

**Agreed  
with Agency of the Republic of Kazakhstan  
on Regulation and Supervision  
of Financial Markets and Financial Organizations  
Chairman (Deputy Chairman)**

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**AMENDMENTS AND SUPPLEMENTS  
TO THE CHARTER  
OF JOINT STOCK COMPANY  
“HALYK SAVINGS BANK OF KAZAKHSTAN”**

**Approved by  
Resolution of General shareholders' meeting  
(minutes No. 29 dated 21 April 2011)**

**Almaty, 2011**

1. In Article 18 of the Charter:

1) paragraph 1 shall be supplemented with subparagraph 7-1) to read as follows:

“7-1) when holding independently or jointly with other shareholders five and more percent of voting shares of the Bank, to address courts of justice on their behalf in cases stipulated by the Law;”;

2) paragraph 3 shall be supplemented with subparagraph 5) to read as follows:

“5) to address courts of justice on their behalf in cases and order stipulated by the Law.”.

2. In Article 28 of the Charter:

In paragraph 3:

in part two words “part one” to be excluded;

in part four words “in part one of paragraph 5 of Article 17 of Law on banks:” shall be amended to the words “in paragraph 5 of Article 17 of Law on banks:”.

3. In Article 30 of the Charter:

1) in paragraph 6 words “interests” shall be excluded;

2) paragraph 14 shall be stated to read as follows:

“14. Written notification to members of the Board of Directors on holding a meeting with indication of date, time, place and agenda of the meeting, providing materials related to issues of the meeting of the Board of directors shall be given to members of the Board of Directors by mail, telephone, e-mail or other communication no later than 3 calendar days prior to the meeting of the Board of Directors, unless other term defined by the Chairman of the Board of Directors depending on nature of issues submitted for consideration of the Board of Directors.”;

3) subparagraph 5) of paragraph 18 after words “of voting” shall be supplemented with words to read as follows:

“with recording of voting result of each member of the Board of Directors on each issue of the agenda of the meeting of the Board of Directors”;

4) in paragraph 20 words “(the resolution of the Board of Directors)” shall be replaced with words “(minutes of absentee meeting of the Board of Directors)”;

5) paragraph 21 shall be stated to read as follows:

“21. Minutes of actual and absentee meetings of the Board of Directors shall be stored in the archive of the Bank and submitted by the secretary of the meeting upon demand of any member of the Board of Directors for information and (or) by issuing an extract from minutes of actual and (or) absentee meetings of the Board of Directors certified by the signature of an authorized person of the Bank and seal impression.”.

4. Article 31 of the Charter:

shall be supplemented with paragraph 4-1 to read as follows:

“4-1. The Board of Directors shall:

1) control and if possible eliminate potential conflicts of interests at the level of officials and shareholders, including illegal use of the Bank’s property and abuse under transactions where there is interest;

2) control the efficiency of corporate governance practice in the Bank.”;

5. In Article 32 of the Charter:

1) in paragraph 1 the word “(resolutions)” shall be excluded;

2) in paragraph 4:

word “individual employment agreement” shall be replaced with words “employment agreement”;

words “individual employment agreements” shall be replaced with words “employment agreements”;

3) part three of paragraph 8 shall be stated to read as follows “Resolutions on issues submitted for consideration of the Management Board, can be adopted by absentee voting and recorded in form of minutes of absentee meeting of the Management Board.”;

4) shall be supplemented with paragraph 8-1 to read as follows:

“8-1. Resolutions of the Management Board are recorded by the minutes of actual or absentee meeting which shall be signed by all members of the Management Board who participate at the meeting and in adopting of a decision and contain issues put to vote, and results of voting on these issues including results of voting by each member of the Management Board on each issue.”;

6. Subparagraph 6) of paragraph 2 of Article 33 of the Charter shall be stated to read as follows:

“6) adopts resolutions on purchase and disposal of immovable property”;

7. Article 38 (\*) of the Charter:

1) in paragraph 3:

words “cash flow statement” shall be replaced with words “flow of funds statement”;

words “income statement” shall be replaced with words “statement of profit and loss”;

2) paragraph 3 shall be supplemented with part two to read as follows:

“Information on large transaction and (or) transaction in performance of which there is interest, shall be disclosed in explanatory note to annual financial statements in accordance with international financial reporting standards. Information on transaction on purchase or disposal of property for the amount of ten and more percent of the Bank’s assets, shall include information on parties of the transaction, terms and conditions of the transaction, nature and shares of participation of involved persons as well as other information on transaction.”;

8. Paragraph 2 of Article 40(\*\*) of the Charter:

1) shall be supplemented with subparagraph 3-1) to read as follows:

“3-1) creation of a pledge (surcharge) of the Bank property for the amount five and more percent of the Bank’s assets.”;

2) shall be supplemented with subparagraph 11) to read as follows:

“11) other information affecting interests of its shareholders, in accordance with the Charter of the Bank, as well as prospectus of issuance of the Bank’s shares.”.

9. In Article 41(\*\*\*) of the Charter:

1) in paragraph 1:

subparagraph 5 shall be excluded;

subparagraphs 11) and 13) shall be stated to read as follows:

“11) minutes of general shareholders’ meetings, minutes on results of voting and ballots (including ballots recognized invalid), materials on issues of agenda of general shareholders’ meetings.”;

“13) minutes of meetings of the Board of Directors and ballots (including ballots recognized invalid), materials on issues of the agenda of the Board of Directors.”;

2) in paragraph 4:

in part one words “within 30 days” shall be replaced with words “during ten calendar days from the date of its receipt by the Bank”.

**Authorized person**

**R.U. Dauletova**

Translator’s note:

(\*) Please note that paragraph 38 refers to the original text of the Charter approved on 20.12.2006. In the English version of the Charter as amended on 23.04.2010 “paragraph 38” was re-numbered to “paragraph 37”.

(\*\*) Please note that paragraph 40 refers to the original text of the Charter approved on 20.12.2006. In the English version of the Charter as amended on 23.04.2010 “paragraph 40” was re-numbered to “paragraph 39”.

(\*\*\*) Please note that paragraph 41 refers to the original text of the Charter approved on 20.12.2006. In the English version of the Charter as amended on 23.04.2010 “paragraph 41” was re-numbered to “paragraph 40”.