



MINUTES
of the Extraordinary 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”, or “Company”).

Place of location of the Executive Body:

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

Place of the meeting:

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

Date of the meeting: 02 September, 2013.

Time of registration: from 10⁰⁰ till 10⁵⁰.

Duration of the meeting: from 11⁰⁰ till 12⁰⁰.

The Extraordinary 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 on 31 July, 2013.

The notice of the Meeting was sent to the shareholders in the form of individual letters dated 02 August, 2013.

The list of shareholders entitled to participate in the Meeting was executed on 01 August, 2013 as at 00.00.

As at the date of execution of the list of shareholders of “Bank RBK” JSC, total number of the shareholders of “Bank RBK” JSC who hold the ordinary shares is 19 and who hold preference shares is 7.

Total number of authorized shares	2 000 000	shares, of them:
total number of the ordinary shares	1 500 000	shares
total number of the preference shares	500 000	shares
Number of the placed shares		
of the ordinary shares	1 000 000	shares
of the preference shares	450 000	shares
Number of the non-paid shares		
of the ordinary shares	500 000	shares
of the preference shares	50 000	shares

In accordance with the existing legislation the voting shares – placed ordinary shares, as well as preference shares, the voting right on which is granted in the cases provided for by the Law of the Republic of Kazakhstan “On Joint-Stock Companies” (hereinafter referred to as the “Law”), the voting shares do not include the shares redeemed by the Company and shares which are in nominal holding and belong to an owner the information about whom/which is not specified in the record keeping system of the central depository.

Total number of the placed ordinary shares	1 000 000	shares
Number of the shares redeemed by the Bank	0	shares
Number of the ordinary shares denied the voting rights	0	shares
Number of the preference shares with the voting right	0	shares
Total number of the voting shares	1 000 000	shares

8 shareholders and 6 representatives of the shareholders arrived and registered for participation in the Meeting.

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

– 929,237 votes or 92.92% of the total number of shares voting as of the time of holding of the Meeting.

As of the time of holding of the Meeting there is a quorum consisting of 929,237 ordinary shares or 92.92% voting shares of "Bank RBK" JSC.

The Deputy Chairman of the Management Board of "Bank RBK" JSC Mr. Daniyar Serikuly Tuganbai greeted the participants of the meeting and proposed to open the Meeting, counted results of the registration of the shareholders and proposed to the shareholders to vote for **recognition of the Meeting as duly constituted and for its opening.**

In accordance with sub-clause 3) of clause 1 of Article 50 of the Law of the Republic of Kazakhstan "On Joint-Stock Companies" at the General Meeting of Shareholders the voting on the procedural matters with respect to holding of the General Meeting of Shareholders shall be taken by means of granting one vote to each person entitled to vote at the General Meeting of Shareholders.

The present shareholders and representatives of the shareholders proceeded to voting.

Voting results:

«For» –14 votes;

«Against» – none;

«Abstained» – none.

Mr. D.S. Tuganbai declared that according to the voting results the following resolution was adopted unanimously: **To open the Meeting and to recognize it as duly constituted.**

Mr. D.S. Tuganbai proposed to elect the Chairman and Secretary of the Meeting for holding the Meeting.

Mr. D.S. Tuganbai informed that for holding the Meeting a Chairman and Secretary of the meeting must be elected, as well as reminded that before reelection Ms. A.T. Medeuova had been elected the Chairman of the Meeting at the Annual General Meeting of Shareholders of the Bank held on 30 May, 2011, and before the reelection Mr. A.M. Ighilman had been elected the Secretary of the Meeting at the Extraordinary General Meeting of Shareholders of the Bank held on 18 July, 2011. In this connection Mr. D.S. Tuganbai proposed to remain the Chairman and Secretary of the Meeting the same.

Voting results:

«For» –14 votes;

«Against» – none;

«Abstained» – none.

Mr. D.S. Tuganbai declared that according to the voting results the following resolution was adopted unanimously: **To remain the Chairman and Secretary of the Meeting the same.**

Further the Chairman of the Meeting Ms. A.T. Medeuova was granted with the right to speak at the Meeting.

The Chairman of the Meeting Ms. A.T. Medeuova greeted the participants and suggested to determine the form of voting on all issues of the Agenda of the Meeting as open according to the principle «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 resolutions to be adopted at the Meeting:

- Voting shall be open, in other words by means of showing a voter's certificate to be issued in the process of registration of the shareholders participating in the meeting;
- When voting at the Meeting each shareholder shall have a number of votes which is equal to the number of voting shares held by him/her/it (such number is specified in a voter's certificate);
- When voting on issues of the Agenda a shareholder shall have the right to vote on a resolution to be adopted by all votes held by him/her/it by means of specifying only one of the proposed variants of voting: «For», «Against» или «Abstained»;
- The Secretary shall count and sum up the votes given by the shareholders against a resolution to be adopted and abstained;
- The votes given for adoption of a resolution shall be determined by means of calculation in the following way: total number of votes registered for participation in the Meeting minus total number of votes given against such resolution and abstained;
- Any votes held by the shareholders registered for participation in the Meeting and left the meeting by any reason before opening the Meeting and without registration shall not be excluded from the quorum. Any votes of the shareholders registering with the Secretary their premature leaving from the Meeting shall be excluded from the quorum;
- Any voting results shall be announced by the Chairman at the Meeting after adoption of a resolution on every issue of the Agenda on the basis of a Vote Counting Certificate.

The Chairman of the Meeting Ms. A.T. Medeuova brought up the issue for vote.

Mr. A.M. Ighilman informed that 14 votes had participated in voting and announced **voting results:**

«For» –14 votes;
«Against» – none;
«Abstained» – none.

The Chairman of the Meeting Ms. A.T. Medeuova declared that according to the voting results the **resolution on approval of the method of open voting, procedure for voting and counting of votes to be applied at the Meeting was adopted unanimously.**

Further the Chairman of the Meeting Ms. A.T. Medeuova proposed to approve the following proceedings at the Meeting:

- report – up to 10 minutes;
- speech during discussion– up to 5 minutes;
- shareholders wishing to speak during discussion shall ask the Chairman to speak by lift of a hand.

The Chairman of the Meeting put the issue for voting.

Mr. A.M. Ighilman informed that 14 votes had participated in voting and announced **voting results:**

«For» – 14 votes;

«Against» – none;

«Abstained» – none.

The Chairman of the Meeting Ms. A.T. Medeuova declared that according to the voting results it had been resolved to approve the suggested proceedings at the Meeting.

Mr. D.S. Tuganbai continued the Extraordinary General Meeting of Shareholders and informed that the shareholders had been notified of the issues of the Agenda in advance. The Agenda was read aloud:

1. Concerning increase in the number of authorized shares in "Bank RBK" JSC.

Further Mr. D.S. Tuganbai informed that on 14 August, 2013 the Board of Directors of the Bank had submitted the proposal to make the additions in accordance with Clause 1 of Article 43 of the Law of the Republic of Kazakhstan «On Joint-Stock Companies», namely the agenda of the General Meeting of Shareholders may be supplemented by a major shareholder or the Board of Directors provided that the shareholders of the company were notified of such additions not later than fifteen days prior to the date of the general meeting. The notice of making additions to the Agenda of the Extraordinary General Meeting of Shareholders was sent to the shareholders by means of sending of personal letters dated 15 August, 2013.

So Mr. D.S. Tuganbai proposed to supplement the Agenda of the Extraordinary General Meeting of Shareholders with the following issue:

- Concerning changing in the amount and conditions of payment of the remuneration to separate members of the Board of Directors of "Bank RBK" JSC.

In this connection the shareholders of the Bank were proposed to approve the Agenda of the Extraordinary General Meeting of Shareholders in the following form:

1. Concerning increase in the number of authorized shares in "Bank RBK" JSC.
2. Concerning changing in the amount and conditions of payment of the remuneration to separate members of the Board of Directors of "Bank RBK" JSC.

The Chairman of the Meeting Ms. A.T. Medeuova proposed to vote for making additions to the Agenda of the Extraordinary General Meeting of Shareholders:

No objections or additions with respect to the issues of the Agenda were received.

In accordance with Clause 3 of Article 43 of the Law of the Republic of Kazakhstan «On Joint-Stock Companies» the agenda of the General Meeting of Shareholders shall be approved by majority of votes of the total number of the company's voting shares present at the meeting.

The Chairman of the Meeting Ms. A.T. Medeuova brought up the issue concerning approval of the Agenda of the Extraordinary General Meeting of Shareholders for vote.

Mr. A.M. Ighilman informed that 929,237 votes had participated in voting and announced **voting results**:

«For» –929,237 votes;
«Against» – none;
«Abstained» – none.

The resolution was adopted unanimously.

IT WAS RESOLVED:

To approve the following Agenda of the Extraordinary General Meeting of Shareholders of "Bank RBK" JSC:

- 1. Concerning increase in the number of authorized shares in "Bank RBK" JSC.**
- 2. Concerning changing in the amount and conditions of payment of the remuneration to separate members of the Board of Directors of "Bank RBK" JSC.**

Further the participants in the Meeting proceeded to hearing of reports with respect to the issues of the Agenda of the Extraordinary General Meeting of Shareholders of "Bank RBK" JSC.

Concerning the first issue of the agenda of the Meeting "**Concerning increase in the number of authorized shares in "Bank RBK" JSC**" the Chairman of the Meeting Ms. A.T. Medeuova gave the floor to the Deputy Chairman of "Bank RBK" JSC Mr. D.S. Tuganbai.

Mr. D.S. Tuganbai proposed the shareholders of the Bank to consider the possibility of increase in the number of the Bank's authorized shares up to 4,000,000 (four million) shares, including to increase in the number of the authorized ordinary shares up to 3,500,000 (three million five hundred thousand) shares. Such increase in number of the Bank's authorized shares would allow timely to make decisions on placement of the Bank's shares for observation of the adequate ratio of the own capital to rising assets in accordance with the Bank development strategy.

The Chairman of the Meeting Ms. A.T. Medeuova proposed the shareholders and representatives of the shareholders to ask questions to the speaker concerning the forth issue of the Agenda.

No questions were asked to the speaker.

The Chairman of the Meeting brought up the issue concerning increase in the number of the authorized shares in "Bank RBK" JSC up to 4,000,000 (four million) shares, including increase in the number of the authorized ordinary shares up to 3,500,000 (three million five hundred thousand) shares.

The present shareholders and representatives of the shareholders proceeded to voting.

Mr. A.M. Ighilman informed that 929,237 votes had participated in voting and announced **voting results**:

«For» –929,237 votes;
«Against» – none;
«Abstained» – none.

IT WAS RESOLVED:

- 1. To approve the following structure of the authorized shares of "Bank RBK" JSC:
Number of the authorized shares – 4,000,000 (four million) shares, including:**
 - **Number of the ordinary shares – 3,500,000 (three million five hundred thousand) ordinary shares;**
 - **Number of the preference shares – 500,000 (five hundred thousand) preference shares;**

- 2. The Executive Body to carry out any required actions for registration of the amendments and alterations in the Prospectus of Share Issue of "Bank RBK" JSC in the authorized authority.**

Concerning the second issue of the Agenda of the Meeting **«Concerning changing in the amount and conditions of payment of the remuneration to separate members of the Board of Directors of "Bank RBK" JSC.** The Chairman of the Meeting Ms. A.T. Medeuova gave the floor to the Deputy Chairman of the Management Board of "Bank RBK" JSC Mr. D.S. Tuganbai.

Taking into account professionalism and wide management experience of separate members of the Board of Director Mr. D.S. Tuganbai proposed the shareholders of the Bank to increase in the amount of remuneration to be paid to such separate members according to Appendix No.1.

The Chairman of the Meeting Ms. A.T. Medeuova proposed the shareholders and representatives of the shareholders to ask questions to the speaker concerning the second issue of the Agenda.

No questions were asked to the speaker.

Further the Chairman of the Meeting Ms. A.T. Medeuova brought up the issue concerning the changing in the amount and conditions of payment of the remuneration to separate members of the Board of Directors of "Bank RBK" JSC.

The present shareholders and representatives of the shareholders proceeded to voting.

Mr. A.M. Ighilman informed that 929,237 votes had participated in voting and announced **voting results:**

«For» –929,237 votes;

«Against» – none;

«Abstained» – none.

The resolution was adopted unanimously.

To determine the amount and conditions for payment of the remuneration to separate members of the Board of Directors according to Appendix No.1 to the Minutes of the Extraordinary General Meeting of Shareholders of "Bank RBK" JSC.

The Chairman declared that the Agenda of the Extraordinary General Meeting of Shareholders of "Bank RBK" JSC was exhausted and proposed to close the Meeting and put this issue for voting:

Mr. A.M. Ighilman informed that 14 votes had participated in voting and announced **voting results**:

«For» – 14 votes;

«Against» – none;

«Abstained» – none.

The resolution on closing the Meeting was adopted unanimously.

Chairman of the Meeting

A.T. Medeuova

Secretary of the Meeting

A.M. Ighilman

The shareholders holding ten and more percent of the voting shares of the Company and participating in the General Meeting of Shareholders:

IN THE NAME OF THE SHAREHOLDER MR. FARID LYUKHUDZYAYEV (11.00%)