

MINUTES No. 31
of the Extraordinary General Meeting of the Shareholders
of Halyk Savings Bank of Kazakhstan Joint Stock Company

Almaty

6th December 2012

Full Name:	Halyk Savings Bank of Kazakhstan Joint Stock Company
Location of the Bank:	109 B, Abay Ave., Almaty
Venue of the meeting:	109 B, Abay Ave., Almaty, Conference-hall
Meeting opening:	11:00 a.m.
Meeting closing:	12:00 p.m.

The following persons are attending the Extraordinary General Meeting of the Shareholders of Halyk Savings Bank of Kazakhstan Joint Stock Company (hereinafter – “the Bank”) opened at 11:00 a.m. on 6th December 2012 (hereinafter – “the General Meeting of the Shareholders):

1) representative of Bank’s shareholder holding ten percent and more of the Bank’s voting common shares:

ALMEX Holding Group holding 755,997,382 voting common shares, which is 86.69 % from the total amount of voting common shares of Bank represented by Rafael Abdullayevich Gapparov, who is acting on the basis of Power of Attorney No. 159 dated 4th December 2012;

2) other shareholders – individuals and legal entities or their legal representatives;

3) invitees attending the General Meeting of Shareholders as well:

- Chairman and members of the Bank’s Board of Directors;
- CEO and members of the Bank’s Management Board;
- representatives of some structural subdivisions of the Bank;

4) representative of the authorized body – S. Mamytayeva.

As of 6th November 2012 (date of compiling the List of Shareholders entitled to participate in the General Meeting of the Shareholders) referring to information submitted by the registrar of Yedinny Registrator Tsennyh Bumag JSC (Integrated Securities Registrar JSC):

1) total amount of the Bank’s voting shares (less shares bought-back by the Bank, and also shares, which are in nominal holding and belong to the owners of shares, with no data on them in recording system of Tsentralny Depozitarny Tsennyh Bumag JSC (Central Securities Depository JSC) – 872,066,211 shares, amount of voting common shares of the Bank, which were bought-back by the Bank – 217,293,461 shares;

2) total number of the Bank’s shareholders holding common shares is 26,429 (without the Bank’s share owners, information on whom is not disclosed in recording system of Tsentralny Depozitarny Tsennyh Bumag JSC (Central Securities Depository JSC);

3) total amount of totally placed preferred shares of the Bank – 309,859,430 shares;

4) total amount of totally placed preferred shares of the Bank convertible into common shares of the Bank – 80,225,222 shares;

5) total number of Bank’s shareholders holding preferred shares and preferred shares convertible into common shares (including nominal holders, who manage the shares portfolios) is 36 shareholders.

Agenda of the General Meeting of the Shareholders published in Yegemen Kazakhstan and Kazakhstanskaya Pravda newspapers on 23rd October 2012 and 20th November 2012:

1. Approval of the Agenda for the Extraordinary General Meeting of the Shareholders of Halyk Bank of Kazakhstan JSC dated 6th December 2012;

- 1-1. Additional election of the member of the Board of Directors of Halyk Bank of Kazakhstan JSC;
2. Adoption of a decision on increase of the number of authorized shares of Halyk Bank of Kazakhstan JSC.
3. Approval of amendments and addendums into the Code of Corporate Governance of Halyk Bank of Kazakhstan JSC;
4. Approval of amendments and addendums into the Terms of the Board of Directors of Halyk Bank of Kazakhstan JSC;
5. Determination of quantitative structure of the Counting Committee of Halyk Bank of Kazakhstan JSC, additional election of its members.

A.S. Pavlov, Chairman of the Bank’s Board of Directors:

Dear Shareholders, I would like to welcome you, and proceed to our meeting activities.

In accordance with the provisions of Article 35 of Law of the Republic of Kazakhstan “On Joint Stock Companies” the Company, along with the Annual General Meeting of the Shareholders, can hold Extraordinary General Meetings.

We have not had Extraordinary General Meetings for a long time, striving to sort out and raise issues for review within the frames of the Annual General Meetings.

This Extraordinary General Meeting is conducted to decrease workload of the next Annual General Meeting.

Also, after our last meeting in April this year, a plenty of considerable and strategic events have taken place. And we would like to describe the most significant ones in process of our meeting, as interim reports to the Shareholders.

In order to review issues which are subject to the General Meeting of the Shareholders, this Extraordinary General Meeting of the Bank’s Shareholders was called.

You were notified regarding holding the Extraordinary General Meeting of the Bank’s Shareholders in accordance with the procedure established by RoK Law “On Joint Stock Companies” and the Bank’s Charter. Information on convocation of the Extraordinary General Meeting of the Shareholders, defining and amending its Agenda was placed at mass media – print periodicals Yegemen Kazakhstan and Kazakhstanskaya Pravda newspapers on 23rd October 2012 and 20th November 2012, and supplementary posted at the Bank’s corporate website, Kazakhstan Stock Exchange and London Stock Exchange websites through notifying the depositary bank.

Referring to information provided by the Bank’s new registrar Yedinny Registrator Tsennyh Bumag JSC (Integrated Securities Registrar JSC), as of 6th November 2012 (that means as at the date of compiling the List of Shareholders entitled to participate in the General Meeting of the Shareholders) total amount of the Bank’s shareholders keeping common shares was 26,429 shareholders (excluding owners of the Bank’s shares which/who were not disclosed in recording system of Tsentralny Depozitarny Tsennyh Bumag JSC (Central Securities Depository JSC).

Total amount of the Bank’s voting shares (less shares bought-back by the Bank, and also shares, which are in nominal holding and belong to owners of shares, with no data on them in recording system of Tsentralny Depozitarny Tsennyh Bumag JSC (Central Securities Depository JSC) was 872,066,211 shares.

To announce the results of registration of participants of this General Meeting of the Shareholders I give word to **Ilmira Arslanovna Razumova**, Chair of the Counting Committee.

I.A. Razumova:

Good morning, dear shareholders, According to data submitted by the Counting Committee as of the end of registration of participants of the General Meeting of the Shareholders of Halyk Bank of Kazakhstan JSC, 23 shareholders and their representatives have been registered holding in total 854,232,034 voting common shares of the Bank, which is 97.95 percent out of all voting common shares of the Bank.

At the same time, we would like to note that a representative of 14 non-resident shareholders holding in total 31,835,496 voting common shares (in the form of Global Depository Receipts), information on whom disclosed in Tsentralny Depozitarny Tsenniy Bumag JSC (Central Securities Depository JSC), takes part in this General Meeting.

In addition, 2 shareholders of the Bank, holding in total 121, 284,162 preferred shares and preferred shares convertible into common shares of the Bank, are present in the General Meeting of the Shareholders that is 60.62% of total amount of placed preferred shares and preferred shares convertible into common shares of the Bank.

According to Article 45 of Law “On Joint Stock Companies” the General Meeting of the Shareholders is entitled to make decisions, should at the moment of registration closing of the meeting participants, the Shareholders or their legal representatives included into the Shareholders List, entitled to participate and vote herein, holding in total fifty and more percent of the Bank’s voting shares, have been registered.

Thus, considering the above of results of registration, this Extraordinary General Meeting of the Shareholders shall be deemed duly constituted.

A.S. Pavlov, Chairman of the Bank’s Board of Directors:

Dear Shareholders, I announce the Extraordinary General Meeting of the Shareholders opened.

To follow procedure of the General Meeting of the Shareholders we should elect working bodies of the Meeting – Chair of the Meeting and Secretary of the Meeting. In this regard I propose:

1. To elect **Yerserik Damenovich Siyrbayev** as the Chair of the Bank’s Meeting of the Shareholders.

Do you have any other proposals? There are no other proposals. Please vote for the proposed candidate (by show of hand):

“for”	-	10
“against”	-	0
“abstainers”		0

Carried unanimously

2. To elect **Yelena Valeriyevna Sidorova** as the Secretary of this Meeting.

Do you have any other proposals? There are no other proposals. Please vote for the proposed candidate (by show of hand):

“for”	-	10
“against”	-	0
“abstainers”		0

Carried unanimously

I kindly request **Yerserik Damenovich Siyrbayev** and **Yelena Valeriyevna Sidorova** to take their seats.

Yerserik Damenovich Siyrbayev, Chair of the Meeting:

Good day, dear shareholders,

Before we proceed to our meeting further activities I invite Umut Bolatkhanovna Shayakhmetova, CEO of the Bank to presidium of a meeting.

Moreover, please be advised that members of the Bank’s Board of Directors Christof Ruehl, Frank Kuijlaars, Ulf Wokurka are present at this General Meeting, as well as Urazgaly Kindayevich Duissemaliyev, representative of minority shareholders.

I. Approval of the Agenda for the Extraordinary General Meeting of the Shareholders of Halyk Bank of Kazakhstan JSC.

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders,

As you know, the Agenda of this General Meeting was published in Yegemen Kazakhstan and Kazakhstanskaya Pravda newspapers on 23rd October 2012.

In accordance with Part Two, Clause 1, Article 43 of RoK Law “On Joint Stock Companies” the Agenda of this General Meeting of the Shareholders has been amended by the Bank’s Board of Directors, and Shareholders of the Bank have been notified on such amendments. Information on revised Agenda of this General Meeting of the Shareholders was published Yegemen Kazakhstan and Kazakhstanskaya Pravda newspapers on 20th November 2012.

Also, the Meeting Agenda is a part of handouts provided you while registration of the Meeting Participants and you may familiarize yourself with it on-place.

In accordance with Article 43 of RoK Law “On Joint Stock Companies” when opening the In-Person General Meeting of the Shareholders, the Board of Directors shall report on obtained proposals for amending the Agenda. No proposals on the Agenda amendment have been received.

According to Article 36, RoK Law “On Joint Stock Companies” approval of the Agenda drawn up by the Bank’s Board of Directors is made during the General Meeting of the Shareholders.

Do you have any comments, proposals on the Agenda? No.

I kindly request shareholders of the Bank to vote by ballots on the first item of the agenda on approval the Agenda for the Extraordinary General Meeting of the Shareholders of the Bank in the wording suggested by the Board of Directors as per Minutes to Meeting of the Board of Directors by absent voting No. 291 dated 19th October 2012 and No. 317 dated 19th November 2012.

I kindly ask members of the Counting Committee to count votes, and announce it later.

Y.D. Siyrbayev, Chair of the Meeting:

As you know, according to Article 46, RoK Law “On Joint Stock Companies” the company having 100 and more shareholders shall establish the Counting Committee, quantitate and personnel structure of which shall be approved by the General Meeting of the Shareholders.

In this regard, please be informed that the following members of the Counting Committee, terms of powers of which, defined by the resolution of the Annual General Meeting of the Bank’s Shareholders on 19th April 2012 (MOM No. 30 dated 19th April 2012), accounting for two years expired at the moment of new Counting Committee re-election, are presenting on this Meeting:

Chair of the Counting
Committee:

Ilmira Arslanovna Razumova

Members of the Counting
Committee:

Gabbas Malgajiyevich Illyussinov

Gulziya Seidakhmetovna Madazimova

Yelena Alexandrovna Khmyz

In accordance with RoK “On Joint Stock Companies” we should elect Shareholders representatives holding ten percent and more of Bank’s voting shares, each or several Shareholders acting on the basis of an Agreement executed between them, which in total holding ten and more percent of voting shares, and enable to witness correctness of these Minutes of the General Meeting of the Shareholders. At the present time, the Shareholders holding ten percent and more of voting shares of the Bank as of 6th November 2012 i.e. on the date of compiling the List of Shareholders, entitled to participate in the General Meeting of the Shareholders, is:

ALMEX Holding Group holding 755,997,382 voting common shares, which is 86.69 % from the total amount of voting common shares of Bank

Considering the above-mentioned we suggest electing representative of the Bank’s Principal Shareholder attending on this Meeting and acting under respective Power of Attorney presented while registration for taking part in this General Meeting of the Shareholders,

On behalf of ALMEX Holding Group JSC – Rafael Abdullayevich Gapparov.

Do you have any other proposals? There are no other proposals. Please vote for the proposed candidate:

“for”	-	10
“against”	-	0
“abstainers”		0

Carried unanimously

Dear Shareholders, I suggest continuing our Meeting in Russian. All persons who want can speak Kazakh. There are interpreters in our Conference-Hall, who can provide proper translation from Russian to Kazakh and vice-versa.

I propose to review and approve the following regulations for our meeting. Fix time for a speaker - 10-15 minutes; discussants – up to 5 minutes. Dear Shareholders, I propose to take this meeting without break.

I deem it appropriate to apply the open form of voting on all issues and proposals of our meeting.

You are kindly requested, in order to observe set priority for reviewing the Agenda’s items and avoid breach of the meeting procedure, the issues not provided by the Meeting Agenda, ask in writing, and forward to the Secretariat.

All items not included in the Agenda will be reviewed upon ending of discussion of the items approved in the Agenda, and have to be replied.

Besides, I inform you that all Shareholders willing to speak on the Agenda’s items can be registered by the Meeting Secretary. Every Speaker is requested to introduce himself/herself before his/her presentation. Whereby, I suggest restricting presentations of the Shareholders in a debate by 3 speakers.

Do you have any other proposals against issues stated by me? There are no other proposals. Please vote for the proposed procedure aspects for holding this meeting:

“for”	-	10
“against”	-	0
“abstainers”		0

Carried unanimously

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders,

As far as we are having votes counting at the moment, the word is proposed to **Alexander Sergeyevich Pavlov, Chairman of the Bank's Board of Directors.**

A.S. Pavlov:

Dear Shareholders,

Halyk Bank of Kazakhstan JSC brings to the attention of its Shareholders that in June-July 2012, the Bank has executed early payback of state funds invested by Sovereign Wealth Fund "Samruk-Kazyna" JSC into preferred shares of the Bank. Stock repurchase has been made in the amount of 190 M of preferred shares, thereat a share of Sovereign Wealth Fund "Samruk-Kazyna" JSC has been decreased out of the total amount of the Bank's placed shares from 11.55% to 0.37%.

Preferred stock repurchase is one of many evidences of outcomes attained by the Bank through timely support of the state and closed cooperation in-process of implementing of real sector projects of republican status, country's infrastructure development, support to small and medium enterprises. Today, through having significant activity results, the Bank has successfully consummated actions on full repurchase of common shares at value securing profit gained for prior investments into the Bank's equity capital by Sovereign Wealth Fund "Samruk-Kazyna" JSC. An acquired experience of successful and mutually beneficial cooperation between the Bank and Sovereign Wealth Fund "Samruk-Kazyna" JSC proves that the Bank intends to continue this interaction in-course of implementing the state programs aimed at further growth of economy of Kazakhstan and well-being of the country's people.

Also, it should be noted that as of today, Sovereign Wealth Fund "Samruk-Kazyna" JSC remains Shareholder of the Bank and holds 6, 232,499 preferred shares of the Bank.

In event of stock floatation repurchased by the Bank, a standard procedure established RoK law will be applied.

Dear Shareholders, When we met last time during the Annual General Meeting of the Shareholders on 19th April 2012, market price of one common share of the Bank made up KZT 232.42, as of today, it is KZT 291.10. Price increase of common share is an obvious indicator of good performances of the Bank profit, its shareholders' equity, payback of expensive state funds declared by the Bank's Dividend Policy.

Y.D. Siyrbayev, Chair of the Meeting:

To announce the results of registration of participants of this General Meeting of the Shareholders I give permission to speak to **Ilmira Arslanovna Razumova**, Chair of the Counting Committee.

I.A. Razumova, Chair of the Counting Committee:

Total amount of shareholders votes had been registered to participate in this General Meeting of the Shareholders is 854,232,034 out of which have voted against **the first item** of the Agenda concerning approval of the Agenda for the Extraordinary General Meeting of the Shareholders of Halyk Bank of Kazakhstan JSC in the revision proposed by the Bank's Board of Directors:

	<i>Number of voting shares</i>	<i>Percent out of total amount of voting shares presented on the Meeting</i>
"For"	854, 232,034	100
"Against"	0	0
"Abstainers"	0	0
Have not taken part in voting process	0	0

The Resolution has been adopted by a simple majority from total number of the Bank's voting shares presented at the Meeting.

Therefore, Resolution on approval of the Agenda in revision proposed by the Bank's Board of Directors is deemed as adopted.

The Agenda of the General Meeting of the Shareholders approved by the Extraordinary General Meeting of the Shareholders of Halyk Savings Bank of Kazakhstan JSC

1. Approval of the Agenda for the Extraordinary General Meeting of the Shareholders of Halyk Bank of Kazakhstan JSC dated 6th December 2012;

1-1. Additional election of the member of the Board of Directors of Halyk Bank of Kazakhstan JSC;

2. Adoption of a decision on increase of the number of authorized shares of Halyk Bank of Kazakhstan JSC.

3. Approval of amendments and addendums into the Code of Corporate Governance of Halyk Bank of Kazakhstan JSC;

4. Approval of amendments and addendums into the Terms of the Board of Directors of Halyk Bank of Kazakhstan JSC;

5. Determination of quantitative structure of the Counting Committee of Halyk Bank of Kazakhstan JSC, additional election of its members.

I-I. Additional election of the member of the Board of Directors of Halyk Bank of Kazakhstan JSC

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders,

Since working bodies of the General Meeting of the Shareholders have been established and the Agenda has been approved, please go ahead. I would propose to switch to discussion of item 1-1 of the Agenda concerning Additional election of the member of the Board of Directors of Halyk Bank of Kazakhstan JSC.

The speech on this issue is passed to **Alexander Sergeyevich Pavlov, Chairman of the Bank's Board of Directors.**

A.S. Pavlov

Dear Shareholders,

Please be advised that written notification from Kairat Alpamyshovich Satylganov, member of the Bank's Board of Directors concerning early termination of his authorities on his own initiative has been received. Pursuant to Item 4, Article 55, RoK Law "On Joint Stock Companies" authorities of the member of the Board of Directors on his/her initiative shall be early terminated upon receipt of such written notification by the Bank's Board of Directors.

Kairat Alpamyshovich Satylganov has been a member of the Bank's Board of Directors since November 2004. On behalf of the Bank's Board of Directors and the Management Board I would like to thank Kairat Alpamyshovich for his contribution to operations of the Bank's Board of Directors, and wish him success in his intellectual activities.

Dear Shareholders, please be reminded, that according to resolution made on the fifth issue included in the Minutes of the Annual General Meeting of the Shareholders No. 29 dated 21st April 2011, a number of members of the Bank's Board of Directors composes seven (7) persons. Therefore, due to early termination of authorities of Mr. K. A. Satylganov, member of the Bank's Board of Directors, it is necessary to additionally elect member of the Bank's Board of Directors.

Taking into account that Mr. K.A. Satylganov is a representative of the Bank's Principal Shareholder – ALMEX Holding Group JSC, the Bank proposed ALMEX Holding Group JSC to

nominate candidate of new member of the Board of Directors to be elected to the structure of the Bank's Board of Directors as a representative of ALMEX Holding Group JSC.

Considering the proposal of ALMEX Holding Group JSC, the Bank's Board of Directors offers to additionally elect Zhomart Dossankulovich Nurabayev to the structure of the Bank's Board of Directors as a representative of ALMEX Holding Group JSC.

Information on Mr. Zh. D. Nurabayev, candidate to the members of the Board of Directors presented in the materials provided to you.

You may ask all issues of your concern to candidate to the Bank's Board of Directors attending this meeting.

In view of the foregoing, and taking into account that resolution of an issue of additional election of the member of the Board of Directors is within exclusive competence of the General Meeting of Shareholders, you are kindly requested to vote for additional election of Mr. Zh. D. Nurabayev, candidate by the Board of Directors as a representative of ALMEX Holding Group JSC.

Terms of authorities of Mr. Zh. D. Nurabayev as member of the Bank's Board of Directors is suggested to be defined since the moment of his election and until expiration of authorities of acting structure of the Board of Directors enacted on the Annual General Meeting of the Shareholders on 21st April 2011.

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders, would you have other proposals on this issue? Does anybody want to make a speech?

There are no other proposals or speakers.

You are suggested to vote for election of the above candidate to the Bank's Board of Directors in accordance with the requirements of RoK Law "On Joint Stock Companies", and you will be reminded on procedure by **Ilmira Arslanovna Razumova**.

I.A. Razumova, Chair of the Counting Committee:

Dear Shareholders,

I would like to remind you voting procedure on election members of the Bank's Board of Directors. Thus, in pursuance of Article 54 of RoK Law "On Joint Stock Companies" election of members of the Board of Directors is performed by cumulative voting except for a case when one candidate stands for one place to the Board of Directors.

Due to lack of proposals on new member candidate of the Board of Directors to be elected to the structure of the Bank's Board of Directors as a representative of ALMEX Holding Group JSC Principal Shareholder, voting on item 1-1 of the Meeting Agenda is proposed to be accomplished in a regular manner "one share per one voice".

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders,

Please vote against item 1-1 of the Agenda. Members of the Counting Committee are kindly requested to count voting results against item 1-1 of the Agenda of the General Meeting of the Shareholders.

To announce the results against **item 1-1** of the Agenda of this General Meeting of the Shareholders I give permission to speak to **Ilmira Arslanovna Razumova**, Chair of the Counting Committee.

I.A. Razumova, Chair of the Counting Committee:

Total amount of shareholders votes had been registered to participate in this General Meeting of the Shareholders is 854,232,034 out of which have voted on **first item 1-1** of the Agenda concerning additional election of the member of the Board of Directors of Halyk Bank of Kazakhstan JSC:

	<i>Number of voting shares</i>	<i>Percent out of total amount of voting shares presented on the Meeting</i>
“For”	853,307,234	99.89173902
“Against”	0	0
“Abstainers”	924,800	0.10826098
Have not taken part in voting process	0	0

The Resolution has been adopted by a simple majority from total number of the Bank’s voting shares presented at the Meeting.

Therefore, the General Meeting of the Shareholders by a simple majority from total number of the Bank’s voting shares presented at the Meeting has resolved:

To additionally elect Zhomart Dossankulovich Nurabayev to the structure of the Board of Directors of Halyk Bank of Kazakhstan as a representative of ALMEX Holding Group JSC.

To define terms of authorities of Zhomart Dossankulovich Nurabayev, newly elected member of the Board of Directors of Halyk Bank of Kazakhstan JSC, since the moment of his election and until expiration of authorities of acting structure of the Board of Directors of Halyk Bank of Kazakhstan JSC, enacted on the Annual General Meeting of the Shareholders on 21st April 2011.

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders, let me congratulate Zhomart Dossankulovich with election to the Bank’s Board of Directors and wish him success, I recognize Zhomart Dossankulovich Nurabayev by the chair.

Z. D. Nurabayev:

Dear Shareholders, I would like to thank you for given confidence. I am pleased to take up official duties of the member of the Bank’s Board of Directors as a representative of ALMEX Holding Group JSC. Dear Shareholders, I do hope to justify your confidence.

II. Adoption of a decision on increase of the number of authorized shares of Halyk Bank of Kazakhstan JSC

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders,

I would propose to discuss the second item of the Agenda “Adoption of a decision on increase of the number of authorized shares of Halyk Bank of Kazakhstan JSC”.

I would propose speech to **Dauren Sapargaliyevich Karabayev**, Deputy CEO of the Bank’s Management Board.

D.S. Karabayev:

Dear Shareholders,

In accordance with Article 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” and Article 26 of the Charter of JSC Halyk Bank, the Bank’s Board of Directors of proposes to consider the second item of the Agenda.

Increase of the total number of authorized shares through split of common shares retaining the stakes owned by shareholders of Halyk Bank JSC is proposed due to the following reasons: this process will provide liquidity and greater investment attractiveness of common shares of Halyk Bank JSC, as well as the opportunity for existing shareholders to manage their portfolios of the Bank's common shares more effectively.

Moreover, the split of common shares serves the interests of minority shareholders of JSC Halyk Bank as these shareholders can exercise their preemptive rights in case of purchase of common shares of new issues in proportion to the shares owned by them (the number of common shares will be increased after the split). Currently, if Halyk Bank JSC makes additional issue of shares, minority shareholders cannot technically exercise their preemptive rights to purchase issued shares because with the current proportion they get the right for a fractional part of the share. The split of common shares in 1/10 proportion will solve this problem.

The split of common shares is not linked to the additional capital raising or placement of new share issues. In fact, this transaction is only a change of statistical data in the shareholders register system with respect to a number of outstanding common shares per each shareholder retaining the stake of each shareholder who owns common shares out of the total number of outstanding common shares and retaining the profit per block of common shares owned by each Shareholder.

Upon the split of common shares of Halyk Bank JSC the number of common shares held by each shareholder will be increased ten times and one global depositary receipt (GDR) will represent forty (40) common shares of Halyk Bank JSC.

Dear Shareholders, Based on above-stated the Bank's Board of Directors proposes the General Meeting of the Shareholders to adopt the following resolution against the second item of the Agenda:

1) to increase the total number of authorized shares of JSC Halyk Bank through split of common shares in proportion of one common share to ten common shares. As a result, the total number of authorized shares of Halyk Bank JSC will be 24,680,225,222 (twenty four billion six hundred eighty million two hundred twenty five thousand two hundred twenty two) shares, including:

- common shares – 24,000,000,000 (twenty four billion) shares;
- preferred shares – 600,000,000 (six hundred million) shares;
- preferred shares convertible to common shares – 80,225,222 (eighty million two hundred twenty five thousand two hundred twenty two) shares;

2) to incorporate the relevant amendments to the Prospectus on issue of shares of Halyk Bank of Kazakhstan JSC;

3) to assign the Board of Directors and the Management Board of Halyk Bank JSC within their authority to take all actions necessary to ensure execution of resolution to be adopted by the General Shareholders' Meeting on increase of the total number of authorized shares through split of common shares in the order stipulated by the legislation of the Republic of Kazakhstan.

Resolution on this issue shall be adopted by a simple majority from total number of the Bank's voting shares.

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders, would you have other proposals on this issue? Does anybody want to make a speech?

There are no other proposals or speakers. I kindly request Shareholders – holders of common shares of the Bank to vote against the second item of the Agenda.

I kindly ask members of the Counting Committee to count votes, and to summarize voting results against the second item of the Agenda, and Chair of the Counting Committee to announce it later.

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders,

As far as we are having votes counting at the moment, the word is proposed to **Alexander Sergeevich Pavlov**, Chairman of the Bank’s Board of Directors.

A.S. Pavlov:

Dear Shareholders,

On 25th September the Bank’s Board of Directors had approved 2013-2015 Halyk Group Development Strategy. We have determined a number of key performance indicators directed at the Bank’s long-term equity value increase, which we are striving to achieve.

Thus, the Bank is set by an objective to ensure at least 10-percent growth of loan portfolio on an annual basis that, in its turn, guarantee corresponding growth of interest and non-interest incomes.

We are going to become Bank No. 1 on nearly all types of activities, at the same time, keeping in mind loan portfolio quality improvement. To implement the last objective we have established the Specialized Company on Distressed Assets Management, which enable not only to recover our balance but make efforts in bad loans repayment.

We have already taken up high rating ranks, and are holding a wide range of awards from different agencies. However, we are intending to further attain high results for the sake of the Bank’s Shareholders.

Short summary of this strategy is published at the corporate website and other resources in line with legislation.

Y.D. Siyrbayev, Chair of the Meeting:

Alexander Sergeevich, thank you for your speech.

To announce the results of registration of participants of this General Meeting of the Shareholders I give permission to speak to **Ilmira Arslanovna Razumova**, Chair of the Counting Committee.

I.A. Razumova, Chair of the Counting Committee:

Total amount of shareholders votes had been registered to participate in this General Meeting of the Shareholders is 854,232,034 out of which have voted on the **second item** of the Agenda concerning adoption of a decision on increase of the number of authorized shares of Halyk Bank of Kazakhstan JSC:

	<i>Number of voting shares</i>	<i>Percent out of total amount of voting shares presented on the Meeting</i>
“For”	854, 232,034	97.95495150
“Against”	0	0
“Abstainers”	0	0
Have not taken part in voting process	0	0

The Resolution has been adopted by a simple majority from total number of the Bank’s voting shares presented at the Meeting in pursuance of Item 2, Article 36 of Law of the Republic of Kazakhstan “On Joint Stock Companies”.

Therefore, the General Meeting of the Shareholders by a simple majority from total number of the Bank’s voting shares presented at the Meeting has resolved:

1) to increase the total number of authorized shares of Halyk Bank JSC through split of common shares in proportion of one common share to ten common shares. As a result, the total number of authorized shares of Halyk Bank JSC will be 24,680,225,222 (twenty four billion six hundred eighty million two hundred twenty five thousand two hundred twenty two) shares, including:

- common shares – 24,000,000,000 (twenty four billion) shares;
- preferred shares – 600,000,000 (six hundred million) shares;
- preferred shares convertible to common shares – 80,225,222 (eighty million two hundred twenty five thousand two hundred twenty two) shares;

4) to incorporate the relevant amendments to the Prospectus on issue of shares of Halyk Bank of Kazakhstan JSC;

5) to assign the Board of Directors and the Management Board of Halyk Bank JSC within their authority to take all actions necessary to ensure execution of resolution to be adopted by the General Shareholders' Meeting on increase of the total number of authorized shares through split of common shares in the order stipulated by the legislation of the Republic of Kazakhstan.

III. Approval of amendments and addendums into the Code of Corporate Governance of Halyk Bank of Kazakhstan JSC

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders,

I would propose to proceed to the discussion of the third item of the Agenda “Approval of amendments and addendums into the Code of Corporate Governance of Halyk Bank of Kazakhstan JSC”.

I recognize by the chair **Dauren Sapargaliyevich Karabayev**, the Bank's Deputy CEO of the Management Board.

Dear shareholders,

I would like to discuss the third item of the agenda: “Approval of amendments and addendums into the Code of Corporate Governance of Halyk Bank of Kazakhstan JSC”.

I give permission to speak to **Dauren Saparalievich Karabayev**, Deputy CEO of the Bank's Management Board.

D.S. Karabayev:

Dear shareholders,

In accordance with Article 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” and Article 26 of the Bank's Charter, consideration and decision-making on an issue of approval of amendments and additions into the Code of Corporate Governance is within exclusive competence of the General Meeting of the Shareholders.

In handouts provided to you during registration there is draft of amendments and addendums to the Bank's Code of Corporate Governance in official and Russian languages.

The copies of current Bank's Code of Corporate Governance has been provided you previously as well as Code of Corporate Governance is available for getting familiarization at location of the Bank's Management Board and at the Bank's corporate website. Besides, for making-decision on considering issue you can additionally to get know with the Bank's Code of Corporate Governance now through obtaining copies of the Bank's Code of Corporate Governance from the Counting Committee's members during the present General Meeting of the Shareholders.

Amendments and addendums to the Code of Corporate Governance of the Bank approved by the resolution of the General Shareholders' Meeting on 20th December 2006 is proposed for optimization of content of the Bank's Code of Corporate Governance with respect to the dividend policy of the Bank because the Dividend Policy of the Bank had been approved as the separate internal normative document of the Bank at the meeting of the Bank's Board of Directors on 25th September 2012.

The approved dividend policy encourages further development of transparent and clear procedure of decision-making on dividends payout, the amounts defining, the order and payout terms for the Bank's shareholders. This document states, in particular, if Bank has net profit necessary for dividend distribution and no legal restrictions for dividend payout and upon retaining the international credit ratings and the Bank's capital adequacy standards which are not less than sector-wide Banks standards, the amount transferred to the dividend payout on the common shares shall be from 15 to 50% of total net profit amount for reporting year determined on the basis of audited consolidated financial statements of the Bank.

You can read the Dividend Policy at the Bank's corporate website in Section "To Shareholders" at address: www.halykbank.kz.

Dear shareholders,

On the basis of above mentioned the Bank's Board of Directors proposes to approve the amendments and addendums to the Code of Corporate Governance of the Bank in proposed revision.

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders, would you have other proposals on this issue? Does anybody want to make a speech?

There are no other proposals or speakers.

I kindly ask you to vote against the third item of the Agenda.

I kindly ask to the members of the Counting Committee to calculate the votes and to summarize the voting on the third item of the Agenda for the General Meeting of the Shareholders.

To announce the results of voting **on third issue** of agenda of the Extraordinary General Meeting of the Shareholders of Halyk Bank of Kazakhstan JSC I give permission to speak to **Ilmira Arslanovna Razumova**, Chair of the Counting Committee.

I.A. Razumova:

Total amount of shareholders votes had been registered to participate in this General Meeting of the Shareholders is 854,232,034 out of which have voted on **the third item** of the Agenda concerning approval of amendments and addendums into the Code of Corporate Governance of Halyk Bank of Kazakhstan JSC:

	<i>Number of voting shares</i>	<i>Percent out of total amount of voting shares</i>
"For"	854,232,034	97.95495150
"Against"	0	0
"Abstainers"	0	0
Have not taken part in voting process	0	0

The Resolution has been adopted by a qualified majority from total number of the Bank's voting shares presented in accordance with Item 2, Article 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies".

Therefore, the General Meeting of the Shareholders by the qualified majority from the total number of Bank's voting shares has adopted the resolution:

To approve the amendments and addendums into the Code of Corporate Governance of Halyk Bank of Kazakhstan JSC in version proposed for approval of this General Meeting of the Shareholders.

IV. Approval of amendments and addendums to the Terms of the Board of Directors of Halyk Bank of Kazakhstan JSC.

Y.D. Siyrbayev, Chair of the Meeting:

Dear shareholders,

I propose for discussion the fourth item of the agenda: "Approval of amendments and addendums to the Terms of the Board of Directors of Halyk Bank of Kazakhstan JSC".

I give permission to speak to **Samat Muratovich Sarbassov**, Corporate Secretary of the Bank.

S.M. Sarbassov:

Dear Shareholders,

Taking into account that the Terms of the Board of Directors had been approved by the General Meeting of the Shareholders on 20th December 2006, adoption of a decision on altering amendments and addendums to the Terms of the Board of Directors is within competence of the General Meeting of the Shareholders.

In handouts provided you while registration there is draft of amendments and addendums to the Terms of the Bank's Board of Directors in state and Russian languages.

Copies of current Terms of the Bank's Board of Directors have been provided you before and Terms of the Bank's Board of Directors is available on Bank's corporate website. Moreover, you may familiarize yourself now with the Terms of the Bank's Board of Directors in order to make a decision on this issue by obtaining the copies of the Terms of the Bank's Board of Directors from the Counting Committee's members during this General Meeting of the Shareholders.

Incorporating amendments and addendums to the Terms of the Bank's Board of Directors approved by the resolution of the General Shareholders' Meeting on 20th December 2006 is proposed for optimization of the Bank's corporate governance procedure. In particular, it is proposed to clarify, that the members of the Board of Directors including independent directors may be assigned or elected to other legal entities' bodies under the agreement with the Board of Directors. In case of such agreement with the Bank's Board of Directors the members of the Board of Directors shall not be released from the liabilities specified by the Terms of the Bank's Board of Directors. It is also proposed to exclude from the Terms of the Bank's Board of Directors the requirement to limit the number of the Board of Directors' members who are not shareholders and not proposed (not recommended) by the Shareholders.

Dear shareholders,

On the basis of the above mentioned the Bank's Board of Directors proposes to approve the amendments and addendums to the Terms of the Bank's Board of Directors in proposed revision.

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders, would you have other proposals on this issue? Does anybody want to make a speech?

There are no other proposals or speakers. I kindly ask you to vote against the fourth item of the Agenda.

I kindly ask members of the Counting Committee to count votes and summarize the voting on the fourth issue of the agenda.

To announce the results of voting **on fourth item** of Agenda of the General Meeting of the Shareholders I give permission to speak to **Ilmira Arslanovna Razumova**, Chair of the Counting Committee.

I.A. Razumova:

Total amount of shareholders votes had been registered to participate in this General Meeting of the Shareholders is 854,232,034, out of which have voted on **the fourth issue** of the Agenda concerning approval of amendments and addendums to the Terms of the Bank’s Board of Directors of Halyk Bank of Kazakhstan JSC:

	<i>Number of voting shares</i>	<i>Percent out of total amount of voting shares presented on the Meeting</i>
“For”	854,232,034	100
“Against”	0	0
“Abstainers”	0	0
Have not taken part in voting process	0	0

The Resolution has been adopted by a simple majority from total number of the Bank’s voting shares presented at the voting.

Thus, the General Meeting of the Shareholders by a simple majority from total number of the Bank’s voting shares participated in the voting, has resolved:

To approve the amendments and addendums to the Terms of the Bank’s Board of Directors of Halyk Bank of Kazakhstan JSC in revision proposed on approval of this General Meeting of the Shareholders.

V. Determination of quantitative structure of the Counting Committee of Halyk Bank of Kazakhstan JSC, additional election of its members.

Y.D. Siyrbayev, Chair of the Meeting:

Dear shareholders,

I would propose to discuss the fifth item of the Agenda: “Determination of quantitative structure of the Counting Committee of Halyk Bank of Kazakhstan JSC, additional election of its members”.

I give permission to speak to **Dauren Saparaliyevich Karabayev**, Deputy CEO of the Management Board.

D.S. Karabayev:

Dear Shareholders,

In accordance with Article 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” and Item 1 of Article 26 of the Charter of Halyk Bank of Kazakhstan JSC, the determination of the number of members, authority period of the Counting Committee and election of additional members to the Counting Committee is within the exclusive competence of the General Meeting of the Shareholders.

The number of members of current Bank’s Counting Committee determined by the resolution of the annual General Meeting of the Shareholders on 19th April 2012 (Minutes No. 30 dated 19.04.2012) is 5 persons, namely: Ilmira Arslanovna Razumova - Chair of the Counting Committee; members of Counting Committee: Yelena Alexandrovna Khmyz, Gabbas

Malgajiyevich Illyussinov, Gulziya Seidakhmetovna Madazimova, and Nazgul Mukhamedsalykovna Shakirova.

Due to the increased scope of preliminary arrangements for the General Shareholders' Meetings, as well as requirement for prompt counting of the shareholders' votes, it is required to increase the number of members of the acting Counting Committee to 7 (seven) persons.

At this Extraordinary General Shareholders' Meeting of Bank it is required to elect additional members to the Counting Committee. Thereby, the term of the Counting Committee shall remain unchanged (two years) expiring as of the moment of reelection of members of the Counting Committee at the annual General Shareholders' Meeting based on results of the year 2013.

Dear Shareholders,

On the basis of the above mentioned the Board of Directors of Halyk Bank of Kazakhstan JSC proposes:

1) to approve the number of members of the Counting Committee of Halyk Bank of Kazakhstan JSC – 7 (seven) persons;

2) to elect additional members to the Counting Committee of Halyk Bank of Kazakhstan JSC as follows:

Anna Borodovitsyna - Director, Group's Capital Management Department;

Assel Atinova – Head of Financial Institutions, International Department;

3) to determine the term of additionally elected members of the Counting Committee of Halyk Bank of Kazakhstan JSC expiring as of the moment of reelection of new members of the Counting Committee of Halyk Bank of Kazakhstan JSC at the Annual General Meeting of the Shareholders.

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders, would you have other proposals on this issue? Does anybody want to make a speech?

There are no other proposals or speakers. I kindly ask you to vote against the fifth item of the Agenda.

I kindly ask members of the Counting Committee to count votes and summarize voting on the fifth issue of the Agenda, and Chair of the Counting Committee to announce the results of voting later.

Y.D. Siyrbayev, Chair of the Meeting:

Dear shareholders,

As far as we are having votes counting at the moment, the word is proposed to **Alexander Sergeyevich Pavlov, Chairman of the Bank's Board of Directors.**

A.S. Pavlov:

Dear Shareholders,

According to the Law of RoK "On altering amendments and addendums into some legislative acts of the Republic of Kazakhstan on issues of regulating the Bank's operations and financial companies in terms of risk minimization" since 1st January 2013 the registers maintenance shall be executed by a single register (specialized non-commercial organization) and 50% voting shares of which owned by RoK National Bank acting on the maintenance of registers system of security holders).

Whereby, common register shall be a single organization at the territory of RoK, acting on registers system maintenance of security holders.

Within the frames of the legislation performance the Bank had terminated the Agreement

on maintenance of register of security holders with previous register Fondovy Centr JSC (Bond Center) (03rd October 2012) and on 20th September 2012 and had concluded the Agreement on maintenance of registers of security holders with Tsentralny Depozitarny Tsennyh Bumag JSC (Central Securities Depository JSC).

We would like to pay your attention that at present time for making transactions on clients' accounts, opened by common register (changing of registered client's information, receiving of bank statements from clients' personal accounts, withdrawal of securities/deposit of securities from/to clients account(s) and other transactions), it is necessary to address in accordance with the details of a single register which you can clear up at the end of this Meeting from Bank's employees participating in this Meeting.

You can familiarize yourself with constituent documents, set of rules of common register and application forms for operation on clients' accounts of registered individuals and other information concerning the activity of common register on the following website: www.tisr.kz

We consider expedient to emphasize that the procedures and forms of submitting the documents have been changed (orders for operations on clients' accounts, copies of documents and other documents) due to the Bank's transfer to common register servicing. Please refer the Group's Capital Management Department (A.V. Borodovitsyna) for more detailed information concerning operations procedure by common register within registers system of the Bank securities holders.

Y.D. Siyrbayev, Chair of the Meeting:

Dear shareholders,

To announce the results of voting **on fifth item** of the Agenda of the Extraordinary General Meeting of the Shareholders I give permission to speak to **Ilmira Arslanovna Razumova**, Chair of the Counting Committee.

I.A. Razumova:

Total amount of shareholders votes had been registered to participate in this General Meeting of the Shareholders is 854,232,034, out of which have voted on **fifth issue** of the Agenda concerning approval the number of members of the Counting Board of Halyk Bank of Kazakhstan JSC, election of additional members to the Counting Board of Halyk Bank of Kazakhstan JSC:

	<i>Number of voting shares</i>	<i>Percent out of total amount of voting shares presented on the Meeting</i>
“For”	854,232,034	100
“Against”	0	0
“Abstainers”	0	0
Have not taken part in voting process	0	0

The Resolution has been adopted by a simple majority from total number of the Bank's voting shares presented at the voting.

Thus, the General Meeting of the Shareholders by a simple majority from total number of the Bank's voting shares participated in the voting, has resolved:

- 1) to approve the number of members of the Counting Committee of Halyk Bank of Kazakhstan JSC – 7 (seven) persons;
- 2) to elect additional members to the Counting Committee of Halyk Bank of Kazakhstan JSC as follows:

Anna Borodovitsyna - Director, Group's Capital Management Department;

Assel Atinova – Head of Financial Institutions, International Department;

3) to determine the term of additionally elected members of the Counting Committee of Halyk Bank of Kazakhstan JSC expiring as of the moment of reelection of new members of the Counting Committee of Halyk Bank of Kazakhstan JSC at the Annual General Meeting of the Shareholders.

Y.D. Siyrbayev, Chair of the Meeting:

Dear shareholders,

To announce the results of voting on all issues of the Agenda of the Extraordinary General Meeting of the Shareholders I give permission to speak to **Ilmira Arslanovna Razumova**, Chair of the Counting Committee.

I.A. Razumova:

Dear shareholders, let me announce in general the review results of the Agenda's items.

Total amount of shareholders votes had been registered to participate in this General Meeting of the Shareholders is 854,232,034, out of which have voted on **the first issue** of the Agenda concerning approval of the Agenda of Extraordinary General Meeting of the Shareholders of Halyk Bank of Kazakhstan JSC in revision proposed by the Board of Directors:

	<i>Number of voting shares</i>	<i>Percent out of total amount of voting shares presented on the Meeting</i>
“For”	854,232,034	100
“Against”	0	0
“Abstainers”	0	0
Have not taken part in voting process	0	0

The Resolution has been adopted by a simple majority from total number of the Bank's voting shares presented at the Meeting.

Thus, the decision concerning approval of the Agenda in revision proposed by The Bank's Board of Directors shall be deemed as adopted.

Total amount of shareholders votes had been registered to participate in this General Meeting of the Shareholders is 854,232,034, out of which have voted on **1-1 issue** of the Agenda concerning election of additional members to the Board of Directors of Halyk Bank of Kazakhstan JSC:

	<i>Number of voting shares</i>	<i>Percent out of total amount of voting shares presented on the Meeting</i>
“For”	853,307,234	99.89173902
“Against”	0	0
“Abstainers”	924,800	0.10826098
Have not taken part in voting process	0	0

The Resolution has been adopted by a simple majority from total number of the Bank's voting shares presented at the voting.

Therefore, the General Meeting of the Shareholders by a simple majority from total number of the Bank's voting shares presented at the Meeting has resolved:

To additionally elect Zhomart Dossankulovich Nurabayev to be a member of the Bank's Board of Directors as a representative of ALMEX Holding Group JSC. To define terms of authorities of Zhomart Dossankulovich Nurabayev, newly elected member of the Board of Directors of Halyk Bank of Kazakhstan – since the moment of his election and until expiration of authorities of acting structure of the Board of Directors enacted on the Annual General Meeting of the Shareholders on 21st April 2011.

Total amount of shareholders votes had been registered to participate in this General Meeting of the Shareholders is 854,232,034 out of which have voted on the **second item** of the Agenda concerning adoption of a decision on increase of the number of authorized shares of Halyk Bank of Kazakhstan JSC:

	<i>Number of voting shares</i>	<i>Percent out of total amount of voting shares presented on the Meeting</i>
“For”	854,232,034	97.95495150
“Against”	0	0
“Abstainers”	0	0
Have not taken part in voting process	0	0

The Resolution has been adopted by a simple majority from total number of the Bank's voting shares presented at the Meeting in pursuance of Item 2, Article 36 of Law of the Republic of Kazakhstan “On Joint Stock Companies”.

Therefore, the General Meeting of the Shareholders by a simple majority from total number of the Bank's voting shares presented at the Meeting has resolved:

1) to increase the total number of authorized shares of JSC Halyk Bank through split of common shares in proportion of one common share to ten common shares. As a result, the total number of authorized shares of JSC Halyk Bank will be 24,680,225,222 (twenty four billion six hundred eighty million two hundred twenty five thousand two hundred twenty two) shares, including:

- common shares – 24,000,000,000 (twenty four billion) shares;
- preferred shares – 600,000,000 (six hundred million) shares;
- preferred shares convertible to common shares – 80,225,222 (eighty million two hundred twenty five thousand two hundred twenty two) shares;

6) to incorporate the relevant amendments to the Prospectus on issue of shares of Halyk Bank of Kazakhstan JSC;

7) to assign the Board of Directors and the Management Board of Halyk Bank JSC within their authority to take all actions necessary to ensure execution of resolution to be adopted by the General Shareholders' Meeting on increase of the total number of authorized shares through split of common shares in the order stipulated by the legislation of the Republic of Kazakhstan.

Total amount of shareholders votes had been registered to participate in this General Meeting of the Shareholders is 854,232,034 out of which have voted on the **third item** of the Agenda concerning approval of amendments and addendums into the Code of Corporate Governance of Halyk Bank of Kazakhstan JSC:

	<i>Number of voting shares</i>	<i>Percent out of total amount of voting shares presented on the Meeting</i>
“For”	854,232,034	97.95495150
“Against”	0	0
“Abstainers”	0	0
Have not taken part in voting process	0	0

The Resolution has been adopted by a simple majority from total number of the Bank’s voting shares presented at the Meeting in pursuance of Item 2, Article 36 of Law of the Republic of Kazakhstan “On Joint Stock Companies”.

Therefore, the General Meeting of the Shareholders by a simple majority from total number of the Bank’s voting shares presented at the Meeting has resolved:

To approve amendments and addendums into the Code of Corporate Governance of Halyk Bank of Kazakhstan JSC in revision proposed for review of this General Meeting of the Shareholders.

Total amount of shareholders votes had been registered to participate in this General Meeting of the Shareholders is 854,232,034 out of which have voted on the **fourth item** of the Agenda concerning approval of amendments and addendums into the Terms of the Board of Directors of Halyk Bank of Kazakhstan JSC:

	<i>Number of voting shares</i>	<i>Percent out of total amount of voting shares presented on the Meeting</i>
“For”	854,232,034	100
“Against”	0	0
“Abstainers”	0	0
Have not taken part in voting process	0	0

The Resolution has been adopted by a simple majority from total number of the Bank’s voting shares presented at the Meeting.

Therefore, the General Meeting of the Shareholders by a simple majority from total number of the Bank’s voting shares presented at the Meeting has resolved:

To approve amendments and addendums into the Terms of the Board of Directors of Halyk Bank of Kazakhstan JSC in revision proposed for review of this General Meeting of the Shareholders.

Total amount of shareholders votes had been registered to participate in this General Meeting of the Shareholders is 854,232,034 out of which have voted on the **fifth item** of the

Agenda concerning determination of quantitative structure of the Counting Committee of Halyk Bank of Kazakhstan JSC, additional election of its members:

	<i>Number of voting shares</i>	<i>Percent out of total amount of voting shares presented on the Meeting</i>
“For”	854,232,034	100
“Against”	0	0
“Abstainers”	0	0
Have not taken part in voting process	0	0

The Resolution has been adopted by a simple majority from total number of the Bank’s voting shares presented at the Meeting.

Therefore, the General Meeting of the Shareholders by a simple majority from total number of the Bank’s voting shares presented at the Meeting has resolved:

- 1) to approve the number of members of the Counting Board of Halyk Bank of Kazakhstan JSC – seven (7) persons;
- 2) to elect additional members to the Counting Board of Halyk Bank of Kazakhstan JSC as follows:

Anna Vassiliyevna – Director, Group’s Capital Management Department;
Borodovitsyna

Assel Zharkeshevna – Head of Financial Institutions, International Department;
Atinova

- 3) to determine the term of additionally elected members of the Counting Board of JSC Halyk Bank expiring as of the moment of reelection of new members of the Counting Board of Halyk Bank of Kazakhstan JSC at the Annual General Meeting of the Shareholders.

A.S. Pavlov, Chairman of the Bank’s Board of Directors:

Dear Shareholders, I would like to thank Chair and Secretary of the Meeting on your behalf and the Bank’s management for good arrangements made for this General Meeting of the Shareholders, and thank all of you for your active role and commitments in discussion of the issues included in the Agenda of the General Meeting of the Shareholders.

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders,

Due to completion of review of all items of today approved Agenda; I propose to close this Extraordinary General Meeting of the Shareholders of Halyk Savings Bank of Kazakhstan Joint Stock Company.

Thank you for your active role in holding this Meeting of the Shareholders.

Chair of the Extraordinary General Meeting of Shareholders of Halyk Bank of Kazakhstan JSC

Y.D. Siyrbayev

Secretary of the Extraordinary General Meeting of Shareholders of Halyk Bank of Kazakhstan JSC

E.V. Sidorova

**Representative of the Shareholder
holding ten and more percent of voting shares,
and enable to witness correctness of these Minutes
on behalf of ALMEX Holding Group JSC**

R.A. Gapparov

Chair of the Counting Committee:

I.A. Razumova

Members of the Counting Committee:

G.M. Illyussinov

G.S. Madazimova

E.A. Khmyz

N.M. Shakirova