

Agreed with  
the Agency of the Republic of Kazakhstan  
on Regulation and Supervision of  
Financial Market and Financial Organizations  
Chairman (Deputy Chairman)

“ ” 2009

AMENDMENTS AND SUPPLEMENTS TO THE CHARTER  
OF THE JOINT STOCK COMPANY  
“HALYK SAVINGS BANK OF KAZAKHSTAN”

Approved by  
Resolution of the General Meeting of Shareholders  
(Minutes No. 26 dated 19 December 2008)

Almaty, 2008

1. An Article 9 of the Charter shall be amended by adding paragraph 3-1 adding to read as follows:

"3-1. The Bank provides employees of the Bank and third parties with professional training, retraining and professional development in the order stipulated by the legislation of the Republic of Kazakhstan.

2. Paragraph 1 of Article 26 of the Charter shall be amended by adding subparagraph 10-1) to read as follows:

"10-1) a resolution on voluntary delisting of the Bank's shares;"

3. In Article 28 of the Charter:

1) part one of paragraph 3 shall be amended by adding the following sentences:

"If a consent for obtaining the status of a major shareholder or another status by the shareholder who owns, uses, disposes voting shares in the amount of ten or more per cent of the Bank's total amount of outstanding (voting) shares of the Bank is required according to the legislation of the Republic of Kazakhstan, representative of a major shareholder and (or) shareholders who jointly own ten or more per cent of the Bank's shares has the right to vote at the General Shareholders' Meeting only with the written instructions of the shareholder (shareholders) on each item of the general shareholders' meeting agenda in accordance with the resolution of the shareholder (shareholders) specified in the power of attorney. Representative of a shareholder who owns less than ten per cent of the Bank's shares and (or) shareholders who jointly own less than ten per cent of the Bank's shares have the right to represent the interests of the shareholder (shareholders) without written instructions on each item of the general shareholders' meeting agenda in the power of attorney.";

2) Paragraph 3 shall be amended by adding part two to read as follows:

"Corporate shareholders should present a written statement of their compliance with the requirements of Article 17 of the Law on banks with regards to the state of registration of their respective shareholders (participants).

A shareholder who failed to present the above statement will not be allowed to take part 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:

1) 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 considered as approved without taking into account votes of such shareholder;

2) if the vote of the shareholder who provided the statement was a decisive vote, this can be a basis for consideration the resolution of the General Shareholders' Meeting as invalid upon request of the authorized body or any other involved parties in the order stipulated by the legislation of the Republic of Kazakhstan;

3) Paragraph 5 shall be amended to read as follows:

"5. Members of the Bank's boards and other employees of the Bank have no right to act as representatives of shareholders at the General Shareholders' Meeting."

4. In Article 31 of the Charter:

1) in paragraph 2:

subparagraph 11) shall be amended to read as follows:

"11) determination of a number of officers and terms of authorities of the Bank's Internal Audit Service, appointment of the head and officers of Internal Audit Service as well as early termination of their authorities, establishment of the procedure for work of the Bank's Internal

Audit Service, as well as the amount and conditions of remuneration and bonuses of officers of the Bank's Internal Audit Service;";

subparagraph 18) shall be amended to read as follows:

"18) taking decision on acquisition by the Bank of ten or more per cent of shares (stakes in the charter capital) in other legal entities;";

subparagraph 18-1) shall be added to read as follows:

"18-1) taking decisions on issues related to the competence of a general shareholders' (participants') meeting of a legal entity, which ten or more per cent of shares (stakes in the charter capital) is owned by the Bank;";

in subparagraph 29) after the words "the Bank's securities" there shall be added the words "(except for shares)";

2) in subparagraph 10) of paragraph 5 after the words "the Bank's securities" there shall be added the words "(except for shares)".

5. Paragraph 2 of Article 40 of the Charter shall be amended by adding subparagraph 9-1) to read as follows:

"9-1) commencement of proceedings in a court on corporate dispute. The information about commencement of proceedings in a court on corporate dispute is presented to the shareholders during the seven business days from the date of receipt the appropriate legal notification (invitation) by the Bank on civil case under corporative dispute;";

6. Paragraph 1 of Article 45 of the Charter shall be amended to read as follows:

"1. If the General Shareholders' Meeting approves the resolution on the Bank's voluntary liquidation, the Bank shall undertake measures to repay deposits of individuals by their direct repayment or transfer to another bank which is a member of the obligatory deposit insurance system in the order stipulated by the regulatory legal act of the authorized body. After repayment of deposits of individuals, the Bank shall have the right to apply to the authorized body with solicitation on obtaining permission for its voluntary liquidation. Following obtaining the permission of the authorized body, the liquidation committee shall be established in accordance with the legislation of the Republic of Kazakhstan."

**Authorized Person**

**R.U. Dauletova**