

**Resolutions of KazMunaiGas Exploration Production JSC (“Company”)
extraordinary general meeting to be held on 27 February 2012 at 10.30.AM**

Agenda:

1. Early termination of powers of a member of the Company’s Board of Directors.
2. Appointment of a member of the Company’s Board of Directors.

1. Early termination of powers of a member of the Company's Board of Directors

Pursuant to resolution of Company's Board of Directors (minutes No.20 dated 22 December 2012), the powers of Askar Balzhanov as Company CEO (Management Board chairman) were terminated from 22 December 2011 before the end of his term of powers.

In accordance with clause 11.1.8 of the Company Charter, determination of headcount and terms of office of the Board of Directors, appointment of its members and early termination of their powers fall within the exclusive competence of general meeting of shareholders.

Resolution:

The powers of a member of the Company's Board of Directors, Askar Balzhanov, shall be terminated before the end of his term of powers.

2. Appointment of a member of the Company's Board of Directors.

On 6 January 2012 the Board of Directors in accordance with clause 10.5., subclause 2 of clause 12.2. of the Company Charter resolved to call an extraordinary general meeting of shareholders of the Company.

The Company received a request from its principal shareholder, National Company KazMunayGas JSC, to appoint Mr. Lyazzat Kiinov as a member of the Company's Board of Directors (letter No.108-26/31).

In accordance with clause 11.1.8 of the Company Charter, determination of headcount and terms of office of the Board of Directors, appointment of its members and early termination of their powers fall within the exclusive competence of general meeting of shareholders.

The information on the nominee is attached.

Resolution:

Mr. Lyazzat Kiinov shall be appointed as a member of the Company's Board of Directors for the term of the Board of Directors as a whole.

**Information on the nominee to the Board of Directors of
KazMunaiGas Exploration & Production**

1. Full name: Lyazzat Ketebayevich Kiinov
2. Name of nominating shareholder: National Company KazMunayGas
3. Number of shares owned by the nominee: none;
4. Education: Higher, graduated from in Kazakh Polytechnical Institute 1971 majoring in Geology and Exploration of Oil and Gas Fields;
5. Affiliation to the Company: None.
6. Places of employment and job titles the nominee had within the last three years, and job titles the nominee had within the last five years in governing bodies of other legal entities:
 - Dec 2011 up to date chairman of Management Board of National Company KazMunayGas;
 - Apr 2010 up to date Vice Minister of Oil and Gas of the Republic of Kazakhstan;
 - March 2003 up to date Vice Minister of Energy and Mineral Resources of the Republic of Kazakhstan;
7. Nominee's relations with affiliates and counterparties: none.
8. Possession of unexpunged or unspent convictions: none
9. Nominee's consent to the appointment to the Board: yes.