

UNCERTIFIED TRANSLATION INTO ENGLISH
OF THE CORPORATE GOVERNANCE CODE
OF JSC HALYK BANK AS AMENDED AND
RESTATED AS OF APRIL 23, 2015

CODE OF CORPORATE GOVERNANCE OF JSC HALYK BANK

Chapter 1. General Provisions

1. This Code of Corporate Governance of Joint Stock Company Halyk Savings Bank of Kazakhstan (hereinafter referred as “the Code”) defines general standards and principles applied in the process of governance of Joint Stock Company Halyk Savings Bank of Kazakhstan (hereinafter referred as “the Bank”), including relations among the Board of Directors and the Management Board, shareholders and officers of the Bank, order of functioning and decision-making of the Bank’s bodies.

2. Applying standards of corporate governance aims at protecting interests of the Bank’s shareholders, ensuring high level of business ethics in relations among shareholders, bodies and officers of the Bank, and relations between the Bank (its bodies, officers and employees) and third parties.

3. This Code has been designed in accordance with provisions of the legislation of the Republic of Kazakhstan, recommendations of the authorized state body, the Model Code, corporate governance practices of companies listed on international stock exchanges, rules of ethics and specific conditions of performance of the Bank at the current stage of development.

4. The concepts below shall have the following meanings throughout the Code:

Director	member of the Board of Directors;
Disclosure Rules	Disclosure Rules of Kazakhstan and/or international stock exchanges on which the Bank's securities are admitted to trading in accordance with a resolution of the Bank;
Listing Rules	Listing Rules published by Kazakhstan and/or international stock exchanges on which the Bank's securities are admitted to trading in accordance with a resolution of the Bank;
Model Code	The Code of Corporate Governance approved by the Kazakhstan Council of Issuers on 21 February 2005.
Collective authorised body of the Bank	Committee under the Board of Directors, Management Board, Committee under the Management Board, a group of the Bank’s authorised persons who are responsible for facilitating the performance of the Board of Directors’ duties in accordance with the requirements of the regulatory act concerning the development of the risk management and internal control system and operate on the basis of the Bank's internal document approved by the Board of Directors.

Chapter 2. Principles of Corporate Governance

5. Principles of corporate governance are the fundamentals followed by the Bank in the process of forming, functioning and improving of its corporate governance system.

Corporate governance of the Bank is based, first of all, on consideration of rights and legitimate interests of all its shareholders and the status of the Bank itself. It is aimed at improving the efficiency of the Bank, including growth of assets, job creation

and maintenance of financial stability and profitability of the Bank. The principles of corporate governance, reflected in this Chapter, are aimed at creation of confidence in relations arising in connection with the governance of the Bank.

6. Principle One. Provision of shareholders with a real opportunity to exercise their right to participate in the governance of the Bank.

To effect this principle of corporate governance the Bank:

1) has ensured a reliable and effective system of record in respect of shareholders' title to shares and possibilities of free and quick disposal of such shares. The register of security holders of the Bank is maintained by a registrar;

2) shall observe the order of convocation and holding of general shareholders meetings thereby allowing to notify of a forthcoming general shareholders meeting as many shareholders of the Bank as possible, duly prepare for participation in the general shareholders meeting, and examine the list of persons entitled to participate in the general shareholders meeting. The choice of the place, date and time of the general shareholders meeting is based on shareholders' real and comfortable opportunity to participate in the meeting and exercise their right to govern the Bank, including voting in absentia. The order for convening and holding of general meetings of shareholders is defined by the Charter of the Bank and Chapter 3 of this Code;

3) shall observe conditions established by the legislation of the Republic of Kazakhstan and the Charter of the Bank in respect of candidates to the membership in the Board of Directors of the Bank, also providing a shareholder with an opportunity to self-nominate him/herself to the membership in the Board of Directors on the basis of (i) appropriate regulations related to nomination to the membership in the Board of Directors of the Bank, (ii) establishment of uniform requirements to persons which may be nominated to the membership in the Board of Directors, (iii) mandatory observation of cumulative voting for appointment of Directors, which supports the rights of minority shareholders. The procedure of appointment and functioning of the Board of Directors is stipulated by the Chapter 4 hereof.

7. Principle Two. Provision of the Bank's shareholders with a real opportunity to participate in distribution of net profits of the Bank (receiving of dividends).

To effect this principle of corporate governance the Bank:

1) has established a transparent and understandable mechanism for fixing amounts of dividends and payment thereof; ensures an affordable and simple procedure for receiving of dividends;

2) furnishes the Bank's shareholders with all necessary information regarding the Bank's financial performance in order for the shareholders to be able to judge the possibility of dividend payout.;

3) provides shareholders access to the Bank's financial statements and annual reports, which is regulated by Chapter 8 hereof;

4) applies disciplinary measures, stipulated by legislation and internal rules of the Bank, in respect of officers of the Bank in case of incomplete or delayed payment of declared dividends at the Bank's fault.

The above provisions are reflected in Chapter 9 of this Code and in the Dividend Policy of the Bank approved by the resolution of the Bank's Board of Directors.

8. Principle Three. Ensuring timely and full presentation to the Bank's shareholders of true information regarding the financial position, economic indicators, results of performance and the management structure of the Bank to enable shareholders to take informed decisions

To effect this principle of corporate governance the Bank:

1) provides shareholders with detailed information on each item of the agenda of general shareholders meetings to enable shareholders to have correct (adequate) judgment thereon;

2) includes all necessary information in the annual report submitted to shareholders thereby allowing them to assess the results of performance of the Bank for the year;

3) has established a uniform, precise and affordable procedure for obtaining by the Bank's shareholders of requested information;

4) specifies and observes the procedure of control over use and presentation of confidential information and information constituting commercial and banking secrecy;

5) observes the requirements of the legislation of the Republic of Kazakhstan and the Disclosure Rules regarding the information to be provided to shareholders on a mandatory basis.

The order of exercise of shareholders' right to receive requested information, the information representing banking and commercial secrecy, and the procedure for obtaining such information are governed by the Charter of the Bank, Chapter 7 hereof, and the Regulations on commercial secrecy of the Bank, bank secrecy and other confidential information.

9. Principle Four. Ensuring equal treatment of all categories of shareholders of the Bank.

To effect this principle of corporate governance the Bank:

1) adheres to the position of equal treatment, first of all by the Bank's management, of all categories of shareholders of the Bank;

2) has created necessary conditions for participation of all shareholders in governance of the Bank by casting votes on general shareholders meetings in the order established by the legislation of the Republic of Kazakhstan, the Charter of the Bank and this Code;

3) observes the order for convening and holding general meetings, defined by Chapter 3 of this Code, ensuring reasonable equal opportunity to all persons present at the meeting to express their opinion and ask questions;

4) observes the order for effecting material corporate actions, defined by Chapter 6 of this Code, allowing shareholders to receive full information on such actions and guaranteeing observance of their rights irrespective of the category of shareholder;

5) observes the order of shareholders' equal access to identical information, and uniform order of presentation of information to all categories of shareholders;

6) has established a transparent procedure for selection of officers of the Bank thereby providing all shareholders with all necessary information with respect to such officers;

7) takes all possible measures for settlement of conflicts between bodies of the Bank and its shareholders, and among shareholders, if such conflict affects interests of the Bank.

Provisions which determine the order of exercise of this principle are reflected in this Code.

10. Principle Five. Ensuring maximal transparency of performance of officers of the Bank.

To effect this principle of corporate governance the Bank:

1) has strictly banned fulfillment of operations using insider information;

2) follows the order established by legislative acts in respect of officers' reporting to shareholders;

3) has developed a transparent procedure for selection of Directors and members of the Management Board, in particular, based on recommendations of the Nomination and Remuneration Committee of the Board of Directors ("Nomination and Remuneration Committee") provided in accordance with internal documents of the Bank, which stipulates presentation of the relevant information on these persons to all shareholders.

The order of selection and basic requirements to officers of the Bank and reporting of officers of the Bank shall be governed by the legislation of the Republic of Kazakhstan, the Charter and internal rules of the Bank.

11. Principle Six. Ensuring fulfillment by the Board of Directors of the Bank of strategic management of the company and effective supervision over performance of the executive body of the company, and accountability of Directors to shareholders.

To effect this principle of corporate governance the Bank:

1) has approved, by a resolution of the Board of Directors, the Strategy of the Bank, and ensures effective supervision by the Board of Directors over financial and administrative performance of the Bank;

2) has established requirements to nominees to membership in the Board of Directors of the Bank, which allow to appoint Directors that shall ensure most effective fulfillment of the functions conferred on the Board of Directors;

3) has established a well-regulated procedure that ensures active participation of Directors in meetings of the Board of Directors;

4) has established committees under the Board of Directors on issues of strategic planning, nominations and remunerations, internal audit, social and other issues which provide the Board of Directors with recommendations in accordance with the regulations of the committees, as approved by the Board of Directors;

5) takes measures on improvement of the structure of the Board of Directors, that suppose creation of committees for preliminary consideration of the most important issues under the competence of the Board of Directors;

6) takes measures on establishment of effective supervision over performance of the Management Board of the Bank by setting the procedure for reporting by the Management Board to the Board of Directors.

The order of selection and basic requirements to Directors of the Bank, and the order of functioning of the Board of Directors and its committees, are regulated by the legislation of the Republic of Kazakhstan, the Charter of the Bank and internal rules of the Bank.

12. Principle Seven. Provision of the Management Board with an opportunity to carry out effective management in good faith, and establishment of accountability of the Management Board to the Board of Directors and shareholders.

To effect this principle of corporate governance the Bank:

1) in accordance with the requirements of the legislation of the Republic of Kazakhstan, has defined the competence of the Management Board of the Bank, reflected in the Charter of the Bank;

2) ensures functioning of the monitoring system over performance of the Management Board of the Bank for the purposes of most effective fulfillment by the Management Board of functions conferred thereon, including implementation of the Bank's Strategy;

3) ensures conformity of remuneration of Chairman and members of the Management Board, other officers of the Bank to their qualification and real contribution into performance of the Bank;

4) takes measures on reasonable observance by the Management Board of the Bank of interests of third parties, including the Bank's creditors, state and local governments, on the territory of which the Bank or its branches are located;

5) has created a system of human resources management, allowing to promote interest of the Bank's employees in effective performance of the Bank, and allowing to ensure gradual and stable growth in the employees' welfare, by establishing a special division responsible for the fulfillment of the human resources policy.

The order of selection and basic requirements to members of the Management Board of the Bank, and the performance of the Management Board are regulated by the legislation of the Republic of Kazakhstan, the Charter of the Bank and this Code.

13. Principle Eight. Establishment of ethic norms for the Bank's shareholders.

Fulfillment of this principle of corporate governance is possible only with direct participation and free will of shareholders of the Bank by way of:

- 1) strictly following by shareholders of the Bank, first of all by substantial shareholders, the ethical standards of conduct;
- 2) inadmissibility of abusing by the Bank's shareholders of their rights;
- 3) inadmissibility of actions of shareholders carried out solely with the intention to harm other shareholders or the Bank.

14. Principle Nine. Ensuring functioning of an effective system of internal control of the Bank and its objective assessment.

To effect this principle of corporate governance the Bank:

- 1) has organized an internal control system according to the order determined by Chapter 8 hereof;
- 2) has set apart the responsibilities of bodies and structural divisions representing the internal control system of the Bank;
 - 2-1) establishes the collective authorized bodies of the Bank which are responsible for facilitating the performance of the Board of Directors' duties in accordance with the requirements of the regulatory act concerning the development of the of risk management and internal control system;
- 3) has created an internal audit division and the Audit Committee of the Board of Directors (hereinafter "the Audit Committee") to assess the efficiency of the internal control system;
- 4) has introduced the principle of independence of the internal audit division from the Management Board of the Bank;
- 5) has created the system of effective interaction between the internal and external audit.

Chapter 3. General Meeting of shareholders of the Bank

15. Shareholders of the Bank are granted the right to participate in the governance of the Bank by participating in convocation and holding of general shareholders meeting. The order for convocation, preparation and holding of general shareholders meetings ensures equal attitude towards all shareholders of the Bank and provides equal opportunity for each shareholder to exercise its right to participate in general meetings of shareholders.

§ 1. The order for convocation, preparation and holding of general shareholders meetings of the Bank.

16. Shareholders shall propose issues to include in the agenda of a general meeting and nominate candidates for membership in the Board of Directors of the Bank, and are entitled to demand convocation of the general meeting in accordance with the legislation of the Republic of Kazakhstan by sending relevant notices in writing at the location of the Management Board of the Bank.

17. Annual general meeting of shareholders shall be convened by the Board of Directors of the Bank. Extraordinary general meeting of shareholders shall be convened under the initiative of the Board of Directors and/or a major shareholder of the Bank, who, according to the legislation of the Republic Kazakhstan, is a shareholder or several shareholders, acting on the basis of the agreement entered into among them, who (in aggregate) own/s ten or more percent of voting shares of the Bank.

18. In case of convocation by a major shareholder of an extraordinary general meeting, the major shareholder sends a written request to the Board of Directors at the location of the Management Board. Such request shall include, inter alia, the proposed agenda of the meeting.

The Board of Directors of the Bank shall, within ten days from the receipt of the abovementioned request, take a decision and forwards the same to the major shareholder that has requested convocation of the extraordinary general meeting. The Board of Directors may add in other items to the agenda proposed by the major shareholder.

19. The list of shareholders entitled to participate in general shareholders meeting shall be made by the registrar on the basis of the data of the system of registers of shareholders of the Bank. The record date in respect of the above-mentioned list of shareholders shall be not earlier than the date of resolution of the Board of Directors on the convocation of the meeting.

20. If a person, who is the owner of voting shares of the Bank, entitled to participate in the general shareholders meeting, has disposed of his/her shares, then the new shareholder shall be entitled to participate in the general meeting and shall be obliged to provide documents certifying his/her entitlement to the shares.

21. The agenda of the meeting shall be formed by the Board of Directors of the Bank on the basis of the proposals received from a major shareholder and/or Directors. The agenda shall contain exact wording of issues proposed for consideration. The agenda shall be approved by the general meeting of shareholders by simple majority of the total number of voting shares of the Bank present at the meeting.

Agenda items shall be defined precisely and exclude any chance of various interpretation. The general meeting shall not consider issues not included in the agenda, and shall not adopt any resolution thereon.

22. The agenda of the meeting may be amended by a major shareholder or the Board of Directors, provided that shareholders are informed of such amendment not later than fifteen days before the date of the meeting in the order established for convocation of the general meeting of shareholders.

23. The agenda of general meeting of shareholders may also be amended on the general meeting of shareholders, if the same has been voted for by the majority of shareholders or their representatives, participating in the general meeting and owning in aggregate not less than ninety-five percent of voting shares of the Bank.

24. The Board of Directors shall notify shareholders of the Bank of general meeting not less than 30 calendar days prior to the date of the meeting by publishing a notice in printed periodicals, specified by the Charter of the Bank. The notice on convening and holding of the general meeting shall contain sufficient information for acquaintance of shareholders of the Bank with the issues presented for consideration on the meeting (agenda of the meeting), date, time and place of the meeting, start/end time of participant registration, and the order for acquaintance with materials of the meeting.

25. The Bank shall be entitled, and in some cases determined by legislation or agreements entered into, be obliged to additionally distribute information on the meeting as required by listing rules and regulations of stock exchanges where the Bank's securities are listed, including notification of shareholders through post, Internet, corporate website, etc.

25-1. "Corporate shareholders should present a written statement of the compliance of their shareholders (participants) with the requirements of Article 17 of the Law on banks regarding the state of registration of their respective shareholders (participants). A shareholder who does not present the above statement will not be permitted to participate in the Bank's General Shareholders' Meeting. In case of detection of incorrect information in the statement or non-compliance with the requirements of Article 17 of Law on banks, if a resolution was approved by the majority of voting shares (without taking into account voting shares of a shareholder who presented the statement), the resolution of the General Shareholders' Meeting shall be deemed adopted without taking into account votes of such shareholder.

26. The notice (message) of general meeting of shareholders shall contain:

- 1) full name and location of the Management Board of the Bank;
- 2) information regarding the initiator of the convocation of the meeting;
- 3) date, time and place of general meeting of shareholders;
- 4) start and end time of participant registration;

- 5) agenda of general meeting of shareholders;
- 6) record date;
- 7) the order for shareholder acquaintance with materials of the agenda of general meeting of shareholders;
- 8) date and time of the adjourned meeting in case of absence of quorum at the original meeting.

27. Shareholders of the Bank may get acquainted with the list of persons entitled to participate in the general meeting, and receive extracts from the given list at the location of acquaintance of shareholders with materials of the meeting, specified in the notice of general meeting. Shareholders are given an opportunity, from the date of publication of the notice of general meeting in printed periodicals and before closing of general meeting, and in case of holding of the meeting in absentees, until the final date of submission of ballots, to get acquainted with the list of shareholders.

Shareholders shall have the right to get familiar with information on the initiator of inclusion of items into the agenda.

28. Shareholders may contact, if necessary, other shareholders of the Bank, send to them their opinion concerning the agenda and discuss possible alternative voting, and may appoint representatives for participation in general meeting.

29. Information prepared for general meeting of shareholders shall allow shareholders to judge on the issues of the agenda and make informed decisions on the same.

Shareholders may receive copies of additional materials and documents, during preparation of general meeting, at the location of acquaintance with materials of general meeting.

30. The list of documents, presented to shareholders on separate items of the agenda of the meeting, beside those stipulated by the legislation of the Republic Kazakhstan and the Charter of the Bank, shall be defined by the Board of Directors of the Bank during preparation for general meeting of shareholders.

The Board of Directors may present to shareholders, as required, before the meeting, reasonable opinion on each item of the agenda and special opinions of the Directors.

31. During preparation of the annual general meeting the following shall be presented to shareholders: annual Financial Statements of the Bank, the Auditor's report relating to the annual Financial Statements (conclusion of an independent auditor), suggestions of the Board of Directors of the Bank on the order of distribution of net income of the Bank for the previous financial year, the amount of dividend for the year per ordinary share of the Bank, information on shareholders' appeals and actions of the Bank and its officials and results of such considerations and other documents under the discretion of the initiator of the convocation of the meeting.

If the agenda includes items related to the selection of Directors and the Auditor of the Bank, sufficient information on nominees for the given positions shall be presented to the participants of the general meeting, including information stipulated by legislation of the Republic of Kazakhstan.

32. When defining the place, date and time of the general meeting, the Bank shall take into account the necessity to give a real and easy opportunity to each shareholder to participate in the general meeting.

33. General meeting shall be held at the place of location of the Management Board of the Bank.

The premises hosting the general meeting of shareholders shall enable all shareholders that wish to be present on the general meeting, participate therein. General meeting of shareholders shall be held not earlier than 9:00 and not later than 18:00 local time.

34. In case the general meeting of shareholders did not take place, a repeated meeting of shareholders may be held not earlier than next day after the date appointed for general meeting of shareholders. Thus, the repeated general meeting of shareholders of the Bank shall be convened in the order stipulated by the legislation of the Republic Kazakhstan for convocation

of general meetings of shareholders.

Resolutions of the repeated general meeting shall be valid if the procedure for convening general meeting of shareholders, that has not taken place, has been observed. In case of holding of a repeated meeting (instead of the one that has not taken place) the agenda may not be changed.

35. Each shareholder of the Bank has an opportunity to exercise his/her voting right in a way most convenient for him/her by means of personal presence on the general meeting.

Shareholders of the Bank shall be entitled to take part and vote in the general meeting of shareholders through representatives, acting pursuant to a power of attorney issued according to the requirements of the legislation of the Republic Kazakhstan. The power of attorney for participation in the general meeting of shareholders is not required for a person entitled to act on behalf of the shareholder or to represent his/her interests without a power of attorney according to the legislation or a contract.

Members of the Bank bodies shall have no right to act as representatives of shareholders on the general meeting.

The Bank employees shall have no right to act as representatives of shareholders at the general meeting of shareholders, with the exception of instances when such representation is based on a power of attorney, containing clear instructions on voting on all issues of the agenda of the general meeting of shareholders.

Preparation and holding of the general meeting of shareholders of the Bank shall be effected by the Management Board and/or the Board of Directors of the Bank.

Structural divisions of the Bank shall be entitled to take part in development and preparation of materials concerning the agenda of the general meeting of shareholders within the limits of functions conferred on them.

36. The Bank shall bear expenses, associated with the convocation, preparation and holding of the general meeting of shareholders, except as established by the legislation of the Republic of Kazakhstan.

§ 2. Holding of General Meeting of Shareholders of the Bank

37. The order for holding the general meeting provides all persons present at the meeting with equal opportunity to express their opinion on each item of the agenda and raise questions.

The general meeting shall be held so that shareholders could make informed decisions on all items of the agenda. For this purpose, the rules for holding of the meeting stipulate reasonable and sufficient time for reports of the speakers concerning the agenda, and time for discussion of these questions and for initiative speeches of shareholders is provided.

38. Shareholders, included in the system of registers of holders of shares of the Bank, presented by the registrar and made on date of fixing of the list of the shareholders entitled to participate in the general meeting of shareholders of the Bank according to the legislation of the Republic of Kazakhstan, may participate and vote in the general meeting of shareholders of the Bank.

Each shareholder of the Bank shall be entitled to vote under the principle "one share – one voice", unless otherwise established by legislative acts of the Republic of Kazakhstan.

Shareholders of the Bank, owning preference shares, shall be entitled to be present on the general meeting of shareholders and participate in the discussion of issues concerned.

Voting with pledged shares shall be carried out according to terms and conditions of the relevant pledge agreements.

39. The general meeting of shareholders shall be entitled to consider and take resolutions concerning the agenda, if at the moment of close of participant registration, shareholders or their representatives, included in the list of shareholders, and persons who acquired voting shares from the shareholders, included in the list of shareholders for participation in the meeting, have been registered, owning in aggregate sixty and more percent

of voting shares of the Bank.

Thus, new shareholders must present documents confirming their title to the shares of the Bank.

40. Before consideration of items of the agenda, the general meeting of shareholders shall select Chairman and the secretary of the general meeting of shareholders, the representatives of shareholders, to witness correctness of drawing up of minutes and the list of members of the Counting Board, authorized to count voices on the general meeting of shareholders of the Bank.

41. The Chairman of the general meeting of shareholders, elected on the general meeting, shall ensure holding of the meeting so that shareholders or their representatives receive answers to all the questions directly on the general meeting. If the complexity of a question does not allow to answer it immediately, persons to whom they are asked, shall present written answers to the raised questions as promptly as practicable after the general meeting.

The Chairman of the general meeting shall hold the meeting in good faith and reasonably, shall not use his/her authority to restrict the rights of shareholders (shall have no right to make comments on a shareholder's speech and also interrupt a speaker, unless such necessity is caused by breach of the order of conducting general meeting or other requirements of the shareholders meeting procedures).

Chairman and members of the Management Board of the Bank, members of Internal Audit shall not preside on the general meeting of shareholders.

The secretary of the general meeting of shareholders shall be responsible for completeness and reliability of the data reflected in the minutes of the general meeting of shareholders of the Bank.

42. Directors, the Chairman and members of the Management Board, the Chairman of Internal Audit, invited persons, officers and other employees of the Bank, participating in preparation and holding of the general meeting of shareholders, heads of subsidiary (affiliated) companies may be present and speak on the general meeting of shareholders.

In case of absence in the meeting of the Bank's Directors, due to objective reasons, Chairman of the meeting shall inform of such fact the participants of the meeting.

43. Shareholders of the Bank may comment on each item of the agenda and raise questions to Directors, Chairman and members of the Management Board of the Bank.

44. In case of need, reports and written responses to the raised questions concerning various aspects of performance of the Bank shall be presented to shareholders, in the order, established by the legislation and the Charter of the Bank.

45. Upon hearing of the report on results of control over the Bank's performance and the annual report of the Bank, shareholders may ask questions to the Chairman of Internal Audit and to the representative of the independent auditor of the Bank concerning the conclusions presented by them and receive answers to their questions.

46. Sufficient information on nominees for membership in the Board of Directors, enjoying confidence of shareholders, shall be presented to shareholders of the Bank.

Nominees for membership in the Board of Directors of the Bank shall be present in person at the general meeting of shareholders thereby expressing their consent to be elected to the respective position. Shareholders may ask questions to nominees and exchange views with other shareholders.

Requirements to nominees for the membership in the Board of Directors are specified in the Charter of the Bank and this Code.

47. The procedure for registration of participants of the general meeting shall not preclude shareholders from participation in the general meeting. The procedure for registration of participants of the general shareholders meeting shall define presence or absence of quorum at the meeting. The order of registration of participants of the general meeting and the procedure of reconvention of the meeting, are defined by the Charter of the Bank.

Registration of participants of the general meeting shall be held in the same premises

and on the same date as the general meeting to be held. Registration of participants of the meeting shall begin one or two hours prior to the commencement of the meeting. The general meeting shall finish the same day it is held.

48. Issues to be exclusively approved by the general meeting of shareholders are defined by the legislation of the Republic of Kazakhstan and by the Charter of the Bank.

Resolutions concerning issues to be exclusively approved by the general meeting of shareholders shall be adopted by simple majority of votes from the total number of voting shares of the Bank, participating in the voting, except when the legislation of the Republic Kazakhstan stipulate a greater number of votes to pass resolutions on issues to be exclusively approved by the general meeting of shareholders.

49. In case of consideration by the general shareholders meeting of a resolution which may restrict the rights of shareholders owning preference shares, such resolution shall be deemed adopted only in case no less than two-thirds of total outstanding preference shares have voted in favor of such resolution.

50. In case of disagreement with the resolution of the general meeting of shareholders, a shareholder shall be entitled to demand, and the secretary of the meeting shall be obliged to include in the minutes of the meeting, the opinion of the shareholder.

51. General meeting of shareholders shall pass resolutions by open vote or voting in absentia.

Resolutions of the general meeting of shareholders of the Bank may be adopted by voting in absentia. Voting in absentia may be carried out together with appearance voting (by physically coming to the meeting) of shareholders of the Bank, present on the general meeting of shareholders (combined voting), or without holding a session of the general meeting of the Bank's shareholders.

52. In case of voting in absentia without holding a general meeting, and in case of a mixed voting, the Bank shall publish in printed periodicals, specified by the Charter of the Bank, a voting ballot and a notification of the convocation of a general meeting of shareholders not later than 45 days before the date of the general meeting of shareholders.

In case of voting in absentia, the following requirements shall be observed:

- 1) resolutions on the agenda items shall be adopted on the basis of uniform ballots;
- 2) the voting ballot shall include the following:
 - full name of the Bank and location of the Management Board of the Bank;
 - information on the initiator of the convocation of the general meeting of shareholders;
 - final date for submission of ballots for voting in absentia;
 - date of the general shareholders meeting in case of convocation of the meeting or the date of counting of votes for voting in absentia in case general meeting of the Bank's shareholders shall not be held;
 - agenda of the general meeting of shareholders;
 - wording of items put to voting;
 - voting options on each item put to voting, expressed by words "affirmative", "negative" and "abstained";
 - explanation of the voting procedure (filling in of the ballot) on each item of the agenda;
- 3) in case of voting in respect of appointment of Directors of the Bank, the ballot shall contain names of nominees, and blank spaces for specifying therein the number of votes in favor of certain nominees.

53. In case of voting in absentia or/and mixed voting, a ballot not bearing a signature of voting shareholder (for individuals) or head of a corporate shareholder (for legal entities) and the corporate seal (if available) of a legal entity shall be deemed void. Only the ballots received by the Bank by the moment of registration of participants of the general meeting or by the date of vote counting in case a session of the general shareholders meeting shall not be held, may be used for voting.

Resolutions passed in the form of voting in absentia, shall be valid provided there shall

be quorum necessary for holding the general shareholders meeting.

Results of voting in absentia shall be published in printed periodicals within the time period stipulated by the legislation of the Republic of Kazakhstan.

54. Counting of votes and the summary of voting on the general meeting of shareholders shall be carried out by the counting commission elected by shareholders on the general meeting for the term specified by the shareholders meeting.

The counting commission shall carry out the following functions:

1) check powers of the persons arriving for participation in the general meeting of shareholders;

2) register participants of the general meeting of shareholders and hand out materials concerning the agenda of the general meeting of shareholders;

3) check the validity of the received ballots for voting in absentia and count the number of valid ballots and votes specified therein on each item of the agenda;

4) checks presence of quorum on the general meeting of shareholders, including during the meeting, and declare presence or absence of quorum;

5) explain issues related to the exercise shareholders' rights on the general meeting of shareholders;

6) count votes on items considered by the general meeting of shareholders, and summarize results thereof;

7) draw up minutes on the results of voting on the general meeting of shareholders;

8) submits to the Bank's archive the ballots and the minutes on results of the voting.

55. The counting commission shall ensure confidentiality of the information contained in the filled in ballots of the general meeting of shareholders.

The order of holding of the general meeting shall provide for observance of rights of all shareholders present at the meeting at summarizing the results of voting.

Shareholders of the Bank may get acquainted with the order of counting votes on items of the agenda. The shareholders owning ten and more percent of voting shares of the Bank, shall be entitled to supervise the vote counting process fulfilled by the counting commission.

56. The results of voting shall be summarized and disclosed on the general meeting. The counting commission shall draw up minutes on the results of voting, which shall be annexed to the minutes of the general meeting of shareholders.

57. After the general meeting, notice on results of voting shall be published in printed periodicals, specified by the Charter of the Bank, in the order established by the legislation.

58. The minutes of the general meeting of shareholders shall be drawn up not later than three working days after closing of the general meeting of shareholders and shall contain:

1) full name and location of the Management Board of the Bank;

2) date, place and time of the general meeting of shareholders;

3) data on the number of voting shares of the Bank, represented on the general meeting of shareholders;

4) quorum of the general meeting of shareholders;

5) agenda of the general meeting of shareholders;

6) voting procedure of the general meeting of shareholders;

7) reference to Chairman and the secretary of the general meeting of shareholders;

8) the total number of votes of shareholders on each item of the agenda of the general meeting of the shareholders, put to voting;

9) speeches of participants of the general meeting of shareholders;

10) issues put to voting and results of voting thereon;

11) resolutions passed by the general meeting of shareholders.

Where the General Meeting adopts a resolution on the appointment of the Board of Directors/a new Director, the minutes of the General Meeting shall include information in respect of the shareholder to be represented by the new Director and/or which of the newly appointed Directors shall act as Independent Director.

59. The minutes of the general meeting of shareholders shall be drawn up and signed by

the Chairman and the secretary of the meeting, the members of the counting commission, the shareholders owning ten and more percent of voting shares, participating in the meeting.

The results of voting of the general meeting of shareholders, or results of absent voting shall be communicated to shareholders by means of publication in mass media, or by delivery of the written notification to the attention of each shareholder, within fifteen calendar days after closure of the general meeting of shareholders.

The minutes of the general meeting of shareholders together with the minutes on the results of voting shall be safekept in the Bank and shall be presented to shareholders for examination at any time. The copy of the minutes of the meeting shall be provided to shareholders on demand in the order, established by the Charter of the Bank and this Code.

Chapter 4. The Board of Directors of the Bank

60. The Board of Directors is the governing body of the Bank, which is in charge of general management of the Company, except for matters referred by the legislation of the Republic of Kazakhstan and (or) the Charter of the Bank to the exclusive competence of the General Shareholders Meeting of the Bank.

The Board of Directors, shall take decisions on issues under its terms of reference on the basis of the necessity to act reasonably and fairly in relation to all shareholders and may not consider interests only of any one particular group of shareholders.

The exclusive responsibilities of the Board of Directors are defined by the Charter of the Bank.

§ 1. Main Functions of the Board of Directors

61. The Board of Directors determines the long-term priority directions of the Bank's activity, reviews and approves documents determining the priority directions of the Bank's activities, performs control over their fulfillment. The Board of Directors approves the development strategy of the Bank, approves the Bank's development plan in cases specified in the legislative acts of the Republic of Kazakhstan, provides conditions for maintaining the adequate level and quality of financial and human resources in the Bank, and adopts the internal regulations of the Bank, in accordance with the competency specified by the Charter of the Bank. The Board of Directors monitors the performance of the Bank's development strategy and assesses its compliance with the current market and economic conditions, risk profile and financial capacity, as well as the legislation of the Republic of Kazakhstan.

The Board of Directors approves, on a preliminary basis, the annual financial statements of the Bank.

The Board of Directors shall control the efficiency of corporate governance practice in the Bank.

62. The Board of Directors creates and supports necessary procedures of control over activity of the Management Board, estimates results of its performance in achieving strategic goals and objectives.

The Board of Directors establishes transparent and effective system of criteria and procedures for appointment and replacement of members of the Management Board, and defines quantitative structure, term of office of members of the Management Board of the Bank, elects the Chairman and members of the Management Board and takes decision on the early termination of their powers.

The Board of Directors, on the basis of recommendations from the Nomination and Remuneration Committee, defines the amount and conditions of remuneration of Chairman and members of the Management Board.

In accordance with legislative acts, the Board of Directors shall not take decisions on issues related to the terms of reference of the Management Board of the Bank.

62-1. The Board of Directors takes decisions on issues related to the competence of a

general shareholders' (participants') meeting of a legal entity, ten or more per cent of shares (stakes in the charter capital) of which are owned by the Bank.

63. The Board of Directors takes decision on placement (sale) of shares of the Bank, including decisions on the number of shares to be placed (sold) within the limits of the number of declared shares of the Bank, the method and price of their placement (sale), redemption by the Bank of outstanding shares or other securities and the price of their redemption, and defines terms and conditions of bonds and derivative securities of the Bank to be issued as well as takes decisions on the issue thereof.

64. The Board of Directors determines the quantitative structure and the term for authorities of the Bank's Internal Audit, appoints the head and the staff of the Internal Audit, early terminates their authorities, determines the operating procedures of the Bank's Internal Audit and size and the terms of remuneration and bonuses of the Bank's Internal Audit staff as well as determines the size of remuneration of an external auditor and an external appraiser for assessment of the market value of property delivered as payment for the Bank's shares or of property subject to a major transaction definition.

65. The Board of Directors ensures control over functioning in the Bank of a system of risk management and assessment (credit risk, insurance risk, risk of introduction of exchange restrictions, market risk, interest rate risk, risk of liquidity, legal risk and other risks).

66. The Board of Directors ensures creation of a system of revealing and settlement of conflict of interests between shareholders and bodies of the Bank, between officers of the Bank and shareholders in accordance with this Code and internal rules of the Bank.

Board of Directors shall 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.

67. The Board of Directors takes decision on entering into major transactions and transactions in which the Bank is interested.

The Board of Directors approves transactions with the persons connected with the Bank by special relations.

The Board of Directors takes decisions on acquisition by the Bank of ten or more percent of shares (stakes in the charter capital) of other legal entities.

The Board of Directors takes decisions on the transfer of the Bank's assets with value over ten percent of the Bank's equity in collateral or other form of encumbrance.

68. The Board of Directors is responsible for appropriate functioning of the system of disclosing and distribution of information on performance of the Bank in accordance with the legislation of Kazakhstan, the Disclosure Rules and the Listing Rules, specifying data that are subject to commercial secrecy and confidentiality.

69. The Board of Directors ensures continuous dialogue with shareholders of the Bank.

Chairman of the Board of Directors and Directors shall be entitled to meet with major shareholders to discuss governance and strategy of the Bank.

The Board of Directors defines issues to be included in the agenda of the general meeting of shareholders.

§ 2. Composition and Formation of the Board of Directors

70. Formation of the Board of Directors shall take into account interests and opinions of all shareholders of the Bank. The structure of the Board of Directors ensures its effective operation, considers various interests and points of view of shareholders at decision-making.

71. Directors are elected on the general meeting of shareholders. The quantitative structure and the term of office of Directors of the Bank are established by the general meeting of shareholders.

Shareholders of the Bank are provided with information on the person (group of persons) proposing a nominee for the membership in the Board of Directors, information on the age, education of the nominee, his/her employer and positions held in the last 3 years, the position held at the time of nomination, other information confirming qualification and work

experience of the nominee.

Shareholders shall be informed of any candidates for election to the Board of Directors and the term of office of the Directors (including Independent Directors) prior to the holding of a general meeting of shareholders in accordance with legislation. Each candidate shall be notified of his terms of reference and term of office prior to his election by the General Meeting of Shareholders.

72. For consideration of the most important issues and preparation of recommendations to the Board of Directors, the Company shall establish committees under the Board of Directors which shall consider the issues of strategic planning, nominations and remunerations, internal audit, social and other issues.

73. The Nomination and Remuneration Committee, which in accordance with its internal regulations and this Code, shall make recommendations on the election of new Directors, reelection of current Directors, and removal of existing Directors, excluding the Chairman of the Board of Directors and Chairman of the Management Board.

74. Members of the Management Board, except the Chairman of the Management Board, cannot be Directors of the Bank. The Chairman of the Management Board is a Director by default. The Chairman of the Management Board of the Bank cannot be simultaneously the Chairman of the Board of Directors.

75. Under a resolution the general meeting of shareholders, powers of any Director (all Directors) of the Bank may be terminated prior to the expiry of the term. In case of an early termination of powers of a Director, election of a new Director shall be carried out by cumulative voting of the shareholders with the exception of instances where one candidate is standing for one seat on the Board of Directors. The powers of a newly elected Director shall expire simultaneously with the expiry of the term of powers of all Directors of the Bank. The early termination of powers of a Director under its initiative shall be carried out on the basis of a notice in writing to the Board of Directors. Powers of such Director shall terminate from the moment of reception of the abovementioned notice by the Board of Directors. Decisions on the items of the agenda of meeting of the Board of Directors at the termination of powers of one or several Directors shall be taken in the order defined by the Charter of the Bank.

76. All Directors may be re-elected unlimited number of times, subject to their satisfactory performance, unless the legislation of the Republic of Kazakhstan and the Bank's Charter stipulate otherwise.

§ 3. Requirements to Directors

77. Nominees for membership in the Board of Directors shall have good professional and personal reputation, ability to contribute to the work of the Board of Directors and desire to work for achievement of general targets and results.

A Director may only be an individual. Directors are elected from among shareholders who are individuals, persons proposed (recommended) to election to the Board of Directors as representatives of shareholders – physical and legal entities, individuals who are neither shareholders of the Bank nor proposed (recommended) for election to the Board of Directors as representatives of shareholders.

Directors shall be appointed with the consent of the authorized state body in accordance with the legislation of the Republic of Kazakhstan.

No person may be elected as a Director:

- 1) unless he/she has a higher education degree;
- 1-1) with no working experience in international financial organizations, the list of which is set by the authorized body, and (or) working experience in the sphere of rendering and (or) regulating financial services, and (or) conducting audit of financial organizations;
- 2) excluded;
- 3) unless he/she has stainless business reputation;

4) unless he/she has not been earlier the head of the Board of Directors, the head of Management Board and a deputy head of Management Board, the chief accountant, the major shareholder – individual, the chief executive officer of a major shareholder (banking holding) – legal entity of a financial organization for a period less than one year prior to a decision by the authorized state body on temporary closing-down of a financial organization, forced redemption of its shares, deprivation of the license of the financial organization and compulsory liquidation of the financial organization or decision to declare the same bankrupt in the order established by the legislation of the Republic of Kazakhstan. The specified requirement shall be applied during five years after the decision of the authorized body on temporary closing-down of a financial organization, forced redemption of its shares, revocation of the license of the financial organization and compulsory liquidation of the financial organization or decision to declare it bankrupt in the order established by the legislation of the Republic of Kazakhstan;

5) a consent to his/her appointment (election) to the position of the executive officer during his/her occupation of the position of the executive officer in other financial organization has not been withdrawn. The specified requirement shall be applied during the last twelve consecutive months after acceptance by the authorized state body of the decision to revoke the consent to appointment (election) to the position of the executive.

The experience record as provided in Sub-Clause 1-1) of part 4 of this Clause is mandatory for the candidate to the Chairman of the Board of Directors.

78. A Director must:

1) take decisions objectively, conscientiously and in a responsible manner in the interests of all shareholders and the Bank as a whole;

1-1) act in accordance with the requirements of the legislation of the Republic of Kazakhstan, Charter of the Bank and internal documents of the Bank, agreement on the basis of awareness, transparency, on behalf of the Bank and its shareholders;

2) have enough time to effectively perform functions assigned on him/her. Directors, upon taking decision on positions overlapping in management bodies of other organizations, should proceed from that only having enough time, he/she can duly perform duties assigned on him/her;

3) express objective opinion and defend it, if he/she believes that it meets interests of the Bank;

4) from the moment of election to the position, not represent interests only of any one person or group of persons and perform in interests of the Bank and its shareholders;

4-1) treat all shareholders fairly and submit an objective independent judgment on corporate issues;

5) disclose bona fide and in full the information on the interest of the Bank in transactions; and

6) regularly improve his/her skills and knowledge.

§4. Independent Directors

79. Independent Director shall abstain from taking actions, as a result of which he/she could cease to be independent. If, after election to the Board of Directors there occur changes or circumstances, as a result of which the Independent Director ceases to be the independent, this director shall be obliged to submit to the Board of Directors an application containing description of such changes and circumstances. In this case, the Board of Directors shall inform shareholders to that effect, and, if necessary, may convene extraordinary general meeting of shareholders for election of new independent members of the Board of Directors.

§ 5. Duties of Directors

80. Directors shall objectively, bona fide and reasonably perform duties assigned on him/her in the interests of the Bank and its shareholders as a whole.

The Board of Directors shall ensure effective performance of the Management Board

and supervise such performance.

For the purposes of appropriate discharge of duties, a Director shall have the right to demand necessary information from the Management Board of the Bank.

81. Director should abstain from taking actions which may result or are potentially capable to lead to a conflict between interests member of the Board of Directors and interests of the Bank, and in case of presence or occurrence of such conflict – to disclose information thereon to the Board of Directors and take measures on observance of the order of taking actions.

Director shall notify the Board of Directors in writing on intention to effect transaction that is of interest, and disclose information on transactions concluded by him/her in the order established by the legislation for disclosure of information.

82. A Director shall actively participate in meetings of the Board of Directors.

Director shall give prior notice to the Chairman of the Board of Directors on impossibility of his/her participation at the meeting of the Board of Directors and explain reasons.

Each Director shall have the right to demand convening the meeting of the Board of Directors, the order for convening and holding of which is defined by the Charter of the Bank.

Where Directors have concerns which cannot be resolved about the running of the Bank or a proposed action, they shall ensure that their concerns are recorded in the minutes of the meetings of the Board of Directors.

The Director shall not vote on matters in which resolution he/she has a concern (a transaction to which the Director or its affiliated persons are the concerned parties). The Director shall disclose to the Board of Directors the fact of such concern and the grounds of its occurrence orally at the Board of Directors' meeting or by sending a written notice while making resolution in the questionnaire (absent voting).

83. The Director must not disclose and use in personal interests or in interests of third parties confidential information on the Bank, insider information, and also the information which constitutes banking and commercial secret protected by the law, during fulfillment of duties of the Director and after discharge of such duties during the term established by internal rules of the Bank.

§ 6. Organization of Operation of the Board of Directors

84. The Board of Directors is headed by Chairman who ensures successful solution of tasks by the Board of Directors. The Chairman of the Board of Directors must be a person with faultless business reputation and experience on supervising positions, possessing such qualities as honesty, adherence to principles and enjoying unconditional confidence of shareholders and Directors.

85. The order of convening and preparation for a meeting provides to Directors an opportunity to be duly prepared for it. The order of convening, preparation and holding of meetings of the Board of Directors, decision-making by the Board of Directors is defined by the Charter of the Bank and this Code.

Meetings of the Board of Directors shall be held when required. In addition, the Independent Directors may meet without the other Directors present to perform their specific duties effectively.

The list of issues to be considered at relevant meetings shall in advance be notified by the Secretary of the Board of Directors to each Director.

86. The secretary of the Board of Directors shall notify the Directors of a meeting, its form and agenda no later than 3 calendar days prior to the meeting by post, telephone, electronic or other communication. The deadline for the notification may be amended at discretion of the Chairman of the Board of Directors depending on the issues presented for the consideration of the Board of Directors.

Simultaneously with the notice to Directors of convening a meeting, appropriate

materials shall be sent. Prior to discussion of issues, which in advance have been considered by a committee, Directors shall, in advance, examine the conclusion of the committee.

If the agenda of meeting of the Board of Directors includes question on election of members of the Management Board, to Directors shall be given written consent of the nominee to take up the appropriate position. At absence of the written consent, the nominee shall in person be present at the meeting of the Board of Directors and give his/her consent orally to hold the appropriate position.

87. The Chairman of the Board of Directors shall ensure effective organization of performance of the Board of Directors and its interaction with other bodies and heads of structural divisions of the Bank.

The Board of Directors shall be provided in a timely manner with information in the form and content appropriate to enable it to discharge its duties.

The Chairman of the Board of Directors shall approve the agenda of meetings of the Board of Directors, organize development of most effective decisions on items of the agenda, and, if necessary, free discussion of these items, and also a positive atmosphere of meetings of the Board of Directors.

The Chairman of the Board of Directors shall take all necessary measures to duly present to Directors through the Management Board of the Bank of information necessary for taking decisions on questions of the agenda, encouragement of Directors to freely express their opinions on the specified questions and their open discussion, take up the initiative at a formulation of draft resolutions on the questions considered.

88. Directors shall be provided with information regarding most important events in financial and economic performance of the Bank, and other events affecting interests of shareholders.

The Chairman and members of the Management Board, heads of structural divisions of the Bank, including through the Secretary of the Board of Directors, shall in due time present full and reliable information on items of the agenda of meetings of the Board of Directors and on inquiries of any Director.

89. Meetings of the Board of Directors shall be hold both regular and in absentia forms.

The quorum for the meeting of the Board of Directors shall be not less than half of the total number of Directors, including one independent Director. Absent Directors shall be entitled to participate in the discussion of all issues presented for the consideration of the Board of Directors and voting thereon, by means of telephone or other communication, which allows to definitely and unambiguously identify the Director and perceive his/her opinions and judgments.

Upon holding of meetings of the Board of Directors in regular form, written opinions of absent Directors shall be taken into account, however, votes of absent Directors, expressing opinion in written form, shall not be taken into account in determination of quorum at meetings of Board of Directors.

In case of need of efficient resolution of matters falling under the responsibilities of the Board of Directors, decisions may be taken by polling (in absentia voting).

The Charter of the Bank may stipulate a different order for adopting of resolutions on certain issues falling under the terms of reference of the Board of Directors.

90. Resolutions of the Board of Directors, taken at meetings held in regular order, shall be drawn up as minutes of the meeting of the Board of Directors within three days from the date of the meeting.

Minutes of meetings of the Board of Directors shall contain the following information:

- 1) Full name and location of the Management Board of the Bank;
- 2) Date, time and place of meeting of the Board of Directors;
- 3) Information on participants of meeting of the Board of Directors;
- 3-1) agenda of the meeting of the Board of Directors;
- 4) issues put to vote, and results of voting on these issues including results of voting by each Director on each issue of the agenda of the meeting of the Board of Directors;

- 5) Decisions taken at the meeting of the Board of Directors;
- 6) Other information, under the decision of the Board of Directors.

Minutes of the Board of Directors' meetings shall be signed by the Chairman of the Board of Directors or the Chairperson of the meeting, as well as the Secretary of the Board of Directors.

Minutes to in-person or absentee meetings of the Board of Directors shall be kept in the Bank's archives and presented to the Secretary of the Board of Directors at the request of any Director for review and (or) by issuing an extract from the minutes to in-person and/or absentee meetings of the Board of Directors signed by the Secretary of the Board of Directors and sealed.

§7. Responsibility of Directors

91. Chairman of the Board of Directors shall be responsible for heading the Board of Directors, ensuring its effectiveness in all aspects of its functions, as well as for setting its agenda, to be approved by the Board. The Chairman of the Board of Directors, together with the Corporate Secretary, shall also be responsible for ensuring that the Directors receive accurate and clear information in a timely manner. The Chairman shall also ensure effective communication with shareholders and shall facilitate the effective participation of Independent Directors and ensure constructive relations among the Independent Directors, the Directors and the Management Board.

The Chairman and other Directors shall bear responsibility for default in performance or inadequate performance of their duties.

Chairman and the Directors shall bear responsibility, stipulated by the legislation, before the Bank for losses incurred by the Bank due to their guilty activity.

92. The newly elected Directors shall be provided with full, formal and specific instructions regarding their duties (memo).

The Chairman of the Board of Directors shall ensure that the Directors continually update their skills and knowledge and familiarity with the activities of the Bank and the results of its performance which is required for them to perform their duties both on the Board of Directors and the Board of Directors' committees. The Bank shall provide the necessary resources for developing and updating its Directors' expertise and qualifications.

§8. Evaluation of activities of the Board of Directors

93. The results of activities of the Directors shall be evaluated by a general meeting of shareholders.

94. The Board of Directors should annually undertake a formal and rigorous evaluation of its own performance and its committees and Directors on an individual basis.

95. Individual evaluation should aim at showing whether each Director continues to effectively participate in the work of the Board, and at disclosing of the extent of commitment to its office duties (including analysis of commitment of time for Board and committee meetings and other duties). The Chairman of the Board of Directors should review and act on the results of the performance evaluation by recognizing the strengths and addressing the weaknesses of the Board of the Directors and, where appropriate, proposing new members to be appointed to the Board or seeking termination of duties of the current Directors.

§9. Remuneration of Directors and the Management Board

96. The Board of Directors should establish a nomination and remuneration committee (the "**Nomination and Remuneration Committee**") from amongst the Directors, including at least two Independent Directors.

97. Directors or the Management Board may not participate in the consideration of the

their own remuneration.

98. The Nomination and Remuneration Committee should submit to the Board of Directors proposals with regard to the payment terms and amounts of remuneration of Directors in accordance with internal documents of the Bank.

99. The payment procedure and terms of remuneration of the Directors shall be established by the general meeting of the shareholders of the Bank in accordance with the legislation of the Republic of Kazakhstan and internal rules of the Bank.

Chapter 5. The Management Board of the Bank

100. Management Board, the Bank's collegial executive body.

The Management Board performs day-to-day operation of the Bank reasonably, bona fide, and is responsible for conformity of performance of the Bank with the Strategy of the Bank, approved by the resolution of the Board of Directors, as well as for duly and effective execution of resolutions of general meeting of shareholders and the Board of Directors of the Bank.

The Chairman and members of the Management Board enjoy confidence of shareholders and employees of the Bank. To members of the Management Board, as to their personal and professional qualities high requirements are set. The Board of Directors carries out effective supervision over performance of members of the Management Board. The Management Board of the Bank reports to the Board of Directors of the Bank.

§ 1. Competence of the Management Board of the Bank

101. The following is referred to the competence of the Management Board: solution of most complicated questions of management of day-to-day operation of the Bank, organization of development of major documents – the Strategy of Development of the Bank, to be approved by the Board of Directors, the budget of the Bank for a specific period, and approval of internal rules and documents of the Bank on questions of its competence.

102. The Management Board of the Bank shall take decision on any matter of activity of the Bank, not referred by legislative acts of the Republic of Kazakhstan and the Charter of the Bank, to the exclusive competence of general meeting of shareholders, the Board of Directors and other bodies and officers of the Bank.

103. Management Board of the Bank assignment of duties and scope of authority and responsibility among members of Management Board.

104. The Management Board of the Bank presents financial statements (balance sheet, income statement, statement on cash flow and other reporting according to the legislation of the Republic of Kazakhstan on accounting and financial reporting) to the Board of Directors and general meeting of shareholders in the order established by the legislation of the Republic of Kazakhstan and the Charter of the Bank.

105. The following matters are referred to the competence of the Management Board of the Bank: conclusion of real estate transactions in the order established by the Charter and internal rules of the Bank, definition of sizes (establishment of limits) of loans (banker's guarantees), granted by the Bank to third parties, above which the decision-making on granting loans (banker's guarantees) shall be approved by the Management Board of the Bank in accordance with internal documents of the Bank.

The Management Board shall have the right to consider questions of borrowing by the Bank from other banks, financial institutions, banking syndicates, if fulfillment of such transactions does not belong to usual economic activities of the Bank and is not referred to the competence of other bodies of the Bank.

106. The competence of the Management Board shall cover matters on interaction of the Bank with subsidiary and affiliated companies, branches and representation offices, in the order stipulated by the Charter of the Bank and internal rules of the Bank. The Management

Board shall take decision on appointment (election) of heads of branches and representative offices of the Bank.

107. The Management Board of the Bank shall approve staff of the Bank, rules of internal work regulations, internal rules of the Bank, that are not referred to the exclusive competence of other bodies of the Bank, including those regulating recovery of penalty and granting of incentives with application of measures of material remuneration, and also considers and takes decisions on conclusion of collective agreements.

107-1. The Management Board develops and provides draft organizational structure of the Bank to the collective authorized body of the Bank for prior review and recommendations to the Board of Directors. The Board of Directors approves the organizational structure of the Bank.

§ 2. Composition and Formation of the Management Board

108. Composition of the Management Board ensures most bona fide and effective realization by members of the Management Board of functions assigned thereon.

Only an individual may be elected member of the Management Board. Member of the Management Board may only be elected from among persons proposed (recommended) by the Board of Directors and/or shareholders of the Bank.

The Chairman and members of the Management Board of the Bank shall operate in the interests of the Bank and shareholders, have faultless business reputation, possess professional qualifications necessary for management of day-to-day operation of the Bank, have special knowledge both in the field of activity of the Bank and in the sphere of management, and duly perform duties assigned on them.

The Chairman and the members of the Management Board are elected (approved) to the position with the consent of the authorized body in accordance with the legislation of the Republic of Kazakhstan.

109. No person may be elected as a member of the Management Board of the Bank unless:

- 1) he/she has a higher education degree;
- 2) has no experience record in international financial institutions, which list is specified by the authorized body and (or) work experience in the rendering and (or) regulation of financial services, and (or) services of auditing the financial institutions, which is established by legislation of the Republic of Kazakhstan;
- 3) he/she has stainless business reputation;
- 4) he/she has not been earlier the head of the Board of Directors, head of the Management Board and deputy head of the Management Board, chief accountant, the major shareholder – individual, the chief executive officer of a major shareholder (banking holding) – legal entity of a financial organization for a period less than one year prior to a decision by the authorized state body on mothballing of the financial organization, forced redemption of its shares, deprivation of the license of the financial organization and compulsory liquidation of the financial organization or decision to declare the same bankrupt in the order established by the legislation of the Republic of Kazakhstan. The specified requirement shall be applied during five years after a decision by the authorized state body on mothballing of the financial organization, forced redemption of its shares, revocation of the license of the financial organization and compulsory liquidation of the financial organization or decision to declare it bankrupt in the order established by the legislation of the Republic of Kazakhstan;
- 5) a consent to his/her appointment (election) to the position of the executive officer during his/her holding position of the executive officer in other financial organization has not been withdrawn. The specified requirement shall be applied for the last twelve consecutive months after acceptance by the authorized state body of decision to revoke the consent to appointment (election) to the position of the executive officer.

The experience record, as provided in Sub-Clause 2) of part 1 of this Clause, is not

mandatory for candidates to members of the Management Board who are exclusively in charge of the Bank's security, administrative issues.

110. The Chairman of the Management Board shall be a person to whom shareholders have entrusted management of day-to-day operation of the Bank.

The Chairman of the Management Board shall duly perform duties assigned on him/her on management of the Bank.

The Chairman and members of the Management Board shall have the right to work in other organizations with the consent of the Board of Directors in the order determined by the legislation of the Republic of Kazakhstan.

111. The Chairman and members of the Management Board of the Bank are elected and resign pursuant to the resolution of the Board of Directors according to a transparent procedure, providing presentation to Directors information on nominees to the position of the Chairman and members of the Management Board.

Upon putting of question on election of the Chairman and members of the Management Board and determination of their term of office, information on the nominee for the positions of the Chairman and members of the Management Board shall be presented to the Board of Directors of the Bank: name, age, education of the nominee, information on places of employment and on positions held during last 3 years, the position held at the time of nomination and other information, confirming qualification and experience of the nominee.

112. A labor contract, concluded with the Chairman and members of the Management Board, shall specify in detail the following: rights and duties, grounds for termination of the contract and the duty of the member of the Management Board to notify the Bank in advance on cancellation of labor relations under the initiative of the employer, the procedure for handover of duties to the newly elected member of the Management Board, obligation not to disclose confidential and insider information during employment in the Bank and after termination of labor relations, possibility to hold positions in other companies during performance of duties of the Chairman or member of the Management Board of the Bank.

§ 3. Duties of the Chairman and members of the Management Board

113. The Management Board of the Bank shall ensure operation of the Bank in strict compliance with the legislation of the Republic of Kazakhstan, the Charter of the Bank and other internal rules and documents of the Bank.

The Management Board of the Bank, as required, reports to the Board of Directors on its performance by presenting administrative reporting or putting to consideration of the Board of Directors issues requiring decision making by the Board of Directors.

114. The Chairman and members of the Management Board, and their affiliated persons should not accept gifts or receive other direct or indirect benefits, the purpose of which is affecting their activity or decisions taken by them (except for symbolical marks of attention according to the generally accepted rules of politeness and souvenirs during official events).

115. The Chairman and members of the Management Board shall abstain from taking actions which would result in conflict between their interests and interests of the Bank, and in case of such a conflict, shall immediately inform the Board of Directors thereon.

116. The Chairman and members of the Management Board must not disclose or use in personal selfish interests and in interests of third parties any confidential and insider information, and banking and commercial secrets of the Bank.

117. The Management Board of the Bank shall create a positive atmosphere to promote interest of the Bank's employees in the Bank's effective performance.

Upon establishment of payment of labor and other measures of financial incentives to employees, the Management Board shall take into account contribution of the employee to the performance of the Bank and other factors, influencing remuneration of labor, determine (approve) criteria for establishment of remuneration and arrangements on material incentives.

118. The Management Board of the Bank shall ensure control over realization of the

policy of the Bank directed at maintenance of health of employees and industrial safety and, if necessary, propose to the Board of Directors measures on perfection thereof, if, for adoption of the given measures, a resolution of the Board of Directors is necessary.

§ 4. Organization of Work of the Management Board

119. The order of convening, preparation and holding meetings of the Management Board, including taking resolution by the Management Board of the Bank, are defined by the Charter of the Bank.

120. Scheduled meetings of the Management Board shall be held not less than once a week. Any member of the Management Board shall have the right to offer a suggestion on convening of an extraordinary meeting of the Management Board and suggest matters expedient for considering at the meeting.

121. The secretary of the Management Board shall draw up minutes of actual or absentee meeting which shall be signed by all members of the Management Board who are participating at the meeting and in adopting of a resolution and shall contain issues put for voting, results of voting on these issues with result of voting of each member of the Management Board on each issue.

The secretary of the Management Board shall draw up minutes of meetings of the Management Board. Minutes of meetings of the Management Board, including extracts from minutes, shall be provided to Directors, members of the Management Board and, as required, to the Internal Audit, the Auditor, heads of independent structural divisions.

122. Resolutions on issues submitted for consideration of the Management Board may be adopted by absentee voting in order stipulated by the Charter and internal documents of the Bank.

§ 5. Responsibility of the Chairman and members of the Management Board of the Bank

123. The Chairman and members of the Management Board shall bear responsibility for default in, or inadequate performance of their duties.

The Chairman and members of the Management Board of the Bank shall bear responsibility stipulated by the legislation of the Republic of Kazakhstan before the Bank for losses incurred by the Bank due to their guilty activities.

Chapter 5-1. Corporate Secretary

123-1. The Corporate Secretary is an employee of the Bank and not a member of the Board of Directors and (or) the Management Board of the Bank, and reports to the Board of Directors.

The Corporate Secretary, within the scope of its activity, shall (i) control preparation and holding of General Meetings of Shareholders and meetings of the Board of Directors of the Bank, (ii) ensure formation of materials in respect of the agenda of the General Meeting of Shareholders and materials for the meetings of the Board of Directors, (iii) control provision of access thereto.

123-2. The Corporate Secretary of the Bank shall be in charge of corporate policy and corporate processes in the Bank. The Corporate Secretary must ensure settlement of conflict situations in relations between Shareholders and other bodies of the Bank, and in relations among Shareholders.

123-3. The Corporate Secretary of the Bank shall ensure due consideration by respective bodies of the Bank of complaints of Shareholders and settlement of conflicts related to breach of shareholder rights. Control over timely consideration by the Bank's bodies and divisions of such complaints shall be conferred on the Corporate Secretary.

123-4. Competence and activity of the Corporate Secretary shall be defined by

applicable internal rules of the Bank.

123-5. The appointment, term of office, removal and remuneration of the shall be within terms of reference of the Board of Directors.

Chapter 6. Material Corporate Actions

124. Actions, that may result in changes in the legal status of the Bank and its property, and may significantly affect interests of the Bank and its shareholders, shall be deemed material corporate actions.

The Bank is aware, that material corporate actions must be accompanied by maximum openness and transparency, achieved by observance by the Bank of procedure for fulfillment of material corporate actions determined by the legislation, the Charter of the Bank and this Code.

Upon effecting material corporate actions, the Bank undertakes not to allow taking actions that prejudice or are capable of prejudicing interests of the Bank.

125. The following shall be material corporate actions of the Bank:

- 1) Major transactions, transactions that are of interest to the Bank and transactions with persons connected to the Bank by special relations;
- 2) Purchase of 30 and more percent of the outstanding shares of the Bank;
- 3) Reorganization and liquidation of the Bank;
- 4) Other actions and events resulting in fundamental corporate changes.

126. Market value of the property being the subject of the transaction, which in its features is a material corporate action, shall be determined by an independent appraiser with appropriate license, except if the subject of the transaction is securities (including those issued by the Bank) or loan transactions. The market value of securities shall be established according to the legislation of the Republic of Kazakhstan and internal rules of the Bank.

Resolution on conclusion of the transaction on purchase or disposal of property for the amount of ten and more percent of the Bank's assets shall be adopted taking into account market value of this property defined by the appraiser in accordance with the legislative act of the Republic of Kazakhstan on valuation activities.

If the subject of this transaction is money and (or) securities issued (placed) at the primary securities market, evaluation shall not be made.

127. Upon effecting transactions, the Bank is obliged to take every possible effort to identify whether the given transaction is a material corporate action or not.

128. Affiliated persons of the Bank are in turn obliged to inform the Bank that:

- 1) they are a party to the transaction; and/or
- 2) they are affiliated persons of a legal entity being a party to the transaction or participate therein as representative or intermediary; and/or
- 3) on all made or prospective transactions known to them, wherein they are recognized to be interested persons.

§ 1. The Order for Effecting Major Transactions, Transactions that are of Interest and Transactions with Persons Connected to the Bank by Special Relations

129. Major transactions, transactions of interest to the Bank and transactions with persons connected to the Bank by special relations shall be transactions recognized as such according to the legislation of the Republic of Kazakhstan and/or the Charter of the Bank.

130. Conditions of major transactions, transactions that are of interest and/or transactions with persons connected to the Bank by special relations shall in advance be considered by the Management Board and/or other competent body of the Bank pursuant to the explanatory note of the structural division whose competence includes matters on the forthcoming transaction. In case of need, copies of documents shall be attached to the explanatory note on the forthcoming transaction.

131. On consideration of the question of expediency of conclusion of a major transaction, transaction that is of interest and/or transaction with a person connected to the

Bank by special relations, the Management Board and/or other competent body of the Bank should proceed from the priority of maintenance of interests of the Bank. For this purpose the Management Board and/or other competent body shall carefully study all conditions and possible consequences of transactions under consideration. In case of insufficiency of submitted materials for making weighed and reasoned resolution, the Management Board and/or other competent body of the Bank shall have the right to request additional materials on the transaction concerned.

132. If the Management Board and/or other competent body of the Bank is to consider the question on conclusion of the transaction that is of interest, the following members of the Management Board and/or other competent body shall not participate in consideration and discussion thereof:

- 1) a party to the transaction; and/or
- 2) affiliated persons of a legal entity which is a party to the transaction or participate therein as representative or intermediary.

133. If the Management Board and/or other competent body of the Bank takes decision on expediency of conclusion by the Bank of a major transaction, a transaction that is of interest or a transaction with a person connected to the Bank by special relations, the Management Board and/or other competent body of the Bank shall petition to the Board of Directors of the Bank for conclusion of such transaction. Thus, the Management Board and/or other competent body of the Bank shall submit to consideration of the Board of Directors of the Bank all earlier considered materials on the proposed transaction, on the basis of which the decision to petition to the Board of Directors of the Bank to decision making about the conclusion of the proposed transaction. Moreover, if the transaction proposed to consideration is concerned with disposal or purchase of property, proposals on the nominee of the appraiser are attached.

134. On the basis of the submitted documents the Board of Directors of the Bank shall take one of the following decisions:

- 1) satisfy the petition of the Management Board and/or other competent body of the Bank and conclude a major transaction, a transaction that is of interest or a transaction with a person connected to the Bank by special relations;
- 2) satisfy the petition of the Management Board and/or other competent body of the Bank and conclude a major transaction, transaction that is of interest or a transaction with a person connected to the Bank by special relations with revision of terms of the transaction, nomination of the appraiser and revision of other proposals of the Management Board and/or other competent body of the Bank;
- 3) refuse to satisfy the petition of the Management Board and/or other competent body of the Bank on conclusion of a major transaction, transaction that is of interest or transaction with the person connected to the Bank by special relations.

135. In decision making by the Board of Directors of the Bank must not participate those members who are:

- 1) a party to the transaction; and/or
- 2) affiliated persons of a legal entity who is a party to the transaction or participates therein as representative or intermediary.

In case of need, the Board of Directors of the Bank shall have the right to request additional documents on the considered transaction.

135-1. Officials of the Bank are responsible in accordance with the laws of the Republic of Kazakhstan to the Bank and shareholders for damage caused by their actions and (or) inactions, and for losses incurred by the Bank, including but not limited by losses incurred as a result of a proposal to conclusion and (or) adoption of resolutions on conclusion of large transactions, transactions where there is interest which incurred the Bank's losses as a result of their unfair actions and (or) inactions, including for the purpose of obtaining by them or their affiliated persons of profit (income) as a result of conclusion of such transactions with the Bank.

Adoption of resolution by general meeting on conclusion of large transaction,

transaction where there is interest in cases stipulated by legislative acts of the Republic of Kazakhstan and (or) Charter of the Bank, does not exempt from liability an official who offered to conclude such transactions, or an official who acted unfairly and (or) failed to act at the meeting of the Bank's body being the member of this body, including for the purpose of obtaining of profit (income) by them or their affiliated persons, if as a result of their execution the Bank incurred losses.

§ 2. Acquiring by a Third Person of 30 or More Percent of Voting Shares of the Bank (Takeover)

136. In accordance with the legislation of the Republic of Kazakhstan a person intending to acquire, on the secondary market of securities, 30 or more percent of voting shares of the Bank, or other number of voting shares, which if acquired will allow this entity individually or jointly with affiliated entities thereto own 30 or more percent of voting shares of the Bank, shall be obligated to notify the Bank and the authorized state body to that effect in the order established by the latter.

137. The Management Board of the Bank shall, within 3 working days, consider the above notice and determine the position of the Bank on the forthcoming takeover, and shall petition to the Board of Directors of the Bank to take resolution and approve the wording of the notice to shareholders of the Bank, containing the opinion of the Bank on the forthcoming takeover, which is to be published in printed periodicals.

138. The Board of Directors of the Bank shall, within 5 working days, consider the petition of the Management Board and take one of the following decisions:

1) satisfy the petition of the Management Board of the Bank and agree with the position of the Bank, proposed by the Management Board of the Bank on the forthcoming takeover and approve the text of notice to shareholders of the Bank; or

2) reject the petition of the Management Board of the Bank and reconsider the position of the Bank on the forthcoming takeover, proposed by the Management Board of the Bank, and enter appropriate adjustments into wording of the notice.

139. The notice shall be published in printed periodicals, determined by the Charter of the Bank, within 5 working days following the date of the approval by the Board of Directors of the Bank of the wording of notice to shareholders of the Bank.

140. The Bank, in the order determined by the legislation of the Republic of Kazakhstan, shall have the right to offer to the person, willing to sell shares of the Bank, purchase the shares by the Bank itself or by a third party, for the price exceeding bid price. The offer of the Bank shall contain information as to amount of shares, price and details of buyers, in case of acquisition of share by third party.

141. If the person, wishing to sell shares, agrees to the offer of the Bank, a contract on purchase of shares shall be made in the order stipulated by the legislation of the Republic of Kazakhstan and subject to requirements to concluding major transactions and the order of redemption by the Bank of outstanding shares.

142. The person who, independently or together with its affiliated persons, acquired, on secondary market of securities, 30 or more percent of voting shares of the Bank, or other number of voting shares, which if acquired will allow this entity individually or jointly with affiliated entities thereto own 30 or more percent of voting shares of the Bank, must, within 30 days following the date of purchase, publish in written periodicals the offer to other shareholders to sell shares of the Bank, owned by them, not later than 30 days after the date of publication of the offer.

The notice of purchase on the secondary market of securities of 30 or more percent of voting shares of the Bank, shall also be sent by the shareholder, who independently or together with its affiliated persons has acquired the specified amount of shares, to the Bank within 3 working days. After the date of reception of such notice, the Bank shall supervise observance

by the shareholder, who, independently or together with its affiliated persons, acquired the specified amount of shares, of requirements of this paragraph of the Code.

§ 3. Reorganization of the Bank

143. The question on reorganization of the Bank, with furnishing of terms and conditions of such reorganization, shall be submitted by the Board of Directors to consideration of general meeting of shareholders.

The Board of Directors shall actively participate in determining terms and conditions for and the order of reorganization of the Bank.

Prior to the decision on reorganization by way of merger, consolidation or spin-off, individual Directors shall have the right to participate in negotiations on reorganization, held by the Management Board of the Bank, with the executive bodies of companies participating in reorganization, and shall have the right to arrange discussion by the Board of Directors on the course of the negotiations.

The Board of Directors shall approve final draft documents on reorganization and submit the question on reorganization to the resolution of general meeting of shareholders, furnishing to the latter the opinion of the Board of Directors on the matter.

144. The Management Board of the Bank shall provide to the Board of Directors, prior to submission by the latter of the question on reorganization to general meeting of shareholders, information and materials on the prospective reorganization. The following documents shall be presented to the Board of Directors:

- 1) Draft contract on consolidation (merger) or draft decision on split-up (spin-off);
- 2) Draft constituent documents of companies newly created as a result of reorganization (consolidation, split-up, spin-off or transformation) of companies, or constituent documents of the acquiring company;
- 3) Annual financial statements of all companies participating in consolidation (merger) for the last 3 completed financial years;
- 4) Quarterly reports, made not later than six months before the date of general shareholders meeting to which the question on reorganization is submitted, if more than six months have passed after the end of the last financial year;
- 5) Draft deed of transfer or dividing balance sheet;
- 6) Justification of reorganization.

The Bank shall have the right, for the purposes of definition of ratio of conversion of shares in reorganization of the Bank, to employ an appraiser.

145. The notice of joint general meeting shall be given by each company participating in the consolidation (merger) in the order established by the legislation and charters of these companies.

Boards of Directors of the companies to undergo reorganization may hold joint meeting for the purposes of setting date, place and time of joint general meeting of shareholders, and, in case of in absentia voting - mailing address and final date for reception of completed ballots.

The order of voting on the joint general meeting of participants of legal entities, participating in consolidation (merger), and the persons to perform the function of bodies of the general meeting of participants, shall be defined in accordance with the rules, specified in the contract on consolidation (merger).

§ 4. Liquidation of the Bank

146. The grounds for and the order of liquidation of the Bank shall be governed by the legislation of the Republic of Kazakhstan.

The Bank may be liquidated:

- 1) under the resolution of general meeting of shareholders and with the sanction of the authorized state body (voluntary dissolution);

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

147. In case of voluntary dissolution of the Bank and after reception of the sanction of the authorized state body, general meeting of shareholders shall, under the deed of arrangement and under supervision by creditors, in accordance with the legislation of the Republic of Kazakhstan, define liquidation proceedings and appoint the liquidation committee. Powers on administration of the Bank shall, from the moment of assignment of liquidation committee, pass thereto. Features of operation of liquidation committee during voluntary dissolution of the Bank are defined by the legislation of the Republic of Kazakhstan.

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

148. Compulsory liquidation shall be made by the court in connection with:

- 1) bankruptcy of the Bank;
- 2) revocation of the Bank's licenses for conducting banking operations on the grounds stipulated by the banking legislation of the Republic of Kazakhstan;
- 3) application (claim) by the authorized state bodies, legal or physical entities on termination of activities of the Bank on other grounds, stipulated by legislative acts.

Insolvency and inconsistency of the Bank shall be established by conclusion of the authorized state body, presented to the court, and made with allowance for design procedures of prudential standards (and other binding standards and limits) and the size of the capital of the Bank.

The Bank may be recognized bankrupt only under judgement of court in the established order.

Out-of-court liquidation proceedings of the insolvent Bank under the decision of its creditors and the Bank itself shall be prohibited.

149. Bankruptcy assets (property) shall be formed in the order determined by the legislation of the Republic of Kazakhstan.

Demands of creditors during compulsory liquidation of the Bank shall be satisfied in the order established by the banking legislation of the Republic of Kazakhstan.

The Bank shall be deemed to have ceased its activity after the moment of entering appropriate record into the State Register of Companies.

Property of the Bank, remaining after settlement of accounts with creditors, shall be distributed by the liquidation committee among shareholders in the order stipulated by the banking legislation of the Republic of Kazakhstan.

Chapter 7. Disclosure of Information by the Bank

150. Taking into account extreme importance of maximum informational openness of the Bank for correct assessment of performance of the Bank and for maintenance of confidence thereto, the Bank shall provide timely and full presentation to shareholders, investors and the authorized state body, information on the Bank's corporate events.

151. The main purpose of disclosing information on the Bank's corporate events by the Bank to shareholders, investors and the authorized state body is provision to the specified persons of accessible, regular and reliable information on the Bank. Thus, the Bank proceeds from that, the volume of information must allow to make correct and full perception and assessment of the Bank's corporate events and make informed decision to participate in performance of the Bank (acquisition of shares of the Bank), and also on taking other actions during participation in the management of the Bank. Moreover, such informational openness facilitates supervision by the authorized state body.

152. At the same time, when making certain information public, the Bank shall protect and keep confidential its corporate (internal) information subject to the requirements of law and the listing rules and the disclosure rules of any stock exchange in respect of securities of the Bank listed on these exchanges in accordance with the Bank's decision.

153. The Bank shall put in place adequate procedures, systems and controls over

identification and dissemination of information which may influence formation of prices of securities according to the Disclosure Rules, and duly ensure that any information disclosed is not misleading or untrue.

154. In certain circumstances the Bank may, under its own responsibility in accordance with the provisions of the Disclosure Rules, delay the public disclosure of information in order to protect its legitimate interests of the Bank, provided that the delay would not mislead the public, and the Bank is able to ensure the confidentiality of the information.

155. The Bank shall inform relevant personnel within both the Bank and elsewhere about the controls imposed on the ability of the Bank to disclose information about the Bank and ensure that the Directors and relevant personnel of the Bank should receive adequate training in the application of the disclosure policy.

§1. Order of Disclosure of Information to Authorized State Bodies and Shareholders of the Bank

156. The Bank shall present to the authorized state body annual financial statements (balance sheet, income statement, statement on cash flow and other reporting in accordance with legislation on accounting and financial reporting) and Auditor's Report within the period stipulated by the legislation of the Republic of Kazakhstan.

The Bank, according to provisions of the legislation of the Republic of Kazakhstan, shall submit on a quarterly basis financial reporting to the authorized state body and publish in printed periodicals, determined by the Charter of the Bank, quarterly financial reports.

157. According to requirements of the legislation of the Republic of Kazakhstan and for the purposes of maintenance of informational openness, the Bank shall ensure mandatory disclosure to shareholders, investors and the authorized state body, in accordance with the current legislation, information on the following Bank's corporate events:

1) Resolutions of general meetings of shareholders and the Board of Directors of the Bank and their execution on the list of issues, information on which shall be communicated to the attention of shareholders and investors, in accordance with the bank's internal documents;

2) Regarding issue by the Bank of shares and other securities, approval of reports on results of issue and placement of securities, the results of redemption of securities, and cancellation by the authorized state body of securities of the Bank;

3) Regarding effecting by the Bank of major transactions and of transactions that are of interest;

3-1) on creation of a pledge (surcharge) of the Bank property for the amount five and more percent of the Bank's assets;

4) Regarding attraction by the Bank of a loan amounting to 25 or more percent of equity of the Bank;

5) Regarding obtaining by the Bank of licenses for conducting any kind of activity, on suspension or cancellation of previously obtained licenses for conducting any kinds of activity;

6) Regarding participation of the Bank in establishment of the legal entity;

7) Regarding seizure on property of the Bank;

8) Regarding occurrence of circumstances of extreme nature, as a result of which the property of Bank with book value of 10 or more percent of total assets of the Bank, was destroyed;

9) Regarding calling the Bank and its officers to account for administrative responsibility;

9-1)) on initiation of proceedings on corporate dispute in the court;

10) Regarding a resolution on compulsory reorganization of Bank;

11) financial statements of the Bank as set out by the legislation of the Republic of Kazakhstan and the Charter of the Bank;

12) any other events, affecting interests of the Bank's shareholders and investors, in accordance with the legislation of the Republic of Kazakhstan, the Charter of the Bank, as well

as prospectus of issuance of the Bank's shares.

158. Information related to shareholders of the Bank, which is subject to disclosure pursuant to legislation of the Republic of Kazakhstan, shall be disclosed through media in accordance with the Charter of the Bank within three business days from the occurrence of circumstances, actions or decisions described in paragraph 157 hereof above, unless legislation of the Republic of Kazakhstan stipulates otherwise.

158-1. The Bank shall post on the depository's internet-resource the financial statements, pursuant to the legislation of the Republic of Kazakhstan on accounting and financial reporting, information on corporate events, the Bank's annual financial statements and the auditor reports, as well as other information defined by the legislation of the Republic of Kazakhstan according to the procedure and within the period established by the regulatory acts of the authorized body.

In addition to the information indicated in part 1 of this Paragraph, the Bank shall also post on the depository's internet-resource the financial statements required under the legislation of the Republic of Kazakhstan on accounting and financial reporting, and quarterly financial reports, and shall present to the stock exchange in accordance with its internal documents, for publication on the stock exchange's internet-resource the information on all corporate events and quarterly financial reports.

159. During placement of securities, the Bank shall provide disclosure to shareholders, investors and the authorized state body of the following information on the Bank's corporate events:

1) Information contained in offering circulars;

1-1) Information contained in the internal document setting forth terms of auction and subscription for securities of the Bank;

2) Information contained in reports on results of placement of securities, submitted by the Bank to the authorized state body in accordance with the legislation of the Republic of Kazakhstan;

3) Information contained in financial statements;

4) Other information to be disclosed in accordance with legislation of the Republic of Kazakhstan or requirements of the stock exchange.

160. Information shall be disclosed by the Bank by way of:

1) submission to the authorized state body in accordance with the legislation of the Republic of Kazakhstan;

2) submission to the stock exchange according to internal rules of the trade institutor and legislation of the Republic of Kazakhstan;

3) publication in the media.

161. While securities of the Bank are outstanding on secondary markets of securities, the Bank shall ensure disclosure to shareholders, investors and the authorized state body, of the following information on the Bank's corporate events:

1) Changes in the structure of bodies of the Bank;

2) Changes in the structure of principal participants of the Bank;

3) Reorganization or liquidation of the Bank or its subsidiaries and related companies;

4) Seizure on the property of the Bank;

5) Reception, suspension or revocation of license of the Bank;

6) Resolutions of general meeting of shareholders of the Bank;

7) Changes in the list of companies, in which the Bank possesses ten or more percent of shares (portion) in each such company.

162. Information, specified in paragraph 161 hereof, shall be disclosed by way of:

1) Submission to the authorized state body in accordance with legislation of the Republic of Kazakhstan, the Charter of the Bank and this Code;

2) Publication in the information system of the stock exchange or a news agency;

3) Publication in the media.

163. In accordance with the legislation of the Republic of Kazakhstan and the Charter of the Bank, the Bank shall provide shareholders with access to the following:

- 1) The Charter of the Bank, as amended and supplemented;
- 2) The resolution on establishment of the Bank, the certificate of state registration (re-registration) of the Bank as a legal entity;
- 3) Licenses on conducting banking operation and other licenses for certain kinds of activity and/or taking certain actions;
- 4) Documents, confirming the right of the Bank to the property on its balance;
- 5) Offering circulars of the Bank;
- 6) The documents confirming state registration of issue of securities of the Bank, cancellation of securities, and the approval of reports on results of placement and redemption of securities of the Bank, submitted to the authorized state body;
- 7) Regulations on branches and representation offices of the Bank;
- 8) 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;
- 9) Lists of shareholders, presented for holding general meetings;
- 10) Minutes of meetings (resolutions of absentee meetings) of the Board of Directors and ballots (including ballots recognized invalid), materials on issues of the agenda of the Board of Directors;
- 11) Minutes of meetings (resolutions) of the Management Board of the Bank;
- 12) Internal rules and documents of the Bank, approved by general meeting and other bodies of the Bank, and subject to submission to shareholders of the Bank in accordance with the legislation of the Republic of Kazakhstan;
- 13) Financial statements of the Bank;
- 14) The Code of Corporate Governance of the Bank as amended and supplemented;
- 15) Other documents as per resolutions of general shareholders meetings or the Board of Directors of the Bank.

164. Information subject to presentation to shareholders of the Bank according to the legislation, the Charter of the Bank and this Code, shall be presented to holders of depositary receipts of the Bank through a depositary bank.

§ 2. The Order for Obtaining Documents of the Bank

165. In order to obtain documents specified in paragraph 157 hereof, which do not constitute commercial or other confidential information of the Bank, shareholders shall request the Chairman of the Management Board of the Bank in writing, indicating therein description of documents and the dates, as of which they are drawn up (required to be drawn up), the shareholder would like to get familiar with or receive copies thereof (certified extracts therefrom), specifying the mailing address for submission thereof.

An application should be considered within ten calendar days from the date of its receipt by the Bank, except for cases stipulated by the legislation of the Republic of Kazakhstan. After expiration of the specified term, the Bank shall be obligated to notify the applicant on the results of consideration of the received written application.

On demand in writing by the shareholder, the Bank shall provide the latter a copy of the Charter, changes and supplements thereto, in three working days following reception of such demand.

The Bank shall charge fees for submission of copies of documents, which must not exceed cost of producing copies of documents and payment of expenses, related to their delivery to the shareholder, as well as payment of services of independent registrar.

166. The Chairman of the Management Board of the Bank may restrict submission of confidential documents constituting official, commercial or other secret protected by the law.

In order to obtain necessary information constituting commercial or other protected secret of the Bank, shareholders of the Bank shall:

- 1) Deliver to the Chairman of the Management Board of the Bank written request,

indicating therein description of documents and dates as of which they are made (required to be made), the shareholder would like to get familiar with or receive copies thereof;

2) The Chairman of the Management Board of the Bank shall consider the opportunity of providing of the information required by the shareholder, and the kind of documents to be submitted (copies thereof, certified extracts therefrom etc.) and the form of submission of the required information. If the Chairman of the Management Board decides to submit the requested information, the appropriate structural division shall inform the shareholder on time and place for possible inspection of documents or total expenses for producing copies of documents (certified extracts therefrom etc.) and sending or delivery to the shareholder, as well as bank details for payment by the shareholder of the specified charges;

3) Within five working days following payment of postage charges and expenses of the Bank on producing copies of documents and signing by the shareholder of Undertaking on Non-Disclosure of banking, commercial and official secrets, the Bank shall dispatch by registered mail or deliver in person to the shareholder copies of requested documents (certified extracts therefrom).

If the shareholder fails to sign the above Undertaking, the requested information (documents) shall not be provided by the Bank.

167. In case of taking by the Chairman of the Management Board of the Bank of decision to refuse submission to the shareholder of the requested information, the appropriate structural division shall send to the shareholder notice stating the reasons and motives for refusal.

168. When preparing for annual general meeting of shareholders, shareholders (their representatives) shall, upon registration as participants of general meeting, be provided materials at the address specified in the notice of general meeting of shareholders, in the order stipulated by Chapter 3 of this Code.

§ 3. Submission of corporate governance statement

168-1. For the purpose of compliance with Disclosure Rules applicable to the Bank in connection with the admission of the Bank's securities to trading on international stock exchanges, the Bank shall include a corporate governance statement to its annual report where, in particular, the following information may be disclosed:

- all acting corporate governance practices the Bank voluntary applies beyond the requirements to corporate governance under the legislation of the Republic of Kazakhstan;
- composition and operation of the Board of Directors, the Management Board and supervisory bodies of the Bank and their committees;
- internal control and risk management systems in relation to the financial reporting process.

The Bank may include other information to the corporate governance statement.

168-2. Procedure of submission and content of the corporate governance statement are determined by the Disclosure Rules, Listing Rules and internal documents of the Bank.”.

Chapter 8. Organization of Risk Management System and Internal Control System of the Bank and their Independent Assessment

§ 1. Organization of Risk Management System

169. The Bank shall form adequate risk management system providing application by the Bank of methods of identification, assessment, and control and monitoring its risk management system.

Presence of system of risk management of the Bank provides for compliance with the requirements of the current legislation of the Republic of Kazakhstan, including to the requirements established by normative legal acts of the authorized state body.

The Board of Directors, the Management Board and other bodies and structural

divisions of the Bank shall, in performing their duties, ensure observance of requirements to presence of systems of risk management.

To effectively perform their duties in accordance with the requirements of the regulatory act concerning the development of the risk management and internal control system, the Board of Directors monitors and controls the matters of risk management, audit, compliance with legislation of the Republic of Kazakhstan and the Bank's internal documents through the collective authorized bodies of the Bank.

§ 2. Organization of Internal Control System

170. The Board of Directors should maintain a system of internal control to safeguard the shareholders' investments and the Banks's assets.

171. The Bank has established the internal control system for the following purposes:

- 1) Operational and financial efficiency of the Bank's activity;
- 2) Reliability, completeness and timeliness of financial and management information.;
- 3) Observance of requirements of legislation of the Republic of Kazakhstan.

The Bank ensures creation and effective functioning of an internal control system by way of day-to-day internal control of the procedure of the Bank's operations. Responsibility for conducting day-to-day internal control shall be assigned to heads of appropriate structural divisions of the Bank.

172. Adequacy and effectiveness of the system of internal control of the Bank shall be assessed by Internal Audit Service and independent Auditor Company (Auditor).

§ 3. Internal Audit

173. Internal Audit Service is a division of the Bank conducting objective assessment of performance of divisions of the Bank, providing assessment and recommendations on perfection of the systems of risk management and internal control.

174. The responsibilities and functions of the Internal Audit Service is determined by the legislation of the Republic of Kazakhstan.

175. Internal Audit Service is independent from day-to-day work of the Bank and has access to all kinds of operations of the Bank, including its branches and subsidiaries. Internal Audit Service of the Bank is independent from the activity subject to audit, and from daily procedures of internal control.

176. The Internal Audit Service reports directly to the Board of Directors of the Bank. The order of appointment of officers, the structure and composition of Internal Audit Service, and the requirements to its officers are determined by internal rules of the Bank approved by the Board of Directors.

177. The list and the order of presentation to Internal Audit Service of information and materials on performance of operations by the Bank, and responsibility of officers and workers of the Bank for failure to present information is established by appropriate internal rules of the Bank.

178. Internal Audit Service shall be entitled to give recommendations to the Audit Committee with respect to the appointment of an external auditor. Proposal on selection of an external auditor shall be submitted for consideration of the Board of Directors of the Bank.

§ 4. External Audit

179. Audit of accounting and reporting, basic documents and other information on performance of the Bank shall be made by an auditor firm (Auditor), empowered to audit in accordance with legislation on audit activity and appropriate requirements of the legislations of the Republic of Kazakhstan.

180. The Audit Committee shall make a recommendation on the appointment, reappointment and removal of the Auditor subject to the requirements of the banking legislation of the Republic of Kazakhstan, as well as evaluate and review the terms and conditions of the contract with the external Auditor. If the Board of Directors does not accept the Audit Committee's recommendation, the Audit Committee shall be permitted to include in the annual report, and in any papers recommending appointment or re-appointment, a statement explaining the recommendation and reasons for such recommendation, and the Board of Directors shall provide explanation why it has taken a different position.

The Board of Directors shall take all necessary measures to ensure approval by the general meeting of shareholders of auditor of the Bank recommended by the Audit Committee.

Chapter 9. Dividends

181. Dividends are an integral part of the existence and development of joint-stock companies. The Optimization of dividend policy, alongside with the improvement of financial standing, is one of the key aspects in the general financial development strategy of the Bank, a tool for increasing its investment appeal and an indicator to the investors on the standing of the Bank. A competent dividend policy and well-informed investors are the key factors of the long-term development of the Bank.

Payment of dividends on the Bank's shares shall be made in the order stipulated by the legislation of the Republic of Kazakhstan, the Bank's Charter, the Prospectus on issue of shares and the Dividend Policy of the Bank.

In order to set up a transparent and shareholder-friendly mechanism and decision-making process concerning payment of dividends, determination of amounts, order and terms of payment, the Bank's Board of Directors shall approve the Dividend Policy of the Bank.

182. The basic purpose of the dividend policy is increase in the shareholders' value by ensuring:

1) Gradual growth of dividends on shares of the Bank;

To fulfill this objective, the Bank aspires to ensure gradual growth of net income (profit) of the Bank, which shall allow to provide gradual increase in the size of paid dividends;

2) Observance of shareholders' entitlement dividends on preferred shares of the Bank;

The Bank ensures creation of necessary conditions for timely and full receipt by shareholders of dividends on common shares by fixing on general shareholders' meeting of the Bank of record date for payment of dividend on common shares, the place where shareholders may receive dividends on common shares, amount of dividends payable on common shares and, if required, other parameters. Moreover, within five business days before payment of dividends on preferred shares, the Bank ensures timely informing of shareholders of the Bank on payment of dividends on preferred shares by publishing the information on payment of dividend in mass media and other information stipulated by the Charter of the Bank and (or) legislation, as well as by using other methods of informing Bank's shareholders on payment of dividends on preferred shares.

Moreover, the Bank has formed reserve capital, the funds of which may be used for payment of dividend on preferred shares of the Bank in case of absence or insufficiency of income of the Bank;

3) Creation of necessary conditions for timely and full receipt by shareholders of dividends.

The Bank ensures creation of necessary conditions for timely and full receipt by shareholders of dividends, by fixing on general meetings of shareholders of the Bank the date for commencement of payment of dividends, the place where shareholders may receive dividends, amount of due dividends and other parameters. Moreover, the Bank ensures timely informing of shareholders of the Bank on payment of dividend by publishing in printed periodicals, defined by the Charter of the Bank, of information on payment of dividend not less than 5 working days prior to the date of commencement of payment of dividend, and by other

ways of notification of shareholders of the Bank on payment of dividend.

§ 1. Procedure for Payment of Dividend on Shares of the Bank

183. The decision on payment of dividends on ordinary shares, and on payment of the amount more than the guaranteed amount of dividends on preferred shares, shall be adopted by the annual general meeting of shareholders of the Bank, provided that there is income of the Bank based on the results of the financial year in the amount allowing payment of such dividends.

The decision on payment of dividends on ordinary shares of the Bank shall be adopted by the general meeting of shareholders of the Bank by simple majority of total number of voting shares of the Bank participating in voting.

Payment of guaranteed amount of dividends on preferred shares of the Bank, established by the Charter of the Bank, does not require adoption of an appropriate decision by the general meeting of shareholders of the Bank and shall be made in the procedure and within the time period stipulated by the Charter of the Bank and the offering circular.

184. The Bank shall have the right, if the shareholder's written consent is available, to pay out dividends on shares of the Bank with its securities: declared shares of the Bank or bonds issued by the Bank. A resolution of the general meeting of shareholders regarding payment of dividend on ordinary shares shall contain indication on the possibility of payment of dividends of the Bank with specified securities.

Payment of dividends on preferred shares by securities of the Bank is not permitted.

185. The Bank shall have the right to pay dividends in a mixed way, paying one part of dividend in cash and the other with securities, and also with different kinds of securities (in part with declared shares and in part with issued bonds).

186. The list of shareholders of the Bank, having the right to receive dividends, should be generated in the procedure determined by the legislation of the Republic of Kazakhstan.

The Bank shall not accrue and pay dividends on shares which have not been placed (sold) by or have been redeemed by the Bank.

The Bank shall have no right to pay dividends on common and preferred shares:

1) in case of negative amount of equity of the Bank or if amount of equity of the Bank becomes negative as a result of accrual of dividends on the Bank's shares;

2) if the Bank experiences insolvency or bankruptcy in accordance with the legislation of the Republic of Kazakhstan on bankruptcy or the Bank will have such features as a result of accrual of dividends on shares.

187. A shareholder shall have the right to demand payment of unreceived dividends irrespective of the date the Bank's payable became overdue. In case of failure to pay dividend on time through the fault of the Bank, the sum of due dividends and default interest, calculated on the basis of official refinance rate of the National Bank of the Republic of Kazakhstan as of the date of discharge of the liability or its appropriate part shall be paid to the shareholder of the Bank.

188. If there is sufficient income of the Bank based on the results of the year and on the basis of the financial reporting of the Bank for the reporting year, confirmed by an auditor company elected by the general meeting of shareholders, and for the purpose of ensuring the rights of shareholders of the Bank for participation in the income of the Bank, the Management Board of the Bank shall have the right to decide on petitioning to the Board of Directors of the Bank on inclusion in the agenda of the annual general meeting of shareholders of the issue on payment of dividends on ordinary shares of the Bank. The Management Board of the Bank shall supplement the petition with an explanatory note for the Board of Directors of the Bank, containing justification of the possibility for the Bank to pay out dividends on ordinary shares of the Bank and calculation of dividends per an ordinary share of the Bank.

189. The amount of income of the Bank, proposed for payment as dividends, shall be defined, and, dividend per an ordinary share shall be calculated subject to the requirements of

paragraph 186 hereof.

190. Upon formation of the proposal to the Board of Directors of the Bank on payment of dividend on ordinary shares, the Management Board of the Bank shall proceed, first of all, from the amount of income necessary to satisfy, during the whole year, the prudential standards set by the authorized state body for second-tier banks and other needs of the Bank.

191. Having considered the petition of the Management Board of the Bank, the Board of Directors shall have the right to take one of the following decisions:

- 1) Satisfy the petition of the Management Board and include in the agenda of the annual general meeting shareholders the item on payment of dividend on ordinary shares of the Bank;
- 2) Satisfy the petition of the Management Board with revision of the total sum of income proposed to payment of dividend on ordinary shares of the Bank, and dividends per an ordinary share of the Bank;
- 3) Refuse to satisfy the petition of the Management Board.

192. The final resolution on payment of dividends on ordinary shares and dividends exceeding the guaranteed amount on preferred shares of the Bank, determination of the amount of dividend per an ordinary share and the amount of dividends exceeding the guaranteed dividend on the preferred shares of the Bank, shall be adopted by the general meeting of shareholders of the Bank.

Resolutions on payment of dividend on ordinary shares of the Bank and the amount of dividends on ordinary shares shall be subject to the requirements of paragraph 193 hereof.

Taking into account financial results for the year, the general shareholders meeting is entitled to adopt a resolution on appropriateness of dividend payment on common shares of the Bank.

193. The amount of dividends to be accrued on preferred shares may not be less than the amount of dividends to be accrued on ordinary shares of the Bank. If the amount of dividends on ordinary shares of the Bank exceeds the amount of guaranteed dividends on preferred shares, the Bank shall increase the amount of dividends on preferred shares of the Bank to equalize the sum of dividends payable on ordinary and preferred shares of the Bank.

194. The Bank's Board of Directors shall determine the date for commencement of payment of dividends on the Bank's preferred shares.

195. Regardless of the resolution adopted by general shareholders' meeting, within ten business days from the day of adoption of the resolution, the Bank is obliged to publish an announcement in mass media stipulated by the Charter of the Bank, concerning resolution adopted by general shareholders' meeting of the Bank on issues of payment of dividend.

The resolution on payment of dividend on the Bank's common shares shall contain:

- 1) name, location, banking and other details of the Bank;
- 2) period for which dividends shall be paid;
- 3) amount of dividend per one common share;
- 4) record date;
- 5) procedure and form of payment of dividends.

196. (excluded in accordance with the decision of the General shareholders' meeting (minutes No.29 dated 21 April 29)).

§ 2. Dividends in the form of Securities

197. A shareholder of the Bank, except a shareholder holding preferred shares of the Bank, wishing to receive dividends in the form of securities should submit an appropriate written application to the Bank, consenting therein to receive dividend paid with securities of the Bank.

198. The number of securities paid as dividends shall be counted based on the size of dividend per share, as established by the general meeting of shareholders (for ordinary shares) subject to taxation of income on securities in accordance with the tax legislation of the Republic of Kazakhstan.

199. If the number of the securities declared by shareholders of the Bank as securities to be received as dividends exceeds the number of the securities held by the Bank, dividends shall be paid to the shareholders with the securities proportionally to the shares held by them. The portion of dividends not paid with securities shall be paid in cash.

200. Securities paid as dividends shall be transferred into personal accounts of shareholders in the procedure established by the legislation of the Republic of Kazakhstan.

§ 3. Dividend Strategy of the Bank and Procedure for Calculating Dividends

201. The total amount of dividends payable on all shares of the Bank shall be determined based on the net profit of the Bank after all calculations made with respect to the Banks' needs for the formation of its own financial resources ensuring the realization of the Bank's investment opportunities in full.

The Management Board of the Bank intends to annually pay dividends to the holders of ordinary shares, provided that after such payment, the satisfactory level of the net profit shall be sufficient for observance during the whole year, at predicted growth in Bank assets as of the year-end, of the requirements for capital adequacy that are set by the authorized body for second tier banks.

202. In case the existing pipeline of investment projects provides an internal rate of return exceeding the weighted average cost of capital, the main portion of the net profit shall be directed to the implementation of such projects. Through such investments, the Management Board of the Bank intends to increase the shareholders' value.

§ 4. Liability for a Failure to Pay or a Delay in Payment of Dividend

204. In case of a delay in the payment of dividend for more than 10 working days, the Chairman of the Board of Directors of the Bank shall immediately notify all Directors, stating the reason for such delay in the payment of dividend and the measures being taken for elimination of the reasons for the delay in the payment of such dividends.

The Board of Directors of the Bank shall have the right to decide to bring the Chairman of the Management Board and other members of the Management Board of the Bank to bear liability for the inappropriate implementation of the resolution of the general meeting of shareholders related to the payment of dividends.

Chapter 10. Settlement of Corporate Conflicts

205. Taking into account importance of preservation of good business reputation of the Bank and extreme undesirability of corporate conflicts, the Bank considers necessary to develop mechanisms for prevention and settlement of corporate conflicts.

§ 1. General Provisions

206. Within the framework of this Code, the Bank recognizes as conflict any disagreement or dispute between a body of the Bank and a shareholder of the Bank, arising in connection with participation of the shareholder in the Bank, or a disagreement or dispute among shareholders if such disagreement or dispute affect or may affect interests of the Bank

207. In case of occurrence of a corporate conflict, the Bank shall as promptly as practicable determine its position towards the conflict and take appropriate decision and bring it to the notice of shareholders.

Upon definition of its position, the Bank shall rely on norms of the legislation of the Republic of Kazakhstan and ensure reasonable combination of interests of the Bank and all its shareholders.

208. In case of need, the Bank shall provide to a party of the conflict, the court, the authorized state body and other state bodies, necessary information to determine the real situation on the conflict and take measures on its settlement in the order stipulated by the Charter of the Bank, this Code and internal documents of the Bank.

209. The Bank undertakes to take all measures in its control for settlement of corporate conflict and provide to shareholders an opportunity to execute and defend their rights. In case of compelled refusal to satisfy the request of a shareholder, the Bank undertakes to strictly rely on provisions of the current legislation.

210. The competence of bodies of the Bank with respect to consideration of corporate conflicts shall be differentiated depending on the terms of reference thereof.

211. In case of a corporate conflict among shareholders which may affect interests of the Bank, the Bank shall have the right to request the parties to the conflict to allow participation of the Bank in its settlement as intermediary. Moreover, the Bank shall have the right to propose itself as adviser and provide to the parties necessary information and documents, consultations on the matters of the current legislation and provisions of internal documents of the Bank.

§ 2. Order of Definition of the Bank's Position Regarding Corporate Conflict

212. In case of a corporate conflict or a situation which may result in occurrence of a corporate conflict, the appropriate structural division shall not later than 3 working days submit the matter for consideration of the Management Board of the Bank, appending documents and explanation necessary for adoption of an informed decision and definition of the position of the Bank.

213. In case the matter, in relation to which a corporate conflict may occur or occurs, falls under the competence of the Board of Directors of the Bank, the Management Board of the Bank, having considered appropriate documents and formulated its position on the matter, petitions to the Board of Directors of the Bank for approval of the Bank's position.

214. Upon having considered the petition of the Management Board, the Board of Directors of the Bank shall have the right to adopt one of the following decisions:

- 1) Approve the position of the Bank proposed by the Management Board;
- 2) Refuse to satisfy the position of the Bank proposed by the Management Board and define another position of the Bank on the corporate conflict.

215. In consideration of the matter of determination of the Bank's position in relation to the corporate conflict, the following Directors or members of Management Board of the Bank shall not participate:

- 1) a party to the conflict;
- 2) affiliated persons of the party to the conflict.

216. The Bank shall, within 3 working days following definition of the Bank's position, notify the shareholders who are parties (party) to the conflict of the position of the Bank in relation to the corporate conflict.

217. In case the Bank is one of the parties to the conflict, the Management Board or the Board of Directors of the Bank, upon definition of the position of the Bank in relation to the corporate conflict, shall also approve the list of actions of the Bank on settlement of the conflict.

With the consent of shareholders who are parties to the corporate conflict, the Management Board and/or the Board of Directors (members of both) may participate in negotiations among shareholders, provide to shareholders available information and documents, concerning the conflict, explain norms of legislation of the Republic of Kazakhstan and provisions of internal rules of the Bank, give advice and recommendations to shareholders, prepare draft documents on settlement of the conflict for signing by shareholders, on behalf of the Bank and within the limits of its competence to assume obligations to shareholders to the extent necessary to promote settlement of the conflict.

218. Upon the results of actions on settlement of the corporate conflict, the Bank shall have the right to sign an agreement on settlement of the conflict.

Chapter 11. Final Provisions

219. This Code shall enter into force from the moment of approval by the general shareholders meeting of the Bank.

220. Provisions of this Code are binding on the Bank's shareholders, officers and employees.

221. Persons in breach of provisions hereof shall bear responsibility in accordance with the legislation of the Republic of Kazakhstan.