

**Materials for the Extraordinary General Meeting of Shareholders of
KazMunaiGas Exploration Production Joint Stock Company**

to be held on 22 January 2018 at 10:00AM

Agenda of the meeting:

On introduction of certain changes to the Methodology for Valuation of Shares of JSC KazMunaiGas EP for Buyback by the company

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Pursuant to subclause 15) of Article 11.1 of the Charter of JSC KazMunaiGas EP (the “**Company**”), the general meeting of shareholders is solely authorized to approve the methodology for valuation of shares when bought back by the Company on an over-the-counter market and any amendments thereto.

According to clause 8 of the Methodology for Valuation of Shares of JSC KazMunaiGas EP for Buy Back by the Company, approved by the resolution of the general meeting of shareholders dated 23 January, 2008 (the “**Methodology**”), the buyback of shares and global depositary receipts traded on an organized securities market at the Company’s initiative shall be conducted at the current market price quoted on the organized securities market where shares and global depositary receipts are traded.

However, according to terms set out in the Tender Offer to Purchase Global Depositary Receipts (“**GDR**”), published on 8 December 2017, the Company will buy back GDRs at a price of US\$14.00 per GDR, which represents a premium of 23.7% to the 30-day volume-weighted average GDR price of US\$11.32 as of 1 December 2017 (being the last trading day before the date of the Possible Offer Announcement). Accordingly, the buyback of the GDRs will be conducted in accordance with the Tender Offer at the mentioned price including the premium.

Therefore the following amendments to the Methodology are proposed for consideration by the general meeting of shareholders:

Clause 8 of the Methodology should read as follows:

“The buyback of preferred shares traded on the Organized securities market at the Company’s initiative shall be conducted at the current market price quoted on the Organized securities market where Company’s preferred shares are traded.

The buyback of ordinary shares and depositary receipts traded on the Organized securities market at the Company’s initiative shall be conducted at the current market price quoted on the Organized securities market where Company’s ordinary shares and depositary receipts are traded, or at any other price set by the

Board of Directors taking into account the market value of ordinary shares and depositary receipts and the size of the Company's share capital and the prospect of any change in the Company's share capital in accordance with the development plans of the Company and other factors.”.

Approval of the above amendments by the general meeting of shareholders is one of the three conditions of the Tender Offer to become effective.

The following resolution is proposed for consideration by the general meeting of shareholders:

To make attached amendments to the Methodology for Valuation of Shares of JSC KazMunaiGas EP for Buyback by the Company, approved by the resolution of the general meeting of shareholders dated 23 January 2008.

**Amendments made in accordance with the resolution of the general meeting of shareholders
of JSC KazMunaiGas EP
the minutes № ___ dated _____**

**Amendments
to the Methodology for Valuation of Shares of JSC KazMunaiGas EP for Buyback by the
Company, approved by the resolution of the general meeting of shareholders dated 23 January,
2008**

1. Clause 8 of the Methodology should read as follows:

“The buyback of preferred shares traded on an Organized securities market at the Company's initiative shall be conducted at the current market price quoted on the Organized securities market where Company's preferred shares are traded.

The buyback of Company's ordinary shares and depositary receipts traded on the Organized securities market at the Company's initiative shall be conducted at the current market price quoted on the Organized securities market of securities where Company's ordinary shares and depositary receipts are traded, or at any other price set by the Board of Directors taking into account the market price of ordinary shares and depositary receipts and the size of the Company's share capital and the prospect of any change in the Company's share capital in accordance with the development plans of the Company and other factors.”.