

**MINUTES**  
**of the Extraordinary General Meeting of Shareholders of JSC "Bayan Sulu"**

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Kostanay

January 14, 2014

Full name and location of the Company's Executive Body: Board of Joint Stock Company "Bayan Sulu", Kostanay province, Kostanay, 198 Borodin St.

Date of the Extraordinary General Meeting: January 14, 2014

Venue of the Extraordinary General Meeting: Kostanay,  
198 Borodin St., Administration building, Assembly Hall.

Time of the Extraordinary General Meeting: start time: 5.30 pm  
end time: 6.10 pm

Shareholders of the Company who came to attend the Extraordinary General Meeting have been duly registered.

The Extraordinary General Meeting of Shareholders was opened by the Board member, Chairman of the Board - President of the Company Mr. V.A. Trayber:

- " Dear attendees, let me proceed with the Meeting.

The decision to hold an Extraordinary General Meeting of Shareholders was taken by the Company's Board of Directors on December 6, 2013, protocol number 22, and Shareholders have been notified in the manner prescribed by RoK Law "On Joint Stock Companies", the Charter of the Company and regulation of the authorized body: information concerning the convening of the Annual General Meeting, date, time, venue, and agenda were posted in the web on resources of the Financial Statements Depository on December 9, 2013, the Kazakhstan Stock Exchange and the Company's corporate website on December 10, 2013.

According to information provided by the Company's registrar - JSC "Integrated Securities Registrar", as of December 9, 2013 - the date of listing Shareholders entitled to attend the General Meeting of Shareholders, the total number of outstanding common shares of the Company was 44 660 000.

According to paragraph 1, Article 45 of the RoK Law "On Joint Stock Companies", the General Meeting of Shareholders shall be entitled to review and decide on the agenda items provided that at the end of registration of Meeting participants, the Shareholders or their representatives included in the list of Shareholders entitled to participate in the Meeting and vote on it, holding in aggregate fifty percent or more of the voting shares, have been duly registered.

The registration and counting of attendees, identification of the quorum, counting of votes on the agenda shall be ensured by the Counting Committee, which composition represented by the Chairman - Ms. S.P. Kolomeitseva, Committee members - Ms. A.A. Laykonina and T.V. Grunyova, and the term of office - until the next Annual General Meeting of Shareholders inclusive, are determined by the Annual General Meeting of shareholders on June 24, 2013.

According to the information of Counting Committee, at the end of registration there was one (1) registered and present Shareholder acting through their

representative, included in the list of Shareholders entitled to participate in the Meeting and vote on it, owning a total of 37 499 769 (thirty-seven million four hundred ninety-nine thousand seven hundred sixty nine) common shares representing 83.9672 percent of the voting shares of the Company.

Thus, considering the above registration results, it can be stated that the quorum conditions are met, this Meeting is entitled to review and decide on the agenda items.

The Board of Directors informs that no proposals to amend the agenda have been received.

To conduct the Extraordinary General Meeting of Shareholders, a chairman and secretary of the Meeting have to be elected.

In voting on the election of the chairman and secretary of the Meeting, each shareholder has one vote, and the decision is taken by a simple majority vote of those present.

I propose to elect the representative of a major shareholder of the Company - "KazFoodProducts" LLP, Mr. Kanat Akimzhanovich Ateybekov as the Chairman of the Meeting, and the Corporate Secretary, Ms. Svetlana Vasilyevna Zaitseva as the Secretary of the Meeting.

If no other proposals are made, please vote."

**This proposal is put to vote.**

Total number of votes of present Shareholders - 1

**Voting results:**

"For" - one (1) vote

"Against" - none

"Abstain" - none.

**Decision taken:**

To elect the representative of a major shareholder of the Company - "KazFoodProducts" LLP, Mr. Kanat Akimzhanovich Ateybekov as the Chairman of the Extraordinary General Meeting of Shareholders, and the Corporate Secretary, Ms. Svetlana Vasilyevna Zaitseva as the Secretary of the Meeting.

Further, let the Chairman of the Meeting - Mr. Kanat Akimzhanovich Ateybekov speak.

Chairman of the Meeting, Mr. K.A. Ateybekov:

- "Based on the decision of the Board of Directors on December 6 2013, the following item has been included into the agenda of the Extraordinary General Meetings of Shareholders:

*Selection of an audit organization to conduct the audit of JSC "Bayan Sulu".*

As has already been said by the member of the Board, Chairman of the Board - President of the Company, Mr. V.A. Trayber, no proposals to amend the agenda have been received by the Board of Directors.

I propose to choose an open vote as the voting form and approve the above agenda of the Extraordinary General Meeting of Shareholders.

According to the legislation, decisions on these issues and on the agenda item shall be taken by a simple majority of the total number of voting shares participating in the vote; voting is to be by the principle of "one share - one vote".

I put these proposals to the vote."

Total number of voting shares participating in vote – 37 499 769

**Voting results:**

"For" – 37 499 769 votes

"Against" - none

"Abstain" - none.

**Decision taken:**

1. Choose open vote as the voting form.

Total number of voting shares participating in vote – 37 499 769

**Voting results:**

"For" votes -37 499 769

"Against" - none

"Abstain" - none.

**Decision taken:**

To approve the agenda of the Extraordinary General Meeting of Shareholders:  
*Selection of an audit organization to conduct the audit of JSC "Bayan Sulu".*

Chairman of the Meeting, Mr. K.A. Ateybekov, proposed to consider the agenda item:

As to the agenda item "*Selection of an audit organization to conduct the audit of JSC "Bayan Sulu"*", the right to speak has been provided to the member of the Board of Directors, Chairman of the Board - President of the Company, Mr. V.A. Trayber.

V.A. Trayber: - " Since JSC "Bayan Sulu" is a listed company, which issued shares are included in the second (highest) category of "shares" segment of the official list of JSC "Kazakhstan Stock Exchange", the Board of Directors proposes to determine the auditing organization for auditing the financial statements of the Company and related information, and elect "ALMIR CONSULTING" LLP as auditing organization, which is included in the List of First Tier Auditing Organizations recognized by the Stock Exchange and satisfying the qualification requirements for the audit of issuers which securities are included in the official list of the second category of "shares" segment.

No other proposals have been received and the Chairman of the Meeting, Mr. K.A. Ateybekov has put the proposal to a vote.

Total number of voting shares participating in vote – 37 499 769

**Voting results:**

"For" – 37 499 769 votes

"Against" - none

"Abstain" - none.

**Decision taken:**

To elect "ALMIR CONSULTING" LLP as the auditing organization to conduct the audit of JSC "Bayan Sulu".

In conclusion, the Chairman of the Meeting, Mr. K.A. Ateybekov said that the item on the agenda is considered, the decision is taken and the Meeting is declared closed.

Chairman of the Meeting: \_\_\_\_\_ K.A. Ateybekov

Secretary of the Meeting: \_\_\_\_\_ S.V. Zaitseva

Chairman of the Counting Committee \_\_\_\_\_ S.P. Kolomeitseva

Members of the Counting Committee: \_\_\_\_\_ A.A. Laykonina

\_\_\_\_\_ T.V. Grunyova

Shareholders holding ten  
and more percent of voting  
shares:

"KazFoodProducts" LLP (83.9672%) \_\_\_\_\_ K.A. Ateybekov

(By Power of Attorney No1.dd. January 10, 2014)

Председатель Правления  
Президент



Трайбер В.А.

*С.А.А.*  
15.01.14.