

POLICY FOR PROVISION OF NON-AUDIT SERVICES BY THE EXTERNAL AUDITOR

The Audit Committee (the "Committee") of TBC Bank Group (the "Group") is responsible for the Group's policy framework for the provision of non-audit services by the Group's external auditor.

Objectives:

1. To ensure that the nature of non-audit services provided by the Group's external auditor neither impairs nor is seen to impair the independence and objectivity of the external auditor in its primary responsibility for the Group's financial statements.
2. To establish a transparent process for the engagement of the external auditor for non-audit services with the approval of the Committee, the supervisory and management boards of JSC TBC Bank, as applicable.
3. To establish a transparent process for reporting to the Committee on all non-audit services undertaken by the external auditor.

Potentially Acceptable Non-Audit Services

The external auditor may be considered for the following types of non-audit services, subject to compliance with the authorization requirements set out below:

- Advice and assurance on the interpretation and implementation of accounting standards, financial reporting matters, tax and governance regulations;
- Tax advisory, assurance and compliance services;
- Financial due diligence for acquisitions, disposals or joint ventures;
- Assurance reports required by third parties e.g. regulators, trustees;
- Transaction related services, including restructuring;
- Internal accounting and risk management control reviews, including policy reviews and procedure compliance; and
- Secondment into non-managerial roles.

Prohibited Non-Audit Services

The following non-audit services have been identified by various regulatory authorities as presenting a high risk of conflict and auditor independence. Consequently, these services are specifically prohibited from being provided by the Group's external auditor:

- Accounting or book-keeping services;
- Actuarial services;
- Legal and/or litigation support services (other than forensic litigation services);
- Internal audit outsourcing services;
- Valuation services, appraisals or fairness opinions;
- Investment advice, broker-dealer and investment banking services;
- Design, implementation and operation of financial information systems;
- Secondment to executive management or decision-making, supervisory or ongoing monitoring positions, or any position where the external auditor secondee acts as a director, officer or employee of the Group;
- Human resources, recruitment or payroll services;
- The marketing of transactions;
- Advising the Remuneration Committee (other than general assistance relating to appropriate levels of disclosures and accounting advice);
- Any work where a mutuality of interest is created that could compromise the independence of the external auditor; and
- Any other work that is prohibited by UK ethical guidance for auditors.

Authorization and Reporting

1. The Group Chief Financial Officer, or such other person as may be appointed by the Committee, must approve all non-audit services provided by the external auditor.
2. The Committee must pre-approve the provision of all non-audit services by the external auditor.
3. All acceptable non-audit services must be approved in advance by the Committee following recommendation by the Group Chief Financial Officer.
4. Referrals to the Committee must be in writing and must contain the following:
 - Nature and details of the non-audit services;
 - Estimated fees;
 - Explanation of why the external auditor is considered the most suitable supplier; and
 - A statement on why the engagement will not impair the external auditor's independence and objectivity.
5. Where referral to the Committee is required but critical timing issues mean that this is not feasible within the given timescale, the Chairman of the Committee may approve the appointment of the external auditor for non-audit services, such approval to be ratified by the next Committee meeting. If no such ratification is given, the appointment must be terminated.
6. A report is to be submitted by the Group Chief Financial Officer, or such other person as may be appointed by the Committee, every six months, detailing all work undertaken by the external auditor. The report should include the nature of the non-audit services provided, the related fee and total fees in aggregate and as a percentage of the approved audit fee.
7. The Committee will report on the annual amount paid to the external auditor in the Group's Annual Report in respect of audit services, audit-related services and non-audit services and explain how, when the external auditor provided non-audit services, their independence and objectivity was safeguarded. The Committee will also report in the Group's Annual Report on the nature and extent of the non-audit services carried out by the external auditor during the year.