

JSC "Halyk Bank Georgia"

(registered as a joint stock company under the laws of Georgia with identification number 205236537)

FINAL TERMS

OF THE USD 15,000,000 3-YEAR COUPON BONDS

DUE 25 MAY 2025 (ISIN: KZX000001052)

UNDER USD 45,000,000 BOND PROGRAMME

The Bonds will be constituted by and have the benefit of a USD 45,000,000 bond programme (the "Programme") established by JSC "Halyk Bank Georgia" (the "Issuer"). The Bonds of this Tranche have been issued under the Programme and in accordance with the Acting Law of the Astana International Financial Center (the "AIFC") (the "Bonds"). Terms used herein shall be deemed to be defined as such for the purposes of the conditions set forth in the Programme dated 17.05.2022 (the "Offer Document"). This document constitutes the Final Terms of the Bonds (the "Final Terms") described herein. This document is prepared for the purposes of the AIFC rules and must be read in conjunction with the Offer Document. Full information on the Issuer and the offer of the Bonds is only available on the basis of the combination of these Bonds Final Terms and the Offer Document. The Final Terms and the Offer Document have been published on the website of the Astana International Exchange (hereinafter the "AIX") at <https://www.aix.kz> and on the website of the Issuer at <https://halykbank.ge>

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Terms defined in the Offer Document have the same meanings in these Final Terms unless they are expressly defined herein.

Issuer	Joint Stock Company "Halyk Bank Georgia", subsidiary organization of JSC "Halyk Bank"
Tranche number	1
Type and name	Coupon Bonds
ISIN	KZX000001052
Specified currency	US dollar
Face value	U.S.\$100,000

Aggregate nominal amount of Bonds	U.S.\$ 15,000,000
Issue price	97,24%
Issue Date	25 May 2022
Maturity Date	25 May 2025
The date of allotment	25 May 2022
Estimated expenses	Fees associated with admission of the Bonds to the Official List of the AIX and to trading on the AIX pursuant to the AIX Fee Schedule and fees associated with the book-building and settlement process on the AIX.
Estimated net amount of proceeds of the Tranche	The net proceeds from the issuance are expected to amount to approximately equal to the issued amount of U.S.\$ 15,000,000 after deduction of fees and expenses related to the issue (in case of offering in full).
Use of proceeds	The net proceeds of the issue of the Bonds will be used by the Issuer for the financing of the issuer's core lending activity.
Interest Basis:	4.0 % Fixed Rate per annum payable semi-annually as per the below Schedule of Payment of Interests on Bonds.
Interest Payment Dates	The coupon payment will be made within 10 (ten) calendar days following 25 May and 25 November of each year of the Bonds' circulation. If the last day of the Coupon payment date is holiday/weekend, then the coupon payment date should be moved to the next business day.
Redemption/Payment Basis	Redemption at par
Redemption/Payment Period	The Bonds will be redeemed within 10 (ten) calendar days 25 May 2025. Payments on the repayment of the principal debt on the Bonds are made simultaneously with the coupon payment on the last coupon period.
Early redemption at the option of Bondholders on the Event of Default	<p>The Issuer, within 3 (three) Business Days following the day of any of the Events of Default specified in the Offer Document, is obliged to inform the Bondholders about this Event of Default with a detailed description of the reasons for the announcement of the Event of Default. Bringing this information to the notice of the Bondholders is carried out by posting the corresponding information message through AIX Regulatory Announcement Service.</p> <p>The Bondholders have the right to submit to the Issuer, and the Issuer is obliged to accept written claims for the redemption of their Bonds indicating the number of Bonds declared for repurchasing within 30 (thirty) calendar days following the first publication of information about the breach of any of the obligation by the Issuer.</p>

	<p>The Issuer must make relevant corporate decisions and take necessary actions to execute received claims within 30 (thirty) calendar days following the last day of the period of acceptance of the written redemption claims in the event that at least one written claim for the redemption of the Bonds is received.</p> <p>The Issuer is obliged at the request of the Bondholders to redeem the Bonds at the highest of the following prices:</p> <p>the price corresponding to the face value of the Bonds, plus the accrued interest;</p> <p>fair market price of the Bonds.</p> <p>Bondholders who have not submitted a claim for redemption are entitled to redeem their Bonds at the end of their circulation period specified in this Final Terms.</p>
<p>Early redemption at the option of Bondholders (Put Option)</p>	<p>1. Redemption at the option of the Bondholders starting from the first anniversary of the Issue Date of the Bonds.</p> <p>The Issuer shall, at the option of the Bondholder of any Bonds, redeem such Bonds on any Interest Payment Date after the first year of the Issue Date of the Bonds (“the Put Settlement Date”) at a price equal to 100 per cent. of its principal amount together with interest accrued to such date. In order to exercise the put option pursuant to this Condition (Redemption at the option of Noteholders (Put Option)), a Bondholder shall give a notice for such early redemption (“Put Option Notice”), in accordance with Condition “Notices”, to the Issuer not less than 60 (sixty) calendar days before the Put Settlement Date. A Bondholder shall clearly state in the duly completed Put Option Notice the number of Bonds for redemption on the Put Settlement Date. The Put Option Notice, once given, shall be irrevocable. The Issuer, upon receiving the Put Option Notices from the Bondholders, will send a list of such Bondholders to the AIX CSD requesting to block the Bonds put by the Bondholders for early redemption. The Bonds blocked by the AIX CSD will not be tradable until they are redeemed by the Issuer. The Issuer shall redeem the Bonds within 5 (five) business days after (and including) the Put Settlement Date at 100 per cent. of the principal amount of the Bonds together with accrued interest to be paid on the relevant Interest Payment Date. Any such redemption by the Issuer shall be made, if applicable, with relevant accrued interest on such redeemed Bonds.</p> <p>2. Redemption at the option of Bondholders on the Change of Control</p> <p>If a Change of Control occurs, the Issuer shall promptly and in any event within 14 calendar days thereafter, give notice of such Change of Control to the Bondholders (“the Change of Control Notice”) in accordance with Condition 15 (Notices). The Change of Control Notice shall specify any Interest Payment Date after the first year of the Issue Date of the Bonds (“the Change of Control Put Settlement Date”) upon which the Issuer shall, at the option of the Bondholder of any Bonds, redeem such Bonds at a price equal to 100 per cent. of its principal amount together with interest accrued to such date. In order to exercise the option contained</p>

	<p>in this Condition (Early redemption at the option of Bondholders (Put Option)), a Bondholder shall give a notice for such early redemption (“Put Option Notice”), in accordance with Condition “Notices”, to the Issuer not less than 60 (sixty) calendar days before the Change of Control Put Settlement Date. A Bondholder shall clearly state in the duly completed Put Option Notice the number of Bonds for redemption on the Change of Control Put Settlement Date. The Put Option Notice, once given, shall be irrevocable. The Issuer, upon receiving the Put Option Notices from the Bondholders, will send a list of such Bondholders to the AIX CSD requesting to block the Bonds put by the Bondholders for early redemption. The Bonds blocked by the AIX CSD will not be tradable until they are redeemed by the Issuer. The Issuer shall redeem the Bonds within 5 (five) business days after (and including) the Change of Control Put Settlement Date at 100 per cent. of the principal amount of the Bonds together with accrued interest to be paid on the relevant Interest Payment Date. Any such redemption by the Issuer shall be made, if applicable, with relevant accrued interest on such redeemed Bonds.</p> <p>For the purpose of this Condition (Early redemption at the option of Bondholders (Put Option)), a “Change of Control” will occur if at any time JSC “Halyk Bank” ceases to own, directly or indirectly, 100 per cent. of the issued share capital of the Issuer or otherwise ceases to control, directly or indirectly, the Issuer. For the purpose of this Condition (Early redemption at the option of Bondholders (Put Option)), the JSC “Halyk Bank” will be deemed to “control” the Issuer if (whether directly or indirectly and whether by the ownership of share capital, the possession of voting power, contract, trust or otherwise) it has the power to appoint and/or remove the majority of the members of the board of directors or other governing body of the Issuer or otherwise controls, or has the power to control, the affairs and policies of the Issuer.</p>
Redemption at the option of the Issuer (Call option)	The Bonds may be redeemed at the option of the Issuer in whole or, in part, not earlier than 18 (eighteen) months from the Issue Date, on giving not less than 30 (thirty) calendar days’ notice to the Bondholders, in such nominal amount as is specified in the notice at the principal amount thereof, together with interest accrued but unpaid on the relevant principal amount to, but excluding, the date fixed for redemption.
Advisors to the Issuer	The Issuer appointed JSC “Halyk Finance” as the sole lead manager and bookrunner in connection with this offering.
Clearing systems	AIX CSD

Schedule of Payment of Interests on Bonds

No	Coupon period commencement date	Coupon period expiry date	Register closing date (Record Date)	Interest payment commencement date	Interest payment expiry date
1	25 May 2022	25 November 2022	24 November 2022	26 November 2022	05 December 2022
2	25 November 2022	25 May 2023	24 May 2023	26 May 2023	04 June 2023
3	25 May 2023	25 November 2023	24 November 2023	26 November 2023	05 December 2023
4	25 November 2023	25 May 2024	24 May 2024	26 May 2024	04 June 2024
5	25 May 2024	25 November 2024	22 November 2024	26 November 2024	05 December 2024
6	25 November 2024	25 May 2025	23 May 2025	26 May 2025	04 June 2025

Issuer: Joint Stock Company "Halyk Bank Georgia"

Name: Nikoloz Geguchadze

Position: General Director

