

**Notice to Owners of
144A/Regulation S Global Depositary Receipts of**

“BTA Bank” JSC

**144A CUSIP 05574Y100#: ISIN#: US05574Y1001
REG S CUSIP 05574Y209#: ISIN#: US05574Y2090**

Holders of record on **19 November 2012** of Global Depositary Receipts (each representing 500 common shares) (the “Holders”), issued under the Deposit Agreement (the “Deposit Agreement”) dated as of 23 August 2010 among The Bank of New York Mellon, as Depositary (the “Depositary”), “BTA Bank” JSC (the “Bank”), are hereby notified that the Depositary has received notice of an upcoming **Extraordinary General Shareholders’ Meeting of the Company** to be held on **3 December 2012** in Kazakhstan.

Pursuant to the clause in the Deposit Agreement entitled “Voting of Deposited Securities”, Holders of Global Depositary Receipts (“GDRs”) are entitled, subject to any applicable provision of Kazakhstan law and the statutes of the Bank to instruct the Depositary to vote the Deposited Shares evidenced by the GDRs. Upon the written request of a Holder on **19 November 2012**, received **on or before 12.00 p.m. (EST) on 29 November 2012**, the Depositary shall endeavor, insofar as practicable, to vote or cause to be voted the amount of Deposited Shares represented by the Global Depositary Shares evidenced by such Receipt in accordance with the instructions set forth in such request.

Each Holder is required to disclose its identity and each Holder that is a legal entity needs to certify in such voting instruction on page 4, resolution #2 that it and legal entities that, through it, indirectly own and/or have the right use and/or dispose of Deposited Shares represented by GDRs, have complied with the requirements of Clause 5 of Article 17 of the Law of the Republic of Kazakhstan “On Banks and Banking Activity in the Republic of Kazakhstan”, and represent that neither such legal entity nor legal entities that, through it, indirectly own and/or have the right to use and/or dispose of Deposited Shares represented by GDRs are registered in “offshore zones”, the list of which is published by the authorized body of the Republic of Kazakhstan on regulation of banking activity in the Republic of Kazakhstan. If no such disclosure is provided to the Depositary by a Holder and no such certification is provided to the Depositary by a Holder being a legal entity (an “Uncertified Holder”), the Depositary will not exercise any voting rights in relation to the Deposited Shares represented by the GDRs held by the Uncertified Holder and such voting rights will lapse.

In addition, by providing voting instructions to the Depositary the person or entity providing such instructions will be deemed to have represented that (i) neither such person nor any person for whom such person is acting owns 10 per cent. or more of the outstanding Shares of the Company or such person and/or person for whom the Holder is acting owns 10 per cent. or more of the outstanding Shares of the Bank and has obtained all relevant approvals required in connection therewith, (ii) that neither such person or the person for whom they are acting is associated with any former management of the Bank, and (iii) such person is not JSC “Sovereign Wealth Fund” “Samruk-Kazyna” or any of its affiliates.

Under the Deposit Agreement, upon written notice from a Holder in a form acceptable to the Bank, the Bank agrees to permit Holders to attend and speak, but not vote, at the meeting.

The Depositary will only endeavor to vote, or cause to be voted, the votes attaching to Deposited Shares in respect of which voting instructions have been received. If no voting is received by the Depositary (either because no voting instructions are returned or because the voting instructions are incomplete, illegible or unclear) from a Holder with respect to any or all of the Deposited Shares represented by such Holder’s GDRs **on or before 12.00 p.m. (EST) on 29 November 2012**, the Depositary shall not exercise voting rights in relation to such Deposited Shares and such voting rights shall lapse.

**!!!RESOLUTION #2 MUST BE MARKED BY HOLDERS THAT ARE LEGAL ENTITIES
FOR THE VOTE TO BE VALID!!!
!!! DISCLOSURE MUST BE PROVIDED FOR THE VOTE TO BE VALID!!!
SEE PAGE #3-4 FOR DETAIL**

**The Bank of New York Mellon,
As Depositary**

Dated: 14 November, 2012

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF "BTA BANK" JSC

TO:	THE BANK OF NEW YORK MELLON, ADR Proxy Group	
Fax Number:	+1(732) 667-9098	
Telephone Number:	+1(212) 815-5021 (Mira Daskal)	
RE:	"BTA BANK" JSC Extraordinary General Shareholders' Meeting to be held on 3 December 2012	
FROM:	_____	_____
	Company Name	DTC Participant Number (Mandatory)
SIGNATURE:	_____	
	Authorized Signatory Name, Signature/Medallion required	
CONTACT INFO:	_____	
	Telephone/Fax Number/E-mail Address	
TOTAL NUMBER 144A GDRs HELD AS OF 19 November 2012:	_____	
	CUSIP# 05574Y100	
TOTAL NUMBER REG S GDRs HELD AS OF 19 November 2012:	_____	
	CUSIP# 05574Y209	
NUMBER 144A GDRs BEING VOTED:	_____	
	CUSIP# 05574Y100	
NUMBER REG S GDRs BEING VOTED:	_____	
	CUSIP# 05574Y209	
"BTA Bank" JSC Extraordinary General Shareholders' Meeting 3 December 2012		
The above-noted Holder of 144A/Reg S Global Depositary Receipts ("GDRs") of "BTA Bank" JSC hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor insofar as practicable, to vote or cause to be voted the number of Deposited Securities underlying the GDRs held as of close of business on 19 November 2012 at the Extraordinary General Shareholders' Meeting (the "Meeting") to be held in Kazakhstan on 3 December 2012 in respect of the following resolutions:		

**THIS FORM MUST BE RECEIVED COMPLETED BY
29 November 2012 AT 12.00 P.M. EST TO BE VALID**

**EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF
"BTA BANK" JSC**

CERTIFICATION

144A ISIN#: US 05574Y1001
REG S ISIN#: US 05574Y2090

Date: _____ 2012

The undersigned _____, as bank/broker holding GDRs of "BTA Bank" JSC hereby certifies, under its own responsibility, as follows:

(Name and address of GDR beneficial owner)

is the beneficial owner of _____ GDRs of "BTA Bank" JSC.
Number of GDRs held

Resolution #2.

As a Holder of GDRs, **WE HEREBY CERTIFY THAT WE HAVE COMPLIED** with the requirements of Clause 5 of Article 17 of the Law of the Republic of Kazakhstan "On Banks and Banking Activity in the Republic of Kazakhstan", and we represent that neither ourselves nor legal entities that, through us, indirectly own and/or have the right to use and/or dispose of Shares represented by GDRs are registered in offshore zones, the list of which is published have the right to by the authorized body of the Republic of Kazakhstan on regulation of banking activity in the Republic of Kazakhstan.

YES

NO

PLEASE SEE A LIST OF THE OFFSHORE ZONES ON THE NEXT PAGE

End of resolutions.

**EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF
"BTA BANK" JSC**

CERTIFICATION

The offshore zones currently contained on such list are:

1. The Principedom of Andorra
2. The Republic of Antigua and Barbuda
3. The Commonwealth of The Bahamas
4. Barbados
5. Belize
6. Brunei Darussalam
7. Vanuatu
8. Guatemala
9. Grenada
10. The Republic of Djibouti
11. Dominica
12. Indonesia
13. Spain (the Canary Islands only)
14. Cyprus
15. Chinese People's Republic (Aomin (Macao) and Xianggang (Hong Kong) areas only)
16. Federal Islamic Republic of the Comoros
17. Costa Rica
18. Malaysia (Labuan only)
19. The Republic of Liberia
20. The Principedom of Liechtenstein
21. The Republic of Mauritius
22. Portugal (Madeira only)
23. The Maldives
24. Malta
25. The Republic of Marshall Islands
26. Princedom of Monaco
27. The Union of Myanmar
28. Nauru
29. The Netherlands (the Antilles and Aruba only)
30. The Federal Republic of Nigeria
31. New Zealand (the Cook Islands and Niue)
32. Palau
33. Panama
34. The Independent State of Samoa
35. The Republic of Seychelles
36. Saint Vincent and the Grenadines
37. Saint Kitts and Nevis
38. Saint Lucia
39. The United Kingdom of Great Britain and Northern Ireland (Below mentioned territories only)
 - 1) Anguilla
 - 2) The Bermuda Islands
 - 3) British Virgin Islands
 - 4) Gibraltar
 - 5) Cayman Islands
 - 6) Montserrat
 - 7) Turks and Caicos
 - 8) The Isle of Man
 - 9) Channel Islands (Guernsey, Jersey, Sark, Alderney)
40. The United States of America (US Virgin Islands, Guam and Puerto Rico)
41. The Kingdom of Tonga
42. The Philippines
43. Sri Lanka

***The residence of an individual or the main offices of the Holder and its executive board are located in**

Country _____

Kind regards,

Bank/Broker Signature