



## **Announcement of Annual General Shareholders' Meeting of Joint Stock Company Halyk Savings Bank of Kazakhstan**

**Full name of JSC Halyk Bank:** Joint Stock Company Halyk Savings Bank of Kazakhstan.

**Full name of executive body of JSC Halyk Bank:** Management Board of Joint Stock Company Halyk Savings Bank of Kazakhstan.

**Location of executive body of JSC Halyk Bank:** 40, Al-Farabi Ave., Medeu district, A26M3K5, Almaty, Republic of Kazakhstan.

In accordance with Article 35, clause 1 and sub-clause 3 of clause 3 of Article 37, and Article 41 Article 83 of the Law of the Republic of Kazakhstan "On Joint Stock Companies" (hereinafter – the “Law on Joint Stock Companies”), Article 60 of the Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan” (hereinafter – the “Law on Banks”), the Board of Directors of Joint Stock Company Halyk Savings Bank of Kazakhstan (hereinafter – “JSC Halyk Bank”), as the initiator of convening of the meeting, informs that Annual General Shareholders’ Meeting of JSC Halyk Bank (hereinafter - the “General Shareholders’ Meeting”) will be held on 20 April 2018 at 10:00 a.m. (Almaty time) at the address: Conference hall, 40, Al-Farabi Ave., Medeu district, Almaty, Republic of Kazakhstan.

Registration of participants of the General Shareholders’ Meeting will proceed from 09.00 a.m. to 09.45 a.m. (Almaty time) at the venue of the General Shareholders’ Meeting.

In the absence of a quorum, the Annual General Shareholders’ Meeting of JSC Halyk Bank shall reconvene on 23 April 2018 at 10.00 a.m. (Almaty time) at: Conference hall, 40, Al-Farabi Ave., Medeu district, Almaty, Republic of Kazakhstan.

The list of shareholders entitled to participate at the General Shareholders’ Meeting will be determined based on the shareholder register of JSC Halyk Bank as at 20 March 2018.

### **Agenda of the General Shareholders’ Meeting:**

1. Approval of the agenda of the Annual General Shareholders’ Meeting of JSC Halyk Bank.
2. Approval of JSC Halyk Bank’s annual financial statements for the year 2017.
3. Approval of the procedure of distribution of JSC Halyk Bank’s net income for the year 2017. Adoption of resolution on payment of dividends on JSC Halyk Bank’s common shares. Approval of the amount of dividend per common share of JSC Halyk Bank.
4. Voluntary reorganization of JSC Halyk Bank through JSC Kazkommertsbank’s merger into JSC Halyk Bank.
5. Approval of the share exchange ratio. The procedure and terms of allocation (sale) of JSC Halyk Bank’s common shares.
6. Approval of the draft Agreement on Merger of Joint Stock Company Kazkommertsbank into Joint Stock Company Halyk Savings Bank of Kazakhstan.
7. Consideration of the 2017 Performance Report of the Board of Directors of JSC Halyk Bank.
8. Informing shareholders of JSC Halyk Bank on the amount and structure of remuneration for the members of the Board of Directors and Management Board of JSC Halyk Bank.
9. Consideration of information on shareholders’ appeals on actions of JSC Halyk Bank and its officials, and on results of consideration thereof.

In accordance with second part of clause 1 of Article 43 of the Law on Joint Stock Companies, the agenda of the General Shareholders’ Meeting may be supplemented by a shareholder holding solely or collectively with other shareholders five or more percent of voting shares of the Company, or by the Board of Directors provided that shareholders of the Company are notified of such supplements not later

than fifteen days before the date of the general meeting or in the manner prescribed by clause 4 of Article 43 of the Law on Joint Stock Companies.

According to clause 4 of Article 44 of the Law on Joint Stock Companies, the materials on the items of the agenda of the General Shareholders' Meeting will be ready and available for shareholders not later than ten days before the date of the General Shareholders' Meeting, at the location of the Management Board of JSC Halyk Bank, and on the corporate website of JSC Halyk Bank: <http://www.halykbank.kz>. In case of request for materials on the items of the agenda of the General Shareholders' Meeting from the shareholder of JSC Halyk Bank, they will be sent to the shareholder within three business days from the date of receipt of the request. At the same time, the shareholder bears copy and delivery expenses of the documents.

To learn more about General Shareholders' Meeting, please call at: 8 (727) 259 07 77, 8-8000 8000 59.

The following proceedings of the General Shareholders' Meeting are presented for information of the shareholders of JSC Halyk Bank.

The attending shareholders (their representatives) are registered prior to the opening of the General Shareholders' Meeting. Make sure to have identity document. The shareholder's representative must present power of attorney confirming its authority to participate and vote at the General Shareholders' Meeting, or the document confirming the right to act without power of attorney on behalf of the shareholder or represent its interests.

The shareholder-legal entity must present statement for compliance with the requirements of the first part of clause 5 of Article 17 of the Law on Banks by its shareholders (participants). The statement form is available on the corporate website of JSC Halyk Bank: <http://www.halykbank.kz>.

The shareholder (shareholder's representative), who failed to pass registration, is not taken into account when determining a quorum and shall not be entitled to vote.

The General Shareholders' Meeting is opened at the announced time, if quorum is present.

The General Shareholders' Meeting shall elect the Chairman and the Secretary of the General Shareholders' Meeting, determine the voting form - open or ballot.

In accordance with clause 1 of Article 50 of the Law on Joint-Stock Companies, the voting principle at the General Shareholders' Meeting is "one share - one vote", except for giving one vote for proceedings items of the General Shareholders' Meeting to each person entitled to vote at the General Shareholders' Meeting.

During the General Shareholders' Meeting its Chairman may bring for consideration the proposal to close debates on the considered item, as well as change the voting method thereon.

The Chairman is not entitled to interfere with speech of persons entitled to participate in the discussion of the item on the agenda, except for the cases when such speeches entail the breach of time limit of the General Shareholders' Meeting or when debates on this item are closed.

The General Shareholders' Meeting is entitled to make break and to extend the meeting, including the postponement of the consideration of certain items on the agenda of the General Shareholders' Meeting to the next day.

The General Shareholders' Meeting may be adjourned only after consideration of all items on the agenda and passing the resolutions thereon.

In accordance with clause 1 of Article 52 of the Law on Joint Stock Companies, the minutes to the General Shareholders' Meeting shall be prepared and signed within three business days after the closing of the General Shareholders' Meeting.

The General Shareholders' Meeting is held in accordance with Articles 35, 36, 37, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 50, 51, 52 and 83 of the Law on Joint Stock Companies, clauses 5 and 5-1 of Article 17, Article 60 of the Law on Banks and Articles 25, 26, 27, 28 and 43 of the Charter of JSC Halyk Bank.

Shareholders of JSC Halyk Bank are invited to participate at the Annual General Shareholders' Meeting of JSC Halyk Bank.