BTA BANK

MINUTES No.64
on voting results at the extraordinary meeting of shareholders
BTA Bank Joint-Stock Company

Venue:	Conference Hall, 2nd floor, A2 Unit, 97, Zholdasbekov str., Samal-2 mcrd., Almaty
Location of the authorized body:	97, Zholdasbekov str., Samal-2 mcrd., Almaty
Date:	July 24, 2012
Beginning of shareholders registration:	09.30 a.m.
End of shareholders registration:	11.00 a.m.
Time of meeting beginning:	11.05 a.m.
Time of meeting end:	11.25 a.m.

Extraordinary general meeting of shareholders was opened by Mr. Anvar G. Saidenov, Chairman of the Board of Directors of BTA Bank JSC who informed that according to decision of the Board of Directors of BTA Bank JSC No.10 dated June 20, 2012 Extraordinary general meeting of shareholders of BTA Bank JSC has been convened to consider and take resolutions on the issues of agenda, thereafter Mr. Anvar Saidenov gave floor to Mr. Aitbayev A.T., a member of the Tabulation Commission to report on legitimacy of the meeting.

Aitbayev A.T. reported that shareholders have been informed on convocation of the Extraordinary General Meeting of Shareholders by advertisement published in "Kazakhstanskaya Pravda" dated June 22, 2012, in the corporate website of BTA Bank JSC on June 22, 2012, and official site of "Kazakh Stock Exchange" JSC dated June 22, 2012. List of shareholders was compiled as of June 26, 2012 by "Center Dar" JSC registrar of BTA Bank JSC. As of the date of compiling list of BTA Bank JSC shareholders, BTA Bank JSC holds 44 209 411 924 units of common placed shares, including 37 357 500 864 voting ones.

According to data provided by tabulation commission, as at the moment of registration of participation in the Extraordinary general meeting of shareholders of BTA Bank JSC 20 (twenty) shareholders and their representatives have been registered to include in aggregate 36 460 130 863 voting common shares of BTA Bank JSC that makes 97,60 percent of the total number of voting shares of BTA Bank JSC including 438 238 000 units accounting for Global Depositary Receipts.

At the Extraordinary General Meeting of Shareholders of BTA Bank JSC the following shareholders are presented:

1. "National Welfare Fund "Samruk-Kazyna" JSC – a shareholder holding 10 and more percent of the voting common shares of BTA Bank JSC - 36 021 892 863 units, that makes 81,48 percent of the total number of placed shares of BTA Bank JSC represented by Mr. Azamat I. Satybaldiyev acting on the basis of power of attorney 85 dated November 28, 2011.

2. The Bank of New York Mellon, Representative of holders of Global Depositary Receipts accounting for common shares of BTA Bank JSC represented by Ms. Anar A. Urakova, acting on the basis of power of attorney No.939529 dated July 18, 2012.

3. Head of Compliance Service – Ms. Zakirova D.B., Head of PR and advertisement Service – Shen V.F.

All attending shareholders are registered and powers of shareholders' representatives are duly checked. At registration all shareholders and their representatives were given materials on the issues of the agenda and voting cards.

Taking into account the above registration results, Member of the Tabulation Commission Mr. Aitbayev A.T. informed on availability of required quorum to conduct of Extraordinary general meeting of shareholders of BTA Bank JSC and make decisions on the issues of the agenda.

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1. Voting results on the issue of electing the Chairman of the meeting.

Voting is made based on "one shareholder – one voice" principle.

20 shareholders took part in voting.

Results of voting**:**
"For" - 20 votes;
«Against» - no;
«Abstain» - no.

Upon results of voting it is decided: to elect Chairman of the Management Board Mr. Sakhilzhan M. Dugashev, Corporate Secretary of BTA Bank JSC.

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2. Voting results on the issue of electing the Secretary of the meeting.

Voting is made based on "one shareholder – one voice" principle.

20 shareholders took part in voting.

Results of voting**:**
"For" - 20 votes;
«Against» - no;
«Abstain» - no.

Upon results of voting it is decided: **to elect secretary of the meeting Ms. Olga V. Pitulova a corporate secretary assistant of BTA Bank JSC.**

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3. Voting results on the issue of approving the order of the meeting.

Voting is made based on "one shareholder – one voice" principle.

20 shareholders took part in voting.

Results of voting**:**
"For" - 20 votes;
«Against» - no;
«Abstain» - no.

Upon results of voting it is decided: to approve the following order of the meeting: **5 minutes for speeches, up to 5 minutes for discussions over issues of the agenda. To hold the meeting without breaks.**

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4. Voting results on the issue of setting a form of voting.

Voting is made based on "one shareholder – one voice" principle.

20 shareholders took part in voting.

Results of voting**:**
"For" - 20 votes;
«Against» - no;
«Abstain» - no.

Upon results of voting it is decided: to set an open form of voting in taking decisions at the Extraordinary General Meeting of Shareholders of BTA Bank JSC.

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5. Voting results on the issue of approving agenda of extraordinary general meeting of the shareholders of BTA Bank JSC.

Voting is made based on "one share – one voice" principle.

36 460 130 863 votes (including 36 460 130 863 votes ast by shareholders' representatives) took part in voting.

Results of voting**:**
"For" - 36 460 130 863 votes;
«Against» - no;
«Abstain» - no.

Upon results of voting it is decided to approve agenda of the Extraordinary General Meeting of Shareholders of BTA Bank JSC in the version as suggested: «On determination of the audit company for audit of the financial statements of "BTA Bank" for the 2012 year».

6.Results of voting on agenda: «On determination of the audit company for audit of the financial statements of "BTA Bank" for the 2012 year».

Voting is made based on "one share – one voice" principle.