

**PRESS RELEASE FOR SHAREHOLDERS  
OF KAZKOMMERTSBANK JSC**

**OFFER TO SELL SHARES IN KAZKOMMERTSBANK JSC**

**10 July 2017**

**Halyk Savings Bank of Kazakhstan Joint-Stock Company (the Bank) (40 Al Farabi Prospect, Medeuskiy district, A26M3K5, Almaty, the Republic of Kazakhstan)** in connection with the acquisition, on 05 July 2017, in the secondary market, of 772,093,590 common shares (772,093,590 voting shares) in Kazkommertsbank JSC (including in the form of global depository receipts, the underlying asset of which is common shares in Kazkommertsbank JSC), and for the purpose of ensuring the performance of article 25.3 of the Law of the Republic of Kazakhstan "On Joint Stock Companies", hereby offers the other shareholders of Kazkommertsbank JSC (holders of common shares and preference shares in Kazkommertsbank JSC) to sell their shares in Kazkommertsbank JSC on the following terms:

1. Type of shares offered for purchase: common shares in Kazkommertsbank JSC (NIN KZ1C00400016) (including global depository receipts, the underlying asset of which is common shares in Kazkommertsbank JSC) and preference shares in Kazkommertsbank JSC (NIN KZ1P00400211) (including global depository receipts, the underlying asset of which is preference shares in Kazkommertsbank JSC) (hereinafter collectively referred to as the "Shares" and separately "Common Shares" and "Preference Shares", respectively).
2. Purchase price of the Shares: KZT 142.67 per 1 (one) Common Share and KZT 71.55 per 1 (one) Preference Share; which is the weighted average price of respective shares at JSC "Kazakhstan Stock Exchange" for 90 days preceding 04 July 2017.
3. Term, within which a holder of the Common Shares and/or of the Preference Shares is entitled to accept Bank's offer to sell holder's Shares: before 18:00 (Astana time on 9 August 2017 (within 30 (thirty) calendar days after publication of the offer to sell them to the Bank.
4. Shares purchasing conditions: in an unorganised market.

For the purpose of selling the Shares to the Bank, shareholders of Kazkommertsbank JSC shall, within the set term, deliver to the Bank an application for the sale of shares in Kazkommertsbank JSC, in the form attached hereto.

An electronic form of application for the sale of shares in Kazkommertsbank JSC is available on the corporate website of the Bank at <https://halykbank.kz> and may be printed, or assistance may be sought from officers of the Head Office of Halyk Bank of Kazakhstan JSC at 40 Al Farabi Prospect, Medeuskiy district, Almaty, the Republic of Kazakhstan, or Personal Service Centres of oblast/regional branches of Halyk Bank of Kazakhstan JSC, the list of which is available at

<https://www.halykbank.kz/ru/about/shareholders> (in Russian);  
<https://halykbank.kz/kz/about/shareholders> (in Kazakh).

For the purpose of entering into a sale and purchase transaction in respect of the Shares, shareholders of Kazkommertsbank JSC will need to deliver to the Bank a copy of identity document, in case the shareholder is an individual, a copy of statement or certificate of state registration (re-registration) of the shareholder, in case it is a legal entity, a copy of identity document of the chief executive officer of the shareholder, in case it is a legal entity. In this context, the Bank may, in accordance with its internal documents and the legislation of the Republic of Kazakhstan, request the shareholders of Kazkommertsbank JSC to provide any other documents necessary to enter into the sale and purchase transaction in respect of the Shares.

The Bank may deny applications which do not contain the required information or which have been delayed beyond the set term.

The Bank shall pay for the Shares being purchased after such Shares are credited to the account of the Bank opened with the system of registers of security holders.

Any shareholders of Kazkommertsbank JSC who will have not delivered their applications for the sale of shares in Kazkommertsbank JSC within the term stated above will be deemed to have waived this offer.

The holders of global depository receipts, the underlying asset of which is Common Shares and Preference Shares ("GDRs") shall have the right to proceed under this offer on equivalent terms with the other shareholders of Kazkommertsbank JSC, provided that GDRs are converted into Shares prior to expiry of the term of this offer. In order to exercise the right to sell any such converted Shares in accordance with this offer, a holder of GDRs would need to apply for conversion of such holder's GDRs to The Bank of New York Mellon, in its capacity as a depository of GDRs by e-mail at [drglobaltransactions@bnymellon.com](mailto:drglobaltransactions@bnymellon.com). The Bank is going to make a separate offer to purchase any and all GDRs from GDR holders.

Nothing herein shall be deemed to constitute a recommendation or advice. When making any decision or taking any action in connection with this offer to sell the Shares, a shareholder of Kazkommertsbank JSC is entitled, at such shareholder's sole discretion, to seek advice of a legal, tax or finance advisor.

This offer and Applications made in accordance herewith shall be governed by and construed in accordance with the laws of the Republic of Kazakhstan. Any potential dispute or controversy arising from or in connection with this announcement shall be referred to a court of the Republic of Kazakhstan.

In case any questions arise in connection with this offer or any additional information or documents referred to in the offer are required, please contact Anna Borodovitsyna, Director of the Group Capital Management Department, at tel.: +7 (727) 259 05 99, +7 (727) 330 10 91; e-mail [halykbank@halykbank.kz](mailto:halykbank@halykbank.kz).

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**APPLICATION FOR THE SALE OF SHARES IN  
Kazkommertsbank JSC**

\_\_\_\_\_ city

\_\_\_\_\_2017

\_\_\_\_ Resident

\_\_\_\_ Non-resident

Applicant:

**1. In case of a legal entity:**

1) name:

2) registered office, contact telephone numbers:

3) full name of CEO:

4) business identification number (BIN):

5) bank details:

- Bank account number (IBAN):
- Bank of beneficiary:
- BIK:
- Bank code:
- BIN/IIN:
- Resident code:
- KBE:
- Payment designation code:

6) account number with the system of registers of security holders (system of the central depository)

**2. In case of an individual:**

1) full name:

2) place of residence, contact telephone numbers:

3) individual identification number (IIN):

4) details of identity document (with a copy of the same attached):

5) bank details:

- Bank account number (IBAN):
- Bank of beneficiary:
- BIK:
- Bank code:
- BIN/IIN:
- Resident code:

- KBE:
  - Payment designation code:
- 6) account number with the system of registers of security holders (system of the central depository)

I hereby give my consent to the sale to Halyk Bank JSC (the Bank) of \_\_\_\_\_ (specify number of shares) \_\_\_\_\_ (specify type of shares) in Kazkommertsbank JSC (NIN \_\_\_\_\_), which belong to me.

( \_\_\_\_\_ ) (specify number of shares offered for sale in numbers and spelled out) on the terms set forth in the Bank's offer published in/at \_\_\_\_\_ and represent and warrant that there is no any encumbrance in respect of \_\_\_\_\_ (indicate the type of shares) in Kazkommertsbank JSC.

*Note:*

*1) The Bank may deny or terminate purchasing shares from the Applicant, if such denial or termination is carried out by the Bank under sanctions imposed in accordance with jurisdiction of any country (e.g. OFAC) or international organisation (including, but not limited to, FATF and UN) to which the Bank and the Applicant are subject. In this respect, the Bank shall not be liable for any loss incurred by the Applicant resulting from the Bank's denial to perform or termination of purchasing any shares from the Applicant in connection with such sanctions;*

*2) the parties to the sale and purchase transaction in respect of \_\_\_\_\_ (please specify type of the shares) in Kazkommertsbank JSC shall individually bear their own expenses related to the registration of such transaction.*

Signature \_\_\_\_\_ Date \_\_\_\_\_ 2017

Seal (if any)

### **Consent to the collection and processing of personal data**

Hereby, in accordance with Law No. 94-V of the Republic of Kazakhstan On Personal Data and Their Protection, dated 21 May 2013, the Applicant or its/his representative signing the Application gives the Bank his/her consent to the Bank collecting and processing personal data of the Applicant and/or representative of the Applicant signing the Application for the purpose of selling \_\_\_\_\_ (specify type of shares) in Kazkommertsbank JSC to the Bank and as the Bank may be otherwise required under the legislation of the Republic of Kazakhstan and/or internal documents of the Bank to collect, process such personal data.

The collection and processing of the personal data of the Applicant or Applicant's representative shall be performed by the Bank through any means not contradictory to the legislation of the Republic of Kazakhstan.

**Signature  
of Applicant/  
Applicant's  
representative** \_\_\_\_\_ ( \_\_\_\_\_ )

(own handwriting of the signatory stating full name and signature)

\_\_\_\_\_  
(date)

This consent has been accepted by Halyk Bank of Kazakhstan JSC, \_\_\_\_\_

\_\_\_\_\_  
(title, full name and signature of the Bank's officer who has accepted this consent)

**BANK'S RECORD OF ACCEPTANCE OF THE APPLICATION**

Date and time of acceptance of the Application: \_\_\_\_\_

Full name and signature of the Bank's officer who has accepted the Application:  
\_\_\_\_\_