

**Meeting minute of
“Bayan Sulu” Joint Stock Company directors` committee
№ 5**

Kostanai c.

April 8 , 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 11.00 a.m.

It`s terminated 11.30 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. Kassimov Bulat Dauletqhanovich - 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	
Kassimov Bulat Dauletqhanovich - 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

Approval of the transaction in which the Company is interested:

1. "KazFoodProducts" LLP grants in the pledge of "BTA Bank" JSC (hereinafter - the "Bank") as security for the obligations of “Bayan-Sulu” before the Bank under the Loan Agreement №2000/13/1 of 01.24.13 (hereinafter CSG) to each/any contract and/or the agreement concluded in its frames and is an integral part of it in the total amount of **3 597 975 378,00(Three billion five hundred ninety-seven million, nine hundred seventy-five thousand, three hundred seventy-eight) tenge** (thereby the credit limit may be granted also in other currencies according to the terms of CSG) with the term - January "10", 2019 inclusively, every/any contract and/or the agreement, concluded within its frames and which is an integral part of it: **money in the amount of 1 150 000 000 (one hundred and fifty million) tenge, accrued interest, as well as the rights of the depositor according to the Bank Deposit agreement “The formula of success” with the juridical person №1704 of March 19, 2013 established in the Bank (hereinafter - FAD), up to the moment of pledge agreements delivery by the Borrower-1 which are specified by CSG and to sign the additional agreement to the contract of pledge money in a savings account and the rights of the depositor to the Bank Deposit agreement.**

2. The granting of the consent to the Bank in its providing of the information related to the implementation of their obligations by the parties under the concluded transaction to the database of the credit bureau, in accordance with the current legislation of the Republic of Kazakhstan, and also on the issuance of a credit report.

COURSE OF SESSION:

President of the Board of directors Mr. Baimuratov Ye.U. has informed the members of the Board of directors that the issues included in the agenda are referred to the category of the transaction, there is some interest in which. According to the cl.1 of the Art 73 of the Law of Republic of Kazakhstan "About joint-stock companies" the decision of dealing by the company, there is some interest in which, is made with the simple majority of votes of members of the Board of directors who aren't interested in making it.

Taking in account that from four members of Board of directors two members are interested in the deal on the grounds: Talgatbek A.K. and Baimuratov Ye.U. as the affiliated persons of "KazFoodProducts" LLP on the grounds stipulated by the Art. 64 of the Law of Republic of Kazakhstan "About joint-stock companies": Talgatbek A.K. – sub-clause 3) of the cl. 1; Baimuratov Ye.U. – sub-items 3) and 9) of p.1, and following the above mentioned norm of law, the decisions about the agenda would be made with the simple majority of votes after the results of voting of the non-interested members of the Board of directors: Traiber V.A. and Kassimov B.D.

On the first matter of the agenda Mr. Baimuratov E.U. has delivered who has proposed to approve the granting by "KazFoodProducts" LLP in the pledge of "BTA Bank" JSC (hereinafter - the "Bank") as security for the obligations of "Bayan-Sulu" before the Bank under the Loan Agreement №2000/13/1 of 01.24.13 (hereinafter CSG) to each/any contract and/or the agreement concluded in its frames and is an integral part of it in the total amount of **3 597 975 378,00 (Three billion five hundred ninety-seven million, nine hundred seventy-five thousand, three hundred seventy-eight) tenge** (thereby the credit limit may be granted also in other currencies according to the terms of CSG) with the term - January "10", 2019 inclusively, every/any contract and/or the agreement, concluded within its frames and which is an integral part of it: **money in the amount of 1 150 000 000 (one hundred and fifty million) tenge, accrued interest, as well as the rights of the depositor according to the Bank Deposit agreement "The formula of success" with the juridical person №1704 of March 19, 2013 established in the Bank (hereinafter - FAD), up to the moment of pledge agreements delivery by the Borrower-1 which are specified by CSG and to sign the additional agreement to the contract of pledge money in a savings account and the rights of the depositor to the Bank Deposit agreement.**

Voting results:

Traiber V.A.- «pro»
Kassimov B.D. - «pro»

Voting results:

“Pro”-2 (two) votes;
“Against”-no;
“Refrained”-no.

Resolutions:

To approve the granting by "KazFoodProducts" LLP in the pledge of "BTA Bank" JSC (hereinafter - the "Bank") as security for the obligations of "Bayan-Sulu" before the Bank under the Loan Agreement №2000/13/1 of 01.24.13 (hereinafter CSG) to each/any contract and/or the agreement concluded in its frames and is an integral part of it in the total amount of **3 597 975 378,00 (Three billion five hundred ninety-seven million, nine hundred seventy-five thousand, three hundred seventy-eight) tenge** (thereby the credit limit may be granted also in other currencies according to the terms of CSG) with the term - January "10", 2019 inclusively, every/any contract and/or the agreement, concluded within its frames and which is an integral part of it: **money in the amount of 1 150 000 000 (one hundred and fifty million) tenge, accrued**

interest, as well as the rights of the depositor according to the Bank Deposit agreement “The formula of success” with the juridical person №1704 of March 19, 2013 established in the Bank (hereinafter - FAD), up to the moment of pledge agreements delivery by the Borrower-1 which are specified by CSG and to sign the additional agreement to the contract of pledge money in a savings account and the rights of the depositor to the Bank Deposit agreement.

On the second issue on the agenda Mr. Talgatbek A.K. has delivered who has proposed to provide consent to the Bank to provide the latest information related to the implementation by the parties of their obligations under the concluded transaction in the base of the data of the credit Bureau, in accordance with the current legislation of the Republic of Kazakhstan, as well as on the issuance of credit report.

Voting results:

TraiberV.A «pro»

Kassimov B.D. - «pro»

Voting results:

“Pro”-2 (two) votes;

“Against”-no;

“Refrained”-no.

Resolutions:

To provide consent to the Bank to provide the latest information related to the implementation by the parties of their obligations under the concluded transaction in the base of the data of the credit Bureau, in accordance with the current legislation of the Republic of Kazakhstan, as well as on the issuance of credit report.

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.

Directors` committee chairman	_____	Baimuratov Ye.U.
Directors` committee member	_____	TraiberV.A.
Directors` committee member, directors` committee treasurer	_____	Talgatbek A.K.
Directors` committee member, independent director	_____	Kassimov B.D.