

**Notice: the Extraordinary General Meeting of ForteBank JSC Shareholders will be held on October 16, 2020**

ForteBank JSC (hereinafter referred to as the “Bank”) with the executive board (Management Board) located at: 8/1, Dostyk str., Yessil district, Nur-Sultan city, Z05P1P0/010017, Republic of Kazakhstan, hereby notifies its shareholders that the Extraordinary General Meeting of Shareholders (hereinafter the “Meeting”) summoned at the initiative of the Board of Directors of the Bank (Minutes of Absentee Voting dated September 15th, 2020 No. 30 (z)) on the basis of Article 35.1, Article 37.3.3 and Article 41 of the Republic of Kazakhstan Law “On Joint Stock Companies” (hereinafter the Law “On Joint Stock Companies”).

The Meeting will be held on **October 16, 2020** at 10.00 a.m. (Nur-Sultan time) at the following address: Conference Room “Astana”, 8<sup>th</sup> floor, 8/1, Dostyk str., Nur-Sultan city.

The participants shall be registered on **October 16, 2020** from 09.00 a.m. to 09.45 a.m. (Nur-Sultan time) at the venue of the meeting.

The register of the Bank shareholders eligible to participate at the Meeting will be compiled as at 00.00 a.m. (Nur-Sultan time) on **September 18, 2020**.

In the absence of a quorum, the adjourned Extraordinary General Meeting of the Bank Shareholders will be held on **October 19, 2020** at 10.00 a.m. (Nur-Sultan time) at the same address. The participants of the adjourned Extraordinary General Meeting of the Bank Shareholders will be registered on **October 19, 2020** from 09.00 a.m. to 09.45 a.m. (Nur-Sultan time) at the venue of the meeting.

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**Agenda of the Meeting**

1. On Approval of amendments №3 to the Code of Corporate Governance.

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In accordance with Article 43.4.1 of the Law “On Joint Stock Companies”, the agenda of the Meeting may be supplemented by a shareholder owning, independently or together with other shareholders, five or more percent of the voting shares of the company, or by the Board of Directors, provided that shareholders of the Bank have been notified of such amendments not later than 15 days prior to the date of the Meeting.

Pursuant to Article 44.4 of the Law “On Joint Stock Companies”, the materials on issues of the agenda of the Meeting shall have been prepared and available for familiarization of shareholders not later than ten calendar days before the date of the General Meeting of Shareholders at the location of the Management Board of the Bank.

Upon request of a shareholder of the Bank, the materials on issues of the agenda of the meeting shall be sent thereto within three business days of the day of receipt of the request, provided that the costs for making copies of documents and delivery of documents shall be borne by the shareholder, unless otherwise specified by the Charter.

For more information on holding of the Meeting, please call: +7 (7172) 59 99 99, extension 10200.

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We hereby offer the shareholders of the Bank to acquaint themselves with the following procedure for holding the meeting.

In accordance with article 17.5 of the Republic of Kazakhstan Law “On Banks and Banking Activities in the Republic of Kazakhstan”, “legal entities incorporated in offshore zones the list whereof is established by the competent authority (see: decree of the Management Board of the Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market dated February 24, 2020 № 8 On Establishing the List of Offshore Zones for the Purposes of Banking and Insurance Activities, Activities of the Professional Participants of the Securities Markets and Other Licensed Types of Activities on the Securities Markets, Activities of the Joint Stock Investment Funds and Activities of the Organizations Conducting Micro-financial Activities), shall not be able to directly or indirectly own and (or) use, and (or) dispose the voting shares of the Republic of Kazakhstan resident banks”.

According to paragraph 5-1 of said article, “a shareholder participating at the general meeting of shareholders shall submit a statement which indicates the compliance with paragraph 5 of this article by its shareholders (participants), in case if the bank has no information on country of residence of such shareholders (participants)”. The second subparagraph of the aforementioned paragraph stipulates that “a shareholder who has not submitted the above statement is not allowed to participate at the general meeting of shareholders”.

In this regard, at the registration, participants of the Meeting shall submit documents confirming their eligibility to participate at the Meeting and vote on issues considered at the Meeting.

The shareholders (representatives thereof) arrived shall be registered before opening of the meeting. It is required

to have an identity document. A representative of the shareholder must submit a power of attorney confirming the authority thereof to participate and vote at the meeting, or a document confirming the eligibility to act on behalf of the shareholder or represent interests thereof without a power of attorney.

A shareholder (representative of a shareholder) who has not been registered shall not be counted in determining the quorum and shall not be entitled to vote.

The meeting opens at the announced time if a quorum is present.

The meeting shall hold elections of the chairperson and secretary of the meeting, determine the form of voting – open or secret (by poll).

In accordance with Article 50.1 of the Law “On Joint Stock Companies”, voting on the agenda of the extraordinary general meeting of shareholders shall be carried out under the principle of “one share – one vote”, except for providing each person entitled to vote at the extraordinary general meeting of shareholders one vote each regarding the procedural matters related to holding the general meeting of shareholders.

The chairperson shall not be entitled to interfere with the speeches of those eligible to participate in the discussion of the agenda issue, except for cases when such speeches result in violation of the rules of the meeting or when the dispute on this issue is over.

The extraordinary general meeting of shareholders shall be entitled to adopt a resolution on suspension of its work and on extension of the period of work, including postponement of consideration of certain issues of the agenda of the general meeting of shareholders to the following day.

A meeting may be declared to be closed only after consideration of all issues of the agenda and adoption of resolutions thereon.

In accordance with Article 52.1 of the Law “On Joint Stock Companies”, the minutes of the extraordinary general meeting of shareholders shall be drawn up and signed within three business days after the closing of the general meeting of shareholders.

The meeting shall be held in accordance with Articles 35-37, 39-48 and 50-52 of the Law “On Joint Stock Companies”, Articles 17.5 and 17.5-1 of the Law “On Banks and Banking Activities”, and Article 15 of the Bank Charter.

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We are looking forward to welcoming the shareholders of the Bank to participate at the Extraordinary General Meeting of Shareholders of the Bank.