

**MINUTES**  
**from the Annual General Meeting of Shareholders of**  
**KazMunaiGas Exploration Production Joint Stock Company**

The annual general meeting of shareholders (“Meeting”) of KazMunaiGas Exploration Production Joint Stock Company (“Company”) located at: 17 Kabanbay Batyr Ave., 010000, Astana, was held on 21 May 2013 at 10:30AM at: Parliament Hall, Duman Hotel, 2A Kurgaldzhinskoye highway, 010000, Astana, Kazakhstan.

Mr. Abat Nurseitov, Company CEO and Management Board Chairman announced the opening of the Meeting, and gave the floor to Mr. Yerden Raimbekov, Chairman of the Counting Committee of the Company.

The Chairman of the Counting Committee stated that, in accordance with the list of Company’s shareholders provided by the Registrar of the Company, Fondovy Tsentri JSC as at 3 May 2013, the total number of shares placed by the Company is 74,357,042 of which 4,136,107 are preferred shares, and 70,220,935 are common or ordinary shares.

Pursuant to clause (1) of article 45 of the Kazakh Stock Corporation Act, general meeting of shareholders may review and make decisions on items on agenda if shareholders or their representatives that had been incorporated into the list of shareholders that are entitled to attend such meeting and cast their votes there and that hold collectively fifty percent or more of company’s voting shares have been registered prior to the end of registration of attendants of such meeting.

Two shareholders that are entitled to attend the Meeting and cast their votes there and that hold 86 percent of the total number of Company’s voting shares were registered as present at the Meeting:

1. On behalf of National Company KazMunayGas: Mr Damir Teberikov, Deputy Director of Production Assets at National Company KazMunayGas (acting pursuant to power of attorney No. 3-31 dated 4 March 2013) holding 43,087,006 ordinary shares (63 percent from the total number of Company’s voting shares);
2. On behalf of The Bank of New York Mellon: Mr Arman Kairzhanov (acting pursuant to power of attorney without number dated 15 May 2013) holding 15,422,050 ordinary shares (23 percent from the total number of Company’s voting shares);

The quorum of the general meeting of shareholders was reached.

Mr. Nurseitov recommended to appoint Mr. Lyazzat Kiinov, chairman of Management Board of National Company KazMunayGas, as Chairman of the general meeting of KMG EP shareholders.

The matter was put to a vote. The total number votes was 43,087,006 votes.

**Votes:**

**For** 43,087,006 votes;  
**Against** no votes;  
**Abstained** no votes.

**The decision was made by majority of votes:**

To appoint Mr. Lyazzat Kiinov, chairman of Management Board of National Company KazMunayGas, as Chairman of the Meeting.

Mr. Nurseitov reported that in accordance with clause 10.39 of the Company's Charter, the Company Secretary shall act as Secretary of general meeting of shareholders. Therefore, it was proposed to appoint Mr. Askhat Kasenov, the Company Secretary, as the Secretary of the Company's Meeting.

The matter was put to a vote. The total number votes was 43,087,006 vote.

**Votes:**

**For** 43,087,006 votes;  
**Against** no votes;  
**Abstained** no votes.

**The decision was made by majority of votes:**

To appoint Mr. Askhat Kasenov, the Company Secretary, as the Secretary of the Company's Meeting.

Then Mr. Lyazzat Kiinov, the chairman of the meeting, advised the shareholders on the scheme and form of voting at the Company's Meeting. He recommended to have open voting method.

This matter was put to a vote. The total number votes was 1 vote.

**Votes:**

**For** 1 vote;  
**Against** no votes;  
**Abstained** no votes.

**The decision was made by majority of votes:**

To have open voting method at the Meeting.

The Chairman of the Meeting Mr. Kiinov gave the floor to the Secretary of the Company's Meeting Mr. Kasenov regarding the determination of the procedural regulations of the Meeting.

Mr. Kasenov suggested providing up to ten minutes to each speaker on agenda items, up to five minutes to a speaker in a dispute, and up to seven minutes to the Counting Committee for counting votes.

The matter was put to a vote. The total number votes was 1 vote.

**Votes:**

**For** 1 vote;  
**Against** no votes;  
**Abstained** no votes.

**The decision was made by majority of votes:**

To provide up to ten minutes to each speaker on agenda items, up to five minutes to a speaker in a dispute, and up to seven minutes to the Counting Committee for counting votes.

The Chairman of the Meeting Mr. Kiinov gave the floor to the Secretary of the Company's Meeting Mr. Kasenov regarding the matter on the agenda.

Mr. Kasenov informed that on 16 April 2013 the Company's Board of Directors resolved to call annual general meeting of shareholders. The notice about the calling of the Meeting was published in the newspapers *Yegemen Kazakhstan* and *Kazakhstanskaya Pravda* both dated 19 April 2013.

There were no proposed changes to the agenda.

The following agenda was proposed for approval:

1. Approval of annual consolidated financial statements for 2012.
2. Approval of procedure for distribution of net income of the Company for 2012 and amount of dividend per ordinary share and per preferred share of the Company for 2012.
3. Approval of Company's 2012 annual report.
4. Review of complaints of shareholders against the Company or its officers, and results of such review in 2012.
5. Report on compensation package for members of the Board of Directors and the Management Board in 2012.
6. Approval of report on performance of the Board of Directors and the Management Board in 2012.

Since there were no comments made on the agenda, this matter was put to a vote. The total number votes was 43,087,006 votes.

**Votes:**

**For** 43,087,006 votes;  
**Against** no votes;  
**Abstained** no votes.

**The decision was made by majority of votes:**

To approve the following agenda:

1. Approval of annual consolidated financial statements for 2012.
2. Approval of procedure for distribution of net income of the Company for 2012 and amount of dividend per ordinary share and per preferred share of the Company for 2012.
3. Approval of Company's 2012 annual report.
4. Review of complaints of shareholders against the Company or its officers, and results of such review in 2012.

5. Report on compensation package for members of the Board of Directors and the Management Board in 2012.
6. Approval of report on performance of the Board of Directors and the Management Board in 2012.

**Item 1. Mr. Ben Fraser**, acting Chief Financial Officer, was given the floor.

Mr. Fraser reported that in accordance with paragraph 11.1.10 of the Company's Charter, approval of annual financial statements of the Company falls within the exclusive competence of the general meeting of shareholders. In accordance with London Stock Exchange and Kazakhstan Stock Exchange requirements the Company should disclose information about itself and its activities, and publish consolidated annual financial statements for the year.

Ernst & Young have audited the annual consolidated financial statements of the Company for 2012 and prepared their opinion in accordance with International Auditing Standards.

The key Financial Statements indicators for 2012 were as follows:

Amounts in tenge million:

Revenue:	797,170;
Share of results of associates and joint ventures:	67,442;
Production expenses:	140,362;
Taxes other than on income:	274,171;
Impairment of PPE:	77,012;
Depreciation, depletion and amortization:	53,747;
Selling, general and administrative expenses:	93,088;
Exploration expenses:	6,104;
Loss on disposal of fixed assets:	3,189;
Finance income less finance costs:	27,297;
Foreign exchange gain:	9,513;
Profit before tax:	253,749;
Profit for the year:	160,823.

The annual consolidated financial statements are available at Company's website and could be provided upon request of a shareholder.

Shareholders were asked to approve the annual consolidated financial statements of the Company for 2012.

The matter was put to a vote. The total number votes was 58,509,056 votes.

**Votes:**

<b>For</b>	58,466,933 votes;
<b>Against</b>	no votes;
<b>Abstained</b>	42,123 votes.

**The decision was made by majority of votes:**

To approve the annual consolidated financial statements of the Company for 2012.

**Item 2. Mr. Ben Fraser**, acting Chief Financial Officer, was given the floor. He said that pursuant to subclause (3) of clause 3 of Article 44 of the Kazakh Stock Corporation Act as well as subclause (3) of clause 10.28 of the Charter of KazMunaiGas EP JSC (hereinafter referred to as "Company" or "KMG EP") materials for agenda of annual general shareholders meeting shall include recommendations from the Board of Directors on procedure for distribution of net income of the company for last financial year and the amount of dividend for the year per

ordinary share and per preferred share of the company. Pursuant to clause 8.1 of the Company Charter, the record date of this list may not be fixed earlier than ten (10) calendar days after the date of decision on dividend payment. The beginning of dividend payment shall be decided on the date at least thirty (30) calendar days after the record date of the shareholders entitled to dividends.

He reported that at the meeting of the Board of Directors held on 16 April 2013 the annual general shareholders meeting was recommended by the Board of Directors to have the following procedure for distribution of the Company's net income and the amount of dividend per ordinary share and per preferred share of the Company for the year 2012.

In view of the aforesaid, and given the recommendations of the Company's Board of Directors, the annual general meeting of shareholders is recommended to approve the following scheme for distribution of net income of the Company for 2011 and amount of dividend per common share and per preferred share of the Company for 2011:

(1) the amount of dividend for the year 2012 per ordinary share of the Company is 1,619.00 tenge including amount of tax payable under Kazakh laws;

(2) the amount of dividend for the year 2012 per preferred share of the Company is 1,619.00 tenge including amount of tax payable under Kazakh laws;

(3) to distribute the net income for the reporting financial year in the amount of 160,823 million tenge as reported in the audited consolidated financial statements for 2012 in the following manner:

- to distribute as dividends the amount equal to the product of the dividend amount for the year 2012 per ordinary share and per preferred share and the number of corresponding ordinary shares as at the record date of the list of shareholders entitled to dividends;

- to leave the balance at the disposal of the Company.

(4) the date and the time for checking shareholders against the list of shareholders entitled to dividends shall be on 31 May 2013 at 11:59PM;

(5) dividends payment date is 1 July 2013;

(6) the procedure for and the form of dividend payment is according to the list of shareholders entitled to dividends by money transfer to bank accounts of the shareholders.

This matter was put to a vote. The total number votes was 58,509,056 votes.

**Votes:**

**For** 58,466,933 votes;

**Against** no votes;

**Abstained** 42,123 votes.

**The decision was made by majority of votes:**

1. approve the following procedure for distribution of net income of the Company — full name is KazMunaiGas Exploration Production Joint Stock Company, registered office: 17 Kabanbay Batyr, Astana, 010000, Kazakhstan, bank details: BIN 040340001283, IBAN KZ656010111000022542, SWIFT HSBKKZKX, Halyk Bank of Kazakhstan, Astana regional branch — for 2012 and the amount of dividend for 2011 per common share and per preferred share of the Company:

(1) the amount of dividend for the year 2012 per ordinary share of the Company is 1,619.00 tenge including amount of tax payable under Kazakh laws;

(2) the amount of dividend for the year 2012 per preferred share of the Company is 1,619.00 tenge including amount of tax payable under Kazakh laws;

(3) to distribute the net income for the reporting financial year in the amount of 160,823 million tenge as reported in the audited consolidated financial statements for 2012 in the following manner:

- to distribute as dividends the amount equal to the product of the dividend amount for the year 2012 per ordinary share and per preferred share and the number of corresponding ordinary shares as at the record date of the list of shareholders entitled to dividends;

- to leave the balance at the disposal of the Company.

(4) the date and the time for checking shareholders against the list of shareholders entitled to dividends shall be on 31 May 2012 at 11:59PM;

(5) dividends payment date is 1 July 2012;

(6) the procedure for and the form of dividend payment is according to the list of shareholders entitled to dividends by money transfer to bank accounts of the shareholders.

2. Mr. Abat Nurseitov, Company CEO and Management Board chairman, shall take all reasonable efforts required for implementation of this resolution in accordance with laws of the Republic of Kazakhstan.

**Item 3.** Ms. **Asel Kaliyeva**, Director of Investor Relations Department, was given the floor. She reported that in accordance with paragraph 10.29 and paragraph 12.2.41 of section 12 of the Company Charter, and in compliance with UKLA's Disclosure and Transparency Rules, and to adhere to the corporate governance standards recommended by KMG EP's Code on Corporate Governance, annual report shall be prepared by the Company's Management Board, and shall be approved and submitted to general meeting of shareholders for consideration by the Company's Board of Directors.

The 2012 Annual Report is hereby brought to the attention of shareholders for approval.

The annual report of the Company for 2012 is available at: [www.kmgep.kz](http://www.kmgep.kz) or upon request of a shareholder.

This matter was put to a vote. The total number votes was 58,509,056 votes.

**Votes:**

**For** 58,466,933 votes;

**Against** no votes;

**Abstained** 42,123 votes.

**The decision was made by majority of votes:**

To approve the annual report for 2012.

**Item 4.** Mr. Askhat Kasenov, Company Secretary, was given the floor. He reported that in accordance with paragraph 2 of article 35 of the Kazakhstan Stock Corporation Act and paragraph 10.3 of the Company Charter, the annual general meeting of shareholders shall review complaints from shareholders in relation to activities of the Company and its officials as well as

results of such review. There were no such complaints from Company’s shareholders in relation to activities of the Company or its officials in 2012.

This matter was put to a vote. The total number votes was 58,509,056 votes.

**Votes:**

- For** 58,466,933 votes;
- Against** no votes;
- Abstained** 42,123 votes.

**The decision was made by majority of votes:**

To take the information under advisement.

**Item 5.** The Chairman of the Meeting Mr. Kiinov spoke on the matter. He reported that in 2012, only the independent directors from among the Board of Directors were compensated for their work in the Board of Directors and committees under the Board of Directors. The total compensation to the independent directors was US\$731,000 less taxes including US\$206,000 less taxes for Mr Paul Manduca; US\$263,000 less taxes for Mr Edward Walshe; US\$263,000 less taxes for Mr Philip Dayer. The compensation for the independent directors has been determined by annual general meeting of shareholders on 25 May 2010. It includes the annual compensation, compensation for attending a meeting of the Board of Directors, compensation for attending Board meetings by telephone and video conference calls, compensation for attending meetings of independent directors, and compensation for chairing the audit committee, remuneration committee and strategic planning committee of the Company’s Board of Directors.

The remaining members of the Board of Directors shall not be compensated as members but are entitled to reimbursement of costs related to such appointment.

The matter was put to a vote. The total number votes was 58,509,056 votes.

**Votes:**

- For** 58,466,933 votes;
- Against** no votes;
- Abstained** 42,123 votes.

**The decision was made by majority of votes:**

To take the information under advisement.

**Item 6.** The Chairman of the Meeting Mr. Kiinov spoke on the matter. He reported that in accordance with paragraph 9.1 of Regulations/Bylaws on the Company’s Board of Directors, the Board of Directors submits a report including full information about matters that were reviewed by Board of Directors and the Management Board along with annual report and consolidated financial statements of the Company.

Detailed information about the work of the Board of Directors and the Management Board of the Company was presented in the Company’s 2012 Annual Report. The annual report of the Company for 2012 was available at: [www.kmgep.kz](http://www.kmgep.kz) or upon request of a shareholder.

The matter was put to a vote. The total number votes was 58,509,056 votes.

**Votes:**

**For** 58,466,933 votes;

**Against** no votes;

**Abstained** 42,123 votes.

**The decision was made by majority of votes:**

To take the information under advisement.

There being no further business the meeting was closed. The chairman thanked the shareholders and their representatives for participation.

The Company's Meeting was closed at 11:15AM.

Chairman of the General  
Meeting of Shareholders

Lyazzat Kiinov

Secretary of the General  
Meeting of Shareholders

Askhat Kasenov

Members of the Counting  
Committee:

Yerden Raimbekov

D. Alimov

G. Nurgaliyev

From the Shareholder possessing  
more than 10% of Common  
Shares

D. Teberikov

From the Shareholder possessing  
more than 10% of Common  
Shares

A.Kairzhanov