

MINUTES No.35
to Extraordinary General Meeting of Shareholders
of Joint Stock Company “Halyk Bank”

Almaty

5 December 2014

Full name: Joint Stock Company “Halyk Bank”

Location: 109V, Abay Avenue, Almaty

Venue: conference hall, 109V, Abay Avenue, Almaty

Opening time: 11:00am

Closing time: 12:00pm

The Attendees on the extraordinary general meeting of shareholders of Joint Stock Company “Halyk Bank” (hereinafter - the “Bank”) opened at 11:00am on 5 December 2014 (hereinafter – “the General Meeting of Shareholders”) were as follows:

1. representatives of the Bank’s shareholders owing ten and more percent of voting common shares of the Bank:

JSC Holding Group ALMEX owing 8 003 381 500 voting common shares of the Bank, this is 84,0% of total number of voting common shares of the Bank, represented by Timur Zeinullayevich Rakhmanberdiyev, acting by the virtue of power of attorney No.225 dated 2 December 2014;

2. other shareholders – individuals and legal entities or their representatives;

3. invitees:

1) Chairman and members of the Board of Directors of the Bank;

2) Chairperson and members of the Bank Management Board;

3) representatives of certain structural subdivisions and subsidiaries of the Bank;

4. representative of the authorized state body – Aimgul Tlepbergenovna Akhmedzhanova.

As per the information presented by the registrar of the Bank: JSC “The Integrated Securities Registrar”, as of 5 November 2014 (the compilation date of the shareholders list, having the right to take part in the general meeting of the shareholders), and as per the notice of shareholders owing 5 and more percent from number of placed shares as of 5 November 2014, issued by JSC “The Integrated Securities Registrar”:

1. total number of voting shares of the Bank (without repurchased shares of the Bank, as well as shares held by the nominees and shareowners, data of which is missing with recording system of JSC Central Securities Depository) – is 9,527,537,270 shares, the number of common shares of the Bank repurchased by the Bank – is 217,352,661 shares;

2. total number of the Bank shareholders owing common shares of the Bank is 26,426 shareholders (including 22 GDR holders) (without owners which data is not disclosed in the recoding system of JSC Central Securities Depository);

3. total number of placed privileged shares of the Bank – is 309,859,430 shares, the number of privileged shares of the Bank repurchased by the Bank – is 196,232,399 shares;

4. total number of placed privileged shares of the Bank, being converted into common shares of the Bank – is 80,225,222 shares;

5. total number of shareholders of the Bank owing privileged shares of the Bank and privileged shares of the Bank, being converted into common shares of the Bank (including nominee holders managing share portfolio) is 38 shareholders.

Agenda of the general meeting of shareholders published in newspapers “Kazakhstanskaya pravda” and “Yegemen Kazakhstan” dated 22 October 2014:

1. Approval of the agenda for the extraordinary general meeting of shareholders of JSC “Halyk Bank”.

2. Approval of amendments to the Charter of JSC “Halyk Bank”.

3. Approval of amendments to the Corporate Management Code of JSC “Halyk Bank”.

4. Approval of amendments to the Regulations on the Board of Directors of JSC “Halyk Bank”.

A.S. Pavlov, Chairman of the Bank Board of Directors:

Dear shareholders! Welcome and let me open our meeting.

In accordance with provisions of Article 35 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, the company has a right to hold extraordinary general meetings along with annual general meeting of the shareholders.

Present extraordinary meeting is called on the initiative of the Bank Board of Directors under Article 37 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”. We need to ensure compliance of the Bank’s internal regulatory documents with the requirements of newly adopted Regulation of the Management Board of National Bank of Kazakhstan dated 26 February 2014 No.29 “On Approval of the Rules for Risk Management and Internal Control Systems for Second-tier Banks”.

You were noticed on present extraordinary general meeting of shareholders of the Bank to be held, in the manner provided for by the Law of the Republic of Kazakhstan “On Joint Stock Companies” and Charter of the Bank. The information on convening the extraordinary general meeting of shareholders and its agenda was posted in mass media: periodical print publications “Yegemen Kazakhstan” and “Kazakhstanskaya pravda” **dated 22 October 2014**, as well as additionally posted on corporate website of the Bank, on websites of Kazakhstan Stock Exchange and London Stock Exchange by notifying depository bank.

According to information presented by the registrar of the Bank: JSC “The Integrated Securities Registrar”, as of 5 November 2014 (the compilation date of the shareholders list, having the right to take part in the general meeting of the shareholders), total number of the Bank shareholders owing common shares is **26,426** shareholders (including **22** GDR holders). This is without shareowners of the Bank which data is not disclosed in the recoding system of JSC Central Securities Depository. Total number of shareholders of the Bank owing privileged shares and privileged shares, being converted into common is **38** shareholders.

Total number of voting shares of the Bank excluding shares repurchased of the Bank, as well as shares held by the nominees and shareowners which data is missing with recording system of JSC Central Securities Depository – is **9,527,537,270** shares. Total number of placed privileged shares of the Bank and privileged shares, being converted into common (excluding shares repurchased by the Bank) is **193,852,253** shares.

The floor is given to **Ilmira Arslanovna Razumova**, Chairman of Ballot Committee to announce the results of attendees registration hereof.

I.A. Razumova, Chairman of the Ballot Committee:

Good day, dear shareholders! As per the data presented to the Ballot Committee, by the close of attendees registration hereof, there were registered 31 shareholders and their representatives owing 8,476,792,599 in aggregate voting common shares of the Bank, this is 88.97 percent from all voting common shares of the Bank.

At the same time, we would like to note that a representative of 22 non-resident shareholders holding in total 467,152,320 voting shares (in the form of Global Depository Receipts), information on whom disclosed in JSC Central Securities Depository, takes part at this General Meeting.

In addition, 2 shareholders of the Bank, holding in aggregate 25,357,507 privileged shares and privileged shares convertible into common shares of the Bank, that is 13.1% of total amount of placed privileged shares and privileged shares convertible into common shares of the Bank are present at the General Meeting of the Shareholders.

According to Article 45 of Law of the Republic of Kazakhstan “On Joint Stock Companies” the General Meeting of the Shareholders is entitled to make decisions, should at closing time of attendees registration, the Shareholders or their representatives included into the Shareholders List, entitled to participate and vote herein, holding in total fifty and more percent of the Bank’s voting shares, have been registered.

Thus, considering the above results of registration, this Extraordinary General Shareholders’ Meeting of the Bank shall be deemed duly constituted.

A.S. Pavlov, Chairman of the Bank’s Board of Directors:

Dear Shareholders, I announce the Extraordinary General Shareholders’ Meeting of the Bank opened.

To hold the meeting we should elect working bodies: **Chair of the Meeting and Secretary of the Meeting**. In this regard I propose:

To elect **Yerserik Damenovich Siyrbayev** as the Chair of the Meeting of the Shareholders.

Do you have any other proposals? There are no other proposals. Please vote for the proposed candidate by show of hands:

“for” - 31
“against” - 0
“abstainers” - 0

Carried unanimously.

2. To elect **Yelena Valeryevna Sidorova**, Head of Chancellery as the Secretary of the Meeting.

Do you have any other proposals? There are no other proposals. Please vote for the proposed candidate by show of hands:

“for” - 31
“against” - 0
“abstainers” - 0

Carried unanimously.

I kindly request **Yerserik Damenovich Siyrbayev**, Chair of the Meeting and **Yelena Valeriyevna Sidorova**, Secretary of the Meeting to take their seats and proceed to our Meeting’s operations.

Y.D. Siyrbayev, Chair of the Meeting:

Good afternoon, dear Shareholders. Before proceed to our Meeting’s operations, I would like to inform you that Alexander Sergeyeovich Pavlov, Chairman of the Bank’s Board of Directors, Umut Bolatkhanovna Shayakhmetova, Chairperson of the Management Board of the Bank, members of the Bank’s Board of Directors: Mazhit Tuleubekovich Yessenbayev, Independent Directors: Arman Galiaskarovich Dunayev, Christof Ruehl, Frank Kuijlaars and Ulf Wokurka, and representative of minority shareholders - Urazgaliy Kindayevich Duissemaliyev are taking part herein.

Since the working bodies of the Extraordinary General Meeting of Shareholders are created, I suggest proceeding with consideration of items on the agenda of the Extraordinary General Meeting of Shareholder.

1. Approval of the Agenda for the Extraordinary General Shareholders’ Meeting of JSC “Halyk Bank”

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders,

As you know, the Agenda of this Extraordinary General Meeting was published in Yegemen Kazakhstan and Kazakhstanskaya Pravda newspapers on 22 October 2014. You may also read the Meeting Agenda right now. The Agenda is a part of handouts you were provided during registration of attendees.

According to Article 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” the Agenda determined by the Bank’s Board of Directors is approved during the General Meeting of the Shareholders.

In accordance with Article 43 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” when opening the In-Person General Meeting of the Shareholders, the Board of Directors shall report on obtained proposals for amending the Agenda.

A.S. Pavlov, Chairman of the Board of Directors:

No proposals on the Agenda amendment of the Extraordinary General Meeting of Shareholders have been received.

Y.D. Siyrbayev, Chair of the Meeting:

Thank you, Alexander Sergeevich.

Dear Shareholders, do you have any comments, suggestions for the agenda? No.

I kindly request shareholders of the Bank to vote by ballots on the first item of the Agenda on approval the Agenda for the Extraordinary General Shareholders’ Meeting of the Bank in the wording determined by the Board of Directors as per Minutes to Meeting of the Board of Directors by absent voting No. 297 dated 17 October 2014.

I kindly ask members of the Ballot Committee to count votes, and announce them later.

As you know, according to Article 46 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” the company having 100 and more shareholders shall establish the Ballot Committee, which quantitate and personnel structure shall be approved by the General Meeting of Shareholders.

Therefore, please be informed that the following members of the Ballot Committee, whose term of powers defined by the resolution of the Annual General Meeting of the Bank’s Shareholders on 25 April 2014 (Minutes No.34 dated 25 April 2012), is two years being expired by the time of re-election of the Ballot Committee on the Annual General Shareholder’s Meeting, are presenting on this Meeting:

Chair of the Ballot
Committee:

Ilmira Arslanovna Razumova

Members of the Ballot
Committee:

Anna Vasylyevna Borodovitsyna
Gabbas Malgajiyevich Ilyussinov
Gulziya Seidakhmetovna Madazimova
Viktor Sergeevich Skryl
Yelena Alexandrovna Khmyz
Nazgul Mukhamedsalykovna Shakirova

In accordance with the Law of the Republic of Kazakhstan “On Joint Stock Companies”, at the present general shareholders meeting, we should **elect Shareholders representatives holding ten percent and more of Bank’s voting shares, each** or several Shareholders acting on the basis of an Agreement executed between them, which in total holding ten and more percent of voting shares. They will witness correctness of the Minutes to this General Meeting of the Shareholders. At the present time, the Shareholder holding ten percent and more of voting shares of the Bank as of 5 November 2014, i.e. on the date of compiling the List of Shareholders, entitled to participate in the General Meeting of the Shareholders, is:

JSC ALMEX Holding Group holding **8,003,381,500** voting common shares, which is **84.0 %** from the total amount of voting common shares of Bank as well as owning in aggregate **20,767,568** privileged shares and privileged shares, convertible into common shares of the Bank, this is **10.71%** of the total number of placed privileged shares and privileged shares convertible into common shares of the Bank (less shares privileged shares and privileged shares convertible into common shares of the Bank repurchased by the Bank).

Considering the above said we suggest electing representative of the Bank’s Principal Shareholder attending this Meeting and acting under respective power of attorney presented at registration for taking part in this Extraordinary General Meeting of the Shareholders, on behalf of JSC

ALMEX Holding Group – Timur Zeinullayevich Rakhmanberdiev, acting by virtue of power of attorney No.225 dated 2 December 2014.

Do you have any other proposals? There are no other proposals. Please vote for the proposed candidate by show of hands:

“for” - 31
“against” - 0
“abstainers” - 0
Carried unanimously.

Dear Shareholders, I suggest to continue our Meeting in Russian. All persons who want can speak Kazakh. There are interpreters in our Conference-Hall, who can provide proper translation from Russian to Kazakh and vice-versa, in case of need.

I propose to review and approve the following regulations for our meeting. Fix time for a speaker - 5-10 minutes; discussants – up to 3 minutes. Dear Shareholders, I propose to take this meeting without break.

I deem it appropriate to apply the secret (ballot) form of voting on all issues and proposals of our meeting.

You are kindly requested, in order to observe set priority for reviewing the Agenda’s items and avoid breach of the time-limit, the issues not provided by the Meeting Agenda, ask in writing, and forward to the Secretariat.

All items not included in the Agenda will be reviewed upon ending of discussion of the items approved in the Agenda, and have to be replied.

Besides, I inform you that all Shareholders willing to speak on the Agenda’s items can be registered by the Meeting Secretary. Every Speaker is requested to introduce himself/herself before his/her presentation. Whereby, I suggest restricting presentations of the Shareholders in a debate by three speakers.

Do you have any other proposals on the issues stated by me? There are no other proposals. Please vote for the proposed procedure aspects for holding this meeting:

“for” - 31
“against” - 0
“abstainers” - 0
Carried unanimously.

And now, I kindly ask members of the Ballot Committee of the Bank to announce the results of voting on **the first item** on the agenda of the Extraordinary General Meeting of Shareholders. I give the floor to the Chair of the Ballot Committee **Ilmira Arslanovna Razumova**.

I.A. Razumova, Chair of the Ballot Committee:

Total amount of shareholders votes that had been registered to participate in this General Meeting of the Shareholders is 8,476,792,599 out of which on **the first item** of the Agenda concerning approval of the Agenda for the Extraordinary General Shareholders’ Meeting of JSC “Halyk Bank” in the revision proposed by the Bank’s Board of Directors voted:

	<i>Number of voting shares</i>	<i>% out of total amount of voting shares presented in the Meeting</i>
“For”	8,476,683,559	99,99871366
“Against”	0	0

“Abstainers”	109,040	0,00128634
Have not taken part in voting process	0	0

The Resolution has been adopted by a simple majority from total number of the Bank’s voting shares presented at the Meeting.

Thus, the General Shareholders’ Meeting by a simple majority from total number of the Bank’s voting shares participated in the voting, resolved:

To approve the Agenda for the Extraordinary Shareholders’ General Meeting of the JSC “Halyk Bank” dated 5 December 2014 in the wording suggested by the Board of Directors of JSC “Halyk Bank” (Minutes to Meeting of the Board of Directors of JSC “Halyk Bank” by absent voting No.297 dated 17 October 2014).

2. Approval of Amendments to the Charter of JSC “Halyk Bank”.

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders,

Since the Agenda of the Extraordinary General Shareholders’ Meeting has been approved, please go ahead. I propose to pass on to discussion of the second item of the Agenda: “Approval of Amendments to the Charter of JSC “Halyk Bank”.

The speech on this issue is passed to Aiman Serikovna Tulepova, Legal Department Director.

A.S. Tulepova, Legal Department Director:

Dear Shareholders,

In accordance with the provisions of Article 36 of Law of the Republic of Kazakhstan “On Joint Stock Companies” and Article 26 of the Charter of the Bank, consideration and adoption of decision on the item of approval of amendments to the Charter of the Bank, shall refer to exclusive competence of the general meeting of shareholders.

The handouts you were given during registration contain draft amendments to the Charter of the Bank in Kazakh and Russian languages. In case of necessity, you will have an opportunity to obtain approved copy of these amendments to the Charter of Bank in Kazakh and Russian languages.

The copies of existing Charter of the Bank were provided to you earlier. The Charter of the Bank is also available at the location of the Bank Management Board and corporate website of the Bank to be read and understood. You may also additionally read the Charter of the Bank right now by obtaining copies of the Charter of the Bank from the members of the Ballot Committee, to make decision on the item being considered.

Amending of the Charter of the Bank, approved by the resolution of the general shareholders meeting No.22 dated 20 December 2006, is necessary to bring the Charter of the Bank in line with new requirements of the Rules for Risk Management and Internal Control Systems for Second-tier Banks, approved by Regulation of the Management Board of National Bank of Kazakhstan dated 26 February 2014, hereinafter referred to as the Regulation 29, which shall be effective from 1 January 2015.

Current Instruction on requirements of risk management and internal control systems, approved by Regulation of the Management Board of National Bank of Kazakhstan No.359 dated 30 September 2005, shall be null and void from 1 January 2015.

The target of the Regulation 29 shall be determination of requirements for formation of risk management and internal control systems with second-tier banks, ensuring effective control by the Board of Directors, Management Board of second-tier banks over activities of second-tier banks and their financial position. To reach this target, the Regulation 29 determined functions and competences of the Board of Directors, Management Board and authorized collegial body through which the Board of Directors carry out monitoring and control over issues related to risk management, audit, compliance with the requirements of the legislation of the Republic of Kazakhstan and internal documents of the second-tier banks.

In this regard, namely, we draw your attention to the following amendments proposed:

- 1) issues related to ensuring compliance of the Charter of the Bank with the requirements of the legislation of the Republic of Kazakhstan, keeping its actuality, shall be of competence of the Bank Board of Directors;

- 2) it is envisaged that Bank Board of Directors shall assign and dismiss chief compliance controller.
- 3) The Bank Management Board shall be competent for development of such documents as: Bank development strategy, its organizational structure, budget of the Bank. The Board of Directors of the Bank shall approve development strategy of the Bank, its organizational structure and budget of the Bank. The Management Board of the Bank shall ensure fulfilment of Bank development strategy and carry out monitoring of the budget implementation of the Bank.

Certain amendments to the Charter of the Bank are of editorial and specifying nature, to be entered for actualization and optimization of content of the Charter of the Bank, including in accordance with the recent amendments entered into legislation of the Republic of Kazakhstan.

Since the Regulation 29 shall be effective from 1 January 2015, the amendments to the Charter of the Bank should be entered from the same date, i.e. from 1 January 2015.

Dear shareholders!

Based on the above said, the Board of Directors of the Bank proposes to approve amendments to the Charter of the Bank in the wording offered and put into force from 1 January 2015.

In addition, in accordance with paragraph 1 of Article 9 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, the general shareholders meeting shall authorize the person who will have powers to sign amendments to the Charter of the Joint Stock Company. In this regard, it is proposed to authorize Umut Bolatkhanovna Shayakhmetova, Chairperson of the Management Board to sign amendments to the Charter of the Bank.

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders, would you have other proposals on this issue? Does anybody want to take a floor?

The question of the shareholder U.K. Duissemaliyev

Do these amendments refer to our Bank only?

A.S. Tulepova

These amendments refer to activities of all second-tier banks of the Republic of Kazakhstan.

Y.D. Siyrbayev, Chair of the Meeting:

Does anybody have any other proposals? Does anybody want to take a floor? There are no other proposals or speakers. I would like to ask you to vote on second item of the Agenda.

Members of the Ballot Committee are kindly requested to count voting results against the second item of the meeting agenda and I ask the Chair of the Ballot Committee to announce the results of voting.

Dear Shareholders,

As far as we are having votes counted at the moment, I would propose to take the floor to **Alexander Sergeyeovich Pavlov**, Chairman of the Bank’s Board of Directors to speak on this item.

A.S. Pavlov, Chairman of the Bank’s Board of Directors:

Dear Shareholders,

We would like to inform you on the results of activity of Halyk Group, by the results of nine months of 2014.

By the results of nine months of 2014 year, the Halyk Group saved and strengthened its leading positions within core segments of financial service market. As per the data of National Bank of Kazakhstan as of 1 October 2014 the JSC “Halyk Bank” is a leader of banking sector on the value of net profit, assets, volume of current accounts and deposits of legal entities and individuals, as well as shareholders’ equity. The milestones of the Group for nine months of 2014 are reached in respect of core development parameters.

Performance of the Halyk Group for nine months of current year is characterized by the following data:

- **net profit:** KZT92.0b (plan: KZT76.6b, overachievement for KZT15.4b or 20%), inflow is 64.3% as compared to similar period of last year;
- **net interest income (after deductions to provisions for impairment):** KZT97.3b (plan: KZT83.1b, overachievement for KZT14.1b or 17.0%), inflow is 52.2% as compared to similar period of last year;
- **fee from transactional banking:** KZT34.0b (plan: KZT33.7b, overachievement for KZT372m or 1.1%), inflow is 11.2% as compared to similar period of last year;
- **net income from dealing operations:** KZT8.9b (plan: KZT8.2b, overachievement for KZT653m or 7.9%);
- **operating expenses:** KZT43.3b (plan: KZT45.3b, economy for 4,4%), inflow is 7.9% as compared to similar period of last year.

Efficiency ratio of Halyk Group activities, as compared to envisaged level plan and their dynamics in the reporting period, has positive tendency:

- **return on assets (ROA):** 4.5% (plan: 3.7%), increase by 1.5 percent points as compared to similar period of last year;
- **return on equity (ROE):** 28.7% (plan: 24.3%); increase by 7, percent points as compared to similar period of last year;
- **net interest margin (NIM):** 5,6% (plan: 5,5%); increase by 0.8 percent points as compared to similar period of last year;
- **Cost / income ratio:** 28.0% (plan: 29.6%), decrease by 3.9 percent points as compared to similar period of last year.

As of 1 October 2014, the Assets of Halyk Group comprised KZT2.8t and increased for the reporting period by KZT338b or 13.5%. The increase of loan portfolio volume (net) comprised KZT33.7b or 2.3%. Dynamics of the volume of formed reserves (provisions) on loans of the clients certifies positive results of the Group activity aimed at improvement of portfolio quality – the indicator of cost of risk decreased for the reporting period from 1.5% to 0.03%, reserve rate – from 17.9% to 15.4%.

Liabilities of Halyk Group comprised for the reporting period as KZT2.4t, increasing early in the year by KZT267.9b or 12.7%. Payables to customers comprising at the reporting date KZT2.0t take dominating share (83%) in the liability structure. Major increase of liabilities is ensured by inflow of payables to customers comprising for the reporting period in the amount of KZT 200.1b or 11.3%.

Shareholders' equity of Halyk Group for the reporting period increased by 17.9% and comprised KZT462.2b. The growth is mainly related to increase of retained earnings and other reserves to the amount of KZT72.4b.

Y.D. Siyrbayev, Chair of the Meeting:

Thank you, Alexander Sergeevich.

To announce the results of voting **on the second item** on the meeting agenda of Extraordinary General Shareholders Meeting, I give a floor to **Ilmira Arslanovna Razumova**, Chair of the Ballot Committee:

Ilmira Arslanovna Razumova, Chair of the Ballot Committee:

Total amount of shareholders votes that had been registered to participate in this General Meeting of the Shareholders is 8,476,792,599 out of which on **the second item** of the Agenda concerning approval of amendments to the Charter of JSC “Halyk Bank” voted:

	<i>Number of voting shares</i>	<i>% out of total amount of voting shares participating in the voting</i>
“For”	8,061,953,810	84,61739463
“Against”	316,281,829	3,31965985
“Abstainers”	98,556,960	1,03444319
Have not taken part in voting process	0	0

The Resolution has been adopted by special majority from total number of the Bank's voting shares, in accordance with paragraph 2 of Article 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies" and paragraph 2 of Article 26 of the Charter of the Bank.

Thus, the General Meeting of the Shareholders by special majority from total number of the Bank's voting shares, resolved:

1. To approve the amendments to the Charter of JSC "Halyk Bank", in the wording proposed for consideration of this general shareholders meeting, and put them into force from 1 January 2015.
2. To provide signing powers for the amendments to the Charter of JSC "Halyk Bank" to Umut Bolatkhanovna Shayakhmetova, Chairperson of the Management Board of JSC "Halyk Bank".

3. Approval of the amendments to the Corporate Management Code of JSC "Halyk Bank".

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders,

I propose to pass on to discussion of the third item of the Agenda: "Approval of the amendments to the Corporate Management Code of JSC "Halyk Bank".

The floor on this item passed to Aiman Serikovna Tulepova, Legal Department Director

A.S. Tulepova, Legal Department Director:

Dear Shareholders,

In accordance with the provisions of Article 36 of Law of the Republic of Kazakhstan "On Joint Stock Companies" and Article 26 of the Charter of the Bank, consideration and adoption of decision on the item of approval of amendments to the Corporate Management Code of the Bank, shall refer to exclusive competence of the general meeting of shareholders.

The handouts you were given during registration contain draft amendments to the Corporate Management Code of the Bank in Kazakh and Russian languages. In case of necessity, you will have an opportunity to obtain approved copy of these amendments to the Corporate Management Code of the Bank in Kazakh and Russian languages.

The copies of existing Corporate Management Code of the Bank were provided to you earlier. The Corporate Management Code of the Bank is also available at the location of the Bank Management Board and corporate website of the Bank to be read and understood. You may also additionally read the Corporate Management Code of the Bank right now by obtaining copies of the Corporate Management Code of the Bank from the members of the Ballot Committee, to make decision on the item being considered.

As amendments to the Charter of the Bank, amending of the Corporate Management Code of the Bank is necessary to bring its provisions in line with new requirements of the Regulation 29, which approves the new Rules of formation of risk management and internal risk systems for second-tier banks.

Mainly, the amendments to the Corporate Management Code of the Bank are similar with the amendments to the Charter of the Bank earlier said. The Corporate Management Code is also added with definition of a term the "authorized collegial body", which is similar with definition indicated in the Regulation 29. The Corporate Management Code envisages that Board of Directors of the Bank created the authorized collegial body responsible for assistance to the Board of Directors in fulfilment of its obligations, according to Regulation 29.

Certain amendments to the Corporate Management Code of the Bank are of editorial and specifying nature, to be entered for actualization and optimization of its content, including in accordance with the recent amendments entered into legislation of the Republic of Kazakhstan.

Certain amendments envisage detailization on the disclosure procedure for the members of

Board of Directors, concerning existence of a fact of interest and grounds of such information to arise when resolving: upon in-person meeting of the Board of Directors such information shall be brought to notice of the Board of Directors verbally, in case of absent voting – by forwarding written notification to the Board of Directors.

The amendments to the Corporate Management Code of the Bank should be entered from 1 January 2015.

Dear shareholders!

Based on the above said, the Board of Directors of the Bank proposes to approve amendments to the Corporate Management Code of the Bank in the wording offered and put into force from 1 January 2015.

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders, would you have other proposals? Does anybody want to take a floor?

There are no other proposals or speakers. I would like to ask you to vote on third item of the Agenda.

Members of the Ballot Committee are kindly requested to count voting results against the third item of the meeting agenda and I ask the Chair of the Ballot Committee to announce the results of voting

I.A. Razumova, Chair of the Ballot Committee:

Total amount of shareholders votes had been registered to participate in this General Meeting of the Shareholders is 8,476,792,599 out of which have voted on **the third item** of the Agenda concerning approval of amendments to the Corporate Management Code of JSC “Halyk Bank”:

	<i>Number of voting shares</i>	<i>% out of total amount of voting shares participating in the voting</i>
“For”	8,461,435,959	88,81031603
“Against”	0	0
“Abstainers”	15,356,640	0,16118163
Have not taken part in voting process	0	0

The Resolution has been adopted by special majority from total number of the Bank’s voting shares, in accordance with paragraph 2 of Article 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” and paragraph 2 of Article 26 of the Charter of the Bank.

Thus, the General Meeting of the Shareholders by special majority from total number of the Bank’s voting shares, resolved:

To approve the amendments to the Corporate Management Code of JSC “Halyk Bank” in the wording proposed for consideration of this general shareholders meeting, and put them into force from 1 January 2015.

4. Approval of amendments to the Regulation on the Board of Directors of JSC “Halyk Bank”.

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders,

I would propose to pass on to discussion of the fourth item of the Agenda: “Approval of amendments to the Regulations on the Board of Directors of the Bank.

The floor is passed to Aiman Serikovna Tulepova, Legal Department Director to speak on this item.

A.S. Tulepova, Legal Department Director:

Dear shareholders!

Taking into account that Regulations on the Board of Directors of the Bank are approved by resolution of the general shareholders meeting of the Bank dated 20 December 2006, the amendments

thereto can be entered also based on appropriate resolution of the general shareholders meeting of the Bank.

The handouts you were given during registration of shareholders contain draft amendments to the Regulations on the Board of Directors of the Bank in Kazakh and Russian languages. In case of necessity, you will have an opportunity to obtain approved copy of these amendments to the Regulations on the Board of Directors of the Bank in Kazakh and Russian languages.

The copies of existing Regulations on the Board of Directors of the Bank were provided to you earlier. The Regulations on the Board of Directors of the Bank is also available at the location of the Bank Management Board and corporate website of the Bank to be read and understood. You may also additionally read the Regulations on the Board of Directors of the Bank right now by obtaining copies of the Regulations on the Board of Directors of the Bank from the members of the Ballot Committee, to make decision on the item being considered.

Amending of the Regulations on the Board of Directors of the Bank is necessary to bring its content in line with new requirements of the mentioned Regulation 29.

The amendments to the Regulations on the Board of Directors of the Bank do not have significant differences from the amendments being entered to the Charter and Corporate Management Code of the Bank. Taking into account that Regulations on the Board of Directors of the Bank are determining core principles of arrangement of activities with the Board of Directors of the Bank, certain requirements of the Regulation 29 are more detailed in the Regulations on the Board of Directors of the Bank. Namely, we draw your attention to the following proposed amendments:

- 1) the Regulations on the Board of Directors envisages that Board of Directors besides approval of Development Strategy of the Bank does approve also admissible risk levels, conduct monitoring of fulfilment of Development Strategy of the Bank and estimate its compliance with current market and economic situation, risk profile and financial potential, as well as legislation of the Republic of Kazakhstan, consider report on the estimate results of admissible risk level and their comparison with current risk level of the Bank;
- 2) also the Board of Directors is authorized to conduct monitoring and evaluation of the Management Board's activity. Within the framework of this powers, the Board of Directors:
 - approves evaluation criteria of the Bank Management Board's activity;
 - conducts monitoring of compliance of professional level of the Bank Management Board with types, complexity level of the Bank activity and profile of its risks;
 - at least one time per quarter obtains managerial information and hears the report of the Bank Management Board on the activity results.

The Board of Directors annually performs analysis of the Bank Management Board's activity to find the results of the Bank's achievements of scheduled targets for current financial year, reports on functional duties of executive employees of the Bank;

- 3) within internal audit, the powers of the Board of Directors are added with approval of the Internal Audit Ethics Code, annual internal audit plan, as well as ensuring of implementation of the procedure, standards and principles of internal audit in the subsidiaries of the Bank. The Board of Directors considers report on the results of internal audit and recommendations of the authorized collegial body of the Bank, makes decision by the results of consideration, containing instruction on necessity to fulfil by the Management Board of recommendations of internal audit or taking on risks revealed in the course of internal audit;
- 4) it is provided for by that the Board of Directors shall ensure compliance of policies and other internal documents of the Bank with the development strategy of the Bank, current market and economic situation, risk profile and requirements of the legislation of Republic of Kazakhstan;
- 5) The Board of Directors shall analyze and evaluate feasibility of loan provision by the Bank, exceeding five percent from shareholders' equity of the Bank, and makes decisions on provision of such loans;

- 6) The Board of Directors shall ensure availability and functioning of managerial information system, carries out monitoring and control over completeness, reliability and timeliness of formation and submission of regulatory reporting.

Certain amendments to the Regulations on the Board of Directors of the Bank are of editorial and specifying nature, to be entered for actualization and optimization of its content, including in accordance with the recent amendments entered into legislation of the Republic of Kazakhstan.

The amendments to the Regulations on the Board of Directors of the Bank should be entered from 1 January 2015.

Dear shareholders! Based on the above said, the Board of Directors of the Bank proposes to approve amendments to the Corporate Management Code of the Bank in the wording offered and put into force from 1 January 2015.

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders, would you have other proposals? Does anybody want to take floor?

The question of shareholder U.K. Duissemaliyeva:

What kind of violations was made by Board of Directors of the Bank?

A.S. Tulepova, Legal Department Director:

The activity of the Bank is checked by National Bank of Kazakhstan and independent auditors. Moreover, in compliance with the Corporate Management Code of the Bank, the activity results of the Board of Directors of the Bank shall be evaluated by annual general meeting of shareholders of the Bank. No violations were made by the Board of Directors of the Bank.

Y.D. Siyrbayev, Chair of the Meeting:

Do you have other proposals? Does anybody want to take floor?

There are no other proposals or speakers. I would like to ask you to vote on the fourth item of the Agenda.

Members of the Ballot Committee are kindly requested to count voting results against the fourth item of the meeting agenda and I ask the Chair of the Ballot Committee to announce the results of voting later.

Dear shareholders!

As far as we are having votes counted at the moment, I would propose to take the floor to **Alexander Sergeevich Pavlov**, Chairman of the Bank's Board of Directors.

A.S. Pavlov, Chairman of the Bank's Board of Directors:

Dear Shareholders

We would like to share with you good news related to expansion of Halyk Group business.

The first news is related with the fact that on 12 November 2014 in Kazakhstan was launched joint project of Halyk Bank and international payment system UnionPay International (UPI, China), on the issue of unique co-branded payment cards – Altyn UnionPay and Altyn UnionPay Gold.

The uniqueness of issued payment cards is in joining brands of local payment system Altyn of Halyk Bank and international payment system UnionPay. These payment cards have improved transaction security level. The cards will be accepted and serviced will all ATMs of domestic and cross-border commercial banks, connected to international payment system UPI.

At the present time, UPI payment cards of world leader on the number of issued plastic cards, which aggregate emission exceeds 4.5 billion items, is issued in more than thirty countries and accepted in 142 countries worldwide. This is over 2 mln ATMs and 23 mln POS-terminals.

Coverage zone of partnership network UPI is expanded on Russia, Kazakhstan and most of countries worldwide, in which are interested wide range of users, including tourists and businessmen, travelling to the mentioned regions.

Cooperation between Halyk Bank and largest national payment system China UnionPay (parent company of UPI) commenced in 2006, when partners signed Acquiring Agreement.

Partnership relationships became deeper in December 2012, when in Shanghai at official presentation of UnionPay International (UPI) of international subdivision of payment system China UnionPay (CUP), the Halyk Bank was the one among CIS countries, Russia, Eastern and Central Europe to enroll to International Board of UnionPay International, which is collegial body authorized in management of the payment system.

The second news is in completion by Halyk Bank of purchase transaction of 100% shares of subsidiary of HSBC in Kazakhstan - the SB of JSC HSBC Bank Kazakhstan.

From 28 November 2014 the Halyk Group has new subsidiary. The purchased bank was renamed. The new name is Joint Stock Company Altyn Bank (SB of JSC Halyk Bank).

To conduct this transaction, the Bank received all required regulatory approvals.

This Bank will operate as a separate legal entity. Altyn Bank will let Halyk Group to boost business with foreign companies, listed in Kazakhstan, including salary projects and lending secured by the salary. It will become possible to develop niche **segment of mortgage lending of highly qualified clients.**

Taking into account current client base of Altyn Bank. development of **private banking and internet banking** is becoming more attractive.

Altyn Bank takes 18th place on the assets. The share in assets of Halyk Bank is about 8%.

The transaction was carried out by wholly by the Bank – without attracting of international investment banks.

The transaction made is a unique transaction in the history of banking affair, when the domestic bank acquires foreign bank.

Y.D. Siyrbayev, Chair of the Meeting:

Thank you Alexander Sergeevich!

To announce the voting results **on the fourth item** of the extraordinary general shareholders meeting the floor is given to **Ilmira Arslanovna Razumova** Chair of Ballot Committee.

I.A. Razumova Chair of Ballot Committee:

Total amount of shareholders votes that had been registered to participate in this General Meeting of the Shareholders is 8,476,792,599, out of which on **the fourth item** on the Agenda on approval of the amendments to the Regulations on the Board of Directors of JSC “Halyk Bank”, voted

	<i>Number of voting shares</i>	<i>% out of total amount of voting shares participating in the voting</i>
“For”	8,061,780,370	95,10413610
“Against”	316,455,269	3,73319584
“Abstainers”	98,556,960	1,16266806
Have not taken part in voting process	0	0

The Resolution has been adopted by a simple majority from total number of the Bank’s voting shares presented in voting.

Thus, the General Meeting of the Shareholders by a simple majority from total number of the Bank’s voting shares participated in the voting resolved:

To approve the amendments to the Regulations on the Board of Directors of JSC “Halyk Bank”, in the wording proposed for consideration of this general shareholders meeting, and put them into force from 1 January 2015.

Y.D. Siyrbayev, Chair of the Meeting:

Dear shareholders!

To announce the results of voting for all items of meeting agenda of the Extraordinary General Meeting of the Shareholders of JSC “Halyk Bank” I give permission to speak to **Ilmira Arslanovna Razumova**, Chair of the Ballot Committee.

I.A. Razumova, Chair of the Ballot Committee:

Dear Shareholders, I would like to announce the voting results in general for all items of meeting agenda of this Meeting.

Total amount of shareholders votes that had been registered to participate in this General Meeting of the Shareholders is 8,476,792,599 out of which on **the first item** of the Agenda of the Extraordinary General Meeting of the Shareholders of JSC “Halyk Bank” in the wording suggested by the Board of Directors of the Bank, voted:

	<i>Number of voting shares</i>	<i>% out of total amount of voting shares presented in the Meeting</i>
“For”	8,476,683,559	99,99871366
“Against”	0	0
“Abstainers”	109,040	0,00128634
Have not taken part in voting process	0	0

The Resolution has been adopted by a simple majority from total number of the Bank’s voting shares presented at the Meeting.

Thus, the General Shareholders’ Meeting by a simple majority from total number of the Bank’s voting shares participated in the voting, resolved:

To approve the Agenda for the Extraordinary Shareholders’ General Meeting of the Bank dated 5 December 2014 in the wording suggested by the Board of Directors of JSC Halyk Bank (Minutes to Meeting of the Board of Directors of JSC Halyk Bank by absent voting No.297 dated 17 October 2014).

Total amount of shareholders votes that had been registered to participate in this General Meeting of the Shareholders is 8,476,792,599 out of which on **the second item** of the Agenda concerning approval of the amendments to the Charter of JSC Halyk Bank, voted:

	<i>Number of voting shares</i>	<i>% out of total amount of voting shares participating in the voting</i>
“For”	8,061,953,810	84,61739463
“Against”	316,281,829	3,31965985
“Abstainers”	98,556,960	1,03444319
Have not taken part in voting process	0	0

The Resolution has been adopted by special majority from total number of the Bank’s voting shares, in accordance with paragraph 2 of Article 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” and paragraph 2 of Article 26 of the Charter of the Bank.

Thus, the General Meeting of the Shareholders by special majority from total number of the Bank’s voting shares, resolved:

1. To approve the amendments to the Charter of JSC “Halyk Bank”, in the wording proposed for consideration of this general shareholders meeting, and put them into force from 1 January 2015.
2. To provide signing powers for the amendments to the Charter of JSC “Halyk Bank” to Umut Bolatkhonovna Shayakhmetova, Chairperson of the Management Board of JSC “Halyk Bank”.

Total amount of shareholders votes that had been registered to participate in this General Meeting of the Shareholders is 8,476,792,599 out of which on **the third item** of the Agenda concerning approval of the amendments to the Corporate Management Code of JSC Halyk Bank, voted:

	<i>Number of voting shares</i>	<i>% out of total amount of voting shares participating in the voting</i>
“For”	8,461,435,959	88,81031603
“Against”	0	0
“Abstainers”	15,356,640	0,16118163
Have not taken part in voting process	0	0

The Resolution has been adopted by special majority from total number of the Bank’s voting shares, in accordance with paragraph 2 of Article 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” and paragraph 2 of Article 26 of the Charter of the Bank.

Thus, the General Meeting of the Shareholders by special majority from total number of the Bank’s voting shares, resolved:

To approve the amendments to the Corporate Management Code of JSC “Halyk Bank” in the wording proposed for consideration of this general shareholders meeting, and put them into force from 1 January 2015.

Total amount of shareholders votes that had been registered to participate in this General Meeting of the Shareholders is 8,476,792,599 out of which on **the fourth item** of the Agenda concerning approval of the amendments to the Regulations of the Board of Directors of JSC Halyk Bank, voted:

	<i>Number of voting shares</i>	<i>% out of total amount of voting shares participating in the voting</i>
“For”	8,061,780,370	95,10413610
“Against”	316,455,269	3,73319584
“Abstainers”	98,556,960	1,16266806
Have not taken part in voting process	0	0

The Resolution has been adopted by a simple majority from total number of the Bank’s voting shares presented in voting.

Thus, the General Meeting of the Shareholders by a simple majority from total number of the Bank’s voting shares participated in the voting resolved:

To approve the amendments to the Regulations on the Board of Directors of JSC “Halyk Bank”, in the wording proposed for consideration of this general shareholders meeting, and put them into force from 1 January 2015.

Y.D. Siyrbayev, Chair of the Meeting:

Dear Shareholders,

Due to completion of review of all items on the Agenda approved for today, I propose to close this Extraordinary General Shareholders' Meeting of Joint Stock Company "Halyk Bank".

Thank you for your active participation in this meeting of shareholders.

**Chair of the Extraordinary General
Shareholders' Meeting of JSC Halyk Bank**

Y.D. Siyrbayev

**Secretary of the Extraordinary General
Shareholders' Meeting of JSC Halyk Bank**

Y.V. Sidorova

**Representative of the Shareholder who holds
ten and more percent of voting shares,
and can witness correctness of these Minutes
on behalf of JSC ALMEX Holding Group**

T.Z. Rakhmanberdiev

Chair of the Ballot Committee:

I.A. Razumova

Members of the Ballot Committee:

A.V. Borodovitsyna

G.M. Ilyussinov

G.S. Madazimova

V.S. Skryl

Y.A. Khmyz

N.M. Shakirova