

Information for shareholders' consideration at the Annual General Shareholders' Meeting of JSC Halyk Bank to be held on 21 April 2017

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 6 March 2017:

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 2016.
3. Approval of the procedure of distribution of JSC Halyk Bank's net income for the year ended 31 December 2016. 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.
4. Consideration of 2016 Performance Report of the Board of Directors of JSC Halyk Bank.
5. Determination of the number of members of the Board of Directors of JSC Halyk Bank.
6. Determination of the term of powers of the Board of Directors of JSC Halyk Bank.
7. Election of members of the Board of Directors of JSC Halyk Bank.
8. 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.
9. Approval of amendments to the Charter of JSC Halyk Bank.
10. Approval of amendments to the Corporate Governance Code of JSC Halyk Bank.
11. Approval of amendments to the Regulation on the Board of Directors of JSC Halyk Bank.
12. Consideration of information on shareholders' appeals on actions of JSC Halyk Bank and its officials, and on results of consideration thereof.

Item 2 on the agenda: “Approval of JSC Halyk Bank’s annual financial statements for the year ended 31 December 2016”

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. Hereby we present to you the core results of JSC Halyk Bank's activities in 2016.

The annual financial statements of JSC Halyk Bank and Independent Auditors’ Report for the year ended 31 December 2016 are available at the corporate website of JSC Halyk Bank: (<http://halykbank.kz/ru/about/reports>) and at the location of the Management Board of JSC Halyk Bank.

Item 3 on the agenda: “Approval of distribution of JSC Halyk Bank’s net income for the year ended 31 December 2016. 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 third item on the agenda:

Approve the following distribution of net income of JSC Halyk Bank received by the results of the 2016 financial and operating performance of JSC Halyk Bank:

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

the net income of JSC Halyk Bank for the year ended 31 December 2016 shall not be distributed and shall be allocated to retained earnings.

Item 4 on the agenda: “Consideration of 2016 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 2016-2018 and were performed 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 in order to discuss 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 2016 the Board of Directors of JSC Halyk Bank held 4 in-person meetings with 49 issues considered, and 206 meetings by absent voting.

The following issues were considered consistently:

- semi-annually – Halyk Group Corporate Strategy Implementation Reports for 2016-2018 by the Management Board of JSC Halyk Bank and the subsidiaries;
- semiannually - JSC Halyk Bank Transformation Program 2020 Progress Report and JSC Halyk Bank IT-Transformation Program 2020 Progress Report by the Management Board of JSC Halyk Bank;
- semiannually – Progress Report and Current Issues of Halyk Project LLP;
- quarterly Halyk Group Performance and Budget implementation Reports by the Management Board of JSC Halyk Bank, followed by the Board of Directors' appropriate adjustments;
- information on current status of the 20 largest projects of JSC Halyk Bank, including loans and contingent liabilities;
- risk management issues, in particular, analysis of the loan portfolio quality, analysis of related parties transactions with regard to avoidance of lending for such persons on preferential terms;
- internal audit issues;
- 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 in case of the worst scenario, the JSC Halyk Bank's position will remain strong enough.

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.

As an important and major part of its work in 2016, the Board of Directors considered the review of the JSC Halyk Bank Transformation Program 2020 Progress Report prepared by PricewaterhouseCoopers, and developed proposals for making adjustments to the Key Milestones associated with the implementation of this Program.

The Board of Directors regularly considered the Halyk Group Corporate Strategy Implementation Reports for 2016-2018, making sure that the Corporate Strategy was implemented successfully, whereby Halyk Group strengthened its position on 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 a proper control over activities carried out by the Management Board, Internal Audit Service and other bodies of JSC Halyk Bank through the following Committees under the Board of Directors:

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

Please find below Committees' activity statistics:

Committee	In-person meetings	Meetings by absent voting	Total
Audit Committee	3	42	45
HR and Remuneration Committee	-	7	7
Strategic Planning Committee	4	-	4
Committee on Social Issues	1	-	1
Total	8 meetings	49 meetings	57 meetings

The most important issues considered by the Committees:

- Halyk Group Corporate Development Strategy 2015 Implementation for the period 2013-2015;
- Halyk Group Development Strategy for 1 half 2016 Implementation for the period 2016-2018;
- JSC Halyk Bank and Halyk Group Performance and Budget Report for 2015;
- JSC Halyk Bank Transformation Program 2020 Progress Report and JSC Halyk

Bank IT Transformation Program 2020 Progress Report;

- JSC Halyk Bank stress testing results in the overall economic scenario (scenario analysis) in 2017;

- The results of audit of JSC Halyk Bank business processes and subdivisions, including the corporate governance processes and interaction with shareholders, by the internal auditors;

- Review of current risk management practices in JSC Halyk Bank and certain subsidiaries;

- Report on internal self-assessment of compliance of JSC Halyk Bank's Internal Audit Department activities with International Standards for the Professional Practice of Internal Auditing of the Institute of Internal Auditors for 2015;

- Report on efficiency of Internal Control System in JSC Halyk Bank and its subsidiaries for the first half of 2016.

- Changes in the Management Board and Board of Directors of JSC Halyk Bank and the JSC Halyk Bank's executive staff reserve for 2016;

All members of the Board of Directors have efficiently participated in activity 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 2016-2018, and fulfillment of the functions of the members of the Board of Directors was efficient.

Based on the above, we propose to take note of the 2016 Performance Report of the Bank's Board of Directors and acknowledge the activity of the Board of Directors and performance of functions by the members of the Board of Directors as positive.

Item 5 on the agenda: “Determination of the number of members of the Board of Directors of JSC Halyk Bank”

Dear Shareholders!

In accordance with Article 26 of the Charter of JSC Halyk Bank, the determination of the number of the Board of Directors of JSC Halyk Bank falls within the exclusive competence of the General Shareholders’ Meeting of JSC Halyk Bank.

The composition of the Board of Directors of JSC Halyk Bank was determined by the resolution of the Annual General Shareholders’ Meeting of JSC Halyk Bank dated 25 April 2014 (minutes No.34) in the number of 7 (seven) persons.

By virtue of the expiration of the term of powers of the Board of Directors determined by the abovementioned Annual General Shareholders’ Meeting of JSC Halyk Bank, the new composition of the Board of Directors shall be determined.

We also remind you that in accordance with Clause 5 of Article 54 of the Law of the Republic of Kazakhstan "On Joint-Stock Companies", the number of the Board of Directors’ members shall be at least three persons, while not less than thirty percent of the Board of Directors shall consist of independent directors.

Dear Shareholders! Taking into account the proposal of the Bank's major shareholder JSC Holding Group “ALMEX” and the Board of Directors of JSC Halyk Bank, it is suggested to determine the composition of the Board of Directors in the number of 7 (seven) persons that will allow JSC Halyk Bank comply with the legislation of the Republic of Kazakhstan and the highest international standards of corporate governance and professionalism.

Item 6 on the agenda: “Determination of term of powers of the Board of Directors of JSC Halyk Bank”

Dear Shareholders!

In accordance with Article 26 of the Charter of JSC Halyk Bank the General Shareholders' Meeting may also determine the term of powers of the Board of Directors of JSC Halyk Bank.

As you know, the term of powers of the Board of Directors elected at the Annual General Shareholders' Meeting on 25 April 2014 (minutes No.34), was defined at 3 (three) years, which expires at the time of this Annual General Shareholders' Meeting of JSC Halyk Bank.

In the preparation of this Annual General Shareholders' Meeting, the major shareholder - JSC Holding Group “ALMEX” proposed to determine the term of powers of the Board of Directors of JSC Halyk Bank at 3 (three) years, which expires at the time of the Annual General Shareholders' Meeting, at which the new Board of Directors is elected.

Dear Shareholders! Based on the foregoing, the Board of Directors of JSC Halyk Bank proposes to determine the term of powers of the Board of Directors of JSC Halyk Bank at 3 (three) years, which expires at the time of the Annual General Shareholders' Meeting, at which the new Board of Directors of JSC Halyk Bank is elected.

Item 7 on the agenda: “Election of members of the Board of Directors of JSC Halyk Bank”

Dear Shareholders!

In accordance with Article 26 of the Charter of JSC Halyk Bank resolution on electing the new members of the Board of Directors also falls within the exclusive competence of the General Shareholders' Meeting of JSC Halyk Bank.

JSC Halyk Bank, in its search for right candidates for the election as members of the Board of Directors, has considered a large number of applicants, including from among non-residents, representing large international financial institutions and having wealth of experience in corporate governance.

Given the proposal of the Bank's major shareholder - JSC Holding Group “ALMEX” and the results of the fruitful work of the members of the Board of Directors, whose term of powers has expired at the time of this General Shareholders' Meeting of JSC Halyk Bank, the following candidates are proposed for the election as the members of the Board of Directors of JSC Halyk Bank:

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|--|---|
| Dunayev Arman
Galiaskarovich | – Independent Director, Member of the Board of Directors of JSC Halyk Bank, Independent Director, Chairman of the Board of Directors of JSC Altyn Bank, Member of the Board of Directors, Independent Director of JSC Halyk Finance and JSC Halyk-Life |
| Yessenbayev Mazhit
Tuleubekovich | – Member of the Board of Directors of JSC Halyk Bank, CEO of JSC Holding Group “ALMEX” |
| Christof Ruehl | – Independent Director, Member of the Board of Directors of JSC Halyk Bank, First Global Head of Research Unit of Abu Dhabi Investment Authority |
| Pavlov Alexander
Sergeevich | – Independent Director, Chairman of the Board of Directors of JSC Halyk Bank |
| Saidenov Anvar
Galimullayevich | – Independent Director, Member of the Board of Directors of JSC Halyk Bank, Independent Director of RBK Bank |
| Franciscus Cornelis
Wilhelmus (<i>Frank</i>)
Kuijlaars | – Independent Director, Member of the Board of Directors of JSC Halyk Bank, Independent Director, Chairman of the Board of Directors of National Company “KazMunayGas”, CEO of “Eureka (Energy) Ventures BV,” Independent Director of Amsterdam Merchant Bank |

Shayakhmetova Umut
Bolatkhanovna

– Member of the Board of Directors and CEO of
JSC Halyk Bank

It should be noted that the candidates of Pavlov Alexander Sergeevich, Dunayev Arman Galiaskarovich, Frank Kuijlaars, Christof Ruehl, and Saidenov Anvar Galimullayevich are proposed to be elected to the Board of Directors as independent directors and a candidate of Yessenbayev Mazhit Tuleubekovich - as a representative of JSC Holding Group "ALMEX" - the major shareholder of JSC Halyk Bank.

Information about the candidates to the Board of Directors is set forth in the deliverables provided to you. The candidates to the Board of Directors introduced to you attend at this General Shareholders' Meeting. You can ask the candidates to the Board of Directors of JSC Halyk Bank attending at this General Shareholders' Meeting any questions, which are point of interest for you.

Dear Shareholders! Based on the foregoing, the Board of Directors of JSC Halyk Bank proposes to elect to the Board of Directors of JSC Halyk Bank the following persons: Pavlov Alexander Sergeevich, Saidenov Anvar Galimullayevich, Dunayev Arman Galiaskarovich, Christof Ruehl, and Frank Kuijlaars as independent directors, Yessenbayev Mazhit Tuleubekovich as a representative of JSC Holding Group "ALMEX", Shayakhmetova Umut Bolathanovna.

**Information about the candidates proposed for the election
as the member of the Board of Directors
of JSC Halyk Bank**

DUNAYEV ARMAN GALIASKAROVICH

Born in 1966, a citizen of the Republic of Kazakhstan

Education:

In 1988 Mr. Dunayev graduated from the Kazakh State University named after S.Kirov with the qualification "Economist, Lecturer of Political Economy" and in 1991 he defended the thesis in Moscow State University named after Lomonossov and obtained a degree of Ph.D. in 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:

1991-1992 –Economic Consultant, Scientific and Technological Association "Service Center";

1992-1993 - Chief Specialist, Head of Department of Foreign Economic Relations of the Governor of Chimkent regional administration;

1993-1997 - Chief Specialist of the Financial Department, Head of External Relations, Deputy Head of Investment Projects, Head – Investment Director of Investment Projects, Head of Investment Programs Division, Kazakhstan Holding Company Astana-Holding;

1997-1998 - Director of Investment Programs Division, KHC Astana-Holding;

1998-2000 - Head of Investment and International Programs Division, Head of International Financial Institutions, JSC Bank TuranAlem;

2000-2002 - Acting Director of Public Debt and Loan Department, Director of Public Lending Department, Vice Minister of Finance, Ministry of Finance of the Republic of Kazakhstan;

2002-2003 - Vice-Minister, Ministry of Economy and Budget Planning of the Republic of Kazakhstan;

2003-2004 – CEO, JSC National Innovation Fund;

2004-2006 - First Vice-Minister of Finance, Minister of Finance of the Republic of Kazakhstan;

2006-2008 - Chairman of the Agency for Regulation and Supervision of Financial Market and Financial Organizations;

2008 – CEO, JSC Sustainable Development Fund Kazyna;

2008-2011 - Deputy CEO, JSC National Welfare Fund Samruk-Kazyna;

2009-2011 - Chairman of the Board of Directors, JSC BTA Bank;

2009-2013 - Deputy Chairman of the Board of Directors, Sekerbank (Turkey);

2011-2012 – CEO Advisor, JSC Samruk-Kazyna;

2008-2016 - Chairman of the Board of Directors, JSC Distressed Asset Fund (JSC Bayterek Development);

Since September 2013 till present time - Independent Director, Member of the Board of Directors of JSC Halyk Bank;

Since November 2014 till present time - Chairman of the Board of Directors, Independent Director of JSC Altyn Bank;

Since February 2016 till present time - Member of the Board of Directors, Independent Director of JSC Halyk Finance and JSC Halyk-Life.

Note: 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 JSC Halyk Bank shareholder's representative.

YESSENBAYEV MAZHIT TULEUBEKOVICH
Born in 1949, a citizen of the Republic of Kazakhstan

Education:

In 1972, Mr. Yessenbayev graduated from the Kazakh Polytechnic Institute named after V.I. Lenin as a mining engineer, in 1978 post-graduated at the Productive Forces Research Council under the State Planning Committee of the USSR has a Ph.D. degree in Economics, associate professor.

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 affiliated with JSC Halyk Bank.

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

1972-1975 – economist of the Economic Research Institute under the State Planning Committee of the Kazakh SSR;
1975-1978 – post-graduate at the Productive Forces Research Council under the State Planning Committee of the USSR;
1979-1981 – junior researcher, Economic Research Institute under the State Planning Committee of the Kazakh SSR;
1981-1989 – lecturer, senior lecturer, Associate Professor, Department Chair of Karaganda Pedagogical Institute;
1989-1991 – Deputy Chief of the Main Planning and Economic Administration of the Executive Committee of Karaganda Regional Council of People's Deputies;
1991-1992 – Deputy Chairman of the Executive Committee of Karaganda Regional Council of People's Deputies;
1992-1994 – Deputy Head of Karaganda Regional Administration - Chairman of the Committee for Economy and Finance;
1994-1996 – Head of Main Tax Inspectorate of the Ministry of Finance of the Republic of Kazakhstan, First Deputy Finance Minister of the Republic of Kazakhstan;
1996- 1997 – Chairman of the State Tax Committee of the Republic of Kazakhstan of the Ministry of Finance of the Republic of Kazakhstan, Chairman of the Tax Committee of the Finance Ministry of the Republic of Kazakhstan;
1997-1999 – Karaganda Region Governor;
1999-2002 – Finance Minister of the Republic of Kazakhstan;
2002-2003 – Minister of Economy and Trade of the Republic of Kazakhstan; Minister of Industry and Trade of the Republic of Kazakhstan;
2003-2004 – Assistant to the President of the Republic of Kazakhstan;
2004-2008 – Akmola Region Governor;
2008-2012 – Chairman of the Agency for Protection of Competition of the Republic of Kazakhstan;
2012-2013 – Chairman of the Customs Control Committee of the Finance Ministry of the Republic of Kazakhstan;

2013-2014 – Advisor to the Chairman of the Board of Directors - General Representative of JSC Halyk Bank;

Since February 2014 till present time – Chairman of the Management Board, member of the Board of Directors of JSC Holding Group ALMEX;

Since April 2014 till present time – member of the Board of Directors of JSC Halyk Bank as a representative of JSC Halyk Bank shareholder – JSC Holding Group ALMEX.

Note: The candidate is proposed for the election to the Board of Directors as representative of JSC Halyk Bank shareholder – JSC Holding Group ALMEX.

CHRISTOF RUEHL

Born in 1958, a citizen of Federal Republic of Germany

Education:

Mr. Ruehl graduated from the University of Bremen with the qualification "Bachelor in Economics" and an MBA in 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:

1986-1988 – Junior Researcher, Department of Economics, University of Bremen;
1988-1991 – Researcher, Department of Economics, University of Hohenheim;
1991-1996 – Professor of Economics, University of California, Los Angeles;
1996-1998 – Lead Economist of the European Bank for Reconstruction and Development (EBRD), London;
1998-2001 – Senior Economist of the World Bank, Washington;
2001-2004 – Chief Economist of the Russian Department of the World Bank, Moscow;
2004-2005 – Lead Economist and Head of the Brazilian Department of the World Bank;
2005-2014 – Chief Economist, British Petroleum p.l.c., London;
Since 2007 till present time, Member of the Board of Directors of JSC Halyk Bank, Independent Director;
Since July 2014 till present time, the First Global Head of Research Unit of Abu Dhabi Investment Authority;

Note: 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 JSC Halyk Bank shareholder's representative.

PAVLOV ALEXANDER SERGEEVICH

Born in 1953, a citizen of the Republic of Kazakhstan

Education:

In 1974 Mr. Pavlov graduated from Belarus State Institute of People's Economy named after V.V. Kuibyshev as an economist, in 1991 - Academy of Social Sciences under the USSR Communist Party Central Committee, with specialty in political science.

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:

1974-1975 – Senior economist of Pavlodar Regional Finance Department;
1976-1987 – Deputy Head of the Finance Department, Head of Planning and Economic Department of Pavlodar Tractor Plant named after V.I. Lenin;
1987-1991 – Head of Pavlodar Regional Finance Department;
1991-1994 – Deputy Chairman of Pavlodar Regional Executive Committee,
since 1992 - Deputy Head of Pavlodar regional administration on economic reform issues;
1994 – Head of the Main State Tax Inspectorate - First Deputy Finance Minister of the Republic of Kazakhstan;
1994-1996 – Minister of Finance of the Republic of Kazakhstan;
1996-2000 – Deputy Prime Minister - Minister of Finance of the Republic of Kazakhstan, First Deputy Prime Minister of the Republic of Kazakhstan;
2001-2002 – Deputy Chairman of the Board of Directors, Deputy Chairman of the Management Board of JSC Kazakhmys;
2002 – Deputy Prime Minister and Minister of Finance of the Republic of Kazakhstan;
2002-2003 – First Deputy Prime Minister of the Republic of Kazakhstan;
Since 2004, adviser to the President of the Republic of Kazakhstan;
Since March 2004 till present time, Chairman of the Board of Directors of JSC Halyk Bank, Independent Director.

Additional information

He headed the Small Business Development Commission and the Higher Scientific and Technical Commission of the Government of the Republic of Kazakhstan. He was elected to the National Council for Sustainable Development of the Republic of Kazakhstan. Since September 2001, he has been a Member of the Council of Entrepreneurs under the President of the Republic of Kazakhstan, since September 2007 – a Member of the Council of National Investors under the President of the Republic of Kazakhstan.

Note: 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 JSC Halyk Bank shareholder's representative.

SAIDENOV ANVAR GALIMULLAYEVICH
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, Ph.D 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).

Note: 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.

FRANK KUIJLAARS

Born in 1958, a citizen of Kingdom of the Netherlands

Education:

Graduated from the Erasmus University, Rotterdam, the Netherlands, has LLM degree; completed the Bank & Insurance certification from the Dutch Institute for Banks and Insurance Companies and followed several post graduate programs at international institutions like: Fontainebleau, France; Cambridge University, UK; Harvard Business School USA.

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 the last three years:

During his almost 25-year career at ABN AMRO and later at RBS, until 2008, he held a number of senior positions: Head of Corporate and Investment Banking in Belgium, Regional Manager in Brazil, Country Manager in Russia and Brazil, etc. Mr. Kuijlaars was also a Member of the Supervisory Board in Russia, Kazakhstan and Uzbekistan. After his appointment in 2001 to the position of Corporate Executive Vice President, in addition to supervising global energy issues, he was a Member of the Executive Committees in Europe, Central and Eastern Europe, Middle East and Africa, as well as Corporate and Investment Banking. He is an adviser to several international organizations, and for a long time was a Member of the Council of Foreign Investors under the President of the Republic of Kazakhstan. Since 2006, Mr. Kuijlaars is an Independent Director, the Member of the Board of Directors of JSC National Company KazMunayGas. Since 2009, Mr. Kuijlaars is an Independent Director, the Member of the Board of Directors of JSC Halyk Bank and Chief Executive Officer of Eureka (Energy) Ventures BV. Since November 2012, Mr. Kuijlaars is an Independent Director of the Amsterdam Trade Bank.

Note: The person is proposed for the appointment 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 appointment to the Board of Directors of JSC Halyk Bank as a JSC Halyk Bank shareholder's representative.

SHAYAKHMETOVA UMUT BOLATKHANOVNA

Born in 1969, a citizen of the Republic of Kazakhstan

Education:

In 1993 – a Graduate of P. Lumumba People's Friendship University of Russia, qualification "Bachelor of Economic Science".

In 1996 – Rutgers University, USA, New Jersey, MBA degree.

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", she is affiliated with JSC Halyk Bank.

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

1997-1998 – specialist of the Project Financing Division, Financial Analyst, CJSC ABN AMRO Bank Kazakhstan SB;

1998-2000 – Pension Assets Management Company “ABN AMRO Asset Management”, Chairperson of the Management Board;

2000 – OJSC Halyk Bank, Managing Director;

2000-2004 – CJSC ABN AMRO Bank Kazakhstan SB, Deputy CEO;

2004-2009 – JSC Halyk Bank, Deputy CEO for Lending;

January 2009 – till present – JSC Halyk Bank, Chairperson of the Management Board;

April 2009 – till present – Member of the Board of Directors of JSC Halyk Bank;

May 2011 – till present – President of Kazakhstan Gymnastics Federation.

June 2015 – till present – Chairperson of Regional Council Businesswomen, Chamber of Entrepreneurs, Almaty.

June 2016 – till present – Chairperson of the Financial Sector Committee under Presidium of the National Chamber of Entrepreneurs “Atameken” and Chairperson of the Regional Council Eastern Europe, Central Asia, Russia and Caucasus of UnionPay International.

Note: The person is proposed for the appointment as the Member of the Board of Directors of JSC Halyk Bank. The candidate is not a shareholder of JSC Halyk Bank and not proposed (not recommended) for the appointment to the Board of Directors of JSC Halyk Bank as a JSC Halyk Bank shareholder's representative.

Item 8 on the agenda: “Informing shareholders of JSC Halyk Bank on the amount and structure of remuneration for the members of the 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 executive body of the Company at the Annual General Shareholders’ Meeting.

In pursuance of the requirement 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 JSC Halyk Bank in 2016.

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

Dear shareholders! 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 9 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 amendments to JSC Halyk Bank's Charter in the Kazakh and Russian languages. You will be provided with a copy of the approved amendments to JSC Halyk Bank's Charter in the Kazakh and Russian languages upon request.

The Charter of JSC Halyk Bank is available at the location of JSC Halyk Bank Management Board and on the corporate website of JSC Halyk Bank. However, in order to pass resolution on the item, you may read the Charter of JSC Halyk Bank now, by obtaining your copy of JSC Halyk Bank's Charter from the Ballot Committee members.

The Charter of JSC Halyk Bank approved by the resolution of General Shareholders' Meeting of JSC Halyk Bank No.22 dated 20 December 2006 is 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 on the issues of abridgment of approval documents and simplification of licensing procedures” dated 29 March 2016 and the Law of the Republic of Kazakhstan “On Amending certain legislative acts of the Republic of Kazakhstan on the issues of improvement of civil and banking legislation and improvement of environment for entrepreneurial activity” dated 27 February 2017.

Thus, Article 14 of the Law of the Republic of Kazakhstan “On Joint-Stock Companies”, regulating rights of shareholders of the Company was amended, according to which shareholders holding on their own or in aggregate with other shareholders 5% and more of the voting shares of the Company, have the right to propose to the Board of Directors to add items for the agenda of the General Shareholders' Meeting.

Respectively, such right is excluded from the list of rights of major shareholder of the company. At the same time, it was established that fulfillment of the shareholder's (shareholders') requirement to add the agenda is binding on the body or persons convoking the General Shareholders' Meeting.

The procedure for payment of dividends defined more precisely: payment of dividends on common shares is not made until the dividends on preferred shares are paid in full to shareholders, who are eligible to be paid dividends and whose actual records are included in the registering system of the company's shareholders.

The Law of the Republic of Kazakhstan “On Joint-Stock Companies” has established delineation of the competence of the Board of Directors and General Shareholders' Meeting on the issues of adopting resolutions on entering into major transactions related to the alienation of property, depending on its value. Thus, General Shareholders' Meeting adopts resolution on the company's entering into a major transaction, resulting in the alienation (probable alienation) of property with the value

of fifty and more percent of the total carrying value of the company's assets, as of the date of adopting the resolution on such transaction. The Board of Directors adopts resolution on entering into all other major transactions.

The list of corporate events of the Joint-Stock Company has also changed, according to which the company is obliged to bring to the attention of its shareholders and investors the information of not all transactions in which the Bank has interest, but on those transactions in which the Bank has interest and which are related to the acquisition or alienation of property, the value of which is ten and more percent of the total carrying value of the company's assets at the date of adopting the resolution on execution of such transactions.

The digital index of JSC Halyk Bank is excluded and will not be indicated in the Charter of the Bank, due to transition to alphanumeric characters in the postal code by JSC Kazpost.

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 and 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 Annual General
Shareholders’ Meeting
of JSC Halyk Bank
(minutes No. ____dated _____ 2017)**

Almaty, 2017

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

in Article 8 the figures, the character "050059 ("and the character ") shall be deleted;

in Article 18:

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

"1-1) where holding individually or in aggregate with other shareholders five and more percent of the Bank's voting shares, to propose to the Board of Directors to add matters in the agenda of the General Shareholders' Meeting in accordance with the Law;"

sub-Clause 2) of Clause 3 shall be deleted;

shall be added by Clause 6 as follows:

"6. The requirement stipulated by Sub-Clause 1-1) of Clause 1 of this Article is binding on the body or persons convening the General Shareholders' Meeting of the Bank.";

Part 2 of Clause 8 of Article 23 shall be amended to read as follows:

"Payment of dividends on common shares is not made until the dividends on preferred shares are paid in full to shareholders, who are eligible to be paid dividends and whose actual records are included in the registering system of the Bank's shareholders.";

clause 1 of Article 26 shall be added by Sub-Clause 15-1) as follows:

"15-1) adopt resolution on the Bank's entering into a major transaction which stipulates that the Bank alienates (might alienate) the property with the value of fifty and more percent of the total carrying value of the Bank's assets as of the date of adopting the resolution on entering into the transaction resulting in the alienation (probable alienation) of fifty and more percent;"

Clause 4 of Article 30:

The third sentence shall be added by the character and the words " , while the powers of the newly elected member of the Board of Directors expire simultaneously with the expiration of the term of powers of the Board of Directors as a whole";

The fourth sentence shall be deleted;

article 31:

clause 2:

sub-clause 4):

the word "shares" following the words "placement (sale)" shall be deleted;

the words and the character "placement (sale)," shall be added by words and the character "except as provided by the Law,";

Sub-Clause 21):

the words "at the Bank" shall be added by the words "by the Bank";

shall be added by the character, words and figures " , except for major transactions, which execution is decided by the General Shareholders' Meeting of the Bank in accordance with sub-clause 15-1) of clause 1 of Article 26 of this Charter";

sub-clause 22) shall be added by the character and the wording " , except as stipulated by the Law on Banks";

sub-clause 6) of clause 5 shall be added by the character and the wording “, except for major transactions, which execution is decided by the General Shareholders’ Meeting of the Bank in accordance with sub-clause 15-1) of clause 1 of Article 26 of this Charter”;

sub-clause 3) of clause 2 of Article 40 shall be amended to read as follows:

“3) the Bank’s performing major transactions and transactions that simultaneously meet the following conditions: transactions, in which the Bank has an interest, and transactions associated with the acquisition or disposal of property, which value is ten and more percent of the total carrying value of the Bank's assets at the date of adopting the resolution on execution of such transactions by the authorized body of the Bank;”;

In sub-clause 4) of clause 1 of Article 41, the word "evidence" shall be added by the character and the word "(statement)".

Authorized person _____

Item 10 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 Corporate Governance Code of JSC Halyk Bank made in Kazakh and Russian languages. You will be provided with a copy of the approved amendments to the Corporate Governance Code of JSC Halyk Bank in the Kazakh and Russian languages upon request.

Copies of the current Corporate Governance Code of JSC Halyk Bank have been provided to you earlier; also, the Corporate Governance Code 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 adopt resolution on the item, you may read the Corporate Governance Code of JSC Halyk Bank now by obtaining your copy of the Corporate Governance Code of JSC Halyk Bank from the Ballot Committee members.

Similarly to the Charter of JSC Halyk Bank, the Corporate Governance Code of JSC Halyk Bank is amended to be consistent with the amendments made to the legislation of the Republic of Kazakhstan “On Amending certain legislative acts of the Republic of Kazakhstan on the issues of abridgment of approval documents and simplification of licensing procedures” dated 29 March 2016 and the Law of the Republic of Kazakhstan “On Amending certain legislative acts of the Republic of Kazakhstan on the issues of improvement of civil and banking legislation and improvement of environment for entrepreneurial activity” dated 27 February 2017.

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

The amendments in the second part are due to the changes in the Law of the Republic of Kazakhstan “On Joint-Stock Companies”, according to which were added new provisions, regulating issues of responsibility of the company's officers. Thus, the company, on the basis of resolution of the General Shareholders' Meeting or shareholder (shareholders) holding (holding in aggregate) 5 and more percent of the voting shares of the company, on its own behalf in the interests of the company, has the right to file a claim in court to hold an officer liable for damage caused to the company by the company's transaction in which there is an interest and resulting in acquiring or alienating the property by the company, which value is ten and more percent of the total carrying value of its assets, subject to the following conditions:

if it is proved that at the time of adopting the resolution on entering into transaction, the value of such property was clearly disproportionate to its market value determined by independent appraiser;

if the court determines the fact of deliberate misrepresentation of the shareholders of the company by its officer (officers) with the purpose of gaining the profit (income) by such officer(s) or its affiliates.

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

**Approved by
the resolution of the Annual General
Shareholders' Meeting
of JSC Halyk Bank
(minutes No.____ dated _____2017)**

**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):

In clause 18, the first sentence of part two shall be stated in the following wording:

“The Board of Directors of the Bank shall, within ten working days of receipt of the said request, adopt a resolution and send it, not later than three working days after adoption of such resolution, to the major shareholder, who has presented the request for convening an Extraordinary General Meeting.”;

clause 22 shall be amended to read as follows:

“22. The agenda of the General Shareholders' Meeting may be added by a shareholder holding individually or in aggregate with other shareholders, five and more percent of the Bank's voting shares or by the Board of Directors, provided that the Bank's shareholders have been given a notice of such additions not later than fifteen days before the date of the General Shareholders' Meeting or in the manner prescribed by the Law of the Republic of Kazakhstan "On Joint-Stock Companies".”;

clause 26 shall be amended to read as follows:

“26. The notice of the General Shareholders' Meeting shall comply with the requirements of the Law of the Republic of Kazakhstan "On Joint-Stock Companies" in terms of its content.”;

clause 63 shall be amended to read as follows:

“63. The Board of Directors adopts resolution on the placement (sale), including the number of shares being placed (sold) within the number of announced shares, the method and price of the placement (sale) thereof, except as stipulated by the Law of the Republic of Kazakhstan "On Joint-Stock Companies", redemption by the Bank of the outstanding shares or other securities and the redemption price thereof, as well as determines the terms and conditions for the issue of bonds and derivatives of the Bank.”;

in Clause 67, part one shall be amended to read as follows:

“67. The Board of Directors adopts resolution on entering into major transactions and transactions in which the Bank has an interest, except for major transactions, which execution is decided by the General Shareholders' Meeting of the Bank in accordance with sub-clause 17-1) of clause 1 of Article 36 of the Law of the Republic

of Kazakhstan "On Joint-Stock Companies". A transaction with a person having special relationship with the Bank can be exercised subject to the requirements of the legislation of the Republic of Kazakhstan only by resolution of the Board of Directors, except as stipulated by the Law of the Republic of Kazakhstan "On Banks and Banking Activities in the Republic of Kazakhstan.";

in Clause 72:

The wording "company are created" should be replaced by the wording "the Bank should be created";

shall be added by part two as follows:

"Consideration of issues listed in part one of this clause may be referred to the competence of one or several committees under the Board of Directors, with the exception of internal audit issues to be considered by an individual committee under the Board of Directors.";

in Clause 75:

in the third sentence, the word and the character "by vote," shall be added by the wording and the character "presented at the General Shareholders' Meeting,";

The fourth sentence shall be amended to read as follows:

"In this case, the powers of the newly elected member of the Board of Directors expire simultaneously with the expiration of the term of powers of the Board of Directors as a whole.";

in clause 126, part three shall be amended to read as follows:

"In the event that the subject of such transaction is cash and (or) securities issued (placed) on the primary securities market and (or) assets and (or) claims of a legal entity that was previously a bank, the valuation is not performed.";

shall be added by clause 135-2 as follows:

"135-2. The Bank, based on the resolution of the General Shareholders' Meeting, or a shareholder (shareholders) holding (holding in aggregate) five and more percent of the Bank's voting shares, has the right to file a claim in court to hold an officer liable for damage caused to the Bank by the Bank's transaction in which there is an interest and resulting in acquiring or alienating the property by the Bank, which value is ten and more percent of the total carrying value of its assets, subject to the following conditions:

if it is proved that at the time of adopting the resolution to enter into transaction, the value of such property was clearly disproportionate to its market value determined by the appraiser in accordance with the Law of the Republic of Kazakhstan "On Appraisal Activities in the Republic of Kazakhstan";

if the court determines the fact of deliberate misrepresentation of the shareholders of the Bank by its officer (officers) with the purpose of gaining the profit (income) by such officer(s) or its affiliates" .";

in clause 157, sub-clause 3) shall be amended to read as follows:

"3) the Bank's performing major transactions and transactions that simultaneously meet the following conditions: transactions, in which the Bank has an interest, and transactions associated with the acquisition or disposal of property, which value is ten and more percent of the total carrying value of the Bank's assets at the date

of adopting the resolution on execution of such transactions by the authorized body of the Bank”;

In sub-clause 2) of clause 163, the word "evidence" shall be added with the character and the word “(statement)”.

Item 11 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 of JSC Halyk Bank were approved by the resolution of General Shareholders’ Meeting of JSC Halyk Bank on 20 December 2006, amendments thereto can also be made based on the relevant resolution of the General Shareholders’ Meeting of JSC Halyk Bank.

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

Copies of the current Regulations on the Board of Directors of JSC Halyk Bank have been provided to you earlier, also, the Regulations on the Board of Directors 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 adopt resolution on the item, you may read the Regulations on the Board of Directors of JSC Halyk Bank now by obtaining your copy of the Regulations on the Board of Directors of JSC Halyk Bank from the Ballot Committee members.

The Regulations on the Board of Directors of JSC Halyk Bank is amended to be consistent with the amendments made to the legislation by the Law of the Republic of Kazakhstan “On Amending certain legislative acts of the Republic of Kazakhstan on the issues of abridgment of approval documents and simplification of licensing procedures” dated 29 March 2016 and the Law of the Republic of Kazakhstan “On Amending certain legislative acts of the Republic of Kazakhstan on the issues of improvement of civil and banking legislation and improvement of environment for entrepreneurial activity” dated 27 February 2017.

The main changes to the Regulations on the Board of Directors of JSC Halyk Bank are associated with specification of the competence of the Board of Directors at adoption of resolutions on major transactions and interested party transactions. Also, the Regulations on the Board of Directors of JSC Halyk Bank were amended in respect of creation and functioning of committees under the Board of Directors of JSC Halyk Bank.

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

**Approved by
the resolution of the Annual General
Shareholders' Meeting
of JSC Halyk Bank
(minutes No.____ dated _____2017)**

**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 Annual General Shareholders' Meeting of JSC Halyk Bank (minutes No.22 dated 20 December 2006):

in sub-clause 4) of clause 4:

after the words "placement (sale)" the word "shares" shall be deleted;

the words and the character "placement (sale)," shall be added by the wording and the character "except as provided by the Law,";

in clause 4 sub-clause 24) shall be amended to read as follows:

“24) the Bank’s performing major transactions and transactions. in which the Bank has an interest, except for major transactions, which execution is resolved by the General Shareholders’ Meeting of the Bank in accordance with sub-clause 17-1) of clause 1 of Article 36 of the Law;”;

in clause 4 sub-clause 25) shall be amended to read as follows:

“25) adopt resolutions on entering into transactions with the Bank’s related parties, except as stipulated by the Law of the Republic of Kazakhstan “On Banks and Banking Activities in the Republic of Kazakhstan”,”

in clause 11:

the third sentence shall be added by the character and the wording “, in this case, the powers of the newly elected member of the Board of Directors expire simultaneously with the expiration of the term of powers of the Board of Directors as a whole.”;

the fourth sentence shall be deleted;

in clause 61:

the wording "company are created" should be replaced by the wording "the Bank should be created”;

shall be added by part two as follows:

“Consideration of issues listed in part one of this clause may be referred to the competence of one or several committees under the Board of Directors, with the exception of internal audit issues to be considered by an individual committee under the Board of Directors.”.

Item 12 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.

In 2016, the dividends on preferred shares of JSC Halyk Bank and preferred shares convertible to common shares of JSC Halyk Bank were paid for the year ended 2015, totaling KZT338.2 million, KZT16 per share.

The Annual General Shareholders’ Meeting of JSC Halyk Bank held on 22 April 2016 resolved to not accrue and pay dividends on common shares of JSC Halyk Bank for 2015. Despite rather complicated economic conditions in the country, taking into account resolution passed by the Annual General Shareholders’ Meeting of JSC Halyk Bank to not pay dividends on common shares of JSC Halyk Bank, the Management Board of JSC Halyk Bank resolved to pay material assistance to individual shareholders of JSC Halyk Bank for 2016, in the amount of KZT2.00 (two tenge 00 tiyn) per common share of JSC Halyk Bank. Total amount of material assistance paid in 2016 was KZT25.7 million to 1,225 individual shareholders.

In 2016, the Bank completed the activities for payment of material assistance in honor of 70th anniversary of the Victory in the Great Patriotic War (GPW) to JSC Halyk Bank shareholders – the GPW veterans and persons equated to them. For the period from March 2015 thru December 2016, the total amount of payments was KZT9.18 million to 306 shareholders of preferential groups.

During 2016, JSC Halyk Bank continued to redeem its own common shares. Thus, for the reporting year 2016, 79,830 own common shares were redeemed from 18 individual shareholders, in accordance with their applications for the amount of KZT2.2 million.

Eleven appeals have been received from shareholders of JSC Halyk Bank and their representatives, regarding payment of dividends, material assistance, title to shares of JSC Halyk Bank, information of withheld income tax, other issues related to activities of JSC Halyk Bank, as well as legislation of securities market, to which the following answers have been given:

one appeal has been considered from shareholder of JSC Halyk Bank on the issues of allocation and circulation of shares, payment of dividends on common shares of JSC Halyk Bank. Upon the review of this appeal, the appellant was 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;

one appeal has been considered from shareholder’s representative of JSC Halyk Bank concerning availability of shares of JSC Halyk Bank in hand of the shareholder, payment of dividends on common shares of JSC Halyk Bank for previous years, as well as possibility and effective procedures of redemption of common shares of JSC Halyk Bank, to which the appellant was given explanations;

two appeals have been considered from shareholders (including from shareholder non-resident) concerning payment in 2016 of material assistance on common shares of JSC Halyk Bank to individual shareholders, upon the review of which were made mentioned payments;

one appeal has been considered on the issues not included in the list of information, affecting interests of shareholders of JSC Halyk Bank, to which the answer was given;

six appeals have been considered concerning the possibility to provide statements on withholding of income tax upon payment of dividends on common shares of JSC Halyk Bank for certain periods. As a result, we prepared and presented answers in the form of information statements.

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.