

**MINUTES OF THE
BOARD OF DIRECTORS' MEETING
of Joint Stock Company "Bayan Sulu"
No. 18**

June 25, 2014

Full name and location of the executive body of the Company: The Board of Joint Stock Company "Bayan Sulu" (hereinafter - the "Company"), 110006 Kostanay city, 198 Borodin St.

Place of the meeting of the Board of Directors: Kostanay city, 198 Borodin St.

Time of the Meeting of the Board of Directors: - started at 11:00 am,
- ended at 11:30 am.

This meeting involved the following members of the Board of Directors of JSC "Bayan Sulu"

1. Yerlan Urazgeldiyevich Baymuratov- Chairman of the Board of Directors,
2. Vitaliy Andreyevich Trayber - Member of the Board of Directors,
3. Alikhan Kayratbekuly Talgatbek - Member of the Board of Directors,
Secretary of the Board of Directors
4. Bulat Daulet Khanovich Kassimov - Member of the Board of Directors, Independent Director
5. Sabyr-Bek Sadykovich Aldongarov - Member of the Board of Directors, Independent Director

The following signatures confirm that the members of the Board of Directors have been notified of the date, time and place of the meeting of the Board of Directors, as well as of its agenda

Yerlan Urazgeldiyevich Baymuratov - Chairman of the Board of Directors,	
Vitaliy Andreyevich Trayber - Member of the Board of Directors,	
Alikhan Kayratbekuly Talgatbek - Member of the Board of Directors,, Secretary of the Board of Directors	
Bulat Daulet Khanovich Kassimov - Member of the Board of Directors, Independent Director	
Sabyr-Bek Sadykovich Aldongarov - Member of the Board of Directors, Independent Director	

The meeting was started by the Chairman of the Board of Directors Mr. Ye.U.Baymuratov, who noted that of all the members of the Board of Directors are present, the quorum is reached, the meeting of the Board of Directors is authorized to begin its work.

Voting at the meeting of the Board of Directors is based on "one member of the Board of Directors - one vote" principle. The voting procedure - open voting.

Agenda

Approval for concluding the transaction the Company is interested in: conclusion of the Contract between JSC "Bayan Sulu" and JSC "AsiaAgroFood" which binds JSC "AsiaAgroFood" to transfer to the ownership of JSC "Bayan Sulu" and JSC "Bayan Sulu" to accept and pay for BMW X5 car, manufactured in 2007, engine number - 51454061, body number - WBAFE81070LZ71579, color - silver, cost - **Seven million three hundred and forty thousand (7,340,000) tenge VAT inclusive**, in accordance with the terms of the Contract.

Meeting procedure:

The Chairman of the Board of Directors **Mr. Ye.U.Baymuratov spoke on the item of the agenda** and informed the members of the Board of Directors that this item included in the agenda related to the transaction the Company is interested in. According to clause 1 of Article 73 of the Law "On

Joint Stock Companies" the decision on the conclusion of the transaction the Company is interested in is made with a simple majority vote of the Board of Directors, not interested in the transaction. Considering that two of five members of the Board of Directors are interested in the transaction by the following reason: A.K. Talgatbek and Ye.U. Baymuratov as affiliates of JSC "AsiaAgroFood" on the grounds provided in Article 64 of the Law of the Republic of Kazakhstan "On Joint Stock Companies": A.K. Talgatbek - subclause 3), clause 1 Ye.U. Baymuratov - subclauses 3) and 9), clause 1, and following the above provision of the law, the decisions on the agenda items will be made by a simple majority vote of the member of the Board of Directors not interested in the transaction: V.A. Trayber, B.D. Kassimov and S.S. Aldongarov
Mr. Ye.U. Baymuratov proposed to approve the conclusion of the transaction the Company is interested in:

conclusion of the Contract between JSC "Bayan Sulu" and JSC "AsiaAgroFood" which binds JSC "AsiaAgroFood" to transfer to the ownership of JSC "Bayan Sulu" and JSC "Bayan Sulu" to accept and pay for BMW X5 car, manufactured in 2007, engine number - 51454061, body number - WBAFE81070LZ71579, color - silver, cost - **Seven million three hundred and forty thousand (7,340,000) tenge VAT inclusive**, in accordance with the terms of the Contract.

Voting results:

V.A. Trayber - "for"
B.D. Kassimov - "for"
S.S. Aldongarov - "for"

Voting results:

"For" - three (3) votes
"Against" - none
"Abstain" - none

It was decided:

To approval the conclusion of the transaction the Company is interested in:
conclusion of the Contract between JSC "Bayan Sulu" and JSC "AsiaAgroFood" which binds JSC "AsiaAgroFood" to transfer to the ownership of JSC "Bayan Sulu" and JSC "Bayan Sulu" to accept and pay for BMW X5 car, manufactured in 2007, engine number - 51454061, body number - WBAFE81070LZ71579, color - silver, cost - **Seven million three hundred and forty thousand (7,340,000) tenge VAT inclusive**, in accordance with the terms of the Contract.

Chairman of the Board of Directors	_____	Ye.U. Baymuratov
Member of the Board of Directors	_____	V.A. Trayber
Member of the Board of Directors, Secretary of the Board of Directors of	_____	A.K. Talgatbek
Member of the Board of Directors, Independent Director	_____	B.D. Kassimov
Member of the Board of Directors, Independent Director	_____	S.S. Aldongarov

**Председатель Правления
Президент**



Трайбер В.А.

Handwritten signature