

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

The extraordinary general meeting of the shareholders (hereinafter referred to as “Meeting” or “EGM”) of KazMunaiGas Exploration Production Joint Stock Company (hereinafter referred to as “Company”) located at: 17 Kabanbay Batyr Ave., Astana, 010000, was held on 14 April 2014 at 10:30AM at: conference hall 1201, 12<sup>th</sup> floor, 17 Kabanbay Batyr Ave., 010000, Astana.

Mr. Malik Saulebay, Managing Director for Legal Matters announced the opening of the Meeting, and gave the floor to the Chairman of the Company’s Counting Committee Mr. Yerden Raimbekov.

The Chairman of the Counting Committee stated that, in accordance with the list of the Company’s shareholders provided by Securities Registrar AO as at 14 March 2014 the total number of shares placed by the Company was 74,357,042 including 4,136,107 preferred shares, and 70,220,935 common shares. According to subclause (8) of Article 1 of the Kazakh Stock Corporation Act, voting shares do not include shares bought back by the Company as well as those shares which are nominally held and belong to an owner without profile available in the central depository database. The number of common shares belonging to owners without profile available in the Central Depository database was 14,597,402.

The Meeting registered the presence of an authorized representative from the majority shareholder National Company KazMunayGas, and a representative from nominee holder of common shares.

Pursuant to article 45.1 of the Kazakh Stock Corporation Act, general meeting of shareholders may review and decide upon agenda issues if by the end of registration of meeting participants or their representatives indicated in the list of shareholders eligible for participation and voting at such meeting, holding in aggregate 50 or more per cent of company’s voting shares.

Based on the aforesaid, the quorum for the meeting of shareholders was reached.

1. National Company KazMunayGas Joint Stock Company represented by its proxy holder Mr. Damir Teberikov, Deputy Director of Producing Assets Department of National Company KazMunayGas Joint Stock Company, (power of attorney No. 3-17 dated 4 February 2014), the holder of 43,087,006 common shares;

2. Deutsche Bank Trust Company Americas (a depository bank of KazMunaiGas Exploration Production JSC), a nominee holder of common shares represented by Ms. Bakyt Shalabekova (power of attorney dated 7 April 2014), the holder of 9,636,326 common shares.

Total: Present were two shareholders holding 94.8% (NC KazMunayGas JSC, Deutsche Bank Trust Company Americas) of the total number of the Company’s voting shares.

Quorum of the meeting of the shareholders is reached.

Mr. Malik Saulebay proposed to appoint Mr. Damir Teberikov as the Chairman of the Meeting of the Company.

The matter was put to a vote. Total number of the votes taking part in the voting was 43,087,006 votes.

**Votes:**

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

<b>Against</b>	no votes;
<b>Abstained</b>	no votes.

**Decision made by the majority of votes:** to appoint Damir Teberikov as Chairman of the Meeting of the Company.

Mr. Malik Saulebay informed that, in accordance with clause 10.39 of the Company's Charter, the Company Secretary should act as the Secretary of the Company's Meeting. In this regard, it was proposed to appoint Mr. Aidar Zhexenbiyev, the Company Secretary, as the Secretary of the Company's Meeting.

The matter was put to a vote. Total number of the votes taking part in the voting was 1 vote.

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

**Decision made by the majority of votes:** to appoint Aidar Zhexenbiyev as the Secretary of the Company's Meeting.

Further, the Chairman of the Meeting Mr Damir Teberikov informed the shareholders about the procedures and forms of voting at the Company's Meeting. It was proposed that the form of voting on all matters on the agenda be the open voting method.

The matter was put to a vote. Total number of the votes taking part in the voting was 1 vote.

<b>Votes:</b>	
<b>For</b>	1 vote;
<b>Against</b>	no votes;
<b>Abstained</b>	no votes.

**Decision made by the majority of votes:** the form of voting on all matters of the agenda at the Company's Meeting is the open voting method.

Chairman of the Meeting Mr. Damir Teberikov gave the floor to the Secretary of the Company's Meeting Mr. Zhexenbiyev regarding the determination of the procedural regulations of the Meeting. Mr. Zhexenbiyev proposed to give up to ten minutes to each speaker on agenda matters, up to five minutes to a speaker in debates, and up to seven minutes to the Counting Committee for counting votes.

Since there were no other proposals on this matter, the matter was put to a vote. Total number of the votes taking part in the voting was 1 vote.

<b>Votes:</b>	
<b>For</b>	1 vote;
<b>Against</b>	no votes;
<b>Abstained</b>	no votes.

**Decision made by the majority of votes:** to approve the following procedural regulations of the Company's Meeting: up to ten minutes will be given to speakers on agenda matters, up to five minutes to speakers in debates, up to seven minutes to the Counting Committee for counting votes.

The Chairman of the Meeting Mr. Damir Teberikov gave the floor to the Secretary of the Company's Meeting Mr. Zhexenbiyev regarding the matter on the agenda. Mr. Zhexenbiyev informed that on 28 January 2014 the Company's Board of Directors made the decision to call an Extraordinary General Meeting of Shareholders. The notice about the calling of the Meeting was published in the newspapers *Yegemen Kazakhstan* and *Kazakhstanskaya Pravda* both dated 8 February 2014. There were no proposals from major shareholders about amendments to be introduced to the agenda.

Therefore, it was proposed to approve the following agenda:

1. Appointment of members of Company's Board of Directors;
2. Amount and terms of compensation for members of Company's Board of Directors.

Since there were no other proposals on this matter, the matter was put to a vote. Total number of the votes taking part in the voting was 43 087 006 votes.

**Votes:**

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

**Decision made by the majority of votes:** to approve the following agenda of the Meeting:

1. Appointment of members of Company's Board of Directors;
2. Amount and terms of compensation for members of Company's Board of Directors.

**Item 1.** The Chairman of the Meeting Mr. Damir Teberikov gave the floor to Mr. Zhexenbiyev, the Company Secretary. He reported that pursuant to the resolution adopted by the extraordinary general meeting of Company's shareholders adopted on 16 April 2013, the term of the Board was set at three years, i.e. through 15 April 2014. Due to the expiry of the term of powers of the Board, a decision was made to call an extraordinary general meeting of shareholders on 14 April 2014.

Pursuant to clause 3.8 of the Provisions on the Company's Board (as approved by the general meeting of shareholders on 30 October 2007) ("Board Provisions"), shareholders may propose candidates to the Board within fifteen (15) days from the date of notice of the upcoming general meeting of shareholders that has appointment of new directors to the Board on its agenda. Within the above time period, one proposal was received, from major shareholder Joint-Stock Company National Company KazMunaiGas ("NC KMG"). The following candidates are nominated for appointment to the Board:

- (1) Daniyar Berlibayev – representative from NC KMG (chairman of the Board of Directors);
- (2) Timur Bimagambetov - representative from NC KMG;
- (3) Asiya Syrgabekova – representative from NC KMG;
- (4) Yerzhan Zhangaulov – representative from NC KMG;
- (5) Abat Nurseitov – Chief Executive Officer (chairman of the Management Board of KazMunaiGas Exploration Production JSC);

- (6) Philip Dayer - independent director;
- (7) Edward Walshe - independent director;
- (8) Alastair Ferguson - independent director.

The information on the nominees is enclosed herewith. Mr. Edward Walshe has been independent director of the Company from 2006, and Mr. Philip Dayer from 2010, and Mr. Ferguson from 22 October 2013.

Pursuant to clause 8 of Article 11.1 of the Company's Charter, it is within the exclusive authority of the general meeting of shareholders to set the number of directors, determine the term of office and appoint and remove directors.

It is proposed that the powers of the new Board shall be set at one year. This resolution is to be voted on by a simple majority of votes of the total number of voting shares of the Company present at the meeting (pursuant to article 11.2 of the Charter).

The item was put to a vote. Total number of the votes taking part in the voting was 52,723,332 votes.

**Votes:**

<b>For</b>	52,547,970 votes;
<b>Against</b>	no votes;
<b>Abstained</b>	175,362 votes.

**Decision made by the majority of votes:**

Appoint the following candidates to the Board:

- (1) Daniyar Berlibayev – representative from NC KMG (chairman of the Board of Directors);
- (2) Timur Bimagambetov - representative from NC KMG;
- (3) Asiya Syrgabekova – representative from NC KMG;
- (4) Yerzhan Zhangaulov – representative from NC KMG;
- (5) Abat Nurseitov – Chief Executive Officer (chairman of the Management Board of KazMunaiGas Exploration Production JSC);
- (6) Philip Dayer - independent director;
- (7) Edward Walshe - independent director;
- (8) Alastair Ferguson - independent director.

**Item 2.** The Chairman of the Meeting Mr. Damir Teberikov gave the floor to Mr. Zhexenbiyev, the Company Secretary.

Pursuant to clause 8 of Article 11.1 of the Company's Charter, it is within the exclusive authority of the general meeting of shareholders to determine the amount and terms of compensation for the directors of the Board, including independent directors. It is proposed to the EGM to retain the compensation package as determined by the general meeting of shareholders on 25 May 2010.

Therefore the following resolution is proposed to shareholders:

1. To set the following amount and terms of compensation to members of the Board of Directors, independent directors from the date of their appointment to the Company's Board of Directors:

- (1) Annual fee - 150,000 US dollars per annum
- (2) Participation in meetings of the Board of Directors, per meeting:  
Physical attendance - 10,000 US dollars  
Telephone/video attendance - 5,000 US dollars
- (3) Committee chairmanship, per annum:  
Audit Committee - 25,000 US dollars  
Strategic Planning Committee - 15,000 US dollars  
Remuneration Committee - 15,000 US dollars
- (4) INED Meetings fee - 2,500 US dollars per meeting

2. Authorize the chairman of the Company's Board of Directors to sign contracts with the independent directors on behalf of the Company on the above terms and conditions.

The item was put to a vote. Total number of the votes taking part in the voting was 52,723,332 votes.

**Votes:**

<b>For</b>	52,547,970 votes;
<b>Against</b>	no votes;
<b>Abstained</b>	175,362 votes.

**Decision made by the majority of votes:**

1. To set the following amount and terms of compensation to members of the Board of Directors, independent directors from the date of their appointment to the Company's Board of Directors:

- (1) Annual fee - 150,000 US dollars per annum
- (2) Participation in meetings of the Board of Directors, per meeting:  
Physical attendance - 10,000 US dollars  
Telephone/video attendance - 5,000 US dollars
- (3) Committee chairmanship, per annum:  
Audit Committee - 25,000 US dollars  
Strategic Planning Committee - 15,000 US dollars  
Remuneration Committee - 15,000 US dollars
- (4) INED Meetings fee - 2,500 US dollars per meeting

2. Authorize the chairman of the Company's Board of Directors to sign contracts with the independent directors on behalf of the Company on the above terms and conditions.

Once the decisions on the items on the agenda have been adopted, the Chairman of the Meeting Mr. Teberikov thanked the shareholders for participation and declared the meeting closed.

The Company's Meeting was closed at 11:00AM.

Chairman of the General Meeting of Shareholders

\_\_\_\_\_ Damir Teberikov

Secretary of the General Meeting of Shareholders

\_\_\_\_\_ Aidar Zhexenbiyev

Members of the Counting Committee:

\_\_\_\_\_ Yerden Raimbekov

\_\_\_\_\_ Dzhambul Alimov

\_\_\_\_\_ Gabiden Nurgaliyev

From the Shareholder holding more than 10% of Common Shares

\_\_\_\_\_ Damir Teberikov

From the Shareholder holding more than 10% of Common Shares

\_\_\_\_\_ Bakyt Shalabekova