access to all such reports in full, if necessary;
- k) regularly conduct meetings with the Head of the Internal Audit Service of the Company without representatives of the Company's management being present;
- l) evaluate the activity of the Internal Audit Service of the Company and provide feedback, if necessary;
- m) give instructions to the Internal Audit Service of the Company to conduct independent audit review of the issues they are interested in;
- n) consider the management's actions are taken to implement the Internal Audit Service of the Company recommendations and whether these properly support the effectiveness of the internal control system;
- o) consider the Internal Audit Service of the Company evaluation of the effectiveness of the risk, compliance and finance functions.

3.2.13 on the issue of internal control and risk management:

- a) analyze reports of external auditor and the Internal Audit Service of the Company on status of internal control and risk management systems;
- b) analyze efficiency of the tools of the Company's internal control and risk management systems and give proposals regarding these and other related issues;
- c) provide oversight implementation of recommendations provided by the external auditors and the Internal Audit Services of the Company regarding the internal control and risk management systems;
- d) preliminary approve policies and procedures for risk management system of the Company;
- e) analyze results and quality of the measures (remedial steps) elaborated by the Company for the enhancement of the internal control and risk management systems;
- f) conduct meetings with the management of the Company on regular basis for considering significant risks and control issues and the Company's respective plans for improvement of the risk management and internal control systems;
- g) regularly review reports on changes of risk map, changes to the risk register, risk appetite, reports with information on realized risks, the reports of the risk management function on the Company's risk profile;
- h) review the effectiveness of controls over the financial reporting;
- i) provide oversight to the reliability and efficiency of the internal control and risk management systems;
- j) oversee the relationship between the risk management, internal control, compliance, finance, internal audit function and the external auditor to ensure that they are coordinated and operating effectively for proper coverage and avoidance of duplication of efforts;
- k) review the sufficiency of business continuity plans and processes.

3.2.14 on the issue of compliance with law:

- a) evaluate the effectiveness of the internal procedures of the Company intended to ensure compliance with applicable laws;
- b) review reports of the regulatory bodies (including tax inspection bodies), external auditors and the Internal Audit Service, management of the Company on applicable law compliance issues;
- c) review the system of measures through which the Company's employees would be able to raise confidentially any issues with regards to possible inconsistencies in financial reporting or other issues and preliminarily approve the "hot line" procedure for the employees of the Company to address with the information on supposed law violations and abusive practices, including information on completeness and accuracy of the financial statements on confidential and anonymous basis. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
- d) review the procedures for confidential reports on violations related to financial reporting, internal control, risk management and ethical issues;
- e) provide recommendations with regard to the internal documents regulating the activity of the Company's Compliance and Sustainability Department;
- f) provide oversight of the adequacy and effectiveness of the Company's Compliance and Sustainability Department;
- g) review regular reports from the Company's Chief Compliance and Sustainability Officer on the issues related to corporate fraud, corruption, conflict of interest, unethical behavior, etc.

3.2.15 on the issue of reporting on activity:

- a) report to the Board of Directors on its activity on a regular basis;
- b) prepare information on results of work of the Committee for presenting it in the report for the Annual Shareholders' Meeting.

3.2.16 on other issues:

- a) work out recommendations on conduction of special investigations (checks), including with involvement of independent consultants (experts), if necessary;
- b) review fraud cases and evaluate the adequacy of further fraud prevention measures taken by the Executive Body of the Company;
- c) provide oversight over the Company's cybersecurity and data protection and privacy practices, processes, safeguards, resources and training;
- d) review reports on the Company's approach to controlling and mitigating the Company's exposure to cybersecurity and privacy risks, compliance with applicable information security, privacy and data protection laws, industry standards and contractual requirements;
- e) perform other duties falling within the competence of the Committee and in accordance with requirements of the present Regulations and upon the instructions by the Board of Directors.

4. COMPOSITION OF THE COMMITTEE

- 4.1 The composition, term of office of the Committee, election of its Chairman and members, as well as early termination of their authorities shall be subject to the approval of the Board of Directors of the Company.
- 4.2 The term of office of the Committee's member shall coincide with the term of his/her office as the member of the Board of Directors of the Company. The authorities of any member of the Committee may be terminated early by a decision of the Board of Directors of the Company.
- 4.3 The members of the Committee shall be elected by a simple majority of votes of the members of the Board of Directors of the Company participating in the corresponding meeting of the Board of Directors.
- 4.4 The Committee shall consist of 3 (three) members of the Board of Directors. The Committee shall be chaired by an Independent Director and consist solely of Independent Directors.
- 4.5 Early termination of the authorities of any member of the Committee at his/her own initiative is carried out on the basis of a written notice to the Board of Directors of the Company. The authorities of such a Committee member shall be terminated upon receipt of the said notice by the Board of Directors, unless the notice specifies a later date for early termination of the authorities of the Committee member.
- 4.6 In the event of termination of the authorities of the Committee member, the Board of Directors of the Company is obliged to elect a new Committee member at the next meeting in accordance with the requirements of these Regulations. Until a new member of the Committee is elected, the Committee must continue to perform its duties in full in its current composition.
- 4.7 The Chairman and members of the Committee shall collectively have in-depth knowledge and practical experience in accounting and/or preparation of financial statements and audit, risk management and internal control.
- 4.8 The Corporate Secretary of the Company shall be appointed as the secretary of the Committee, except for the cases when the decision of the Board of Directors of the Company provides for otherwise. The Secretary of the Committee carries out the functions of organizational and information support for the work of the Committee.

5. CHAIRMAN OF THE COMMITTEE

- 5.1 The Chairman of the Committee shall be elected by the Board of Directors from among the Independent Directors.
- 5.2 The Board of Directors of the Company has the right to re-elect the Chairman of the Committee at any time.
- 5.3 In the absence of the Chairman of the Committee at any of its meetings, one of the Committee members temporarily acts as the Chairman. He/she is elected by open voting by a simple majority of votes from the total number of the Committee members participating in the Committee meeting.
- 5.4 The Chairman of the Committee shall organize the activity of the Committee, namely:
 - 5.4.1 convenes the meetings of the Committee, determine the form of holding Committee meetings, chairs Committee meetings, announces the presence or absence of a quorum, including for making a decision on the relevant agenda;
 - 5.4.2 approves the agenda of the meetings of the Committee, including the content of the issues to be submitted for consideration by the Committee;
 - 5.4.3 organizes discussions of the issues at the meetings of the Committee, as well as considers the opinions of the persons invited to the meetings;
 - 5.4.4 develops the plan of regular meetings for the current year in view of the plan of the meetings of the Board of Directors of the Company, as well as monitors the implementation of the Committee's decisions and plans;
 - 5.4.5 reports to the Board of Directors of the Company on the results of the Committee's work within the terms and in the order provided in these Regulations.

6. MEETINGS OF THE COMMITTEE

- 6.1 The Committee shall conduct regular meetings at least once a quarter based on the annually drafted plan approved by the Chairman of the Committee. If necessary, the Committee shall conduct extraordinary meetings.
- 6.2 The secretary of the Committee shall ensure the preparation and holding of the meetings of the Committee, the collection and systematization of the materials for the meetings, timely circulation of the notifications on holding of the meetings of the Committee to the members of the Committee and the invited persons, the agenda of the meetings, materials on the agenda of the meetings, taking the minutes of the meetings, preparation of the draft decisions of the Committee, as well as the subsequent keeping of all of the relevant materials. The notifications on holding of the meetings of the Committee and materials to them shall be sent out to the persons participating in the meeting at least 10 (ten) calendar days prior to the planned date of the meeting of the Committee. Each member of the Committee shall be entitled to waive the requirement of 10-day notice by submitting a written waiver to the Chairman of the Committee or by way of presence at the meeting with the purpose other than the objection to the improper notification. The Secretary of the Committee shall ensure the receipt of the required information by all members of the Committee.
- 6.3 There will be a quorum if three Independent Directors-members of the Committee participate in the meeting of the Committee. At the same time, it is allowed to participate in the meeting of the Committee by way of a videoconference, conference-call and by way of using other means of communication.
- 6.4 The decision on convening a regular meeting of the Committee, date, time and place and the agenda issues, as well as the list of the persons invited to attend the meeting shall be made by the Chairman of the Committee in accordance with the plan of holding the regular meetings of the Committee.
- 6.5 The extraordinary meeting of the Committee can be convened by its Chairman or at the request of:
 - 6.5.1 any member of the Committee;
 - 6.5.2 the Board of Directors of the Company;
 - 6.5.3 the Internal Audit Service;
 - 6.5.4 the Compliance and Sustainability Department;
 - 6.5.5 the Executive Body of the Company.
- 6.6 The request to convene an extraordinary meeting of the Committee shall be sent to the Chairman of the Committee and the Corporate Secretary at least 10 (ten) business days before the expected date of the meeting by email, indicating the issue(s) to be included in the agenda. Before the end of the business day following the day of receipt of the relevant notification, the Corporate Secretary forwards the request for convening the meeting to all members of the Committee, and the Committee members, together with the Corporate Secretary, agree on the final date of the Committee meeting and the agenda. The Corporate Secretary prepares and sends materials on the agenda items to the Committee members at least 3 (three) business days before the scheduled meeting date.
- 6.7 A decision to refuse to convene an extraordinary meeting of the Committee may be made by the Chairman of the Committee in the event if:
 - 6.7.1 the issue specified in the request to convene the extraordinary meeting of the Committee does not fall within the competence of the Committee, in accordance with these Regulations;
 - 6.7.2 the issue specified in the request to convene the extraordinary meeting of the Committee is already included in the agenda of the next regular meeting of the Committee.

- 6.8 If the Chairman of the Committee refuses to convene a meeting, the initiator has the right to submit this request to the Board of Directors of the Company, which is obliged to convene the meeting of the Committee. The meeting of the Committee shall be held with the mandatory invitation of the person making the specified request.
- 6.9 The decisions of the Committee can be made in the form of voting held in presentia, in absentia or mixed voting. The Committee shall strive to minimize the number of the meetings held in absentia.
- 6.10 When making decision at the meeting of the Committee, each member of the Committee shall have one vote. The transfer of voting rights by a member of the Committee to third parties or other members of the Committee is prohibited. The decisions of the Committee shall be adopted in case if three members of the Committee voted positively for the adoption of the decision. In case of lack of consensus on the decision to be taken, each member of the Committee shall provide his/her special opinion to the Board of Directors of the Company.
- 6.11 The members of the Committee shall participate in all meetings. No person other than the Chairman of the Committee, its members and the secretary may attend the meetings, except for the cases provided by these Regulations. Upon the invitation of the Chairman of the Committee, the third parties may attend the meetings of the Committee as observers without the right of voting on the agenda issues. The Committee may involve experts, having relevant professional knowledge, for attending the Committee's meetings, if necessary, with the right of attending the meetings of the Committee, participating in discussions and expressing their opinion with regards to the issues considered, without the right of voting on the agenda issues.
- 6.12 In addition, the following persons may attend the meetings of the Committee upon the invitation:
- 6.12.1 Head of the Internal Audit Service;
- 6.12.2 partner of the External Auditor;
- 6.12.3 the Executive Body and other necessary representatives of the Company, including the Chief Financial Officer and/or the VP Finance and/or the Chief Accountant;
- 6.12.4 Chief Compliance and Sustainability Officer;
- 6.12.5 Head of the Internal Control Department;
- 6.12.6 independent consultants (experts).
- 6.13 If necessary, the Committee may conduct separate meetings with the senior management of the Company, Company's external auditor, the heads of the Internal Audit Service and the Internal Control Department, and the Compliance and Sustainability Department.
- 6.14 Following the results of each of the meetings of the Committee the minutes shall be drawn up by the secretary of the Committee within 5 (five) business days from the date of the Committee meeting. The minutes shall be signed by the members and the secretary of the Committee in two original counterparts one of which shall be provided to the Board of Directors of the Company with attachment of prepared materials and recommendations. The secretary of the Committee shall keep the minutes of the meetings of the Committee.
- 6.15 Each member of the Committee shall have the right to express his/her special opinion which shall be submitted together with the minutes of the meeting of the Committee. In the events when no decision can be made on certain matters due to the interest of any member/s of the Committee, this fact shall be included in the minutes of the meeting of the Committee.

7. CONCLUSION

- 7.1 These Regulations shall come into force on the date of the approval thereof by the Board of Directors of the Company, unless otherwise is specified in the decision of the Board of Directors of the Company.
- 7.2 These Regulations can be supplemented and/or amended by the decision of the Board of Directors of the Company.
- 7.3 Should, as a result of amendments to the Legislation, certain provisions of these Regulations start to contradict the acting legislation of the Republic of Kazakhstan, such provisions shall cease to be in effect and, until the moment of amending these Regulations, it is necessary to follow the acting legislation of the Republic of Kazakhstan.