MINUTES

of the Annual General Meeting of Shareholders of Tsesnabank JSC

April 24, 2013 11-00 a.m. 29 Zhenis Ave., Astana

The principal place of business of Tsesnabank Joint-Stock Company: 29 Zhenis Ave., Astana.

There are a total of 416 holders of voting shares, of whom 1 shareholder and 5 representatives representing 8 shareholders are attending the meeting. The shareholders attending and represented at the meeting hold 24 314 008 voting shares accounting for an aggregate of 80,25 percent of voting shares of Tsesnabank JSC.

Tsesna Financial Holding JSC, a holder of 48,93 percent of voting shares of Tsesnabank JSC, is represented by M.M.Mamekov, chairman of the Management Board.

Tsesna Corporation JSC, another large holder of voting shares of Tsesnabank JSC - 15,9 percent - is represented by M.R.Sarsimbaeyv (Power of Attorney No. 38 dated April 23, 2013).

The General Meeting is attended by members of the Board of Directors and members of the Management Board of Tsesnabank JSC.

Chairman of the Board of Directors Y. Yedenbayev informed those present that pursuant to Article 45 of the Law of the Republic of Kazakhstan "On Joint Stock Companies" the General Meeting has a right to make decisions, if by the time the registration of its participants is complete, the shareholders or their representatives entered on the list of shareholders entitled to participate in and vote at the meeting and holding in aggregate fifty and more per cent of the company's voting shares have been registered.

At the same time, according to Clause 2 of Article 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies", introduction of amendments to the Corporate Governance Code requires the qualified majority of the total number of the voting shares.

Given that 9 shareholders holding 80,25 percent of shares have been registered, the general meeting of shareholders of Tsesnabank JSC is entitled to make decisions on every item of the agenda.

The quorum for the General Meeting is present. A motion was made to open the meeting.

The results of voting by open vote are as follows: 'agree' - 24 314 008 votes; 'disagree' - none, 'abstain' - none.

The annual general meeting of shareholders of Tsesnabank JSC is declared open.

The vote count on every item of the agenda is held by the Tabulation commission of Tsesnabank JSC elected by the General meeting of shareholders on April 28, 2011 for 3 (three) years.

Y. Yedenbayev said that the meeting participants had to elect Chairman and Secretary to conduct the meeting. Electing the Chairman and Secretary of the General Meeting, each shareholder uses one vote and a decision is adopted by a simple majority vote of those present.

A motion was made to elect Y.Yedenbayev Chairman of the general meeting; no other motions were made.

The results of voting by open vote are as follows: 'agree' - 9 votes; 'disagree' - none, 'abstain' - none.

Y. Yedenbayev was unanimously elected Chairman of the general meeting of shareholders of Tsesnabank JSC.

A motion was made to elect A.Abildina, Corporate secretary of Tsesnabank JSC, Secretary of the meeting.

The results of voting by open vote are as follows: 'agree' - 9 votes; 'disagree' - none, 'abstain' - none.

A. Abildina was elected Secretary of the meeting.

Y. Yedenbayev informed those present on the need to determine the form of voting: open or secret (by ballot).

A motion was made to vote openly.

The results of voting by open vote are as follows: 'agree' - 24 314 008 votes; 'disagree' - none, 'abstain' - none.

The general meeting of shareholders has selected the open form of voting.

Y. Yedenbayev: A motion was made to approve the Agenda:

AGENDA:

1. Approval of the audited consolidated and separate financial statements of Tsesnabank JSC for 2012;

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- 2. Determination of the procedure for distribution of the net income of Tsesnabank JSC and the amount of dividend per ordinary share of Tsesnabank JSC for 2012;
- 3. Determination of the number of members and term of office of the Board of Directors of Tsesnabank JSC, election of its members and determination of the amount and terms of payment of remuneration and allowances to members of the Board of Directors of Tsesnabank JSC;
- 4. Amendments to the Corporate Governance Code of Tsesnabank JSC approved by the Minutes of Extraordinary General Meeting of Shareholders of Tsesnabank JSC dated 04/06/2007;
- 5. Appointment of a person authorized to sign amendments to the Corporate Governance Code of Tsesnabank JSC approved by the Minutes of the Extraordinary General Meeting of Shareholders of Tsesnabank JSC dated 04/06/2007.
- 6. Review of shareholders' applications concerning actions of Tsesnabank JSC and its officers and results of their consideration.
- Y. Yedenbayev: Does the general meeting have any motions to amend the proposed Agenda? No motions were made.

I move to approve the agenda of the annual general meeting.

The results of voting by open vote are as follows: 'agree' - 24 314 008 votes; 'disagree' - none, 'abstain' - none.

Following the vote results, the shareholders RESOLVED TO:

Approve the proposed Agenda of the annual general meeting of shareholders without amendments.

- Y. Yedenbayev: It is necessary to approve the meeting rules and procedures. I propose to give
 - up to 15 minutes on item 1;
 - up to 10 minutes on item 2:
 - up to 20 minutes on item 3;
 - up to 10 minutes on item 4;
 - up to 10 minutes on item 5;
 - up to 10 minutes on item 6.

I move to vote for the proposed rules.

The results of voting by open vote are as follows: 'agree' - 24 314 008 votes; 'disagree' - none, 'abstain' - none.

Following the voting, the shareholders RESOLVED TO:

Approve the proposed time rules.

Y. Yedenbayev: Certain points of the general meeting procedure should be clarified:

The list of speakers is formed by the secretary; questions to a speaker are to be submitted in writing also via the secretary. You should specify the item of the agenda you would like to be given the floor on in debates. In your questions, please specify who they are addressed to and who is asking them. Let me remind you that if a Tsesnabank JSC's shareholder or officer wants his/her statement or protest to be registered, they should inform the meeting on it.

Prior to the discussion of the agenda items, pursuant to Article 35 of RK Law "On Joint Stock Companies", Chairman of the Board of Directors of Tsesnabank JSC Y. Yedenbayev informed the shareholders on the amount and composition of remuneration of members of the Board of Directors and the Management Board of Tsesnabank JSC as per Annex No. 1 hereto.

Afterwards the general meeting of shareholders of Tsesnabank JSC started discussing the Agenda items.

Item 1: Approval of the audited consolidated and separate financial statements of Tsesnabank JSC for 2012.

The floor is given to Managing Director/ member of the Management Board of Tsesnabank

JSC Zhamilya Bolatovna Batyrbekova.

<u>Speech</u>. The speaker's report is attached hereto. No questions were addressed to the speaker.

A motion was made to approve the audited consolidated and separate financial statements of Tsesnabank JSC for 2012.

The results of voting by open vote are as follows: 'agree' - 24 314 008 votes; 'disagree' - none, 'abstain' - none.

Following the voting, the shareholders RESOLVED TO:

Approve the audited consolidated and separate financial statements of Tsesnabank JSC for 2012.

Item 2: Determination of the procedure for distribution of the net income of Tsesnabank JSC and the amount of dividend per ordinary share of Tsesnabank JSC for 2012.

The floor is given to Managing Director/ member of the Management Board of Tsesnabank JSC Zhamilya Bolatovna Batyrbekova.

Speech. The report is attached hereto.

No questions were addressed to the speaker.

A motion was made not to distribute dividends on ordinary shares, to direct KZT 4 992 972 000 (four billion nine hundred and ninety-two million nine hundred and seventy-two thousand) to replenish the reserve capital of Tsesnabank JSC, which will become worth KZT 11 982 676 000 (eleven billion nine hundred and eighty-two million six hundred and seventy-six thousand) as a result. The remaining part of the net income worth KZT 6 012 035 000 (six billion twelve million thirty-five thousand) shall be left at the disposal of Tsesnabank JSC.

The results of voting by open vote are as follows: 'agree' - 21 514 008 votes; 'disagree' - none, 'abstain' - 2 800 000.

Following the voting, the shareholders RESOLVED:

Not to distribute dividends on ordinary shares, to direct KZT 4 992 972 000 (four billion nine hundred and ninety-two million nine hundred and seventy-two thousand) to replenish the reserve capital of Tsesnabank JSC, which will become worth KZT 11 982 676 000 (eleven billion nine hundred and eighty-two million six hundred and seventy-six thousand) as a result. The remaining part of the net income worth KZT 6 012 035 000 (six billion twelve million thirty-five thousand) shall be left at the disposal of Tsesnabank JSC.

Item 3: Determination of the number of members and term of office of the Board of Directors of Tsesnabank JSC, election of its members and determination of the amount and terms of payment of remuneration and allowances to members of the Board of Directors of Tsesnabank JSC.

Y.S. Yedenbayev: According to the minutes of the annual general meeting of shareholders of Tsesnabank JSC as of April 28, 2010, the term of office of the members of the Board of Directors of Tsesnabank JSC is 3 (three) years.

In keeping with sub-clause 2, clause 2 of article 55 of the Law of the Republic of Kazakhstan "On Joint Stock Companies", the term of office of the Board of Directors expires at the time of conducting a general meeting of shareholders who are to elect a new board of directors.

Therefore, the general meeting of shareholders of Tsesnabank JSC shall elect members of the Board of Directors of Tsesnabank JSC, determine the term of office of the Board of Directors of Tsesnabank JSC as well as the amount and terms of payment of remuneration and allowances to members of the Board of Directors of Tsesnabank JSC.

In line with clause 3 of article 54 of the Law of the Republic of Kazakhstan "On Joint Stock Companies", shareholders elect members of the board of directors by cumulative voting by ballot except for cases when one candidate applies for one seat on the board of directors.

Provided that the latter is just the case, i.e. there is one candidate for one seat on the board of directors of Tsesnabank JSC, the voting will be based on the "one share – one vote" principle.

7 candidates were proposed to take 7 seats on the Board of Directors of Tsesnabank JSC: Candidates of Tsesna Corporation JSC:

- 1. Yerkegali Serikovich Yedenbayev
- 2. Dauren Adilbekuly Zhaksybek

Candidates of Tsensbank JSC:

- 1. Viktor Genrikhovich Fogel 0,00009% of holding (27shares);
- 2. Nikolay Ilyich Meshcheryakov 0,00010% of holding (30 shares).

Independent directors:

- 1. Jacek Brzezinski;
- 2. Eduard Getenovich Babayan;
- 3. Kairat Alpamyshovich Satylganov.

Y.S. Yedenbayev: The floor is given to Kuralay Kenzhebekovna Abdusheva, Director of Human Resources Management Department, who will read brief CVs of the candidates.

Yerkegali Serikovich Yedenbayev:

Yerkegali Serikovich Yedenbayev, born on December 19, 1975.

Education: higher, graduated from the Kazakh state management academy in Almaty, Finances and Credit, Economist.

Affiliation to the company: sub-clause 3 of clause 1 of article 64 of the Law of the Republic of Kazakhstan "On Joint Stock Companies".

Work experience:

March 01, 2008 - present - Chairman of the Management Board of Tsesna Corporation JSC;

October 05, 2010 – present – member of the Board of Directors of Tsesna Corporation JSC;

April 29, 2008 - present - Chairman of the Board of Directors of Tsesnabank JSC;

May 28, 2008 - present - member of the Board of Directors (Independent director) of State Social Insurance Fund JSC;

December 30, 2009 - present - Independent director of the Board of Directors of KazAgroFinance JSC;

March 17, 2008 – January 31, 2011 – member of the Board of Directors of Tsesna Capital JSC;

February 01, 2012 – present – Chairman of the Board of Directors of Tsesna Capital JSC; October 10, 2012 – present – Chairman of the Board of Directors of Tsesna Financial Holding JSC;

December 29, 2012 - present - member of the Board of Directors of Tsesna-Astyk Concern JSC;

March 26, 2012 – present – member of the Board of Directors of DAMU Entrepreneurship Development Fund JSC.

Dauren Adilbekuly Zhaksybek:

Dauren Adilbekuly Zhaksybek, born on June 30, 1978.

Education: higher, American University, USA, 1996-2000, International finances and marketing, Bachelor of Science in Business Administration; Kazakh Humanities and Law University in Astana, 2000-2002, Jurisprudence, Lawyer;

New York University, USA, 2000-2002, Credit Analysis.

Affiliation to the company: sub-clause 3, clause 1 of article 64 of the Law of the Republic of Kazakhstan "On Joint Stock Companies".

Work experience:

May 04, 2005 – January 31, 2013 – Chairman of the Supervisory Board of Medet Holding LLP;

April 22, 2005 - present - member of the Board of Directors of Tsesnabank JSC;

November 22, 2006 - present - Chairman of the Management Board of Tsesnabank JSC;

August 31, 2007 - present - member of the Board of directors of Tsesna Corporation JSC;

September 15, 2009 - present - Chairman of the Board of Directors of subsidiary of Tsesnabank JSC "Tsesna Garant Insurance company";

January 31, 2011 - present - member of the Board of Directors of Tsesna-Astyk Concern JSC;

February 01, 2013 - present - member of the Supervisory Board of Medet Holding LLP.

Viktor Genrikhovich Fogel:

Viktor Genrikhovich Fogel, born on July 24, 1948.

Education: higher, Tselinograd civil engineering institute, 1966-1971, Motor vehicles department, mechanical engineer;

Affiliation to the company: sub-clause 3, clause 1 of article 64 of the Law of the Republic of Kazakhstan "On Joint Stock Companies".

Work experience:

December 17, 1998 - present - member of the Board of Directors of Tsesnabank JSC;

June 27, 2005 - present - First Deputy Chairman of the Management Board of Info-Tses Newspaper LLP;

February 01, 2006- present - Chairman of the Management Board of Medet Holding LLP;

October 10, 2012 - present - member of the Board of Directors of Tsesna Financial Holding JSC.

Nikolay Ilyich Meshcheryakov:

Nikolay Ilyich Meshcheryakov, born on December 01, 1956.

Education: higher, graduated from the Leninsky komsomol Chelyabinsk polytechnical institute, 1974-1979, Cars and tractors department, mechanical engineer;

Affiliation to the company: sub-clause 3, clause 1 of article 64 of the Law of the Republic of Kazakhstan "On Joint Stock Companies".

Work experience:

August 31, 2007 – present – member of the Board of Directors of Tsesna Corporation JSC; November 11, 2008 – present - member of the Board of Directors of Tsesnabank JSC;

August 29, 2008 - present - member of the Board of Directors of Gold Product JSC;

September 22, 2009 - present - Chairman of the Board of Directors/Independent Director of Atameken-Agro JSC;

December 29, 2012 - present - Chairman of the Board of Directors of Tsesna-Astyk Concern JSC;

June 11, 2009 - present - major participant of ECOAGROPRODUCT LLP.

Jacek Brzezinski:

Jacek Brzezinski, born on October 03, 1955.

Education: higher, Poznan University of Economics, Poland, 1074-1979, specialized in External trade, Master of Economics,

Poznan University of Economics, Poland, specialized in Planning and management, Doctor of Economics.

Affiliation to the company: no.

Work experience:

February 01, 2006 – present – Independent consultant of corporate clients of Volksbanken International AG, Vienna;

February 16, 2007 - present - Independent director of the Board of Directors of Tsesnabank JSC;

April 2007 - present - Independent director of the Board of Directors of Volksbank, Lviv, Ukraine;

September 10, 2008 – present – Independent consultant of corporate clients/member of the Board of Directors/Independent Director of Kazakhstan Development Bank JSC;

April 11, 2012- February 14, 2013 – member of the Board of Directors of BTA Bank JSC; June 2012 – present – Independent Director of the Board of Directors of Sberbank Srbija.

Eduard Getenovich Babayan:

Eduard Getenovich Babayan, born on June 07, 1956.

Education: higher, graduated from the V.I.Lenin Kazakh polytechnic institute in Almaty, 1974-1979, Industrial and civil construction department, constructing engineer.

Affiliation to the company: no.

Work experience:

October 26, 2005 – present – member of the Board of Directors/Independent director of Tsesna Corporation JSC;

June 04, 2007 - present - Independent director of the Board of Directors of Tsesnabank JSC;

July 01, 2009 – January 06, 2012 – Chairman of the Supervisory Board of FC Tsesna LLP; January 09, 2012 – present – adviser to the Director General of FC Kairat LLP:

August 23, 2010 - present - member of the Board of Directors/Independent director of subsidiary of Tsesnabank JSC "Tsesna Garant Insurance Company" JSC;

October 10, 2012 - present - member of the Board of Directors of Tsesna Financial Holding JSC.

Kairat Alpamyshovich Satylganov:

Kairat Alpamyshovich Satylganov, born on July 28, 1965.

Education: higher, graduated from the Almaty Foreign Languages Pedagogical Institute in 1990, from the Kazakh state management academy in 1995, specialized in Economics.

Affiliation to the company: no.

Work experience:

2004 - present - Director General /Chairman of the management Board of ALMEKS Holding group JSC;

From November 2004 – member of the Board of Directors of Halyk Bank of Kazakhstan JSC;

From November 23, 2009 – member of the Board of Directors/Independent director of Bank Kassa Nova JSC.

I move to extend the term of office of the members of the Board of Directors of Tsesnabank JSC for 3 (three) years and vote for the above candidates.

1. Yerkegali Serikovich Yedenbayev

Open voting results:

'agree' - 24 314 008 votes; 'disagree' - none, 'abstain' - none.

2. Dauren Adilbekuly Zhaksybek

Open voting results:

'agree' - 24 313 920 votes; 'disagree' - none, 'abstain' - 88.

3. Viktor Genrikhovich Fogel

Open voting results:

'agree' - 24 314 008 votes; 'disagree' - none, 'abstain' - none.

4. Nikolay Ilyich Meshcheryakov

Open voting results:

'agree' - 24 313 978 votes; 'disagree' - none, 'abstain' - 30.

5. Jacek Brzezinski

Open voting results:

'agree' - 24 314 008 votes; 'disagree' - none, 'abstain' - none.

6. Eduard Getenovich Babayan

Open voting results:

'agree' - 24 314 008 votes; 'disagree' - none, 'abstain' - none.

7. Kairat Alpamyshovich Satylganov

Open voting results:

'agree' - 24 314 008 votes; 'disagree' - none, 'abstain' - none.

Y.S.Yedenbayev: All the candidates to the Board of Directors of Tsesnabank JSC have been elected for 3 (three) years.

In connection with the election of the Board of Directors of Tsesnabank JSC it is necessary to approve the size of incentives and terms of their payment to the members of the Board of Directors of Tsesnabank JSC:

- 1. Monthly remuneration to the members of the Board of Directors of Tsesnabank JSC not exceeding 2 000 000 (two million) tenge with account of monthly indicators of financial and economic activities of Tsesnabank JSC.
- 2. Instruct the Board of Directors of Tsesnabank JSC to set the size of monthly and annual remuneration to its members depending on the results of a financial year and personal contribution to the development of Tsesnabank JSC.
- 3. To pay remuneration in accordance with requirements of the Wage and Reward Policy and other types of material incentives to Tsesnabank JSC's executives approved by № 27/12/12 minutes of the Board of Directors of the Bank as of December 27, 2012.
- 4. To reimburse actual expenses incurred by members of the Board of Directors of Tsesnabank JSC related to duty trips.
- 5. To reimburse other expenses of members of the Board of Directors of Tsesnabank JSC (apartment fee, vehicle lease, cellular services, etc.) approved by the Chairman of the Management Board of Tsesnabank JSC.

The results of voting by open vote are as follows: 'agree' - 24 314 008 votes; 'disagree' - none, 'abstain' - none.

Following the voting, the shareholders RESOLVED TO:

1. To appoint 7 persons with the term of office of 3 (three) years as members of the Board of Directors of Tsesnabank JSC:

Candidates of Tsesna Corporation JSC:

- 1. Yerkegali Serikovich Yedenbayev
- 2. Dauren Adilbekuly Zhaksybek

Candidates of Tsensbank JSC:

- 3. Viktor Genrikhovich Fogel 0,00009% of holding (27shares);
- 4. Nikolay Ilyich Meshcheryakov 0,00010% of holding (30 shares).

Independent directors:

- 5. Jacek Brzezinski;
- 6. Eduard Getenovich Babayan;
- 7. Kairat Alpamyshovich Satylganov.
- 2. Fix the amount of monthly remuneration to the members of the Board of Directors of Tsesnabank JSC not exceeding 2 000 000 (two million) tenge with account of monthly indicators of financial and economic activities of Tsesnabank JSC.
- 3. Instruct the Board of Directors of Tsesnabank JSC to set the size of monthly and annual remuneration to its members depending on the results of a financial year and personal contribution to the development of Tsesnabank JSC.
- 4. To pay remuneration in accordance with requirements of the Wage and Reward Policy and other types of material incentives to Tsesnabank JSC's executives approved by № 27/12/12 minutes of the Board of Directors of the bank as of December 27, 2012.
 - 5. To reimburse actual expenses incurred by members of the Board of Directors of Tsesnabank JSC related to duty trips.
- 6. To reimburse other expenses of members of the Board of Directors of Tsesnabank JSC (apartment fee, vehicle lease, cellular services, etc.) approved by the Chairman of the Management Board of Tsesnabank JSC.

Item 4: Amendments to the Corporate Governance Code of Tsesnabank JSC approved by the Minutes of Extraordinary General Meeting of Shareholders of Tsesnabank JSC dated 04/06/2007.

The floor is given to Elina Eduardovna Zelenina, Director of the Legal Department of Tsesnabank JSC, and to Kuralay Kenzhebekovna Abdusheva, Director of Human Resources Management Department.

Their reports are attached hereto.

A motion was made to approve amendments to the Corporate Governance Code of Tsesnabank JSC approved by the Minutes of Extraordinary General Meeting of Shareholders of Tsesnabank JSC dated 04/06/2007.

The results of voting by open vote are as follows: 'agree' - 24 314 008 votes; 'disagree' - none, 'abstain' - none.

Following the voting, the shareholders RESOLVED TO:

Approve amendments to the Corporate Governance Code of Tsesnabank JSC approved by the Minutes of Extraordinary General Meeting of Shareholders of Tsesnabank JSC dated 04/06/2007.

- Item 5: Appointment of a person authorized to sign amendments to the Corporate Governance Code of Tsesnabank JSC approved by the Minutes of the Extraordinary General Meeting of Shareholders of Tsesnabank JSC dated 04/06/2007.
- Y.S.Yedenbayev: The general meeting of shareholders of Tsesnabank JSC shall appoint a person authorized to sign amendments to the Corporate Governance Code of the Bank.

A motion was made to authorize Dauren Adilbekuly Zhaksybek, Chairman of the

Management Board of Tsesnabank JSC, to sign amendments to the Corporate Governance Code of Tsesnabank JSC approved by the Minutes of the Extraordinary General Meeting of Shareholders of Tsesnabank JSC dated 04/06/2007.

The results of voting by open vote are as follows: 'agree' - 24 314 008 votes; 'disagree' - none, 'abstain' - none.

Following the voting, the shareholders RESOLVED TO:

Authorize Dauren Adilbekuly Zhaksybek, chairman of the Management Board of Tsesnabank JSC, to sign amendments to the Corporate Governance Code of Tsesnabank JSC approved by the Minutes of the Extraordinary General Meeting of Shareholders of Tsesnabank JSC dated 04/06/2007.

- Item 6: Review of shareholders' applications concerning actions of Tsesnabank JSC and its officers and results of their consideration.
- Y.S. Yedenbaev noted that no shareholders' applications concerning actions of Tsesnabank JSC and its officers had been received in 2012 and proposed to take note of this fact.

The results of voting by open vote are as follows: 'agree' - 24 314 008 votes; 'disagree' - none, 'abstain' - none.

Following the voting, the shareholders **RESOLVED TO:** Take note of the above information.

Y.S. Yedenbayev: All the agenda items have been considered. Do the shareholders have any comments on the conduct of the General Meeting or questions?

No comments on the conduct of the General Meeting have been received.

The meeting is declared closed. I would like to thank all the attending shareholders for their participation.

Chairman of the Meeting

(signature)

Y. Yedenbayev

Secretary of the Meeting

(signature)

A.Abildina

Tsesna Financial Holding JSC Representative/Chairman of Management Board (signature) M.Mamekov

Representative of Tsesna Corporation JSC (Power of Attorney No. 38 dated 23/04/2013)

(signature) M.Sarsimbayev

Tabulation Commission:

• S. P. Morozova (signature)

• A. S. Akhmetova (signature)

• O. A. Baigabatov (signature)

Текст документа переведен с русского языка на английский язык Кунст Натальей Валерьевной / This was translated from Russian into English by Natalya Kunst

Подпись/Signature Repeli



