

MINUTES No.63
of extraordinary meeting of shareholders
BTA Bank Joint-Stock Company

Venue:	Conference Hall, 2 nd floor, A2 Unit, 97, Zholdasbekov str., Samal-2 mcrd., Almaty
Location of the authorized body:	97, Zholdasbekov str., Samal-2 mcrd., Almaty
Date:	June 21, 2012
Beginning of shareholders registration:	09.30 a.m.
End of shareholders registration:	11.00 a.m.
Time of meeting beginning:	11.00 a.m.
Time of meeting end:	11.25 a.m.

Extraordinary general meeting of shareholders was opened by Mr. Anvar G. Saidenov, Chairman of the Board of Directors of BTA Bank JSC who informed that according to decision of the Board of Directors of BTA Bank JSC No.6 dated May 16, 2012 Extraordinary general meeting of shareholders of BTA Bank JSC has been convened to consider and take resolutions on the issues of agenda, thereafter Mr. Anvar Saidenov gave floor to Ms. S.O. Tuleuova to report on legitimacy of the meeting.

Ms. S.O. Tuleuova reported that shareholders have been informed on convocation of the Extraordinary General Meeting of Shareholders by advertisement published in "Kazakhstanskaya Pravda" dated May 19, 2012, in the corporate website of BTA Bank JSC on May 18, 2012, and official site of "Kazakh Stock Exchange" JSC dated May 18, 2012. List of shareholders was compiled as of May 18, 2012 by "Center Dar" JSC registrar of BTA Bank JSC. As of the date of compiling list of BTA Bank JSC shareholders, BTA Bank JSC holds 44 209 411 924 units of common placed shares, including 36 966 261 073 units.

According to data provided by tabulation commission, as at the moment of registration of participation in the Extraordinary general meeting of shareholders of BTA Bank JSC 13 (thirteen) shareholders and their representatives have been registered to include in aggregate 36 073 909 150 voting common shares of BTA Bank JSC that makes 97,59 percent of the total number of voting shares of BTA Bank JSC including 51 910 000 units accounting for Global Depository Receipts.

At the Extraordinary General Meeting of Shareholders of BTA Bank JSC the following shareholders are presented:

1. "National Welfare Fund "Samruk-Kazyna" JSC – a shareholder holding 10 and more percent of the voting common shares of BTA Bank JSC - 36 021 892 863 units, that

makes 81,48 percent of the total number of placed shares of BTA Bank JSC represented by Mr. Azamat I. Satybaldiyev acting on the basis of power of attorney 85 dated November 28, 2011.

2. The Bank of New York Mellon, representative of holders of Global Depositary Receipts accounting for common shares of BTA Bank JSC represented by Ms. Anara A. Urakova, acting on the basis of power of attorney No.932016 dated June 13, 2012.
3. Other shareholders.
4. Deputy Compliance Controller Ms. A.A. Amandykova, Head of PR and advertisement Service – Shen V.F.

All attending shareholders are registered and powers of shareholders' representatives are duly checked. At registration all shareholders and their representatives were given materials on the issues of the agenda and voting cards.

Taking into account the above registration results, Member of the Tabulation Commission Ms. S.O. Tuleuova, informed on availability of required quorum to conduct of Extraordinary general meeting of shareholders of BTA Bank JSC and make decisions on the issues of the agenda.

Mr. A.G. Saidenov greeted all attendants of the meeting and suggested to open the Extraordinary General Meeting of Shareholders of BTA Bank JSC and elect the working bodies of the meeting.

Mr. A.G. Saidenov offered to elect Mr. Sakhilzhan M. Dugashev Corporate Secretary of BTA Bank JSC as Chairman of the Meeting.

The offer has been put to voting.
Voting is made based on "one shareholder – one voice" principle.

Ms. Tuleuova has informed that 13 shareholders took part in voting and reported **results of voting**:

«For» - 13 votes;
«Against» - no;
«Abstain» - no.

Mr. A.G. Saidenov has declared that upon results of voting it is decided: **to elect Chairman of the meeting Mr. Sakhilzhan M. Dugashev, Corporate Secretary of BTA Bank JSC.**

Mr. A.G. Saidenov offered to elect secretary of the meeting Ms. Olga V. Pitulova, Corporate Secretary Assistant of BTA Bank JSC.

The offer has been put to voting.
Voting is made based on "one shareholder – one voice" principle.

Ms. S.O. Tuleuova has informed that 13 shareholders took part in voting and reported **results of voting**:

«For» - 13 votes;

«Against» - no;

«Abstain» - no.

Mr. A.G. Saidenov has declared that upon results of voting it is decided: **to elect secretary of the meeting Ms. Olga V. Pitulova a corporate secretary assistant of BTA Bank JSC.**

Mr. A.G. Saidenov offered to approve the following order of the meeting: 5 minutes for speeches, up to 5 minutes for discussions over issues of the agenda. To hold the meeting without breaks.

The offer has been put to voting.

Voting is made based on “one shareholder – one voice” principle.

Ms. S.O. Tuleuova has informed that 13 shareholders took part in voting and reported **results of voting**:

«For» - 13 votes;

«Against» - no;

«Abstain» - no.

Mr. A.G. Saidenov announced that **upon results of voting it is decided: to approve the following order of the meeting: 5 minutes for speeches, up to 5 minutes for discussions over issues of the agenda. To hold the meeting without breaks.**

Mr. A.G. Saidenov offered to set an open form of voting at taking decisions at the Extraordinary general meeting of shareholders of BTA Bank JSC.

The offer has been put to voting.

Voting is made based on “one shareholder – one voice” principle.

Ms. S.O. Tuleuova has informed that 13 shareholders took part in voting and reported **results of voting**:

«For» - 13 votes;

«Against» - no;

«Abstain» - no.

Mr. A.G. Saidenov announced that **upon results of voting it is decided: to set an open form of voting in taking decisions at the Extraordinary General Meeting of Shareholders of BTA Bank JSC.**

Further, the floor has been given to the Chairman of the Meeting Mr. S.M. Dugashev.

In arranging functioning of their representatives in the Board of Directors of BTA Bank JSC the Steering Committee has set a condition on payment of annual remuneration to the Members of the Board of Directors – Creditor Directors, in the procedure as follows:

Remuneration of a Director for first six months of work shall be paid in advance within 5 business days after execution of the Agreement and remuneration for further six months of work shall be paid in advance on the date falling six months after the date of the Agreement.

Thereafter Director’s remuneration shall be paid in advance for further six months within 5 business days since commencement of the relevant six-month period.

Previously, Creditor Directors received remuneration quarterly after lapse of the relevant quarter.

Also, members of the Board of Directors offered to pay for work in the Committees of the Board of Directors in the value equivalent to the remuneration fixed for Independent Directors for taking part in one meeting of a Committee (both in presentia and in absentia) as members of the Committees.

Besides, the standard form of the agreement now includes the following standards:

- the standard entitling a Creditor Director to interact with the Steering Committee on the issues of Board of Directors work, including disclosure of information unless such disclosure is prohibited by the legislation, court decision or Bank’s regulatory documents;

- the standard fixing the condition that in case of termination of Director’s powers before the period remuneration was paid for, the Director shall undertake to return the said amount for the period equivalent to actually performed duties as Director. Amount of remuneration to be returned shall be transferred to bank account indicated in article 10 of the Agreement within 10 business days since powers are terminated.

- the standard fixing the condition that in case a Creditor Director participates in less than half of all meetings of the Board of Directors and Committees thereof, held during the reporting period (six months), the fixed remuneration paid for the relevant six months will be decreased by fifty percent and shall be returned by transfer to Bank’s account indicated in article 10 of the Agreement within 10 business days since the Director gets notice.

All conditions above are coordinated with Creditor Directors.

The Standard form of the agreement with Creditor Director is coordinated with legal advisors of the Bank and Steering Committee.

Taking into consideration that members of the Board of Directors, Creditor Directors were elected to the Board of Directors of BTA Bank JSC since April 11, 2012, the effect of suggested Amendments to the Rules shall be extended to the relations of the Parties which arose since April 11, 2012.

Subject to the above, the Extraordinary General Shareholder’s Meeting of BTA Bank JSC is kindly requested to the take the following resolution:

To make suggested Amendments and Supplements into the “Rules on fixing value of remuneration, conditions of payment and reimbursement of expenses to the Members of the Board of Directors of BTA Bank JSC approved by Resolution of the Annual General Meeting of Shareholders of BTA Bank JSC No.56 dated June 22, 2012”.

The Chairman of the meeting suggested shareholders and shareholders’ representatives ask

Upon results of voting it is decided: To close Extraordinary General Meeting of Shareholders of BTA Bank JSC.

Chairman of the meeting



S.M. Dugashev

S.M. Dugashev

Secretary of the meeting

O.V. Pitulova

O.V. Pitulova

Representative of Shareholder to hold

more than 10% of shares

A. Satybaldiyev

A. Satybaldiyev

Tabulation commission:

S.O. Tuleuova

S.O. Tuleuova

O.A. Ivanova

O.A. Ivanova

A.T. Aitbayev

A.T. Aitbayev

R.B. Kerimberdiyev

R.B. Kerimberdiyev

Прошито и пронумеровано
7 (Семь) листов

Handwritten signature



ҚАЗАҚСТАН РЕСПУБЛИКАСЫ АРҚАУЛЫҚ АДАМ ШАРАПТЫҚ ҚАЖЫМАҚАРАМАСЫ

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