

**Information about the issues, considered by the Board of Directors of "KazTransOil" JSC for 11 months 2013**

No. and date of resolution of the Board of Directors	Board members, participated in the meeting	Considered issues	Results of voting			
			Pro	Contra	Abstained	Did not vote
Minutes of the meeting №1/2013 dated 06.02.2013	Shmanov N.N., Kassymbek A.M., Mihalk D., Habib M. Kabyldin K.M.	1. On convocation of extraordinary General Meeting of Shareholders of "KazTransOil" JSC with the following agenda:	5	0	0	0
		2. On consideration of Report on dynamics of risks and course of implementation of action plan on risk management of "KazTransOil" JSC for 9 months of 2012.	5	0	0	0
		3. On confirmation of Regulation on the Management Board of "KazTransOil" JSC.	5	0	0	0
		4. On holding evaluation of the Board of Directors of "KazTransOil" JSC.	5	0	0	0

		5. On necessity to establish the size of the tariff of "Kazakhstan-China Pipeline" LLP for oil pumping service via the network of main pipelines of "Kazakhstan-China Pipeline" LLP and submission of application by "Kazakhstan-China Pipeline" LLP to Agency of the Republic of Kazakhstan for Regulation of Natural Monopolies for tariff consideration.	5	0	0	0
Решение заочного заседания №2/2013 dated 27.02.2013	Shmanov N.N., Kassymbek A.M., Darbayev A.A., Mihalk D., Habib M. Kabyldin K.M.	1. On confirmation of budget of "Kazakhstan-China Pipeline" LLP for 2013.	6	0	0	0
		2. On confirmation of Rules on leasehold and sale of housing from housing stock of "KazTransOil" JSC.	6	0	0	0
		3. On confirmation of list of positions, appointment on which is subject to coordination with the Board of Directors of "KazTransOil" JSC.	6	0	0	0
		4. On loss of effect of Rules on organization of insurance coverage of "KazTransOil" JSC.	6	0	0	0

Minutes of the meeting № 3/2013 dated 12.03.2013	Shmanov N.N., Mihalk D., Habib M. Kabyldin K.M.	1. On staff size and structure of the central office of "KazTransOil" JSC.	4	0	0	0
		2. On interested-party transactions concluded by "KazTransOil" JSC: 1) with "Tengizchevroil" LLP - agreement on product sale and purchase (FCA terms - dry gas by pipeline);	Mihalk D., Habib M.	0	0	Kabyldin K.M., Shmanov N.N.
		2) with "Kazakhoil – Aktobe" LLP – agreement on provision of services on water supply to HOPS "Alibekmola" of Aktobe oil pipeline department of Western branch of "KazTransOil" JSC via "Kumzhargan – Munaishi rotation village" waterline	Mihalk D., Habib M.	0	0	Kabyldin K.M., Shmanov N.N.
		3) with "PetroKazakhstan Oil Products" LLP – agreement on water supply and waste water collection on PSP of Shymkent Oil Pipeline Department of Eastern branch of "KazTransOil" JSC;	Mihalk D., Habib M.	0	0	Kabyldin K.M., Shmanov N.N.
		4) with "Mangistaumunaigas" JSC - agreement on provision of services on water supply to HOPS "Kalamkas" and OPS "Karazhanbas" of Mangistau oil pipeline department of the Western branch of "KazTransOil" JSC.	Mihalk D., Habib M.	0	0	Kabyldin K.M., Shmanov N.N.

		3. On interested-party transaction concluded by "KazTransOil" JSC - agreement on delivery of oil for boiler houses of Aktobe Oil Pipeline Department of Western branch of "KazTransOil" JSC.	Mihalk D., Habib M.	0	0	Kabyldin K.M., Shmanov N.N.
		4. On consideration of the Report on risk dynamics and course of scheduled activities implementation on risk management of JSC "KazTransOil" for 4 quarter of 2012.	4	0	0	0
		5. On consideration of the Report on implementation of action plan on introduction and improvement of corporate system of risk management and internal control system of "KazTransOil" JSC for 2011-2012.	4	0	0	0
		6. On confirmation of new editions of Regulations on certain branches of "KazTransOil" JSC.	4	0	0	0
		7. On confirmation of new editions of Regulations on representations of "KazTransOil" JSC in cities of Moscow, Samara, Omsk and Kiev.	4	0	0	0

		8. On confirmation of Work plan of the Board of Directors of "KazTransOil" JSC for 2013 with schedule of the meetings.	4	0	0	0
		9. On conclusion by "Kazakhstan-China Pipeline" LLP of the additional agreement #3 to transaction the value of which exceeds 1 096 000 000 tenge, - loan and guarantee agreement dated 23 September 2005 #163-2005.	4	0	0	0
		10. On conclusion of interested-party transaction by "KazTransOil" JSC with private entity "Corporate University "Samruk – Kazyna" - agreement on procurement of services on organization and maintenance of training programs.	Mihalk D., Habib M.	0	0	Kabyldin K.M., Shmanov N.N.

Minutes of the meeting №4/2013 dated 28.03.2013	Shmanov N.N., Kassymbek A.M., Mihalk D., Habib M. Kabyldin K.M.	1. On confirmation of conclusion of the Revision commission on examination of financial-economic activity of "Kazakhstan-China Pipeline" LLP for 2011.	5	0	0	0
		2. On confirmation of annual financial statements and distribution of net income of "Kazakhstan – China Pipeline" LLP for 2011.	5	0	0	0
		3. On confirmation of the annual financial statement of "NWPC "MunaiTas" JSC for 2012.	5	0	0	0
		4. On confirmation of the procedure of distribution of net profit of "NWPC "MunaiTas" JSC for 2012, taking decision on payment of dividends on ordinary shares and confirmation of the size of dividend in calculation for one ordinary share of "NWPC "MunaiTas" JSC.	5	0	0	0

		5. On determination of size of remuneration to the members of the Board of Directors of "NWPC "MunaiTas" JSC.	5	0	0	0
		6. On determination of audit organization, conducting audit of "NWPC "MunaiTas" JSC for 2013, the size of payment for services of audit organization for audit of financial statements and procurement of its service by the means from one source.	5	0	0	0
		7. On conclusion of interested-party deals by "KazTransOil" JSC: 1) agreement on delivery and acceptance of natural gas for the needs of OPS "Karazhanbas" of Mangistau oil pipeline department of the Western branch of "KazTransOil" JSC;	Mihalk D., Habib M.	0	0	Kabyldin K.M., Kassymbek A.M., Shmanov N.N.
		2) agreement on delivery (consumption) of heating energy in hot water for HOPS "Kalamkas" of Mangistau oil pipeline department of the Western branch of "KazTransOil" JSC.	Mihalk D., Habib M.	0	0	Kabyldin K.M., Kassymbek A.M., Shmanov N.N.

Minutes of the meeting №5/2013 dated 17.04.2013	Shmanov N.N., Kassymbek A.M., Mihalk D., Habib M. Kabyldin K.M.	1. On preliminary confirmation of annual financial statement and consolidated annual financial statement of "KazTransOil" JSC for 2012.	5	0	0	0
		2. On proposal of the Board of Directors to the General Meeting of Shareholders on procedure of distribution of net profit of "KazTransOil" JSC for 2012 and size of dividend for 2012 in calculation per one ordinary share of "KazTransOil" JSC.	5	0	0	0
		3. On preliminary confirmation of Annual report of "KazTransOil" JSC for 2012.	5	0	0	0
		4. On approval of Annual report of the Board of Directors on work accomplished in 2012.	5	0	0	0
		5. On consideration of addresses of shareholders of "KazTransOil" JSC on actions of "KazTransOil" JSC and its officials for 2012 and results of their consideration.	5	0	0	0
		6. On calling the annual General Meeting of Shareholders of "KazTransOil" JSC.	5	0	0	0



		7. On confirmation of List of incentive key performance indicators of top management of "KazTransOil" JSC for 2013.	4	Kabyldin K.M.	0	0
		8. On confirmation of staff size and structure of the central office of "KazTransOil" JSC.	5	0	0	0
		9. On renaming the branch of "Computing Center for Collective Use" of "KazTransOil" JSC and confirmation of Regulation on "Main Computing Center of "KazTransOil" JSC" branch.	5	0	0	0
		10. On confirmation of Rules on internal control over dispose and use of insider information of "KazTransOil" JSC.	5	0	0	0
		11. On confirmation of adjusted Business-plans of "KazTransOil" JSC for 2013-2017 in part of budget for 2013 on revaluated and historical costs of fixed assets.	5	0	0	0

Minutes of the meeting №6/2013 dated 17.05.2013	Shmanov N.N., Kassymbek A.M., Mihalk D., Habib M. Kabyldin K.M.	1. On consideration of the Report on implementation of Business-plan of "KazTransOil" JSC in 2012.	5	0	0	0
		2. On confirmation of Policy of "KazTransOil" JSC on attracting services of audit organization.	5	0	0	0
		3. On conclusion by "Kazakhstan-China" LLP of transactions, the value of which exceeds 1 096 000 000 tenge – agreements on operation and technical maintenance of Atasu-Alashankou and Kenkiyak-Kumkol oil pipelines.	5	0	0	0
		4. On conclusion of interested-party transactions by "KazTransOil" JSC: 1) agreement on operation and technical maintenance of Atasu-Alashankou oil pipeline;	Mihalk D., Habib M.	0	0	Kabyldin K.M., Kassymbek A.M., Shmanov N.N.
		2) agreement on operation and technical maintenance of Kenkiyak-Kumkol oil pipeline.	Mihalk D., Habib M.	0	0	Kabyldin K.M., Kassymbek A.M., Shmanov N.N.

Minutes of the meeting №7/2013 dated 27.05.2013	Shmanov N.N., Kassymbek A.M., Mihalk D., Habib M. Kabyldin K.M.	1. On evaluation of performance of the Board of Directors of "KazTransOil" JSC for 2012	5	0	0	0
		2. On consideration of Report on compliance of corporate governance level with the best practice based on the results of diagnostics of corporate governance system of "KazTransOil" JSC and Report with practical recommendations to address identified gaps and further improvement of the corporate governance system of "KazTransOil" JSC.	5	0	0	0
		3. On confirmation of List of incentive key performance indicators of top management of "KazTransOil" JSC for 2013.	4	Kabyldin K.M.	0	0
		4. On confirmation of Labor payment scheme of employees of the Central Office of "KazTransOil" JSC.	5	0	0	0
		5. On access of Internal Audit Service of "KazMunayGas" NC JSC to information, materials and facilities of "KazTransOil" JSC.	5	0	0	0
		6. On confirmation of staff size and structure of the central office of "KazTransOil" JSC.	4	Kabyldin K.M.	0	0

Minutes of the meeting №8/2013 dated 11.06.2013	Shmanov N.N., Kassymbek A.M., Zhylkyshiev K.B., Mihalk D., Habib M. Kabyldin K.M.	1. On confirmation of incentive key performance indicators of top management of "KazTransOil" JSC for 2013 and their target values.	6	0	0	0
		2. On payment of remuneration to top management of "KazTransOil" JSC upon the annual results for 2012.	6	0	0	0
Minutes of the meeting №9/2013 dated 18.06.2013	Shmanov N.N., Kassymbek A.M., Zhylkyshiev K.B., Mihalk D., Habib M. Kabyldin K.M.	1. On of remuneration to top management of "KazTransOil" JSC upon the results of work in 2012.	6	0	0	0
		2. On conclusion of interested-party deal by "KazTransOil" JSC - additional agreement #2 to freight-forwarding agreement dated December 24, 2011 № EX 30/2012.	Mihalk D., Habib M.	0	0	Kabyldin K.M, Zhylkyshiev K.B., Kassymbek A.M., Shmanov N.N.

Minutes of the meeting №10/2013 dated 19.07.2013	Shmanov N.N., Zhylkyshiev K.B., Mihalk D., Habib M. Kabyldin K.M.	1. On concluding by "Kazakhstan – China Pipeline" LLP of a transaction, the value of which exceeds 1 096 000 000 tenge, by executing the Facility Agreement for the amount of U.S.\$ 300 000 000 between Industrial and Commercial Bank of China Limited with Industrial and Commercial Bank of China (Almaty) JSC.	5	0	0	0
		2. On access of Internal Audit Service of NC "KazMunayGas" JSC to the information, materials and facilities of companies "Batumi Oil Terminal Ltd" and "Batumi Sea Port Ltd".	5	0	0	0
Minutes of the meeting №11/2013 dated 08.08.2013	Shmanov N.N., Kassymbek A.M., Zhylkyshiev K.B., Mihalk D., Habib M. Kabyldin K.M.	1. On confirmation of adjusted Business-plans of "KazTransOil" JSC for 2013-2017 in terms of budget for 2013-2014 on revaluated and historical costs of fixed assets.	6	0	0	0
		2. On amendment and addenda to Regulation on the Management Board of "KazTransOil" JSC.	6	0	0	0

		3. On conclusion of interested-party transactions by "KazTransOil" JSC.	Mihalk D., Habib M.	0	0	Kabyldin K.M, Zhylykyshev K.B., Kassymbek A.M., Shmanov N.N.
		4. On composition of Committee for Strategic Planning of the Board of Directors of "KazTransOil" JSC.	6	0	0	0
		5. On confirmation of Risk Management Program of "KazTransOil" JSC for 2013-2015.	6	0	0	0
		6. On confirmation of Methods of development of key risk indicators of "KazTransOil" JSC.	6	0	0	0

		7. On consideration of the Report on risk dynamics and course of implementation of action plan on risk management of "KazTransOil" JSC for 1 quarter 2013.	6	0	0	0
		8. On consideration of the Report on risk management in 2010-2012.	6	0	0	0
		9. On confirmation of annual financial statements and consolidated financial statements of "Batumi Industrial Holdings Limited" for 2012.	6	0	0	0
		10. On confirmation of procedure of distribution of net profit of "Batumi Industrial Holdings Limited" for 2012, taking decision on payment of dividends on ordinary shares and confirmation of size of dividend in calculation per one ordinary share of "Batumi Industrial Holdings Limited".	6	0	0	0

		11. On determination of the audit organization, performing audit of "Batumi Industrial Holdings Limited" group of companies for 2013 and size of payment for services of audit organization for audit of financial statements for 2013.	6	0	0	0
		12. On re-election of directors of "Batumi Industrial Holdings Limited" company.	6	0	0	0
		13. On confirmation of annual financial statements of "Batumi Capital Partners Limited" for 2012.	6	0	0	0
		14. On re-election of directors of "Batumi Capital Partners Limited".	6	0	0	0



		15. On confirmation of new edition of Regulation on business-trips of employees of "Kazakhstan-China Pipeline" LLP.	6	0	0	0
		16. On determination of term of powers of Internal Audit Service of "KazTransOil" JSC, appointment of its head and other employees, determination of size and conditions of labor and bonus payment to employees of Internal Audit Service of "KazTransOil" JSC.	6	0	0	0
Minutes of the meeting №12/2013 dated 20.09.2013	Shmanov N.N., Kassymbek A.M., Zhylkyshiev K.B., Mihalk D., Habib M. Kabyldin K.M.	1. On early termination of powers of member of the Management Board of "KazTransOil" JSC Ileuov A.T. and election of Nussupova A.B. as member of Management Board of "KazTransOil" JSC.	6	0	0	0
		2. On determination of size of official salary, conditions of labor and bonuses payment of member of Management Board of "KazTransOil" JSC Nussupova A.B.	6	0	0	0

		3. On confirmation of amendment, introduced in Rules on payment of remuneration to top and senior management of "KazTransOil" JSC upon the annual results.	6	0	0	0
		4. On remuneration top manager of "KazTransOil" JSC upon the results of 2012.	6	0	0	0
		5. On confirmation of the interim (semi-annual) separate and consolidated financial statements of "KazTransOil" JSC for H1 2013.	6	0	0	0
		6. On confirmation of the Instruction on the procedures of write-off of "KazTransOil" JSC fixed assets, intangible assets, and inventory.	6	0	0	0

		7. On confirmation of amendments and addenda, introduced in Assets disposal rules of "KazTransOil" JSC.	6	0	0	0
		8. On confirmation of Action plan on improvement of corporate governance system of "KazTransOil" JSC.	6	0	0	0
		9. On conclusion of interested-party transaction by "KazTransOil" JSC with "Bioengineering" LLP – agreement on cancellation of the Contract dated December 14, 2012 # US 524/2012.	Mihalk D., Habib M.	0	0	Kabyldin K.M, Zhylykshiev K.B., Kassymbek A.M., Shmanov N.N.
		10. On conclusion of interested-party transaction by "KazTransOil" JSC with "Bioengineering" LLP – agreement on provision of services on liquidation of consequences of accidental environment pollution in the result of illegal tie-inn on 1,319.15 km of "Pavlodar-Shymkent" main oil pipeline.	Mihalk D., Habib M.	0	0	Kabyldin K.M, Zhylykshiev K.B., Kassymbek A.M., Shmanov N.N.

		11. On confirmation of adjusted budget of "Kazakhstan-China Pipeline" LLP for 2013.	6	0	0	0
		12. On acquisition by "KazTransOil" JSC of 100% stake of "Batumi Terminal Limited" in the result of reorganization of "Batumi Industrial Holdings Limited", "Batumi Capital Partners Limited" and "Batumi Services Limited" by their merger with "Batumi Terminals Limited".	6	0	0	0
		13. On reorganization of "Batumi Industrial Holdings Limited" by its merger with "Batumi Terminals Limited".	6	0	0	0
		14. On reorganization of "Batumi Capital Partners Limited" by its merger with "Batumi Terminals Limited".	6	0	0	0

		15. On signing by "Kazakhstan-China Pipeline" LLP of the change order # 001 to the deal, the value of which exceeds 1,096,000,000 KZT, - the Contract on engineering, procurement and construction of OPS 11 of Atasu-Alashankou oil pipeline dated December 9, 2010 No.KCPP2/EPC3.	6	0	0	0
		16. On confirmation of adjusted incentive key performance indicators of top management of "KazTransOil" JSC for 2013 and their target values.	6	0	0	0
Minutes of the meeting №13/2013 dated 28.10.2013	Shmanov N.N., Kassymbek A.M., Zhylykyshev K.B., Mihalk D., Habib M.	1. On conclusion of interested-party transaction by "KazTransOil" JSC with "Bioengineering" LLP – agreement on termination of the Contract dated December 14, 2012 # US 524/2012.	Mihalk D., Habib M.	0	0	Zhylykyshev K.B., Kassymbek A.M., Shmanov N.N.
		2. On conclusion of interested-party transaction by "KazTransOil" JSC with "Bioengineering" LLP – agreement on provision of services on liquidation of consequences of accidental environment pollution in the result of illegal tie-inn on 1,319.15 km of "Pavlodar-Shymkent" main oil pipeline.	Mihalk D., Habib M.	0	0	Zhylykyshev K.B., Kassymbek A.M., Shmanov N.N.

		3. On admission of Internal audit Service of "KazMunayGas" NC JSC to information, materials and facilities of "KazTransOil" JSC.	5	0	0	0
Minutes of the meeting №14/2013 dated 15.11.2013	Shmanov N.N., Zhylkyshiev K.B., Mihalk D., Habib M., Kabyldin K.M.	On granting consent to the General Director (Chairman of the Management Board) of "KazTransOil" JSC for occupying the position of the Deputy Chairman of the Management Board of "KazMunayGas" NC JSC for Oil Transportation	4	0	0	Kabyldin K.M.