

**Preliminary agenda of the General Shareholders' meeting:**

- 1) Approve the annual financial statements and decide not to pay KEGOC's dividends for the year ended on 31 December 2015;
- 2) Consider any claims from the shareholders in relation to activities of KEGOC and its officers and results of investigation of such claims.

**EXPLANATORY NOTE**  
**on the agenda issue of KEGOC Annual General Shareholders' Meeting**  
**on approving the annual financial statements and deciding not to pay**  
**KEGOC's dividends for the year ended on 31 December 2015**

1. According to clause 23.1 and clause 36.1.8 of the Law of the Republic of Kazakhstan On Joint Stock Companies, approval of the annual financial statements and the procedure for distribution of the Company's net income, decision on payment of dividends on ordinary shares and approval of the dividend rate per one ordinary share of the Company shall fall within the competence of the General Meeting of Shareholders.

Ernst&Young LLP, independent audit firm, audited the Company's annual financial statements for the year ended on 31 December 2015.

According to the audit opinion of Ernst & Young, the consolidated financial statements reliably reflect the financial health of the Company in all aspects as of 31 December 2015, as well as its financial results and cash flows for the year ended on the mentioned date as per the International Financial Reporting Standards.

According to the consolidated financial statements as of 31 December 2015, the Company's assets amounted to KZT 595,336,614 thousand, the liabilities made KZT 254,360,000 thousand, the equity made KZT 340,976,614 thousand. The Company's incomes for the year ended on 31 December 2015 amounted to KZT 115,140,178 thousand, the expenses made KZT 125,087,249 thousand, profit tax relief made KZT 2,167,498 thousand, and net loss made KZT 7,779,573 thousand.

According to clause 6 of KEGOC Regulations on Dividend Policy, the source of dividends shall be net income for the appropriate financial year or half-year, or retained profits accrued on the basis of the consolidated financial statements of the Company prepared in accordance with the IFRS. Therefore since the Company accumulated loss as of 31 December 2015 caused by currency risk occurrence in the midst of material liabilities represented by foreign currency loans, KEGOC's Board of Directors proposed to the General Meeting of shareholders not to pay dividends for 2015.

According to clause 36.1.9 of the Law of the Republic of Kazakhstan On Joint Stock Companies, the decision not to pay dividends on ordinary shares of the company belongs to the exclusive competence of the General Meeting of Shareholders.

2. Approval of the annual financial statements by the General Meeting of Shareholders will minimize the risk of reduced level of corporate governance for delayed and incomplete disclosure of information about the Company's operations to shareholders and other interested parties.

3. Social and economic and/or legal effects are not expected, should the General Meeting of Shareholders make a decision on this issue.

4. Earlier the Company's financial statements for the year ended on 31 December 2015 were preliminarily approved by the Board of Directors on 25 March 2016 (Minutes No. 3).

**Decision of the Annual General Meeting of KEGOC Shareholders  
on the agenda issue on approving the annual financial statements and  
deciding not to pay KEGOC's dividends for the year ended on 31 December  
2015**

Having reviewed the agenda issue and the supporting documents in accordance with clause 23.1 and clauses 36.1.7 and 36.1.9 of the Law of the Republic of Kazakhstan On Joint-Stock Companies, and clauses 21.1.11 and 21.1.13 of KEGOC Charter, and clause 6 of KEGOC Regulations on Dividend Policy, **the General Meeting of Shareholders DECIDED to:**

1. Approve the annual financial statements for the year ended on 31 December 2015.
2. Not to pay dividends on ordinary shares of Kazakhstan Electricity Grid Operating Company (KEGOC) joint stock company.
3. Bakytzhan Kazhiyev, the Chairman of the Management Board of the Company, to take the required measures to implement this decision in accordance with the laws of the Republic of Kazakhstan.

**To KEGOC's shareholders**

**EXPLANATORY NOTE**

**regarding the agenda issue of the Annual General Shareholders' Meeting on  
Review of claims from the shareholders in relation to activities of KEGOC  
and its officers and results of review of such claims**

1. In accordance with Article 35.2.3) of the Law of Kazakhstan On Joint Stock Companies and Article 15.3 of KEGOC Charter, claims from the shareholders in relation to activities of the Company and its officers and results of review of such claims shall be reviewed at the Annual General Shareholders' Meeting.

From 1 January to 31 December 2015, there was no claim from the shareholders in relation to activities of KEGOC and its officers.

Based on the above, the issue on claims from the shareholders in relation to activities of KEGOC and its officers and results of review of such claims shall be introduced for review by KEGOC General Shareholders' Meeting (hereinafter referred to as the General Meeting).

2. In case of taking or not taking a proposed decision by the General Meeting, there will not be any risk.

3. Social and economical and/or legal effects in case of taking the decision or not taking any decision by the General Meeting on this issue shall not be supposed to occur.

4. This issue was preliminarily reviewed by the Board of Directors of KEGOC (MoM No.3 dated 25 March 2016).

**Decision regarding the agenda issue of the Annual General Shareholders' Meeting on Review of claims from the shareholders in relation to activities of KEGOC and its officers and results of review of such claims**

Having reviewed the agenda issue in accordance with Article 35.2.3) of the Law of Kazakhstan On Joint Stock Companies and Article 15.3 of KEGOC Charter, the General Meeting **DECIDED:**

Take a note of information on absence of claims from the shareholders in relation to activities of KEGOC and its officers.