

Meeting minute of  
“Bayan Sulu” Joint Stock Company directors’ committee  
№ 3

**Kostanai c.**

**February 11, 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 are 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 Dauletkhanovich - 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 Dauletkhanovich - 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**

Approval of the agreement conclusion, which the joint stock company is interested in:

1. The company property pledged to the Bank in the capacity of assurance «AziyaAgroFud» JSC liabilities implementation according to the General Credit Agreement (each/any contract and/or an agreement concluded in its frames and being its integral part) at the amount of 1 585 000 000 (One billion five hundred and eighty five million) tenge at the period up to January 10, 2019 with the following purpose of the current liabilities refinancing in “Kazkommertsbank”.
  2. The Bank is entitled to the property extrajudicial sale, mentioned at the Addendum №1, in case of non implementation and/or improper implementation of «AziyaAgroFud» JSC liabilities to the Bank.
  3. Mrs Shamuratova Liza Nazimbekovna chief financial officer is authorized to sign the pledge agreements, any additional agreements to them being an integral part of «AziyaAgroFud» JSC General Credit Agreement.
  4. Granting the consent to the Bank for it presents the information connected with the fulfilment by the parties of their obligations under the deal to be done at the data base of the credit bureaus according with the legislation of Republic of Kazakhstan in force; and for issuing the credit report.
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**COURSE OF SESSION:**

President of the Board of directors Mr. Baymuratov Ye.U. had informed the members of the Board of directors that the questions included in the agenda belong to the category of deal, and there is some interest to do this deal. According to p.1 Art 73 of the Law of Republic of Kazakhstan “About joint-stock societies” the decision about the doing the deal by the society, when there is the interest to do it, is made with the simple majority of votes of members of the Board of directors who aren’t interested in doing it.

Taking in account that from four members of Board of directors two members are interested in the deal with grounds: Talgatbek A.K. and Baymuratov Ye.U. as affiliated persons of the Joint-Stock Society “AsiaAgroFood”, the grounds foreseen with Art. 64 of the Law of Republic of Kazakhstan “About joint-stock societies”: Talgatbek A.K. – sub-item 3) of p. 1; Baymuratov Ye.U. – sub-items 3) and 9) of p.1, and observing 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: Trayber V.A. and Kasimov B.D.

**To the first item on the agenda spoke** Mr. Baymuratov Ye.U., who proposed to approve the presenting to Bank as pledge the property indicated in Appendix No. 1 of the present minutes of the session (thereinafter – Property), as ensuring performance of the obligations of the Joint-Stock Society “AsiaAgroFood” under the General credit Agreement (every contract or agreement concluded within this General credit Agreement and being its integral part) in amount of 1,585,000,000 (one billion five hundred eighty-five million) tenge bearing the date of January 10, 2019 for the goals - refinancing of the current obligations at the Jolint-Stock Society “Kazkommertsbank”.

**Voting results:**

Traiber V.A.- «pro»

Kassimov B.D. - «pro»

**Voting results:**

“Pro”-2 (two) votes;

“Against”-no;

“Refrained”-no.

**Made Decision:**

To present to Bank as pledge the property indicated in Appendix No. 1 of the present minutes of the session (thereinafter – Property), as ensuring performance of the obligations of the Joint-Stock Society “AsiaAgroFood” under the General credit Agreement (every contract or agreement concluded within this General credit Agreement and being its integral part) in amount of 1,585,000,000 (one billion five hundred eighty-five million) tenge bearing the date of January 10, 2019 for the goals - refinancing of the current obligations at the Jolint-Stock Society “Kazkommertsbank”.

**To the second item on the agenda spoke** Mr. Baymuratov Ye.U., who proposed to give the Bank the right for the non-juridical realization of the Property in the case non-fulfilment or improper fulfilment by the Joint-Stock Society “AsiaAgroFood” of its obligations before the Bank.

**Voting results:**

Traiber V.A.- «pro»

Kassimov B.D. - «pro»

**Voting results:**

“Pro”-2 (two) votes;

“Against”-no;

“Refrained”-no.

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**Made decision:**

To give the Bank the right for the non-juridical realization of the Property in the case non-fulfilment or improper fulfilment by the Joint-Stock Society "AsiaAgroFood" of its obligations before the Bank.

**To the third item on the agenda spoke** Mr. Talgatbek A.K. who proposed to empower financial director of the Society Mrs. Shamuratova Liza Nazimbekovna to sign the Contract of the Pledge, all the additional agreements to it, which are the integral part of the General credit Agreement of the Joint-Stock Society "AsiaAgroFood".

**Voting results:**

Traiber V.A.- «pro»

Kassimov B.D. - «pro»

**Voting results:**

"Pro"-2 (two) votes;

"Against"-no;

"Refrained"-no.

**Made Decision:**

To empower financial director of the Society Mrs. Shamuratova Liza Nazimbekovna to sign the Contract of the Pledge, all the additional agreements to it, which are the integral part of the General credit Agreement of the Joint-Stock Society "AsiaAgroFood".

**To the fourth item on the agenda spoke** Mr. Trayber V.A., who proposed to give the Bank the consent to present the information connected with the fulfilment by the parties of their obligations under the deal to be done at the database of the credit bureau according to the legislation of Republic Kazakhstan in force and to issue the credit report.

**Voting results:**

Traiber V.A.- «pro»

Kassimov B.D. - «pro»

**Voting results:**

"Pro"-2 (two) votes;

"Against"-no;

"Refrained"-no.

**Made decision:**

To give the Bank the consent to present the information connected with the fulfilment by the parties of their obligations under the deal to be done at the database of the credit bureau according to the legislation of Republic Kazakhstan in force and to issue the credit report.

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

Directors' committee member,  
Directors' committee member,  
Directors' committee treasurer  
Directors' committee member,  
independent director



\_\_\_\_\_ Baimuratov Ye.U.

\_\_\_\_\_ Traiber V.A.

\_\_\_\_\_ Talgatbek A.K.

\_\_\_\_\_ Kassimov B.D.

*Handwritten signature in blue ink.*

**Appendix No. 1 to Minutes of the session  
of the Board of directors of the Joint-  
Stock Society “Bayan Sulu” No. 3 from  
February 11, 2013**

1. The built-in room (BII-5), 1 floor, floor area of 146,6 m<sup>2</sup>, share in the land plot with area of 0,0040 ha (common area of the plot is 0,2532 ha) and parking place No. 21 with common area of 14,90 m<sup>2</sup> with the land plot with common area of 0,2532 ha, including the share of 0,0004 ha, which are at the address: city of Astana, district Saryarka, Zhenis Avenue 72, BII 5, which belong to the Joint-Stock Society “Bayan Sulu”;
2. Uninhabited room with floor area of 1235,7 m<sup>2</sup>, share in the land plot with area of 0,0343 ha (common area of the plot is 0,2532 ha), cadastre No. 21-319-013-315, which are at the address: city of Astana, district Saryarka, Zhenis Avenue 72, BII 4, which belong to the Joint-Stock Society “Bayan Sulu”;
3. Uninhabited room with floor area of 624, m<sup>2</sup>, share in the land plot with area of 0,0067 ha (common area of the plot is 0,9657 ha), cadastre No. 20-315-020-271, which are at the address: city of Almaty, Medeu district, Dostyk Avenue 132A, Litter A, section 4 which belong to the Joint-Stock Society “Bayan Sulu”;
4. Finished products in the form of shifting stock of merchandise and raw materials in the form of goods shifting stock of merchandise, according to the Warehouse reference on 01.12.2012 which belong to the Joint-Stock Society “Bayan Sulu”.
5. Commodity and material valuables (confectionery products), according to the Warehouse reference on 01.12.2012 which belong to the Joint-Stock Society “Bayan Sulu”.
6. Car wash with common area of 791,7 m<sup>2</sup>; additional building with floor area of 1254,4 m<sup>2</sup>; finished product storage with common area of 531,6 m<sup>2</sup>; shop floor with common area of 6656,8 m<sup>2</sup>; dead end with common area of 975,2 m<sup>2</sup>; weighing point with common area of 50,1 m<sup>2</sup>; reservoirs with common area of 13,4 m<sup>2</sup>; the room with common area of 473,2 m<sup>2</sup>; the point with common area of 29,8 m<sup>2</sup>; accumulator shop with common area of 451,6 m<sup>2</sup>; garage with common area of 450,5 m<sup>2</sup>; storage with common area of 963,7 m<sup>2</sup>; point with common area of 281,2 m<sup>2</sup>; petroleum and lubricant storage with common area of 15 m<sup>2</sup>; storage with common area of 860,7 m<sup>2</sup>; electrical substation with common area of 882,6 m<sup>2</sup>; point with common area of 4,3 m<sup>2</sup>; gatekeeper’s office with common area of 6,1 m<sup>2</sup>; production shop with common area of 24,692.1 m<sup>2</sup>; administration and on-site facilities with common area of 4429 m<sup>2</sup>; boiler house with common area of 682,2 m<sup>2</sup>, with land plot with common area of 7,08 ha (cadastre No. 12-193-005-033), which are at the address: city of Kostanay, Borodin Str. 198, which belong to the Joint-Stock Society “Bayan Sulu”.
7. Centre with floor area of 568,1 m<sup>2</sup>, with land plot (for servicing the centre of the firm trade) with common area of 0,6591 ha, cadastre No. 12-193-005-2665, which are at the address: city of Kostanay, Borodin Str. 198 “A”, which belong to the Joint-Stock Society “Bayan Sulu” on the basis of a right of ownership.
8. Equipment (installations, materials and spare parts) in quantity of 1032 units, which belongs to the Joint-Stock Society “Bayan Sulu” on grounds of list of production goods on the state of 08.01.2013r.
9. Transport means in quantity of 40 units which belong to the Joint-Stock Society “Bayan Sulu”.

№	Наименование, технические характеристики
1	TRUCK № P 043 CB (Ford Transit 100)
2	TRUCK № P 236 MD (Subaru)
3	TRUCK № P 481 CF DAIMLERCHRYSLER D
4	TRUCK № P 492 CF TIPPER WITH CRANE "MERCEDES BENZ"
5	TRUCK № P 493 CF DAIMLERCHRYSLER (D)
6	TRUCK № P 495 CF (bus) HEФАЗ-5299-10-15
7	TRUCK № P 496 CF DAIMLERCHRYSLER (D)
8	TRUCK № P 497 CF AIMLERCHRYSLER (D)
9	TRUCK № P 499 CF DAIMLERCHRYSLER (D)
10	TRUCK № P 632 CF TRUCK „DAIMLERCHRYSLER(D) 950.20"
11	TRUCK № P 831 CO ФАВ СА5041ХХУК261.2-3А
12	TRUCK № P 837 CO ФАВ СА5041ХХУК261.2-3А
13	TRUCK № P 027 CK BUS HEФАЗ 5299-10-15
14	TRUCK № P 048 CP ФАВ-СА5041ХХУК261.2-3А
15	TRUCK № P 051 CP ФАВ-СА5041ХХУК261.2-3А
16	TRUCK № P 053 CP ФАВ-СА5041ХХУК261.2-3А
17	TRUCK № P 079 BK МА3-6430969-326-020 PI
18	TRUCK № P 135 CM SINOTRUK
19	TRUCK № P 197 CD NISSAN PATROI
20	TRUCK № P 223 BU МА3-643069-326-020 PI
21	TRUCK № P 389 СА ПА3 (BUS)
22	TRUCK № P 395 BX КАМА3 54115-010-13
23	TRUCK № P 520 CO ФАВ-СА5041ХХУК261.2-3А
24	TRUCK № P 546 BU ЗИЛ 441510
25	TRUCK № P 555 BU TOYOTA LAND CRUISER 100 VX
26	TRUCK № P 674 CN УАЗ-23632-133
27	TRUCK № P 866 CP holster-type tractor MAN
28	TRUCK № P 872 BU КАМА3 54115-010-13
29	TRUCK № P 937 BT ПА3 4234(BUS)
30	TRUCK № P 855 CR "NEXIA" N T-4 SOHS 150GL
31	TRUCK № P 987 CM TRUCK HYUNDAI HD 65
32	AUTOTRAILER № 8174 PD КАМА3 ГКБ 8350
33	AUTOTRAILER -TANK №1207 PD
34	SEMITRAILER № 1109 PD K1040 23
35	SEMITRAILER № 1997 PD SCHMITZ SKO 24
36	SEMITRAILER № 5885 PC КУПАВА-930011
37	SEMITRAILER № 9169 PD ОЛН 8850
38	SEMITRAILER -VAN № 0508 PD 972200
39	SEMITRAILER -VAN № 0509 PD 972200
40	SEMITRAILER -TANK № 8464 PC ППИ-20

Directors' committee chairman

Directors' committee member

Directors' committee member,  
directors' committee treasurer

Directors' committee member,  
independent director



\_\_\_\_\_ Baimuratov Ye.U.

\_\_\_\_\_ Traiber V.A.

\_\_\_\_\_ Talgatbek A.K.

\_\_\_\_\_ Kassimov B.D.

*Handwritten signature*