

**Minutes of Extraordinary General meeting of the Stockholders No 1 of "Atameken - Agro" JSC**

**Place of the meeting.** Kokshetau city, New meat plant region d.u. 30.

Date and time: May 31, 2013

Beginning: 12:00, Ending: 13:00.

Attendees at the general meeting of the stockholders:

<b>№ п/п</b>	<b>Full name of the physical person or legal entity – security holder</b>	<b>Total quantity of shares</b>	<b>Stockholders' shares quantity and issuers' shares quantity ratio denominated in % from voters</b>
1	"Pension saving fund Ular Umit" JSC represented by Sharchenko L.A, proxy as of May 30 <sup>th</sup> , 2013.	2 319 993	22,2055%
2	«Saya Invest» LLC represented by Ahmetov A.G.	28 457	0,2723%
3	Agibaev Medelbek Kemelbekovich represented by Sagindikov Zh.T, proxy № 5685 as of 29.05.2013	855 030	8,1838%
4	Adilov Shuchrat Maratovich	900 032	8,6145%
5	Bal'kebaeva Gulzhan Kuandykovna represented by Ahmetov A.G., proxy №1-1685 as of 14.05.2013.	400 000	3,8285%
6	Bektanov Kairat Karibaevich represented by Ahmetov A.G., proxy №3-5-5784 as of 22.05.2013	118 387	1,133%
7	Gusev Alexandr Yakovlevich	819 030	7,8392%
8	Jazin Farkhad Amangeldyevich	200 000	1,9142%
9	Dzhakhutashvili Shalva Grigor'evich	360 013	3,4458%
10	Dobroskok Alexander Ivanovich	135 004	1,2921%
11	Islamova Eleonora Kintal'evna represented by Islamov K.K., proxy №3-5-5785 as of 22.05.2013	1 186 407	11,2826%
12	Savchuk Timur Viktorovich presented by Dobroskok A.I., proxy №1716 as of 22.06.2012 by	418 999	4,0104%
13	Sagandykov Zhanatay Tulebaevich	765 028	7,3223%;
14	Sapulatov Kaertar Aipovich	284 346	2,7215%

Members invited:

- 1) **Meshcheryakov N.I.** - the Chairman of the Board of  
"Atameken-Agro" JSC.
- 2) **Ukubasova B.S.** - corporate secretary of "Atameken-Agro"  
JSC

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- 3) Kim A.N. - Financial director of "Atameken-Agro" JSC.
  - 4) Galimardanov A.M. – The Head of Legal Department of "Atameken-Agro" JSC.
  - 5) Akhmetov Zh.A. - translator.

Meeting of the General meeting of the Stockholders was opened by the Chairman of the Board of "Atameken-Agro" JSC (hereinafter referred to as the Company) Meshcheryakov N.I., who declared that it is necessary to vote in the chairman and the secretary.

Islamov K.K., an authorized representative of the shareholder Islamova E.K., spoke out with suggestion to elect Meshcheryakov Nikolay Il'ich as a chairman of the meeting.

Jazin F.A., spoke out with suggestion to elect Ukubasova Botagoz Sakenovna as a secretary of the meeting.

Meshcheryakov N.I. put to the vote the question concerning the election of Meshcheryakov Nikolay Il'ich as the chairman of the meeting and Ukubasova Botagoz Sakenovna as the secretary of the general meeting of the stockholders.

The question is put to the vote.

The results of the voting: "AYE" - in a unanimous vote; "NAY" and "Abstain" - no.

RULING:

1. **To elect Meshcheryakov Nikolay Il'ich as the Chairman of the meeting and as a secretary to elect Ukubasova Botagoz Sakenovna.**

Meshcheryakov N.I announced that all the shareholders were duly informed regarding the current extraordinary general meeting of the shareholders (hereinafter the Meeting), by all means stipulated in the acting legislation and the Statute of the JSC.

The secretary of the meeting informed that the quantity of voting shares of JSC, eligible to vote as of the date the meeting is held – 10 447 784, the quantity of voting shares of JSC presented on the general meeting of the shareholders – 8 790 726.

The secretary of the meeting informed that the quorum is present, stockholders (authorized representatives) owned in total 84,1386% of the voting shares of the Company, are present.

The meeting is authorized to make decisions concerning all agenda issues.

**The chairman of the meeting:** The following time-limit applied: \_\_\_\_\_

1. The language of the meeting is Russian, national language is optional for the participants.
2. To the reporter is given up to 15 minutes, for the speaking engagement - up to 5 minutes, for reference — up to 3 minutes.
3. The form of the voting is open.

The results of the voting: "AYE" - in a unanimous vote; "NAY" and "Abstain" - no.

RULING:

1. **The language of the meeting is Russian, national language is optional for the participants.**
2. **To the reporter is given up to 15 minutes, for the speaking engagement - up to 5 minutes, for reference — up to 3 minutes.**
3. **The form of the voting is open.**

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The chairman of the meeting informed that 2 issues were laid before the general meeting of the stockholders, all attendees have the list.

Within the time limit stated by the cl. 41, 43 of the RK Law "Law on Joint Stock Companies" all stockholders should be duly informed about questions on the agenda and its additions.

#### **Agenda.**

- 1. Alteration of guaranteed amount of dividends on privileged shares of Atameken-Agro JSC and its payment procedure.**
- 2. Changes in Atameken-Agro JSC Board of the Directors membership.**

Ahmetov A.G., an authorized representative of "Saya" LLC spoke out with suggestion to suspend establishing the agenda issues because the JSC has not yet established the financial auditing accountancy for the previous fiscal year. He suggested to put the proposed issues on the agenda of the annual general meeting of the shareholders which is conducted on the June 28<sup>th</sup>, 2013.

Islamov K.K., an authorized representative of the shareholder Islamova F.K., supported the suggestion of Ahmetov A.G., an authorized representative of "Saya" LLC.

Adilov Sh.M spoke out saying that is reasonable to discuss the agenda issues after establishing of the fiscal accounting for the previous fiscal year.

The Chairman of the meeting put to the vote the question of establishing the agenda.

The results of the voting:

"AYE" – 2 319 993

"NAY" – 6 470 733

"Abstain" – No

#### **The Ruling.**

- 1. Do not establish the agenda of the extraordinary general meeting of the shareholders.**

The Chairman of the meeting announced that in connection with the suggestions of the shareholders to suspend establishing of the agenda it is necessary to vote for inclusion of the current agenda issues, viz, alteration of guaranteed amount of dividends on privileged shares of Atameken-Agro JSC and its payment procedure and changes in Atameken-Agro JSC Board of the Directors membership, to the agenda of annual general meeting of the shareholders that is held on June 28<sup>th</sup>, 2013.

The question is put to the vote.

The ballot results regarding the inclusion of the first issue on the agenda, i.e., alteration of guaranteed amount of dividends on privileged shares of Atameken-Agro JSC and its payment procedure, to the agenda of the annual general meeting.

"AYE" – 6 470 733 votes

"NAY" – 2 319 993 votes

"Abstain" – no.

The ballot results regarding the inclusion of the second issue on the agenda, i.e. changes in Atameken-Agro JSC Board of the Directors membership, to the agenda of the annual general meeting.

"AYE" – 6 470 733 votes

“NAY” – 2 319 993 votes

“Abstain” – no

**In accordance with the results, the meeting decided:**

1. **To include the first issue of the agenda of the extraordinary meeting of Shareholders, i.e., alteration of guaranteed amount of dividends on privileged shares of Atameken-Agro JSC and its payment procedure, to the agenda of annual general meeting of shareholders that is conducted on June 28<sup>th</sup>, 2013**
2. **To include the second issue of the agenda of the extraordinary meeting of Shareholders, i.e., changes in Atameken-Agro JSC Board of the Directors membership, to the agenda of annual general meeting of shareholders that is conducted on June 28<sup>th</sup>, 2013**
3. **According to the Law of RK “Law on Joint Stock Companies” Provision 1, clause 43, the Board of the Directors is to take all appropriate measures informing the shareholders on duly basis regarding supplements of the annual general meeting agenda.**

After pronouncing the results of the voting the Chairman of the meeting announced that the extraordinary meeting of the shareholders is finished.

Do you have any objections or remarks in regard of the meeting process?

There are no objections from the participants

**The Chairman of the Board of the Directors**  
N.I

**Meshcheryakov**

**Corporate Secretary**

**Ukubasova B.S.**



**Annex: The Minutes upon the results of voting consist of 5 pages.**

**The Shareholders owning ten or more percents of the voting shares of JSC:**

**“Pension saving fund Ular Umit” JSC represented by Sharchenko L.A, proxy as of May 30<sup>th</sup>, 2013.**

**Islamova Eleonora Kintal’evna represented by Islamov K.K., proxy №3-5-5785 as of 22.05.2013.**



Numbered, bound and sealed  
18 pages

