

**PROTOCOL No. 69**  
**of the Extraordinary General Meeting of Shareholders of**  
**“Kazakhtelecom” Joint Stock Company**

**Legal address and payment details of “Kazakhtelecom” JSC:** Nur-Sultan city, Essil district, 12 Sauran Str.; BIN 941240000193, IIC KZ446017131000000356, BIC HSBKZZKX in “Halyk Bank” JSC, Almaty, Republic of Kazakhstan.

**Location of executive body:** Management Board of “Kazakhtelecom” JSC, Nur-Sultan 010000, 12 Sauran Str.

**Date, place and time:** February 22, 2021, 03:00 p.m., Nur-Sultan, 12 Sauran Str.; “Kazakhtelecom” JSC conference room.

**Meeting is opened by Bulat Katshibekovich Abdykalykov, the Corporate Secretary of “Kazakhtelecom” JSC.**

**Dear participants of the Extraordinary General Meeting of Shareholders!**

By decision of the Board of Directors of “Kazakhtelecom” JSC as of December 14, 2020, Protocol No. 13, an Extraordinary General Meeting of Shareholders of “Kazakhtelecom” JSC was called for February 15, 2020 at 03.00 p.m., but due to the absence of quorum the date was changed for February 22, 2021.

According to Article 45 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” the repeated General Meeting of Shareholders held instead of the abandoned one has the right to consider issues on the agenda and make decisions on them, if at the end of registration, the shareholders (or their representatives) who own in total forty and more percent of voting shares of the company, including absentee voting shareholders, are registered.

As of 03.00 p.m. on February 22, 2021, the total number of votes of registered shareholders and their authorized representatives made up 8242149, which is 85.44% of the total number of voting shares.

Thus, the required quorum is available.

Since the authority of Meeting participants has been confirmed, I declare the meeting open.

In accordance with paragraph 4 of Article 48 of the Law of the Republic of Kazakhstan “On Joint stock companies” we shall choose the voting form: open or secret (by ballots). It was proposed to choose secret form of voting by ballots.

Those voting “for” this proposal, please, vote by show of hands.

*Voted unanimously.*

Thereby, the Extraordinary General Meeting of shareholders of “Kazakhtelecom” JSC decided to choose the secret form of voting by ballots.

Tokhtar Kubegenovich Kassymkanov, the Senior Manager of the Secretariat of “Kazakhtelecom” JSC shall explain the voting procedure.

**T.K. Kassymkanov:** Voting on procedural questions is provided by show of hands, and on the question of the agenda - by the available ballot. It is necessary to make appropriate notes therein about the voting (for, against or abstained) and pass them to the Counting Committee.

**B.K. Abdykalykov:** To conduct the Meeting it is necessary to elect the Chairman, Secretary of the Meeting and the Counting Committee.

**Available proposal to elect the following:**

a) Chairman of the Meeting - **Daniyar Kanatovich Kanapyanov, Senior Manager of “Communications” Sector of the Asset Management Directorate of “Samruk-Kazyna” JSC.** Are there any other proposals? If not, please vote for the proposed candidate by show of hands.

*Voted unanimously.*

b) Secretary of the Meeting - **Bulat Katshibekovich Abdykalykov, the Corporate Secretary of “Kazakhtelecom” JSC.** Are there any other proposals on candidates? If not, please vote for the proposed candidate by show of hands.

*Voted unanimously.*

c) The Counting Committee consisting of the following members: **Tokhtar Kubegenovich Kassymkanov, Senior Manager of the Secretariat of “Kazakhtelecom” JSC - Chairman of the**

Counting Commission; **Nailya Muratovna Kanetova**, Senior Manager of the Secretariat of “Kazakhtelecom” JSC, **Vakha Magomedovich Aliyaskarov** - Project Finance Department Manager of “Kazakhtelecom” JSC. Are there any other proposals on candidates? If not, please vote for the proposed candidates by show of hands.

*Voted unanimously.*

According to Article 46 and paragraph 4 of Article 48 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, **the Extraordinary General Meeting of Shareholders of “Kazakhtelecom” JSC DECIDED TO:**

1. Elect Daniyar Kanatovich Kanapyanov as the Chairman of the General meeting.
2. Elect Bulat Katshibekovich Abdykalykov as the Secretary of the General meeting.
3. Elect the Counting Committee of the General Meeting consisting of: Tokhtar Kubegenovich Kassymkanov, Nailya Muratovna Kanetova, Vakha Magomedovich Aliyaskarov.

**B.K. Abdykalykov:** Now let me give the floor to the Chairman of the Meeting, **Daniyar Kanatovich Kanapyanov**.

**D.K. Kanapyanov:** First of all, we need to approve the agenda of the Extraordinary General Meeting of Shareholders of “Kazakhtelecom” JSC. The agenda was duly published on the Internet resources of the depository of financial statements and Kazakhstan Stock Exchange, as well as on the Company corporate web-site, and consisted of the following issue:

**On certain issues of “Kazakhtelecom” JSC Board of Directors**

Who votes “for” proposed agenda? Please vote by a show of hands.

*Voted unanimously.*

**D.K. Kanapyanov:** The Extraordinary General Meeting of Shareholders of “Kazakhtelecom” JSC approved the Meeting agenda, therefore, let us proceed to the discussion **“On certain issues of “Kazakhtelecom” JSC Board of Directors”**. I give the floor to the Corporate Secretary Bulat Katshibekovich Abdykalykov for his report.

**Speech of B.K. Abdykalykov.**

**D.K. Kanapyanov:** Any questions to the speaker?

**D.K. Kanapyanov:** So, **“On certain issues of “Kazakhtelecom” JSC Board of Directors”** the following draft resolution is put to vote:

Pursuant to subparagraph 5) of paragraph 1 of Article 36 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, subparagraph 10) of paragraph 1 of Article 29 and paragraphs 8 and 10 of Article 30 of the Articles of Association of “Kazakhtelecom” JSC, the Extraordinary General Meeting of Shareholders of “Kazakhtelecom” JSC, **DECIDED:**

1. To terminate ahead the powers of Serik Bolatovich Saudabayev, the member of “Kazakhtelecom” JSC Board of Directors.
2. To elect Dauren Zhumagaliyevich Kereibayev as a member of “Kazakhtelecom” JSC Board of Directors - representative of interests of “Kazakhtelecom” JSC major shareholder – “Samruk-Kazyna” JSC until the expiry of the term of powers of “Kazakhtelecom” JSC Board of Directors.

If there are no objections, please make appropriate notes on the ballot papers on this issue and submit them to the Counting Committee.

*The authorized representatives of the shareholders made the corresponding comments in the ballots. The members of the Counting Committee collected the ballots.*

**D.K. Kanapyanov:** the floor now is given to the Chairman of the Counting Committee to announce the results of voting on the agenda item **“On certain issues of “Kazakhtelecom” JSC Board of Directors”**.

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

*(Protocol of the meeting of the Counting Committee of the Extraordinary General Meeting of Shareholders of "Kazakhtelecom" JSC as a result of voting on the item on the agenda of the Extraordinary General Meeting of Shareholders dated February 22, 2021).*

In summarizing the voting results on the agenda item, the votes were distributed as follows:

- **"FOR"** submitted **8 242 149 votes**, that is **85,44%** of the total number of voting shares;
- No votes have been submitted as **"AGAINST"** or **"ABSTRAINED"**.

For making decision on this issue in accordance with paragraph 3 article 54 of the Law of the Republic of Kazakhstan "On Joint Stock Companies" and paragraphs 8 and 10 article 30 of the Articles of Association of "Kazakhtelecom" JSC, the simple majority of votes of shareholders present at the meeting is required.

Decision is taken according to the results of voting.

**D.K. Kanapyanov:** Thus, in accordance with subparagraph 5) of paragraph 1 of Article 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies", subparagraph 10) of paragraph 1 of Article 29 and paragraphs 8 and 10 Article 30 of the Articles of Association of "Kazakhtelecom" JSC, the Extraordinary General Meeting of Shareholders of "Kazakhtelecom" JSC **DECIDED:**

1. To terminate ahead the powers of Serik Bolatovich Saudabayev, the member of the Board of Directors of "Kazakhtelecom" JSC.

2. To elect Dauren Zhumagaliyevich Kereibayev as a member of the Board of Directors of "Kazakhtelecom" JSC - representative of interests of "Kazakhtelecom" JSC major shareholder – "Samruk-Kazyna" JSC until the expiry of the term of powers of "Kazakhtelecom" JSC Board of Directors.

**D.K. Kanapyanov:** In connection with consideration and decision on the item of agenda, let the Extraordinary General Meeting of shareholders of "Kazakhtelecom" JSC be considered closed. Thanks for participation.

**Chairman of the General meeting**

**D. Kanapyanov**

**Secretary of the General meeting**

**B. Abdykalykov**

**Chairman of the Counting Committee**

**T. Kassymkanov**

**Members of the Counting Committee**

**N. Kanetova**

**V. Aliyaskarov**

