

**Approved by the decision
of the General Meeting of Shareholders
of Air Astana JSC
Minutes №200 dated 09 February 2026**

**Policy of Remuneration
of the Members of the Board of Directors
of Air Astana JSC**

Almaty, 2026

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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 Shareholders;
- 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 Shareholders of the Company and the member of the Board of Directors of the Company who is the Chief Executive Officer 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 Shareholders of the Company in accordance with the Charter of the Company.
- 2.4 The amount of remuneration to be paid to the Independent Directors of the Company shall be determined by the General Meeting of Shareholders of the Company upon submission by the Board of Directors of the Company, with account taken of 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 Each Independent Director of the Company shall be paid annual fixed remuneration ("*base fee*").

In addition, for Chairing the Committees of the Board of Directors of the Company or performing other functions (i.e. Senior Independent Non-Executive Director, Workforce Engagement Designated Independent Non-Executive Director, etc.), the Independent Director of the Company shall be paid additional remuneration to recognise the additional responsibilities and duties ("*additional fee*").

The amounts of the base fee and additional fee shall be established by the contract with the Independent Directors of the Company based on a corresponding decision of the General Meeting of Shareholders of the Company.

- 2.8 In case of early termination of the term of office, the Independent Director of the Company shall be paid the due amounts of the base and additional fees up to and including the date of termination of the contract with the Independent Director of the Company and the payment in respect of any period from the previous payment date shall be pro rated accordingly. In case of the Independent Director's participation in less than half of all meetings of the Board of Directors held in absentia and in person during the reported period, except for the cases of absence due to illness, the remuneration shall not be paid.

- 2.9 The base and additional fees shall be paid to the Independent Director of the Company in cash after deduction of taxes and obligatory payments according to the tax legislation of the Republic of Kazakhstan and other relevant legislation to a bank account advised by the Independent Director of the Company.

The base and additional fees shall be paid to the Independent Director of the Company in parts on a quarterly basis. Twenty five per cent (25 %) of the base and additional fees shall be paid within ten (10) days after the end of each quarter from the date of commencement of the term of office of the Independent Director.

- 2.10 By the decision of the General Meeting of Shareholders 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 Shareholders of the Company.

The annual fixed remuneration paid to the Chairman of the Board of Directors of the Company shall comprise a base fee only and not an additional fee.

- 2.11 The members of the Board of Directors of the Company may be provided the opportunity to use the Company's discount tickets on the flights operated by the Company, subject to the terms of the Staff Travel Manual of the Company and recommendations of the Nomination and Remuneration Committee./Board of Directors of the Company.

3. PAYMENT OF COMPENSATIONS OF EXPENSES TO INDEPENDENT DIRECTORS

3.1 The approval of the conditions of compensations of expenses paid to the Independent Director of the Company shall fall within the competence of the General Meeting of Shareholders of the Company in accordance with the Charter of the Company.

3.2 The compensations of expenses 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 Shareholders 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 as a member of the Board of Directors of the Company and/or travelling to the place of holding the meetings of the Board of Directors and/or Committees of the Board of Directors of the Company, to participate in the Annual General Meeting of Shareholders of the Company, upon invitation of the Chairman of the Board of Directors of the Company and/or the Shareholder(s) of the Company and/or the Chief Executive Officer of the Company, including:

- business-class air ticket costs upon presenting confirmation documents;
- single-bed five-star hotel accommodation costs upon presenting confirmation documents;
- per diems at the level approved for the Executive Body (Chief Executive Officer) of the Company;
- transportation expenses to get to/from the airport upon presenting confirmation documents;
- expenses for the Internet and/or other communication services related to the performance of official duties;
- visa expenses upon presenting confirmation documents;
- local taxes and other expenses related to performing duties as a member of the Board of Directors of the Company and/or travelling to the place of holding the meetings of the Board of Directors of the Company and/or Committees of the Board of Directors of the Company, for participation in the Annual General Meeting of Shareholders of the Company, upon invitation of the Chairman of the Board of Directors of the Company and/or the Shareholder(s) of the Company and/or the Chief Executive Officer of the Company upon presenting confirmation documents.

Compensations of expenses 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 Shareholders 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 Shareholders 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 Shareholders of the Company. The contract with the Chairman of the Board of Directors of the Company shall be signed by the Chief Executive Officer of the Company upon instruction of the General Meeting of Shareholders of the Company.
- 4.3 The present Policy may be amended and/or changed by the decision of the General Meeting of Shareholders 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 Shareholders of the Company and internal documents of the Company.