

**BANK RBK**

**ALTERATIONS AND  
ADDITIONS**

**TO THE SHARE ISSUE PROSPECTUS**

**OF THE BANK RBK  
JOINT STOCK COMPANY**

**KARAGANDA, 2011**

To make the following alteration and additions to the share issue Prospectus of Bank “Bank RBK” JSC in order to implement paragraph 4 of the Article 9 of RK Law “About securities market”:

- Further as the text goes to replace the words “Kazakhstan Innovational Commercial Bank Joint stock Company” or “KazInComBank JSC” with the words Bank “Bank RBK” Joint Stock Company or “Bank RBK” Bank JSC.
- To state the paragraph 2 “Full and sort name of the joint stock Company” as follows:

“

**From 23.09.2011**

<b>Full name:</b>	
<b>In state language:</b>	«Bank RBK» Банкі» Акционерлік Қоғамы
<b>In Russian language:</b>	Акционерное общество «Банк «Bank RBK»
<b>In English:</b>	Bank “Bank RBK” Joint Stock Company
<b>Short name:</b>	
<b>In state language:</b>	«Bank RBK» АҚ
<b>In Russian language:</b>	АО «Bank RBK»
<b>In English:</b>	Bank RBK JSC

**Prior full and short names:**

<b>Name</b>	<b>Date of founding/ reregistration, changing the name of joint stock company</b>
<u>“Meken” Private Bank</u> <u>Meken PB</u>	15.04.1992
<u>“Alash Bank” Closed joint Stock Company</u> <u>Alash Bank CJSC</u> <u>Joint Stock Company ALASH –BANK</u>	05.06.1996
<u>Акционерлік Қоғамы «Алаш Банк»</u> <u>Акционерное общество «Алаш Банк»</u> <u>Joint Stock Company ALASH-BANK.</u> <u>АО «Алаш-Банк»</u>	15.04.2005
<u>«Қазақстандық Инновациялық</u> <u>Коммерциялық Банк» Акционерлік</u> <u>қоғамы</u> <u>Акционерное общество «Казахстанский</u> <u>Инновационный Коммерческий Банк»</u> <u>Joint Stock Company «Kazakhstan</u> <u>Innovational Commercial Bank»</u> <u>«ҚазИнКомБанк» АҚ</u> <u>АО «ҚазИнКомБанк»</u> <u>JSC «KazInComBank»</u>	22.08.2005

“

- **To state paragraph 3 of the Prospectus “Information of state registration (reregistration) of joint stock company” as follows:**

“

State Reregistration Certificate of legal entity upon the registration number 3854-1900-FJ, state registration has been fulfilled by the Ministry of Justice of the Republic of Kazakhstan in September 21, 2011.

Business-identification number BIN 920440001102.

“

- **To state the paragraph 12 “Board of directors of the joint stock Company” in Prospectus as follows:**

“

Name, last name and patronymic	Date of birth	Held positions at present and for the last 3 years	Percentage of shares (share in authorized capital) to the total quantity of distributed shares (shares in authorized capita) in subsidiaries and paternalized institutions	Percentage of voting shares to total quantity of voting shares of the Issuer (%)
Liuhudziayev Farid – Chairman of the Board of Directors	20.10.1957	<ul style="list-style-type: none"> <li>• KazInComBank JSC (Bank RBK JSC from 23.09.2011): From 20.01.2011 till the present time – Chairman of the Board of Directors, From 17.11.2010 – 19.01.2011 – Acting Chairman of the Board of Directors, From 15.11.2010 – 19.012011 – Acting Member of the Board of Directors</li> <li>• SBS Group LLP: From 01.10.2010 till the present time – Deputy General Director</li> <li>• Aulet-L LLP: From 01.03.2003 to 31.12.2010 General Director</li> </ul>	0	11,0000%
Niyazov Abdugani Valiyevich – Member of the Board of Directors	29.05.1959	<ul style="list-style-type: none"> <li>• KazInComBank JSC (Bank RBK JSC from 23.09.2011): From 17.11.2010 till the present time Member of the Board of Directors From 29.04.2009 – 17.11.2010 – Chairman of the Board of Directors</li> <li>• Temirtau Electric and Metallurgical Complex JSC: From 27.02.2009 to 25.11.2010 – General Director</li> <li>• KazIndustrialDevelopment LLP:</li> </ul>	0	0

		From 18.05.2007 – 23.02.2009 General Director		
Yermembetov Azat Shinasilovich – Member of the Board of Directors	31.01.1969	<ul style="list-style-type: none"> <li>• KazInComBank JSC (Bank RBK JSC from 23.09.2011): From 25.01.2011 till the present time Member of the Board of Directors, From 15.11.2010 – 24.01.2011 – Acting Member of the Board of Directors.</li> <li>• VELTON LLP: From 01.12.2008 to 30.09.2010 manager</li> <li>• Intertrans C.A. LLP: From 01.05.2010 – 30.09.2010 Manager</li> <li>• Company KITEKS LLP: from 01.01.2008 – 01.12.2008 Commercial Director</li> <li>• VEK Story LLP: 01.01.2006 – 01.12.2008</li> </ul>	0	4,0038%
Radostovets Nikolay Vladimirovich – Member of the Board of Directors, Independent Director	15.12.1955	<ul style="list-style-type: none"> <li>• KazInComBank JSC (Bank RBK JSC from 23.09.2011): From 20.01.2011 till the present time Member of the Board of Directors, Independent Director</li> <li>• Association of legal entities, "the Republican Association of Mining and Metallurgical Enterprises": From 03.08.2005 till the present time – Chief Executive Officer</li> <li>• The Republican Association of Legal Entities "Kazakhstan Union of Producers and Exporters": From 12.10.2004 till the present time – President</li> </ul>	0	0
Zhauarova Galiya Kazhkenovna – Member of the Board of Directors	19.09.1962	<ul style="list-style-type: none"> <li>• KazInComBank JSC (Bank RBK JSC from 23.09.2011): From 20.01.2011 – till the present time the Member of the Board of Directors From 06.12.2010 till the present time Chairman of the Board, From 08.10.2010 – 05.12.2010 – Acting Chairman of the Board</li> <li>• Eurasian Bank JSC: From 17.07.2008 – 23.11.2009 Member of the Board, Deputy Chairman of the Board From 02.06.2008 – 16.07.2008 Acting Deputy Chairman of the Board</li> </ul>	0	0

		From 26.05.2008 – 01.06.2008 Adviser of the Chairman of the Board		
Julian David Sharp – Member of the Board of Directors – independent Director	21.05.1953	<ul style="list-style-type: none"> <li>• KazInComBank JSC (Bank RBK JSC from 23.09.2011): From 01.08.2011 till the present time the Member of the Board of Directors – Independent Director, From 30.05.2011 – 01.08.2011 Acting Member of the Board of Directors, of Independent Director.</li> <li>• Eurasia Insurance Company JSC: from 03.07.2006 till the present time. Financial Adviser of the Chairman of the Board for insurance and reinsurance.</li> </ul>		

By decision of the Extraordinary General Meeting of the Bank's Shareholders from August 14, 2008 the powers of Members of the Board of Directors Muhambedyarova T.Zh., Yutish V.M., Muhambedyarova G.Zh. have been terminated. At the same Extraordinary General Meeting of Shareholders the following persons have been elected to the Board of Directors: Taurbekov O.K., Gorbunova L.V., Raeva R.E. And at a meeting of the Board of Directors in August 28, 2008 Taurbekov O.K. was unanimously elected as the Chairman of the Board of Directors.

At the annual General Meeting of the Bank's Shareholders in April 25, 2009 the structure of the Board of Directors was changed again: Niyazov A.V., Zhakubayeva M.K., taking into account Raeva R.E., who had already been elected earlier. At the meeting of new Board of Directors in April 29, 2009 Niyazov A.V. was elected as the Chairman of the Bank's Board of Directors.

In April 29, 2010 at annual general meeting of the Bank's shareholders Independent Director Kuchukov A. had been introduced to the structure of the Bank's Board of Directors.

Due to the fact that the powers the Board's Chairman Zhakubayeva M.K. had been terminated by the decision of the Bank's Board of Directors from October 06, 2010, Zhakubayeva M.K. filed a notice of early termination of her powers as of the Member of the Bank's Board of Directors from October 08, 2010.

In November 15, 2010 extraordinary general meeting of shareholders was held, at which the powers of Kuchukov A. had been terminated, and new Members of the Bank's Board of Directors had been additionally elected, naming Liuhudziyev F., Yermembetov A.Sh., Radostovets N.V., Zhauarova G.K. At the meeting of the Board of Directors in new composition in November 17, 2010 Lyuhudzyaev F. has been elected as Chairman of the Board of Directors of the Bank by secret ballot.

The Member of the Board of Directors – Independent Director Raeva R.E. filed a notice to the Bank's Board of Directors about early termination of her powers from April 27, 2011.

By decision of annual general meeting of the Bank's shareholders from May 30, 2011 Julian David Sharp has been elected as the Member of the Board of Directors – Independent Director.

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- **Paragraph 13 “Collegial Executive Body of the joint stock company” of the Prospectus should be stated as follows:**

“

<i>Name, last name and patronymic of the Member of the Board</i>	<i>Held position</i>	<i>Date of Birth</i>	<i>Hel positions at present and for the last 3 years</i>	<i>Implemented combined duties for the last 3 years</i>	<i>Percentage of voting shares to total quantity of voting shares of the Company, %</i>
Zhauarova Galiya Kazhkenovna	Member of the Board of Directors, Chairman of the Board	19.09.1962	<ul style="list-style-type: none"> <li>• KazInComBank JSC (Bank RBK JSC from 23.09.2011): From 06.12.2010 0 till the present time Chairman of the Board, From 08.10.2010 – 05.12.2010 – Acting Chairman of the Board</li> <li>• Eurasian Bank JSC: From 17.07.2008 – 23.11.2009 Member of the Board, Deputy Chairman of the Board From 02.06.2008 – 16.07.2008 Acting Deputy Chairman of the Board From 26.05.2008 – 01.06.2008 Adviser of the Chairman of the Board</li> </ul>	<ul style="list-style-type: none"> <li>• KazInComBank JSC (Bank RBK JSC from 23.09.2011): From 20.01.2011 – till the present time the Member of the Board of Directors</li> <li>From 15.11.2010 – 19.01.2011 – Acting Member of the Board</li> </ul>	0
Zhakubayeva Marpu Karimovna	Member of the Board – Deputy Chairman of the Board	29.10.1958	<ul style="list-style-type: none"> <li>• KazInComBank JSC (Bank RBK JSC from 23.09.2011): From 13.12.2010 till the present time – member of the Board – Deputy Chairman of the Board,  From 08.10.2010 – 13.12. 2010 Acting Member of the Board – Deputy Chairman of the Board,  From 29.08.2008 – 07.10.2010 – Chairman of the Board,  From 22.08.2005 – 28.08.2008 – Deputy Chairman of the Board – Member of the Board</li> </ul>	<ul style="list-style-type: none"> <li>• KazInComBank JSC (Bank RBK JSC from 23.09.2011): 25.04.2009 till 07.10.2010 – member of the Board of Directors</li> </ul>	0
Tuganbay Daniyar Serikuly	Member of the Board – Deputy Chairman of the Board	13.09.1980	<ul style="list-style-type: none"> <li>• KazInComBank JSC (Bank RBK JSC from 23.09.2011): From 05.07.02011 – till the present time – Member of the Board – Deputy Chairman of the Board</li> </ul>	No	0

			<p>From 03.05.2011 – 05.07.2011 – Acting Member of the Board – Deputy Chairman of the Board.</p> <ul style="list-style-type: none"> <li>• Eurasian Bank JSC: From 03.11.2008 – 20.12.2009 – CEO of Administrative Apparatus, 01.07.2008 – 03.11.2008 – Deputy Head of Department – Head of department for legal security of banking operations and transactions of the legal department, From 13.06.2008 – 01.07.2008 – Deputy head of department – Head of department for legal support of lending</li> <li>• Financial Corporation “Seymar Alians” JSC: 15.10.2007 – 31.01.2008 – Deputy head of legal department.</li> </ul>		
Zhanybekov Kairat Amangeldiyevich	Member of the Board – Deputy Chairman of the Board	13.12.1969	<ul style="list-style-type: none"> <li>• KazInComBank JSC (Bank RBK JSC from 23.09.2011): From 28.07.2011 till the present time Member of the Board – Deputy Chairman of the Board From 10.06.2011 – 28.07.2011 – Acting member of the Board – Deputy Chairman of the Board, From 10.05.2011 – 09.06.2011 – Adviser of the Board Chairmen of the Board’s Chairman apparatus.</li> <li>• Inkom Astana LLP: From 30.03.2011 – 06.05.2011 Deputy Director on financial issues.</li> <li>• SK-Astana Corporate Foundation: From 01.04.2010 – 01.10 .2010 – managing Director</li> <li>• National Company “Kazakhstan Garysh Sapary” JSC: From 15.10.2008 – 29.10.2009 Vice-President fro</li> </ul>		

			economic and finances • Financial Corporation “Seymar Alians” JSC: From 02.09.2008 – 13.10.2008 Adviser of the Board’s Chairman • Alians Bank JSC: 19.11.2007 – 02.09.2008 Deputy Chairman of the Board		
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**Powers of Board’s Members:**

Chairman of the Board (Zhauarova Galiya Kezhkenovna) – manages the activity of the Bank’s Board; realizes implementing of decisions of general meeting of the shareholders and Bank’s Board of Directors, acts on behalf of the bank without proxy in relations with the third persons; gives out powers of attorney for the right of representing the Bank in its relations with the third persons; hires, transfers and dismisses employees of the Bank, uses incentives and imposes disciplinary sanctions, settles the size of position salaries and market premiums in accordance with staff schedule of the Bank, sets the size of bonuses of the Bank’s employees, except those, who compose the structure of the Board, Internal Audit Committee and Compliance-control; approves the organization structure and staff schedule of the Bank after coordinating with the Bank’s Board of Directors; in case of her absence assigns discharge of her duties to one of the Board’s members; shares duties, jurisdictions and liabilities among the Board’s Members; disposes the means and property of the bank within the limits of her powers; realized other functions, provided by the Bank’s Charter, decisions of the General Meeting of Shareholders and the Bank’s Board of Directors.

Deputy Chairman of the Board (Zhakubayeva Marpu Karimovna) – realizes total management of the activity of: Managing Director leading the activity of Treasury Department, Department of Accounting and Reporting, Department of financial analysis and planning, Administration of paying systems; signs documents regulating the Bank’s activity, in accordance with distribution of powers among members of the Bank’s Board on the basis of power of attorney given by the Chairman of the Board of the Bank; represents the Bank in governmental and other bodies and institutions of the Republic of Kazakhstan with proxy, in relations with partners, clients and counteragents of the Bank, as well as in international organizations; shares duties between heads and employees, supervised structural units for the purpose of effective Bank’s activity; implements control for timely and proper execution of position descriptions by heads and employees, supervised structural units of the Bank; realizes control for observance the internal Bank’s documents and laws of the Republic of Kazakhstan by heads and employees, supervised structural units of the Bank; executes other charges in accordance with acting legislation of the Republic of Kazakhstan, Charter of the Bank and other internal documents of the Bank, aimed to increasing of effectiveness and performance of the Bank.

Deputy Chairman of the Board (Tuganbay Daniyar Serikuly) – implements the common management of the activity of: Legal Department, Department for work with trouble loans, Collateral Evaluation Administration, Documentary Support Office, Security Department; Department of banking operations administration, funds management; takes part in making decisions of the bank’s board by opened/closed ballot at meetings of the bank’s Board; implements execution of decisions of General meeting of the Bank’s Shareholders and Board of Directors; signs documents regulating the Bank’s activity, in accordance with distribution of powers among members of the Bank’s Board on the



basis of power of attorney given by the Chairman of the Board of the Bank; represents the Bank in governmental and other bodies and institutions of the Republic of Kazakhstan with proxy, in relations with partners, clients and counteragents of the Bank, as well as in international organizations; shares duties between heads and employees, supervised structural units for the purpose of effective Bank's activity; implements control for timely and proper execution of position descriptions by heads and employees, supervised structural units of the Bank; realizes control for observance the internal Bank's documents and laws of the Republic of Kazakhstan by heads and employees, supervised structural units of the Bank; executes other charges in accordance with acting legislation of the Republic of Kazakhstan, internal documents of the Bank, controls timely submitting of reports to authorized body; executes other charges in accordance with acting legislation of the Republic of Kazakhstan, Charter of the Bank and other internal documents of the Bank, aimed to increasing of effectiveness and performance of the Bank.

Deputy Chairman of the Board (Zhanybekov Kayrat Amangeldyevich) - implements the common management of the activity of: Department of operating business development, Department of Retail, Office of methodology, office of administrative-economic activity, Contact-Center; takes part in making decisions of the bank's board by opened/closed ballot at meetings of the bank's Board; implements execution of decisions of General meeting of the Bank's Shareholders and Board of Directors; signs documents regulating the Bank's activity, in accordance with distribution of powers among members of the Bank's Board on the basis of power of attorney given by the Chairman of the Board of the Bank; represents the Bank in governmental and other bodies and institutions of the Republic of Kazakhstan with proxy, in relations with partners, clients and counteragents of the Bank, as well as in international organizations; shares duties between heads and employees, supervised structural units for the purpose of effective Bank's activity; implements control for timely and proper execution of position descriptions by heads and employees, supervised structural units of the Bank; realizes control for observance the internal Bank's documents and laws of the Republic of Kazakhstan by heads and employees, supervised structural units of the Bank; executes other charges in accordance with acting legislation of the Republic of Kazakhstan, internal documents of the Bank, controls timely submitting of reports to authorized body; executes other charges in accordance with acting legislation of the Republic of Kazakhstan, Charter of the Bank and other internal documents of the Bank, aimed to increasing of effectiveness and performance of the Bank.

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Paragraph 16 “Company’s Shareholders” of the Prospectus should be stated as follows:

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Full name of shareholders – legal entities, or names and last names of individual shareholders	Legal address of shareholders – legal entities, or date of birth of individual shareholder	Percentage of voting shares owned by shareholders from the quantity of distributed shares of the Issuer	The date, from the moment of which the shareholder became the owner of ten or more percent of distributed shares of the Company
Liuhudziyayev Farid	Born in 20.10.1957	11,0000%	06.09.2011

• Paragraph 45 “Shares information” of the Prospectus should be stated as follows:

“quantity, types of authorized shares:

1) Quantity of authorized shares      2 000 000 ea

2) ordinary shares	1 500 000 ea
3) Preferred shares	500 000 ea

- 1) Quantity, types of shares, distributed among the funders:
  - 1) quantity: 10 000 ea
  - 2) type of shares: ordinary
- 2) par value of one share, paid out by the founders: 10 000 tenge;
- 3) Guaranteed dividend rate on preferred shares:

Guaranteed dividend rate for one preferred share is paid once per year on the basis of decision of General Meeting of Shareholders, and settled in amount of 0,01 tenge.

In case when the net income  $\leq 0$  for the fiscal year, for the period of which dividend is payable, than the guaranteed dividend should be paid.

If the  $NI \leq 0$ , and

$NI$  = net income,

Than dividend for one preferred share is equal to 0.01 tenge,

If  $0 < NI < N * 10\,000 * (i + 2\%)$ , where

$N$  – quantity of preferred shares,

$I$  – exchange inflation, counted as increment/ decrease of consumer price index (decrease of index in % minus 100%), published Statistics Agency of the Republic of Kazakhstan for December of fiscal year, for which dividends should be paid, to corresponding month of previous year.

Than  $D_{pr/s} = NI/N$ , where

$D_{pr/s}$  – dividend for one preferred share

If  $NI > N * 10\,000 * (i + 2\%)$ , than  $D_{pr/s} = 10\,000 * (I + 2\%)$ ,

At counting the dividend for preferred shares the following value has been settled:

Value of exchange inflation lower limit on the level of 4%,

Value of exchange inflation higher limit on the level of 9%.

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**Paragraph 48 “Information of registrar of joint stock company” in Prospectus should be stated as follows:**

Registrators’ system of securities JSC

RSTsB JSC

License of the Agency of the Republic of Kazakhstan on Regulation and Supervision of Financial Market and Financial Institutions # 0406200345 dated from 10.03.2005.

Alterations and additions to the share issue Prospectus of Bank RBK JSC

Location: 8a, Astana mirodistrict, Almaty

Phones: 226 13 35, 226 13 32

Contract # 00-A-01133-II dated from 14.10.2011

“.

Chairman of the Board	/signature/	Zhauarova G.K.
Chief accountant	/signature/	A.A. Dauletbekova

/round seal: “Bank RBK joint stock company. Republic of Kazakhstan”/

/Square sticker: "Stitched and numbered on 26 (twenty six) sheets  
Chairman of the Board G.K. Zhauarova /signature/"

/round seal: "KazInComBank JSC. Republic of Kazakhstan"/