

MINUTES #3

**OF THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS OF “CENTRAL ASIAN ELECTRIC-POWER
CORPORATION” JOINT-STOCK COMPANY**

**Almaty
May 20, 2013**

MINUTES # 3
of Extraordinary General Meeting of Shareholders
of "Central-Asian Electric Power Corporation" Joint-Stock Company

Full name of the Company: "Central-Asian Electric Power Corporation" Joint-stock company (hereinafter referred to as – "CAEPCO" JSC or the "Company").

Location of "CAEPCO" JSC (its executive body) and venue of Meeting: 89 Karasay batyr street, Almaty, 050012, Republic of Kazakhstan,

Date and time of the Meeting: May20, 2013

Meeting opening: 15.00 P.M.

Meeting adjournment: 15.30 P.M.

The following participants of extraordinary general Meeting of shareholders of "CAEPCO" JSC (hereinafter – the Meeting) were registered and in attendance:

I. Shareholders of the Company

| # | Shareholders | Authorized representative | Number of shares |
|---|---|--|--|
| 1 | "Central-Asian Power Energy Company" Joint-Stock Company (hereinafter – "CAPEC"JSC) | Gulnara Artambayeva, President, acting on the grounds of the Charter | 19 968 884 voting shares (62,1151%) of total number of allotted shares |
| 2 | European Bank for Reconstruction and Development | Xeniya Rogan representative(POA dated May 14, 2013) | 8 033 825 voting shares (24,9899%) of total number of allotted shares |
| 3 | Kaz Holdings Cooperatief U.A. | Devarshi Das, representative (POA dated May 17, 2013) | 4 145 454 voting shares (12,8948%) of total number of allotted shares |

Total number of registered participants at the Meeting equaled to three shareholders and shareholders representatives (hereinafter - the "Shareholders") holding in aggregate **32 148 163** (thirty two million one hundred forty eight thousand one hundred sixty three) ordinary shares of "CAEPCO" JSC, which is **100%** of the voting shares of the Company. The quorum for the meeting was recorded as present.

II. Invited employees of the Company:

1. Mr. Talgat Zhumadilov - Corporate Secretary;

Corporate Secretary, **Mr.T. Zhumadilov**, reported that all the procedures for convening an extraordinary general Meeting of shareholders were observed. All Shareholders of the Company were informed regarding the convening of the Meeting in a proper manner by a written notice. **Mr.T. Zhumadilov** read the protocol of shareholders registration, present to attend the Meeting, and announced that three shareholders and shareholders representative were recorded as registered and in attendance and reported, that they were included into the list of Shareholders entitled to

participate at the Meeting and vote at it, as the ones holding in aggregate **32 148 163** (thirty two million one hundred forty eight thousand one hundred sixty three) ordinary shares of "CAEPCO" JSC, which is 100% of the voting shares of the Company. The quorum for the Meeting was recorded as present. He asked Shareholders to express their opinion on the issue of convening the Meeting and a quorum for the Meeting.

Shareholders did not have any comments or remarks regarding the procedure for convening a Meeting and a quorum for the Meeting. All shareholders confirmed timely reception of notification on holding the Meeting, and also materials on the items of the agenda of the Meeting and absence of any comments (objections) on the issue of convening the Meeting and shareholders agreed with a necessity of urgent (in a term of less than 30 calendar days from the date of notification on holding a meeting) conducting Meeting on May 20, 2013.

Mr. T. Zhumadilov declared the Meeting of Shareholders of "CAEPCO" JSC open at the appointed time, i.e. – 15.00 P.M., introduced Shareholders present at the Meeting. **Mr. T. Zhumadilov** invited to elect **Ms. G. Artambayeva**, "CAPEC" JSC Representative, as the Chairperson of the Meeting and himself as the secretary of the Meeting.

No other proposals were received.

Mr. T. Zhumadilov proposed that Shareholders vote on the issue according to "each shareholder has one vote" principle. Prior to voting, it was confirmed that quorum was present.

Voting results: "In favor" all shareholders, participating at the Meeting unanimously (procedural issue - 3 votes). "Against" - none, "Abstained" - none.

The decision is made. Results of vote and the made decision are announced to the shareholders

Decision:

- 1. Elect Ms. Gulnara Artambayeva as the Chairperson of the Meeting;**
- 2. Elect Mr. Talgat Zhumadilov as the secretary of the Meeting.**

Mr. T. Zhumadilov, the Secretary of the Meeting explained to the Shareholders their rights at the Meeting: to take part in discussions, to make remarks and proposals, to vote on all procedural items and on items of agenda. The speaker proposed to approve the form, principle and order of voting and making decisions. Voting shall be done openly. Voting principle: on procedural items – "one shareholder – one vote", on the items of agenda – "one share - one vote". Shareholders may vote "In favor", "Against" or "Abstained". The decisions shall be made by number of votes stipulated by clause 6.10.27 and clause 6.11 of the company's Charter and Law of RK "On joint-stock companies".

There were no objections, remarks and other proposals from the side of Shareholders.

Ms. G. Artambayeva, the Chair of the Meeting put the issue on vote. Before voting the presence of quorum is confirmed by the secretary.

Voting results: "In favor" – all Shareholders, present at the Meeting, unanimously (procedural issue – 3 votes). "Against" – none, "Abstained" – none.

The decision is made. Voting results and the made decisions are announced to the Shareholders.

Decision:

Voting to conduct openly. Voting principle: on procedural items – “each shareholder – one vote”, on items of the agenda “one share – one vote”. Shareholders may vote “In favor”, “Against” or “Abstained”. The decisions shall be made by number of votes stipulated by clause 6.10.27 and clause 6.11 of the company’s Charter and Law of RK “On joint-stock companies”.

Ms. G. Artambayeva, the Chair of the Meeting, announced, that the Agenda was approved by the Board of Directors of the Company on May 15, 2013 and is proposed as follows:

1. On making decision concerning strategic issues on activity of subsidiary organizations – “PAVLODARENERGO” JSC and “SEVKAZENERGO” JSC and attracting and securing financing of European Bank for Reconstruction and Development (hereinafter – “EBRD”) for implementation of investment program for modernization of generating capacities and electric networks of “CAEPCO” JSC subsidiary organizations – “PAVLODARENERGO” JSC, “Pavlodar Regional Electric Distribution Company” JSC, “SEVKAZENERGO” JSC, “North-Kazakhstan Electric Distribution Company” JSC summarily in amount of up to EURO 107 000 000 (one hundred seven million), what equivalent in US dollars constitutes USD 140 000 000 (one hundred forty million) or in Kazakhstan tenge KZT 21 000 000 000 (twenty one billion) on the conditions proposed by EBRD.

There were no other proposals and objections from the Shareholders. **Ms. G. Artambayeva**, the Chair of the Meeting, proposed to approve the agenda in proposed redaction.

Ms. G. Artambayeva, the Chair of the Meeting put the issue on vote. Before voting the availability of quorum is confirmed. Total number of shareholders votes, participating in the vote amounts to **32 148 163** votes.

Voting results: “In favor” – unanimously, all Shareholders present at the Meeting, owning in aggregate **32 148 163** ordinary shares, which amounts to **100 %** of the total number of voting shares. “Against” – none. “Abstained” – None.

The decision is made. Voting results and the made decisions are announced to the Shareholders.

Agenda:

On making decision concerning strategic issues on activity of subsidiary organizations – “PAVLODARENERGO” JSC and “SEVKAZENERGO” JSC and attracting and securing financing of European Bank for Reconstruction and Development (hereinafter – “EBRD”) for implementation of investment program for modernization of generating capacities and electric networks of “CAEPCO” JSC subsidiary organizations – “PAVLODARENERGO” JSC, “Pavlodar Regional Electric Distribution Company” JSC, “SEVKAZENERGO” JSC, “North-Kazakhstan Electric Distribution Company” JSC summarily in amount of up to EURO 107 000 000 (one hundred seven million), what equivalent in US dollars constitutes USD 140 000 000 (one hundred forty million) or in Kazakhstan tenge KZT 21 000 000 000 (twenty one billion) on the conditions proposed by European Bank for Reconstruction and Development.

Ms. G. Artambayeva, the Chair of the Meeting, proposed to start discussion of the items of the agenda of the Meeting.

On item 1 of the Agenda

On making decision concerning strategic issues on activity of subsidiary organizations – "PAVLODARENERGO" JSC and "SEVKAZENERGO" JSC and attracting and securing financing of European Bank for Reconstruction and Development (hereinafter – "EBRD") for implementation of investment program for modernization of generating capacities and electric networks of "CAEPCO" JSC subsidiary organizations – "PAVLODARENERGO" JSC, "Pavlodar Regional Electric Distribution Company" JSC, "SEVKAZENERGO" JSC, "North-Kazakhstan Electric Distribution Company" JSC summarily in amount of up to EURO 107 000 000 (one hundred seven million), what equivalent in US dollars constitutes USD 140 000 000 (one hundred forty million) or in Kazakhstan tenge KZT 21 000 000 000 (twenty one billion) on the conditions proposed by EBRD.

Ms. G. Artambayeva explained that on May 13, 2013 and May 15, 2013 Meetings of the Board of Directors of "PAVLODARENERGO" JSC, "SEVKAZENERGO" JSC and "CAEPCO" JSC was conducted and the decisions on entering into loan agreements with EBRD within the frames of sole project for implementation investment program for modernization of generating capacities and electric networks of "CAEPCO" JSC subsidiary organizations – "PAVLODARENERGO" JSC, "PREDC" JSC, "SEVKAZENERGO" JSC, "NKREDC" JSC overall in amount of up to EURO 107 000 000 (one hundred seven million), what equivalent in US dollars constitutes USD 140 000 000 (one hundred forty million) or in Kazakhstan tenge KZT 21 000 000 000 (twenty one billion).

With mentioned decisions and conditions of attracting and securing EBRD financing all shareholders are familiarized and they were provided all necessary information regarding considered item.

Ms. G. Artambayeva continued her speech and explained that in accordance with clause 6.10.23 of "CAEPCO" JSC Charter decisions on strategic issues of "CAEPCO" JSC subsidiary organizations activity should be made by general Meeting of shareholders of "CAEPCO" JSC. In this regards, despite that Board of Directors of "PAVLODARENERGO" JSC, "SEVKAZENERGO" JSC and "CAEPCO" JSC already considered all conditions of transaction on attracting and securing EBRD financing and made a decisions in accordance with their competencies, the decision on this transaction should be made by general Meeting of shareholders of "CAEPCO" JSC.

Chair of the Meeting, **Ms. G. Artambayeva** proposed to approve following decision on considered item of the agenda:

1. Enter into loan agreements with EBRD for provision financing for implementation of investment program for modernization of generating capacities and electric networks of "CAEPCO" JSC subsidiary organizations - "PAVLODARENERGO" JSC, "PREDC" JSC, "SEVKAZENERGO" JSC, "NKREDC" JSC overall in amount of up to EURO 107 000 000 (one hundred seven million) which is equivalent to the sum in US dollars of USD 140 000 000 (one hundred forty million) or in Kazakhstan tenge of KZT 21 000 000 000 (twenty one billion) on the conditions proposed by EBRD and provide security to secure obligations of "CAEPCO" JSC, "PAVLODARENERGO" JSC, "SEVKAZENERGO" JSC in favor of EBRD.
2. The loan agreements include: (a) loan in amount of up to USD 20 000 000 (twenty million) for

"CAEPCO" JSC, (b) loan in amount of up to USD 40 000 000 (forty million) for "SEVKAZENERGO" JSC, including loan in amount of up to USD 20 000 000 (twenty million), which to be provided in Kazakhstan tenge in amount of up to KZT 3 000 000 000 (three billion), and (c) loan in amount of up to USD 80 000 000 (eighty million) for "PAVLODARENERGO" JSC, including loan in amount of up to USD 40 000 000 (forty million) to be provided in Kazakhstan tenge in amount up to KZT 6 000 000 000 (six billion). Specified financing to be attracted for the term of 12 (twelve) years.

3. "CAEPCO" JSC to provide a guarantee in favor of EBRD (in the form of the guarantee agreement) as the security of fulfillment of obligations (including principal amount of loans, interest, and all applicable fees and expenses) of "CAEPCO" JSC, "PAVLODARENERGO" JSC and "SEVKAZENERGO" JSC under the requested loan on the conditions proposed by EBRD.
4. As the security of obligations under the requested loans to provide to EBRD pledge of movable and immovable property of "PAVLODARENERGO" JSC for the amount of KZT 24 369 033 645 (twenty four billion three hundred sixty nine million thirty three thousand six hundred forty five), including property previously pledged to EBRD and revaluated, value of which amounts to KZT 15 025 995 505 (fifteen billion twenty five million nine hundred ninety five thousand five hundred five), and pledge of new property with the value of KZT 9 343 038 140 (nine billion three hundred forty three million thirty eight thousand one hundred forty), and pledge of property of "SEVKAZENERGO" JSC represented by 3rd section of ashpond # 2, entering to ownership as the object of immovable property in the future (commissioning in 3 quarter of 2013) in the amount of KZT 3 288 153 000 (three billion two hundred eighty eight million one hundred fifty three thousand).
5. Board of Directors and executive bodies of "CAEPCO" JSC, "PAVLODARENERGO" JSC and "SEVKAZENERGO" JSC within their authority shall duly ensure signing, conclusion and performance of all necessary transactions and documents for attracting and securing specified EBRD financing.

Mr. D. Das informed that obtained loan represent significant facility for the company which stipulates sufficient currency risks. Also speaker mentioned that for securing the loan the property of company's subsidiary organizations is provided, which upon the repayment of the loan should be reconsidered and unpledged. Continuing his speech Mr. D. Das noted that Kaz Holdings Cooperatief U.A. appreciates strong EBRD support provided to the company, but however the EBRD restrictions on providing loans to single borrower should be considered and in this regards speaker proposed "CAEPCO" JSC to consider possibility of diversification creditors portfolio with a purpose of subsequent financing of potential projects, with using different financing structures, also using SPV (special purpose vehicle) structure for this purposes. Continuing his speech Mr. D. Das requested to comment EBRD legitimacy to vote under this item of the agenda.

Ms. X. Rogan explained that EBRD consulted external legal counsel - international law firm "Morgan Lewis & Bockius" on legitimacy of voting under this item of the agenda of the Meeting and has been advised that decisions on concluding and securing loan agreements with the EBRD as interested party transactions were made by the Board of Directors of "CAEPCO" JSC, "PAVLODARENERGO" JSC and "SEVKAZENERGO" on May 13 and 15, 2013 JSC in full compliance with the Kazakhstan Law and are being escalated to the consideration of the Meeting in order to make decision with respect to the strategic matters of subsidiaries in accordance with cl. 6.10.23 of "CAEPCO" JSC Charter. There are no any limitations under the Kazakhstan law or "CAEPCO" JSC Charter on voting by interested parties with respect to such decision.

Ms. G. Artambayeva proposed to shareholders to introduce other proposals or objections on the discussed item of the agenda. There were no other proposals and objections from the Shareholders.

Ms. G. Artambayeva, the Chair of the Meeting put issue on vote. Before voting the availability of quorum is confirmed. Total number of votes, participating in the vote amounts to **32 148 163** votes.

Voting results: "In favor" – unanimously, all Shareholders present at the Meeting, owning in aggregate 32 148 163 ordinary shares, which amounts to **100 %** of the total number of voting shares. "Against" – none. "Abstained" – None.

The decision is made. Voting results and the made decisions are announced to the Shareholders.

The decision was made to:

- 1. Enter into loan agreements with EBRD for provision financing for implementation of investment program for modernization of generating capacities and electric networks of "CAEPCO" JSC subsidiary organizations - "PAVLODARENERGO" JSC, "PREDC" JSC, "SEVKAZENERGO" JSC, "NKREDC" JSC overall in amount of up to EURO 107 000 000 (one hundred seven million) which is equivalent to the sum in US dollars of USD 140 000 000 (one hundred forty million) or in Kazakhstan tenge of KZT 21 000 000 000 (twenty one billion) on the conditions proposed by EBRD and provide security to secure obligations of "CAEPCO" JSC, "PAVLODARENERGO" JSC, "SEVKAZENERGO" JSC in favor of EBRD.**
- 2. The loan agreements include: (a) loan in amount of up to USD 20 000 000 (twenty million) for "CAEPCO" JSC, (b) loan in amount of up to USD 40 000 000 (forty million) for "SEVKAZENERGO" JSC, including loan in amount of up to USD 20 000 000 (twenty million), which to be provided in Kazakhstan tenge in amount of up to KZT 3 000 000 000 (three billion), and (c) loan in amount of up to USD 80 000 000 (eighty million) for "PAVLODARENERGO" JSC, including loan in amount of up to USD 40 000 000 (forty million) to be provided in Kazakhstan tenge in amount up to KZT 6 000 000 000 (six billion). Specified financing to be attracted for the term of 12 (twelve) years.**
- 3. "CAEPCO" JSC to provide a guarantee in favor of EBRD (in the form of the guarantee agreement) as the security of fulfillment of obligations (including principal amount of loans, interest, and all applicable fees and expenses) of "CAEPCO" JSC, "PAVLODARENERGO" JSC and "SEVKAZENERGO" JSC under the requested loan on the conditions proposed by EBRD.**
- 4. As the security of obligations under the requested loans to provide to EBRD pledge of movable and immovable property of "PAVLODARENERGO" JSC for the amount of KZT 24 369 033 645 (twenty four billion three hundred sixty nine million thirty three thousand six hundred forty five), including property previously pledged to EBRD and revaluated, value of which amounts to KZT 15 025 995 505 (fifteen billion twenty five million nine hundred ninety five thousand five hundred five), and pledge of new property with the value of KZT 9 343 038 140 (nine billion three hundred forty three million thirty eight thousand one hundred forty), and pledge of property of "SEVKAZENERGO" JSC represented by 3rd section of ashpond # 2, entering to ownership as the object of immovable property in the future (commissioning in 3 quarter of 2013) in the amount of KZT 3 288 153 000 (three billion two hundred eighty eight million one hundred fifty**

three thousand).

5. Board of Directors and executive bodies of "CAEPCO" JSC, "PAVLODARENERGO" JSC and "SEVKAZENERGO" JSC within their authority shall duly ensure signing, conclusion and performance of all necessary transactions and documents for attracting and securing specified EBRD financing.

Ms. G. Artambayeva, the Chair of the Meeting, informed that all items of Agenda have been discussed and proposed to the Shareholders to declare the Meeting closed on May 20, 2013, at 15.30 P.M.

No other proposals and objections were made. Ms. G. Artambayeva, the Chair of the Meeting, put the issue on vote. Before voting the availability of quorum is confirmed.

Voting results: "In favor" – unanimously, all Shareholders present at the Meeting (procedural issue – 3 votes). "Against" – none. "Abstained" – none.

The decision is made. Voting results and the made decisions are announced to the Shareholders.

Decision:

To declare an extraordinary general Meeting of shareholders of "CAEPCO" JSC closed on May 20, 2013 at 15.30 P.M.

On this the General Meeting of Shareholders of "CAEPCO" JSC adjourned.

Annexes:

| | |
|----|---|
| 1. | Term sheet of European Bank for Reconstruction and Development to be provided to "Central-Asian Electric Power Corporation" JSC, "SEVKAZENERGO" JSC and "PAVLODARENERGO" JSC. |
| 2. | Power of attorney for representative of European Bank for Reconstruction and Development Ms. Rogan Xeniya. |
| 3. | Power of attorney for representative of Kaz Holdings Cooperatief U.A. Mr. Devarshi Das. |
| 4. | Minutes on results of voting at Extraordinary general meeting of shareholders of "Central-Asian Electric Power Corporation" JSC which took place on May 20, 2013. |

The Minutes of the extraordinary general meeting of shareholders was drawn up in Russian and English languages in three copy with 4 annexes enclosed to it.

Signatures of authorized persons:

Chair of the Meeting



Gulnara Artambayeva

Secretary of the Meeting



Talgat Zhumadilov



Signatures of representatives of the Shareholders, owning ten and more per cent of voting shares of "CAEPCO" JSC:

On behalf of "Central Asian
Power-Energy Company"



Gulnara Artambayeva

On behalf of European Bank
for Reconstruction and Development



Xeniya Rogan

On behalf of Kaz Holdings Cooperatief U.A.



Devarshi Das