MINUTES No.57
Of Extraordinary General Meeting of Shareholders
BTA Bank Joint-Stock Company

Meeting Venue:	Unit A2, 2nd floor, conference hall, 97 Zholdasbekov Street, Samal-2 microdistrict, Almaty
Venue of the Executive Body of the company:	97 Zholdasbekov Street, Samal-2 microdistrict, Almaty
Date:	August 19, 2010
Registration beginning:	10.00 a.m.
Meeting beginning:	11.00 a.m.
Meeting end:	11.50 a.m.

Chairman of the Management Board of BTA Bank JSC, Mr. Anvar G. Saidenov opened the Extraordinary General Meeting of Shareholders and reported that the Extraordinary General Meeting of Shareholders has been convocated by Decision No.7-1 dated July 3, 2010 of the Board of Directors in order to consider and take decisions on agenda issues and then gave floor to the member of the Tabulation Commission Ms. O.E. Beloborodova to report on the relevance of the meeting.

Ms. O.E. Beloborodova has reported that shareholders are duly notified on the convocation of the Extraordinary General Meeting of Shareholders by announcements in “Kazakhstanskaya Pravda”, “Yegemen Kazakhstan” newspapers dated July 8, 2010, BTA Bank JSC website dated July 8, 2010, and “Kazakh Stock Exchange” JSC website. Due no quorum on August 18, 2010, the secondary general meeting shall be convocated on August 19, 2010 pursuant to the notice. List of shareholders has been made as of July 3, 2010 by BTA Bank JSC Registrar “Center DAR” JSC. As of the date of the list of BTA Bank JSC shareholders, the Bank had 33 616 968 ordinary placed shares, 33 437 177 out of which were voting shares.

Pursuant to data provided by the tabulation commission, there are 3 shareholders and their representatives registered to hold in aggregate 26 557 649 voting ordinary shares of the Bank that is 79,425 percent of the total number of voting shares of BTA Bank JSC.

The Extraordinary General Meeting of Shareholders of BTA Bank JSC is attended by:

Representative of the shareholder to hold 10 and more percent of voting ordinary shares of BTA Bank JSC:

NWF Samruk-Kazyna JSC holding 25 246 343 voting ordinary shares that makes 75,1 % of the total number of ordinary placed shares of BTA Bank JSC, represented by Ms. Lyazzat E. Ibragimova, acting on the basis of power of attorney No. 108 dated June 18, 2010.

1. Other shareholders – both natural persons and legal entities.
2. Representative of the Agency of the Republic of Kazakhstan on regulation and supervision of the financial market and financial organizations Ms. Zh. Kussainova, and members of the Management Board, Board of Directors and other officers of BTA Bank JSC.

All attending shareholders are duly registered and powers of the shareholders' representatives are verified.

Subject to the above registration results, Ms. O.E. Beloborodova announced presence of a required quorum for holding the Extraordinary General Meeting of Shareholders and taking decisions on agenda issues to be approved by the Qualified Majority of voting shares.

Mr. A.G. Saidenov suggested opening the Extraordinary General Meeting of Shareholders of BTA Bank JSC and electing the following working bodies:

Chairman of the Meeting – Mr. Sakhilzhan M. Dugashev, Corporate Secretary of BTA Bank JSC.

The suggestion has been put to vote.
The voting has been taken on "one shareholder" – "one voice" basis.

Ms. O.E. Beloborodova informed that 3 votes took part in voting and announced **results of the voting as follows:**

"Agree" - 3 votes;
"Contrary" - no;
"Abstain" - no.

Following voting the meeting has adopted: to elect Chairman of the Meeting Mr. Sakhilzhan M. Dugashev, Corporate Secretary of BTA Bank JSC.

Mr. A.G. Saidenov suggested electing secretary of the meeting – Ms. Olga V. Pitulova, Corporate Secretary Assistant of BTA Bank JSC.

The suggestion has been put to vote.
The voting has been taken by "one shareholder" – "one voice" basis.

Ms. O.E. Beloborodova informed that 3 votes took part in voting and announced **results of the voting as follows:**

"Agree" - 3 votes;
"Contrary" - no;
"Abstain" - no.

Mr. A.G. Saidenov announced that following voting the meeting has adopted: to elect secretary of the meeting Ms. Olga V. Pitulova, Corporate Secretary Assistant of BTA Bank JSC.

Mr. A.G. Saidenov suggested approving time-limits: time accorded to speakers – 5 minutes, time for issues discussion – 5 minutes and hold meeting with 15-minutes coffee-break.

The suggestion has been put to vote.
The voting has been taken by "one shareholder" – "one voice" basis.

Ms. O.E. Beloborodova informed that 3 votes took part in voting and announced **results of the voting as follows:**

“Agree” - 3 votes;
“Contrary” - no;
“Abstain” - no.

Mr. A.G. Saidenov announced that following voting the meeting has adopted: to approve the following time-limits for the meeting: time accorded to speakers – 5 minutes, time for issues discussion – 5 minutes and hold meeting with 15-minutes coffee-break.

Mr. A.G. Saidenov suggested voting on a show of hands.

The suggestion has been put to vote.
The voting has been taken on “one shareholder” – “one voice” basis.

Ms. O.E. Beloborodova informed that 3 votes took part in voting and announced **results of the voting as follows:**

“Agree” - 3 votes;
“Contrary” - no;
“Abstain” - no.

Mr. A.G. Saidenov announced that following voting the meeting has adopted: to vote on a show of hands upon taking decision in the Extraordinary General Meeting of Shareholders of BTA Bank JSC.

Further, Chairman of the Meeting Mr. S.M. Dugashev announced agenda of the Annual General Meeting of Shareholders of BTA Bank JSC:

1. On changes in the membership of the Board of Directors of BTA Bank JSC.
2. On increasing number of Tabulation Commission members.
3. On changes into Rules of determining value of remuneration, payment and indemnities to the members of the Board of Directors of BTA Bank JSC.
4. On approval of New Regulation “On the Board of Directors of BTA Bank JDC”.
5. On bringing former managers of BTA Bank JSC to responsibility in compliance with the laws of the Republic of Kazakhstan.

Chairman of the Meeting informed that there were no comments or additions to the agenda to the meeting date and therefore he suggested the shareholders and shareholders’ representatives raising questions and make comments as to the agenda.

No questions or comments as to the agenda have been made.

The Chairman has put the issue on approval of the Extraordinary General Meeting of Shareholders agenda to vote.

The voting has been taken on “one share” – “one voice” basis.

Ms. O.E. Beloborodova informed that 26 557 649 votes took part voting and announced **results of the voting as follows:**

“Agree” - 26 557 649 votes;
“Contrary” - no;
“Abstain” - no.

Chairman of the Meeting announced that f**ollowing voting the meeting has adopted:**

1. to approve agenda of Extraordinary General Meeting of Shareholders of BTA Bank JSC in the version as suggested:

1. On changes in the membership of the Board of Directors of BTA Bank JSC.

2. On increasing number of Tabulation Commission members.

3. On changes into Rules of determining value of remuneration, payment and indemnities to the members of the Board of Directors of BTA Bank JSC.

4. On approval of New Regulation “On the Board of Directors of BTA Bank JSC”.

5. On bringing former managers of BTA Bank JSC to responsibility in compliance with the laws of the Republic of Kazakhstan**.**

Chairman of the Meeting suggested to amend order of considering issues of the agenda, i.e. to consider first issue “On changes in the membership of the Board of Directors of BTA Bank JSC” after all other issues have been considered as pursuant to sub-clause 2 of clause 1 of article 50 of the Law of the Republic of Kazakhstan “On Joint-Stock Companies”, election of members of the Board of Directors shall be made by cumulative voting. Chairman also suggested holding 15-minites coffee-break after considering Issue No.1 of the Agenda.

Voting shall be made on “one shareholder” – “one voice” basis.

Ms. O.E. Beloborodova informed that 3 votes took part in voting and announced **results of the voting as follows:**

“Agree” - 3 votes;
“Contrary” - no;
“Abstain” - no.

Following voting the meeting has adopted:
To consider issues of agenda in the order as follows:

1. On increasing number of Tabulation Commission members.

2. On changes into Rules of determining value of remuneration, payment and indemnities to the members of the Board of Directors of BTA Bank JSC.

3. On approval of New Regulation “On the Board of Directors of BTA Bank JSC.

4. On bringing former managers of BTA Bank JSC to responsibility in compliance with the laws of the Republic of Kazakhstan.

5. On changes in the membership of the Board of Directors of BTA Bank JSC.

Further the attendants heard reports on the agenda issues of the Extraordinary General Meeting of Shareholders of BTA Bank JSC.

1. Chairman of the Management Board of BTA Bank JSC, Mr. Anvar G. Saidenov took floor **as to the second issue of the agenda** on increasing number of Tabulation Commission members.

Mr. A.G. Saidenov informed that pursuant to article 46 of the Law of the Republic of Kazakhstan "On Joint-Stock Companies" Tabulation Commission shall include not less than three members. As of the date the Tabulation Commission includes three persons: Ms. Olga Y. Beloborodova, Ms. Yekaterina S. Demenkova, Ms. Saule O. Tuleuova. Powers of the members of the Tabulation Commission have been determined by Minutes No.54 of Annual General Meeting of Shareholders of the Bank dated July 1, 2009. In order to provide activities of the Tabulation Commission its being suggested to increase number of Tabulation Commission members by including two reserve members for the cases of absence of one or more members of the Tabulation Commission at the moment of General Meeting as far as members of the Tabulation Commission are officers of BTA Bank JSC and cannot be always available for the work of General Meeting of Shareholders due to business trips, leaves and other business issues.

Mr. A.G. Saidenov offered the shareholders to get acquainted with resumes of Tabulation Commission members: Ms. Olesya A. Ivanova – Head of Organizational, Economic and other Activities Division of Legal Department of BTA Bank JSC; Ms. Dinna B. Omarkulovna – Senior Specialist of Work with Capital sub-Division of Work with Capital Division of BTA Bank JSC and elect them into membership of the Tabulation Commission.

Chairman of the meeting suggested that shareholders and shareholders' representatives raise questions to the speaker as to the second issue of agenda. No questions or comments as to the second issue of agenda followed. Chairman of the Meeting has put the issue on increasing number of Tabulation Commission members to vote.

The voting has been taken on "one share" – "one voice" basis.

Ms. O.E. Beloborodova informed that 26 557 649 votes took part voting and announced **results of the voting as follows:**

"Agree" - 26 557 649 votes;
"Contrary" - no;
"Abstain" - no.

Chairman of the Meeting announced that f**ollowing voting the meeting has adopted:**

- **to elect reserve members into the Tabulation Commission of BTA Bank JSC:**
  - **Ms. Olesya A. Ivanova – Head of Organizational, Economic and other Activities Division of Legal Department of BTA Bank JSC;**
  - **Ms. Dinna B. Omarkulovna – Senior Specialist of Work with Capital sub-Division of Work with Capital Division of BTA Bank JSC**.

In order to ensure work of General Meeting of Shareholders, number of members of the Tabulation Commission shall be three, and in case of absence of one of the members of the Tabulation Commission as of the date of a General Meeting, to engage one of the reserve members of the Tabulation Commission.

2. Chairman of the Management Board of BTA Bank JSC, Mr. Anvar G. Saidenov took floor **as to the third issue of the agenda** on changes into Rules of determining value of remuneration, payment and reimbursement of expenses to the members of the Board of Directors of BTA Bank JSC.

Mr. A.G. Saidenov informed that pursuant to provisions of Information Memorandum approved by Minutes of the Steering Committee Meeting dated May 28, 2010, BTA Bank JSC shall undertake to reimburse expenses of the Creditor Directors in the Board of Directors, arising out of performing their duties. Development and introduction of such provision have been initiated by legal advisors of the Steering Committee. Legal advisor of BTA Bank JSC has confirmed legitimacy of the provision in compliance with the laws. Execution of such liability shall be made by entering into Agreement with a Creditor Director. Shareholders of BTA Bank JSC are being offered to approve standard form of agreement with Creditors Directors in the Board of Directors on "***Indemnities".***

Whereas guarantees to the members of the Board of Directors as to indemnities, payments and other issues are referred to General Meeting of Shareholders, Board of Directors of BTA Bank JSC kindly suggests General Meeting of Shareholders to approve amendments into "Rules of determining value of remuneration, payment and reimbursement of expenses to the members of the Board of Directors", in part of annual remuneration value of the Creditor Directors of the Board of Directors pursuant to recommendations of KIENBAUM recruiting company, appointed by the Steering Committee as indicated in the letter to BTA Bank JSC dated July 20, 2010; to approve terms of agreement of Creditor Director in the Board of Directors on "***Indemnities"***.

Chairman of the Meeting thanked Mr. A.G. Saidenov for information and suggested that shareholders and shareholders' representatives raise questions to the speaker as to the third issue of agenda. No questions or comments as to the third issue of agenda followed. Chairman of the Meeting has put the third issue of the agenda to vote.

The voting has been taken on "one share" – "one voice" basis.

Ms. O.E. Beloborodova informed that 26 557 649 votes took part voting and announced **results of the voting as follows:**

"Agree" - 26 557 649 votes;
"Contrary" - no;
"Abstain" - no.

Chairman of the Meeting announced that f**ollowing voting the meeting has adopted:**

- to introduce amendments into Rules of determining value of remuneration, payment and reimbursement of expenses to the members of the Board of Directors of BTA Bank JSC as approved by Resolution of the Annual General Meeting of Shareholders of BTA Bank JSC dated June 22, 2010, minutes № 56.

3. Chairman of the Meeting gave floor to the Chairman of the Management Board of BTA Bank JSC Mr.

A.G. Saidenov as to the issue on approving New Regulation “On the Board of Directors of BTA Bank JSC”.
Mr. A.G. Saidenov stated that new version of the Regulation has been coordinated in compliance with the effective Law of the Republic of Kazakhstan “On Joint-Stock Companies”. In particular, competence of the Board of Directors has been reconsidered, provisions on possibility to hold telephone and video conferences and functioning of “Board of Directors” electronic data base. A number of issues related to quorums for holding meetings and taking decisions on a certain list of issues has been excluded from the current version subject to draft New Charter. Term “Secretary of the Board of Directors” has been substituted by term “Corporate Secretary”, term “Corporate Secretary Apparat” has been introduced as a department of BTA Bank JSC to support activities of the Board of Directors. There were no material amendments or supplements into new version of Regulation “On the Board of Directors of BTA Bank JSC”. Board of Directors of BTA Bank JSC recommended to the General Meeting to approve new Regulation “On the Board of Directors of BTA Bank JSC”. Corrections as per comments of major shareholder “NWF Samruk-Kazyna” JSC as to the draft of the Regulation have been made.

Chairman of the Meeting suggested that shareholders and shareholders’ representatives raise questions to the speaker as to the fourth issue of agenda. No questions or comments as to the fourth issue of agenda followed. Chairman of the Meeting has put the fourth issue of the agenda to vote.

The voting has been taken on “one share” – “one voice” basis.

Ms. O.E. Beloborodova informed that 26 557 649 votes took part voting and announced **results of the voting as follows:**

“Agree” - 26 557 649 votes;
“Contrary” - no;
“Abstain” - no.

Chairman of the Meeting announced that f**ollowing voting the meeting has adopted:**

- to approve New Regulation on the Board of Directors of BTA Bank JSC and declare Regulation on the Board of Directors of BTA Bank JSC approved by general meeting of shareholders of Bank TuranAlem JSC dated February 22, 2007, Minutes No.45, null and void.

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4. Director of Asset Recovery Department, Ms. Yelena G. Molchanova took floor as the **fifth issue of the agenda:** “On bringing to responsibility former managers of BTA Bank JSC in compliance with the laws of the Republic of Kazakhstan”.

Ms. Y.G. Molchanova informed that in compliance with the Restructuring, under the terms of the restructuring, the Bank has given covenants to its creditors to actively pursue the recovery of valuable assets of the Bank, including assets and redress in respect of the Bank's former management. The Bank is therefore committed to pursuing claims against former management in order to maximise any asset recoveries (which will ultimately benefit the creditors and shareholders of the Bank) in circumstances where it is advised that such claims have a good prospect of success. There are currently various sets of proceedings that are being pursued against the Bank's former management (and individuals and entities connected to them) in England, where they reside. The Bank also expects

to issue further claims of at least the same total amount against former management in the future in jurisdictions such as England.

The specifics of each claim depend upon the individual facts of the case. However, the common element of all of the claims is that the Bank argues that substantial loans were granted and other payments made by the Bank's former management to companies that were owned and controlled by them. These transactions were on terms which were very disadvantageous to the Bank and in breach of Kazakhstani law. The Bank seeks the return of all monies paid under these loans and similar transactions plus any profits and interest and/or delivery of the assets to which the monies were applied. In addition, the Bank is pursuing personal claims for damages against the relevant members of former management on the basis that they acted in bad faith by arranging these transactions in order to misappropriate funds from the Bank. Pursuant to article 63 of the Law of the Republic of Kazakhstan on "Joint-Stock Companies" officers of a company shall be responsible to the company and shareholders for damage caused by their acts (failure to act) pursuant to the laws of the Republic of Kazakhstan, including for losses due to provision of misleading information; violation of the order of information provision provided by this Law. The Company shall be entitled to apply to court under resolution of the General Meeting of Shareholders with claim against an officer for compensation for harm or indemnity.

In regard with the above, it being suggested considering the following:

a) to bring former managers of BTA Bank JSC to responsibility: former Chairman of the Board of Directors Mr. M.Ablyazov, former Chairman of the Management Board Mr. R.Solodchenko, former Deputy Chairman of the Management Board of BTA Bank JSC Mr. Zh. Zharimbetov to BTA Bank JSC pursuant to governing laws for damages caused by their acts or failures to act including losses incurred to BTA Bank JSC;

b) approval, consent, confirmation of all acts made by the executive body of BTA Bank JSC to bring to responsibility former managers to BTA Bank JSC as well as acts of legal companies engaged by Bank's executive body on filing claims to the courts of relevant jurisdictions against former managers of BTA Bank JSC for losses or damages;

c) further work of the executive body of BTA Bank JSC to bring the former managers of BTA Bank JSC to responsibility to BTA Bank JSC *inter alia* by filing claims for losses or damages to the courts of competent jurisdiction.

Chairman of the Meeting suggested that shareholders and shareholders' representatives raise questions to the speaker as to the fifth issue of agenda. No questions or comments as to the fifth issue of agenda followed. Chairman of the Meeting has put the fifth issue of the agenda to vote.

The voting has been taken on "one share" – "one voice" basis.

Ms. O.E. Beloborodova informed that 26 557 649 votes took part voting and announced **results of the voting as follows:**

"Agree" - 26 557 641 votes;
"Contrary" - no;
"Abstain" - 8.

Chairman of the Meeting announced that f**ollowing voting the meeting has adopted:**

a) to bring former managers of BTA Bank JSC to responsibility: former Chairman of the Board of Directors Mr. M.Ablyazov, former Chairman of the Management Board Mr. R.Solodchenko,

former Deputy Chairman of the Management Board of BTA Bank JSC Mr. Zh. Zharimbetov to BTA Bank JSC pursuant to governing laws for damages caused by their acts or failures to act including losses incurred to BTA Bank JSC.

b) to approve, consent to and confirm all acts made by the executive body of BTA Bank JSC to bring to responsibility former managers to BTA Bank JSC as well as acts of legal companies engaged by Bank's executive body on filing claims to the courts of relevant jurisdictions against former managers of BTA Bank JSC for losses or damages.

c) executive body of BTA Bank JSC shall proceed in bringing the former managers of BTA Bank JSC to responsibility to BTA Bank JSC *inter alia* by filing claims for losses or damages to the courts of competent jurisdiction.

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5. Chairman of the Management Board of BTA Bank JSC, Mr. Anvar G. Saidenov took floor **as to the first issue of the agenda "On changes in the membership of the Board of Directors of BTA Bank JSC"** and informed that pursuant to Information Memorandum dated May 1, 2010 as amended and supplements (hereinafter referred to as the Restructuring Plan) approved by the Agency of the Republic of Kazakhstan on regulation and supervision of the financial market and financial organizations dated June 4, 2010 and approved by the Ruling of Specialized Financial Court of Almaty dated July 1, 2010 the Board of Directors of BTA Bank JSC shall include four NWF Samruk-Kazyna JSC Directors, two Creditor Directors and three Independent Directors. Requirements to the membership of the Board of Directors have been determined out of projected structure of Bank's shareholders and subject to criteria set forth by the Restructuring Plan.

on August 2, 2010 Board of Directors of BTA Bank JSC received application from Member of the Board of Directors – Independent Director Mr. U.Wokurka on resignation from the position of a Member of the Board of Directors of BTA Bank JSC with effect since August 17, 2010 due to transfer to another appointment. Thus, as of August 17, 2010 there are eight members of the Board of Directors subject to application of Mr. U.Wokurka on resignation from the Board of Directors. In this regard, there is a necessity to elect an Independent Director to the Board of Directors instead of resigned Mr. U.Wokurka. Vice President of Kazakh Stock Exchange, Mr. Bulat Babenov has been proposed as a candidate to the position of the Member of the Board of Directors – Independent Director.

In its letter dated July 22, 2010 and letter dated August 5, 2010 Steering Committee informed BTA Bank JSC on appointment of its candidates to the Board of Directors for three years as Creditor Directors as follows:

1) Mr. Maarten Leo Pronk
2) Mr. Christoph Schoefboeck

Subject to the above and in order to comply with the Restructuring Plan, General Meeting of Shareholders is kindly suggested:

1) to take note of application of Member of the Board of Directors – Independent Director Mr. U.Wokurka on resignation from the Board of Directors with effect since August 17, 2010.

2) to terminate powers of the following members of the Board of Directors of BTA Bank JSC:

- Mr. Yerlan N. Tatishev
- Mr. Kairat M. Aitekenov

3) to elect the following candidates into the Board of Directors of BTA Bank JSC:

- Mr. Maarten Leo Pronk as a Member of the Board of Directors – Creditor Director;
- Mr. Christoph Schoefboeck as a Member of the Board of Directors – Creditor Director;
- Mr. Bulat Babenov as a Member of the Board of Directors – Independent Director.

Chairman of the Meeting suggested that shareholders and shareholders' representatives raise questions to the speaker as to the first issue of agenda. No questions or comments as to the first issue of agenda followed. Chairman of the Meeting suggested that shareholders and shareholders' representatives:

1) take note of the application of the Member of the Board of Directors – Independent Director Mr. U.Wokurka on resignation from the Board of Directors with effect since August 17, 2010.

2) vote on termination of powers of members of the Board of Directors of BTA Bank JSC:

- Mr. Yerlan N. Tatishev
- Mr. Kairat M. Aitekenov

Ms. O.E. Beloborodova informed that 26 557 649 votes took part voting and announced **results of the voting as follows:**

"Agree" - 26 557 649 votes;
"Contrary" - no;
"Abstain" - no.

Chairman of the Meeting announced that f**ollowing voting the meeting has adopted:**

- to terminate powers of the following members of the Board of Directors of BTA Bank JSC:

- **Mr. Yerlan N. Tatishev**
- **Mr. Kairat M. Aitekenov**

3) Chairman of the Meeting has informed that pursuant to article 54 of the law of the Republic of Kazakhstan "On Joint-Stock Companies" members of the Board of Directors shall be elected by cumulative voting.

During cumulative voting, total number of voting shares shall be multiplied by number of candidates to be elected into the Board of Directors.

Chairman of the Meeting suggested voting on election of new members of the Board of Directors of BTA Bank JSC by distribution of votes among the candidates by executing cumulative voting ballot received by shareholders/shareholders' representatives at registration.

Subject to approved time-limits of the Extraordinary General Meeting of Shareholders 15-minutes coffee break has been announced. Tabulation Commission started calculating votes on election of new members into the Board of Directors of BTA Bank JSC.

After coffee break, the Chairman of the Meeting asked the Tabulation Commission to announce results of cumulative voting.

Ms. O.E. Beloborodova informed that 79 672 947 votes took part voting and announced **results of the voting as follows:**

Candidate - Mr. Christoph Schoefboeck

"Agree" - 26 557 649 votes;
"Contrary" - no;
"Abstain" - no.

Candidate - Mr. Maarten Leo Pronk

"Agree" - 26 557 649 votes;
"Contrary" - no;
"Abstain" - no.

Candidate - Mr. Bulat B. Babenov

"Agree" - 26 557 649 votes;
"Contrary" - no;
"Abstain" - no.

3) Chairman of the Meeting announced that following cumulative voting the meeting has adopted:

- to elect the following persons into the Board of Directors of BTA Bank JSC:
1. Mr. Christoph Schoefboeck – Member of the Board of Directors of BTA Bank JSC, Creditor Director for three years;
2. Mr. Maarten Leo Pronk - Member of the Board of Directors of BTA Bank JSC, Creditor Director for three years;
3. Mr. Bulat B. Babenov - Member of the Board of Directors of BTA Bank JSC, Independent Director until expiry of powers of the Board of Directors of BTA Bank JSC.

Thus, subject to newly elected members the Board of Directors of BTA Bank JSC shall be comprised of the following members:

1. Mr. Arman G. Dunayev
2. Mr. Anvar G. Saidenov
3. Mr. Aidan T. Karibzhanov
4. Mr. Abai M. Iskandirov
5. Mr. Yurki Talvite
6. Mr. Konstantin N. Korischenko
7. Mr. Christoph Schoefboeck
8. Mr. Maarten Leo Pronk
9. Mr. Bulat B. Babenov

The Chairman of the meeting has announced that agenda is exhausted and suggested to close the meeting and put the issue to vote.

The voting has been taken by "one shareholder" – "one voice" basis.

3 shareholders/shareholders' representatives took part in voting.

Results of the voting:
"Agree" - 3 votes;
"Contrary" - no;
"Abstain" - no.

Following voting the meeting has adopted: to close Extraordinary general meeting of shareholders of BTA Bank JSC.

Chairman of the meeting _____**/S.M. Dugashev**

Secretary of the meeting _____**/O.V. Pitulova**

Shareholder holding more than 10% of shares NWF "Samruk-Kazyna" JSC represented by _____**/ L.E. Ibragimova**

Tabulation Commission : _____**/Y.S. Demenkova**

_____**/O.E. Beloborodova**

_____**/S.O. Tuleuova**