

**Meeting minute of  
“Bayan Sulu” Joint Stock Company directors` committee  
№ 9**

**Kostanai c.**

**May 17, 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 a.m.

It`s terminated 15.30 a.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. Kassymov Bulat Daulet Khanovich - directors` committee member, independent director

Following signatures prove directors` committee members have been duly informed of the directors` committee dates, 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	
Kassymov Bulat Daulet Khanovich - 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.

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

**Agenda**

1. Determination of the quantitative composition, term of office of the Board of “Bayan Sulu” JSC, election of its members, a Chairman of the Board-President of the Company, definition of salary , conditions of remuneration and bonuses, the head and members of the management Board.
2. Appointment, determination of the term of powers of the Corporate Secretary, defining the size of his official salary and conditions of remuneration.
3. Determination of the quantitative composition of the internal audit Service, appointment of its head and mutilation, determining the amount and terms of remuneration and bonuses to members of the internal audit Service

**On the first matter** of the agenda was the Chairman of the Board of Directors Baimuratov Ye.U.:

Approval of the transaction in which the Company is interested:

- «In connection with the expiration of the powers of the Executive body of the Company I propose to elect a collegial Executive body - management Board in the amount of 5 persons, personally:

- 1) Traiber Vitaly Andreevich
- 2) Pylskiy Alexander Vladimirovich
- 3) Shayakhmetov Tursynbek Tursyngalievich
- 4) Shamuratova Lisa Nazimbekovna
- 5) Konrat Evgeny Vladimirovich.

Install the term of powers of the Board to elect a new full Board. Chairman of the Board - the President of Kazakhstan "Bayan Sulu" JSC propose to elect Traiber Vitaly Andreyevich. Labor leader and members of the management Board on a monthly basis during the term of their powers in the amount of the wage, established staffing bonuses according to the relevant regulations.

**Questions put to the vote:**

1. To determine the composition of the collegial Executive body of the Board of "Bayan Sulu" JSC in the amount of 5 persons.
2. Install the term of powers of the Board to elect a new full Board.
3. Elect the following members to the Board of "Bayan Sulu" JSC following persons:
  - 1) Traiber Vitaly Andreevich
  - 2) Pylskiy Alexander Vladimirovich
  - 3) Shayakhmetov Tursynbek Tursyngalievich
  - 4) Shamuratova Lisa Nazimbekovna
  - 5) Konrat Evgeny Vladimirovich.
4. Traiber Vitaly Andreyevich Chairman of the Board - President of "Bayan Sulu" JSC.
5. Labor leader and members of the management Board to produce a monthly basis during the term of their powers in the amount of salaries, accurate staffing bonuses according to the relevant regulations».

**Voting results:**

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

**Voting results:**

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

**Resolutions:**

1. To determine the composition of the collegial Executive body of the Board of "Bayan Sulu" JSC in the amount of 5 persons.
2. Install the term of powers of the Board to elect a new full Board.
3. Elect the following members to the Board of "Bayan Sulu" JSC following persons:
  - 1) Traiber Vitaly Andreevich
  - 2) Pylskiy Alexander Vladimirovich
  - 3) Shayakhmetov Tursynbek Tursyngalievich
  - 4) Shamuratova Lisa Nazimbekovna
  - 5) Konrat Evgeny Vladimirovich.
4. Traiber Vitaly Andreyevich Chairman of the Board - President of "Bayan Sulu" JSC.
5. Labor leader and members of the management Board to produce a monthly basis during the term of their powers in the amount of salaries, accurate staffing bonuses according to the relevant regulations.

**On the second issue** of the Agenda by the Chairman of the Board of Directors Baimuratov Ye.U.:  
 -“In connection with the expiration of the powers of the Corporate Secretary propose to appoint a Corporate Secretary of "Bayan Sulu" JSC Zaitseva, Svetlana Vassiyevna, set the term of office of the Corporate Secretary is to re-election, labor to produce on the basis of monthly salary in the amount established by the staffing, bonuses and remuneration according to the relevant regulations”

**Questions put to the vote:**

1. Assign Zaitseva, Svetlana Vassilyevna Corporate Secretary of "Bayan Sulu" JSC.
2. Set the term of office of the Corporate Secretary is to re-election.
3. Labor payment of the Corporate Secretary to produce on the basis of monthly salary in the amount established by the staffing, bonuses and remuneration according to the relevant regulations.

**Voting results:**

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

**Voting results:**

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

**Resolutions:**

1. Assign Zaitseva, Svetlana Vassilyevna Corporate Secretary of “Bayan Sulu” JSC.
2. Set the term of office of the Corporate Secretary is to re-election.
3. Labor payment of the Corporate Secretary to produce on the basis of monthly salary in the amount established by the staffing, bonuses and remuneration according to the relevant regulations.

**On the third question** of the agenda by the Board of Directors member Talgatbek A.K., that in connection with the expiration of the powers of the internal audit Service, proposed the appointment of the head of internal audit of “Bayan Sulu” JSC Tsypysheva Nina Petrovna, head of Department of regulation and compensation, members of the internal audit Service of “Bayan Sulu” JSC Nazarova Lubov Borissovna, Deputy chief accountant and Kolomeitseva Svetlana Petrovna , senior adviser, remuneration and bonuses to members of the internal audit Service to be performed according to the staffing and relevant the regulation.

Operating procedures of the internal audit and the term of office of its members - 1 year are defined by the Company Charter.

**Questions put to the vote:**

1. Determine the composition of the internal audit of “Bayan Sulu” JSC in the amount of 3 persons.
2. The appointment of the head of internal audit of “Bayan Sulu” JSC Tsypysheva Nina Petrovna, head of Department of regulation and compensation, members of the internal audit Service of “Bayan Sulu” JSC Nazarova Lubov Borissovna, Deputy chief accountant and Kolomeitseva Svetlana Petrovna , senior adviser.
3. Remuneration and bonuses to members of the internal audit Service to be performed according to the staffing and relevant the regulation

**Voting results:**

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

**Voting results:**

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

**Resolutions:**

1. Determine the composition of the internal audit of “Bayan Sulu” JSC in the amount of 3 persons.
2. The appointment of the head of internal audit of “Bayan Sulu” JSC Tsypysheva Nina Petrovna, head of Department of regulation and compensation, members of the internal audit Service of “Bayan Sulu” JSC Nazarova Lubov Borissovna, Deputy chief accountant and Kolomeitseva Svetlana Petrovna , senior adviser.
3. Remuneration and bonuses to members of the internal audit Service to be performed according to the staffing and relevant the regulation

In conclusion of the meeting the President of Board of directors Mr. Baimuratov Ye.U. has informed that all the issues of the Agenda have been revised and the corresponding decisions are made and in connection with this fact he has declared the session is to be over.

<b>Directors` committee chairman</b>	_____	<b>Baimuratov Ye.U.</b>
<b>Directors` committee member</b>	_____	<b>TraiberV.A.</b>
<b>Directors` committee member, directors` committee treasurer</b>	_____	<b>Talgatbek A.K.</b>
<b>Directors` committee member, independent director</b>	_____	<b>Kassymov B.D.</b>