

**THE MINUTES of
the annual general meeting of shareholders of Tsesnabank JSC**

**April 14, 2017
12-00**

**Astana
24 Syganak Str.**

Joint-Stock Company Tsesnabank, Management Board location: 24 Syganak Str., Astana city.

According to the information provided by the registrar of Tsesnabank JSC - Integrated Securities Registrar JSC, as of April 4, 2017, i.e. as of the date of making a list of shareholders, who have the right to take part and vote in the general meeting of shareholders, the total number of shareholders of the Bank, holding ordinary shares, is **389** (Three hundred eighty nine) shareholders. The total number of placed voting ordinary shares of the Bank is **58 800 000** (Fifty eight million eight hundred thousand) pieces, among them are present at the meeting – **2** shareholders and **5** representatives representing the interests of **15** shareholders. The shareholders who are present at meeting hold **53 436 642** (Fifty three million four hundred thirty six thousand six hundred forty two) pieces of voting ordinary shares that makes in total **90,88** percent of voting shares of Tsesnabank JSC.

Powers of the shareholders' representatives were proved at registration.

In accordance with article 45 of the Law of the Republic of Kazakhstan “On joint stock companies”, the general meeting is authorized to consider and to make decisions regarding agenda, if at the end of registration of participants of the meeting there were registered shareholders and their representatives, included in the list of shareholders, who are entitled to participate in the meeting and vote and who hold in total fifty percent and more of voting shares of the company.

For making decisions concerning all items of the agenda, except for introduction of amendments to the Corporate Governance Code of Tsesnabank JSC, requires a simple majority of votes from a total quantity of the voting shares participating in the voting. Decision making concerning approval of amendments and additions to the code of corporate governance requires availability of a qualified majority of votes on ordinary shares. Following the results of registration the quorum is available in order that general meeting considered all questions of the offered agenda and made decisions on all questions of the agenda.

Thus, taking into account the above registration results, this annual general meeting of shareholders of Tsesnabank JSC has the right to consider and make decisions concerning the agenda.

The annual general meeting of shareholders is attended by:

Representative of large shareholder of Tsesnabank JSC – Financial Holding “Tsesna” JSC with 63,28 percent of voting ordinary shares of Tsesnabank JSC – Mr. Nugman Stamkulov (the power of attorney of Financial Holding “Tsesna” JSC dated 11.04.2017, No.3), other shareholders, members of the Board of Directors, members of the Management Board of Tsesnabank JSC, members of the Counting Board, reporters on items of the agenda, as well as quests.

Chairman of the Board of Directors Mr. Dauren Zhaksybek informed those present at the meeting that in accordance with article 35 of the Law of the Republic of Kazakhstan “On joint stock companies”, the company shall annually hold a general meeting of shareholders. This general meeting of shareholders was called to address the issues, which fall within the authority of the annual general meeting of shareholders.

Also, Chairman Dauren Zhaksybek reported that the shareholders were informed of this meeting in accordance with the Law of the Republic of Kazakhstan “On joint stock companies” and the Charter of Tsesnabank JSC. In particular, information on the general meeting of shareholders and its agenda were published in mass media: in periodicals, such as Yegemen Kazakhstan issue No.50 dated March 13, 2017 and Kazahstanskaya Pravda issue No. 50 dated March 13, 2017, and on the corporate website: www.tsb.kz as on March 14, 2017.

Besides, the Chairman of the Board of Directors Mr. Dauren Zhaksybek has informed participants of general shareholder meeting that all registered shareholders – legal entities have submitted the applications confirming fulfillment of requirements of point 5 of article 17 of the Law

of the Republic of Kazakhstan "About banks and banking activity in the Republic of Kazakhstan" concerning their absence in the list of the legal entities registered in offshore zones.

Taking into account the above registration results and, consequently, authority of the general meeting of shareholders of Tsesnabank JSC to make decisions on all items on the agenda, Chairman of the Board of Directors Mr. Dauren Zhaksybek declared the annual general meeting of shareholders to be opened.

Counting of votes on all items on the agenda is kept by the Counting Board of Tsesnabank JSC, elected by the annual general meeting of shareholders on 21 April 2014, for a period of 3 (three) years.

Chairman of the Board of Directors Mr. Dauren Zhaksybek introduced the members of the Counting Board:

- Mrs. Bayansulu Yessentemirova – Chairwoman of the Counting Board;

Members of the Counting Board:

- Mr. Olzhas Baigabatov;

Chairman Mr. Dauren Zhaksybek reported that Mrs. Anar Akhmetova, member of Counting Board, is in maternity leave; however this does not prevent the Counting board, provided at this General shareholder meeting by most of its elected members, properly to perform the functions at this General shareholder meeting.

Chairman Mr. Dauren Zhaksybek reported that in order to hold the general meeting, it is necessary to elect a Chairman and a Secretary of the general meeting. When electing a Chairman and a Secretary of the general meeting, each shareholder has one vote, and the decision is made by a simple majority of votes of those present.

The shareholder Mr. Nikolay Mesheryakov proposed to elect Mr. Dauren Zhaksybek as the Chairman of the general meeting; no any other proposals were made.

The results of the open voting:

"For" - 17 votes,

"Against" – no votes,

"Abstain" - no votes.

The decision is made by a solid vote.

Mr. Dauren Zhaksybek is elected as the Chairman of the general meeting of shareholders of Tsesnabank JSC by a solid vote.

The shareholder Mr. Victor Vogel proposed to elect corporate secretary of Tsesnabank JSC Mrs. Ainur Abildina as the Corporate Secretary of the general meeting.

The results of the open voting:

"For" - 17 votes,

"Against" – no votes,

"Abstain" - no votes.

The decision is made by a solid vote.

Mrs. Ainur Abildina is elected as the secretary of the general meeting.

Chairman Mr. Dauren Zhaksybek reported that it is necessary to choose the form of voting: open or secret voting.

The shareholder Mr. Victor Vogel proposed to choose the form of voting – open voting.

The results of the open voting:

The total number of voting shares is 53 436 642, which in total makes 90,88 percent. Quorum for making a decision is present.

"For" - 53 436 642 votes,

"Against" – no votes,

"Abstain" - no votes,

The decision is made by a solid vote.

The general meeting of shareholders has chosen the open form of voting.

Chairman Mr. Dauren Zhaksybek reported that in accordance with article 36 of the Law of the Republic of Kazakhstan "On joint stock companies", approval of the agenda, determined by the Board of Directors of Tsesnabank JSC, is made at the general meeting of shareholders.

In accordance with article 43 of the Law of the Republic of Kazakhstan "On joint stock companies", when opening the general meeting of shareholders, the Board of Directors shall inform on suggestions on changes to the agenda, received by it.

Chairman Mr. Dauren Zhaksybek reported that no suggestions on changes of the agenda had been received.

Thus, for statement the following agenda of this General shareholder meeting, which was earlier properly published according to requirements of the current legislation, is offered:

AGENDA:

1) On approving audited consolidated and non-consolidated annual financial statements of Tsesnabank JSC for the year 2016;

2) On approving net profit distribution procedure of Tsesnabank JSC for 2016 and making a decision on payment of dividends on ordinary shares and approving the amount of the dividends per one ordinary share of Tsesnabank JSC;

3) On making amendments and additions to the Charter of Tsesnabank JSC, approved by the general meeting of shareholders of Tsesnabank JSC dated 21 April 2014 and on appointing a person authorized to sign the changes and additions;

4) On approving of amendments and additions to the Charter of Tsesnabank JSC, approved by the general meeting of shareholders of Tsesnabank JSC dated 21 April 2014 and on appointing a person authorized to sign the changes and additions;

5) On approving of amendments and additions to the Regulation on the Board of Directors of Tsesnabank JSC, approved by the annual General meeting of shareholders of Tsesnabank JSC dated May 15, 2015 and on appointing a person authorized to sign the changes and additions;

6) On assessing the work of the Board of Directors of Tsesnabank JSC for 2016;

7) On determination of the amount and terms of payment of remuneration and reimbursement of expenses to the members of the Board of Directors of Tsesnabank JSC for performing their duties;

8) On considering the issue on shareholders' remarks concerning the activities of Tsesnabank JSC and its executive officers and the results of the consideration in 2016;

9) On determination of number of members and term of powers of Counting Board and election of its members.

Mr. Dauren Zhaksybek: "Does the general meeting want to make any additions or amendments to the proposed Agenda?" No proposals.

The decision on approval of the agenda is made by a simple majority vote from a total quantity of the voting common shares provided at a meeting. I ask to vote on the issue of approval of the offered agenda of this General shareholder meeting by showing of a hand".

The results of the open voting:

The total number of voting shares is 53 436 642, which in total makes 90,88 percent.

Quorum for making a decision is present.

"For" - 53 436 642 votes,

"Against" – no votes,

"Abstain" - no votes

The decision is made by a solid vote.

Following the results of the voting, the shareholders **HAVE DECIDED:**

To approve the proposed Agenda of the annual general meeting of shareholders of Tsesnabank JSC:

1. On approving audited consolidated and non-consolidated annual financial statements of Tsesnabank JSC for the year 2016;

2. On approving net profit distribution procedure of Tsesnabank JSC for 2016 and making a decision on payment of dividends on ordinary shares and approving the amount of the dividends per one ordinary share of Tsesnabank JSC;

3. On making amendments and additions to the Charter of Tsesnabank JSC, approved by the general meeting of shareholders of Tsesnabank JSC dated 21 April 2014 and on appointing a person authorized to sign the changes and additions;

4. On approving of amendments and additions to the Charter of Tsesnabank JSC, approved by the general meeting of shareholders of Tsesnabank JSC dated 21 April 2014 and on appointing a person authorized to sign the changes and additions;

5. On approving of amendments and additions to the Regulation on the Board of Directors of Tsesnabank JSC, approved by the annual General meeting of shareholders of Tsesnabank JSC dated May 15, 2015 and on appointing a person authorized to sign the changes and additions;

6. On assessing the work of the Board of Directors of Tsesnabank JSC for 2016;

7. On determination of the amount and terms of payment of remuneration and reimbursement of expenses to the members of the Board of Directors of Tsesnabank JSC for performing their duties;

8. On considering the issue on shareholders' remarks concerning the activities of Tsesnabank JSC and its executive officers and the results of the consideration in 2016;

9. On determination of number of members and term of powers of Counting Board and election of its members.

Mr. Dauren Zhaksybek: "It is necessary to approve the operating procedure of the meeting".

The shareholder Mr. Victor Vogel proposed to approve the following operating procedure of the meeting:

- to fix time limits for report – 20 minutes; for debate – up to 5 minutes;

- to hold the meeting without a break.

The proposed operating procedure is put to vote.

The results of the open voting:

The total number of voting shares is 53 436 642, which in total makes 90,88 percent.

Quorum for making a decision is present.

"For" - 53 436 642 votes,

"Against" – no votes,

"Abstain" - no votes,

The decision is made by a solid vote.

Following the results of the voting, the shareholders **HAVE DECIDED:**

To approve the following operating procedure of the meeting: to fix time limits for report – 20 minutes; for debate – up to 5 minutes, to hold the meeting without a break.

Mr. Dauren Zhaksybek: "It is necessary to clarify some issues of operating procedure of the meeting:

Applications for a speech and question to a reporter at the meeting are submitted in the written form through the secretary. Please specify on which item of the Agenda you would like to speak in debates. As for questions to a reporter, please specify to whom these questions are addressed and who asked them. I remind you that if a shareholder or an executive officer of Tsesnabank JSC wants their statement or objection to be registered, they shall report about it to the meeting.

Before the beginning of discussion of the items on the Agenda, I ask the Secretary of the meeting to acquaint those present with voting procedure and order of filling of bulletins concerning the agenda.

Mrs. Ainur Abildina: "Dear shareholders, please vote concerning the agenda by showing a hand, then fill in the bulletin concerning the agenda, having placed a check mark in the column "for or "against", or "abstain", to put the signature below and after voting on each item of the agenda to hand this bulletins to Counting board for votes counting".

Mr. Dauren Zhaksybek: Before the beginning of discussion of the items on the Agenda, based on article 35 of the Law of the Republic of Kazakhstan “On joint stock companies”, I inform you, dear shareholders, that following the results of the year 2016 payment of remuneration to the members of the Management Board of Tsesnabank JSC has not been made, the amount of remuneration paid to the members of the Board of Directors is specified in the Annex 1 to the present Minutes.

Mr. Dauren Zhaksybek: Let’s start discussion on items of the agenda.

After that the general meeting of shareholders of Tsesnabank JSC began to discuss the items on the Agenda.

On the first item: On approving audited consolidated and non-consolidated annual financial statements of Tsesnabank JSC for the year 2016.

The right to speak is given to Mrs. Natalia Bagautdinova, Managing Director – Chief Accountant.

Report.

No questions to the reporter.

The shareholder Mr. Victor Vogel has reported that materials on the item have been provided in 10 days for familiarity and has suggested approving the audited consolidated and non-consolidated annual financial reporting of Tsesnabank JSC for 2016.

The results of the open voting:

The total number of voting shares is 53 436 642, which in total makes 90,88 percent.

Quorum for making a decision is present.

“For” - 53 436 642 votes,

“Against” – no votes,

“Abstain” - no votes.

Following the results of the voting, the shareholders **HAVE DECIDED:**

to approve audited consolidated and non-consolidated annual financial statements of Tsesnabank JSC for the year 2016.

The decision is made by a simple majority vote from total number of the voting shares of Bank participating in vote at this General shareholder meeting.

On the second item: On approving net profit distribution procedure of Tsesnabank JSC for 2016 and making a decision on payment of dividends on ordinary shares and approving the amount of the dividends per one ordinary share of Tsesnabank JSC.

The right to speak is given to Mrs. Zhamilya Batyrbekova, Deputy Chairman of the Management Board.

Report.

No questions to the reporter.

The representative of the shareholder of Kinesio KZ LLP Mr. Askar Amirkhanov has proposed not to pay dividends on ordinary shares for of Tsesnabank JSC for 2015 and leave them at the disposal of the Bank.

The results of the open voting:

The total number of voting shares is 53 436 642, which in total makes 90,88 percent.

Quorum for making a decision is present.

“For” - 53 436 642 votes,

“Against” – no votes,

“Abstain” - no votes.

Following the results of the voting, the shareholders **HAVE DECIDED:**
not to pay dividends on ordinary shares for 2015 and leave them at the disposal of the Bank.

The decision is made by a simple majority vote from total number of the voting shares of Bank participating in vote at this General shareholder meeting.

On the third item: On making amendments and additions to the Charter of Tsesnabank JSC, approved by the general meeting of shareholders of Tsesnabank JSC dated 21 April 2014 and on appointing a person authorized to sign the changes and additions.

The right to speak is given to Saya Tyrtkayeva, Director of Legal Department.

Report.

No questions to the reporter.

The shareholder Mr. Nikolay Meshcheryakov proposed to approve the amendments and additions to the Charter of Tsesnabank JSC in the proposed version and authorize Mr. Yerzhan Tajiyakov, Chairman of the Board of Tsesnabank JSC to sign the amendments and additions to the Charter of Tsesnabank JSC.

The results of an open voting:

The total number of voting shares is 53 436 642, which in total makes 90.88 percent. Quorum for making a decision is present.

“For” - 53 436 642 votes,

“Against” - no.

“Abstain” - no

Following the results of the voting, the shareholders **HAVE DECIDED:**

1. To approve the amendments and additions to the Charter of Tsesnabank JSC approved by the annual General Meeting of Shareholders of Tsesnabank JSC on April 21, 2014 and to authorize Mr. Yerzhan Tajiyakov, Chairman of the Board of Tsesnabank JSC to sign the amendments and additions to the Charter of Tsesnabank JSC.

The decision was accepted by a simple majority of votes of the total number of voting shares of the Bank participating in the voting at this General Meeting of Shareholders.

On the fourth item: on approval of the amendments and additions to the Code of the Corporate Governance of Tsesnabank JSC approved by the annual General Meeting of Shareholders of Tsesnabank JSC on April 21, 2014, and appointing a person authorized to sign the amendments and additions.

The right to speak is given to Mrs. Saya Tyrtkayeva - Director of the Legal Department

Report.

No questions to the reporter.

The shareholder Mr. Victor Vogel proposed to approve the amendments and additions to the Code of the Corporate Governance of Tsesnabank JSC and to authorize Mr. Yerzhan Tajiyakov to sign the proposed amendments and additions to the Code of the Corporate Governance of Tsesnabank JSC.

The results of an open voting:

The total number of voting shares is 53 436 642, which in total makes 90.88 percent. Quorum for making a decision is present.

“For” - 53 436 642 votes,

“Against” - no,

“Abstain” - no

Following the results of the voting, the shareholders **HAVE DECIDED**

1. To approve the amendments and additions to the Code of the Corporate Governance of Tsesnabank JSC approved by the annual General Meeting of Shareholders of Tsesnabank JSC on April 21, 2014 and to authorize Mr. Yerzhan Tajiyakov, Chairman of the Board of Tsesnabank JSC to sign the amendments and additions to the Code of the Corporate Governance of Tsesnabank JSC. *The decision was accepted by a qualified majority of votes of the total number of voting shares of the Tsesnabank JSC, according to clause 2 Article 36 of the Law of the Republic of Kazakhstan.*

On the fifth item: On approving of the amendments and additions to the Regulation on the Board of Directors of Tsesnabank JSC approved by the annual General Meeting of Shareholders of Tsesnabank JSC on May 15, 2015 and to appoint a person to sign the amendments and additions.

The right to speak is given to Mrs. Ainur Abildina – Corporate Secretary

Report.

No questions to the reporter.

The shareholder Mr. Victor Vogel suggested approving the amendments and additions to the Regulation on the Board of Directors of Tsesnabank JSC and authorizing the Chairman of the Board of Directors of Tsesnabank JSC Mr. Dauren Zhaksybek on signing of the amendments and additions to the Regulation on the Board of Directors of Tsesnabank JSC.

The results of an open voting:

The total number of voting shares is 53 436 642, which in total makes 90.88 percent. Quorum for making a decision is present.

“For” - 53 436 642 votes,

“Against” - no,

“Abstain” - no

Following the results of the voting, the shareholders **HAVE DECIDED:**

1. To approve the amendments and additions to the Regulation on the Board of Directors of Tsesnabank JSC and authorize Chairman of the Board of Directors Mr. Dauren Zhaksybek to sign the Regulation on the Board of Directors of Tsesnabank JSC.

The decision was accepted by a simple majority of votes of the total number of voting shares of the Bank participating in the voting at this General Meeting of Shareholders.

On the sixth item: On assessing the work of the Board of Directors of Tsesnabank JSC for 2016;

The right to speak is given to Mrs. Ainur Abildina – Corporate Secretary

Report.

After the report Mr. Dauren Zhaksybek, the Chairman the Board of Directors reported that Tsesnabank JSC received permission from the National Bank of the Republic of Kazakhstan dated April 7, 2017 No. 19 for a significant participation in the authorized capital of Bank CenterCredit JSC, and in accordance with the Resolution of the Board of the National Bank as of March 27, 2017 No. 56, permission for being granted the status of a banking holding Bank CenterCredit JSC.

The right to speak was asked by the representative of the shareholder of Kinesio KZ LLP – Mr. Askar Amirzhanov: “Having heard the activities report of the work of the Board of directors and also positive financial results of year, moreover annual stable dynamics of growth as well the perspectives for development due to being granted the status of a banking holding Bank

CenterCredit JSC I suggest to estimate an assessment of the activities of the Board of directors as positive”.

The results of an open voting:

The total number of voting shares is 53 436 642, which in total makes 90.88 percent. Quorum for making a decision is present.

“For” - 53 436 642 votes,

“Against” - no,

“Abstain” - no

Following the results of the voting, the shareholders **HAVE DECIDED:**

To assess the work of the Board of Directors of Tsesnabank JSC for 2016 as positive.

The decision was accepted by a simple majority of votes of the total number of voting shares of the Bank participating in the voting at this General Meeting of Shareholders.

On the seventh item: About determination of the amount and conditions of payment of remunerations and a compensation for expenses to the Board members of Tsesnabank JSC for execution of the obligations by them;

On the seventh issue of the agenda the information was provided by Mr. Dauren Zhaksybek, the Chairman of the Board of Directors of Tsesnabank JSC.

Mr. Dauren Zhaksybek: The active work of the members of the Board of Directors, the quality and efficiency of the decisions made, the clear cooperation with the Bank's Board, constructivism and the determination to find solutions contributed to the positive financial results of Tsesnabank JSC.

In this regard, the need to improve the working conditions of the members of the Board of Directors, ensure their continuous and high-quality work, satisfaction of the requested terms of remuneration are highly justified.

Based on the above I propose to determine the amount and terms of payment of remuneration to the members of the Board of Directors of Tsesnabank JSC in the following order:

1. To establish the total amount of the monthly remuneration and remuneration based on the results of the work for the year for the members of the Board of Directors of Tsesnabank JSC for the period from June 2017 until the next Annual General Meeting of Shareholders of Tsesnabank JSC in the amount of not more than 500,000,000 (Five hundred million) tenge excluding taxes and mandatory payments to the budget, taking into account the monthly financial performance indicators of Tsesnabank JSC.

2. Payment of remuneration shall be made in accordance with the requirements of the Policy on payment, charge and payment of money rewards, as well as other types of material incentives for the executive officers of Tsesnabank JSC approved by the Minutes of the Board of Directors of Tsesnabank JSC dated 27.12.2012, No. 27/12 /12-01.

3. To compensate the members of the Board of Directors of Tsesnabank JSC for actual expenses, in connection with the performance of their official duties, including expenses related to the business trips, on the basis of supporting documents.

4. To compensate the members of the Board of Directors of Tsesnabank JSC for other expenses (rent of housing, vehicles, air transport, cellular communication services and other expenses related to the performance of their official duties) upon written approval of the Chairman of the Board of Directors of Tsesnabank JSC.

Mr. Dauren Zhaksybek.: Any questions and proposals? No questions.

The right to speak was asked by the representative of the shareholder of Kinesio KZ LLP – Mr. Askar Amirkhanov: “I propose to support the proposals and make some clarifications regarding the terms of payment of remuneration to the members of the Board of Directors, in particular:

To appoint the Chairman of the Board of Directors of Tsesnabank JSC to set the amount of the monthly remuneration and remuneration based on the results of the work for the year based on the results of the financial year to all members of the Board of Directors, including the Chairman, depending on a personal participation in the development of Tsesnabank JSC.

Mr. Dauren Zhaksybek has put the question to the vote.

The results of an open voting:

The total number of voting shares is 53 436 642, which in total makes 90.88 percent. Quorum for making a decision is present.

"For" - 53 436 642 votes,

"Against" - no,

"Abstain" - no

Following the results of the voting, the shareholders **HAVE DECIDED:**

1. To establish the total amount of the monthly remuneration and remuneration based on the results of the work for the year for the members of the Board of Directors of Tsesnabank JSC for the period from June 2017 until the next Annual General Meeting of Shareholders of Tsesnabank JSC in the amount of not more than 500,000,000 (Five hundred million) tenge excluding taxes and mandatory payments to the budget, taking into account the monthly financial performance indicators of Tsesnabank JSC.

2. To appoint the Chairman of the Board of Directors of Tsesnabank JSC to set the amount of the monthly remuneration and remuneration based on the results of the work for the year based on the results of the financial year to all members of the Board of Directors, including the Chairman, depending on a personal participation in the development of Tsesnabank JSC.

3. Payment of remuneration shall be made in accordance with the requirements of the Policy on payment, charge and payment of money rewards, as well as other types of material incentives for the executive officers of Tsesnabank JSC approved by the Minutes of the Board of Directors of Tsesnabank JSC dated 27.12.2012, No. 27/12/12-01.

4. To compensate the members of the Board of Directors of Tsesnabank JSC for actual expenses, in connection with the performance of their official duties, including expenses related to the business trips, on the basis of supporting documents.

5. To compensate the members of the Board of Directors of Tsesnabank JSC for other expenses (rent of housing, vehicles, air transport, cellular communication services and other expenses related to the performance of their official duties) upon written approval of the Chairman of the Board of Directors of Tsesnabank JSC.

The decision was accepted by a simple majority of votes of the total number of voting shares of the Bank participating in the voting at this General Meeting of Shareholders.

On the eighth item: On consideration of the issue of appeals of shareholders to the actions of Tsesnabank JSC and its officials and the results of their consideration

The right to speak is given to Mrs. Saya Tyrtkyayeva - Director of the Legal Department

Report.

No questions to the reporter.

Mr. Askar Amirkhanov, the representative of the shareholder of Kinesio KZ LLP proposed to take the provided information into account.

The results of an open voting:

The total number of voting shares is 53 436 642, which in total makes 90.88 percent. Quorum for making a decision is present.

"For" - 53 436 642 votes,

"Against" - no,

"Abstain" - no

Following the results of the voting, the shareholders **HAVE DECIDED:**
to take the information into account.

The decision was accepted by a simple majority of votes of the total number of voting shares of the Bank participating in the voting at this General Meeting of Shareholders.

On the ninth item: About determination of quantitative structure, term of office of the Counting Commission, election of its members.

The right to speak is given to Mrs. Ainur Abildina – Corporate Secretary

Report.

No questions to the reporter.

The shareholder Mr. Nikolay Meshcheryakov proposed to agree with the reporter's proposals:

1. To determine the quantitative structure of the Counting Commission - 3 (three) people;
2. Determine the term of office - 3 (three) years. The term of office of the Counting Commission expires at the time of the General Meeting of Shareholders, at which a new membership of the Counting Commission will be elected;
3. To elect the following members of the Counting Commission:
 - Mrs. Gulzhan Dyusembaeva - Deputy Director of the Legal Department - Chairman of the Counting Commission;
 Members of the Counting Commission:
 - Mrs. Shynar Zhumagulova - Head of the Administration of the Legal Support of the Head Office of the Legal Department;
 - Mrs. Saida Ganieva - Head of the Office of Protocol of the Office of the Chairman of the Board of Directors.

The results of an open voting:

The total number of voting shares is 53 436 642, which in total makes 90.88 percent. Quorum for making a decision is present.

"For" - 53 436 642 votes,

"Against" - no,

"Abstain" - no

Following the results of the voting, the shareholders **HAVE DECIDED:**

1. To determine the quantitative structure of the Counting Commission - 3 (three) people;
2. Determine the term of office - 3 (three) years. The term of office of the Counting Commission expires at the time of the General Meeting of Shareholders, at which a new membership of the Counting Commission will be elected;
3. To elect the following members of the Counting Commission:
 - Mrs. Gulzhan Dyusembaeva - Deputy Director of the Legal Department - Chairman of the Counting Commission;
 Members of the Counting Commission:
 - Mrs. Shynar Zhumagulova - Head of the Administration of the Legal Support of the Head Office of the Legal Department;
 - Mrs. Saida Ganieva - Head of the Office of Protocol of the Office of the Chairman of the Board of Directors.

The decision was accepted by a simple majority of votes of the total number of voting shares of the Bank participating in the voting at this General Meeting of Shareholders.

Mr. Dauren Zhaksybek.: "All the items under the agenda have been considered. Do the shareholders have comments or questions on the Annual General Meeting of Shareholders?"

There are no comments on the Annual General Meeting of the Shareholders.

The meeting is considered closed. Mr. Dauren Zhaksybek thanked all the shareholders present and representatives of the shareholders for their participation.

Chairman of the Meeting /signature/ **D. Zhaksybek**


Secretary of the Meeting /signature/ **A. Abildina**

Representative
"Financial holding "Tsesna" JSC-
Representative of the bank holding company
(Power of Attorney as of 11.04.2017. No 3) /signature/ **N. Stamkulov**

Counting Commission:

- **B. Yesentemirova** /signature/
- **O. Baigabatov** /signature/

Текст документа переведен с русского языка на английский язык Рахимовой Дианой Каирхановной / This document was translated from Russian into English by Diana Rakhimova

Подпись/Signature  Рахимова Диана Каирхановна