

APPROVED BY
The decision of the General Meeting of Shareholders
Delta Bank JSC
dated 20 September 2010
minutes No 40

as amended, Minutes of the General Meeting of Shareholders № 44 dated January 16, 2012
as amended, Minutes of the General Meeting of Shareholders № 45 dated April 20, 2012

THE CODE OF CORPORATE GOVERNANCE

Chapter 1. General Provisions

1. This Code of Corporate Governance of Delta Bank JSC (hereinafter - the Code) shall determine the main standards and principles to be applied in the corporate governance of Delta Bank JSC (hereinafter - the Bank), including distinctions of relationship of the Board of Directors and the Board of the Bank as well as of shareholders and officers of the Bank.

2. The purpose of application of the corporate governance standards is protection of interests of shareholders. Corporate governance is aimed to provide a high level of business ethics in relationship between shareholders of the Bank, its bodies and officers as well as in relations of the Bank (its bodies, officers and employees) with third parties.

3. This Code has been developed in accordance with provisions of the laws of the Republic of Kazakhstan, recommendations of the authorized bodies subject to current international corporate governance practices, ethical standards, specific conditions of the Bank's activities at the current stage of development.

Chapter 2. Principles of Corporate Governance

4. Principles of corporate governance – is the baseline according to which the Bank shall govern in the process of formation, operation and improvement of its corporate governance system. Corporate governance of the Bank is based primarily on respect for human rights and legal interests of shareholders and the status of the Bank and is aimed at achieving efficiency gains of the Bank, including growth of income-generating assets of the Bank, creating jobs and maintaining financial stability and profitability of the Bank. The principles of corporate governance as reflected in this chapter are aimed at building trust in relationships arising out of the Bank's management and are the foundation of all rules and recommendations contained in the following chapters of the Code.

5. The fundamental principles of this Code are:

- 1) the principle of protection of rights and interests of shareholders;
- 2) the principle of effective management of the Bank by the Board of Directors and the Board;
- 3) the principle of transparency and objectivity of information disclosure on the activities of the

Bank;

- 4) the principle of legality and ethics;
 - 5) the principle of effective dividend policy;
 - 6) the principle of effective human resources policy;
 - 7) principle of environmental protection;
 - 8) policy for regulating corporate conflicts.
6. the principle of protection of rights and interests of shareholders.

Bank shall ensure exercise of the following fundamental rights of shareholders:

- 1) the right of possession, enjoyment and disposal of their shares;

- 2) the right to make written inquiries to the Bank about its activities and to obtain substantiated answer within the time periods established by the charter of the Bank;
- 3) the right to participate and vote at the General Meetings of shareholders;
- 4) the right to participate in elections of the management bodies;
- 5) the right to receive a proportion of the Bank's profit (dividends);
- 6) the right to challenge in court decisions taken by the bodies of the Bank;
- 7) the right to appeal in court under procedure and in cases established by the laws of the Republic of Kazakhstan with a compensation claim for damages caused to the Bank by officers of the Bank;
- 8) pre-emptive purchase of shares or other securities of the Bank convertible into its shares in the procedure established by the laws of the Republic of Kazakhstan.

The Bank shall provide effective participation of shareholders in making key decisions of corporate governance, including such as appointment and election of the Board of Directors' members.

Shareholders should have an opportunity to express their opinions on remuneration policy for members of the Board of Directors.

The Bank shall inform its shareholders about the Bank's activities that affect interests of shareholders in the manner provided by the Charter of the Bank.

The bank shall provide shareholders with reliable information on the results of its financial and economic activities.

The Board of the Bank shall be obliged to justify planned change in the Bank's activities and to provide specific prospects for conservation and protection of shareholder's rights.

Shareholders shall have the right to consult each other with respect to issues of meeting fundamental rights of shareholders.

7. The principle of effective management of the Bank by the Board of Directors and the Board.

Effective management of the Bank by the Board of Directors and the Board is reflected in the effective management of the Bank's assets and the growth of its revenues subject to proper performance of requirements of the laws of the Republic of Kazakhstan and transparency of the Bank's activities. This principle of corporate governance shall be implemented through establishment and maintenance of the balanced, interrelated and harmonized system of corporate governance in the Bank.

7-1. Establishment and maintenance of the balanced, interrelated and harmonized system of corporate governance means:

- 1) establishment of the corporate governance structure, including Committees of the Board of Directors and Committees (Committees, Groups and other bodies) for the Board of the Bank which is appropriate to the needs of the Bank's business.

- 2) election/appointment of highly qualified managers with sufficient knowledge and experience in financial markets as well as with impeccable business reputation as members of the authorized bodies and senior officers of the Bank

- 3) assignment to each authorized body and senior officers of the Bank of clearly defined areas of activity, defined authorities and responsibility;

- 4) establishment of the procedure for resolution of conflicts in making mutually exclusive decisions (in whole or in part) by the authorized bodies and/or senior officers;

- 5) building a system of effective interaction and complementarity of activities of the authorized bodies and senior officers of the Bank in accordance with the established hierarchy and functionality assigned to them, authorities and responsibility;

- 6) exclusion of authorities' concentration within any of the authorized body/senior officer of the Bank;

- 7) availability of effective system of the risk management and internal control;

- 8) availability of proper database for internal regulations and regulatory documents in terms of information security and technical capabilities.

The basis for building up the balanced, interrelated and harmonized system of corporate governance in the Bank is a division of strategic and current management of the Bank's activities between the Board of Directors and the Board of the Bank.

7-2. The Board of Directors shall perform strategic management of the Bank, shall determine the main directions of the Bank's activities and shall make decisions on matters within its reserved competence of the Bank's Charter.

One of the main objectives of the Board of Directors in ensuring effective management of the Bank is to determine the development strategy of the Bank for the benefit of the Bank and its shareholders. The development strategy of the Bank shall be determined by the Board of Directors based on market conditions, the Bank's resources, capabilities and the Bank's position in the market and should provide a dynamic development as well as a steady growth in profitability of the Bank.

The Board of Directors shall endeavor to manage the Bank through meetings in presentia involving direct participation of members of the Board of Directors to discuss agenda of the meeting of the Board of Directors of the Bank.

The procedure for convocation of meetings of the Board of Directors, the procedure of taking and execution of its decisions shall be regulated by Regulation on the Board of Directors of the Bank.

7-3. In order to improve the quality of corporate governance of the Bank, the Board of Directors shall establish special bodies - Committees of the Board of Directors. Committees of the Board of Directors are advisory body to the Bank on critical issues within the competence of the Board of Directors of the Bank. Committees shall provide recommendations to the Board of Directors based on the analysis, evaluation of information/materials on considered issues.

Delegation of powers of the Board of Directors of the Bank for making administrative-government decisions in relation to the Bank's activities to Committees shall not be allowed.

The Board of Directors of the Bank may establish Audit Committee, Nominating, Compensation and Business Ethics Committee, Risk Committee and other Committees depending on the needs of the Board of Directors in preliminary analysis of certain issues within its competence and in receiving recommendations on them.

Depending on the importance and scope of considered issue Committees of the Board of Directors may initiate establishment of working groups for collection, preparation, systematization of necessary materials to the Committee on considered issue.

Other issues of Committees shall be regulated in separate internal regulations of the Bank for each Committee, approved by the Board of Directors of the Bank.

7-4. Admissibility of the membership of one and the same person in the Bank's Board of Directors, Committees of the Board of Directors of the Bank and the authorized bodies of other organizations, as well as occupation of by them senior officers positions in other organizations shall be determined by the Board of Directors of the Bank subject to circumstances affecting the efficiency of the management of the Bank's activities, as well as subject to requirements of the laws of the Republic of Kazakhstan.

In order to ensure the effectiveness of the Board of Directors of the Bank and control over the proper management of the current activities of the Bank Board, members of the Board, except for the Chairman of the Board, members of the bodies of the Board of the Bank and other employees of the Bank shall not be entitled to be members of the Board of Directors of the Bank.

7-5. The Board of Directors shall ensure establishment of the adequate system of risk management and internal control and shall monitors effectiveness of corporate governance practices in the Bank.

The Board of Directors shall annually review, monitor and, where possible, eliminate potential conflicts of interest at the level of officers and shareholders of the Bank, including improper use and abuse of the Bank's property in consummation of interested party transactions, as well as shall perform other activities required by the laws of the Republic of Kazakhstan for the purpose of effective risk management in second tier banks.

Members of the Board of Directors shall:

- act in accordance with the laws of the Republic of Kazakhstan, the Charter and internal regulations of the Bank based on the awareness and transparency in the interests of the Bank and its shareholders;

- treat all shareholders fairly, exercise objective independent judgment on corporate issues.

7-6. The Board is a key element in corporate governance of the Bank, whose competence refers to all issues of the Bank's activities, not covered by competence of the General Meeting of Shareholders and the Board of Directors of the Bank.

The main objectives and directions of the current activities of the Bank shall be determined in accordance with the development strategy of the Bank approved by the Board of Directors of the Bank.

The activities of the Board of the Bank shall cover the management of all the current activities of the Bank, including provision of professional and integrated risk management of the Bank, functioning of the internal control system over carried out current processes and operations of the Bank, as well as implementation of the policy for settlement of corporate conflicts of the Bank.

The Board of the Bank shall be elected by the Board of Directors, which shall determine the number of members of the Board, the term of authorities, the size of salaries and conditions of remuneration and bonuses of its members.

Election of the Board's members by the Board of Directors shall not mean representation of interests of the Board of Directors and/or its individual members by the Board's members. The Board should be independent and objective in its judgments as well as properly and fairly evaluate the risks arising out activities of the Bank.

Management of the Board's activities shall be done by Chairman of the Board of the Bank, elected by the Board of Directors of the Bank.

To improve the effectiveness of current activities of the Board of the Bank, Chairman of the Board shall distribute functional duties, terms of reference and responsibility among members of Board of the Bank and other senior officers of the Bank in the context of business - processes of the Bank.

Distribution of functional duties, terms of reference and responsibility among members of the Board in accordance with supervised directions shall not exclude responsibility of the Board of the Bank as a collegial executive body of the Bank.

With this view, work of the Board of the Bank shall be organized in such manner so all members would be aware of the current situation in the Bank and the system of collecting, processing and delivery of information would allow them to properly perform their duties.

Each member of the Board shall receive any information relating to activities of the Bank (regardless of which direction he/she is supervising). To this end, the current status of the Bank shall be reported by each member of the Board in accordance with the supervised direction at weekly meetings of the Board of the Bank and the Board itself should make efforts to conduct more frequent meetings in presentia which allows a personal presence of member of the Board and direct discussions of issues related to the activities of the Bank.

Each Board member shall ensure bringing to the attention of authorized bodies/persons of supervised directions about decisions of the Board of the Bank (except for confidential) in order to ensure supervised activities of the structural units of the Bank and execution of decisions of the Board by them.

Member of the Board shall have the right to work in other organizations only with the consent of the Board of Directors of the Bank.

The Board's members shall be responsible for violation of the laws of the Republic of Kazakhstan, the Bank's Charter, the Code of Corporate Governance and other internal regulatory documents of the Bank, as well as for failure to execute decisions of the General Meeting of Shareholders, the Board of Directors and Board of the Bank.

7-7. In order to ensure effective management of the Bank's assets, expansion of its customer base and scope of banking operations, improvement of service delivery, consideration of other issues of importance to the Bank, the Board of the Bank may delegate some of its regulatory powers to its Working bodies - Committee of the Board of the Bank, as well as create their own consultative and advisory bodies - the Committee, Group, etc.

The structure of Committees and other bodies for the Board may include members of Board of the Bank, other senior officers of the Bank, as well as other employees of the Bank. A mandatory requirement for the structure of Committees for the Board of the Bank shall be the formation of Committees from the Bank's professional staff capable of a comprehensive approach to address and solve issues within its functions.

The number and types of bodies for the Board established by the Board shall be determined by the Board of the Bank itself depending on needs and specific of business-processes and other processes of the Bank.

Authorities, order of business, responsibility and other issues of Committees' activities shall be determined in the Regulation on relevant bodies and other internal regulatory documents.

8. The principle of transparency and objectivity of information disclosure on the activities of the Bank.

1) Disclosure of information on the Bank's activities shall facilitate decision-making to join and participate in the equity capital of new shareholders of the Bank, as well as shall contribute to a positive decision of investors to participate in the financing of the Bank's activities.

Informational transparency is designed to maximize the validity and transparency of the Bank's management.

Shareholder or potential investor should have the opportunity for free and easy access to information about the Bank necessary for a relevant decision-making.

The Bank shall timely disclose information about the main results, plans and prospects of its activities, which may significantly affect property and other rights of shareholders, as well as shall timely and fully respond to shareholders' inquiries.

The Bank shall regularly provide information to shareholders about material corporate events in activities of the Bank and at the same time follows stringent and robust mechanisms for disclosure and confidentiality of internal (nonpublic) information determined by the Board of Directors.

2) Procedures and rules for financial reporting and auditing are aimed at ensuring confidence of shareholders and investors in the Bank's activities.

Maintenance of financial reporting and auditing are based on the following principles:-
полнота и достоверность;

- impartiality and independence;
- professionalism and competence;
- regularity and efficiency.

The Board of the Bank shall be responsible for completeness and reliability of financial information provided to the shareholder or potential investor.

The Board of Directors shall distinguish competence of bodies and persons part of the financial and economic activity control depending on their relationship to the processes of development, approval, implementation and evaluation of internal control system.

9. The principle of legality and ethics.

The Bank shall act in strict accordance with the laws of the Republic of Kazakhstan, generally accepted principles (practices) of business ethics and internal documents. Internal regulations of the Bank shall be developed based on requirements of the law and standards of corporate and business ethics.

Relationship between shareholders, members of the Board of Directors and the Board of the Bank are built on mutual trust, respect, accountability and control.

10. The principle of effective dividend policy.

The Bank shall be guided by the Charter of the Bank for payment of dividends.

The Charter of the Bank shall provide transparency of mechanism for determining the amount of dividends and the order of their payment. The Charter of the Bank shall formulate general objectives of the Bank to increase shareholders' wealth and growth of capitalization of the Bank, and specific rules for dividend policy based on the laws and regulations.

These rules are designed to regulate the procedure for calculation of undistributed income and definition of income for dividend payments, the terms of payment, the procedure for calculating the amount of dividends, the payment of dividends, including the timing, location and form of payment.

Payment of dividends shall be based on reliable information about conditions for calculation and payment of dividends on the basis of the actual status of the Bank's business.

11. The principle of effective personnel policy.

Corporate governance in the Bank shall be based on protection of rights of employees of the Bank provided by the law and shall be directed to development of partnerships between the Bank and its employees in dealing with social issues and regulation of labor conditions.

One of the main points of personnel policy is to maintain jobs, improve working conditions in the Bank and compliance with social protection standards of employees of the Bank.

Corporate governance should encourage the process of creating a supportive and creative atmosphere in the work collective, promote professional development of employees of the Bank.

12. The principle of environmental protection.

The Bank shall provide a careful and rational attitude towards the environment in the process of the Bank's activities.

13. The policy for settlement of corporate conflicts.

Members of the Board of Directors and the Board of the Bank, as well as employees of the Bank shall perform their professional duties in good faith and reasonably with due care and diligence in the interests of the Bank and its shareholders, avoiding conflicts of interest. They provide full compliance of their activities not only with the requirements of the laws of the Republic of Kazakhstan and the principles of this Code, but also with ethical standards and generally accepted standards of business ethics. In the event of corporate conflict participants shall seek ways for solution through negotiations in order to ensure effective protection of both shareholders' rights and reputation of the Bank.

In the event of failure to resolve corporate disputes by negotiation, it should be resolved in strict accordance with the laws of the Republic of Kazakhstan.

Chapter 3. The General Meeting of Shareholders

14. Processes of organization and procedure of the General Meeting of Shareholders must meet the following requirements:

- 1) fair and equitable attitude to all shareholders;
- 2) availability of participation in the General Meeting to all shareholders;
- 3) provision shareholders with the maximum amount of information needed for decision making;
- 4) simplicity and transparency of the General Meeting of Shareholders.

§ 1. Organization of the General Meeting of Shareholders

15. Shareholders should be notified about the upcoming General Meeting not later than thirty calendar days, in the event of absentee or mixed voting, - not later than forty-five calendar days prior to the date of the meeting.

The notice on the General Meeting of Shareholders shall be published in the media or communicated to the shareholders by means of sending written notices to them.

Time limit set forth in this paragraph shall be made from the date of publication of the notice on the General Meeting of Shareholders in the media or the date of its direction to shareholders in the form of written notice.

In the event of publication of the notice on the General Meeting of Shareholders in the media in the official and other languages, the time limit set forth in this paragraph shall be made from the date of publication in the official language.

Date and time of the General Meeting of Shareholders shall be arranged in such manner so that the most persons entitled to participate could take part in the meeting.

16. The agenda of the General Meeting of Shareholders shall be formed by the Board of Directors and shall contain a comprehensive list of specific issues to be presented for discussion.

The agenda of the General Meeting of Shareholders may be added by a principle shareholder or by the Board of Directors provided that shareholders of the Bank are notified of such additions by not later than fifteen days prior to the date of the General Meeting. At the opening of the General Meeting of Shareholders to be held in presentia, the Board of Directors must report on proposals to amend the agenda.

Approval of the agenda of the General Meeting of shareholders shall be made by majority vote of the voting shares of the Bank represented at the meeting. The agenda may be amended, if majority of shareholders (or their representatives) participating in the General Meeting of Shareholders and holding in aggregate not less than ninety-five percent of the voting shares of the Bank have voted for such amendments.

In making decision by the General Meeting of shareholders by absentee voting, the agenda of the General Shareholders' Meeting may not be amended.

The General Meeting of Shareholders may not consider issues not included in its agenda and take decisions on them.

17. Materials on the agenda of the General Meeting of Shareholders shall contain information to the extent necessary to make informed decisions on these issues. Materials for election of the Board of Directors of the Bank shall contain the following information on the proposed candidates:

- 1) family name, name and, if desired – patronymic;
- 2) information on education;
- 3) information on affiliation to the Bank;
- 4) information on jobs and positions held during the last three years;
- 5) other information confirming qualifications, work experience of candidates;

6) information on representative of which shareholder is a proposed candidate or whether he/she is a candidate for the post of independent director. In the event if the candidate is a shareholder or natural person who is not a shareholder of the Bank and is not proposed (not recommended) to be elected to the Board of Directors as a representative of the shareholder, then this information shall be subject to demonstration in materials with inclusion of data on the percentage of ownership of voting shares of the Bank by shareholder at the date of formation of the list of shareholders.

Materials on the agenda of the annual General Meeting of Shareholders shall include:

- 1) annual financial statements of the Bank;
- 2) auditor's report to the annual financial statements;
- 3) the Board of Directors' proposals on distribution of net income of the Bank during the past financial year and the amount of dividend for the year per ordinary share of the Bank;
- 4) information on claims of shareholders to the Bank's and its officers' actions and results of its consideration;
- 5) other documents at the discretion of the initiator of the General Meeting of Shareholders.

Materials on the agenda of the General Meeting of Shareholders must be prepared for shareholders' reference by not later than ten days prior to the date of the meeting.

18. The General Meeting of Shareholders may consider and make decisions on the agenda issues, if at the end of registration of the meeting's participants, shareholders or their representatives, included to the list of shareholders entitled to participate in it and vote on it holding in aggregate fifty percent or more of the voting Bank shares have been registered.

Repeated General Meeting of Shareholders to be held instead of the failed one may consider the agenda issues and make decisions on them, if:

- 1) the procedure for convocation of the General Meeting of Shareholders, which failed due to absence of quorum, have been met;
- 2) at the end of registration of shareholders (or their representatives) holding in aggregate forty percent and more of the voting Bank shares, including absentee voting shareholders, have been registered.

In the event of absentee ballots direction to shareholders, the votes represented by these ballots and received by the Bank at the time of registration of participants of the General Meeting shall be taken into account in determining the quorum and voting results.

If there is no quorum in holding the General Meeting of Shareholders by absentee voting then repeated General Meeting of Shareholders shall not be held.

19. Counting of votes and summarizing voting results in the General Meeting of Shareholders shall be made by the Counting Committee to be elected by shareholders at the General Meeting for a term determined by the General Meeting of Shareholders.

The Counting Committee shall perform the following functions:

- 1) shall examine authorities of persons who came to participate in the General Meeting Shareholders;
- 2) shall register participants of the General Meeting of Shareholders and shall provide them with materials in relations to the agenda of the General Meeting of Shareholders;
- 3) shall determine the validity of received absentee ballots and shall count the number of valid ballots and indicated votes on each agenda item;
- 4) shall determine the presence of quorum at the General Meeting of Shareholders, including during the whole time of the meeting and shall announce the presence or absence quorum;

5) shall clarify issues on enforcement of rights of shareholders at the General Meeting of Shareholders;

6) shall count the votes on issues considered by the General Meeting of Shareholders and shall summarize the voting results;

7) shall prepare minutes on the voting results at the General Meeting of Shareholders;

8) shall pass voting ballots and minutes on the voting results to the archive of the Bank.

The Counting Committee shall ensure confidentiality of the information contained in the completed ballot at the General Meeting of Shareholders.

20. The procedure for holding of the General Meeting shall provide for meeting of rights of all shareholders present at the meeting during summarizing the voting results.

Shareholders of the Bank can get familiarized with the procedure for votes counting. Shareholders holding ten percent or more of the voting shares of the Bank shall be entitled to monitor counting of the votes by members of the Counting Committee.

21. Voting results shall be summarized and announced at the General Meeting. According to the voting results the Counting Committee shall make minutes of the voting results, which shall be attached to the minutes of the General Meeting of Shareholders.

22. After the General Meeting a notification on the voting results shall be published in the media determined by the Charter of the Bank in the manner established by the laws.

23. The list of shareholders entitled to participate and vote in the General Meeting of Shareholders shall be made by the registrar of the Bank on the basis of data of registers systems of the Bank's shares holders. Date of preparation of the specified list cannot be fixed earlier than the date of the decision of the General Meeting of Shareholders.

Information to be included to the list of shareholders shall be determined by the authorized body.

24. In the event, if after making the list of shareholders entitled to participate and vote in the General Meeting of Shareholders, the person included in this list has alienated its own voting shares of the Bank, then the right to participate in the General Meeting shall pass to the new shareholder, whereas, the documents confirming the ownership of the shares should be presented.

25. Extraordinary General Meeting of Shareholders shall be convened at the initiative:

1) the Board of Directors;

2) the Principle Shareholder.

A request of the Principle Shareholder to convene an Extraordinary General Meeting of Shareholders shall be presented to the Board of Directors by sending a written notice, which must contain the agenda for this meeting, to the address of the Board of the Bank.

The Board of Directors of the company may not to make amendments to the wording of the agenda and change the proposed procedure for the Extraordinary General Meeting of Shareholders to be convened at the request of the Principle Shareholder.

During convocation of the Extraordinary General Meeting of Shareholders in accordance with the request the Board of Directors may supplement the agenda of the General Meeting with any issues at its own discretion.

The Board of Directors within ten days of receipt of the specified request shall make decision and send to the person of this request a notice on convocation of the Extraordinary General Meeting of Shareholders or on refusal of its convocation.

The decision of the Board of Directors of the company on refusal to convene the Extraordinary General Meeting of Shareholders at the request of the Principle Shareholder may be taken if:

1) the procedure for requesting of convocation of the Extraordinary General Meeting of Shareholders established by this paragraph have not been met;

2) issues proposed to the agenda of the Extraordinary General Meeting of Shareholders fail to meet the requirements of the laws of the Republic of Kazakhstan.

The decision of the Board of Directors of the company on refusal to convene the Extraordinary General Meeting of Shareholders may be challenged at court.

§ 2. The procedure for the General Meeting of Shareholders

26. The procedure of the General Meeting of Shareholders shall be determined in accordance with the laws of the Republic of Kazakhstan, the Bank's Charter and other documents of the Bank governing the internal operations of the Bank or directly by the decision of the General Meeting of Shareholders.

27. The General Meeting of Shareholders must be held in the locality at the location of Board of the Bank.

28. Shareholder shall have the right to participate in the General Meeting of Shareholders and to vote on the issues in person or through his/her representative.

Members of the executive body of the Bank have no right to act as representatives of shareholders at the General Meeting of Shareholders.

Employees of the Bank have no right to act as representatives of shareholders at the General Meeting of Shareholders, except when such representation is based on the power of attorney that contains clear instructions on voting in relation to all issues on the agenda of the General Meeting of Shareholders.

A power of attorney to participate at the General Meeting of Shareholders and to vote on issues under consideration for a person who has, in accordance with the laws of the Republic of Kazakhstan or the contract, the right to act without the power of attorney on behalf of the shareholder or to represent his/her interests shall not be required.

29. Prior to opening of the General Meeting of Shareholders, the shareholders (their representatives) which arrived shall be registered. Representative of the shareholder must provide a power of attorney certifying his/her power to participate and vote at the General Meeting of Shareholders.

A shareholder (shareholder's representative) which failed to register shall not be taken into account when determining a quorum and shall not be entitled to vote.

Unless otherwise is established by the decision of the General Meeting of Shareholders held in presentia other persons without an invitation may attend the meeting. The right of such persons to speak at the General Meeting of Shareholders shall be established by the decision of the General Meeting of Shareholders.

The General Meeting of Shareholders shall be opened at the announced time upon presence of quorum.

The General Meeting of Shareholders cannot be opened before the announced time, except when all shareholders (their representatives) are already registered, notified and have no objection to changing the time of opening of the meeting.

The General Meeting of Shareholders shall elect the Chairman (presidium) and the Secretary of the General Meeting.

The General Meeting of Shareholders shall determine the form of voting - open or secret (using ballots). If the company's charter provides otherwise, during vote on election of the Chairman (Presidium) and the Secretary of the General Meeting of Shareholders, each shareholder has one vote and the decision shall be taken by a simple majority vote of those present.

Members of the executive body may not chair at the General Meeting of Shareholders, except in cases when all shareholders present at the meeting are being part of the executive body.

In the course of the General Meeting of Shareholders its Chairman may put to vote a motion for closure of debates on the issue under consideration, as well as for changing the method of voting thereon.

The Chairman may not interfere with speeches of persons entitled to participate in discussion of the agenda, except when such speeches lead to breach of the rules of the General Meeting of Shareholders, or when debates on such issue are closed.

The General Meeting of Shareholders may make decision to suspend its work and to extend the term of work, including to postpone consideration of some issues on the agenda of the General Meeting of Shareholders to the following day.

Decisions-making by the General Meeting of Shareholders shall be done in accordance with the procedure established by the laws of the Republic of Kazakhstan and the Bank's Charter.

The General Meeting of Shareholders may be adjourned only after consideration of all issues on the agenda and making decisions thereon.

Chapter 4. The Board of Directors

§ 1. Competence of the Board of Directors

30. The Board of Directors of the Bank – the management body which shall generally manage the Bank’s activities, except for issues referred to the reserved competence of the General Meeting of Shareholders by the laws of the Republic of Kazakhstan and the Charter of the Bank.

31. Issues referred to the reserved competence of the Board of Directors of the Bank shall be determined by internal regulations approved by the General Meeting of Shareholders of the Bank.

32. The Board of Directors may not make decisions on issues which, in accordance with this Code fall within the competence of the Board of the Bank as well as make decisions that contradict decisions of the General Meeting of Shareholders.

§ 2. Formation of the Board of Directors

33. Only an individual person may be the member of the Board of Directors.

Members of the Board of Directors shall be elected among:

- 1) shareholders – individual persons;
- 2) persons proposed (recommended) to be elected to the Board of Directors as representatives of shareholders;
- 3) other persons (with limitations specified in paragraph 35 of this Code).

Members of the Board of Directors shall be elected by cumulative voting with ballots, except for cases when there is one candidate is running to one place in the Board of Directors. Ballot for cumulative voting shall contain the following columns:

- 1) list of candidates to members of the Board of Directors;
- 2) number of votes owned by shareholder;
- 3) number votes casted by shareholder for a candidate to members of the Board of Directors.

It is not allowed to put voting options “no” or “abstain” to the ballot of cumulative voting.

Shareholder may cast votes under the shares owned by him for one candidate or distribute them among several candidates to the Board of Directors. Candidates which collected the highest number of votes shall be considered elected to the Board of Directors. If two or more candidates to the Board of Directors collected an equal number of votes, then there will be an additional voting for these candidates.

34. Individual person not a shareholder of the Bank and not proposed (not recommended) to be elected to the Board of Directors as a representative of the shareholder may be elected as the member of the Board of Directors. The number of such persons shall not exceed fifty percent of the Board of Directors.

35. Members of Board of the Bank, except for its head, cannot be elected to the Board of Directors. The Chairman of the Board of the Bank may not be elected by the Chairman of the Board of Directors.

36. Chairman of the Board of Directors shall be elected from among its members by a majority vote of all members of the Board of Directors by secret voting.

The Board of Directors may at any time to re-elect the Chairman.

The Chairman of the Board of Directors shall organize work of the Board of Directors, shall conduct its meetings, as well as shall perform other functions specified in this Code.

In the absence of the Chairman of the Board of Directors, his/her functions shall be performed by a member of the Board of Directors under the decision of the Board of Directors.

§ 3. Organization of the Board of Directors’ Activities

37. The Board of Directors shall be chaired by the Chairman, which shall provide for successful solution of its objectives by the Board of Directors.

38. The procedure for convocation and preparation for the meeting shall provide the opportunity to members of the Board of Directors to properly prepare for the meeting. The procedure for convocation, preparation and conduct of meetings of the Board of Directors, decision making by

the Board of Directors shall be determined by the Charter of the Bank. Meetings of the Board of Directors shall be held on as needed basis.

39. The Board of Directors' meeting may be convened at the initiative of its Chairman or the Board of the Bank or at the request of:

- 1) any members of the Board of Directors;
- 2) Internal Audit Service of the Bank;
- 3) Auditor organization which is auditing the Bank;
- 4) Principle shareholder.

Written notices on meeting of the Board of Directors enclosed materials in relation to the agenda issues should be sent to members of the Board of Directors by not less than three calendar days prior to the date of the meeting, unless otherwise is established by the Charter of the Bank. In exceptional cases, for prompt decision making with the view of effective and optimal activity of the Bank it shall be allowed to present materials on the day of the meeting of the Board of Directors of the Bank prior to the meeting's start.

The procedure for distribution of notices to members of the Board of Directors on meeting of the Board of Directors shall be determined by the Board of Directors.

Notice on meeting of the Board of Directors shall include the date, time and place of the meeting and its agenda.

In the event of consideration by the meeting of the Board of Directors of the issue on consummation of a major transaction and (or) a interested-party transaction, then information on transaction must include information on parties of the transaction, terms and conditions of execution of the transaction, nature and scope of participatory interests of those involved parties and the appraiser's report (in the event if provided by the laws of the Republic of Kazakhstan).

40. The quorum for the meeting of the Board of Directors shall not be less than half of the number of the Board of Directors members, including one independent director.

If the total number of the Board of Directors members is sufficient in order to achieve a quorum as determined in this paragraph, then the Board of Directors shall convene an extraordinary General Meeting of Shareholders to elect new members of the Board of Directors. The remaining members of the Board of Directors may make decision only on convocation of such an extraordinary General Meeting of Shareholders.

41. Each member of the Board of Directors shall have one vote. Decisions of the Board of Directors shall be made by simple majority votes of members of the Board of Directors present at the meeting unless otherwise is provided by the laws of the Republic of Kazakhstan.

At equality of votes, vote of the Chairman of the Board or of the person chairing the meeting of the Board of Directors shall be the casting one.

The Board of Directors may make decision on holding of the closed meeting, in which only members of the Board of Directors may participate.

42. Decisions of the Board of Directors on issues presented for consideration by the Board of Directors may be taken by absentee voting.

Absentee voting may be used together with the voting of the Board's members present at the meeting of the Board of Directors (mixed voting) or without holding the meeting of the Board of Directors.

The decision by absentee voting shall be recognized accepted in the presence of a quorum in ballots received in a timely manner.

The decision of the meeting in absentia of the Board of Directors shall be made in writing and signed by the Secretary and the Chairman of the Board of Directors.

Within twenty days from the date of the decision it should be delivered to members of the Board of Directors enclosed with ballots on the basis of which such decision was made.

43. Minutes of meetings of the Board of Directors and decisions of the Board of Directors, adopted by absentee voting shall be stored in the archive of the Bank.

44. Performance evaluation of members of the Board of Directors shall be done by the General Meeting of Shareholders.

Chapter 5. The Board

§ 1. Competence of the Board of the Bank

45. The Board of the Bank may make decisions on any issues of the Bank's activities which are not referred to the competence of other bodies and officers of the Bank by the laws the Republic of Kazakhstan, the Charter of the Bank, the Bank's internal regulations and this Code.

The Board of the Bank must implement decisions of the General Meeting of Shareholders and the Board of Directors. The Bank may challenge the validity of the transaction consummated by the Board in breach of limitations established by the Bank, if it proves that at the time of the transaction the parties were aware of such limitations.

46. The Board of the Bank shall:

1) make decisions on any issues of the Bank's activities which are not referred to the competence of other bodies and officers of the Bank by the laws the Republic of Kazakhstan, the Charter of the Bank, the Bank's internal regulations and this Code;

2) consummate transactions on behalf of the Bank in accordance with the laws of the Republic of Kazakhstan, the Charter of the Bank, the Bank's internal regulations and this Code;

3) preliminary consider issues that in accordance with the Bank's Charter and this Code are subject to consideration by the General Meeting of Shareholders or the Board of Directors, and shall prepares relevant materials, proposals and draft decisions, if necessary;

4) addresses issues related to activities of the structural units of the Bank;

5) ensure compliance of employees of the Bank with the laws of the Republic of Kazakhstan;

6) promptly address issues arising in the process of implementation of the Bank's primary activities;

7) consider and approve internal regulations of the Bank designed to organize the activities of the Bank;

8) address issues of personnel selection, placement and training;

9) make decisions (ratifications) and give instructions obligatory for all employees of the Bank;

10) address issues of organization of accounting, reporting, internal control, control of possible and potential risks of the bank;

11) consider and address other issue presented for consideration by the Board of the Bank.

§ 2. Structure and Formation of the Board

47. Structure of the Board shall provide for the most faithful and effective implementation of assigned functions by the Board's members.

The number of members of the Board of the Bank shall be at least three people.

48. Members of the Board of the Bank may be shareholders and employees of the Bank who are not its shareholders.

Member of Board of the Bank may work in other organizations only upon consent of the Board of Directors.

The Chairman of the Board of the Bank may not hold the position of the head of executive body or person solely exercising functions of the executive body of another legal entity.

Functions, rights and duties of the Board of the Bank shall be determined by the laws of the Republic of Kazakhstan, the Bank's Charter, the job description of the Board's member approved by the Board of Directors, as well as by the employment contract between the specified person with the Bank.

The employment contract on behalf of the Bank with the Chairman Board of the Bank shall be signed by the Chairman of the Board of Directors or by a person authorized by the General Meeting of Shareholders or the Board of Directors. The employment contract with other members of the Board shall be signed by the Chairman of Board of the Bank.

49. The Board of the Bank shall be convened as necessary by the Chairman of the Board or at the request of not less than one-third of its members.

The Board of the Bank shall be competent to decide on issues within its competence and presented for its consideration, if the meeting is attended by at least half the members of Board of the Bank.

Transfer of the right to vote by a member of Board of the Bank to any other person, including to another member of Board of the Bank shall not be allowed.

The meeting of the Board of the Bank shall be administered by the Chairman of the Board or by substitute person.

Each member of the Board of the Bank shall have one vote. Board's decisions are made by simple majority votes of the Board's members present at the meeting. At equality of votes, vote of the Chairman of the Board or his substitute shall be the casting one.

Maintenance of minutes of the Board's meetings is mandatory and shall be made by the Secretary of the Board appointed by the Board of Directors from among the employees of the Bank. Minutes of the Board of the Bank must be signed by all members of the Board present at the meeting and contain issues put to vote, voting results with demonstration of the voting result of each member of the Board on each issue.

Should there be a disagreement with the decision of the Board of the Bank, member of the Board may request and the Secretary shall incorporate the dissenting opinion to the minutes.

Minutes of the meeting of the Board shall be made by not later than three days after the meeting and signed by the Chairman of the Board or his/her substitute, members of the Board and the Secretary.

Minutes of the meetings of Board of the Bank shall be stored in archives of the Bank in accordance procedure established by the internal regulations of the Bank.

Chapter 6. Corporate Secretary

50. Strict compliance by the bodies and officers of the Bank with the procedures aimed at ensuring rights and interests of shareholders, as well as compliance by Bank with regulations and norms of the laws of the Republic of Kazakhstan, provisions of the Charter and other internal documents of the Bank is provided by introduction of the institution of Corporate Secretary in the Bank.

51. Corporate Secretary - employee of the Bank who is not a member of the Board of Directors or the Board of the Bank, appointed by and reporting to the Board of Directors of the Bank.

52. As part of his/her activities, the Corporate Secretary shall control preparation and holding of meetings of the General Meeting of Shareholders and the Board of Directors, shall provide for formation of materials in relation to the agenda of the General Meeting of Shareholders and materials for the meeting of the Board of Directors, shall monitor access to them.

53. Introduction of the institute of Corporate Secretary in the Bank is aimed to ensure implementation of the following main objectives:

- 1) monitoring proper implementation of rights and interests of shareholders of the Bank;
- 2) ensure compliance of the bodies and officers of the Bank with the requirements of effective laws and regulations of the Bank's internal regulations on corporate governance issues.

54. The list of functions of the Corporate Secretary in order to fulfill the abovementioned objectives shall be determined by the Bank in the internal regulations of the Bank in accordance with the level and nature of internal policy on corporate governance.

Chapter 7. Material Corporate Events

55. Material corporate events are recognized as events that may lead to changes in the legal status of the Bank and its property and materially affect interests of the Bank and its shareholders.

56. The Bank shall guarantee maximum openness and transparency of material corporate events.

During material corporate events the Bank shall not permit commitment of actions that cause or may cause damage to interests of the Bank and its shareholders.

57. Material corporate events refer to: reorganization or liquidation of the Bank, the Bank consummation of major transactions and interested-party transactions, increase in authorized capital of the Bank, amendments to the Charter of the Bank, establishment and closing of branches of the Bank, and a number of other issues, the decision on which is material for the Bank.

The significance of material corporate events makes it necessary to create an atmosphere of openness and trust in its implementation, to establish simple and transparent procedure for its implementation.

§ 1. Re-organization of the Bank

58. Voluntary reorganization (merger, division, separation, transformation) of the Bank may be made by the decision of the General Meeting of Shareholders subject to receipt of permit from the authorized state agency to carry out a voluntary reorganization of the Bank.

59. The issue on reorganization of the Bank enclosed with the terms and procedure of the planned reorganization shall be submitted for consideration of the General Meeting of Shareholders by the Board of Directors of the Bank.

The Board of Directors is actively involved in determining the terms and procedure for reorganization of the Bank. Before making the decision on reorganization members of the Board of Directors may participate in negotiations on reorganization carried out by the Board of the Bank with executive bodies of companies involved in reorganization, and organize discussions on the progress of these negotiations. The Board of Directors shall approve final draft documents on reorganization and shall present the issue on reorganization for consideration to the General Meeting of Shareholders enclosing opinions of the Board of Directors on such issue.

60. The Board of the Bank shall present information and materials relating to the proposed reorganization to the Board of Directors in order to present the issue of restructure to the General Meeting of Shareholders. The Board of Directors shall be submitted with the following documents:

1) draft contract for merger (accession) or draft decision on division (separation, transformation);

2) draft foundation documents of newly established organizations as a result of reorganization (merger, division, separation or transformation) or foundation documents of the organization to which accession is being done;

3) annual financial statements of all organizations involved in the merger (accession) for the last three completed financial years;

4) quarterly reports prepared by least six months prior to the date of the meeting, at which the issue on reorganization is presented, if it has been more than six months since the end of the last financial year;

5) draft deed of transfer or separation balance sheet;

6) justification for the proposed reorganization;

7) financial projection of consequences of the voluntary reorganization, including the Bank's account balance after voluntary reorganization and/or of legal entities resulting from voluntary reorganization of the Bank;

8) other documents necessary for the informed decision about the reorganization.

In order to determine the ratio for shares conversion in the reorganization the Bank may engage appraiser.

61. Compulsory reorganization of the Bank shall be carried out on the grounds, on terms and conditions provided by legislative acts of the Republic of Kazakhstan.

§ 2. Liquidation of the Bank

62. The grounds and procedure for liquidation of the Bank are regulated by laws of the Republic of Kazakhstan.

63. The Bank may be liquidated:

1) under the decision of the General Meeting of Shareholders upon availability of the permit of the authorized state body (voluntary liquidation);

2) under the court order in the cases provided by legislative acts of the Republic of Kazakhstan (compulsory liquidation).

64. In the event of voluntary liquidation of the Bank, the General Meeting of Shareholders after obtaining of permit from the authorized state body upon agreement with creditors and under their control, in accordance with the laws of the Republic of Kazakhstan the procedure for liquidation shall

be determined and the liquidation committee shall be appointed. Since the appointment of the liquidation committee it shall assume the powers to manage the affairs of the Bank. Special features of the liquidation committee during voluntary liquidation of the Bank shall be determined by the laws of the Republic of Kazakhstan.

65. Shareholders holding in aggregate ten percent or more of the voting shares of the Bank shall be entitled to have a representative in the liquidation committee.

66. Compulsory liquidation shall be effected by the court in connection with:

1) bankruptcy of the Bank;

2) revocation of licenses of the Bank for banking operations on the grounds provided by the banking legislation of the Republic of Kazakhstan;

3) statement (claim) on termination of the Bank's activities of the authorized state bodies, legal entities or individuals;

4) under other grounds provided by legislative acts of the Republic of Kazakhstan.

67. Insolvency and bankruptcy of the Bank shall be established by the conclusion of the authorized state body to be submitted to the court, made subject to the method of calculating prudential standards (and other mandatory norms and limits), the size of the Bank's capital.

68. The Bank may be declared bankrupt only by the court's order in the established procedure.

69. Extrajudicial liquidation procedure of the insolvent Bank by the decision of its creditors shall not be allowed.

70. Liquidation (competitive) mass shall be formed in the manner specified by the laws of the Republic of Kazakhstan. The claims of creditors on compulsory liquidation of the Bank shall be satisfied in the order established by the banking legislation of the Republic of Kazakhstan.

71. The bank shall be deemed to have terminated its activities from the time of relevant entry in the state register of legal entities.

72. The Bank's property remaining after payments with creditors shall be distributed by the liquidation committee among shareholders in the procedure provided by the banking legislation of the Republic of Kazakhstan.

Chapter 8. Disclosure of Information

73. Given the critical importance of maximum transparency of the Bank for the correct evaluation of the Bank and to maintain credibility, the Bank shall provide a timely and complete submission of information on activities of the Bank to shareholders, potential investors, stakeholders and authorized state bodies regulating the activities of the Bank.

74. The main purpose of disclosure by the Bank of information on its activities to shareholders, potential investors and authorized state bodies is to provide these persons with available, regular and reliable information about the Bank. Whereas, the Bank is based on that the amount of information would allow to make a correct and complete picture of the Bank's activities and to make an informed decision about participation in the Bank's activities (acquisition of the Bank's shares), as well as in performing other activities while participating in management of the Bank. Furthermore, such information transparency facilitates control from the part of the authorized bodies. However, when submitting information the Bank recognizes the need to ensure information security and balance of information in order to avoid unnecessary disclosure of information which is confidential.

§ 1. Procedure for Submission of Information to the Authorized Bodies and Shareholders of the Bank

75. The Bank shall bring to the attention of its shareholders information on activities of the Bank affecting interests of its shareholders.

Information affecting interests of the Bank's shareholders shall be recognized as:

1) decisions made by the General Meeting of Shareholders and the Board of Directors, and information on execution of the decisions;

2) issue by the Bank of shares and other securities and approval by the authorized body of the Bank's securities placement reports, of the Bank securities redemption reports, revocation of the Bank's securities by the authorized body;

- 3) consummation of major transactions and interested-party transactions by the Bank;
- 3-1) pledging (re-pledging) of the Bank's property in the amount of five percent or more of the assets of the Bank;
- 4) procurement of loan by the Bank in the amount of twenty-five percent or more of the equity capital of the Bank;
- 5) receipt of licenses for any types of activity, suspension or termination of previously received licenses for any activity by the Bank;
- 6) the Bank's involvement in establishment of a legal entity;
- 7) seizure of property of the Bank;
- 8) occurrence of emergency circumstances, which resulted in the destruction of property of the Bank, the balance value of which amounted to ten percent or more of the total assets of the Bank;
- 9) Imposition of the Bank and its officers to administrative responsibility;
- 10) institution of the case on corporate dispute;
- 11) decision on enforced reorganization of the Bank;
- 12) other information affecting interests of shareholders in accordance with the Charter of the Bank, as well as the shares issue prospectus of the Bank.

Information on the Bank's activities affecting interests of shareholders shall be provided in accordance with the laws of the Republic of Kazakhstan, the Bank's Charter and this Code.

76. The Bank shall submit to the authorized state body annual financial statements (balance sheet, statement of income and expenditure, cash flow statement and other statements in accordance with the laws on accounting and financial reporting) and shall publish the specified financial statements in the media in the manner and within the time frame determined by the authorized state body.

Information on major transaction and (or) interested-party transaction shall be disclosed in the explanatory note to the annual financial statements in accordance with the International Financial Reporting Standards. Information about the transaction in the results of which property in the amount of ten or more percent of the amount of assets of the Bank shall be acquired or disposed should include information on the parties of the transaction, the terms of the transaction, the nature and scope of participatory interests of those involved persons, as well as other information about the transaction.

77. In the process of circulation of the Bank's issued securities on secondary market of securities the Bank shall ensure disclosure of the following information to shareholders, potential investors and authorized state body:

- 1) on amendments in the structure of officers and bodies of the Bank;
- 2) on amendments in the structure of principle participants of the Bank;
- 3) on reorganization or liquidation of the Bank or subsidiaries of the Bank and dependent joint-stock companies of the Bank;
- 4) on seizure of the Bank's property;
- 5) on receipt, suspension or revocation of licenses of the Bank;
- 6) on decisions taken by the General Meeting of Shareholders of the Bank;
- 7) on changes in the list of organizations in which the Bank is the principle participant.

78. Upon receipt of respective requests from the Bank's shareholders, the Bank shall provide shareholders with access to the following documents:

- 1) the Charter of the Bank, amendments thereto;
- 2) the decision on establishment of the Bank, the Certificate of State Registration (Re-registration) of the Bank as a legal entity, the Statistical Card of the Bank;
- 3) licenses for banking activities and other types of licenses to engage in certain activities and (or) commission of certain acts;
- 4) documents confirming the Bank's right to property that is (was) on its balance sheet;
- 5) the Bank's securities issue prospectus;
- 6) documents certifying state registration of securities of the Bank, cancellation of securities and approval of the results of placement and redemption reports submitted to the authorized body;
- 7) regulations on the branch and representative offices of the Bank;
- 8) minutes of the General Meetings of Shareholders, minutes on voting results and ballots (including ballots recognized as invalid), materials on the agenda of the General Meeting of Shareholders;

- 9) lists of shareholders, provided by the registrar of the General Meeting of Shareholders;
- 10) minutes of meetings (decisions of the meetings in absentia) of the Board of Directors and ballots (including ballots recognized as invalid), materials on the agenda of the Board of Directors;
- 11) minutes of meetings (decisions) of the Board of the Bank;
- 12) internal rules and documents of the Bank, approved by the General Meeting of Shareholders of the Bank and other bodies subject to submission to shareholders of the Bank in accordance with the laws of the Republic of Kazakhstan;
- 13) financial reporting of the Bank;
- 14) other documents in accordance with the decisions of the General Meeting of Shareholders or the Board of Directors of the Bank.

79. Information to be provided to shareholders of the Bank in accordance with the law, the Bank's Charter and this Code shall be submitted to the holders of depositary receipts for shares of the Bank through the depositary bank.

§ 2. Procedure for Receipt of Information

80. To receive documents which do not form commercial secret of the Bank, the shareholder shall send to the Chairman of the Board's name a written request indicating the title of documents and the date as of which they are made (should be made) with which the shareholder would like to familiarize or to obtain copies (notarized extracts thereof) indicating the address to which they should be delivered.

Written request of the shareholder to provide documents shall be subject to consideration by the Bank within 10 calendar days from the date of receipt of this request to the Bank. Within this period the Bank shall notify the shareholder (applicant) on results of the submitted request.

Upon written request of the shareholder the Bank shall provide to him/her with copies of the Charter and amendments thereto within three business days of receipt of such request.

The Bank shall establish the fee for providing copies of documents, which cannot exceed the price of making copies of documents and payment of costs associated with the delivery of documents to the shareholder, as well as payment for services of the independent registrar.

81. Under the decision of the Board of Directors of the Bank access to documents of confidential nature and of commercial or any other legally protected secret may be limited.

82. To obtain information that constitutes subject of the trade secret, shareholder of the Bank shall:

- 1) send to the Chairman of the Board's name a written request indicating the title of documents and the date as of which they are made (should be made) with which the shareholder would like to familiarize or to obtain copies and justification on the need to provide and scope of the requested information ;

- 2) the Chairman of the Board shall consider the request subject to possibility of provision of the requested information by the shareholder and the type of documents submitted (copy thereof, certified extract from a document, etc.) and forms of presentation of the information requested. In the event if the Chairman of the Board makes decision to provide the requested information, a relevant structural unit shall report to the shareholder the time and address of possible familiarization with documents or the price of costs for making copies of documents (notarized extracts thereof, etc.) and sending or delivering it to the shareholder, as well as details to which the shareholder must pay the price of these costs and submit to the Bank signed non-disclosure of trade secret agreement;

- 3) within five business days from the date of receipt of money for payment of postage costs and the Bank's costs for making copies and non-disclosure of trade secrets agreement signed by the shareholder, the Bank shall send by registered mail or personally in hand copies of the shareholder's requested documents (notarized extracts thereof).

In the event of failure to sign the above mentioned non-disclosure of trade secret agreement, the requested information and documents shall not be submitted by the Bank.

83. Should the Chairman of the Board of the Bank make decision on refusal to provide the shareholder with the information requested, the relevant structural unit shall send to the shareholder notice outlining reasons and motives for refusal.

Chapter 9. Control Over Financial and Economic Activities

84. The Bank shall form an adequate system of risk management and internal control over financial and economic activities, providing for application of risk controls methods to ensure effective determination, evaluation and limitation of risks of the Bank subject to the type and scope of transactions.

85. The work of the internal control system shall ensure implementation by the Bank of long-term objectives of profitability and shall maintain a reliable system of financial and management reporting, promoting compliance of the law of the Republic of Kazakhstan and normative legal acts of state bodies of the Republic of Kazakhstan, policies of the Bank, the Bank's internal regulations, reduction of the risk of loss and maintenance of the Bank's reputation.

86. Evaluation of adequacy and effectiveness of the internal control systems of the Bank by the special body – the Internal Audit Service, as well as by independent auditing firm.

§ 1. The Internal Audit Service

87. The Internal Audit Service - a unit of the Bank implementing objective evaluation of financial and economic activities and activities of the units of the Bank, as well as evaluation and provision of recommendations to improve risk management and internal control of the Bank.

88. The purpose of internal audit is to evaluate adequacy and effectiveness of internal control and risk management in all aspects of the Bank's activities; provision of timely and reliable information on status of assigned functions and tasks by units of the Bank, as well as provision of efficient and effective recommendations for work improvement.

89. Objectives and functions of the Internal Audit Service shall be determined by the legislative acts of the Republic of Kazakhstan and the internal regulations of the Bank.

90. The Internal Audit Service is independent of day-to-day operations of the Bank and has access to all types of operations conducted by the Bank, including its branch offices and subsidiaries. Bank's Internal Audit Service is independent of the activity being audited and the daily internal control procedures.

Employees of the Internal Audit Service cannot be elected to the structure of the Board of Directors and the Board of the Bank.

91. The Internal Audit Service shall report directly to and is accountable to the Board of Directors of the Bank. Procedure for appointment of employees of the Internal Audit Service, the structure and composition of the Internal Audit Service, requirements for its employees shall be determined by the internal regulations of the Bank, approved by the Board of Directors.

92. The list and procedure for provision of necessary information and materials to the Internal Audit Service, as well as limits of liability of officers and employees of the Bank for failure to provide the required information shall be established by the relevant internal regulations of the Bank.

§ 2. External Audit

93. The main objective of audit by external auditor is to verify financial statements of the Bank, risk management systems and obtaining of independent opinion by external auditor in accordance with the international standards and regulations of the authorized state body.

During audit, audit organizations shall make every effort to identify abuse or violations by the Bank to the requirements of the law and bring information on these violations to the attention of the Board of Directors. Control over elimination of such violation shall be the guarantee of elimination and shall ensure accuracy of information provided to shareholders.

94. Determination of audit organization for audit implementation of the Bank refers to the reserved competence of the General Meeting of Shareholders of the Bank.

§ 3. Compliance Service

95. Compliance Service - is an internal service of the Bank consisting of Compliance – controller and Compliance participants, the reserved competence of which is implementation of

internal control over compliance with the requirements of the laws of the Republic of Kazakhstan, including the regulations of authorized state bodies as well as internal regulations of the Bank.

96. Compliance Service together with the Board of the Bank shall:

1) annually identify and evaluate problems of risk-compliance and approve Action plan for elimination, containing defects in the management of risk - compliance, the need for internal processing of legal regulatory documents for effective management of risk – compliance;

2) annually inform the Board of Directors on effectiveness of management of risk - compliance;

3) promptly inform the Board of Directors of any transactions that may lead to loss or loss of goodwill as a result of failure to comply with the laws of the Republic of Kazakhstan.

97. Objectives and functions the Compliance Service shall be determined by the legislative acts of the Republic of Kazakhstan and the internal regulations of the Bank.

98. The Compliance Service shall interact with the Internal Audit Service through exchange of information and implementation of joint audits of activities of the units of the Bank.

99. The Compliance Services has access to any information necessary for implementation of functions for management of risk-compliance, within the powers conferred upon it by the laws of the Republic of Kazakhstan and the internal regulations of the Bank.

Chapter 10. Dividends Policy

100. Dividends are an integral part of existence and development of joint stock companies. Optimization of the Dividend Policy along with the improved financial status is one of the key points of the overall financial strategy of the Bank, instrument for raising investment attractiveness of the Bank and the status indicator for investors. Smart dividend policy and maximum awareness of investors is a key factor in the long-term development of the Bank.

101. The main objective of the Dividend Policy is facilitation of the welfare growth of the Bank's shareholders through:

1) gradual growth of dividends on the Bank's shares.

To implement this objective the Bank shall strive to ensure gradual growth of net income (profit) of the Bank, which will allow gradual increase in the amount of dividends paid by allocation of net income (profit) of the Bank to this end;

2) establish necessary conditions for timely and full receipt of dividends by shareholders of the Bank.

The Bank shall provide necessary conditions for timely and full receipt of dividends by shareholders by determining at the General Meeting of Shareholders the date of payment of dividends, addresses where shareholders can receive dividends, the amount of dividends payable and other parameters.

§ 1. Procedure for Dividends Payment on the Banks' Shares

102. The General Meeting of Shareholders of the Bank shall approve the procedure for distribution of the Bank's net income for the reporting financial year, shall make decisions on payment of dividends on ordinary shares and the amount of dividend payable upon the year's results per ordinary share of the Bank shall be approved.

103. Dividends on shares of the Bank shall be paid in cash or in securities of the Bank, provided that the decision on payment of dividends was adopted at the General Meeting of Shareholders by a simple majority of voting shares of the Bank.

Payment of dividends on shares of the Bank in its securities shall be permitted only under the condition that such payment is made by declared shares of the Bank and issued bonds upon written consent of the shareholder.

The list of shareholders entitled to receive dividends shall be made on the date preceding the date of commencement of dividends payments.

104. Payment of dividends on shares of the Bank may be made upon the results of the quarter, half year or year.

Decision on payment of dividends on ordinary shares of the Bank upon results of the year shall be made by the annual General Meeting of Shareholders.

The General Meeting of Shareholders of the Bank may decide not to pay dividends on ordinary shares of the Bank with its compulsory publication in the media within ten business days from the date of such decision-making.

Prospectus of shares issue can determine other frequency for dividends payment.

105. Within ten business days from the date of the decision-making on payment of dividends on ordinary shares of the Bank, such decision shall be published in the media.

Decision on payment of dividends on ordinary shares of the Bank shall contain the following information:

- 1) name, address, bank and other details of the Bank;
- 2) period for which dividends are paid;
- 3) amount of dividends per one ordinary share;
- 4) the date of commencement of dividends payment;
- 5) procedure and form of dividends payment.

106. Dividends are not distributed or not paid on shares that have not be placed or have been purchased by the Bank itself and if the court or the General Meeting of Shareholders made decision on liquidation of the Bank.

Distribution of dividends on ordinary shares of the Bank shall not be allowed:

- 1) with negative amount of equity capital or if the amount of the Bank's equity capital will become negative as a result of dividends distribution on its shares;
- 2) if the Bank meets the criteria of insolvency or bankruptcy in accordance with the law on bankruptcy of the Republic of Kazakhstan or the specified criteria will arise at the Bank as a result of dividends distribution on its shares.

107. Shareholder may demand payment of unclaimed dividends regardless of the term indebtedness of the Bank.

In the event of failure to pay dividends within the period prescribed for their payment, the shareholder shall be paid the principal amount of dividends and penalty calculated on the basis of the official refinancing rate of the National Bank of the Republic of Kazakhstan on the day of performance of monetary obligation or a part thereof.

§ 2. Payment of Dividends in Securities

108. Shareholder of the Bank who desires to receive dividends in securities shall submit the written request to the Bank containing consent to receive dividends in securities of the Bank.

109. Calculation of the amount of securities to be paid in the form of dividends shall be made based on the amount of dividend per one share established by the General Meeting of Shareholders (on ordinary shares), subject to income taxation on securities under the tax laws of the Republic of Kazakhstan.

110. In the event of excess of amount of securities claimed by the Bank's shareholders for receipt as dividends over the amount of securities which are held by the Bank, payment of dividends to shareholders by the specified securities shall be made in proportion to the owned shares of the Bank. Part of the dividends not paid in securities shall be paid in cash.

111. Transfer of securities to be paid in the form of dividends to accounts of shareholders shall be made in the procedure determined by the laws of the Republic of Kazakhstan.

Chapter 11. Personnel Policy

112. The system of corporate governance is designed to promote strict performance of labor laws of the Republic of Kazakhstan

113. One of the priorities in the Bank's activities is the organization of training and improvement of skills of employees. The Bank shall establish conditions for improvement of personnel's professional knowledge, practical skills, enhance professional skills and qualifications. The Bank shall provide to each employee regardless of age, sex, national origin, religion, origin and social status equal opportunities for professional, career and personal growth.

The Bank shall follow the principle for preservation of jobs and improvement of labor conditions.

114. The Bank operates the system of material incentives, which is designed to help achieve the following goals

- 1) improvement of performance indicators of the Bank by raising the interest of employees in the final result;
- 2) remuneration of employees based on their productivity and contribution to performance of objectives of the Bank;
- 3) formation of the principles of teamwork, responsibility for the overall results;
- 4) encourage initiative of employees.

115. Each employee of the Bank is known with prospective vision of the Bank, its objectives and strategies. Each employee of the Bank shall accept personal responsibility for decisions, actions, and received personal results, for the results of activities of the Bank.

116. The Bank shall establish trust, openness, support and mutual respect environment. The Bank shall provide employees with safe working conditions necessary to achieve results, promote proper rest and support health care of employees.

117. The Bank shall provide additional social benefits, depending on capacity of the Bank in excess of the required minimum guaranteed by the labor laws of the Republic of Kazakhstan.

Chapter 12. Environmental Protection

118. Modern development of business activity in the world is characterized by increasing importance of environmental issues. Status of environmental protection becomes the relevant criteria in assessing performance of the Bank.

In its activities, the Bank shall follow the principles of the most careful and rational relationship to the environment.

Chapter 13. Conflicts of Corporate Governance

119. Given the importance of maintaining good reputation of the Bank and extreme undesirability of corporate disputes, the Bank considers it is necessary to develop mechanisms for prevention and settlement of corporate conflicts.

§ 1. General Provisions

120. In the event of corporate conflict, the Bank as soon as possible shall determine its position in relation to the conflict arisen and shall take appropriate action and communicate it to the attention of the shareholders.

In determining of its position the Bank shall be based on the norms of the laws of the Republic of Kazakhstan and shall ensure a reasonable combination of interests of the Bank and of all its shareholders.

121. If necessary, the Bank shall provide to the party of conflict, the court or authorized body and other state bodies the information needed to clarify the actual situation of conflict and settlement measures in the manner established by the Bank's Charter, this Code and the Bank's internal documents.

122. The Bank shall use all its best efforts to settle the corporate conflict and provide shareholders with the opportunity to exercise and protect their rights. In the event of forced refusal to satisfy the request of the shareholder, the Bank shall strictly ground on provisions of effective laws.

123. Competence of the bodies of the Bank in relation to consideration of the corporate conflicts shall be delimited according to attribution of an issue of the corporate conflict to the competence of any body of the Bank.

124. In the event of conflict interest between the shareholders that could affect interests of the Bank, the Bank may address the parties of the conflict for the Bank's participation in the process of settlement as a mediator between the parties. In addition, the Bank may offer himself as a consultant

and provide the parties with necessary information and documents, advice on effective laws, provisions of the Bank's internal documents.

§ 2. The Procedure for Determining Positions of the Bank on Corporate Conflict

125. In the event of corporate conflicts the participants shall seek ways for settlement through negotiation in order to ensure effective protection of both shareholder's rights and business reputation of the Bank.

In event of a corporate conflict or situation that could lead to the corporate conflict, the relevant structural unit by not later than three business days shall present this issue for consideration by the Board of the Bank enclosing with documents and explanations necessary to make the informed decision and determine the position of the Bank.

126. In the event, if the issue in respect of which the corporate conflict could arise or has arisen, refers to the competence of the Board of Directors, the Board of the Bank having considered the relevant documents and having formulated its position on this issue shall motion approval of the Bank's position to the Board of Directors of the Bank.

127. The Board of Directors, having considered the motion of the Board, may adopt one of the following decisions:

1) to approve the Bank's position proposed by the Board;

2) refuse to satisfy the Bank's position proposed by the Board and to determine another Bank's position on the issue of the corporate conflict.

128. In consideration of the issue for determination of the Bank's position on the corporate conflict, members of the Board or the Board of Directors of the Bank, which are:

1) a party of the conflict;

2) an affiliate of the party of the conflict

should not be involved.

129. The position of the Bank on the corporate conflict should be brought to the attention of the parties (a party) of the conflict of the Bank's shareholders within 3 business days from the date of determination of the Bank's position.

130. In the event if the Bank is a party to the conflict, the Board or the Board of Directors of the Bank in determining the Bank's position on the issue of the corporate conflict shall approve the list of Bank's actions to settle the conflict. With the consent of the shareholders who are parties to the corporate conflict, the Board and (or) the Board of Directors (their members) can participate in negotiations between the shareholders, present relating to the conflict information and documents to the shareholders, explain norms of the effective laws of the Republic of Kazakhstan and provisions of internal rules of the Bank, provide advice and recommendations to the shareholders, prepare drafts documents on the conflict settlement for signature by the shareholders, on behalf of the Bank, within their competence, assume obligations to the shareholders to the extent that it can contribute to the conflict settlement.

131. Upon the results of the corporate conflict settlement, the Bank may sign agreement for conflict settlement.

Chapter 14. Final Provisions

132. This Code shall come into effect after approval by the General Meeting of Shareholders of the Bank.

133. Provisions of this Code shall be binding for the Bank's shareholders, officers and employees of the Bank.

134. Persons who have violated provisions of this Code shall be held liable in accordance with the laws of the Republic of Kazakhstan.

M.A. Koshkinbayeva

Chairman of the Board