

**MINUTES**  
**from Annual General Meeting of Shareholders of**  
**KazMunaiGas Exploration Production Joint Stock Company**  
**(results of the voting)**

The annual general meeting of shareholders (“Meeting” or “AGM”) of KazMunaiGas Exploration & Production (“Company”) located at: Kabanbay Batyr 17, 010000, Astana, was held on 22 May 2018 at 10:00AM at: 3<sup>rd</sup> floor, ballroom, 17, Kabanbay Batyr, Astana.

**The name and the location of the Company’s executive body:** Management Board of KazMunaiGas Exploration & Production located at: 17, Kabanbay Batyr, Astana, 010000, Kazakhstan.

The following shareholders were present at the Meeting:

1. **National Company KazMunayGas**, the owner of 43,087,006 common shares, represented by Ms. Zukhra Bayan, the Director of Operational Excellence Department at National Company KazMunayGas Joint Stock Company (power of attorney No. 113-38 dated 18 January 2018);
2. Kanat Rakhimzhanov, owner of 13,242 preferred shares;
3. **ZIM Capital**, the owner of 252 preferred shares is represented by its Chair of the Management Board Mr Yerke Nurkenov acting by virtue of the powers vested in him by order No.03-K dated 5 January 2018.
4. Kuat Bisultanov, the owner of 176 preferred shares.

In total 1 representative of the shareholder entitled to attend and vote at the Meeting has been registered who holds in aggregate 43,087,006 common shares or 99.97% of the total number of Company’s voting shares based on the data from the register of shareholders as at 25 April 2018.

Pursuant to clause (1) of Article 45 of Kazakh Stock Corporation Act No.415-II dated 13 May 2003, the quorum of the general meeting of shareholders was reached. Therefore, the Meeting was competent to pass decisions.

The Counting Committee has summarized the results of voting at the annual general meeting of shareholders:

**1. Election of Counting Committee of the Meeting:**

**Votes:**

<b>For</b>	43,087,006 votes
<b>Against</b>	no votes;
<b>Abstained</b>	no votes.

**Decision was made to elect the following members to the counting committee for the Meeting:**

1. Ms. Aigul Aliakparova – acting compliance officer of the Company as a chair of the counting committee;
2. Ms. Aigerim Suleimenova – Lead Analyst of the Company Secretary Office as a member of the counting committee;
3. Ms. Aigul Mustafina – Lead Lawyer of Legal Department of the Company as a member of the counting committee.

## **2. Election of Chair of the Meeting:**

### **Votes:**

<b>For</b>	43,087,006 votes;
<b>Against</b>	no votes;
<b>Abstained</b>	no votes.

**Decision was made to appoint** Dauren Karabayev, Executive Vice-president – Finance Director at National Company KazMunaiGas as the Chair of the Meeting.

## **3. Election of secretary of the Meeting:**

### **Votes:**

<b>For</b>	43,087,006 votes;
<b>Against</b>	no votes;
<b>Abstained</b>	no votes.

**Decision was made to elect Mr. Shyngys Iskakov, the Company Secretary as the secretary of the Meeting.**

## **4. Approval the manner and the form of voting at the Meeting.:**

### **Votes:**

<b>For</b>	one vote;
<b>Against</b>	no votes;
<b>Abstained</b>	no votes.

**Decision was made that open voting is used to vote on matters on the agenda of the Company's Meeting pursuant to Article 50:1 of the Kazakh Stock Corporation Act**

## **5 Approval of the time limits for the Meeting:**

### **Votes:**

<b>For</b>	one vote;
<b>Against</b>	no votes;
<b>Abstained</b>	no votes.

**Decision was made 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.**

## **6. Approval of the agenda**

### **Votes:**

<b>For</b>	43,087,006votes;
<b>Against</b>	no votes;
<b>Abstained</b>	no votes.

**Decision was made to approve the following agenda:**

- 1) approval of annual consolidated financial statements for 2017;

2) articulation of the manner in which net income of the Company for the last tax year should be distributed and adoption of a resolution to pay dividends per common and preferred share of the Company and the size of a dividend per common and preferred share of the Company;

3) approval of annual report of the Company, annual report on performance of the Board of Directors and the Management Board of the Company;

4) update on inquiries made by shareholders about actions of the Company or any of its officers, and results of review of such inquiries in 2017;

5) report on terms and quantum of fees payable to directors and members of the Management Board in 2017;

6) setting the number of members of the Board of Directors of the Company;

7) setting the term of office of the Board of Directors of the Company;

8) electing members to the Board of Directors of the Company; and

9) terms and quantum of fees payable to directors and reimbursement of the directors for any costs they may incur while discharging their duties.

#### **7. Item 1. Approval of consolidated financial statements 2017:**

**Votes:**

<b>For</b>	43,087,006 votes;
<b>Against</b>	no votes;
<b>Abstained</b>	no votes.

**Decision was made to approve the 2017 annual consolidated financial statements of the Company for 2017.**

#### **8. Item 2. Articulation of the manner in which net income of the Company for the last tax year should be distributed and adoption of a resolution to pay dividends per common and preferred share of the Company and the size of a dividend per common and preferred share of the Company**

**Votes:**

<b>For</b>	43,087,006votes;
<b>Against</b>	no votes;
<b>Abstained</b>	no votes.

**Decision was made to:**

**1. Approve the following procedure for distribution of net income of the Company (full name: Joint Stock Company KazMunaiGas Exploration Production; located at: Kabanbay Batyr, 17, 010000, Astana, Republic of Kazakhstan; bank details: BIN 040340001283, IBAN KZ656010111000022542, SWIFT HSBKKZKX, JSC Halyk Bank of Kazakhstan, Astana Regional Branch) for 2017 and the amount of dividend for 2017 per ordinary share and preferred share of the Company:**

**(1) the amount of dividend for 2017 per ordinary share of the Company is zero (0) tenge;**

**(2) the amount of dividend for 2017 per preferred share of the Company is twenty-five (25) tenge (including taxes payable under Kazakh laws);**

**(3) pay the dividend to Company's shareholders in the amount that is equal to the product of the dividend amount for the year 2017 per preferred share by the number of relevant outstanding shares as at the record date of shareholders entitled to dividends;**

**(4) the date and the time when the list of shareholders entitled to dividends shall be completed is 1 June 2018 at 00:00 hrs.;**

**(5) the payment of dividends will start on 2 July 2018; and**

**(6) the manner in which the dividends will be paid is wire transfer to bank accounts of shareholders as per the list of shareholders entitled to dividends.**

**2. that Mr Kurmangazy Iskazyev, the Chief Executive Officer and the chair of the Management Board of the Company, takes steps required for this resolution to be implemented under Kazakh laws.**

**9. Item 3. Approval of annual report of the Company, annual report on performance of the Board of Directors and the Management Board of the Company:**

**Votes:**

**For** 43,087,006 votes;

**Against** no votes;

**Abstained** no votes.

**Decision was made to approve the Company's annual report and a report on performance of the Board of Directors and the Management Board for 2017.**

**10. Item 4. Update on inquiries made by shareholders about actions of the Company or any of its officers, and results of review of such inquiries in 2017**

**Votes:**

**For** 43,087,006 votes;

**Against** no votes;

**Abstained** no votes.

**Decision was made to take note of the report.**

**11. Item 5. Report on terms and quantum of fees payable to directors and members of the Management Board in 2017.**

**Votes:**

**For** 43,087,006 votes;

**Against** no votes;

**Abstained** no votes.

**Decision was made to take note of the report.**

**12. Item 6. Setting the number of members of the Board of Directors of the Company**

**Votes:**

**For** 43,087,006votes;

**Against** no votes;

**Abstained** no votes.

**Decision was made that the number of directors on the Board is eight (8).**

### **13. Item 7. Approval of the terms of office of the Board of Directors**

**Votes:**

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

**Decision was made that the terms of office of the Board of Directors is one (1) year (from 22 May 2018 through 22 May 2019).**

### **14. Item 8. Electing members to the Board of Directors of the Company**

**Votes:**

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

**It was resolved:**

**to elect the following people to the Company's Board of Directors:**

- |                               |   |
|-------------------------------|---|
| <b>1. Kurmangazy Iskazyev</b> | <b>- Chief Executive Officer (Chair of the Management Board of KazMunaiGas Exploration Production);</b> |
| <b>2. Baltabek Kuandykov</b>  | <b>- independent director;</b>  |
| <b>3. Zhannat Yertlesova</b>  | <b>- independent director;</b>  |
| <b>4. Geroy Zholtayev</b>     | <b>- independent director;</b>  |
| <b>5. Oleg Karpushin</b>      | <b>- representative from NC KMG;</b>  |
| <b>6. Dauren Karabayev</b>    | <b>- representative from NC KMG;</b>  |
| <b>7. Ardak Mukushov</b>      | <b>- representative from NC KMG;</b>  |
| <b>8. Asiya Syrgabekova</b>   | <b>- representative from NC KMG.</b>  |

### **15. Item 9. Setting terms and quantum of fees payable to directors and reimbursement of the directors for any costs they may incur while discharging their duties**

**Votes:**

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

**It was resolved to:**

1. set the following terms and quantum of fees payable to members of the Board of Directors – independent directors from the date of their election to the Board of Directors of the Company:

Monthly fee of 1,000,000 tenge (less individual income tax and mandatory pension contributions) for each independent director of the Company.

2. set the following terms and quantum of fees payable to directors, members of the Board of Directors and reimbursement of the directors of KazMunaiGas Exploration Production for any costs they may incur while discharging their duties prior to approval of internal document of KazMunaiGas Exploration Production that would set forth terms and quantum of fees payable to directors of KazMunaiGas Exploration Production:

- 1) for independent directors – pursuant to terms of contracts to be signed with them;
- 2) for other members of the Board of Directors – the following expenses associated with performance of the Board of Directors and its committees:
  - rental of accommodation – as per actual expenses;
  - travel to a place of meeting and back to a place of permanent work/ permanent residence - as per business class rates;
  - transfer from/to airport/station from/to hotel - as per actual expenses;
  - use of international (cellular) communication, fax, videoconferences, conference calls - as per actual expenses.

Compensations shall be paid upon provision of documentary evidence of incurred costs to KazMunaiGas Exploration Production.

3. to authorize the Chair of the Company’s Board of Directors to sign letters of engagement with the independent directors on behalf of the Company on the above terms and conditions.

Members of the Counting Committee:

\_\_\_\_\_ Aigul Aliakparova

\_\_\_\_\_ Aigerim Suleimenova

\_\_\_\_\_ Aigul Mustafina