



MINUTES

of the Annual General Meeting of Shareholders of Bank «Bank RBK» Joint-Stock Company

Full name of the legal entity – Bank «Bank RBK» Joint-Stock Company (hereinafter referred to as Bank RBK JSC, Bank, Company)

Place of location of the Executive Body:

84, Adi Sharipov St., Almalinskiy District, Almaty, Republic of Kazakhstan 050012.

Place of the meeting:

84, Adi Sharipov St., Almalinskiy District, Almaty, Republic of Kazakhstan 050012.

Date of the meeting: 29 May, 2014.

Time of registration: from 10⁰⁰ AM to 10⁵⁰ AM.

Time of the meeting: from 11⁰⁰ AM to 01⁰⁰ PM.

The Annual General Meeting of Shareholders of Bank RBK JSC (hereinafter referred to as “the Meeting”) was convened on the initiative of the Board of Directors of Bank RBK JSC dated 25 April, 2014.

Notices of the Meeting were sent to the shareholders by means of sending of individual letters dated 28 April, 2014.

A list of shareholders entitled to participate in the Meeting was prepared as at 28 April, 2014 00:00.

After preparation of the list of shareholders entitled to participate in the Meeting, the Bank carried out further placing of the Bank’s shares, in this connection as at the moment of holding of the Meeting the membership of the Bank changed. The specialized non-profit-making organization maintaining the system of registers of securities holders – The Integrated Securities Registrar JSC, prepared a new list of the Bank’s shareholders for their participation in the Meeting as at 27 May, 2014, 06.00 PM for the purpose of observation of the shareholders’ rights to participation in management of the Company.

As at the date of preparation of the list of shareholders of Bank RBK LLP, total number of Bank RBK JSC’s shareholders holding the ordinary shares – 28 shareholders, and holding preferred shares – 7 shareholders.

Total number of authorized shares	4 000 000	shares, of them:
total number of ordinary shares	3 500 000	shares
total number of preferred shares	500 000	shares
Number of unpaid shares		
of ordinary shares	500 000	shares
preferred shares	50 000	shares
Total number of placed shares		
of ordinary shares	3 000 000	shares
preferred shares	450 000	shares

In accordance with the existing legislation the voting shares – placed ordinary shares, as well as preferred shares, the voting right on which is granted in the cases provided for by the Legislation of the Republic of Kazakhstan “On Joint-Stock Companies” (hereinafter referred to as “the Law”), the voting shares shall not include any shares redeemed by the Company, as well as shares held in trust and owned by an owner information about which is not specified in the filling system of the central depository.

Total number of ordinary shares	3 000 000	shares
Number of shares redeemed by the Bank	0	shares
Number of ordinary shares without voting right	0	shares
Number of preferred shares with voting right	0	shares
Total number of voting shares	3 000 000	shares

For participation in the Meeting 6 shareholders and 18 representatives of the shareholders arrived and were registered.

On the basis of the certificate of votes counting total number of votes represented at the Meeting:

– 2 889 133 votes or 96,3% of the total number of shares voting as at the moment of the Meeting.

As at the moment of holding of the Meeting a quorum is recorded as present to the number of 2 889 133 ordinary shares or 96,3% voting shares in Bank RBK JSC.

The Chairman of the Board of Directors Mr. Farid Lyukhudzyayev greeted the participants in the meeting and offered to open the Meeting, read the results of registration of the shareholders and offered to vote **for recognition of the Meeting as legally qualified and for its opening.**

The offer was put to vote.

Vote results:

«For» – 24 votes;

«Against» – none;

«Abstained» – none.

Mr. F. Lyukhudzyayev declared that following the vote results **it was unanimously resolved: To recognize the Meeting as legally qualified and to open the Meeting.**

Mr. F. Lyukhudzyayev informed that for holding the Meeting it is necessary to elect a Chairman and Secretary of the Meeting and offered to elect the Corporate Secretary Mr. Iqilman Assylbek Mukhameduly to the position of a Chairman of the Annual General Meeting of Members, and the Head of the Corporate Management Department Mr. Dmitriy Viktorovich Andreyev to the position of a Secretary of the Meeting.

Vote results:

«For» – 24 votes;

«Against» – none;

«Abstained» – none.

Mr. F. Lyukhudzyayev declared that following the results of the voting it was unanimously resolved:

- 1. To elect the Corporate Secretary Mr. Iqilman Assylbek Mukhameduly to the position of a Chairman of the Annual General Meeting of Members until his re-election.**
- 2. To elect the Head of the Corporate Management Department Mr. Dmitriy Viktorovich Andreyev to the position of a Secretary of the Annual General Meeting of Members until his re-election.**

Further the floor was given to the Chairman of the Meeting A.M. Iqilman

The Chairman of the Meeting Mr. A.M. Igilman greeted the participants and offered to determine the form of voting on all issues of the agenda of the meeting as open on the principle of «one share – one vote», in accordance with the requirements of Article 50 of the Law of the Republic of Kazakhstan “On Joint-Stock Companies”.

To approve the following procedure for voting and counting of votes on the decisions to be made at the present Meeting:

- Voting shall be taken on a non-confidential basis, in other words by raising a certificate for the right to vote at the Meeting which had been issued in the process of registration of the shareholders participating in the Meeting;
- In the process of voting at the meeting every shareholder shall have a number of votes equal to the number of voting shares held by him/her/it (number is specified in the certificate for the right to vote at the Meeting);
- When voting on the issues of the Agenda a shareholder shall have the right to vote on a decision to be made with all his/her/its votes on any one of the offered variants of voting: «for», «against» or «abstained»;
- The Secretary shall calculate and sum up votes casted by the shareholders on the variants of voting: «against» a decision to be made, «abstained»;
- Any votes casted on the variant of voting «for» shall be determined by calculation method: a number of votes casted by the shareholders on the variant of voting: “against”, “abstained” shall be deducted from the total number of votes registered for participation in the Meeting»;
- Votes held by the shareholders registered for participation in the Meeting and left the meeting by any reason before its closing without registration, shall be excluded from the quorum. Votes of the shareholders registering their early departure from the Meeting shall be excluded from the quorum;
- Voting results shall be declared at the Meeting by the Chairman of the Meeting after making decision on every issue of the Agenda in the basis of a Certificate of vote counting.

The Chairman of the Meeting A.M. Igilman put the issue to vote.

Mr. D.V. Andreyev informed that 24 votes took part in the voting and declared the **vote results:**

«For» – 24 votes;
«Against» – none;
«Abstained» – none.

The Chairman of the Meeting Mr. A.M. Igilman declared that following the results of voting **it was unanimously resolved to approve open method of voting, procedure for voting and counting of votes used during the Meeting.**

Further the Chairman of the Meeting Mr. A.M. Igilman offered to approve the following operating procedure of the Meeting:

- Report – up to 10 minutes;
- Closing submissions – up to 5 minutes;
- Shareholders wishing to address the meeting in the process of discussion shall ask permission to speak from the Chairman by raising hand.

The Chairman of the Meeting put the issue to vote.

Mr. D.V. Andreyev informed that 24 votes took part in the voting and declared the **vote results:**

«For» – 24 votes;
«Against» – none;
«Abstained» – none.

The Chairman of the Meeting Mr. A.M. Igilman declared that following the results of voting it was resolved to approve the offered operating procedure of the Meeting.

The Chairman of the Meeting informed that the Meeting was held in accordance with the requirements of the Law of the Republic of Kazakhstan «On Joint-Stock Companies» on the initiative of the Board of Directors of Bank RBK JSC within five months after finishing of the financial year. The present shareholders were notified of issues of the agenda in advance. Agenda:

1. Concerning approval of the annual financial statements of the Bank for 2013 and Report of the Auditing Organization for 2013.
2. Concerning approval of the procedure for distribution of the Bank's net income for 2013 financial year, making decision on payment of dividends on the ordinary shares and approval of dividend amount following the results of 2013 per ordinary share of the Bank. Concerning the Bank's Reserve Capital.
3. Concerning shareholders' applications against actions of the Bank and its officials in 2013 and results of their consideration.
4. Concerning informing the Company's shareholders about amount and composition of remuneration to be paid to members of the Board of Directors and executive body of Bank RBK JSC.
5. Approval of the amended Dividend Policy of Bank RBK JSC.
6. Concerning selection of an auditing organization for auditing the financial statements of Bank RBK JSC.
7. Concerning election of members of the Board of Directors and determination of the term of their authorities, as well as determination of amount and conditions of remuneration to members of the Board of Directors of Bank RBK JSC.

In accordance with sub-clause 15) of clause 1 of article 36 of the Law of the Republic of Kazakhstan "On Joint-Stock Companies" approval of agenda of the General Meeting of Shareholders refers to the exclusive competence of the General Meeting of Shareholders. In accordance with Clause 3 of Article 43 of the said Law agenda of the General Meeting of Shareholders shall be approved by majority of votes of the total number of the Company's voting shares represented at the meeting.

In accordance with Clause 4 of Article 43 of the Law of the Republic of Kazakhstan "On Joint-Stock Companies" amendments and (or) alterations may be made to the Agenda, if a majority of Shareholders (or their representatives) participating in the General Meeting of Shareholders and holding in aggregate not less than ninety five percent of the Company's voting shares voted for the same.

The representative of the Bank's shareholder Maksut Mukazhanovich Utepbergenov Ms. Inna Vitalyevna Gordeyeva offered to add the following issues to the Agenda of the Meeting:

1. Concerning early termination of the authorities of the member of the Board of Directors of Bank RBK JSC Mr. Abdugani Valiyevich Niyazov.
2. Concerning election of Zhumazhan Maidanovich Yelgeldin a new member of the Board of Directors of Bank RBK JSC.

The Chairman of the Meeting Mr. A.M. Igilman put to vote the offered additions to the Agenda of the Meeting.

The shareholders and representatives of the shareholders proceeded to voting.

Mr. D.V. Andreyev informed that 2,889,133 votes had participated in voting and declared **the vote results:**

«For» – 631 358 votes;

«Against» – 2 257 775;

«Abstained» – none.

IT WAS RESOLVED:

To refuse to make additions to the Agenda of the Meeting.

The Chairman of the Meeting Mr. A.M. Igilman put to vote the issue about approval of the offered agenda of the Annual General Meeting of Shareholders.

The present shareholders and shareholders' representatives proceeded to voting.

Mr. D.V. Andreyev informed that 2,889,133 votes had participated in voting and declared **the vote results:**

«For» – 2 889 133 votes;

«Against» – none;

«Abstained» – none.

The decision was made unanimously.

IT WAS RESOLVED:

To approve the following agenda of the Annual General Meeting of Shareholders of Bank RBK JSC:

- 1. Concerning approval of the annual financial statements of the Bank for 2013 and Report of the Auditing Organization for 2013.**
- 2. Concerning approval of the procedure for distribution of the Bank's net income for 2013 financial year, making decision on payment of dividends on the ordinary shares and approval of dividend amount following the results of 2013 per ordinary share of the Bank. Concerning the Bank's Reserve Capital.**
- 3. Concerning shareholders' applications against actions of the Bank and its officials in 2013 and results of their consideration.**
- 4. Concerning informing the Company's shareholders about amount and composition of remuneration to be paid to members of the Board of Directors and executive body of Bank RBK JSC.**
- 5. Approval of the amended Dividend Policy of Bank RBK JSC.**
- 6. Concerning selection of an auditing organization for auditing the financial statements of Bank RBK JSC.**
- 7. Concerning election of members of the Board of Directors and determination of the term of their authorities, as well as determination of amount and conditions of remuneration to members of the Board of Directors of Bank RBK JSC.**

Further the participants in the Meeting proceeded to hearing of reports on the issues of the agenda of the Annual General Meeting of Shareholders of Bank RBK JSC.

Concerning the first issue of the Agenda of the Meeting «**Concerning approval of the annual financial statements of the Bank for 2013 and Report of the Auditing Organization for 2013**» the Chairman of the Meeting Mr. A.M. Igilman gave the floor to the Chairman of the Management Board of Bank RBK JSC Ms. M.K. Zhakubayeva.

The speaker Ms. M.K. Zhakubayeva informed the participants in the Meeting that the financial statements of the Bank for 2013 had been audited by the auditing organization BDO «Kazakhstanaudit» LLP in accordance with the international standards of financial statements. The annual financial statements of the Bank included:

- Statement of Financial Position;
- Statement of Aggregate Income;
- Statement of Changes in Equity;
- Cash Flow Statement;
- Notes to the Financial Statements.

Following the results of 2013 the assets of Bank RBK JSC came up to 222,8 billion tenge by increasing by 151.3% from the beginning of the financial year, the plan with respect to this indicator was performed by 120%. Return on assets amounted to 1%. Credits and advances to the customers increased by 119,3% up to 143,2 billion tenge, the plan with respect to this indicator was performed by 110%.

Liabilities for the financial year increased by 181,7% up to 206,4 billion tenge, the plan was performed by 126%. The customers' funds amounted to 193,9 billion tenge and increased by 165,8%, the plan with respect to this indicator was performed by 129,4%.

In 2013 the Bank's equity capital increased up to 16,4 billion tenge, the plan with respect to this indicator was performed by 75,8%. Return on equity was 10%.

For the financial year the Bank derived net income to the sum of 1 521,0 million tenge, that exceed the indicator for 2012 3,8 times, the plan was performed by 93,1%. After creation of loan loss provision net interest income amounted to 8 170,7 million tenge, that exceeded the indicator for 2012 2 times. Net non-interest income for the financial period increased by 68,6% and amounted to 2 170,1 million tenge.

The Bank performed all the prudential regulations. The sufficient capital ratio were K1-1 – 0,066, K1-2 – 0,087, K2 – 0,127. Liquidity position indicator (K4) – 0,851.

So the Bank completed 2013 financial year with positive indicators. Ms. M.K. Zhakubayeva offered to approve the Report of independent auditors and financial statements for 2013.

The Chairman of the Meeting Mr. A.M. Igilman offered to the shareholders and representatives of the shareholders to ask questions to the speaker concerning the first issue of the agenda.

No questions were asked.

Further the Chairman of the Meeting put to vote the issue on approval of the annual financial statements of the Bank for 2014 and Report of the auditing organization for 2013.

The present shareholders and shareholders' representatives proceeded to voting.

Mr. D.V. Andreyev informed that 2,889,133 votes had participated in voting and declared **the vote results:**

«For» – 2 889 133 votes;

«Against» – none;

«Abstained» – none.

The decision was made unanimously.

IT WAS RESOLVED:

To approve the independent auditors' Report and financial statements of Bank RBK JSC for 2013, which include:

- **Statement of Financial Position;**
- **Statement of Aggregate Income;**
- **Statement of Changes in Equity;**
- **Cash Flow Statement;**
- **Notes to the Financial Statements.**

As for the second issue of the agenda of the Meeting, **About Determination of the Procedure for Distribution of the Bank's Net Profit for Financial Year 2013, Making a Decision on Payment of Dividends for Ordinary Shares and Determination of the Size of Dividends as of the End of 2013 per One Ordinary Share of the Bank. About Reserve Capital of the Bank.**

A.M. Igilman, Chairperson of the Meeting called upon the Chairperson of the Board of Bank RBK JSC M.K. Zhakubayeva.

The speaker Ms. M.K. Zhakubayeva informed that as of the end of financial year 2013, the Bank's net profit confirmed by the auditor report made 1,521,039,000 KZT. Taking into consideration that in 2012 the Bank placed its preferred shares and based on the provisions of the Law of the Republic of Kazakhstan On Joint-Stock Companies, the Bank shall pay dividends for the Bank's preferred shares. According to the Charter of the Bank, guaranteed dividend size per one preferred share shall be paid every year and has been fixed in the amount of 0.01 KZT.

In case if following the results of the financial year the dividends are paid for, net profit is ≤ 0 , then the guaranteed dividend shall be paid.

If $0 < NP < N * 10,000 * (i + 2\%)$, where N - a number of preferred shares, i – inflation, calculated as increase/decrease of the consumer price index (index decrease in % minus 100%), published by the Statistics Agency of the Republic of Kazakhstan for December in the financial year the dividends are paid for to the relevant month of the previous year,

then $D_{pr/s} = NP/N$, where $D_{pr/s}$ – a dividend per preferred share. If $NP > N * 10,000 * (i + 2\%)$, then $D_{pr/s} = 10,000 * (i + 2\%)$.

When calculating dividend for preferred shares, the following value is fixed:

Minimum inflation rate – 4%,

Maximum inflation rate 9%.

Thus,

Net profit as of 2013 (NP) – 1,521,039,000 KZT.

A number of preferred shares (N) – 450,000 units.

Inflation (i) – 4.8%.

Calculation:

$1,521,039,000 > 450,000 * 10,000 * (4.8\% + 2\%)$

$1,521,039,000 > 306,000,000$

$D_{pr/s} = 10,000 * (4.8\% + 2\%)$

A size of a dividend per preferred share as of 2013 made 680 KZT.

Then Ms. M.K. Zhakubayeva informed the participants of the Meeting that according to Art. 43 of the Law of the Republic of Kazakhstan On Banks and Banking Activities in the Republic of Kazakhstan, a dynamic reserve is an obligatory reserve formed by the banks to cover any losses related to the banking activities. According to the Resolution of the Board of the National Bank of the Republic of Kazakhstan dated 27 May, 2013 No. 137 On Approval of the Rules for Forming of a Dynamic Reserve by the Second-Tier Banks and Determination of the Minimum Size of a Dynamic Reserve, Size of the Expected Losses, the Bank provides the Calculation of its dynamic reserve to the National Bank of the Republic of Kazakhstan on quarterly basis.

In this connection, Ms. M.K. Zhakubayeva offered to approve the following procedure for distribution of the Bank's net profit received following business and financial performance for 2013:

1. The dividends for preferred shares as of 2013 should be paid under the following terms:
 - To send 306,000,000 (three hundred and six million) KZT to pay dividends for preferred shares;
 - Dividend size per preferred share – 680 (six hundred and eighty) KZT;
 - Period the dividends are paid for – for 2013 completed.
 - Date of dividend payment – from 16 June, 2014;
 - Procedure and form of dividend payment – non-cash payment to the shareholders' bank accounts;
 - A list of shareholders with a right to receive dividends will be developed as of 00h00 13 June, 2014;
 - Full name, location, banking details:
“Bank RBK” Bank Joint-Stock Company,
Address: 84 Adi Sharipov Street, Almaty region, 050012, Almaty, Kazakhstan
Bank account: IIC KZ57125KZT1002300244 with National Bank of the Republic of Kazakhstan State Institution, BIC NBRKKZKX, Beneficiary Code 14.
2. No dividends for ordinary shares should be calculated or paid;
3. The Bank's net profit for 2013 in the amount of 576,978,000 KZT (less dynamic reserves formed at the expense of retained profit) should be a part of the Bank's retained profit.

A.M. Igilman, Chairperson of the Meeting offered shareholders and shareholders representatives to ask any questions concerning the second issue of the agenda.

The speaker was asked no questions.

The Chairperson of the Meeting put the issue of distribution of the Bank's net income to a vote.

The shareholders and shareholders representatives present proceeded to voting.

D.V. Andreyev informed that 2,889,133 votes had participated and delivered **the results of the voting:**

‘For’ – 2,889,133 votes;
‘Against’ - none;
‘Abstain’ - none.

The decision was made unanimously.

IT WAS RESOLVED:

To approve the following procedure for distribution of the Bank's net profit for:

1. The dividends for preferred shares as of 2013 should be paid under the following terms:
 - To send 306,000,000 (three hundred and six million) KZT to pay dividends for preferred shares;
 - Dividend size per preferred share – 680 (six hundred and eighty) KZT;
 - Period the dividends are paid for – for 2013 completed.
 - Date of dividend payment – from 16 June, 2014;
 - Procedure and form of dividend payment – non-cash payment to the shareholders' bank accounts;
 - A list of shareholders with a right to receive dividends will be developed as of 00h00 13 June, 2014;
 - Full name, location, banking details:
"Bank RBK" Bank Joint-Stock Company,
Address: 84 Adi Sharipov Street, Almaty region, 050012, Almaty, Kazakhstan
Bank account: IIC KZ57125KZT1002300244 with National Bank of the Republic of Kazakhstan State Institution, BIC NBRKKZKX, Beneficiary Code 14.
2. No dividends for ordinary shares should be calculated or paid;
3. The Bank's net profit for 2013 in the amount of 576,978,000 KZT (less dynamic reserves formed at the expense of retained profit) should be a part of the Bank's retained profit.

As for the third issue of the agenda of the Meeting **About Applications for Actions of the Bank and its officers in 2013 and their handling** A.M. Igilman, Chairperson of the Meeting called upon the Chairperson of the Board of Bank RBK JSC M.K. Zhakupova.

The speaker Ms. M.K. Zhakubayeva informed that no applications for the actions of the Bank or its officers from the Bank's shareholders had been submitted within 2013.

A.M. Igilman, Chairperson of the Meeting offered shareholders and shareholders representatives to ask any questions concerning the third issue of the agenda.

The speaker was asked no questions.

The Chairperson of the Meeting put the issue to a vote with the offer to consider the information concerning no applications for the actions of the Bank or its officers from the Bank's shareholders within 2013.

The shareholders and shareholders representatives present proceeded to voting.

D.V. Andreyev informed that 2,889,133 votes had participated and delivered **the results of the voting:**

'For' – 2,889,133 votes;

'Against' - none;

'Abstain' - none.

The decision was made unanimously.

IT WAS RESOLVED:

To consider the information concerning no applications for the actions of the Bank or its officers from the Bank's shareholders within 2013.

As for the fourth issue of the agenda of the Meeting **About Informing Shareholders of the Company of the Size and Composition of the Remuneration of the Members of the Board of Directors and Executive Body of Bank RBK JSC** A.M. Igilman, Chairperson of the Meeting familiarized the participants of the Meeting with the Report concerning the Size and Composition of the Remuneration of the Members of the Board of Directors and Executive Body of Bank RBK JSC provided by the Chairperson of the Board of Directors as of the end of 2013.

A.M. Igilman, Chairperson of the Meeting offered shareholders and shareholders representatives to ask any questions concerning the fourth issue of the agenda.

The speaker was asked no questions.

The Chairperson of the Meeting offered the participants of the Meeting to consider the information presented and proceed to voting for the fourth issue of the agenda.

The shareholders and shareholders representatives present proceeded to voting.

D.V. Andreyev informed that 2,889,133 votes had participated and delivered **the results of the voting:**

'For' – 2,889,133 votes;

'Against' - none;

'Abstain' - none.

The decision was made unanimously.

IT WAS RESOLVED:

To consider the information concerning the composition and size of the remuneration for the members of the Board of Directors and Executive Body of Bank RBK JSC as of the end of 2013.

As for the fifth issue of the agenda of the Meeting **About Approval of the Dividend Policies of Bank RBK JSC, as Amended** A.M. Igilman, Chairperson of the Meeting informed that for the purpose of updating and bringing into compliance with regulatory legal acts of the Republic of Kazakhstan, the Dividend Policies of Bank RBK JSC had been developed as amended. And he also offered that the Dividend Policies of KazInComBank JSC approved by the decision of the Annual General Meeting of Shareholders dated 30 May, 2011 should be considered to have lost force.

The Chairperson of the Meeting offered to ask the speaker for the fifth issue of the agenda.

The speaker was asked no questions.

The Chairperson of the Meeting offered the participants of the Meeting to vote for the proposal received concerning approval of the Dividend Policies of Bank RBK JSC, as amended.

The shareholders and shareholders representatives present proceeded to voting.

D.V. Andreyev informed that 2,889,133 votes had participated and delivered **the results of the voting:**

‘For’ – 2,889,133 votes;

‘Against’ - none;

‘Abstain’ - none.

The decision was made unanimously.

IT WAS RESOLVED :

- 1. To approve the Dividend Policies of Bank RBK JSC as amended.**
- 2. To approve that the Dividend Policies of KazInComBank JSC approved by the decision of the Annual General Meeting of Shareholders dated 30 May, 2011 should be considered to have lost force.**

As for the sixth issue of the agenda of the Meeting **About Selection of an Audit Organization to Perform Audit of Financial Statements of Bank RBK JSC** A.M. Igilman, Chairperson of the Meeting called upon M.K. Zhakubayeva, Chairperson of the Board of Bank RBK JSC.

The speaker Ms. M.K. Zhakubayeva informed that the Board of Directors of the Bank had offered to designate BDO Kazakhstanaudit LLP to perform audit of financial statements of Bank RBK JSC for the period of 2014, 2015, and 2016.

A.M. Igilman, Chairperson of the Meeting offered to ask the speaker for the sixth issue of the Agenda any questions.

The speaker was asked no questions.

The Chairperson of the Meeting offered the participants of the Meeting to vote for the proposal made concerning determination of BDO Kazakhstanaudit LLP to be an audit organization to perform audit of financial statements of Bank RBK JSC for the period of 2014, 2015, and 2016.

The shareholders and shareholders representatives present proceeded to voting.

D.V. Andreyev informed that 2,889,133 votes had participated and delivered **the results of the voting:**

‘For’ – 2,889,133 votes;

‘Against’ - none;

‘Abstain’ - none.

The decision was made unanimously.

IT WAS RESOLVED:

To designate BDO Kazakhstanaudit LLP to be an audit organization to perform audit of financial statements of Bank RBK JSC for the period of 2014, 2015, and 2016.

As for the seventh issue of the agenda of the Meeting **About Election of the Members of the Board of Directors and Determination of the Size and Terms of Payment of Remuneration to the Members of the Board of Directors of Bank RBK JSC** A.M. Igilman, Chairperson of the Meeting called upon F. Lyukhudzyayev, Chairperson of the Board of Directors of Bank RBK JSC.

Mr. F. Lyukhudzyayev informed that the Extraordinary Meeting of Shareholders that had taken place on 30 November, 2012 had determined a number of the Board of Directors of Bank RBK JSC to be 8 persons. Due to untimely death of the Member of the Board of Directors Galiya Zhauarova Kazhkenovna, he offered:

1. To elect the Chairperson of the Board of Bank RBK JSC Marpu Karimovna Zhakubayeva to be the Member of the Board of Directors of Bank RBK JSC.
2. To determine the term of powers of Marpu Karimovna Zhakubayeva – until reelection.
3. To determine the size of remuneration and terms of remuneration payment under the Appendix.

A.M. Igilman, Chairperson of the Meeting offered the shareholders to bring any proposals concerning the issue **About Election of the Members of the Board of Directors and Determination of the Size and Terms of Payment of Remuneration to the Members of the Board of Directors of Bank RBK JSC**. He also informed that since one candidate stood for one position in the Board of Directors, then according to Art. 54 par. 3 Law of the Republic of Kazakhstan On Joint-Stock Companies, the decision on electing members of the Board of Directors would be made without ballot papers, under the one-share-one-vote principle.

The speaker was asked no questions.

Then A.M. Igilman, Chairperson of the Meeting offered to vote for the offers received concerning the seventh section of the Agenda.

The shareholders and shareholders representatives present proceeded to voting.

D.V. Andreyev informed that 2,889,133 votes had participated and delivered **the results of the voting:**

‘For’ – 2 889 133 votes;

‘Against’ - none;

‘Abstain’ - none.

The decision was made unanimously.

IT WAS RESOLVED:

- 1. To elect the Chairperson of the Board of Bank RBK JSC Marpu Karimovna Zhakubayeva to be the Member of the Board of Directors of Bank RBK JSC.**
- 2. To determine the term of powers o Marpu Karimovna Zhakubayeva – until reelection.**
- 3. To determine the size of remuneration and terms of remuneration payment under the Appendix.**

The Chairperson declared that the Agenda of the Annual General Meeting of Shareholders of Bank RBK JSC had been exhausted and offered to close the Meeting and put this offer to a vote:

D.V. Andreyev informed that 24 votes had participated and delivered **the results of the voting:**

‘For’ –24 votes;

‘Against’ - none;

‘Abstain’ - none.

The decision on closing the Meeting was made unanimously.

Chairperson of the Meeting

A.M. Igilman

Secretary of the Meeting

D.V. Andreyev

Shareholders having ten and more percent of voting shares in the company and participating in the General Meeting of Shareholders:

FARID LYUKHUDZYAYEV (11.00%)

INTERTRANSC.A. LLP

STAMP HERE

AlemTradingCommerce LLP

STAMP HERE

WELLTON LLP

Stamp Here

NorthWind LLP

Stamp Here

KET company LLP

STAMP HERE

ISHSS company LLP

STAMP HERE

DORGIA company LLP

STAMP HERE

Accounting & Book Keeping Company LLP

STAMP HERE

KazFuelTrade LLP

STAMP HERE

ARSH company 1 LLP

STAMP HERE

MAKSUT MUKAZHANOVICH UTEPBERGENOV _____

AZAT SHINASILOVICH YERMEMBETOV _____

GALINA SERGEYEVNA KIM _____

TEMIR TEMIROVICH DZHUMAYEV _____

OLGA VADIMOVNA ROZMANOVA _____

RUSTAM ABDUGANIYEVICH NIYAZOV _____

DILYARA ALEXANDROVNA MAZHITOVA _____

ELDAR VALERYEVICH MAMEDOV _____

KHALIMA ABDRAKHMANOVNA SAFINA _____

EMIL BULATOVICH SAFIN _____

DANIYAR BAYANOVICH YEDIGENEV _____

KALAMKAS BAGLANBEKOVNA IBRAYEVA _____

ADYLZHAN ARUPZHANOVICH SADYKOV _____

