

**Minutes of
the meeting of Counting Board
regarding counting of the votes of extraordinary general meeting of JSC Bank CenterCredit
shareholders by absentee voting**

**Almaty city
38, Al-Farabi Av.**

October 29, 2013

Counting Board is comprised of:

Chairman of the Board
Member of the Board:

O.V.Sviridova

A.N.Bikov
D.N.Idayatova
O.G.Kashtanova
M.V.Timchenko

The Counting Board elected by the Annual general meeting of JSC Bank CenterCredit shareholders on 27.04.2012 has counted votes of shareholders, who took part in extraordinary general meeting of shareholders by absentee voting.

Agenda of the meeting:

1. Change of composition of the Board of Directors of JSC Bank CenterCredit
2. Amendments to Articles of Associations of JSC Bank CenterCredit.

In accordance with BoD Resolution of the Bank No.107 dated August 29, 2013 the list of shareholders with right to take part in general meeting of shareholders by absentee voting and to vote in it was drafted by JSC Integrated securities registrar as of September 3, 2013. Amount of shareholders is 1 2013. Amount of voting shares is 162 323 128.

72 shareholders and their legal representatives took part in voting, which amounts to 139 607 841 votes comprising 86% of total voting shares of the company. The quorum was reached.

83 ballots were received in total, 11 of which hadn't been accounted during vote counting due to the following reasons:

Registration number	Receipt date	Full name, entity's name	Notes
17	23.09.2013	Anuarbek A.Kaliyev	It was impossible to identify the shareholder due to different IDs in the list of shareholders with right to take part in general meeting of shareholders drafted by JSC Integrated securities registrar and in ballot presented
18	23.09.2013	Kanat S.Manakayev	It was impossible to identify the shareholder due to different IDs in the list of shareholders with right to take part in general meeting of shareholders drafted by JSC Integrated securities registrar and in ballot presented
19	23.09.2013	JSC Tsesna-Capital	Ballot presented was not sealed by the legal entity, statement of the legal entity on compliance with requirements of p.5, Article 17 of the Law of the Republic of Kazakhstan "On banks and bank activity in the Republic of Kazakhstan" was not signed and sealed by the legal entity.

20	23.09.2013	Svetlana M.Yelesheva	It was impossible to identify the shareholder due to different IDs in the list of shareholders with right to take part in general meeting of shareholders drafted by JSC Integrated securities registrar and in ballot presented
45	26.09.2013	Lyudmila S.Kravchenko	It was impossible to identify the shareholder due to different IDs in the list of shareholders with right to take part in general meeting of shareholders drafted by JSC Integrated securities registrar and in ballot presented
47	27.09.2013	“Academy of Economics and Management – Eurasian institute of market” LLP	Absent in the shareholders’ list
48	27.09.2013	Saule B.Zhumagulova	It was impossible to identify the shareholder due to different IDs in the list of shareholders with right to take part in general meeting of shareholders drafted by JSC Integrated securities registrar and in ballot presented
53	01.10.2013	Yerlan B.Sergebayev	It was impossible to identify the shareholder due to different IDs in the list of shareholders with right to take part in general meeting of shareholders drafted by JSC Integrated securities registrar and in ballot presented
55	01.10.2013	Umitzhan S.Syzdykova	It was impossible to identify the shareholder due to different IDs in the list of shareholders with right to take part in general meeting of shareholders drafted by JSC Integrated securities registrar and in ballot presented
66	04.10.2013	Sergey I.Dorozhkin	It was impossible to identify the shareholder due to different IDs in the list of shareholders with right to take part in general meeting of shareholders drafted by JSC Integrated securities registrar and in ballot presented
81	22.10.2013	Sherizdyan S.Akshalov	It was impossible to identify the shareholder due to different IDs in the list of shareholders with right to take part in general meeting of shareholders drafted by JSC Integrated securities registrar and in ballot presented

1. Changes in composition of the Board of Directors of JSC Bank CenterCredit

Pursuant to Article 54 of the Law of the Republic of Kazakhstan “On Joint Stock companies” election of BoD members shall be carried out by accumulative voting using ballots, except for cases when one candidate stands for election as a member of the Board of Directors. Since one candidate is standing for election as a member of the Board of Directors there was no accumulative voting carried out.

Results of voting:

«for» - 139 312 403 votes
«against» - 185 votes
«abstained» - 295 253 votes

In accordance with voting results it has been resolved by the majority of votes:

To elect Mr. Kwon, Oh-Ki as an Independent director, member of the Board of Directors, with term of office expiring on the date of annual general shareholders' meeting in 2017 inclusively.

2. Introduction of amendments into the Articles of Association of JSC Bank CenterCredit

Results of voting:

«for»	-	139 607 656 votes
«against»	-	185 votes
«abstained»	-	0 votes

Pursuant to p.2, article 36 of the Law of the Republic of Kazakhstan "On Joint Stock companies" resolution of this issue shall be taken by qualified majority of total amount of voting shares.

In accordance with voting results it has been resolved by the qualified majority of votes:

To introduce amendments to the Articles of Association of JSC Bank CenterCredit and authorize Mr. Vladislav S.Lee., Chairman of the Management Board, to sign the amended text to the Articles of Association of JSC Bank CenterCredit.

Amendments to Articles of Association are attached to this Minutes.

Chairman of the Board
Member of the Board:

O.V.Sviridova

A.N.Bikov
D.N.Idayatova
O.G.Kashtanova
M.V.Timchenko