

**Papers for extraordinary general meeting of shareholders  
KazMunaiGas Exploration Production (“Company”)  
12 March 2018 at 10:00 AM**

**Agenda of the meeting:**

- 1) On exclusion on a permanent basis (voluntary delisting) of global depositary receipts of the Company from the official list of the London Stock Exchange;
- 2) On exclusion on a permanent basis (voluntary delisting) of ordinary shares and global depositary receipts of the Company from the official list of the Kazakhstan Stock Exchange (KASE).
- 3) On adoption of the new version of the Charter of the Company.

**1. On exclusion on a permanent basis (voluntary delisting) of global depositary receipts of the Company from the official list of the London Stock Exchange.**

Pursuant to sub-clause 9-1) of clause 1 of Article 36 of Kazakh Stock Corporation Act and sub-clause 5) of clause 11.1 of Charter of the Company the general meeting of shareholders has exclusive authority over matters on voluntary delisting of the Company’s shares.

This matter has been envisaged in the terms and conditions of the Tender offer with respect to global depositary receipts of the Company announced by the Company on 8 December 2017.

**The following resolution has been brought before the shareholders:**

**To approve exclusion on a permanent basis (voluntary delisting) of global depositary receipts of the Company from the official list of the London Stock Exchange.**

**2. On exclusion on a permanent basis (voluntary delisting) of ordinary shares and global depositary receipts of the Company from the official list of the Kazakhstan Stock Exchange (KASE).**

Pursuant to sub-clause 9-1) of clause 1 of Article 36 of Kazakh Stock Corporation Act and sub-clause 5) of clause 11.1 of Charter of the Company the general meeting of shareholders has exclusive authority over matters on voluntary delisting of the Company’s shares.

This matter has been envisaged in the terms and conditions of the Tender offer with respect to global depositary receipts of the Company announced by the Company on 8 December 2017.

**The following resolution has been brought before the shareholders:**

**To approve exclusion on a permanent basis (voluntary delisting) of ordinary shares and global depositary receipts of the Company from the official list of the Kazakhstan Stock Exchange (KASE).**

**3. On adoption of the new version of the Charter of the Company.**

Pursuant to sub-clause 1) of clause 1 of Article 36 of Kazakh Stock Corporation Act and sub-clause 1) of clause 11.1 of Charter of the Company the general meeting of shareholders has exclusive authority over matters on adoption of the new version of the Charter of the Company.

This matter and overview of key amendments to the Charter of the Company have been envisaged in the terms and conditions of the Tender offer with respect to global depositary

receipts of the Company announced by the Company on 8 December 2017. If this resolution is adopted the new version of the Charter of the Company will come into force from the date of exclusion of global depositary receipts of the Company from the official list of the London Stock Exchange.

**The following resolution has been brought before the shareholders:**

**Adopt the new version of the Charter of the Company.**

*End of resolutions.*

For more information, please contact the office of KazMunaiGas Exploration Production at: Astana, 17 Kabanbay batyr, office No. 507 from 9:00 AM to 6:30 PM and website of the Company: [www.kmgep.kz](http://www.kmgep.kz). Tender offer with respect to global depositary receipts of the Company is available on: [http://kmgep.kz/rus/investor\\_relations/tender\\_offer/](http://kmgep.kz/rus/investor_relations/tender_offer/)