MINUTES No.66
on the results of voting
at the Annual General 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:	February 14, 2013
Beginning of shareholders registration:	09.00 a.m.
End of shareholders registration:	10.00 a.m.
Time of meeting beginning:	10.08 a.m.
Time of meeting end:	11.15 a.m.

The Annual General Meeting of Shareholders was opened by Chairman of the Board of Directors Mr. Anvar G. Saidenov, who informed that according to decision of the Board of Directors of BTA Bank JSC No.1 dated January 14, 2013 Annual general meeting of shareholders of BTA Bank JSC has been convened to consider and take resolutions on the issues of agenda, thereafter Mr. Anvar G. Saidenov gave floor to Ms. S.O. Tuleuova to report on legitimacy of the meeting.

Ms. S.O. Tuleuova reported that shareholders have been informed on convocation of the Annual General Meeting of Shareholders by advertisement posted on the corporate website of BTA Bank JSC on January 14, 2013 and official site of “Kazakh Stock Exchange” JSC on January 14, 2013, internet resource of the financial statements depositary on January 14, 2013. BTA Bank JSC holds 641,495,796,238 units of common placed shares, including 626,977,692,122 voting ones.

According to data provided by tabulation commission, as at the moment of registration of participation in the Annual general meeting of shareholders of BTA Bank JSC 20 (twenty) shareholders and their representatives have been registered to include in aggregate 625,381,743,300 voting common shares of BTA Bank JSC that makes 99.75 percent of the total number of voting shares of BTA Bank JSC including 42,422,500 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 - 623 942 759 530 units, that makes 97.28 percent of the total number of placed shares of BTA Bank JSC represented by Mr. Aidar G. Saitkassimov acting on the basis of power of attorney №24 dated February 12, 2013.
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 № 980456 dated February 13, 2013.
3. Other shareholders and their representatives.

4. Deputy Head of Compliance Service of BTA Bank JSC Ms. A. Amandykova; Managing Director, Member of the Management Board Ms. Sh. Basambayeva; Managing Director, Member of the Management Board Mr. V. Romanyuk; Executive Director, Director of

Financial Controlling Department Ms. R. Ilyasova; Executive Director, Director of Investments and Capital Department of BTA Bank JSC Ms. N.Loginova; Chief Accountant of BTA Bank JSC Ms. A. Maxutova; Head of PR and Advertisement Service Ms. V. Shen and other officers of BTA Bank JSC.

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 Ms. S.O. Tuleuova, informed on availability of required quorum to conduct of the Annual general meeting of shareholders of BTA Bank JSC and make decisions on the issues of the agenda.

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1. Results of voting on the issue of election of the Chairman of the meeting.

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

Six shareholders took part in voting.

Results of voting:
«for» - 6 votes;
«against» - no;
«abstain» - no.

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

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2. Results of voting on the issue of election of the Secretary of the meeting.

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

Six shareholders took part in voting.

Results of voting:
«for» - 6 votes;
«against» - no;
«abstain» - no.

Upon results of voting it is decided: to elect Ms. Olga V. Pitulova, Corporate Secretary Assistant of BTA Bank JSC as the secretary of the meeting.

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3. Results of voting on the issue of approval of the order of the meeting.

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

Six shareholders took part in voting.

Results of voting:
«for» - 5 votes;
«against» - 1 vote;
«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. Results of voting on the issue of determining the form of voting

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

Six shareholders took part in voting.

Results of voting:
«for» - 6 votes;
«against» - no;
«abstain» - no.

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

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5. Results of voting on the issue of approval of agenda of the Annual General Meeting of Shareholders of BTA Bank JSC.
Voting is made based on "one share – one voice" principle.

625 342 608 800 votes (including 625 342 058 411 votes cast by shareholders' representatives) took part in voting.

Results of voting:

«for» - 625 342 608 800 votes;
«against» - no;
«abstain» - no.

Upon results of voting it is decided:

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

1. On approval of the New Charter of BTA Bank JSC.

2. On approval of the New Corporate Governance Code of BTA Bank JSC.

3. On approval of the New Regulations on the Board of Directors of BTA Bank JSC.

4. On approval of the New "Rules on fixing value of the remuneration, terms of payment and reimbursement to the Members of the Board of Directors of BTA Bank JSC.

5. On appointing an auditor for consolidated and selected financial statements of BTA Bank JSC for 2012.

6. On approval of the audited annual consolidated financial statements of BTA Bank JSC for 2011.

7. On determining procedure for allocation of the net income of BTA Bank JSC for then ended 2011 financial year and value of dividends per one common share of BTA Bank JSC.

8. On determining a quantitative composition of the Board of Directors of BTA Bank JSC.

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

10. On approval of amendments and supplements to the Rules on buy back of placed shares of BTA Bank JSC approved by Resolution of the General Shareholders' Meeting of Bank TuranAlem JSC (Minutes No. 45 dated February 22, 2007).

11. On the issue of addresses made by the shareholders regarding activities of BTA Bank JSC and its officers and results of consideration thereof.

12. Information on the value and structure of remuneration to the Directors and members of the Management Board of BTA Bank JSC in 2011.

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6. Results of voting on the first issue of agenda: «On approval of the New Charter of BTA Bank JSC».

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

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders' representatives) took part in voting.

«for» - 625 353 148 300 votes (including 13 827 500 votes cast by holders of GDRs acconting for common shares of BTA Bank JSC);

«against» - 28 595 000 votes (including 28 595 000 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«abstain» - no.

According to the results of voting, the following resolution was taken:

1. To approve New Charter of BTA Bank JSC.
2. To vest power in Mr. Y.Zh. Balapanov, Chairman of the Management Board of BTA Bank JSC to sign New Charter of BTA Bank JSC.
3. To vest power in Mr. Y.Zh. Balapanov, Chairman of the Management Board of BTA Bank JSC to do all necessary actions to register the Charter and other things arising out of this resolution.

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7. Results of voting on the second issue of agenda: «On approval of Corporate Governance Code of BTA Bank JSC».

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

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders' representatives) took part in voting.

«for» - 625 353 148 292 votes (including 13 827 500 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«against» - 28 595 000 votes (including 28 595 000 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«abstain» - 8 votes.

According to the results of voting, the following resolution was taken:

1. To approve New Corporate Governance Code of BTA Bank JSC.
2. To cease effect of Corporate Governance Code of BTA Bank JSC approved by Resolution of the Annual General Shareholders' Meeting of BTA Bank JSC, minutes No.56 dated June 22, 2010.

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8. Results of voting on the third issue of agenda: «On approval of New Regulations on the Board of Directors of BTA Bank JSC».

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

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders' representatives) took part in voting.

«for» - 625 353 148 300 votes (including 13 827 500 votes by holders of GDRs accounting for common shares of BTA Bank JSC);

«against» - 28 595 000 votes (including 28 595 000 votes by holders of GDRs accounting for common shares of BTA Bank JSC);

«abstain» - no.

According to the results of voting, the following resolution was taken:

1. To approve New Regulations on the Board of Directors of BTA Bank JSC.
2. To cease effect of the Regulations on the Board of Directors of BTA Bank JSC approved by resolution of the General Shareholders' meeting of BTA Bank JSC, Minutes No.57 dated August 19, 2010.

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9. Results of voting on the fourth issue of agenda: «On approval of New Rules on fixing value of the remuneration, terms of payment and reimbursement to the Members of the Board of Directors of BTA Bank JSC».

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

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders' representatives) took part in voting.

«for» - 625 381 397 792 votes (including 42 077 000 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«against» - 345 500 votes (including 345 500 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«abstain» - 8 votes.

According to the results of voting, the following resolution was taken:

1. **To approve New Rules on fixing value of the remuneration, terms of payment and reimbursement to the Members of the Board of Directors of BTA Bank JSC.**
2. **To cease effect of resolution of the annual general shareholders' meeting of BTA Bank JSC (Minutes No.56 dated June 22, 2010) on approval of the Rules on fixing value of the remuneration, terms of payment and reimbursement to the Members of the Board of Directors of BTA Bank JSC.**

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10. Results of voting on the fifth issue of agenda: «On appointing an auditor for consolidated and selected financial statements of BTA Bank JSC for 2012».

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

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders' representatives) took part in voting.

«for» - 625 381 743 300 votes (including 42 422 500 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«against» - no;

«abstain» - no.

According to the results of voting, the following resolution was taken:

To appoint Ernst & Young LLP as the auditor of BTA Bank JSC consolidated and selected financial statements for 2012.

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11. Results of voting on the sixth issue of agenda: «On approval of the audited annual consolidated financial statements of BTA Bank JSC for 2011».

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

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders' representatives) took part in voting.

«for» - 625 381 743 300 votes (including 42 422 500 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«against» - no;

«abstain» - no.

According to the results of voting, the following resolution was taken:

To approve audited annual consolidated financial statements of BTA Bank JSC for 2011.

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12. Results of voting on the seventh issue of agenda: «On determining procedure for allocation of the net income of BTA Bank JSC for then ended 2011 financial year and value of dividends per one common share of BTA Bank JSC».

Voting is made based on “one share – one voice” principle.

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders’ representatives) took part in voting:

«for» - 625 381 743 300 votes (including 42 422 500 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«against» - no;

«abstain» - no.

According to the results of voting, the following resolution was taken:

1. to take into account information on impossibility to replenish reserve capital due to lack of net income of BTA Bank JSC.
2. not to allocate net income of BTA Bank JSC for then ended 2011 financial year and not to pay dividends on common shares of BTA Bank JSC for 2011 due to lack of the net income of the Bank.

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13. Results of voting on the eighth issue of agenda: «On determining a quantitative composition of the Board of Directors of BTA Bank JSC».

Voting is made based on “one share – one voice” principle.

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders’ representatives) took part in voting:

«for» - 625 381 743 292 votes (including 42 422 500 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«against» - no;

«abstain» - 8 votes.

According to the results of voting, the following resolution was taken:

1. **To determine term of powers of the Board of Directors of BTA Bank JSC for three years since the date of the resolution.**
2. **To determine number of Directors of 6 persons.**

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14. Results of voting on the ninth issue of agenda: «On changes in the membership of the Board of Directors of BTA Bank JSC».

<u>On early termination of powers of the member of the Board of Directors Mr. Murat Baisynov as Director, representative of Samruk-Kazyna JSC</u>

Voting is made based on “one share – one voice” principle.

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders’ representatives) took part in voting:

«for» - 625 381 743 300 votes (including 42 422 500 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«against» - no;

«abstain» - no.

According to the results of voting, the following resolution was taken:

To early terminate powers of Mr. Murat Baisynov as Director, representative of Samruk-Kazyna JSC.

On early termination of powers of Mr. Bulat Babenov, Independent Director in the Board of Directors of BTA Bank JSC.

Voting is made based on “one share – one voice” principle.

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders’ representatives) took part in voting.

«for» - 625 381 743 300 votes (including 42 422 500 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«against» - no;

«abstain» - no.

According to the results of voting, the following resolution was taken:

To early terminate powers of Mr. Bulat Babenov, Independent Director in the Board of Directors of BTA Bank JSC.

On early termination of powers of Mr. Yurki Talvitie Independent Director in the Board of Directors of BTA Bank JSC.

Voting is made based on “one share – one voice” principle.

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders’ representatives) took part in voting.

«for» - 625 381 743 292 votes (including 42 422 500 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«against» - no;

«abstain» - 8 votes.

According to the results of voting, the following resolution was taken:

To early terminate powers of Mr. Yurki Talvitie, Independent Director in the Board of Directors of BTA Bank JSC.

On Ms. Yelena Bakhmutova, the candidate to the Board of Directors, representative of Samruk-Kazyna JSC.

Voting is made based on “one share – one voice” principle.

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders’ representatives) took part in voting.

«for» - 625 381 743 292 votes (including 42 422 500 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«against» - no;

«abstain» - 8 votes.

According to the results of voting, the following resolution was taken:

to elect Ms. Yelena Bakhmutova to the Board of Directors as representative of Samruk-Kazyna JSC.

On Ms. Mira Koshkimbayeva, the candidate to the Board of Directors, representative of Samruk-Kazyna JSC.

Voting is made based on “one share – one voice” principle.

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders’ representatives) took part in voting.

«for» - 625 381 743 300 votes (including 42 422 500 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«against» - no;

«abstain» - no.

According to the results of voting, the following resolution was taken:
To elect Ms. Mira Koshkimbayeva to the Board of Directors as representative of Samruk-Kazyna JSC.

On Ms. Raikhan Imambayeva, the candidate to the Board of Directors, representative of Samruk-Kazyna JSC.

Voting is made based on “one share – one voice” principle.

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders’ representatives) took part in voting.

«for» - 625 381 743 300 votes (including 42 422 500 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«against» - no;

«abstain» - no.

According to the results of voting, the following resolution was taken:

To elect Ms. Raikhan Imambayeva to the Board of Directors as representative of Samruk-Kazyna JSC.

On Mr. Yury Voicehovsky, the candidate to the Board of Directors as Independent Director.

Voting is made based on “one share – one voice” principle.

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders’ representatives) took part in voting.

«for» - 625 381 743 300 votes (including 42 422 500 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«against» - no;

«abstain» - no.

According to the results of voting, the following resolution was taken:

to elect Mr. Yury Voicehovsky to the Board of Directors as Independent Director.

On Mr. Konstantin Korischenko, the candidate to the Board of Directors as Independent Director to voting.

Voting is made based on “one share – one voice” principle.

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders’ representatives) took part in voting.

«for» - 625 381 743 300 votes (including 42 422 500 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«against» - no;

«abstain» - no.

According to the results of voting, the following resolution was taken:

To elect Mr. Konstantin Korischenko to the Board of Directors as Independent Director.

Thus, taking into account elected Members the Board of Directors of BTA Bank JSC now has the following composition:

1. **Ms. Yelena Bakhmutova,** Member of the Board of Directors of BTA Bank JSC, Representative of Samruk-Kazyna JSC;
2. **Mr. Yerik Balapanov,** Member of the Board of Directors of BTA Bank JSC, Representative of Samruk-Kazyna JSC;
3. **Ms. Mira Koshkimbayeva,** Member of the Board of Directors of BTA Bank JSC, Representative of Samruk-Kazyna JSC;
4. **Ms. Raikhan Imambayeva,** Member of the Board of Directors of BTA Bank JSC,

Representative of Samruk-Kazyna JSC;

5. **Mr. Yury Voicehovsky**, Member of the Board of Directors of BTA Bank JSC, Independent Director;
6. **Mr. Konstantin Korischenko,** Member of the Board of Directors of BTA Bank JSC, Independent Director;

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15. Results of voting on the tenth issue of agenda: «On approval of amendments and supplements to the Rules on buy back of placed shares of BTA Bank JSC approved by Resolution of the General Shareholders' Meeting of Bank TuranAlem JSC (Minutes No. 45 dated February 22, 2007)».

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

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders' representatives) took part in voting.

«for» - 625 353 148 300 votes (including 13 827 500 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«against» - 28 595 000 votes (including 28 595 000 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«abstain» - no.

According to the results of voting, the following resolution was taken:

to approve amendments and supplements to the Rules on buy back of placed shares of BTA Bank JSC approved by Resolution of the General Shareholders' Meeting of Bank TuranAlem JSC (Minutes No. 45 dated February 22, 2007).

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16. Results of voting on the eleventh issue of agenda: «On the issue of addresses made by the shareholders regarding activities of BTA Bank JSC and its officers and results of consideration thereof».

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

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders' representatives) took part in voting.

«for» - 625 381 397 800 votes (including 42 077 000 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«against» - 345 500 votes (including 345 500 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«abstain» - no.

According to the results of voting, the following resolution was taken:

To take into account information on addresses made by the shareholders regarding activities of the Company and its officers and results of consideration thereof.

17. Results of voting on the twelfth issue of agenda: «Information on the value and structure of remuneration to the Directors and members of the Management Board of BTA Bank JSC in 2011».

Voting is made based on “one share – one voice” principle.

625 381 743 300 votes (including 625 381 192 911 votes cast by shareholders’ representatives) took part in voting.

«for» - 625 353 148 300 votes (including 13 827 500 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«against» - 28 595 000 votes (including 28 595 000 votes cast by holders of GDRs accounting for common shares of BTA Bank JSC);

«abstain» - no.

According to the results of voting, the following resolution was taken:

To take into account information on the value and structure of remuneration to the Directors and members of the Management Board of BTA Bank JSC in 2011.

18. Results of voting on the suggestion to close the meeting.

Voting on this issue was made on “one shareholder – one voice” principle.
Six shareholders took part in voting.

Results of voting:
«for» - 6 votes;
«against» - no;
«abstain» - no.

Upon results of voting it is decided: to close Annual General Meeting of Shareholders of BTA Bank JSC.
Tabulation Commission:

/ _____/ A. Aitbayev
signature

/_____/ O. Ivanova
siganture

/ _____ /S. Tuleuova
siganture