

**EXTRACT FROM MINUTES # 1
of Extraordinary General Meeting of Shareholders
of Eximbank Kazakhstan Joint-Stock Company**

The full name of the Company is the Eximbank Kazakhstan Joint-Stock Company (hereinafter – Eximbank Kazakhstan JSC or the «Bank»).

Location of Eximbank Kazakhstan JSC (its executive body) and place of holding the Meeting: conference hall, floor 5, 80, Bogenbai Batyr Str., Almaty 050010, Republic of Kazakhstan.

Date and time of holding the Meeting: March 28, 2013, beginning: 12-00 am, ending: 12-50 pm.

According to the list of shareholders as of February 26, 2013 submitted to Uniform Register of Securities JSC, 15 shareholders having ordinary voting shares of the Bank have the right to participate in voting at the General Meeting of Shareholders. Total 9,700,000 ordinary shares have been distributed by the Bank, among them 9,476, 149 ordinary voting shares (223,851 ordinary shares redeemed by the issuer do not vote).

At the Extraordinary General Meeting of Shareholders of Eximbank Kazakhstan JSC (hereinafter – the «Meeting»), the following persons were registered and present:

I. Shareholders and Representatives of the Shareholders of the Bank:

Item	Shareholder	Authorized Representative	Number of the available voting shares
1	Central-Asian Power-Energy Company JSC (CAPEC JSC)	Representative Zabereznii Dmitriy Anatolyevich (Power of attorney # 94 of 27.03.2013)	2,368,090 voting shares (24.9900 %)
2	ASTANA Pension Savings Fund JSC	Representative Beissebayeva Gulmira Sarsebekovna (Proxy # 66 of 19.03.2013)	947,581 voting shares (9.9996 %)
3	Ular Umit Pension Savings Fund JSC	Representative Toguzbayev Yerkebulan Meirhanovich (Power of Attorney # 15-06/72 dated 27.03.2013)	197,000 voting shares (2.0789%)
4	Kazdieselastyk LLP	Representative Radchenko Rada Jakovlevna (Power of Attorney # 115 of 26.03.2013)	599,530 voting shares (6,3267 %)
5	AG Invest LLP	Director Guryeva Olga Yevgenyevna	898,118 voting shares (9.4776%)
6	Alatau KazTechnoKom LLP	Director Shahmardanova Tiyshy Satybaldinovna	657,335 voting shares (6.9367%)
7	Impulse-R LLP	Director Kassymova Kamilla Maratovna	921,112 voting shares (9.7203 %)
8	Investment Technologies Company LLP	Representative Alimbekova Ainur Serikovna (Power of Attorney # 05 of 26.03.2013)	282,560 voting shares (2.9818%)
9	Kontur RK LLP	Director Alimbayeva Leila Bekymovna	121,594 voting shares (1.2831%)
10	TrustTechnoInvest LLP	Director Baiduissenova Gulfruz Yelamanovna	920,200 voting shares (9.7106 %)

11	Centerstroyenergo LLP	Director Shakenova Aigul Mauletovna	927, 095 voting shares (9.7834 %)
	TOTAL	8,840,215	93.2891%

Total 11 representatives of the shareholders holding together **8 840 215** (eight million eight hundred forty thousand two hundred and fifteen) ordinary shares in Eximbank Kazakhstan amounting to **93.2891 %** of voting shares of the Company. The quorum to open and hold the Meeting is secured.

II. Representatives of the Executive Body of the Bank:

1. Deputy Chairman of the Management Board of the Bank Mrs. Rimer N.G.
2. Advisor of the Chairman of the Management Board Mr. Chuvashov Ye.V.

Results of voting upon the 1st issue of the agenda: «For» - was voted by participating representatives of 8 Shareholders taking no interest in the settlement of the considered transaction and holding together ordinary shares of the Bank at the amount of 5,327,544 (Five Million Three Hundred Twenty Seven Thousand Five Hundred and Forty Four), that comes to 56.2205% of the total number of voting shares of the Bank.

«Against» - none.

«Abstention» - the sole representative of the shareholder having ordinary shares of the Bank at the amount of 197,000 pieces, that comes to 2.0789% of the total number of voting shares of the Bank.

The total number of shareholders of the Bank taking no interest in the considered transactions upon crediting, including 4 shareholders being absent at the Meeting, comes to total 13 shareholders having in aggregate 6,160,478 pieces of voting shares of the Bank. Among them “For” was voted by 8 participating representatives of shareholders having in aggregate 5,327,544 votes, that comes to 86.4793% of the total number of voting shares, which belong to all shareholders of the Bank taking no interest in the transactions.

A resolution was passed by majority of votes of the Bank shareholders taking no interest. The results of voting and the resolution so passed were announced to the Shareholders.

Resolution:

To approve conclusion of the transactions by Eximbank Kazakhstan JSC with the persons related to the Bank with special relations – iPoint Kazakhstan LLP and Central-Asian Power-Energy Company JSC (CAPEC JSC) - for introduction of alterations in terms of crediting iPoint Kazakhstan LLP under the Agreement for Opening of Credit Line.

Results of voting upon the 2nd issue: «For» - was voted by participating representatives of 8 Shareholders taking no interest in the settlement of the considered transaction and holding together ordinary shares of the Bank at the amount of 5,327,544 (Five Million Three Hundred Twenty Seven Thousand Five Hundred and Forty Four), that comes to 56.2205% of the total number of voting shares of the Bank.

«Against» - none.

«Abstention» - the sole representative of the shareholder having ordinary shares of the Bank at the amount of 197,000 pieces, that comes to 2.0789% of the total number of voting shares of the Bank.

The total number of shareholders of the Bank taking no interest in the considered transactions upon crediting, including 4 shareholders being absent at the Meeting, comes to total 13 shareholders having in aggregate 6,160,478 pieces of voting shares of the Bank. Among them “For” was voted by 8 participating representatives of shareholders having in aggregate 5,327,544 votes, that comes to 86.4793% of the total number of voting shares, which belong to all shareholders of the Bank taking no interest in the transactions.

A resolution was passed by majority of votes of the Bank shareholders taking no interest. The results of voting and the resolution so passed were announced to the Shareholders.

Resolution:

- 1. To approve conclusion of the transactions by Eximbank Kazakhstan JSC with the persons related to the Bank with special relations – Akmolinsk Distributing Electronetwork Company JSC and Central-Asian Power-Energy Company JSC (CAPEC JSC) - for introduction of alterations in terms of crediting Akmolinsk Distributing Electronetwork Company JSC under the Agreement for Opening of Credit Line and Agreement on Pledging Monies (Pledge).**
- 2. To approve conclusion of the transactions by Eximbank Kazakhstan JSC with the persons related to the Bank with special relations – Astana Energosbyt LLP and Central-Asian Power - Energy Company JSC (CAPEC JSC) - for introduction of alterations in terms of crediting Astana Energosbyt LLP under the Agreement for Opening of Credit Line**

Results of voting upon the 3rd issue: «For» - was voted by participating representatives of 8 Shareholders taking no interest in the settlement of the considered transaction and holding together ordinary shares of the Bank at the amount of 5,327,544 (Five Million Three Hundred Twenty Seven Thousand Five Hundred and Forty Four), that comes to 56.2205% of the total number of voting shares of the Bank.

«Against» - none.

«Abstention» - the sole representative of the shareholder having ordinary shares of the Bank at the amount of 197,000 pieces, that comes to 2.0789% of the total number of voting shares of the Bank.

The total number of shareholders of the Bank taking no interest in the considered transactions upon crediting, including 4 shareholders being absent at the Meeting, comes to total 13 shareholders having in aggregate 6,160,478 pieces of voting shares of the Bank. Among them “For” was voted by 8 participating representatives of shareholders having in aggregate 5,327,544 votes, that comes to 86.4793% of the total number of voting shares, which belong to all shareholders of the Bank taking no interest in the transactions.

A resolution was passed by majority of votes of the Bank shareholders taking no interest. The results of voting and the resolution so passed were announced to the Shareholders.

Resolution:

- 1. To approve conclusion of the transactions by Eximbank Kazakhstan JSC with the persons related to the Bank with special relations – Mr. Klebanov A.Ya. and Central-Asian Power-Energy Company JSC (CAPEC JSC) - for introduction of alterations in terms of crediting Mr. Klebanov A.Ya. under the Agreement for Opening of Credit Line.**

Signatures of the authorized persons:

Chairman of the Meeting /signature/ **Zaberezniy D.A.**

Secretary of the Meeting /signature/ **Alimbekova A.S.**

Signatures of the representatives of the shareholders holding ten or more percent of voting shares in Eximbank Kazakhstan JSC:

**For and on behalf of
the Central-Asian Power-Energy
Company» JSC** /signature/ **D.A. Zaberezniy**

TRUE EXTRACT:
Chairman of the Board
of Eximbank Kazakhstan JSC

D.A. Prikhozhan