

26 November 2014

Kazkommertsbank announces Extraordinary General Meeting of Shareholders of JSC Kazkommertsbank

The Board of Directors of Kazkommertsbank (“the Bank”) decided at its meeting held on 26 November 2014 to summon an Extraordinary General Meeting (EGM) of the Bank on **26 December 2014 at 11.00 am** (Almaty time) at 34 Al Farabi Avenue, Almaty, Kazakhstan. Shareholder registration will commence at **10.30am on 26 December 2014**. The Bank’s legal address is 135 Zh Gagarin avenue, Almaty.

In case of postponement, the EGM will be held at **11.00 am on 27 December 2014** at 34 Al Farabi Avenue, Almaty, Kazakhstan.

The list of shareholders eligible to participate in the EGM will be based on the Bank’s shareholder register as of **26 November 2014**.

Agenda:

- (1) Approval of the Agenda of the Extraordinary General Meeting;
- (2) Approval of the integration plan for JSC Kazkommertsbank and JSC BTA Bank;
- (3) Approval of a voluntary delisting of common shares issued by JSC Kazkommertsbank listed on JSC Kazakhstan Stock Exchange (KASE) and GDRs listed on the London Stock Exchange (LSE);
- (4) Approval of the recommendations of the Board of Directors on terms and conditions for a buyback of common shares of JSC Kazkommertsbank.

The materials related to the agenda of the EGM will be made available for viewing by shareholders not later than 10 days prior to the meeting at 34 Al Farabi Avenue, Almaty, Kazakhstan. Telephone: +7 7272 585 221.

The holders of depositary receipts should provide the following data to **The Bank of New York before 19 December 2014** in order to participate in the EGM:

- Name of the GDR holder;
- Citizenship / incorporation of the shareholder, type of the identification document and its details;
- Number of GDRs held by the owner, and
- Letter of Attorney authorising The Bank of New York to represent them and vote at the Extraordinary General Meeting.

The Bank would like to remind the shareholders about the following:

- (1) The shares held by nominees and not registered with the Central Depository of Kazakhstan are not eligible to vote in accordance with the Law on Joint Stock Companies of Republic of Kazakhstan;
- (2) Legal entities incorporated in offshore territories or having affiliated parties incorporated in offshore territories, as well as individuals that participate as founders or shareholders in legal entities incorporated in offshore territories included in the list of offshore territories for the purposes of the banking, insurance, brokerage activities and other licensed types of capital markets, pension funds and joint investment funds activity, approved by the Decree of the Financial Supervision Agency #145 as of 2nd October 2008, cannot participate at the EGM in accordance with Article 17, Clauses 5 and 5-1, of the Law on Banks and Banking Activities in Kazakhstan.

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Summary of agenda items:

First agenda item: it is proposed to approve the Agenda of the Extraordinary General Meeting put forward by the Board of Directors of the Bank.

Second agenda item: materials will be provided upon request to the shareholders, within the defined period at 34 Al-Farabi Avenue, Almaty, Kazakhstan, phone +7 7272 585 221.

Third agenda item: materials will be provided upon request to the shareholders, within the defined period at 34 Al-Farabi Avenue, Almaty, Kazakhstan, phone # 00 7 7272 585 221.

Fourth agenda item: materials will be provided upon request to the shareholders, within the defined period at 34 Al-Farabi Avenue, Almaty, Kazakhstan, phone # 00 7 7272 585 221.

The Board of Directors recommends that the shareholders vote in favour of all items in the Agenda.

