

The minutes of the Kazakhtelecom JSC's annual General shareholders' meeting

Legal address and bank details of JSC Kazakhtelecom: 12, Sauran street, Esil district, Astana, BIN (Business Identification Number) 941240000193, IIC (Individual Identity Code) KZ779261802104233017, Business Identification Code (BIC) KZKOKZKX in the Almaty branch of JSC Kazkommertsbank at 25, Dzhandosov street, Almaty.

Date, place and time of holding the meeting: April 22, 2016, at 15:00 at 12, Sauran street, Astana, Congress hall of Kazakhtelecom JSC.

Mr. Abdykalykov Bulat, Corporate Secretary of JSC Kazakhtelecom is opening the meeting.

Dear shareholders and invitees,

Pursuant to the Decision of the JSC Kazakhtelecom's Board of Directors as of March 11, 2016, №4, the JSC Kazakhtelecom's annual General shareholders' meeting is set to be held today, April 22, 2016 at 15:00.

Pursuant to article 45 of the Law of the Republic of Kazakhstan "On joint stock companies", General shareholders' meeting is entitled to consider the items that make up the agenda of the meeting and pass resolutions, if, at the end of registration, the registered shareholders or their representatives that are on the list of shareholders are holding in total 50% and more of the Company's voting shares.

The shareholders and their authorized representatives registered for participation at the annual General shareholders' meeting have accumulated in aggregate (as at 15:00 local time) as many as **8 463 118** votes, which makes up **88,45%** of the total number of voting shares.

Thus, the quorum that is required to hold the meeting is achieved. Since the authorities of the meeting's participants are confirmed, **I hereby declare this meeting open!**

The General meeting is attended by the Company's shareholders, members of the Board of directors, members of the Management Board, and invitees.

We have to, pursuant to item 4 article 48 of the Law of the Republic of Kazakhstan "On joint stock companies", to choose the form of voting: by secret or open vote.

A proposal has come in to cast a vote in a secret manner by using ballot papers.

To vote for this proposal, please, raise your hand.

The decision is unanimous.

Thus the JSC Kazakhtelecom's annual General shareholders' meeting has decided to choose a secret form of voting by using ballot papers (bulletins).

To explain the voting procedure in details the floor is now given to **Mrs. Belguibaeva Zhanna Dusenovna**, Senior manager of the JSC Kazakhtelecom's Secretariat.

Mrs. Belguibaeva: *On procedural issues the vote will be cast by raising a hand, on all other issues - by making remarks on the ballot papers. You've got on your hands the ballot papers for voting, on which you are supposed to make a corresponding remark with respect to the vote (For, Against, Abstained) on each issue and to hand them over to the Accounting Commission.*

Mr. Abdykalykov B.: To hold the meeting we need to elect Chairman, Secretary of the meeting and Accounting Commission.

A proposal has come in to elect:

a) **Mrs. Kubaizhanova Gulnara**, Senior expert of the Administration for transport and communications assets of JSC SWF “Samruk-Kazyna”, as Chairwoman of the meeting.
Is there any other proposal? If not, please, vote for the proposed candidate by raising your hand.

The decision is unanimous.

b) **Mr. Abdykalykov Bulat**, Corporate Secretary of JSC Kazakhtelecom, as Secretary of the meeting.

Are there any other proposals on candidates? If not, please, vote for the proposed candidates by raising your hands.

The decision is unanimous.

Mr. Abdykalykov B.: On December 4, 2015, we have received the letter from JSC “The United Securities Registrar” (ref. № 415-169397), in which it advises us that it can’t participate in our meeting as a member of the Accounting Commission. In this connection I propose to elect:

b) Accounting Commission in the following composition: **Mrs. Belguibaeva Zhanna Dusenovna**, Senior manager of the JSC Kazakhtelecom’s Secretariat, as Chairwoman of the Accounting commission; **Mr. Kasymkanov Tokhtar**, Senior manager of JSC Kazakhtelecom’s Secretariat. **Mr. Shakhanov Aset**, Manager of the finance project department of JSC Kazakhtelecom. Is there any other proposal on candidates? If not, please, vote for the proposed candidate by raising your hand.

The decision is unanimous.

Pursuant to article 46 and item 4 of article 48 of the Law of the Republic of Kazakhstan “On joint stock companies” **the JSC Kazakhtelecom’s annual General shareholders’ meeting has DECIDED:**

1. To elect **Mrs. Kubaizhanova Gulnara**, as Chairwoman of the General meeting.
2. To elect **Mr. Abdykalykov Bulat** as Secretary of the General shareholders’ meeting.
3. To elect Accounting Commission of the General shareholders’ meeting in the following composition: **Mrs. Belguibaeva Zhanna, Mr. Kasymkanov Tokhtar, Mr. Shakhanov Aset.**

I ask the Chairman, Secretariat and Accounting commission of the meeting to take their seats and to proceed to carrying out their duties.

Mr. Abdykalykov B.: Now, let me give the floor to **Mrs. Kubaizhanova Gulnara**, Chairwoman of the meeting.

Chairwoman Kubaizhanova Gulnara: Before we proceed to discussing the issues we’ve got to adopt the Agenda of the JSC Kazakhtelecom’s annual General shareholders’ meeting. The Agenda of the meeting has been published in appropriate manner in the official print media and on the Company’s corporate website, and is made up of the following items:

- 1) On approval of the annual financial statements of JSC Kazakhtelecom for 2015.
- 2) On the procedure of distributing the net profit of JSC Kazakhtelecom for 2015.

- 3) On designating Ernst & Young LLP, the firm of auditors, to audit the financial statements of Kazakhtelecom JSC for the period of 2016 – 2018.
- 4) On introduction of changes and amendments to the Kazakhtelecom JSC's Charter.
- 5) On introduction of changes and amendments to the Provision on General shareholders' meeting of Kazakhtelecom JSC.
- 6) On introduction of changes and amendments to the Provision on the Board of directors of Kazakhtelecom JSC.

To vote for this proposal, please, raise your hand.
The decision is unanimous.

Chairwoman Kubaizhanova Gulnara: Thus, the JSC Kazakhtelecom's annual General shareholders' meeting has decided to adopt the Agenda of the meeting.

Chairwoman Kubaizhanova Gulnara: Before we proceed to discussing the items of the agenda of the meeting we've got to hear the information on the activity of the JSC Kazakhtelecom's Board of directors in 2015. Now, let me give the floor to **Mr. Abdykalykov Bulat**, Corporate Secretary of JSC Kazakhtelecom.

Mr. Abdykalykov Bulat: Dear shareholders, the Board of directors' activity in 2015 can be characterized as being sufficiently active and productive. Across all issues attributed to the competence of the Company's managerial body, the Board took appropriate decisions that allowed the Company to further successfully pursue its activity. In addition to that, there were three committees of the Board of directors fruitfully operating throughout that period (on audit, on personnel, remuneration and social issues, on strategic planning).

Being obligated to inform the shareholders pursuant to sub-item 3) item 2 of the article 35 of the Law "On joint stock companies" on the size and composition of the remuneration to be paid to members of the Company's Board of directors, I hereby advise you that, pursuant to the policy currently in force, only independent directors are entitled to receive annual fixed remuneration and additional remuneration for participation in the Company's Board of directors committees meetings.

In accordance with the decisions of the General shareholders' meeting of Kazakhtelecom JSC, protocol № 39 as of September 4, 2009 and № 46 as of December 29, 2011, the following amounts (sizes) of an annual fixed remuneration and additional remuneration were set for independent directors for participation in each internal meeting of the Board's committee:

- 1) annual fixed remuneration:
 - for non-residents of the Republic of Kazakhstan – USD 45 000,
 - for residents of the Republic of Kazakhstan – KZT 6 660 000.
- 2) additional remuneration for participation in internal meeting of the Board's committee (if a member of a committee):
 - for non-residents of the Republic of the Republic of Kazakhstan – USD 500;
 - for residents of the Republic of Kazakhstan – KZT 75 000.

Payments to independent directors made up:

- For the 1-st six months of 2015 – KZT 10 779 306,12 and USD 31000;
- For the 2-d six months of 2015 года – KZT 7 935 000 and USD 52000.

Summarizing the performance results of the Board of directors in 2015 I have to point out that when carrying out its obligations the Board acted in the interests of the Company's shareholders in good faith and reasonably.

Thanks for your attention.

Chairwoman G. Kubaizhanova: Do you have any questions to the speaker?

Item №1.

Chairwoman Kubaizhanova G.: Let us proceed to discussing the first item of the agenda. The floor on the first item of the Agenda “**On approval of the annual financial statements of JSC Kazakhtelecom for 2015**” is given to Mr. Uzbekov Askhat., Managing director – Financial controller of Kazakhtelecom JSC.

Speech of Mr. Uzbekov A.:

Chairwoman Kubaizhanova G.G.: Are the any questions to the speaker?

Chairwoman Kubaizhanova G.: Thus on the first item “**On approval of the annual financial statements of JSC Kazakhtelecom for 2015**” the following draft decision is put out to the vote:

According to sub-item 7) item 1 of the article 36 of the Law of the Republic of Kazakhstan “On joint stock companies” and sub-item 13) item 1 of the article 29 of the Kazakhtelecom JSC’s Charter, the annual General shareholders’ meeting **HAS DECIDED:**

To approve the annual financial statements (consolidated and separate one) of Kazakhtelecom JSC for 2015 pursuant to annex attached hereto.

If there are no objections, please make corresponding remarks on the voting ballots on this particular issue and hand them over to the Accounting Commission.

Shareholders and their authorized representatives made corresponding remarks on the voting ballots. Members of the Accounting Commission collected voting ballots.

Item №2

Chairwoman Kubaizhanova G.: Let us proceed to discussing the second item of the agenda. The floor on the second item “**On the procedure of distributing the net profit of JSC Kazakhtelecom for 2015**” is given to Mrs. Atamuratova Lyudmila, Director of the Project Financing Department of Kazakhtelecom JSC.

Speech of Atamuratova L.V.:

Chairwoman Kubaizhanova G.G.: Are the any questions to the speaker?

Chairwoman Kubaizhanova G.: Thus on the second item “**On the procedure of distributing the net profit of JSC Kazakhtelecom for 2015**” the following draft decision is put out to the vote:

In accordance to sub-item 8) item 1 of the article 36 and sub-item 15) item 1 of the article 29 of the JSC Kazakhtelecom’s Charter, the annual General shareholders’ meeting of JSC Kazakhtelecom **HAS DECIDED:**

1. To approve the following procedure for distributing the net income of Kazakhtelecom JSC for 2015 in amount of KZT 24 388 364 000 (twenty four billion three hundred eighty eight million three hundred sixty four thousand):

1) 15% of the consolidated net income in amount of KZT 3 658 267 685 (three billion six hundred fifty eight million two hundred sixty seven thousand six hundred eighty five) 31 tiyn is to be directed at paying out dividends for the performance results as of the end 2015;

2) the remaining part is to be left with Kazakhtelecom JSC.

2. To approve the amount of dividends on the performance results as of the end of 2015 on ordinary shares in amount of KZT 331 (three hundred thirty one) 73 tiyn per 1 ordinary share.

3. To fix the list of the shareholders who are entitled to receive dividends on the performance results as of the end of 2015, as of 00 hours 00 minutes on the first Sunday after the date of holding the annual General shareholders' meeting.

4. To fix the date of commencing paying out the dividends on the Company's ordinary shares for 2015 as the next business day after the date of fixing the list of the shareholders who are entitled to receive dividends for 2015, and within one month.

5. To approve the procedure for paying out dividends as payment with one lump sum.

6. To approve the form of paying out the dividends on shares of JSC Kazakhtelecom, registered at: 12, Sauran street, Esil district, Astana, bank details: BIN (Business Identification Number) 941240000193, IIC (Individual Identity Code) KZ779261802104233017 in the Almaty branch of JSC Kazkommertsbank, Business Identification Code (BIC) KZKOKZKX, K6e (Beneficiary Code) 16, as payment in cash by bank wire transfer to the shareholder's bank account.

If there are no objections, please make corresponding remarks on the voting ballots on this particular issue and hand them over to the Accounting Commission.

If there are no objections, please make corresponding remarks on the voting ballots on this particular issue and hand them over to the Accounting Commission.

Shareholders and their authorized representatives made corresponding remarks on the voting ballots. Members of the Accounting Commission collected voting ballots.

Item № 3

Chairwoman G. Kubaizhanova: We now proceed to the third item of the agenda. The floor is given to Mr. Askhat Arkhatovich Uzbekov, Managing Director – Financial Controller of JSC Kazakhtelecom, to speak on the third item of the agenda **“On designating Ernst&Young LLP. as the firm of auditors to audit the annual financial statements of Kazakhtelecom JSC in 2016-2018”**.

Speech of Mr. A. Uzbekov:

Chairwoman G. Kubaizhanova: Do you have any questions to the speaker?

Chairwoman G. Kubaizhanova: Thus, the following draft decision is being put to the vote on the third item of the agenda **“On designating Ernst&Young LLP. as the firm of auditors to audit the annual financial statements of Kazakhtelecom JSC in 2016-2018”**:

Pursuant to sub-item 6) of item 1 of Article 36 of the Law of the Republic of Kazakhstan “On joint-stock companies” and sub-item 12) item 1 article 29 of the JSC Kazakhtelecom's Charter, the JSC Kazakhtelecom's annual General shareholders' meeting **has DECIDED**:

To designate Ernst&Young LLP. as the firm of auditors to audit the annual financial statements of Kazakhtelecom JSC in 2016-2018.

If there are no objections, please make corresponding remarks on the voting ballots on this particular issue and hand them over to the Accounting Commission.

Shareholders and their authorized representatives made corresponding remarks on the voting ballots. Members of the Accounting Commission collected voting ballots.

Item № 4

Chairwoman G. Kubaizhanova: We now proceed to the fourth item of the agenda. The floor is given to Mrs Svetlana Ivanovna Yermakina, acting Director of Legal Department of JSC Kazakhtelecom, to speak on the fourth item of the agenda **“On introducing amendments and addendums to the Kazakhtelecom JSC's Charter”**.

Speech of Mrs. S. Yermakina

Chairwoman G. Kubaizhanova: Do you have any questions to the speaker?

Chairwoman G. Kubaizhanova: Thus, the following draft decision is being put to the vote on the forth item of the agenda **“On introducing amendments and addendums to the Kazakhtelecom JSC’s Charter”**:

Pursuant to sub-item 1) of item 1 of Article 36 of the Law of the Republic of Kazakhstan “On joint-stock companies” and sub-item 2) item 1 article 29 of the JSC Kazakhtelecom’s Charter, the JSC Kazakhtelecom’s annual General shareholders’ meeting **has DECIDED**:

1. To introduce amendments and addendums to Kazakhtelecom JSC’s Charter in accordance with the annex hereto.

2. Chairman of the Management Board of Kazakhtelecom JSC is to:

1) sign amendments and addendums to Kazakhtelecom JSC’s Charter on behalf of shareholders;

2) ensure taking actions in justice bodies of the Republic of Kazakhstan related to introducing amendments and addendums to Kazakhtelecom JSC’s Charter with the right of delegating his authorities to other persons.

If there are no objections, please make corresponding remarks on the voting ballots on this particular issue and hand them over to the Accounting Commission.

Item № 5

Chairwoman G. Kubaizhanova: We now proceed to the fifth item of the agenda. The floor is given to Mrs Svetlana Ivanovna Yermakina, acting Director of Legal Department of JSC Kazakhtelecom, to speak on the fifth item of the agenda **“On introducing amendments and addendums to the Provision on the General shareholders’ meeting of Kazakhtelecom JSC”**.

Speech of Mrs. S. Yermakina

Chairwoman G. Kubaizhanova: Do you have any questions to the speaker?

Chairwoman G. Kubaizhanova: Thus, the following draft decision is being put to the vote on the fifth item of the agenda **“On introducing amendments and addendums to the Provision on the General shareholders’ meeting of Kazakhtelecom JSC”**:

Pursuant to sub-item 18) item 1 Article 36 of the Law of the Republic of Kazakhstan “On joint-stock companies” and sub-item 23) item 1 article 29 of the JSC Kazakhtelecom’s Charter, the JSC Kazakhtelecom’s annual General shareholders’ meeting **has DECIDED**:

To introduce to the Provision on the General shareholders’ meeting of Kazakhtelecom JSC the following amendments and addendums:

Sub-item 1) item 2) article 6 shall be amended as follows:

«2) to receive dividends as well as require payment of dividends which were not received when due regardless when the Company’s debt became due except for the cases when dividend was not attributed pursuant to item 5 article 21 of the Charter»;

2) item 6 shall be added by sub-item 14) read as follows:

«14) to take part in the Company’s General shareholders’ meeting decision on the change of the number or the type of the Company’s shares according to the procedure provided for in laws of the Republic of Kazakhstan.»;

3) paragraph nine of sub-item 2) item 17 shall be amended as follows:

«- a dividend on preferred share was not paid in full within three months upon expiration of the dividend payment period except for the cases when dividend was not attributed pursuant to item 5 article 21 of the Charter.»;

4) the second and the third paragraphs of item 68 shall be amended as follows:

«An absentee vote ballot of shareholder which is a legal entity shall be signed by head and certified by seal of that legal entity (if applicable).

A ballot not signed by shareholder, which is an individual, or by head of shareholder, which is a legal entity, as well as not certified by seal of legal entity (if applicable) shall be deemed invalid».

If there are no objections, please make corresponding remarks on the voting ballots on this particular issue and hand them over to the Accounting Commission.

Item № 6

Chairwoman G. Kubaizhanova: We now proceed to the sixth item of the agenda. The floor is given to Mrs Svetlana Ivanovna Yermakina, acting Director of Legal Department of JSC Kazakhtelecom, to speak on the sixth item of the agenda **“On introducing amendments and addendums to the Provision on the Board of Directors of Kazakhtelecom JSC”**.

Speech of Mrs. S. Yermakina

Chairwoman G. Kubaizhanova: Do you have any questions to the speaker?

Chairwoman G. Kubaizhanova: Thus, the following draft decision is being put to the vote on the sixth item of the agenda **“On introducing amendments and addendums to the Provision on the Board of Directors of Kazakhtelecom JSC”**:

Pursuant to sub-item 18) item 1 Article 36 of the Law of the Republic of Kazakhstan “On joint-stock companies” and sub-item 24) item 1 article 29 of the JSC Kazakhtelecom’s Charter, the JSC Kazakhtelecom’s annual General shareholders’ meeting **has DECIDED**:

To introduce to the Provision on the Board of Directors of Kazakhtelecom JSC the following amendments and addendums:

1) item 15 shall be amended as follows:

«15. With a view to, facilitating to efficient performance by the Board of Directors of its functions, considering the most crucial issues and, preparing recommendations to the Board of Directors, the following Committees of the Board of Directors are created by decision of the Board of Directors.

The Board of Directors’ Committees consider the following issues:

- 1) strategic planning;
- 2) personnel and remunerations;
- 3) internal audit;
- 4) social issues;
- 5) other issues provided for in internal documents of the Company.

The issues listed in this item can fall within the competence of one or several committees of the Board of Directors.»;

2) the first paragraph of item 44 shall be amended as follows:

«The members of the Board of Directors shall be elected for a term of maximum 3 (three) years. In case the Board of Directors’ member is elected for a new term exceeding 6 (six) years, his/her candidature shall be subject to special consideration with the account of the need in thorough renewal of the Board of Directors’ composition. The same person can not be elected as independent director to the Board of Directors more than nine successive years but in exclusive cases he/she can be elected for more than nine years provided such person was elected every year.»;

3) item 45 shall be added by the second paragraph read as follows:

«The terms of reference of such members of the Board of Directors shall be terminated from the date of the General shareholders’ meeting decision on early termination of their terms of reference.»;

4) item 116 shall be amended as follows:

«116. Members of the Board of Directors found guilty of crimes against property in the sphere of economic activity or against the interests of service in commercial and other organizations, as well as exempted from criminal responsibility under items 3), 4), 9), 10), and 12) of the first part of article 35 or article 36 of the Criminal Procedure Code of the Republic of Kazakhstan for the commission of these crimes are not allowed, within five years from the date of, the cancellation or clearing of a criminal record in accordance with the law of the Republic of

Kazakhstan or, the exemption from criminal responsibility, perform the duties of the Company's executive officer as well as shareholders' representative at the General shareholders' meeting.

5) in Annex 5 to the Provision on the Board of Directors of Kazakhtelecom JSC «Standard Agreement with independent director of Kazakhtelecom JSC»:

item 27 shall be amended as follows:

«27. This Agreement termination date shall be (in each particular case):

1) date of the General shareholders' meeting's decision on early termination of terms of reference of all members of the Board of Directors;

2) date of the General shareholders' meeting's decision on early termination of terms of reference of Independent Director;

3) date of receipt by the Company's Board of Directors of notification from Independent Director on early termination of his/her terms of reference at his/her own discretion».

If there are no objections, please make corresponding remarks on the voting ballots on this particular issue and hand them over to the Accounting Commission.

We announce a 10 minutes break.

Chairwoman G. Kubaizhanova: The floor is given to the Chairwoman of the Accounting Commission to announce the results of voting on the first item of the meeting agenda "**On approval of the annual financial statements of JSC Kazakhtelecom for 2015**".

Ms. Zh. Belgibayeva, Chairwoman of the Accounting Commission:

(Minutes of the meeting of the Accounting Commission of the JSC Kazakhtelecom's annual General shareholders' meeting based on the results of voting on item 1 of the Agenda of the General shareholders' meeting as of April 22, 2016).

Summing-up the results of the open voting on the first item the votes have been distributed as follows:

The "**FOR**" votes totalled **8 463 118** votes, making up **100%** of the total number of participating votes.

The "**AGAINST**" votes totalled **0** votes, making up **0%** of the total number of participating votes.

The "**ABSTAINED FROM VOTING**" votes totalled **0** votes, making up **0%** of the total number of participating votes.

To take the decision on this particular item pursuant to item 2 article 36 of the Law of the Republic of Kazakhstan "On joint-stock companies" the simple majority of votes of those shareholders attending the meeting is required.

As a result of voting **THE DECISION HAS BEEN TAKEN UNANIMOUSLY.**

Chairwoman G. Kubaizhanova: Thus, pursuant to sub-item 7) item 1 Article 36 of the Law of the Republic of Kazakhstan "On joint stock companies" and sub-item 13) item 1 Article 29 of the JSC Kazakhtelecom's Charter, the JSC Kazakhtelecom's annual General shareholders' meeting **has DECIDED:**

To approve the annual financial statements (consolidated and separate) of Kazakhtelecom JSC for 2015 pursuant to attachments (addendums) to this resolution.

Chairwoman G. Kubaizhanova: The floor is given to the Chairwoman of the Accounting Commission to announce the results of voting on the second item of the meeting agenda "**On the order of distributing of the net income of Kazakhtelecom JSC for 2015**".

Ms. Zh. Belgibayeva, Chairwoman of the Accounting Commission:

(Minutes of the meeting of the Accounting Commission of the JSC Kazakhtelecom's annual General shareholders' meeting based on the results of voting on item 2 of the Agenda of the General shareholders' meeting as of April 22, 2016).

Summing-up the results of the open voting on the second item the votes have been distributed as follows:

The “**FOR**” votes totalled **8 463 118** votes, making up **100%** of the total number of voting shares.

The “**AGAINST**” votes totalled **0** votes, making up **0%** of the total number of voting shares.

The “**ABSTAINED FROM VOTING**” votes totalled **0** votes, making up **0%** of the total number of voting shares.

Pursuant to item 2 of Article 29 of the Law of the Republic of Kazakhstan “On joint-stock companies”, to take the decision on this particular item the simple majority of votes of those shareholders attending the meeting is required.

As a result of voting **THE DECISION HAS BEEN TAKEN UNANIMOUSLY.**

Chairwoman G. Kubaizhanova: Thus, pursuant to sub-item 8) item 1 Article 36 and sub-item 15) item 1 Article 29 of the JSC Kazakhtelecom’s Charter, the JSC Kazakhtelecom’s annual General shareholders’ meeting **has DECIDED:**

To approve the following order of distributing of the net income of Kazakhtelecom JSC for 2015 in the amount of KZT 24 388 364 000 (twenty four billions three hundred eighty eight millions three hundred sixty four thousand):

1) 15% of the consolidated net income amounting to KZT 3 658 267 685 (three billion six hundred fifty eight millions two hundred sixty seven thousand six hundred eighty five) 31 (thirty one) tiyn is to be allocated for paying dividends on the results of 2015;

2) the remaining part is to be left in the Company’s disposition;

2. To approve the size of dividends on the results of 2015 on ordinary shares amounting to KZT 331 (three hundred thirty one) tenge and 73 (seventy three) tiyn per ordinary share;

3. To make up the list of those shareholders who are entitled to dividends on the results of 2015 as of 00 hours 00 minutes of the first Sunday after the date of holding the annual General shareholders’ meeting;

4. The date of commencing paying dividends on ordinary shares on the results of 2015 shall be a business day following the date of making up the list of those shareholders entitled to dividends on the results of 2015 within one month;

5. To approve the order and procedure of paying dividends – by non-recurrent one payment;

6. To approve the form of paying dividends on shares of Kazakhtelecom JSC located at the following address: 12, Sauran street, city of Astana, Esil district, bank details: BIN 941240000193, IIC KZ779261802104233017 at the Almaty affiliation of Kazkommertzbank JAC, BIC KZKOKZKX, K6e16 – in cash, by way of money transfer to the shareholder’s bank account.

Chairwoman G. Kubaizhanova: The floor is given to the Chairwoman of the Accounting Commission to announce the results of voting on the third item of the Agenda “**On designating Ernst&Young LLP. as the firm of auditors to audit the annual financial statements of Kazakhtelecom JSC in 2016-2018**”

Ms. Zh. Belgibayeva, Chairwoman of the Accounting Commission:

(Minutes of the meeting of the Accounting Commission of the annual General Shareholders’ Meeting of Kazakhtelecom JSC based on the results of voting on item 3 of the Agenda of the General Shareholders’ Meeting dated April 22, 2016).

Summing-up the results of the open voting on the third item the votes have been distributed as follows:

The “**FOR**” votes totalled **8 463 118** votes, making up **100%** of the total number of voting shares.

The “**AGAINST**” votes totalled **0** votes, making up **0%** of the total number of voting shares.

The “**ABSTAINED FROM VOTING**” votes totalled **0** votes, making up **0%** of the total number of voting shares.

Pursuant to item 2 of article 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” to take the decision on this particular item the ordinary majority of votes of shareholders attending the meeting is required.

As a result of voting **THE DECISION HAS BEEN TAKEN UNANIMOUSLY.**

Chairwoman G. Kubaizhanova: Thus, pursuant to item 1 of article 36 of the Law of the Republic of Kazakhstan “On joint stock companies” and sub-item 12) item 1 of article 29 of Kazakhtelecom JSC’s Charter, the annual General Shareholders’ Meeting of Kazakhtelecom JSC **has DECIDED:**

To designate Ernst&Young LLP. as the firm of auditors to audit the annual financial statements of Kazakhtelecom JSC in 2016-2018

Chairwoman G. Kubaizhanova: The floor is given to the Chairwoman of the Accounting Commission to announce the results of voting on the fourth item of the Agenda “**On introducing amendments and addendums to the Kazakhtelecom JSC’s Charter**”.

Ms. Zh. Belgibayeva, Chairwoman of the Accounting Commission:

(Minutes of the meeting of the Accounting Commission of the annual General Shareholders’ Meeting of Kazakhtelecom JSC based on the results of voting on item 4 of the Agenda of the General Shareholders’ Meeting dated April 22, 2016).

Summing-up the results of the open voting on the third item the votes have been distributed as follows:

Summing-up the results of the open voting on the third item the votes have been distributed as follows:

The “**FOR**” votes totalled **8 463 118** votes, making up **100%** of the total number of voting shares.

The “**AGAINST**” votes totalled **0** votes, making up **0%** of the total number of voting shares.

The “**ABSTAINED FROM VOTING**” votes totalled **0** votes, making up **0%** of the total number of voting shares.

Pursuant to item 2 of article 36 of the Law of the Republic of Kazakhstan “On joint stock companies” to take the decision on this particular item the ordinary majority of votes of shareholders attending the meeting is required.

As a result of voting **THE DECISION HAS BEEN TAKEN UNANIMOUSLY.**

Chairwoman G. Kubaizhanova: Thus, pursuant to sub-item 1) item 1 of article 36 of the Law of the Republic of Kazakhstan “On joint stock companies” and sub-item 2 item 1 of article 29 of Kazakhtelecom JSC’s Charter, the Kazakhtelecom JSC’s annual General shareholders’ meeting **has DECIDED:**

3. To introduce amendments and addendums to Kazakhtelecom JSC’s Charter in accordance with the annex hereto.

4. Chairman of the Management Board of Kazakhtelecom JSC is to:

1) sign amendments and addendums to Kazakhtelecom JSC’s Charter on behalf of shareholders;

2) ensure taking actions in justice bodies of the Republic of Kazakhstan related to introducing amendments and addendums to Kazakhtelecom JSC’s Charter with the right of delegating his authorities to other persons.

Chairwoman G. Kubaizhanova: The floor is given to the Chairwoman of the Accounting Commission to announce the results of voting on the fifth item of the Agenda “**On introducing amendments and addendums to the Provision on the General shareholders’ meeting of Kazakhtelecom JSC**”.

Ms. Zh. Belgibayeva, Chairwoman of the Accounting Commission:

(Minutes of the meeting of the Accounting Commission of the annual General Shareholders’ Meeting of Kazakhtelecom JSC based on the results of voting on item 5 of the Agenda of the General Shareholders’ Meeting dated April 22, 2016).

Summing-up the results of the open voting on the third item the votes have been distributed as follows:

The “**FOR**” votes totalled **8 463 118** votes, making up **100%** of the total number of voting shares.

The “**AGAINST**” votes totalled **0** votes, making up **0%** of the total number of voting shares.

The “**ABSTAINED FROM VOTING**” votes totalled **0** votes, making up **0%** of the total number of voting shares.

Pursuant to item 2 of article 36 of the Law of the Republic of Kazakhstan “On joint stock companies” to take the decision on this particular item the ordinary majority of votes of shareholders attending the meeting is required.

As a result of voting **THE DECISION HAS BEEN TAKEN UNANIMOUSLY.**

Chairwoman G. Kubaizhanova: Thus, pursuant to sub-item 18) item 1 of article 36 of the Law of the Republic of Kazakhstan “On joint stock companies” and sub-item 23) item 1 of article 29 of Kazakhtelecom JSCs Charter, the Kazakhtelecom JSC’s annual General shareholders’ meeting **has DECIDED:**

To introduce to the Provision on the General shareholders’ meeting of Kazakhtelecom JSC the following amendments and addendums:

Sub-item 1) item 2) article 6 shall be amended as follows:

«2) to receive dividends as well as require payment of dividends which were not received when due regardless when the Company’s debt became due except for the cases when dividend was not attributed pursuant to item 5 article 21 of the Charter»;

2) item 6 shall be added by sub-item 14) read as follows:

«14) to take part in the Company’s General shareholders’ meeting decision on the change of the number or the type of the Company’s shares according to the procedure provided for in laws of the Republic of Kazakhstan.»;

3) paragraph nine of sub-item 2) item 17 shall be amended as follows:

«- a dividend on preferred share was not paid in full within three months upon expiration of the dividend payment period except for the cases when dividend was not attributed pursuant to item 5 article 21 of the Charter.»;

4) the second and the third paragraphs of item 68 shall be amended as follows:

«An absentee vote ballot of shareholder which is a legal entity shall be signed by head and certified by seal of that legal entity (if applicable).

A ballot not signed by shareholder, which is an individual, or by head of shareholder, which is a legal entity, as well as not certified by seal of legal entity (if applicable) shall be deemed invalid.».

Chairwoman G. Kubaizhanova: The floor is given to the Chairwoman of the Accounting Commission to announce the results of voting on the sixth item of the Agenda “**On introducing amendments and addendums to the Provision on the Board of Directors of Kazakhtelecom JSC**”.

Ms. Zh. Belgibayeva, Chairwoman of the Accounting Commission:

(Minutes of the meeting of the Accounting Commission of the annual General Shareholders’ Meeting of Kazakhtelecom JSC based on the results of voting on item 6 of the Agenda of the General Shareholders’ Meeting dated April 22, 2016).

Summing-up the results of the open voting on the third item the votes have been distributed as follows:

The “**FOR**” votes totalled **8 463 118** votes, making up **100%** of the total number of voting shares.

The “**AGAINST**” votes totalled **0** votes, making up **0%** of the total number of voting shares.

The “**ABSTAINED FROM VOTING**” votes totalled **0** votes, making up **0%** of the total number of voting shares.

Pursuant to item 2 of article 36 of the Law of the Republic of Kazakhstan “On joint stock companies” to take the decision on this particular item the ordinary majority of votes of shareholders attending the meeting is required.

Chairwoman G. Kubaizhanova: Thus, pursuant to sub-item 18) item 1 article 36 of the Law of the Republic of Kazakhstan “On joint stock companies” and sub-item 24) item 1 of article 29 of Kazakhtelecom JSC’s Charter, the Kazakhtelecom JSC’s annual General shareholders’ meeting **has DECIDED:**

To introduce to the Provision on the Board of Directors of Kazakhtelecom JSC the following amendments and addendums:

1) item 15 shall be amended as follows:

«15. With a view to, facilitating to efficient performance by the Board of Directors of its functions, considering the most crucial issues and, preparing recommendations to the Board of Directors, the following Committees of the Board of Directors are created by decision of the Board of Directors.

The Board of Directors’ Committees consider the following issues:

1) strategic planning;

2) personnel and remunerations;

3) internal audit;

4) social issues;

5) other issues provided for in internal documents of the Company.

The issues listed in this item can fall within the competence of one or several committees of the Board of Directors.»;

2) the first paragraph of item 44 shall be amended as follows:

«The members of the Board of Directors shall be elected for a term of maximum 3 (three) years. In case the Board of Directors’ member is elected for a new term exceeding 6 (six) years, his/her candidature shall be subject to special consideration with the account of the need in thorough renewal of the Board of Directors’ composition. The same person can not be elected as independent director to the Board of Directors more than nine successive years but in exclusive cases he/she can be elected for more than nine years provided such person was elected every year.»;

3) item 45 shall be added by the second paragraph read as follows:

«The terms of reference of such members of the Board of Directors shall be terminated from the date of the General shareholders’ meeting decision on early termination of their terms of reference.»;

4) item 116 shall be amended as follows:

«116. Members of the Board of Directors found guilty of crimes against property in the sphere of economic activity or against the interests of service in commercial and other organizations, as well as exempted from criminal responsibility under items 3), 4), 9), 10), and 12) of the first part of article 35 or article 36 of the Criminal Procedure Code of the Republic of Kazakhstan for the commission of these crimes are not allowed, within five years from the date of, the cancellation or clearing of a criminal record in accordance with the law of the Republic of Kazakhstan or, the exemption from criminal responsibility, perform the duties of the Company’s executive officer as well as shareholders’ representative at the General shareholders’ meeting.

5) in Annex 5 to the Provision on the Board of Directors of Kazakhtelecom JSC «Standard Agreement with independent director of Kazakhtelecom JSC»:

item 27 shall be amended as follows:

«27. This Agreement termination date shall be (in each particular case):

1) date of the General shareholders’ meeting’s decision on early termination of terms of reference of all members of the Board of Directors;

2) date of the General shareholders’ meeting’s decision on early termination of terms of reference of Independent Director;

3) date of receipt by the Company’s Board of Directors of notification from Independent Director on early termination of his/her terms of reference at his/her own discretion.”.

Chairwoman G. Kubaizhanova: Are there any remarks or proposals as to the way in which the meeting has been conducted? If not, let me announce the closure of the annual General Shareholders’ Meeting of Kazakhtelecom JSC. Thank you for your participation. Good bye!

Chairwoman of the General Shareholders' Meeting

G. Kubaizhanova

Secretary of the General Shareholders' Meeting

B. Abdykalykov

Chairwoman of the Accounting Commission:

Zh. Belgibayeva

Members of the Accounting Commission

T. Kasymkanov

A. Shakhanov



**Representatives of the shareholders
holding 10% and more of voting shares**

V. Popov