

**MINUTES №68**  
**of the Annual General Meeting of Shareholders**  
**Kazakhtelecom Joint-Stock Company**

**Legal address and payment details of Kazakhtelecom JSC:** Nur-Sultan, Yessil district, Sauran street, 12, BIN 941240000193, IIC KZ446017131000000356, BIC HSBKZZKX in Halyk Bank JSC Branch office in Almaty, Almaty, Republic of Kazakhstan.

**Location of the Executive body:** The Management Board of Kazakhtelecom JSC, 010000, Nur-Sultan, Sauran street, 12.

**Date, place and time:** April 30, 2020, 12:00 am, Nur-Sultan, Sauran street, 12, the meeting room of the Kazakhtelecom JSC.

**Abdykalykov Bulat Katshibekovich, the Corporate Secretary of Kazakhtelecom JSC opens the meeting.**

**Dear participants of the meeting!**

By the decision of the Board of Directors of Kazakhtelecom JSC dated March 16, 2020, minutes №4, the Annual General Meeting of Shareholders of Kazakhtelecom JSC was convened on April 30, 2020 at 12:00 am.

In accordance with article 45 of the Law of the Republic of Kazakhstan «On joint-stock companies», the General Meeting of Shareholders has the right to consider and make decisions on issues on the agenda, if at the end of registration of participants of the meeting registered shareholders or their representatives who hold in aggregate fifty percent or more of the Company's voting shares.

As of 12:00 on April 30, 2020, registered shareholders and their authorized representatives have a total of 8 242 149 votes, which is 85,89% of the total number of voting shares:

Samruk-Kazyna JSC – 5 570 668 voting shares;

Skyline Investment Company S. A. – 2 671 481 voting shares (this shareholder participates by phone in connection with the state of emergency).

Thus, the quorum required for the meeting is available.

Since the powers of the meeting participants have been confirmed, I declare the meeting open.

The Meeting is attended by representatives of the Company's shareholders, members of the Board of Directors, members of the Management Board, and employees of the Company.

In accordance with paragraph 4 of article 48 of the Law of the Republic of Kazakhstan «On joint-stock companies», we need to choose the form of voting: open or secret (by bulletins). There was a proposal to conduct voting by secret ballot.

Who is favour of this proposal, please vote by show of hands, and also confirm by phone.

*There was unanimous vote on that issue.*

Thus, the Annual General Meeting of Shareholders of Kazakhtelecom JSC decided by majority vote to elect a secret form of voting by bulletins.

To explain the voting procedure, the floor is given to Kassymkanov Tokhtar Kubegenovich –Chief Manager of the Secretariat of Kazakhtelecom JSC.

**T. K. Kassymkanov:** On procedural issues, voting is conducted by show of hands, as well as confirmation of the position by phone in connection with this format of participation of the shareholder's representative, and on issues of the agenda by bulletins that you have on hand. They must make appropriate notes about voting (Favour, Against, or Abstention) and pass them to the Counting Commission.

**B. K. Abdykalykov:** To hold a meeting, it is necessary to elect the Chairman, The Secretary of the meeting and the Counting Commission.

**There is a proposal to elect:**

a) The Chairman of the Meeting – **Serik Bolatovich Saudabayev, the Head of the Communications Sector of the Asset Management Directorate of Samruk-Kazyna JSC**. Are there any other suggestions? If not, please vote for the proposed candidate by raising your hand.

*There was unanimous vote on that issue.*

b) Secretary of the Meeting – **Abdykalykov Bulat Katshibekovich**, the Corporate Secretary of Kazakhtelecom JSC. Are there any other proposals for candidates? If not, please vote for the proposed candidate by raising your hand.

*There was unanimous vote on that issue.*

c) the Counting Commission in the following content: **Kassymkanov Tokhtar Kubegenovich**, the General Manager of the Secretariat of Kazakhtelecom JSC – the Chairman of the Counting Commission; **Kubaizhanova Gyulnara Galimovna**, the General Manager of the Secretariat of Kazakhtelecom JSC, **Aliyaskarov Vaha Magomedovich**, the Manager of Project Finance Department of Kazakhtelecom JSC. Are there any other proposals for candidates? If not, please vote for the proposed candidates by raising your hand.

*There was unanimous vote on that issue.*

In accordance with article 46 and paragraph 4 of article 48 of the Law of the Republic of Kazakhstan «On joint-stock companies», **the Annual General meeting of shareholders of Kazakhtelecom JSC DECIDED:**

1. To elect Serik Bolatovich Saudabayev as the Chairman of the General meeting.
2. To elect Bulat Katshibekovich Abdykalykov as the Secretary of General meeting.
3. Elect the Counting Commission of the General meeting on this content: Kassymkanov Tokhtar Kubegenovich, Kubaizhanova Gyulnara Galimovna, Aliyaskarov Vaha Magomedovich.

**B.K. Abdykalykov:** And it is now let me hand this over to Mr. Serik Bolatovich Saudabayev, the Chairman of the meeting.

**S.B. Saudabayev:** Before we start discussing issues, we need to approve the agenda of the Annual General Meeting of Shareholders of Kazakhtelecom JSC. The agenda was duly published on Internet resource of Depository of Financial Statements and the Kazakhstan stock exchange and on corporate web-site of the Company and consisted of the following:

1. On the approval of the annual financial statements of Kazakhtelecom JSC for the year 2019.
2. On the order of distributing Kazakhtelecom JSC's net profit for the year 2019.
3. On introducing amendments and addendums to the Charter of Kazakhtelecom JSC.
4. On introducing an amendment to the Provision on the Board of Directors of Kazakhtelecom JSC.
5. On the shareholders' appeals on actions of the Company and its officials and the results of their consideration.

Who is in favour of the proposed agenda?

*There was unanimous vote on that issue.*

**S.B. Saudabayev:** The Annual General Meeting of Shareholders of Kazakhtelecom JSC approved the agenda of the meeting and before proceeding to discuss the issues on the agenda, it is necessary to hear information about the activities of the Board of Directors of Kazakhtelecom JSC for 2019. Let me hand this over to Mr. Baidaletov Nurzhan Talipovich, the Chairman of the Board of Directors of Kazakhtelecom JSC.

**N. T. Baidaletov:** Dear shareholders, the activities of the Board of Directors in 2019 were quite active and productive. Appropriate decisions were made on all issues within the competence of the Company's Management body, which allowed the Company to continue to effectively carry out its activities. In addition, 4 committees (Audit, HR, Remuneration and Social Issues, Strategic Planning, Integration Mobile Segment Committee) successful worked under the Board of Directors.

In 2019, the Board of Directors held 19 meetings, including 16 vote in person and 3 absentee voiting, where it considered 119 issues. The most important of these are the acquisition of a 49% stake in Khan Tengri Holding B. V. and the approval of the increase of the Shareholder Value Strategy for 2019-2029.

On a regular basis (quarterly), reviewed this reports: The Management Board on its activities; On the implementation of major investment projects; On the implementation of the Development Plan; on risks; On safety and labor protection, as well as reports of the Internal Audit Service.

Informing shareholders in accordance with paragraph 2 of article 35 of the Law On Joint-Stock Companies, about the amount and composition of remuneration for members of the Company's Board of Directors, I inform that according to the current policy, only Independent Directors receive an annual fixed remuneration and additional remuneration for participation in meetings of the Company's Board of Directors committees.

In accordance with the decisions of the General Meeting of Shareholders of Kazakhtelecom JSC (minutes №39 dated September 4, 2009, №46 of December 29, 2011, №66 of September 11, 2019) identifies the following compensation:

1. The amount of the annual fixed remuneration for each Independent Director of Kazakhtelecom JSC:

- non-resident of the Republic of Kazakhstan – 45,000 US dollars,
- resident of the Republic of Kazakhstan - 6,660,000 tenge until 11.09.2019, from 11.09.2019 was 16,650,000 tenge

2. The amount of additional remuneration for each independent member of the Board of Directors of Kazakhtelecom JSC for participation as a member of the Committee in each in-person meeting of the Committee of the Board of Directors, as well as through tele-video conference call:

- non-resident of the Republic of Kazakhstan – 500 US dollars;
- resident of the Republic of Kazakhstan – 75 000 tenge until 11.09.2019, from 11.09.2019 was 185 000 tenge.

Payments to four Independent Directors of Kazakhtelecom JSC for 2019 were as follows:

- non-residents of the Republic of Kazakhstan (2 members of the Board of Directors) – in total 120 500 US dollars,
- residents of the Republic of Kazakhstan (2 members of the Board of Directors) - in total 26 150 870 tenge.

Summing up the work of the Board of Directors in 2019, it should be noted that in the presentation of its duties, it acted in the interests of the Company's shareholders, in good faith and reasonably.

Thanks for your attention.

**S.B. Saudabayev:** Any questions to the rapporteur? If not, I suggest that we proceed to the consideration of the issues on the agenda.

#### Issue 1

**S.B. Saudabayev:** For the report on first ussue «On the approval of the annual financial statements of Kazakhtelecom JSC for the year 2019» of the agenda, the chair recognizes to Uzbekov Askhat Arkatovich, the Chief Financial Director.

#### The presentation of A.A.Uzbekov.

**S.B. Saudabayev:** Any questions to the rapporteur?

**S.B. Saudabayev:** So, on first issue «On the approval of the annual financial statements of Kazakhtelecom JSC for the year 2019» the following draft decision is put to the vote:

In accordance with subparagraph 7) of paragraph 1 of article 36 of the Law of the Republic of Kazakhstan On Joint-Stock Companies and subparagraph 13) of paragraph 1 of article 29 of the Charter of the Kazakhtelecom JSC, the Annual General Meeting of Shareholders of the Kazakhtelecom JSC **DECIDED:**

To approve the annual financial statements (consolidated and separate) of Kazakhtelecom JSC for the year 2019, in accordance with annexes 1-4 to this decision.

If there are no objections, I ask the shareholders' representatives to make appropriate notes in the voting bulletin on this issue and submit them to the Counting Commission.

*The authorized representatives of the shareholders made relevant notes in the bulletins. The bulletins were collected by the members of the Counting Commission.*

## **Issue 2**

**S.B. Saudabayev:** For the report on issue 2 «On the order of distributing Kazakhtelecom JSC's net profit for the year 2019» of the agenda, the chair recognizes to Uzbekov Askhat Arkhatovich, the Chief Financial Director.

### **The presentation of A.A. Uzbekov**

**Saudabayev S.B.:** Any questions to the rapporteur?

**A.S. Darmenova:** On what date will the list of shareholders entitled to dividends be recorded?

**A.A. Uzbekov:** The date of fixing such a list is the first Sunday after the date of the meeting, which is 3<sup>rd</sup> of May, and the date of the start of payment is 4<sup>th</sup> of May, etc. We need to carry out a number of activities of a technical nature, which will take several days, and then we'll transfer the money to the shareholders' accounts.

**S.B. Saudabayev:** To what ends does the Society intend to channel the remaining net profits into its portion?

**A.A. Uzbekov:** The money will be used for the purposes provided for in the current the Increasing Share Value Strategy of the Company. These are synergies from the integration of mobile assets, capital investments in projects such as RS FOCL, the project Otan-2 and other investment projects. The data sent with the appropriate funding are approved by the Board of Directors of Kazakhtelecom JSC.

**S.B. Saudabayev:** So, on the second issue «On the order of distributing Kazakhtelecom JSC's net profit for the year 2019» the following draft decision is put to the vote:

In accordance with subparagraph 8) of paragraph 1 of article 36 of the Law of the Republic of Kazakhstan «On joint-stock companies» and subparagraph 3 of article 24, subparagraph 15) of paragraph 1 of article 29 of the Charter of the Kazakhtelecom JSC, the Annual General Meeting of Shareholders of the Kazakhtelecom JSC **DECIDED:**

1. To approve the following distributing Kazakhtelecom JSC's net profit for the year 2019: the 15% of the consolidated net income of 57 086 449 000 (fifty-seven billion eighty-six million four hundred and forty-nine thousand) tenge dividends to pay for the year 2019; the remaining part is left at the disposal of Kazakhtelecom JSC.
2. To approve the amount of dividends on the results of 2019 for ordinary shares in the amount of 778 (seventy-eight) tenge 11 (eleven) tiyn to 1 ordinary share.
3. Record the list of shareholders entitled to dividends in 2019 as of 00:00 am of the first Sunday after the date of the Annual General Meeting of Shareholders.
4. Determine the date of commencement of dividends on ordinary shares on the results of 2019 – the working day after the date of fixing the list of shareholders entitled to dividends on the results of 2019 within one month.
5. Approve payment procedure – one payment at a time.
6. Approve the form of payment of dividends on shares of Kazakhtelecom JSC, located at the address: Nur-Sultan, Yessil district, Sauran str., 12, requisites: BIN 941240000193, IIC KZ446017131000000356 in Halyk Bank of Kazakhstan JSC, BIC HSBKKZKX, budget classification code 16 - money, non-cash payment to the shareholder's bank account.

If there are no objections, I ask the shareholders' representatives to make appropriate notes in the voting bulletin on this issue and submit them to the Counting Commission.

*The authorized representatives of the shareholders made relevant notes in the bulletins. The bulletins were collected by the members of the Counting Commission.*

### **Issue 3**

**S.B. Saudabayev:** For the report on issue 3 «On introducing amendments and addendums to the Charter of Kazakhtelecom JSC» of the agenda, the chair recognizes to Kiskimbaeva Aliya Bakhitkireevna, the Managing Director of Legal Affairs-Director of the Legal Department.

#### **The presentation of A.B.Kishkimbayeva.**

**S.B. Saudabayev:** Any questions to the rapporteur?

**A.S. Darmenova:** I have an issue about new types of activities that are included in the Charter, such as tax support, personnel support, and others. These types of activities do not contradict the antimonopoly legislation?

**A.B. Kishkimbayeva:** No, we do not see any contradictions, and the legislation allows such activities to be carried out for Society. These services will be provided by the Service factory branch.

**A.S. Darmenova:** Will these services be provided to Samruk-Kazyna JSC Companies or only to subsidiaries?

**A.B. Kishkimbayeva:** There are no restrictions, but at the first stage it is supposed to provide services to subsidiaries of Kazakhtelecom JSC.

**A.S. Darmenova:** Please, expand the functional of the Compliance Service and the Ombudsman.

**A.B. Kishkimbayeva:** In accordance with world practice, the Service monitors the action of Company's on execution of internal documents and legislation, as well as conducts anti-corruption issues.

**B.K.Abdykalykov:** The Ombudsman monitors why the employees' are compliance the Business ethics code, acts as an intermediary between employees and the employer in case of labor disputes, without representing any of these parties. The decisions of the Ombudsman are advisory in nature.

**A.S. Darmenova:** There is an issue about changes to the Charter regarding the choice of an external auditor and the amount of payment for his services, and the choice of an appraiser and the amount of payment for his services. In relation to the auditor, all issues are referred to the competence of the General meeting of shareholders, and for the appraiser, the amount of payment for his services is determined by the Board of Directors. And who selects the appraiser?

**A.B. Kishkimbayeva:** The selection of the appraiser is within the competence of the Board.

**A.S. Darmenova:** We have a proposal that in relation to the appraiser (the choice and amount of payment) should be concentrated in the same hands, i.e. in the competence of the Board of Directors. Can this be attributed to the competence of the Management body? Please accept this offer as an assignment and provide a response no later than one month from the date of the meeting.

**A.B. Kishkimbayeva:** Accepted. I will work on this issue with the Board and we will send our position on this issue.

**A.S. Darmenova:** And another request arises in connection with the competence of the management Board to transfer less than 10% of the shares (participation interests) of the Company's subsidiaries to trust management. Please provide information on cases when less than 10% of shares (participation rates) are transferred to trust management.

**A.B. Kishkimbayeva:** Accepted. We will also provide this information no later than one month after the meeting.

**S.B. Saudabayev:** I should like to request the voiced instructions and ensure their execution.

**S.B. Saudabayev:** So, on third issue **«On introducing amendments and addendums to the Charter of Kazakhtelecom JSC»** of the agenda shall be put to the vote the following draft decision:

In accordance with subparagraph 1) of paragraph 1 of article 36 of the Law of the Republic of Kazakhstan «On joint-stock companies» and subparagraph 2) of paragraph 1 of article 29 of the Charter of Kazakhtelecom JSC, the Annual General Meeting of Shareholders of Kazakhtelecom JSC **DECIDED:**

1. To amend the statutes of Kazakhtelecom JSC, changes and additions, according to the annex to the present decision.

2. The Chairman of the Management Board of Kazakhtelecom JSC Yessekeyev Kuanyshbek Bakytbekovich:

1) to sign, on behalf of the shareholders the amendments and additions to the Charter of Kazakhtelecom JSC;

2) with the right to transfer their powers to other persons, to ensure the implementation of actions in the bodies of justice of the Republic of Kazakhstan related to the introduction of amendments and additions to the Charter of Kazakhtelecom JSC.

If there are no objections, I ask the shareholders ' representatives to make appropriate notes in the voting bulletin on this issue and submit them to the Counting Commission.

*The authorized representatives of the shareholders made relevant notes in the bulletins. The bulletins were collected by the members of the Counting Commission.*

#### **Issue 4**

**S. B.Saudabayev:** For the report on issue 4 **«On introducing an amendment to the Provision on the Board of Directors of Kazakhtelecom JSC»** of the agenda, the chair recognizes to Kishkimbayeva Aliya Bakhitkireevna, Managing Director for Legal Affairs-Director of the Legal Department.

#### **The presentation of A.B.Kishkimbaeva**

**S. B.Saudabayev:** Are there any questions to the rapporteur?

**S.B. Saudabayev:** So, the fourth issue **«On introducing an amendment to the Provision on the Board of Directors of Kazakhtelecom JSC»** shall be put to the vote the following draft decision:

In accordance with subparagraph 18) of paragraph 1 of article 36 of the Law of the Republic of Kazakhstan «On joint-stock companies» and subparagraph 24) of paragraph 1 of article 29 of the Charter of Kazakhtelecom JSC, the Annual General Meeting of Shareholders of Kazakhtelecom JSC **DECIDED:**

to amendment to the Provision on the Board of Directors of Kazakhtelecom JSC as follows: in paragraph 73 the words «3 (three) days» to replace with words «seven (7) days».

If there are no objections, I ask the shareholders ' representatives to make appropriate notes in the voting bulletin on this issue and submit them to the Counting Commission.

*The authorized representatives of the shareholders made relevant notes in the bulletins. The bulletins were collected by the members of the Counting Commission.*

#### **Issue 5**

**S.B.Saudabayev:** On issue 5 **«On the shareholders' appeals on actions of the Company and its officials and the results of their consideration»** of the agenda, I give the floor to Kishkimbaeva Aliya Bakhitkireevna, the Managing Director of Legal Affairs-Director of Legal Department.

**The presentation of A.B.Kishkimbaeva**

**S.B. Saudabayev:** Are there any questions to the rapporteur?

**S.B. Saudabayev:** So, the following draft decision is put to the vote on the 1 issue **«On the shareholders' appeals on actions of the Company and its officials and the results of their consideration»** of the agenda:

In accordance with subparagraph 18) of paragraph 1 of article 36, paragraph 3 of article 44 of the Law of the Republic of Kazakhstan «On joint-stock companies» and subparagraph 28) of paragraph 1 of article 29 of the Charter of Kazakhtelecom JSC, the Annual General Meeting of Shareholders of Kazakhtelecom JSC **DECIDED:**

Take note of the information on the shareholders' appeals on actions of the Company and its officials and the results of their consideration in 2019.

If there are no objections, I ask the shareholders' representatives to make appropriate notes in the voting bulletin on this issue and submit them to the Counting Commission.

*The authorized representatives of the shareholders made relevant notes in the bulletins. The bulletins were collected by the members of the Counting Commission.*

**S.B. Saudabayev:** The floor for the announcement of the results of voting on issue №1 «On the approval of the annual financial statements of Kazakhtelecom JSC for the year 2019» of the agenda is given to the Chairman of the counting Commission.

Chairman of the Counting Commission **T.K.Kassymkanov:**

*(The minutes of the meeting of the Counting Commission of the Annual General Meeting of Shareholders of Kazakhtelecom JSC based on the results of voting on issue 1 of the agenda of the Annual General Meeting of Shareholders, dated April 30, 2020).*

When summing up the voting results on the first issue on the agenda, the votes were distributed as follows:

- «**FAVOUR**» **8 242 149** votes were cast, which is **85,89%** of the total number of voting shares;

- «**AGAINST**» **0** votes were cast, which is **0%** of the total number of voting shares;

- «**ABSTENTION**» **0** votes were cast, which is **0%** of the total number of voting shares.

To make a decision on this issue in accordance with paragraph 2 of article 36 of the Law of the Republic of Kazakhstan On Joint-Stock Companies and paragraph 2 of article 29 of the Charter of Kazakhtelecom JSC, an ordinary majority of votes from the total number of voting shares of the Company is required.

Based on the results of voting, the **DECISION ADOPTED.**

**S.B. Saudabayev:** Thus, in accordance with subparagraph 7) of paragraph 1 of article 36 of the Law of the Republic of Kazakhstan «On joint-stock companies» and subparagraph 13) of paragraph 1 of article 29 of the Charter of Kazakhtelecom JSC, the Annual General meeting of Shareholders of Kazakhtelecom JSC **DECIDED:**

Approve the annual financial statements (consolidated and separate) of Kazakhtelecom JSC for 2019, in accordance with appendices 1-4 to this decision.

**S.B. Saudabayev:** The Floor for the announcement of the results of voting on issue №2 of the questions «**On the procedure for distributing the net profit of Kazakhtelecom JSC for 2019**» is given to the Chairman of the Counting Commission.

Chairman of the Counting Commission **T.K.Kassymkanov:**

*(Minutes of the meeting of the Counting Commission of the Annual General Meeting of Shareholders of Kazakhtelecom JSC based on the results of voting on issue 2 of the agenda of the Annual General Meeting of Shareholders of Kazakhtelecom JSC, dated April 30, 2020).*

When summing up the voting results on the second issue on the agenda, the votes were distributed as follows:

- «FAVOUR» 8 242 149 votes were cast, which is 85,89% of the total number of voting shares;

- «AGAINST» 0 votes were cast, which is 0% of the total number of voting shares;

- «ABSTENTION» 0 votes were cast, which is 0% of the total number of voting shares.

In order to take a decision on this issue in accordance with paragraph 2 of article 36 of the Law of the Republic of Kazakhstan «On joint-stock companies» and paragraph 2 of article 29 of the Charter of the Kazakhtelecom JSC an ordinary majority of votes from the total number of voting shares of the Company is required.

As a result of the vote, **DECISION ADOPTED.**

**S.B. Saudabayev:** Thus, in accordance with subparagraph 8) of paragraph 1 of article 36 of the Law of the Republic of Kazakhstan «On joint-stock companies» and subparagraph 3) of article 24, subparagraph 15) of paragraph 1 of article 29 of the Charter of Kazakhtelecom JSC the Annual General Meeting of Shareholders of Kazakhtelecom JSC **DECIDED:**

1. To approve the following of distributing Kazakhtelecom JSC's net profit for the year 2019:

the 15% of the consolidated net income of 57 086 449 000 (fifty-seven billion eighty-six million four hundred and forty-nine thousand) tenge to pay dividends in 2019;

the remaining part is left at the disposal of Kazakhtelecom JSC.

2. To approve the amount of dividends in 2019 for ordinary shares in the amount of 778 (seventy-eight) tenge 11 (eleven) for one ordinary share.

3. To record the list of shareholders eligible for dividends in 2019 as of 00.00 a.m., the first Sunday after the date of the Annual General Meeting of the Shareholders of Kazakhtelecom JSC.

4. To determine the date of commencement of dividends on ordinary shares in 2019, the working day after the date of the establishment of the list of shareholders entitled to receive dividends on the results of 2019 within one month.

5. To approve of payment arrangements – one payment at a time.

6. To approve the form of payment of dividends on shares of Kazakhtelecom JSC, located at the address: Nur-Sultan, Yessil district, Sauran str., 12, requisites: BIN 941240000193, IIC KZ446017131000000356 in Halyk Bank of Kazakhstan, BIC HSBKZKX, budget classification code 16 - money, non-cash payment to the shareholder's bank account.

**S.B. Saudabayev:** The Chairman of the Counting Commission has the floor to announce the results of the voting on issue 3 **«On introducing amendments and addendums to the Charter of Kazakhtelecom JSC»** of the agenda.

Chairman of the Counting Commission T.K.Kassymkanov:

*(Minutes of the meeting of the Counting Commission of the Annual General Meeting of Shareholders of Kazakhtelecom JSC on the results of the voting on issue 3 of the agenda of the Annual General Meeting of Shareholders of Kazakhtelecom JSC, dated April 30, 2020).*

The voting on third issue of the agenda was as follows:

- «FAVOUR» by 8 242 149 votes, which is 85,89% of the total number of voting shares;

- «AGAINST» 0 votes, which is 0% of the total number of voting shares;

- «ABSTENTION» 0 votes, which is 0% of the total number of voting shares.

In order to take a decision on this issue in accordance with paragraph 2 of article 36 of the Law of the Republic of Kazakhstan «On joint-stock companies» and paragraph 2 of article 29 of the Charter of the Kazakhtelecom JSC a qualified majority of votes from the total number of voting shares of the Company is required.

As a result of the vote, **DECISION ADOPTED.**

**S.B. Saudabayev:** Thus, in accordance with subparagraph 1) of paragraph 1 of article 36 of the Law of the Republic of Kazakhstan «On joint-stock companies» and subparagraph 2) of paragraph 1 of article 29 of the Charter of Kazakhtelecom, the Annual General Meeting of Shareholders of Kazakhtelecom JSC **DECIDED:**



1. To make changes and additions to the Charter of Kazakhtelecom JSC in accordance with the annex to this decision.

2. The Chairman of the Management Board of the Kazakhtelecom JSC Yessekeyev Kuanyshbek Bakytbekovich:

1) to sign on behalf of shareholder's amendments and additions to the Charter of Kazakhtelecom JSC;

2) to ensure the implementation of actions in the justice bodies of the Republic of Kazakhstan connected with the introduction of amendments and additions to the Charter of the Kazakhtelecom JSC, with the right of advance administration of its powers to other persons.

**S.B.Saudabayev:** The Chairman of the Counting Commission floor to announce the results of the voting on issue 4 of the questions **«On introducing an amendment to the Provision on the Board of Directors of Kazakhtelecom JSC».**

Chairman of the Counting Commission **T.K. Kassymkanov:**

*(Minutes of the meeting of the Counting Commission of the Annual General Meeting of Shareholders of the Kazakhtelecom JSC on the results of the voting on issue 1 of the agenda of the Annual General Meeting of Shareholders of Kazakhtelecom JSC, dated April 30, 2020).*

The voting on fourth issue of the questions was as follows:

- «FAVOUR» by **8 242 149** votes, which is **85,89%** of the total number of voting shares;

- «AGAINST» **0** votes, which is **0%** of the total number of voting shares;

- «ABSTENTION» **0** votes, which is **0%** of the total number of voting shares.

In order to take a decision on this issue in accordance with paragraph 2 of article 36 of the Law of the Republic of Kazakhstan «On joint-stock companies» and paragraph 2 of article 29 of the Charter of the Kazakhtelecom JSC a qualified majority of votes from the total number of voting shares of the Company is required.

As a result of the vote, **DECISION ADOPTED.**

**S.B. Saudabayev:** Thus, in accordance with paragraph 18) of paragraph 1 of article 36 of the Law of the Republic of Kazakhstan «On joint-stock companies» and subparagraph 24) of paragraph 1 of article 29 of the Charter of Kazakhtelecom JSC, the Annual General Meeting of Shareholders of Kazakhtelecom JSC **DECIDED:**

To make the following change to the Regulation on the Board of Directors of Kazakhtelecom JSC:

In paragraph 73, the words «3 (three) days» to replace by the words «7 (seven) days».

**S.B. Saudabayev:** The Chairman of the Counting Commission shall have the floor to announce the results of the voting on issue 5 of the questions **«On the shareholders' appeals on actions of the Company and its officials and the results of their consideration».**

The Chairman of the Counting Commission **T.K. Kassymkanov:**

*(Minutes of the meeting of the Counting Commission of the Annual General Meeting of Shareholders of the Kazakhtelecom JSC on the results of the voting on issue 1 of the agenda of the Annual General Meeting of Shareholders of Kazakhtelecom JSC, dated April 30, 2020).*

The voting on issue 5 of the agenda was as follows:

- «FAVOUR» by **8 242 149** votes, which is **85,89%** of the total number of voting shares;

- «AGAINST» **0** votes, which is **0%** of the total number of voting shares;

- «ABSTENTION» **0** votes, which is **0%** of the total number of voting shares.

In order to take a decision on this issue in accordance with paragraph 2 of article 36 of the Law of the Republic of Kazakhstan «On joint-stock companies» and paragraph 2 of article 29 of the Charter of the Kazakhtelecom JSC a qualified majority of votes from the total number of voting shares of the Company is required.

As a result of the vote, **DECISION ADOPTED.**

**S.B. Saudabayev:** Thus, in accordance with subparagraph 18) of paragraph 1 of article 36, paragraph 3 of article 44 of the Law of the Republic of Kazakhstan «On joint-stock companies» and

subparagraph 28) of paragraph 1 of article 29 of the Charter of Kazakhtelecom JSC, the Annual General Meeting of Shareholders of Kazakhtelecom JSC **DECIDED:**

To take note of the information on the shareholders' appeals on actions of the Company and its officials and the results of their consideration in 2019.

**S.B. Saudabayev:** In connection with the consideration and decision-making on the issues of the agenda, allow the Annual General Meeting of Shareholders of Kazakhtelecom JSC to be considered closed. Thank you for participating.

**Chairman of the General Meeting**

**S. Saudabayev**

**Secretary of the General Meeting**

**B. Abdykalykov**

**Chairman of the Counting Commission**

**T. Kassymkanov**

**Members of the Counting Commission**

**G. Kubaizhanova**

**V. Aliyaskarov**

