

Information for shareholders' consideration at the Annual General Shareholders' Meeting of JSC Halyk Bank to be held on 22 April 2016

Item 1 on the agenda: "Approval of the agenda of the Annual General Shareholders' Meeting of JSC Halyk Bank"

Agenda of the Annual General Shareholders' Meeting of JSC Halyk Bank proposed for approval and published in the mass media - "Egemen Kazakhstan" and "Kazakhstanskaya Pravda" newspapers on 4 March 2016:

1. Approval of the agenda of the Annual General Shareholders' Meeting of JSC Halyk Bank.
2. Approval of JSC Halyk Bank's annual financial statements for the year ended 31 December 2015.
3. Determination of the audit firm to conduct audit of JSC Halyk Bank during 2016-2018.
4. Approval of distribution of JSC Halyk Bank's net income for the year ended 31 December 2015. Adoption of a resolution on payment of dividends on JSC Halyk Bank's common shares. Approval of the amount of dividend per common share of JSC Halyk Bank.
5. Consideration of 2015 Performance Report of the Board of Directors of JSC Halyk Bank.
6. Early termination of powers of the member of the Board of Directors of JSC Halyk Bank.
7. Election of the member of the Board of Directors of JSC Halyk Bank and determination of the term of his/her powers.
8. Exchange of outstanding preferred shares of JSC Halyk Bank and preferred shares convertible to common shares of JSC Halyk Bank for the common shares of JSC Halyk Bank, determination of terms and procedures for such exchange.
9. Increase in the number of authorized common shares of JSC Halyk Bank and change of the type of unallocated authorized preferred shares of JSC Halyk Bank.
10. Approval of amendments to the Charter of JSC Halyk Bank.
11. Approval of amendments to the Corporate Governance Code of JSC Halyk Bank.
12. Approval of amendments to the Regulations on the Board of Directors of JSC Halyk Bank.
13. Approval of amendments to the Methodology of determining the value of shares to be repurchased by JSC Halyk Bank on the over-the-counter securities market.
14. Informing shareholders of JSC Halyk Bank on the amount and structure of remuneration of the members of the Board of Directors and the Management Board of JSC Halyk Bank.
15. Consideration of information on shareholders' appeals on actions of JSC Halyk Bank and its officials, and on results of consideration thereof.
16. Determination of the number and the term of powers of members of the Ballot Committee of JSC Halyk Bank, election of the Ballot Committee members.

Item 2 on the agenda: “Approval of JSC Halyk Bank’s annual financial statements for the year ended 31 December 2015”

Dear Shareholders!

In accordance with Articles 35 and 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies" the annual financial statements of the Company should be approved at the Annual General Shareholders' Meeting.

The Board of Directors of the Bank proposes to approve the annual financial statements of JSC Halyk Bank and Independent Auditors' Report for the year ended 31 December 2015 which is available at the corporate website of JSC Halyk Bank: <http://halykbank.kz/en/financial-reports>.

Item 3 on the agenda: “Determination of the audit firm to conduct audit of JSC Halyk Bank during 2016-2018”

Dear Shareholders!

In accordance with Article 57 of the Law of the Republic of Kazakhstan "On Banks and Banking Activity in the Republic of Kazakhstan" (hereinafter - the "Law on Banks") the annual financial statements JSC Halyk Bank shall be audited by audit organization authorized to conduct audit under the law on auditing and in accordance with the requirements of the Law on Banks.

According to sub-clause 6) clause 1 Article 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies" and Article 26 of JSC Halyk Bank's Charter, determination of the audit firm to conduct of audit organization falls within the exclusive competence of the General Shareholders' Meeting.

Over the past nine years, the audit organization Deloitte LLP has conducted the audit of JSC Halyk Bank and other members of the banking conglomerate, which by resolution of the Annual General Shareholders' Meeting was selected as an audit organization for the audit and approval of the annual financial reports of JSC Halyk Bank, in accordance with international standards and requirements of the National Bank of Kazakhstan.

Based on the tender results Deloitte LLP was selected as the audit organization to provide audit services to JSC Halyk Bank, following performance results for 2016-2018.

Taking into account the above, the Board of Directors of JSC Halyk Bank proposes the General Shareholders' Meeting to determine Deloitte LLP as the audit organization to provide audit services to JSC Halyk Bank, following operation results for 2016-2018.

Item 4 on the agenda: “Approval of distribution of JSC Halyk Bank’s net income for the year ended 31 December 2015. Adoption of a resolution on payment of dividends on JSC Halyk Bank’s common shares. Approval of the amount of dividend per common share of JSC Halyk Bank”

Dear Shareholders!

In accordance with Articles 35 and 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies", Articles 25 and 26 of the Charter of JSC Halyk Bank, the Board of Directors of JSC Halyk Bank proposes the Annual General Shareholders' Meeting of JSC Halyk Bank to pass the following resolutions on the fourth item on the agenda:

Approve the following distribution of net income of JSC Halyk Bank, received by the results of the 2015 financial and operating performance of JSC Halyk Bank:

- part of net income not exceeding KZT 338 215 168,00 (three hundred and thirty eight million two hundred and fifteen thousand one hundred and sixty-eight tenge 00 tiyn) to be allocated for payment of dividends on preferred shares of JSC Halyk Bank (NIN KZ1P33870117) and preferred shares convertible to common shares of JSC Halyk Bank (NIN KZ1P33870216), in the amount stipulated by the Share Issue Prospectus of JSC Halyk Bank and in the order stipulated by the authorized body of JSC Halyk Bank (including the amount of taxes to be payable in accordance with legislation of the Republic of Kazakhstan);

- the dividends on common shares of JSC Halyk Bank shall not be accrued and paid;

- part of net income of JSC Halyk Bank, which is remained after payment of dividends on preferred shares of JSC Halyk Bank and preferred shares convertible to common shares of JSC Halyk Bank, shall not be distributed and shall be allocated to retained earnings.

Item 5 on the agenda: “Consideration of 2015 Performance Report of the Board of Directors of JSC Halyk Bank”

Dear Shareholders!

As you are aware, in accordance with the Corporate Governance Code of JSC Halyk Bank, the performance of JSC Halyk Bank Board of Directors is evaluated by the Annual General Shareholders' Meeting

At the same time the Board of Directors should give a formal and rigorous assessment of its own performance, as well as the activities of its Committees and members of the Board of Directors.

Pursuant to this requirement please be informed that during the reporting year the activity of the Board of Directors has been focused on implementation of the Halyk Group Corporate Strategy for 2013-2015 and implemented in strict compliance with the standards of corporate governance.

The in-person meetings of the Board of Directors were conducted with the participation of foreign independent directors for a discussion of the most important and strategic issues of JSC Halyk Bank. In cases permitted by the law, the decisions on operational issues were passed by the Board of Directors by absent voting.

In 2015 the Board of Directors of JSC Halyk Bank held 4 in-person meetings with 46 issues considered, and 416 meetings by absent voting.

Consistently considered issues:

- once per semester - Halyk Group Corporate Strategy Implementation Reports for 2013-2015 by the Management Board of JSC Halyk Bank and the subsidiaries;

- quarterly Halyk Group Performance and Budget Reports by the Management Board of JSC Halyk Bank, following the results of which the Board of Directors had entered appropriate adjustments;

- information on current status of the 20 largest projects of JSC Halyk Bank, including loans and contingent liabilities;

- risk management, in particular, analysis of the loan portfolio quality, analysis of related parties transactions to avoid soft loans for such persons;

- internal audit;

- other managerial information that is provided in accordance with the requirements of applicable legislation of the Republic of Kazakhstan.

The results of stress testing of the loan portfolio of JSC Halyk Bank were considered under world economic development scenario, effect on the loan portfolio and share capital of JSC Halyk Bank was determined.

The Board of Directors was convinced that even under the worst scenario, the JSC Halyk Bank's position will remain enough strong.

The Chief Risk Officer, Chief Compliance Controller reported on efficiency of compliance risk management in JSC Halyk Bank and certain subsidiaries and on the activities carried out in anti-money laundering, combating the financing of terrorism.

The important and major work carried out by the Board of Directors in 2015,

was the discussion and approval of the Halyk Group Corporate Strategy for 2016-2018.

The Board of Directors regularly considered the Halyk Group Corporate Strategy Implementation Reports for 2013-2015, making sure that the Corporate Strategy was successfully performed, whereby Halyk Group strengthened its position at the financial services market.

In general, the objectives set by the Board of Directors to Halyk Group are to further strengthen the Bank's position and be the 1st in Kazakhstan by the vast majority of the market positions, and in subsidiaries – to strengthen their leading positions in their respective business.

The Board of Directors also ensures proper control over activities carried out by the Management Board, Internal Audit Service and other bodies of JSC Halyk Bank through Committees under the Board of Directors:

- audit;
- nomination and remuneration;
- strategic planning;
- social issues.

Committee statistics:

Committee	In-person meetings	Meetings by absent voting	Total
Audit Committee	3	43	46
Nomination and Remuneration Committee	-	14	14
Strategic Planning Committee	5	-	5
Committee on Social Affairs	2	-	2
Total	10 meetings	57 meetings	67 meetings

The most important issues considered by the Committees:

- Draft Halyk Group Development Strategy for 2016-2018;
- Draft JSC Halyk Bank IT-Transformation Program till 2020;
- Implementation status of JSC Halyk Bank IT-Transformation Program till 2020;
- Interim implementation results of Halyk Group Corporate Strategy for 2013-2015;

- The audit results of business processes and subdivisions of JSC Halyk Bank by the internal audit, including the corporate governance processes and interaction with shareholders;
- Review of current risk management practices in JSC Halyk Bank and certain subsidiaries;
- Report on internal self-assessment of compliance of 2014 activities of JSC Halyk Bank's Internal Audit Department with International Standards for the Professional Practice of Internal Auditing of the Institute of Internal Auditors;
- Report on the Effectiveness of Internal Control System in JSC Halyk Bank and its Subsidiaries for 1 semester 2015.
- Changes in the Management Board of JSC Halyk Bank and the talent pool of JSC Halyk Bank for executive positions of leadership, formed in 2015;
- Social spending of JSC Halyk Bank (sponsorship and charity) for 2016.

All of the members of the Board of Directors participated effectively in operations of JSC Halyk Bank, objectively and faithfully performing their duties in the interests of JSC Halyk Bank and its shareholders. Thus, it appears that during the reporting period the work of the Board of Directors was carried out within the framework of the Halyk Group Corporate Strategy for 2013-2015, and the fulfillment of their functions by the members of the Board of Directors was effective.

Thus, it appears that during the reporting period the work of the Board of Directors of JSC Halyk Bank was carried out within the framework of the Halyk Group Corporate Strategy for 2013-2015, and the fulfillment of their functions by the members of the Board of Directors was effective.

Based on the above, we offer to take note of the 2015 Performance Report of the Bank's Board of Directors, and to acknowledge the activity of the Board of Directors, as well as performance by the members of the Board of Directors positive.

Item 6 on the agenda: “Early termination of powers of the member of the Board of Directors of JSC Halyk Bank”

Dear Shareholders!

On 1 March 2016 JSC Halyk Bank received a letter from the member of the Board of Directors of JSC Halyk Bank Mr. Ulf Wokurka, requesting to submit for consideration of the Annual General Shareholders' Meeting of the Bank the issue of early termination of his powers as a member of the Board of Directors of JSC Halyk Bank from 22 April 2016.

According to the letter of Mr. U. Wokurka, the necessity of early termination of his powers as a member of the Board of Directors of JSC Halyk Bank is caused by recent changes in the legislation regulating the activities of financial organizations registered in the Federal Republic of Germany under which the employees of financial institutions cannot perform the duties of officials in the companies that are engaged in similar or competitive activity. This prohibition would apply regardless of any measures taken for the protection of certain employees. Herewith, these requirements to employees of that financial institution, in which Mr. U. Wokurka is an employee, shall become effective from 1 May 2016.

Dear shareholders, therefore, guided by clause 3 Article 55 of the Law of the Republic of Kazakhstan "On Joint Stock Companies" and clause 4 Article 30 of the Charter of JSC Halyk Bank, we kindly ask you to pass a resolution on early termination of powers of the member of the Board of Directors of JSC Halyk Bank Mr. Ulf Wokurka from 22 April 2016.

Item 7 on the agenda: “Election of the member of the Board of Directors of JSC Halyk Bank and determination of the term of his/her powers”

Dear Shareholders!

Considering that the adoption of the resolution on the sixth item on the agenda the General Shareholders' Meeting of JSC Halyk Bank on early termination of the member of Board of Directors of JSC Halyk Bank Mr. Ulf Wokurka from 22 April 2016 is suggested, and as resolved by the General Shareholders' Meeting of JSC Halyk Bank on the fifth item in the minutes to the General Shareholders' Meeting of JSC Halyk Bank No.34 dated 25 April 2014 the number of the members of the Board of Directors of JSC Halyk Bank is 7 (seven) persons, it is necessary to elect additionally the member of the Board of Directors of JSC Halyk Bank.

Taking into account that member of the Board of Directors of JSC Halyk Bank Mr. Ulf Wokurka was independent director, JSC Halyk Bank Board of Directors proposes to elect additionally the new member of the Board of Directors as an independent director.

Thus, the Board of Directors of JSC Halyk Bank proposes to:

- 1) Elect additionally Anvar Galimullayevich Saidenov as the member of the Board of Directors of JSC Halyk Bank, an independent director;
- 2) Determine the term of powers of the member of the Board of Directors of JSC Halyk Bank Anvar Galimullayevich Saidenov - from the election date till expiration of the term of powers of current Board of Directors of JSC Halyk Bank, approved at the General Shareholders' Meeting of JSC Halyk Bank on 25 April 2014.

The information about the candidate proposed for the election as the member of the Board of Directors of JSC Halyk Bank (biography) is presented below:

**Information about the candidate proposed for the election
as the member of the Board of Directors
of JSC Halyk Bank (biography)
Anvar Galimullayevich Saidenov**

Born in 1960, a citizen of the Republic of Kazakhstan

Education:

In 1982 - a Graduate with Honors, of Economic Faculty of Moscow State University named after M. Lomonossov.

In 1987 - Post Graduate Student at Economic Faculty, Moscow State University named after M. Lomonossov, Candidate of Science Degree in Economics.

In 1994 – a Graduate of School of Oriental and African Studies University (SOAS) of London, London, UK, MSc Degree in Financial Economics.

Affiliation with JSC Halyk Bank:

In accordance with Article 2-1 of the Law of the Republic of Kazakhstan "On Banks and Banking Activities in the Republic of Kazakhstan", he is not affiliated with JSC Halyk Bank.

Work experience, including, but not limited to last three years :

September 1982 - November 1984 – Dzhambul Irrigation and Civil Engineering Institute, Dzhambul, Researcher.

November 1987 - April 1993 – Dzhambul Irrigation and Civil Engineering Institute, Dzhambul, Professor of Economic Theory.

August 1993 - August 1996 – European Bank for Reconstruction and Development, London, UK, Intern, Consultant, Associate Banker.

August 1996 - April 1998 – National Bank of Kazakhstan, Almaty, Deputy Governor.

April 1998 - January 1999 – State Committee on Investments, Almaty – Astana, Executive Director.

January 1999 - August 1999 – National Agency on Investment, Astana, Chairman.

August 1999 - August 2000 – Ministry of Finance of the Republic of Kazakhstan, Astana, Vice-Minister.

August 2000 - January 2002 – OJSC “Halyk Savings Bank of Kazakhstan”, Almaty, Chairman of the Management Board.

January 2002 - June 2002 – OJSC “Halyk Savings Bank of Kazakhstan”, Almaty, Chairman of the Board of Directors.

June 2002 - January 2004 – National Bank of Kazakhstan, Almaty, Deputy Governor.

January 2004 - January 2009 – National Bank of Kazakhstan, Almaty, Governor.

February 2009 - August 2011 – JSC “BTA Bank”, Almaty, Chairman of the

Management Board.

August 2011 - February 2013 – JSC “BTA Bank”, Almaty, Chairman of the Board of Directors.

December 2012 - till present – JSC “Bank RBK”, Almaty, Member of the Board of Directors, Independent Director.

February 2013 - till present – “SB Capital” LLC, Almaty, Chairman of the Supervisory Board.

May 2013 - till present – JSC “Sky Bridge Invest”, Almaty, Chairman of the Board of Directors.

May 2014 - till present – JSC “Almaty International Airport”, Almaty, Chairman of the Board of Directors, Independent Director.

Additional information:

Order of the First President of the Republic of Kazakhstan Nursultan Nazarbayev (December 2006).

Notice: The candidate is proposed for the election as the member of the Board of Directors, Independent Director of JSC Halyk Bank. The candidate is not a shareholder of JSC Halyk Bank and not proposed (not recommended) for the election to the Board of Directors of JSC Halyk Bank as a JSC Halyk Bank shareholder’s representative.

Item 8 on the agenda: “Exchange of outstanding preferred shares of JSC Halyk Bank and preferred shares convertible to common shares of JSC Halyk Bank for common shares of JSC Halyk Bank, determination of terms and procedures for such exchange”

Dear Shareholders!

Guided by Article 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies" and Article 26 of the Charter of JSC Halyk Bank, the Board of Directors of JSC Halyk Bank proposes the Annual General Shareholders' Meeting of JSC Halyk Bank on the eighth item on the agenda to pass a resolution on exchange of all outstanding preferred shares of JSC Halyk Bank and preferred shares convertible to common shares of JSC Halyk Bank for common shares of JSC Halyk Bank, determine the following terms and procedures for such exchange, in accordance with the legislation of the Republic of Kazakhstan:

- the outstanding preferred shares of JSC Halyk Bank and preferred shares convertible to common shares of JSC Halyk Bank for common shares of JSC Halyk Bank to be exchanged: not later than 31 December 2016;

- the outstanding preferred shares of JSC Halyk Bank and preferred shares convertible to common shares of JSC Halyk Bank for common shares of JSC Halyk Bank to be exchanged under following ratio: 1 (one) preferred share of JSC Halyk Bank and (or) preferred share convertible to common share of JSC Halyk Bank is exchanged for N common shares of JSC Halyk Bank.

Indicator (N) is calculated under the below formula:

KZT140

$N = \frac{\text{KZT140}}{\text{Mp}}$, where

Mp

The Mp is a market price of common share of JSC Halyk Bank, effective at the date of the Annual General Shareholders' Meeting, which decided to exchange the outstanding preferred shares of JSC Halyk Bank and preferred shares convertible to common shares of JSC Halyk Bank for common shares of JSC Halyk Bank, determined by JSC Kazakhstan Stock Exchange, according to its internal documents and published by JSC Kazakhstan Stock Exchange on its website (www.kase.kz) once a week on the first working day of this calendar week, tenge.

The result of the indicator (N) is rounded down to the nearest whole number.

In addition the holders of preferred shares of JSC Halyk Bank and (or) preferred shares convertible to common shares of JSC Halyk Bank shall be compensated per 1 (one) preferred share of JSC Halyk Bank and (or) preferred share convertible to common share of JSC Halyk Bank (Ko), as follows:

Ko = KZT140 – Mp * N.

Total amount of compensation (Ki) is calculated under the below formula:

Ki = Ko * Ai, where

Ai – the amount of preferred shares of JSC Halyk Bank and (or) preferred shares convertible to common shares of JSC Halyk Bank, owned by i-holder of preferred shares of JSC Halyk Bank and (or) preferred shares convertible to common shares of JSC Halyk Bank, at the date of exchange of preferred shares of JSC Halyk Bank and (or) preferred shares convertible to common shares of JSC Halyk Bank for common shares of JSC Halyk Bank, pieces.

The procedure of payment of compensation to holders of preferred shares of JSC Halyk Bank and (or) preferred shares convertible to common shares of JSC Halyk Bank:

The compensation is paid by JSC Halyk Bank in non-cash form in tenge by transferring money to the bank accounts of the holders of preferred shares of JSC Halyk Bank and (or) preferred shares convertible to common shares of JSC Halyk Bank within 10 (ten) working days from the date following the day of the exchange of outstanding preferred shares of JSC Halyk Bank and preferred shares convertible to common shares of JSC Halyk Bank for common shares of JSC Halyk Bank.

The persons eligible for compensation are listed in the register of holders of preferred shares of JSC Halyk Bank and (or) preferred shares convertible to common shares of JSC Halyk Bank at the date of the exchange of outstanding preferred shares of JSC Halyk Bank and preferred shares convertible to common shares of JSC Halyk Bank for common shares of JSC Halyk Bank.

If a non-resident of the Republic of Kazakhstan holds the preferred shares of JSC Halyk Bank and (or) preferred shares convertible to common shares of JSC Halyk Bank, the compensation will be paid in tenge, if such non-resident has opened KZT bank account within Kazakhstan;

- additional terms of exchange of outstanding preferred shares of JSC Halyk Bank and preferred shares convertible to common shares of JSC Halyk Bank for common shares of JSC Halyk Bank:

- the holder of preferred shares of JSC Halyk Bank and (or) preferred shares convertible to common shares of JSC Halyk Bank, eligible to send to JSC Halyk Bank a written application for redemption of preferred shares of JSC Halyk Bank and (or) preferred shares convertible to common shares of JSC Halyk Bank owned by him at the price of KZT140 per share, determined under the Methodology of determining the value of shares at their redemption by JSC Halyk Bank on the over-the-counter securities market, which is approved by the decision of the General Shareholders' Meeting of JSC Halyk Bank (No.28 dated 23 April 2010), within 30 (thirty) calendar days from the decision date of the Annual General Shareholders' Meeting to exchange all outstanding preferred shares of JSC Halyk Bank and preferred shares convertible to common shares of JSC Halyk Bank for common shares of JSC Halyk Bank;

- the outstanding preferred shares of JSC Halyk Bank and preferred shares convertible to common shares of JSC Halyk Bank for common shares of JSC Halyk Bank to be exchanged after payment of dividends on preferred shares of JSC Halyk Bank and preferred shares convertible to common shares of JSC Halyk Bank, for the year ended 2015.

Item 9 on the agenda: “Increase in the number of authorized common shares of JSC Halyk Bank and change of the type of unallocated authorized preferred shares of JSC Halyk Bank”

Dear Shareholders!

In accordance with Article 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies" and Article 26 of the Charter of JSC Halyk Bank, the Board of Directors of JSC Halyk Bank proposes the Annual General Shareholders' Meeting of JSC Halyk Bank on the ninth item on the agenda to pass a resolution on increase in the number of authorized common shares of JSC Halyk Bank (NIN KZ1C33870011) to 25 000 000 000 (twenty-five billion) pieces and change of the type of 290 140 570 (two hundred and ninety million one hundred and forty thousand five hundred and seventy) pieces of unallocated preferred shares of JSC Halyk Bank (NIN KZ1P33870117) for common shares of JSC Halyk Bank (NIN KZ1C33870011), under 1:1 ratio.

Item 10 on the agenda: “Approval of amendments to the Charter of JSC Halyk Bank”

Dear Shareholders!

In accordance with Article 36 of the Law of the Republic of Kazakhstan "On Joint-Stock Companies" and Article 26 of JSC Halyk Bank's Charter, consideration and approval of amendments to JSC Halyk Bank's Charter falls within the exclusive competence of the General Shareholders' Meeting.

The takeaways you have received upon registration of shareholders include draft of amendments to JSC Halyk Bank's Charter in Kazakh and Russian languages. You will be furnished a copy of the approved amendments to JSC Halyk Bank's Charter in Kazakh and Russian languages upon request.

Copies of the current JSC Halyk Bank's Charter have been furnished to you earlier, also, the Charter of JSC Halyk Bank is available at the location of the Management Board of JSC Halyk Bank and on the corporate website of JSC Halyk Bank. However, in order to pass resolution on the item, you have the option to read the Charter of JSC Halyk Bank now, please, have your copy of JSC Halyk Bank's Charter from the Ballot Committee members.

The Charter of JSC Halyk Bank approved by the General Shareholders' Meeting resolution No.22 dated 20 December 2006 shall be amended to be consistent with the amendments made to the legislation of the Republic of Kazakhstan by the Law of the Republic of Kazakhstan “On amending certain legislative acts of the Republic of Kazakhstan concerning non-performing loans and assets of second-tier banks, provision of financial services and activities of financial organizations and National Bank of Kazakhstan” No.422-V dated 24 November 2015.

By the above Law of the Republic of Kazakhstan on “Joint-Stock Companies”, it is specified that when the General Shareholders' Meeting passes a resolution on early termination of powers of all or individual members of the Board of Directors, the powers of the member of the Board of Directors shall be terminated on the date of such resolution.

According to the amendment made to the Law of the Republic of Kazakhstan “On Banks and Banking Activities in the of the Republic of Kazakhstan”, the second-tier banks shall be authorized to issue preferred shares under the issue prospectus of which the Management Board has the right not to accrue dividends thereon, if this entails reduction of the prudential standards lower than those specified in the legal act of the authorized body. In this connection, the Law of the Republic of Kazakhstan "On Joint-Stock Companies" was amended as specified above that when Management Board passes resolution not to accrue dividends on preferred shares, as this would entail reduction of the prudential standards, the shareholders - owners of preferred shares shall not have the right to participate in the management of the Company due to non-payment of full dividends on such shares within three months from the due date established for the payment of dividends.

Significant changes have been made to Article 79 of the Law of the Republic of Kazakhstan "On Joint-Stock Companies", which regulates the procedure for disclosure of information on corporate events by the Joint-Stock Company. Now all of the resolutions passed by the General Shareholders' Meeting are deemed to be corporate events, information about which should be reported to the shareholders and investors of the Company.

As for the resolutions of the Board of Directors, then as before, the Company is obliged to disclose information about resolutions of the Board of Directors as per the list of issue, the information about which according to internal documents of the Company shall be brought to attention of the shareholders and investors.

In addition, the Charter of JSC Halyk Bank is proposed to be amended respectively due to anticipated adoption of resolution by the General Shareholders' Meeting on the item of the exchange of all outstanding preferred shares and preferred shares convertible to common shares for common shares.

Dear shareholders! Based on the foregoing, the Board of Directors of JSC Halyk Bank proposes to approve the proposed amendments to the Charter of JSC Halyk Bank.

In addition, according to Clause 1 of Article 9-1 of the Law of the Republic of Kazakhstan "On Joint-Stock Companies", the General Shareholders' Meeting authorizes the person entitled to sign the amendments to the Charter of Joint-Stock Company. In this regard, we propose to authorize the Corporate Secretary Igor Mikhailovich Lyashenko to sign the amendments to the Charter of JSC Halyk Bank.

**AMENDMENTS
TO THE CHARTER OF JOINT-STOCK COMPANY
HALYK SAVINGS BANK OF KAZAKHSTAN**

**Approved by
the resolution of the
General Shareholders' Meeting
of JSC Halyk Bank
(minutes No. ____ dated ____ 2016)**

Almaty, 2016

In the Charter of JSC Halyk Bank approved by the resolution of the General Shareholders' Meeting of JSC Halyk Bank (minutes No.22 dated 20 December 2006):

Article 14:

Sub-Clause 2) Clause 7 shall be amended to read as follows:

«2) a dividend on preferred shares is not paid in full within three months from the due date, except for cases when the dividend is not accrued for the reasons specified in the Law and other legislative acts of the Republic of Kazakhstan;»;

to be added by Clause 8 as follows:

«8. The Bank may issue preferred shares, which issue prospectus provides for the right of the Management Board of the Bank not to accrue dividends on preferred shares in case the payment of dividends on the shares will reduce the prudential standards lower than those specified in the legal act of the authorized body.»;

Article 23:

Clauses 4, 5 and 9 shall be amended to read as follows:

«4. The guaranteed amount of dividend per preferred share of the Bank is set at 0.01 tenge.

5. Frequency of payment of dividends on preferred shares – once in a year.»;

«9. Accrual of dividends on common and preferred shares of the Bank is not allowed in cases stipulated by Law and other legislative acts of the Republic of Kazakhstan.»;

Clause 4 Article 30 shall be added by the second sentence to read as follows:

«The powers of such member(s) of the Bank's Board of Directors terminate from the date the General Shareholders' Meeting adopts a resolution on the early termination of his/her (their) powers.»;

Sub-Clause 26) Clause 2 Article 31 shall be deleted;

in Sub-Clause 5) Clause 2 Article 33 the wording "(balance sheet, income statement, cash flow statement and other statements in accordance with the accounting and financial reporting legislation of the Republic of Kazakhstan)" shall be deleted;

in Clause 1 Article 38 the wording "income statement, cash flow statement" shall be replaced by the wording "profit and loss statement, cash flow statement";

Clause 2 Article 40:

Sub-Clause 1) shall be amended to read as follows:

«1) on the resolutions adopted by the General Shareholders' Meeting;»;

to be added by Sub-Clause 1-1) as follows:

«1-1) the resolutions adopted by the Board of Directors on the list of issues information on which must be communicated to the shareholders and investors in accordance with the Bank's internal documents;».

Authorized person _____

Item 11 on the agenda: “Approval of amendments to the Corporate Governance Code of JSC Halyk Bank”

Dear Shareholders!

In accordance with Article 36 of the Law "On Joint-Stock Companies" and Article 26 of the Bank's Charter, consideration and approval of the amendments to the Corporate Governance Code of JSC Halyk Bank falls within the exclusive competence of the General Shareholders' Meeting.

The takeaways you have received upon registration of shareholders include draft amendments to the Bank's Corporate Governance Code made in Kazakh and Russian languages. You will be furnished a copy of the approved amendments to the Bank's Corporate Governance Code in Kazakh and Russian languages upon request.

Copies of the current Bank's Corporate Governance Code have been furnished to you earlier, also, the Bank's Corporate Governance Code is available at the location of the Bank's Management Board and on the Bank's corporate website. However, in order to decide on the item, you have the option to read the Bank's Corporate Governance Code now, please, have your copy of the Bank's Corporate Governance Code from the Ballot Committee members.

Similarly to the Charter of JSC Halyk Bank, the Corporate Governance Code of JSC Halyk Bank is shall be amended to be consistent with the amendments made to the legislation of the Republic of Kazakhstan, including the Law “On Joint-Stock Companies,” according to the requirements of the Law of the Republic of Kazakhstan dated 24 November 2015 No.422-V “On amending certain legislative acts of the Republic of Kazakhstan concerning non-performing loans and assets of second-tier banks, provision of financial services and activities of financial organizations and National Bank of Kazakhstan ”.

The first part of the amendments in the first part of the Corporate Governance Code of JSC Halyk Bank are is substantially similar to the amendments to the Charter of JSC Halyk Bank that have been previously specified.

The second part of the amendments in the second part areis due to the changes in the list of requirements which must be followed in the appointment (election) of an executive officer of the bank.

Whereas, in the previous periods, neither officers who are in capacity of the chairman in the governing body or the chairman and his deputy in the executive body of the financial institution could be appointed (elected) to the position of executive officials within a year before deciding on conservation / compulsory redemption of shares /license withdrawal / compulsory liquidation or bankruptcy, now the members of the management board and the board of directors are also referred to such persons.

It is also noted that from now on the candidate must meet a number of new and additional requirements in failing of which the candidate cannot be appointed (elected) for the position of executive officer.

The amendments to the Bank's Corporate Governance Code are substantially similar to the amendments made to the Bank's Charter.

Dear Shareholders! Based on the foregoing, the Board of Directors of the Bank proposes to approve the proposed amendments to the Corporate Governance Code of JSC Halyk Bank.

**Approved by
the resolution of the General
Shareholders' Meeting
of JSC Halyk Bank
(minutes No.____ dated _____2016)**

**AMENDMENTS
TO THE CORPORATE GOVERNANCE CODE
OF JSC HALYK BANK**

In the Corporate Governance Code of JSC Halyk Bank approved by the resolution of the General Shareholders' Meeting of JSC Halyk Bank (minutes No.22 dated 20 December 2006):

Clause 67:

the second sentence in the second part shall be amended to read as follows:

«A related party transaction may be carried out by the Bank subject to the requirements of the legislation of the Republic of Kazakhstan only by resolution of the Board of Directors, except in cases when the standard terms and conditions of such transactions are approved by the Board of Directors.»;

In the third part, the word "acquisition" shall be followed by the word "(disposal)»;

Clause 75 to be added by the second sentence to read as follows:

«The powers of such member(s) of the Bank's Board of Directors terminate from the date the General Shareholders' Meeting adopts a resolution on the early termination of his/her (their) powers.»;

Clause 77:

the words "labor experience" shall be replaced by "work experience" throughout the text»;

the fourth part:

Sub-Clause 4) shall be amended to read as follows:

«4) who has previously been chairperson, member of the governing body, chairperson, member of the executive body, chief accountant of the financial institution, an individual major participant, head of major participant (bank holding company), which is a legal entity of the financial institution, in a period not more than one year before the authorized body makes a decision on the financial institution's temporary closing, or compulsory redemption of its shares, or withdrawal of its license that resulted in its liquidation, and (or) termination of its business in the financial market, or the court decision on forced liquidation of the financial organization or its bankruptcy coming into legal force under the procedure set forth in the legislation of the Republic of Kazakhstan.

This requirement shall apply for a period set forth in the legislation of the Republic of Kazakhstan»;

Sub-Clause 5):

the wording "during the period when the person has been in the position of an executive officer in the other financial institution" shall be replaced by the wording "in this and (or) other financial institution»;

to be added by Sub-Clause 6) to read as follows:

«6) that does not comply with the other requirements set forth in the legislation of the Republic of Kazakhstan.»;

Clause 109:

the words "labor experience" shall be replaced by "work experience" throughout the text»;

the first part:

Sub-Clause 4) shall be amended to read as follows:

«4) who has previously been chairperson, member of the governing body, chairperson, member of the executive body, chief accountant of the financial institution, an individual major participant, head of major participant (bank holding company), which is a legal entity of the financial institution, in a period not more than one year before the authorized body makes a decision on the financial institution's temporary closing, or compulsory redemption of its shares, or withdrawal of its license that resulted in its liquidation, and (or) termination of its business in the financial market, or the court decision on forced liquidation of the financial organization or its bankruptcy coming into legal force under the procedure set forth in the legislation of the Republic of Kazakhstan.

This requirement shall apply for a period set forth in the legislation of the Republic of Kazakhstan;»;

Sub-Clause 5):

the wording "during the period when the person has been in the position of an executive officer in the other financial institution" shall be replaced by the wording "in this and (or) other financial institution»;

to be added by Sub-Clause 6) as follows:

«6) that does not comply with the other requirements set forth in the legislation of the Republic of Kazakhstan.»;

Clause 157:

Sub-Clause 1) shall be amended to read as follows:

«1) on the resolutions adopted by the General Shareholders' Meeting;»;

to be added by Sub-Clause 1-1) as follows:

«1-1) on the resolutions adopted by the Board of Directors on the list of issues information on which must be communicated to the shareholders and investors in accordance with the Bank's internal documents;»;

Sub-Clause 2) shall be amended to read as follows:

«2) on the issue of shares and other securities by the Bank and approval of the securities placement reports, redemption reports, reports on Bank's securities cancellation by the authorized body;»;

Sub-Clause 5) shall be amended to read as follows:

«5) on the receipt by the Bank of approvals for any activity, suspension or termination of the permits for any activity previously obtained by the Bank;»;

Sub-Clause 11) shall be deleted;

In Sub-Clause 12) the word "shares" shall be replaced by the word "securities";

Clause 161:

to be added by Sub-Clause 4-1) to read as follows:

«4-1) pledge (surcharge) of the Bank's property in the amount of ten percent and more of the Bank's assets;»;

In Sub-Clause 5), the word “revocation” shall be replaced by the word “termination”;

to be added by Sub-Clause 6-1) to read as follows:

«6-1) the resolutions adopted by the Board of Directors on the list of issues information on which must be communicated to the shareholders and investors in accordance with the Bank's internal documents;»;

In Sub-Clause 7) character «.» shall be replaced by «;»;

to be added by sub-Clauses 8) and 9) to be read as follows:

«8) amendments to the prospectus of the issue of securities;

9) information on non-compliance by the Bank with the conditions stated in the prospectus of issue of corporate bonds, events of default by the Bank.»;

Clause 186:

the second part shall be added by the wording "and also if the court or the General Shareholders' Meeting makes a decision on its liquidation»;

In the third part of Sub-Clause 2) the words "Republic of Kazakhstan" shall be added by the words "rehabilitation and»;

to be added by Clause 3) as follows:

«3) in cases stipulated by legislative acts of the Republic of Kazakhstan.»;

to be added by the fourth part as follows:

«The Bank may issue preferred shares, which issue prospectus provides for the right of the Management Board of the Bank not to accrue dividends on preferred shares where payment of dividends on the shares will reduce the prudential standards lower than those specified in the legal act of the authorized body.»;

The first sentence of Clause 187 shall be added by the wording "except in cases when a dividend is not accrued for the reasons specified in Clause 186 of this Code».

Item 12 on the agenda: “Approval of amendments to the Regulations on the Board of Directors of JSC Halyk Bank”

Dear Shareholders!

Whereas the Regulations on the Board of Directors were approved by the General Shareholders' Meeting resolution on 20 December 2006, amendments thereto can also be made based on the relevant resolution of the General Shareholders' Meeting.

The takeaways you have received upon registration of shareholders include draft amendments to the Bank's Regulations on the Board of Directors in Kazakh and Russian languages. You will be furnished a copy of the approved amendments to the Bank's Regulations on the Board of Directors in Kazakh and Russian languages upon request.

Copies of the current Bank's Regulations on the Board of Directors have been furnished to you earlier, also, the Bank's Regulations on the Board of Directors is available at the location of the Bank's Management Board and on the Bank's corporate website. However, in order to decide on the item, you have the option to read the Bank's Regulations on the Board of Directors now, please, have your copy of the Bank's Regulations on the Board of Directors from the Ballot Committee members.

The Regulations on the Board of Directors shall be also amended to be consistent with the changes made in the legislation of the Republic of Kazakhstan, including the Law “On Joint-Stock Companies,” according to the requirements of the Law of the Republic of Kazakhstan dated 24 November 2015 No.422-V “On amending certain legislative acts of the Republic of Kazakhstan concerning non-performing loans and assets of second-tier banks, provision of financial services and activities of financial organizations and National Bank of Kazakhstan”, effective as of 1 January 2016. Amendments to the Regulations on the Board of Directors of JSC Halyk Bank are made to be consistent with the changes in the list of requirements which must be followed in the election to the Board of Directors of JSC Halyk Bank.

Dear Shareholders! Based on the foregoing, the Board of Directors of the Bank proposes to approve the proposed amendments to the Bank's Regulations on the Board of Directors.

**Approved by
the resolution of the General
Shareholders' Meeting
of JSC Halyk Bank
(minutes No.____ dated _____2016)**

**AMENDMENTS
TO THE REGULATIONS ON THE BOARD OF DIRECTORS
OF JSC HALYK BANK**

In the Regulations on the Board of Directors of JSC Halyk Bank approved by the resolution of the General Shareholders' Meeting of JSC Halyk Bank (minutes No.22 dated 20 December 2006):

Sub-Clause 33) Clause 4 shall be deleted;

Clause 11 shall be added by the second sentence to read as follows:

«The powers of such member of the Bank's Board of Directors terminate from the date the General Shareholders' Meeting adopts a resolution on the early termination of his powers.»;

Clause 13:

the words "labor experience" shall be replaced by "work experience" throughout the text»;

the fourth part:

Sub-Clause 4) shall be amended to read as follows:

«4) who has previously been chairperson, member of the governing body, chairperson, member of the executive body, chief accountant of the financial institution, an individual major participant, head of major participant (bank holding company), which is a legal entity of the financial institution, in a period no more than one year before the authorized body makes a decision on the financial institution's temporary closing, or compulsory redemption of its shares, or withdrawal of its license that resulted in its liquidation, and (or) termination of its business in the financial market, or the court decision on forced liquidation of the financial organization or its bankruptcy coming into legal force under the procedure set forth in the legislation of the Republic of Kazakhstan.

This requirement shall apply for a period set forth in the legislation of the Republic of Kazakhstan;»;

Sub-Clause 5):

the wording "during the period when the person has been in the position of an executive officer in the other financial institution" shall be replaced by the wording "in this and (or) other financial institution»;

to be added by Sub-Clause 6) to read as follows:

«6) that does not comply with the other requirements set forth in the legislation of the Republic of Kazakhstan.».

Item 13 on the agenda: “Approval of amendments to the Methodology of determining the value of shares to be repurchased by JSC Halyk Bank on the over-the-counter securities market”

Dear Shareholders!

In accordance with Article 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies" and Article 26 of the Charter of JSC Halyk Bank, approval of amendments to the Methodology (approval of the Methodology, unless approved by the constituent assembly) of determining the value of shares at their redemption by JSC Halyk Bank on the over-the-counter securities market is referred to the competence of the General Shareholders' Meeting.

The materials you have received upon registration of shareholders include draft amendments to the Methodology of determining the value of shares at their redemption by JSC Halyk Bank on the over-the-counter securities market approved by the resolution of the General Shareholders' Meeting of JSC Halyk Bank (minutes No.28 dated 23 April 2010 as amended by the resolutions of the General Shareholders' Meeting No.30 dated 19 April 2012 and No.34 dated 25 April 2014) in the Kazakh and Russian languages that you will be furnished upon request.

The amendments to the Methodology of determining the value of shares at their redemption by JSC Halyk Bank on the over-the-counter securities market are associated with the exclusion of the type of preferred shares as a result of the planned exchange of all outstanding preferred shares of JSC Halyk Bank and preferred shares convertible to common shares of JSC Halyk Bank for the common shares of JSC Halyk Bank, and also due to editorial alterations in the methods of calculation of the average daily foreign exchange rate by JSC Kazakhstan Stock Exchange, according to the joint decision No.193 of the National Bank of Kazakhstan dated 20 October 2015 and the Order No. 626 of the Minister of Finance of the Republic of Kazakhstan dated 8 December 2015 "On amending resolution No.15 of the Board of the National Bank of Kazakhstan dated 25 January 2013 and the Order No.99 of the Minister of Finance of the Republic of Kazakhstan dated 22 February 2013 "On determination and application of the market exchange rates.”

The Board of Directors proposes to the General Shareholders' Meeting to approve the amendments to the Methodology of determining the value of shares at their redemption by JSC Halyk Bank on the over-the-counter securities market as attached to the materials of the present Annual General Shareholders' Meeting of JSC Halyk Bank.

**Approved by
the resolution of the General
Shareholders' Meeting
of JSC Halyk Bank
(minutes No.____ dated _____2016)**

AMENDMENTS

**to the Methodology of determining the value of shares to be repurchased
by JSC Halyk Bank on the over-the-counter securities market,
approved by the resolution of General Shareholders' Meeting of JSC Halyk Bank
(minutes No.28 dated 23 April 2010) (hereinafter – the “Methodology”)**

Clause 1 of the Methodology shall be revised to read as follows:

“1. This Methodology of determining the value of shares to be repurchased by JSC Halyk Bank on the over-the-counter securities market (hereinafter - the “Methodology”) has been developed in accordance with the legislation of the Republic of Kazakhstan and internal regulatory documents of JSC Halyk Bank (hereinafter - the “Bank”), and establishes the procedure for determining the value of the Bank's shares at their redemption by the Bank on the over-the-counter securities market.”;

sub-clause 8) clause 2 of the Methodology shall be revised to read as follows:

“8) *the authorized body* – National Bank of Kazakhstan.”;

clauses 24, 25 and 26 of the Methodology shall be revised to read as follows:

“24. In case of absence of transactions with shares on Kazakhstan established securities market, for the calculation of the weighted average market price per share for the recent thirty calendar days preceding the resolution date of the Bank’s Board of Directors to buy back outstanding shares by the Bank, the Bank can use data on the trading volumes of shares or depositary receipts on the foreign established securities markets, the initiator of access to which is the Bank. Herewith, the weighted average market price per share is calculated in national currency of the Republic of Kazakhstan at the market rate of KZT to USD, determined by JSC Kazakhstan Stock Exchange, at the date of the actual transactions.

25. The weighted average market price of shares for the recent thirty calendar days preceding the resolution date of the Bank’s Board of Directors to buy back outstanding shares by the Bank is calculated under the below formula:

$C = V / A$, where

C – the weighted average price of shares for the recent thirty calendar days preceding the resolution date of the Bank’s Board of Directors to buy back outstanding shares by the Bank;

V – the transaction volume on these shares on Kazakhstan and (or) foreign established securities market in monetary form for the recent thirty calendar days preceding the resolution date of the Bank’s Board of Directors to buy back outstanding shares by the Bank (calculated by summing the relevant indicators for all transactions in shares during the specified period);

A – the number of shares in transactions completed during recent thirty calendar days preceding the resolution date of the Bank’s Board of Directors to buy back

outstanding shares by the Bank (calculated by summing the relevant indicators for all transactions in shares during the specified period).

26. The outstanding shares may be redeemed at the initiative of the Bank at the market price of the established securities market as of the resolution date of the Bank's Board of Directors to buy back, or at the quoted price of demand of the Bank's market maker (if there is no current market price on the established securities market on the resolution date of the Bank's Board of Directors to make redemption). At the same time, the market price is the price of securities, calculated in accordance with the internal rules of the auction organizer. The results of evaluation of securities are published weekly on the first working day of the week on the website of JSC Kazakhstan Stock Exchange (www.kase.kz).”;

clauses 38 and 48 of the Methodology shall be revised to read as follows:

“38. The price of redemption of outstanding shares by the Bank upon demand of the shareholder is determined in accordance with the legislation of the Republic of Kazakhstan at market value, taking into account the price of the established securities market as of the resolution date of the Bank's Board of Directors to buy back, or at the quoted price of demand of the Bank's market maker (if there is no current market price on the established securities market on the resolution date of the Bank's Board of Directors to make redemption). At the same time, the market price is the price of securities, calculated in accordance with the internal rules of the auction organizer. The results of evaluation of securities are published weekly on the first working day of the week on the website of JSC Kazakhstan Stock Exchange (www.kase.kz)”;

“48. The price of redemption of outstanding shares by the Bank upon application of the shareholder is determined in accordance with the legislation of the Republic of Kazakhstan at market value, taking into account the price of the established securities market as of the resolution date of the Bank's Board of Directors to buy back, or at the quoted price of demand of the Bank's market maker (if there is no current market price on the established securities market on the resolution date of the Bank's Board of Directors to make redemption). At the same time, the market price is the price of securities, calculated in accordance with the internal rules of the auction organizer. The results of evaluation of securities are published weekly on the first working day of the week on the website of JSC Kazakhstan Stock Exchange (www.kase.kz).”.

Item 14 on the agenda: “On informing shareholders on the amount and structure of remuneration of the members of Board of Directors and Management Board of JSC Halyk Bank”

Dear shareholders!

In accordance with Article 35 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”, Chairman of the Board of Directors of the Company informs the shareholders on the amount and structure of remuneration of the members of Board of Directors and the Management Board of the Company at the Annual General Shareholders’ Meeting.

In pursuance of the requirements of the above mentioned Law, we hereby inform you on the amount and structure of remuneration of the members of Board of Directors and Management Board of the Bank in 2015.

Remuneration (payment of remuneration) to the members of Board of Directors and Management Board of the Bank will be paid on the basis of the labor contracts (the agreements), concluded in accordance with the requirements of sub-clause 5 clause 1 Article 36, sub-clause 9 clause 2 Article 53 and Article 59 of the Law of the Republic of Kazakhstan “On Joint Stock Companies” and based on the decisions of the Bank’s authorized bodies.

We remind you that terms of remuneration of the members of Board of Directors of JSC Halyk Bank were determined by the resolution of Annual General Shareholders’ Meeting of JSC Halyk Bank dated 19 April 2006, and terms of compensation for expenses incurred in the performance of duties by the members of Board of Directors of JSC Halyk Bank were determined by the resolution of Annual General Shareholders’ Meeting of JSC Halyk Bank dated 19 April 2012.

We hereby ask you to take note of the information provided on the amount and structure of remuneration of the members of Board of Directors and Management Board of JSC Halyk Bank.

Item 15 on the agenda: “Consideration of information on shareholders’ appeals on actions of JSC Halyk Bank and its officials, and on results of consideration thereof”

Dear Shareholders!

Pursuant to the requirements of Article 35 of the Law of the Republic of Kazakhstan "On Joint Stock Companies", we hereby bring to the consideration of shareholders of JSC Halyk Bank the information on shareholders’ appeals on actions of JSC Halyk Bank and its officials, and on results of consideration thereof.

Since June 2015, the dividends of KZT3.14 per common share of JSC Halyk Bank have been paid for the year ended 2014, in accordance with the decision made by the Annual General Shareholders’ Meeting of JSC Halyk Bank dated 23 April 2015. The total amount of accrued dividends on common shares of JSC Halyk Bank amounted to KZT34.3 billion. As of 1 January 2016, about 6 thousand shareholders were paid dividends to the amount of KZT34.2 billion, which is 99.7% of the accrued amount. The payment was made under the register provided by JSC Integrated Securities Registrar and based on the applications filed by the shareholders.

In accordance with the resolution passed at the meeting of the Board of Directors of the Bank by absent voting No.59 dated 14 March 2014, the common shares of JSC Halyk Bank have been redeemed during 2015 at the price of KZT28 per common share. As a result, on the basis of the filed applications 91 370 common shares of JSC Halyk Bank were redeemed from 21 shareholders in the amount of KZT2.6 mln.

13 appeals regarding the payment of dividends, material assistance, explanations of the results of the auction for the initial public offering of JSC Halyk Bank, the possibility of redemption of shares of JSC Halyk Bank, presenting information about the withheld income tax, other issues on JSC Halyk Bank’s operation, as well as legislation of securities market have been received from shareholders of JSC Halyk Bank, to which the following answers are given:

5 appeals from shareholders of JSC Halyk Bank on the issues of allocation and circulation of shares, payment of dividends, including to inheritants have been considered. Upon the review of these appeals the appellants were given explanations on the procedure and the conditions of the allocation of shares of JSC Halyk Bank and the payment of dividends on such shares;

1 appeal regarding the results of the auction for the initial public offering of JSC Halyk Bank and the availability of shares of JSC Halyk Bank in hand of the appellant, as well as providing the information on acquisition of national savings bonds of domestic government loan of the Republic of Kazakhstan (NSB) has been considered, to which the full and comprehensive answer is given;

2 appeals from shareholder on the issue of allocation and circulation of shares, payment of dividends, as well as procedure of informing by JSC Halyk Bank the shareholders on its operations have been considered;

1 appeal from shareholder regarding the share ownership of JSC Halyk Bank, income payments under Global Depositary Receipts, the underlying asset of which are common shares of JSC Halyk Bank, has been considered, to which the answer is given;

2 appeals regarding the issues not included into the list of information affecting the interests of shareholders of JSC Halyk Bank have been considered, to which the answers are given;

2 appeals regarding the possibility to provide statements on withholding of income tax upon payment of dividends on common shares of JSC Halyk Bank for certain periods have been considered. As a result, relevant answers were prepared and submitted;

In accordance with Articles 35 and 44 of the Law of the Republic of Kazakhstan "On Joint Stock Companies", the Board of Directors of JSC Halyk Bank proposes to the General Shareholders' Meeting to take note of the information on shareholders' appeals on actions of JSC Halyk Bank and its officials, and on results of consideration thereof.

Item 16 on the agenda: “Determination of the number and the term of powers of members of the Ballot Committee of JSC Halyk Bank, election of the Ballot Committee members”

Dear Shareholders!

In accordance with Article 36 of the Law of the Republic of Kazakhstan "On Joint Stock Companies" and sub-clause 5) clause 1 Article 26 of the Charter of JSC Halyk Bank, the determination of the number and the term of powers of members of the Ballot Committee of JSC Halyk Bank, election of the Ballot Committee members falls within the exclusive competence of the General Shareholders' Meeting.

The term of powers of the current members of the Ballot Committee of JSC Halyk Bank, determined by the resolution of the Annual General Shareholders' Meeting of JSC Halyk Bank dated 25 April 2014 (minutes No.34 dated 25 April 2014) is two years, which expires at the time of re-election of the members of the Ballot Committee of JSC Halyk Bank at the Annual General Shareholders' Meeting.

Therefore, at the time of the re-election of the members of the Ballot Committee of JSC Halyk Bank at the Annual General Shareholders' Meeting of JSC Halyk Bank to be held on 22 April 2016, term of powers of the Ballot Committee expires.

In this regard, the Board of Directors of JSC Halyk Bank requests the Annual General Shareholders' Meeting of JSC Halyk Bank, as follows:

1) to approve number of members of the Ballot Committee of JSC Halyk Bank - 7 (seven) persons;

2) to determine the term of powers of members of the Ballot Committee of JSC Halyk Bank — 3 (three) years, which expires at the time of re-election of the members of the Ballot Committee of JSC Halyk Bank at the Annual General Shareholders' Meeting;

3) to elect the members of the Ballot Committee of JSC Halyk Bank, as follows:

Ilmira Arslanovna Razumova	Head of Shareholders' Equity Division, Group Capital Management Department (Chairperson of the Ballot Committee);
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Members of the Ballot Committee:

Anna Vassilyevna Borodovitsyna	Director of Group Capital Management Department;
Victor Sergeyevich Skryl	Director of International Department;
Yelena Aleksandrovna Khmyz	Chief Manager of Group Capital Management Department;
Gabbas Malgajiyevich Ilussinov	Senior Manager of Group Capital Management Department;
Gulziya Seidakhmetovna Madazimova	Senior Manager of Group Capital Management Department;
Nazgul Mukhamedsalykovna Shakirova	Senior Manager of Group Capital Management Department.