

**Materials for JSC KazMunaiGas Exploration & Production (the “Company”)  
extraordinary general meeting of shareholders  
10:30 on 13 January 2015**

Agenda:

1. Early termination of powers of a member of Company’s Board of Directors, Mr Daniyar Berlibayev;
2. Appointment of Christopher Simon Hopkinson as a member of Company’s Board of Directors for the term of the entire Board of Directors of the Company.

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 membership of Daniyar Berlibayev in the Company's Board of Directors before his term of office expires.

**Resolution:**

Terminate the membership of Daniyar Berlibayev in the Company's Board of Directors before his term of office expires.

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

On 18 November 2014, the Board of Directors of the Company, pursuant to Article 10.6 and clause 2 of 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 Christopher Simon Hopkinson as a member of Company's Board of Directors for the term of the entire Board of Directors of the Company

On 26 December 2014, the Company received a proposal from its majority shareholder, National Company KazMunayGas, to appoint Christopher Simon Hopkinson as a member of the Company's Board of Directors (letter No.101-26/6412 dated 26 December 2014).

In accordance with clause 8 of 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 Christopher Simon Hopkinson as a member of the Company's Board of Directors.

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

**Resolution:**

To appoint Christopher Simon Hopkinson as a member of the Company's Board of Directors for the term of office of the entire Board of Directors.

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

- 1) Full name:  
Christopher Simon Hopkinson
- 2) Nominated by:  
National Company KazMunayGas Joint Stock Company
- 3) Number of Company's shares owned by the nominee: none
- 4) Education:  
St Andrews University, St Andrews, Scotland, United Kingdom
- 5) Affiliation to the Company:  
None
- 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:  
  
NC KazMunayGas, Astana, Kazakhstan 02/04/2014 **First Deputy Chairman of the Management Board**  
International Petroleum, London, UK 12/04/11 – 12/03/14 **CEO**  
BG Group Reading, UK 01/10/10 – 12/04/11  
**Senior Vice President North Africa**  
TNK-BP Moscow, Russia 01/10/09 – 01/08/10  
**Vice President Western Siberia**  
Imperial Energy, Tomsk, Russia 01/09/06 – 05/06/09  
**CEO Imperial Energy Group**
- 7) Nominee's relation with Company's affiliated entities and counterparties:  
None
- 8) Outstanding or unspent convictions:  
None
- 9) Nominee's consent to the appointment to the Board of Directors:  
Agreed