APPROVED
at the Annual General Meeting of Shareholders of
Kcell Joint Stock Company

Minutes No.10 Date:24.05.2017

CHARTER OF
Kcell Joint Stock Company

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1. General Provisions

1. This Charter of the joint stock company "Kcell" (the "Company") identifies the Company's name, location, formation procedure and competency of its bodies, conditions for reorganization and termination of its activity and other provisions not contradicting the legislation of the Republic of Kazakhstan ("Kazakhstan").

2. Full name of the Company:

   In Russian: Акционерное общество "Кселл"

   In Kazakh: "Кселл" акционерлік қоғамы

   In English: Kcell Joint Stock Company

3. Abbreviated name of the Company:

   In Russian: АО "Кселл"

   In Kazakh: "Кселл" АҚ

   In English: Kcell JSC

4. Location of the executive body of the Company shall be at: 100 Samal-2 Micro-region, Almaty, Kazakhstan.

5. The status of the private entrepreneurship entity – large business entity.

2. Legal Status of the Company

6. The Company has been established through the conversion of GSM Kazakhstan OAO "Kazakhtelecom" LLP and is the successor thereof.

   The Company is a legal entity in accordance with the legislation of Kazakhstan, possessing its own balance sheet, bank accounts, may, on its own behalf, acquire and perform property and private non-property rights, bear liability, sue and be sued in court.

7. The Company shall have a seal, letterheads with its name and other particulars required for performance of its activity.

8. In its activity the Company shall be governed by the Constitution, the Civil Code, the Law of Kazakhstan "On Joint Stock Companies" (the "Law") and other regulatory legal acts of Kazakhstan, as well as by this Charter.

9. The Company may participate in the charter capitals of other legal entities in the manner established by the legislation of Kazakhstan.

10. In the manner provided for by the legislative acts of Kazakhstan, the Company shall have a right to establish branches (representative offices) located out of the place of its location that shall not be legal entities and shall act for and on behalf of the Company on the basis of the regulations on such branches (representative offices).

3. Liability of the Company and Shareholders

11. The Company shall be liable for its obligations within the limits of its property.

12. The Company shall not be liable for the obligations of its shareholders. Shareholders shall not be liable for the obligations of the Company and shall bear the risk of losses

associated with the activity of the Company within the limits of the value of shares held by them, except for the cases provided for by the legislative acts of Kazakhstan.

13. The Company shall not be liable for the obligations of the state and the state shall not liable for the obligations of the Company.

4. Principal Activities of the Company

14. The principal activities shall be as follows:

- provision of communication services (including cellular communication, data transfer, access to Internet and other); and
- other activities related to or connected with the foregoing, as well as any activities not prohibited by the legislation of Kazakhstan and required for the Company's operation.

5. Rights of the Company's Shareholders

15. A shareholder shall have the following rights:

a) to participate in the management of the Company in the manner established by the Law and/or the Charter;

b) in case of sole or shared ownership of 5 (five) or more percent of voting shares in the Company, to propose the Board of Directors to include additional items in the agenda of the General Meeting of shareholders in accordance with the Law;

c) to receive dividends;

d) to receive information on the Company's activities, including, to examine the financial statements of the Company in the manner determined by the general shareholders meeting of the Company (the "General Meeting") or the Charter;

e) to receive extracts from the Company's registrar or nominal holder certifying its ownership right to securities;

f) to propose to the General Meeting candidates to the Company's board of directors of the Company (the "Board");

g) to challenge decisions made by the Company's bodies in court;

h) in case of holding five per cent (5%) and more per cent of the voting shares in the Company individually or together with other shareholders, to make a claim in court in its own name in the circumstances determined in the Law with the request for compensation to the Company by the Company's officers of losses made to the Company and return to the Company by the Company's officers and/or their affiliates of profit (income) that they received as a result of the decisions on entering into (offer to enter into) major transactions and/or related-party transactions;

i) to apply to the Company with written inquiries with respect to its activity, and to receive substantiated responses within thirty (30) calendar days from the date of the Company's receipt of such inquiry;

j) to receive a portion of the property in case of the Company's liquidation;

k) to have pre-emptive right with respect to subscription to the Company's shares or other securities convertible into its shares, in proportion to the number of shares that such shareholder already holds and in the manner established by the Law, except for the cases provided for by legislative acts of Kazakhstan;

l) to have additional rights in accordance with the Law and this Charter.

16. A major shareholder (a shareholder or several shareholders, acting on the basis of an agreement between them, who hold (in aggregate) ten per cent (10%) and more voting shares in the Company) shall have the following additional rights:

a) to require convocation of an extraordinary General Meeting or to file a claim in court with the request to convene such General Meeting in case of the refusal of the Board to convene the General Meeting;

b) to require convocation of a meeting of the Board;

c) to require audit of the Company by an auditing organization at such shareholder's expenses.

17. The shareholders who will hold preference shares (if such are issued by the Company) shall have priority rights before the shareholders who hold ordinary (voting) shares to receive dividends in pre-determined guaranteed amount, as it will be determined in the Charter, and to receive a portion of the Company's property in case of the Company's liquidation in the manner established by the Law. The shareholders who will hold preference shares (if such are issued by the Company) shall have other rights as set out in the Law.

6. Shares and Other Securities; Terms and Conditions for Placement of Securities

18. The Company issues ordinary shares and may issue preference shares. The shares shall be issued in a non-documentary form.

19. An ordinary share shall grant its holder a right to participate at the General Meeting with the right to vote on any matter put for voting, the right to receive dividends when the Company has net income (based on the respective decision of the General Meeting) and a part of the Company's property in case of the Company's liquidation in the manner established by the legislation of Kazakhstan.

20. The terms and conditions of issue, placement and circulation of shares shall be established in the prospectus of shares issue.

21. The Company may issue convertible securities, bonds and other securities to the extent permitted by the legislation of Kazakhstan.

22. The Company shall have a right to change its placed shares of one type for the Company's shares of another type in accordance with the legislation of Kazakhstan.

7. Procedure for Net Income Distribution; Dividends on Shares

23. Net income of the Company (net of taxes and other obligatory payments to the budget) shall be allocated in accordance with a relevant decision of the General Meeting for payment of dividends, the Company's development or other goals.

Dividends on ordinary shares of the Company may be paid on the basis of the annual, semi-annual and/or quarterly results after conduction of audit of the financial statements for a relevant period. If dividends payment is declared in accordance with a relevant decision of the General Meeting, such dividends shall be paid in the manner established in the Law.

24. Dividends shall not accrue and be paid on the shares that have not been placed or have been bought back by the Company, as well as in case the court or the General Meeting takes decision on the Company's liquidation.

8. Bodies of the Company

25. The bodies of the Company shall be as follows:

a) supreme body - General Meeting;

b) management body - Board;

c) executive body – Chief Executive Officer (CEO).

9. General Meeting

26. The exclusive competence of the General Meeting shall include the following matters:

a) introduction of amendments into the Charter or approval of a new version of the Charter;

b) approval of the corporate governance code, as well as amendments and additions thereto;

c) voluntary reorganization or liquidation of the Company;

d) adoption of a decision on increasing the number of the Company's declared shares or change of the type of unplaced declared shares of the Company;

e) determination of the terms and conditions of and procedure for conversion of the Company's securities as well as modification thereof;

f) making decision on the issue of securities convertible into ordinary shares of the Company;

g) making decision on the change of placed shares of one type for the shares of another type, determination of the terms and conditions of and procedure for such change;

h) determination of the number and term of appointment of the members of the counting commission (if such is established in the Company), appointment and dismissal ahead of term of such members;

i) determination of the number and term of appointment of the members of the Board, appointment and dismissal ahead of term of such members, determination of the amount and terms of payment of the pay and compensation of the expenses to the members of the Board for fulfilment of their obligations;

j) appointment of an auditing organization to audit the Company;

k) approval of annual financial statements;

l) approval of the procedure for distribution of the Company's net income for the reporting fiscal year, making decision on payment of dividends on ordinary shares and approval of the amount of dividends per one ordinary share of the Company;

m) adoption of decision on not making payment of dividends on ordinary shares of the Company;

n) adoption of decision concerning voluntary delisting of the Company's shares;

o) adoption of decision on the Company's participation in formation or activities of other legal entities, or withdrawal from participants (shareholders) of other legal entities through transfer (receipt) of a part or several parts of assets constituting in aggregate twenty-five (25%) and more per cent of all the assets owned by the Company;

p) determination of the form of the Company's notice to shareholders on convening the General Meeting and adoption of decision on publication of such information in mass media;

q) approval of changes to the methods (approval of such methods, if those have not been approved by the founders' meeting) for determining the value of the shares when such shares are bought back by the Company off-market in accordance with the Law;

r) approval of the agenda of the General Meeting;

s) determination of the procedure for disclosure to shareholders of information on the Company's activities, including selection of mass media, unless such procedure is set out in the Charter;

t) introduction and annulment of a "golden share" (if applicable);

u) adopting a decision to enter into a major transaction which results (or may result) in alienation of property worth 50 (fifty) or more percent of the Company's total book value of assets on and as of the date of such decision;

v) other matters making decision on which falls under the exclusive competence of the General Meeting according to the Law and/or the Charter.

Decisions of the General Meeting on the matters enumerated in subparagraphs (a)-(d), and (q) above shall be made by a qualified majority (no less than ¾) of the total number of voting shares in the Company.

Decisions of the General Meeting on other matters shall be made by a simple majority of votes of the total number of the Company's voting shares that are taking part in voting, unless the Law and/or the Charter provides otherwise.

27. Annual General Meeting shall be convened by the Board. Extraordinary General Meeting shall be convened upon an initiative of:

a) the Board;

b) a major shareholder.

The extraordinary General Meeting of the Company, if such is in the process of voluntary liquidation, may be convened, prepared and conducted by the Company's liquidation commission.

28. Preparation and conduction of the General Meeting shall be carried out by:

a) CEO;

b) the Company's registrar in accordance with an agreement concluded with such registrar;

c) the Board; or

d) the Company's liquidation commission.

The costs associated with convening, preparing and conducting the General Meeting shall be borne by the Company, except for the cases set forth by the Law.

29. The annual General Meeting may be convened and conducted on the basis of a court decision delivered with regard to a claim of any interested person, in case the Company's bodies have violated the procedure for convening the General Meeting established by the Law.

The extraordinary General Meeting of the Company may be convened and conducted on the basis of a court decision delivered with regard to a claim of the Company's major shareholder, in case the Company's bodies have failed to fulfil such major shareholder's demand to convene extraordinary General Meeting.

30. Any person may attend the General Meetings, provided however that such person may make a speech at a relevant General Meeting only upon permission of the chairman at such General Meeting.

31. The results of voting on items of the agenda of the General Meeting or results of absentee voting shall be disclosed to the shareholders through publication thereof in mass media, as determined in this Charter, within fifteen (15) calendar days after closing of the General Meeting.

10. Board

32. The Board shall conduct general management of the Company's activities, except for making decisions on the issues which fall under the exclusive competence of the General Meeting according to the Law and/or the Charter.

33. The exclusive competence of the Board shall include the following matters:

a) to determine priorities in the Company's activities and the Company's development strategies or to approve the Company's development plan in the events specified in the legislative acts of Kazakhstan, including but not limited to approval of Company's policies, business concept, strategic development and financial plan of the Company and adoption of annual forecast and financial targets;

b) to make decision on convocation of annual or extraordinary General Meeting;

c) to decide on placement (sale) of shares, including the number of shares to be placed (sold) within the number of declared shares, method and price of such placement (sale);

d) to decide on redemption by the Company of placed shares or other securities and redemption price thereof;

e) to pre-approve the annual financial statements of the Company;

f) to approve regulations on the committees within the Board (if applicable);

g) to determine terms and conditions of the issue of bonds and derivatives of the Company and to adopt decision on the issue thereof;

h) to determine term of appointment of the CEO, to appoint and dismiss ahead of term such CEO;

i)to determine remuneration and incentive plan for the CEO and senior managers reporting directly to the CEO, as well as approval of managers contracts for the officers reporting directly to the CEO;

j)to determine the number and term of appointment of the members of the internal audit department in the Company, to appoint and dismiss ahead of term the head and other members of such department, to determine the amounts and terms of payment of their remuneration and incentive plan;

k) to appoint and determine the term of appointment of a corporate secretary, determine his/her term of office and early termination of his/her authorities, to determine the amount and terms of remuneration for the corporate secretary;

l)to determine the service fees of the auditing organization for the audit of the financial statement and of the appraiser for evaluation of the property transferred to pay for the shares in the Company or property being the subject matter of a major transaction;

m)to approve the documents regulating internal activities of the Company (except for the documents adopted by the CEO to organize the Company's activities), including an internal document specifying the terms and procedure of auctions and subscription for the securities of the Company;

n) to decide on establishment or liquidation of the Company's branches and representative offices and to approve their regulations;

o) to decide on acquisition (alienation) by the Company of 10 (ten) and more per cent of the shares (participatory interests in the charter capital) in other legal entities; as well as formation, acquisition, divestment and capitalization of legal entities (including equity contribution) or business operations (in whole or in part);

p) to make decisions on the matters of activity that are referred to the reserved matters of general meeting of shareholders (participants) of a legal entity in which 10 (ten) and more per cent of shares (participatory interest) are held by the Company;

q) to increase the Company's liabilities by the amount of 1 700 000 000 (one billion seven hundred million) tenge or more;

r) to increase the Company's liabilities by the amount of 10 (ten) and more per cent of its equity capital;

s) to determine information related to the Company or its activities that constitutes official secret, commercial secret, or another legally protected secret;

t)to decide on the Company's entering into any major transaction, resulting in the Company alienating the property with the value from 25 (twenty five) to 50 (fifty) percent of the total book value of the Company's assets;

u) to decide on the Company's entering into any related-party transaction subject to the mandatory provisions of the Law;

v) to approve annual budgets of the Company;

w) to approve operating expenditures included in the yearly Financial Plan as approved by the Board in excess of 1 700 000 000 (one billion seven hundred million) tenge comprising all costs in the underlying EBITDA plus normal depreciations, but

consequently not including depreciations, write-offs, capital gains/losses, restructuring costs and other items that are outside of ordinary course of business;

x) to approve network related capital expenditures in the amount equal or more than 1 700 000 000 (one billion seven hundred million) tenge (excluding expenditures on frequency related licenses), including all investment costs for intangible and tangible fixed assets and related OPEX, included in the yearly financial plan as approved by the Board of Directors;

y) to approve other capital expenditures in the amount equal or more than 1 700 000 000 (one billion seven hundred million) tenge, including all investment costs for intangible and tangible fixed assets and related OPEX, included in the yearly financial plan as approved by the Board of Directors;

z) to approve capital expenditures (excluding expenses on frequency related licenses), including all investment costs for intangible and tangible fixed assets and related OPEX, not included in the yearly financial plan as approved by the Board of Directors;

aa) to approve material changes to the organization, as well as matters of unusual nature or major importance;

bb) to approve changes to the accounting principles;

cc) to approve depreciations, write-offs, sale of balance sheet assets, capital gains/losses, restructuring costs and other items that are outside of ordinary course of business;

dd) to approve write-offs and sale of balance sheet assets within ordinary course of business when the value of assets is above 20 000 000 (twenty million) tenge;

ee) to approve strategic pricing decisions;

ff) to approve initiation of litigations or settlement of disputes above 400 000 000 (four hundred million) tenge;

gg) to approve sale or acquisition of real estate (excluding technical sites);

hh) to approve entering into the property rental agreement in case its total value for the entire committed period is above 40 000 000 (forty million) tenge;

ii) to approve the contract/s covering 5 (five) years or more in case their termination by notice without penalty is not possible(including e.g. property rental agreements, power, contracts with resellers);

jj) to decide on Company's application for the new frequencies;

kk) to approve guarantees from the Company for the liabilities of any other entity than itself;

ll) to approve external financing;

mm) to approve brand strategy and customer macro segmentation;

nn) to approve Technology Strategy, Architecture and Roadmaps for Networks, IT and products;

oo) to approve Governance model, Strategy, Architecture and Roadmaps for Security;

pp) to approve variable Pay Schemes for CEO and Directors reporting directly to the CEO;

qq) to decide on any other matters as set forth by Kazakhstan legislation and (or) the Charter other than those referred to the reserved matters of the General Meeting.

The list of matters set forth in paragraph 33 hereof may not be subject to a decision of the CEO.

34. The Board shall not have a right to make decision on the matters that are, in accordance with the Charter, within the competence of the CEO, or to take decisions contradicting decisions of the General Meeting.

35. The Board shall consist of no more than seven (7) members. No less than thirty per cent (30%) of the members of the Board shall be independent directors. Only individuals may be members of the Board. Other requirements to a member of the Board shall be determined in accordance with the legislation of Kazakhstan and / or relevant decision of the General Meeting (if applicable).

Quorum for the meeting of the Board shall be no less than half of the total number of the members of the Board. Decision on any matter within the competence of the Board shall be made by simple majority of those members present at the meeting of the Board. Each member of the Board shall have one (1) vote.

36. The chairman of the Board shall be elected from the members of the Board by a majority of votes from the total number of the members of the Board through an open voting.

In case of a tie vote, the chairman of the Board or a person presiding at the meeting of the Board shall have a casting vote.

CEO may not be elected as the chairman of the Board.

37. Appointment of the Board members and the Board's carrying out its activities shall be in accordance with the Law and this Charter.

38. The Company shall provide to the Board members materials with respect to the items in agenda of the relevant Board meeting within five (5) business days prior to such meeting.

39. Board's meetings may be convened upon the initiative of the chairman of the Board or CEO or at the demand of:

a) any Board member;

b) the Company's internal audit department;

c) audit organization that audits the Company, or

d) a major shareholder.

40. Members of the Board or any committee of the Board, as well as experts can take part in a meeting of the Board or such committee via conference call by telephone or any type of communication enabling all participants of the meeting to hear each other and talk to each other.

41. Decisions of the Board may be taken by absentee voting on the issues brought for consideration of the Board.

Absentee voting shall be conducted upon an initiative of persons entitled to initiate convocation of the Board. A demand to conduct an absentee voting shall be submitted to the chairman of the Board (and in case he rejects to conduct absentee voting – to the CEO) in writing and shall include clear and distinctly formulated question (questions) put for voting.

42. For the purposes of control over the financial and economic activity of the Company the internal audit department may be created in the Company. Employees in the internal audit department may not be appointed to the Board or CEO position. The internal audit department shall be directly subordinate to the Board and shall report to the Board on the results of its activity.

11. CEO

43. Management over day-to-day operation of the Company shall be conducted by CEO.

CEO shall have a right to make decisions on any matters with regard to activity of the Company that are not, under the Law, other legislative acts of Kazakhstan and the Charter, within the competence of other bodies and officers of the Company.

44. CEO shall:

a) arrange for performance of the decisions of the General Meeting and Board;

b) act on behalf of the Company in relations with third parties without power of attorney;

c) issue powers of attorney to represent the Company in its relations with third parties;

d) hire, rotate and dismiss employees of the Company (except for the cases established by the Law and the Charter), apply incentives and impose disciplinary sanctions, establish amounts of salaries of the Company's employees and personal premiums to the salaries in accordance with the staff schedule of the Company, identify amounts of bonuses to the employees of the Company, except for employees being members of the executive body and internal audit department of the Company;

e) in case of his/her absence, assign performance of his/her duties to another senior manager who reports directly to the CEO;

f) distribute duties as well as authorities and responsibilities among senior managers;

g) subject to paragraph 43, make decisions on and sign on behalf of the Company any agreement (contract) or another document under which the Company is subject to liabilities whose total amount is no more than 1 700 000 000 (one billion seven hundred million) tenge;

h) to approve write-offs and sale of balance sheet assets within ordinary course of business when the value of assets is below or equal to 20 000 000 (twenty million) tenge;

i) have authorities on initiation of litigations or settlement of disputes below or equal to 400 000 000 (four hundred million) tenge;

j) notify the Board of Director on the change of the pricing strategy;

k) notify the Board of Directors of any circumstances that could give rise to a claim or litigation concerning Company in a matter of value exceeding 200 000 000 (two hundred million) tenge, or if the claim or litigation is a matter of an unusual nature;

l) have authorities on entering into the property rental agreements in case their total value for the entire committed period is not exceeding 40 000 000 (forty million) tenge;

m) notwithstanding limitations indicated in clause g) hereto, in the absence of the approved yearly Financial plan for the following financial year, CEO has a right to financially commit the Company during Q4 for commitments for the next year up to a total amount of 5 (five billion) tenge for the purchase of works, goods and services for the following

financial year and which are vital for Company's operations. The CEO shall report to the Board by the January 31st of the following financial year on all contracts awarded based on the present provision;

n) perform other duties identified by the Charter and decisions of the General Meeting and the Board.

12. Company's Transactions That Are Subject to Special Provisions

45. Any decision on the Company's entry into a major transaction and/or any interested party transaction shall be made according to the rules specified in the Law and this Charter.

46. Notwithstanding the foregoing, any decision regarding the entry into any Special Interested Party Transaction by the Company shall be made by simple majority of the votes of all members of the Board being present at the relevant meeting and all members of the Board shall be entitled to vote on such Special Interested Party Transaction no matter whether he or she has any interest in such transaction or not. If there are an equal number of members of the Board voting for and against a Special Interested Party Transaction, then the decision with respect to such Special Interested Party Transaction shall be made at the General Meeting through the simple majority of the votes of all shareholders present at such General Meeting and each shareholder shall be entitled to vote on such matter no matter whether it has interest in the Company's conclusion of such transaction or not.

47. For the purpose of this section 12, "**Special Interested Party Transaction**" means any of the following transactions:

a) any interested party transaction the annual value of which does not exceed the equivalent of 1 700 000 000 (one billion seven hundred million) tenge.

b) any interested party transaction in connection with the provision and/or receipt of telecommunications services (including without limitation roaming agreements) conducted in the ordinary course of business;

c) any interested party transaction that is on arm's length terms or on terms that are more favourable to the Company than arm's length terms; or

d) any interested party transaction under or in connection with an interested party transaction approved by the Company pursuant to clause 45 above or in connection with any transaction entered into by the Company prior to its conversion into a joint stock company.

13. Procedure for Provision of Information by Shareholders and Officers of the Company about their Affiliates

48. The Company shall register its affiliates on the basis of the information provided by those persons or by the Company's registrar (only with regard to the persons who are recognized as major shareholders in accordance with the manner established by relevant state authority).

49. Major shareholders and officers of the Company shall provide information on their affiliates per the list of affiliates as set out in the Law, in the following forms:

On Individuals					
Last Name, First Name and Patronymic (if any)	ID Information and Place of Residence	Date of Birth	Grounds for Affiliation	Date of Affiliation Occurrence	Notes

On Legal Entities				
Full Name	Date and Number of State Registration, Postal Address and Actual Location	Grounds for Affiliation	Date of Affiliation Occurrence	Notes

50. The information on the Company's affiliates shall not be recognized as the information that constitutes privileged, commercial or other legally protected secret. Individuals and legal entities who are affiliates of the Company shall submit to the Company information on their affiliates within seven (7) calendar days after occurrence of affiliation.

The Company shall submit the list of its affiliates to the state authority in accordance with the procedure established by such state authority.

14. Disclosure of Information by the Company

51. The Company shall disclose to its shareholders and investors information about any event in the Company affecting interests of shareholders and investors of the Company in accordance with the Law and the Charter.

The Company and its shareholders shall use the Company's corporate WEB-site (www.investors.kcell.kz) for publication of any notices and other information, which is mandatory for publication in accordance with the legislative acts of Kazakhstan.

At the request of any shareholder, the Company shall provide it with the copies of documents that are set out in the Law not later than ten (10) calendar days from the date of receipt of such request by the Company, subject to restrictions on provision of the information representing privileged, commercial or other legally protected secret. The Company may set a fee for making copies of any documents and such fee shall not exceed the cost of copying and the cost of delivery thereof to the shareholder.

15. Reorganization and Liquidation of the Company

52. The Company may be reorganized and liquidated under decision of the General Meeting or on other grounds provided for by the legislation of Kazakhstan.

53. Procedure for reorganization and liquidation of the Company shall be regulated by the Law and other normative legal acts of Kazakhstan.

16. Closing Provisions

54. On all issues that are not regulated by this Charter, the Company shall be guided by the legislative acts of Kazakhstan.

55. This Charter shall enter into force as of the date of its state registration in the manner established by the legislation of Kazakhstan.

Chief Executive Officer