**Meeting dated December 25, 2015.**

The Company’s Board of Directors made the following decisions on December 25, 2015 in compliance with the Company’s Charter, Provisions on the Company’s Board of Directors, and the Republic of Kazakhstan Law “On joint - stock companies”:

On closing of major transaction; on establishing limit on balance sheet and off-balance sheet obligations of the Company for “Bank of Astana” JSC; on setting limits on balance sheet and off-balance sheet obligations of the Company for “Qazaq Banki” JSC; on implementation of the Company’s activities in the field of human resources management and social responsibility; the evaluation of corporate governance efficiency in the Company; on approval of the Road map of the Company’s transformation program with adjustments; on carrying out performance evaluation of the Board of Directors and its committees, chairman, members of the Board of Directors of the Company following the results of 2015; on approval of the Company’s Board of Directors work plan for 2016; on payment of bounty to the Company’s Corporate Secretary following the results of reporting period; on payment of bounty to employees of the Company’s Internal Audit Service following the results of reporting period; on approval of the evaluation of positions of the Chairman and Management Board members, employees of Internal Audit Service, the Company’s Corporate Secretary; on consideration of self-evaluation results of the Company on compliance of current practice with provisions of new Corporate governance code (gap-analysis).

The Board of Directors approved the report on risk management with description and analysis of the Company’s key risks as well as information on implementation of the plans for the Company’s risks minimization for the 3rd quarter of 2015; the report on evaluation of efficiency of the Company’s internal control system; the report of the Company’s internal audit service following the results of 4 Q of 2015; the report on the performance of the Company’s internal audit service during 2015; the evaluation of performance efficiency of the Company’s Internal Audit Service and its head for 2015;

**The following BOD members are present:**

**Bektemirov K.A., Spitsyn A.T., Satkaliyev A.M., Luca Sutera attended the meeting via video-conference.**

 **BOD members unanimously voted “FOR” on all items of the agenda.**