

Meeting minute of
“Bayan Sulu” Joint Stock Company directors’ committee
№8

Kostanai

May 13, 2013

The full name and location of the joint stock company: “Bayan Sulu” joint stock company (hereinafter joint stock company), Kostanai city, 198 Borodin str.

The committee of directors’ meeting site: Kostanai city, 198 Borodin str.

The committee of directors’ meeting time: it’s started at 14.00 p.m.

It’s terminated 15.00 p.m.

There is the following “Bayan Sulu” JSC directors’ committee members at the present meeting:

1. Baimuratov Yerlan Urazgeldiyevich – directors’ committee chairman
2. Traiber Vitaliy Andreyevich – directors’ committee member
3. Talgatbek Alikhan Kairatbekuly – directors’ committee member, directors’ committee treasurer
4. Kassimov Bulat Dauletkehanovich - directors’ committee member, independent director

Following signatures prove directors’ committee members have been duly informed of the directors’ committee date, time and site as well as its agenda:

Baimuratov Yerlan Urazgeldiyevich – directors’ committee chairman	
Traiber Vitaliy Andreyevich – directors’ committee member	
Talgatbek Alikhan Kairatbekuly – directors’ committee member, directors’ committee treasurer	
Kassimov Bulat Dauletkehanovich - directors’ committee member, independent director	

The directors’ committee chairman Baimuratov Ye.U. has started the committee of directors’ meeting and has noticed there are all the members of the directors’ committee. There is quorum, the committee of directors’ meeting is constituent to start its work.

At the committee of directors’ meeting the voting is carried out at the principle «one member of the directors’ committee is one vote». Vote order is open vote.

Agenda

1. The convocation of the next annual general meeting of “Bayan Sulu” JSC shareholders about the work results of 2012 year.

According to the agenda, the directors’ committee chairman Baimuratov Ye.U offered to assemble an annual general meeting of the shareholders in order to discuss the work results of 2012 year, define the meeting date, time, site and the agenda of the meeting.

Made a speech: Traiber V.A., Talgatbek A. K., Baimuratov Ye.U., Kassimov B. D.

As a result of the exchanging of the opinions about the agenda of the meeting **the next offers were put to the vote:**

1. To assemble the next annual general meeting of the shareholders of “Bayan Sulu” JSC on June24, 2013 at 17.30, Kostanai city, Borodin str. 198, administrative building, hall for assembling.

2. Time of the beginning of registration of participants of the meeting - 16 hours local time.

3. Date and time of holding of a repeated General meeting of shareholders of the Company, which shall be held, if the first meeting is not held of June 25, 2013 at 17.30 minutes of local time.

4. The date of compiling the list of shareholders, having the right on participation in General meeting of shareholders - May 17, 2013.

5. To approve the agenda of the General meeting of shareholders:
 1. *Determination of the quantitative composition and term of office of the counting Commission, election of its members.*
 2. *Approval of the agenda of the General meeting of shareholders.*
 3. *The report of the Board of the company about the results of its operations for the year 2012.*
 4. *Approval of the financial statements of the Company for the year 2012.*
 5. *Approval of order of distribution of net income of the Company for the reporting financial year.*
 6. *About the dividends.*
 7. *About introduction of changes in articles of Association of the Company.*
 8. *Determination of the quantitative composition, term of office of the Board of Directors, election of his members, as well as determining the amount and terms of payment of remuneration and compensation of expenses to members of the Board of Directors for the performance of their duties.*
 9. *On appeals of shareholders on actions of the Company and his officials and the results of their consideration.*
 10. *Informing the shareholders of the Company on the amount and composition of Remuneration of members of the Board of Directors and the management Board of the Company for the year 2012.*
6. Materials on questions of the Agenda to provide shareholders for familiarization from the June 14, 2013.
7. Published in the Republican newspaper "Kazakhstan's truth" and on the official Internet-resource of the Company the notice of the annual General meeting of shareholders of "Bayan Sulu" JSC , not later than 30 calendar days before the date of the meeting.

Voting results:

Baimuratov Ye.U. - «pro»
Traiber V.A. - «pro»
Talgatbek A.K. - «pro»
Kassimov B.D. - «pro»

Voting results:

“Pro”-4 (four) votes;
“Against”-no;
“Refrained”-no.

Made Decision:

1. To assemble the next annual general meeting of the shareholders of "Bayan Sulu" JSC on June 24, 2013 at 17.30, Kostanai city, Borodin str. 198, administrative building, hall for assembling.
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 4. *Approval of the financial statements of the Company for the year 2012.*
 5. *Approval of order of distribution of net income of the Company for the reporting financial year.*
 6. *About the dividends.*
 7. *About introduction of changes in articles of Association of the Company.*
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remuneration and compensation of expenses to members of the Board of Directors for the performance of their duties.

9. On appeals of shareholders on actions of the Company and his officials and the results of their consideration.

10. Informing the shareholders of the Company on the amount and composition of Remuneration of members of the Board of Directors and the management Board of the Company for the year 2012.

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In the end the President of Board of directors Mr. Baymuratov Ye.U. said that all the items on the Agenda had been revised and the corresponding decisions made and in connection with this fact declared the session to be over.

Directors' committee chairman _____ **Baimuratov Ye.U.**

Directors' committee member _____ **Traiber V.A.**

**Directors' committee member,
directors' committee treasurer** _____ **Talgatbek A.K.**

**Directors' committee member,
independent director** _____ **Kassimov B.D.**