

**EXTRACT FROM THE MINUTES No 3  
of Annual General Meeting of Shareholders of Joint-Stock Company "Eximbank Kazakhstan"**

Full name of the Company is Joint-Stock Company "Eximbank Kazakhstan" (hereinafter - "Eximbank Kazakhstan JSC" or "Bank").

Location of Eximbank Kazakhstan JSC (its executive body) and place of the meeting holding: 80, Bogenbay Batyr St., Almaty city, 050010, Republic of Kazakhstan.

Date and time of the meeting holding: April 26, 2012, opening - at 12:00 a.m., closing - at 01:40 p.m.

At the annual general meeting of shareholders of Eximbank Kazakhstan JSC (hereinafter - Meeting) the following persons were registered and present:

**I. Shareholders and representatives of the Bank shareholders:**

| No | Shareholder  | Authorized representative   | Number of available shares                         |
|----|--|---|--|
| 1  | Investment Technologies Company LLC                          | Representative Alimbekova Ainur Serikovna (power of attorney No 30/1 dated 25.04.2012)      | 289,292 shares with the voting right (3.0528%)     |
| 2  | Central-Asian Fuel and Energy Company JSC (CAFEC JSC)        | Representative Zaberezhnyi Dmitriy Anatolyevich (power of attorney No 113 dated 25.04.2012) | 6,376,371 shares with the voting right (67.2886 %) |
| 3  | Astana Accumulation Pension Fund JSC                         | Representative Bykov Dmitriy Alexandrovich (power of attorney No152 dated 05.04.2012)       | 947,966 shares with the voting right (10.0037 %)   |
| 4  | Centerstroyenergo LLC  | Director Shakenova Aigul Mauletovna   | 748,979 shares with the voting right (7.9038 %)    |
| 5  | "CAFEC INVEST" Stock Investment Fund of Risk Investment" JSC | Chairman of Management Board Serikova Karlygash Yerbulatovna                                | 114,710 shares with the voting right (1.2105 %)    |
| 6  | Kazdieselastyk LLC   | Representative Radchenko Radda Yakovlevna (power of attorney No 84 dated 26.03.2012)        | 599,530 shares with the voting right (6.3267 %)    |
| 7  | TrustTechnoInvest LLC  | Director Baiduissenova Gulfruz Yelamanovna  | 4,471 shares with the voting right (0.0471 %)      |
| 8  | Impulse-R LLC  | Director Kassymova Kamilla Maratovna  | 495 shares with the voting right (0.0052 %)        |

Total 8 representatives of shareholders having in aggregate **9,081,814** (nine million eighty one thousand eight hundred and fourteen) ordinary shares of Eximbank Kazakhstan that comes to **95.8384 %** of voting shares of the company were registered for participation at the Meeting.

**II. Representatives of the executive body of the Bank:**

1. Chairman of the Management Board of the Bank Mr.Prihozhan D.A.
2. Deputy Chairman of the Management Board of the Bank Mrs.Rimer N.G.

III. Representative of the Department of Supervision over Banks under the Committee of Financial Supervision of the National Bank of the Republic of Kazakhstan and trustee of the Bank Mrs. Zhaksybayeva K.Ye.

**Results of voting upon the 1<sup>st</sup> issue of the agenda: "For"** – all representatives of shareholders having in aggregate 9,081,814 (nine million eighty one thousand eight hundred and fourteen) ordinary shares of the Bank that comes to 95.8384% of voting shares of the company participating at the meeting unanimously voted. "Against" – no, "Abstainers" - no.

The resolution was passed. Results of voting and the resolution passed were announced to shareholders.

**Resolution:**

To approve the annual financial statements of Eximbank Kazakhstan JSC for 2011 confirmed by auditing company Deloit LLC.

**Results of voting upon the 2<sup>nd</sup> and 3<sup>rd</sup> issued of the agenda: "For"** – all representatives of shareholders having in aggregate 9,081,814 (nine million eighty one thousand eight hundred and fourteen) ordinary shares of the Bank that comes to 95.8384% of voting shares of the company participating at the meeting unanimously voted. "Against" – no, "Abstainers" - no.

The resolution was passed. Results of voting and the resolution passed were announced to shareholders.

**Resolution:**

1. Not to calculate and pay dividends upon ordinary shares of Eximbank Kazakhstan JSC upon results of financial year 2011, and not to define the size of the dividend for a year per one ordinary share of the company.
2. To distribute the net income of Eximbank Kazakhstan JSC for 2011 at the amount of 399,311 thousand tenge by the following way:
  - 39,981 thousand tenge to be allocated for replenishment of the Bank's capital reserves defined at the size of 1,017,515 thousand tenge;
  - the remaining part of the net income at the size of 359,830 thousand tenge is to be left at the disposal of the Bank.

**Results of voting upon the 4<sup>th</sup> issue of the agenda: "For"** – all representatives of shareholders having in aggregate 9,081,814 (nine million eighty one thousand eight hundred and fourteen) ordinary shares of the Bank that comes to 95.8384% of voting shares of the company participating at the meeting unanimously voted. "Against" – no, "Abstainers" - no.

The resolution was passed. Results of voting and the resolution passed were announced to shareholders.

**Resolution:**

To take the Analysis of Implementation of Planned Indices of the Bank Activity for 2011 into consideration and to approve the Planned tasks for 2012 (in the format of interest margin reports and profit-and-loss reports).

**Results of voting upon the 5<sup>th</sup> issue of the agenda: "For"** – all representatives of shareholders having in aggregate 9,081,814 (nine million eighty one thousand eight hundred and fourteen) ordinary shares of the Bank that comes to 95.8384% of voting shares of the company participating at the meeting unanimously voted. "Against" – no, "Abstainers" - no.

The resolution was passed. Results of voting and the resolution passed were announced to shareholders.

**Resolution:**

1. To approve Alterations and Additions to the Articles of Association of Eximbank Kazakhstan JSC approved by the resolution of the annual general meeting of the bank (minutes No 1 dated May 06, 2009).
2. To authorize Chairman of the Management Board of Eximbank Kazakhstan JSC Mr. Prihozhan Dmitriy Anatolyevich to sign Alterations and Additions to the Articles of Association of Joint-Stock Company "Eximbank Kazakhstan".

**Results of voting upon the 6<sup>th</sup> issue of the agenda: "For"** – all representatives of shareholders having in aggregate 9,081,814 (nine million eighty one thousand eight hundred and fourteen) ordinary shares of the Bank that comes to 95.8384% of voting shares of the company participating at the meeting unanimously voted. "Against" – no, "Abstainers" - no.

The resolution was passed. Results of voting and the resolution passed were announced to shareholders.

**Resolution:**

To approve Alteration and Additions to the Regulations on the procedure of giving information on activity of Joint-Stock Company "Eximbank Kazakhstan" to its shareholders approved by the resolution of the general meeting of the Bank shareholders (minutes No 1 dated 25.04.2011).

**Results of voting upon the 7<sup>th</sup> issue of the agenda: "For"** – all representatives of shareholders having in aggregate 9,081,814 (nine million eighty one thousand eight hundred and fourteen) ordinary shares of the Bank that comes to 95.8384% of voting shares of the company participating at the meeting unanimously voted. "Against" – no, "Abstainers" - no.

The resolution was passed. Results of voting and the resolution passed were announced to shareholders.

**Resolution:**

To approve Alterations and Additions to the Regulations on the Board of Directors of Joint-Stock Company "Eximbank Kazakhstan" approved by the resolution of the general meeting of the Bank shareholders (minutes No 1 dated April 25, 2011).

**Results of voting upon the 8<sup>th</sup> issue of the agenda: "For"** – all representatives of shareholders having in aggregate 9,081,814 (nine million eighty one thousand eight hundred and fourteen) ordinary shares of the Bank that comes to 95.8384% of voting shares of the company participating at the meeting unanimously voted. "Against" – no, "Abstainers" - no.

The resolution was passed. Results of voting and the resolution passed were announced to shareholders.

**Resolution:**

To define the following conditions and sizes of compensation of expenses to members of the Board of Directors of Eximbank Kazakhstan JSC:

1. Travelling expenses:

- daily allowance at sizes defined for the Bank employees;
- hotel accommodation – upon actual expenses;
- additional hotel services – upon actual expenses;
- transportation by any kind of transport including VIP-departures and VIP-arrival – upon actual expenses.

2. Expenses on representation – upon actual expenses.

**Results of voting upon the 9<sup>th</sup> issue of the agenda: "For"** – all representatives of shareholders having in aggregate 9,081,814 (nine million eighty one thousand eight hundred and fourteen) ordinary shares of the Bank that comes to 95.8384% of voting shares of the company participating at the meeting unanimously voted. "Against" – no, "Abstainers" - no.

The resolution was passed. Results of voting and the resolution passed were announced to shareholders.

**Resolution:**

To define Deloit LLC as the auditing organization performing audit of Eximbank Kazakhstan JSC for 2012.

**Results of voting upon the 10<sup>th</sup> issue of the agenda: "For"** – all representatives of shareholders having in aggregate 9,081,814 (nine million eighty one thousand eight hundred and fourteen) ordinary shares of the Bank that comes to 95.8384% of voting shares of the company participating at the meeting unanimously voted. "Against" – no, "Abstainers" - no.

The resolution was passed. Results of voting and the resolution passed were announced to shareholders.

**Resolution:**

