

**Materials for JSC KazMunaiGas Exploration & Production (the “Company”)  
extraordinary general meeting of shareholders  
10:30 on 9 July 2013**

Agenda:

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

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

In accordance with clause 8 article 11.1 of the Company's Charter, determination of the number and term of office of the Board of Directors, appointment of its members and early termination of their powers fall within the exclusive authority of the general meeting of shareholders. It is therefore proposed to the general meeting of shareholders to terminate the powers of L. Kiinov, member of the Company's Board of Directors.

**Resolution:**

To terminate early the powers of Lyazzat Kiinov, member of the Company's Board of Directors.

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

On 21 May 2013, the Board of Directors of the Company, pursuant to article 10.6 and clause 2 article 12.2 of the Company's Charter, resolved to call an extraordinary general meeting of shareholders of the Company. Agenda for the extraordinary general meeting of shareholders contains an item on appointment of a member of the Company's Board of Directors.

On 4 June 2013, the Company received a proposal from its principal shareholder, National Company KazMunayGas, to appoint Daniyar Berlibayev as a member of the Company's Board of Directors (letter No. 101-26/3278).

In accordance with clause 8 article 11.1 of the Company's Charter, determination of the number and term of office of the Board of Directors, appointment of its members and early termination of their powers fall within the exclusive authority of the general meeting of shareholders. It is therefore proposed to the general meeting of shareholders to appoint Daniyar Berlibayev as a member of the Company's Board of Directors.

The information on the nominee (in accordance with Board Regulations) is attached.

**Resolution:**

To appoint Daniyar Berlibayev as a member of the Company's Board of Directors for the duration of the office of the Board of Directors in general.

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

- 1) Full name:  
Daniyar Berlibayev
- 2) Nominated by:  
Joint-stock Company National Company KazMunayGas
- 3) Number of Company's shares owned by the nominee:  
None (as of 31 December 2012)
- 4) Education:  
Law, Al Farabi Kazakh State University (1985-1992)
- 5) Affiliation to the Company:  
Company official of Company's affiliated entities
- 6) Places of employment and positions held by the nominee within the last three years and positions in corporate bodies of other legal entities held within the last five years:  
First Deputy Chairman of the Management Board for Corporate Development, member of the Management Board of Joint-stock Company National Company KazMunaiGas  
Managing Director for Gas Projects (member of the Management Board) – 2011-2012  
General Director of Joint-stock Company KazTransGas – February 2011-October 2011  
General Director of Joint-stock Company Trade House KazMunaiGas
- 7) Nominee's relation with Company's affiliated entities and counterparties:  
Affiliated entity in respect of the Company
- 8) Outstanding or unspent convictions:  
None
- 9) Nominee's consent to the appointment to the Board of Directors:  
Granted