

**MINUTES**  
**of the Extraordinary General Meeting of Shareholders**  
**of “KazTransOil” JSC No.2/2016**

Full name	“KazTransOil” Joint-Stock Company
Location	Block B, 19, Kabanbay Batyr ave., “Yessil” district, 010000, Astana, Republic of Kazakhstan
Venue	3 <sup>rd</sup> floor, conference-hall, block B, 19, Kabanbay Batyr ave., Astana, Republic of Kazakhstan
Date	January 29, 2016
Beginning of registration	10:00 a.m.
Finishing of registration	01:00 p.m.
Beginning of the General Meeting of Shareholders	03:00 p.m.
Finishing of the General Meeting of Shareholders	04:05 p.m.

The Extraordinary General Meeting of Shareholders of “KazTransOil” JSC (hereinafter - the Company) was convened by the resolution of the Board of Directors of the Company as of December 14, 2015 (Minutes No.12/2015) with the following agenda:

1. On early termination of powers of members of the Board of Directors of “KazTransOil” JSC.
2. On determination of the quantitative composition, term of powers of the Board of Directors of “KazTransOil” JSC, election of its members, including a Chair of the Board of Directors.
3. On determination of the size and terms of remuneration and compensation of costs of independent directors for fulfillment of their duties.

The information on holding the Extraordinary General Meeting of Shareholders (hereinafter – the EGM) was published in the national print media on December 22, 2015 and on the Company’s website.

In accordance with paragraph 39 of Article 9 of the Company Charter, the Secretary of the EGM is Corporate Secretary of the Company A. Shmanov.

The Counting Commission performing the functions referred to in Article 46 of the Law of the Republic of Kazakhstan “On Joint-Stock Companies” was elected by the resolution of the Extraordinary General Meeting of Shareholders on March 13, 2013 (Minutes No.1/2013).

General Director (Chair of the Management Board) of the Company N. Shmanov gave the floor to T. Otkulbayev for briefing on fire safety measures.

T. Otkulbayev informed the shareholders and attendees on the basic safety measures that must be followed during the EGM, primary actions in case of fire and evacuation.

The floor was then given to Chair of the Counting Commission G. Rysbekova.

G. Rysbekova reported that, in accordance with the Company list of shareholders presented by “United Registrar of Securities” JSC, the Company’s registrar, the total number of voting shares of the Company is 382,857,375 as of January 17, 2016.

According to the data provided by the Counting Commission at the end of the registration of shareholders to participate in the EGM, 10 shareholders and their representatives were registered holding in aggregate 346,340,752 (three hundred forty six million three hundred and forty thousand seven hundred fifty two) voting shares, or 90.46 % of the total voting shares.

Pursuant to paragraph 1 of Article 45 of the Law of the Republic of Kazakhstan “On Joint-Stock Companies”, the General Meeting of Shareholders shall be entitled to consider and decide on the agenda issues, if at the end of the participants registration the shareholders or their representatives included in the list of shareholders and entitled to participate in the meeting and vote holding in aggregate fifty percent or more of the voting shares of the Company were registered.

The quorum to hold the meeting and vote on the agenda items is available.

All the attending shareholders were registered, and the powers of their representatives were duly checked. All the shareholders and their representatives present at the meeting received the materials on the agenda items and voting papers, the issues of exercising the rights of shareholders at the EGM and the voting procedure were clarified.

N. Shmanov informed the shareholders about the absence of proposals for amending and supplementing the EGM agenda.

N. Shmanov proposed an open voting at the EGM.

The proposal was put to vote on the principle of “one shareholder - one vote”.

**Voted:**

“Pro” – 10 shareholders

“Contra” – no

“Abstained” – no

**The majority decision was taken:**

To define an open voting on the agenda items at the Extraordinary General Meeting of Shareholders of “KazTransOil” JSC.

N. Shmanov proposed to elect Yerzhan Zhangaurov as the EGM Chair.  
The issue was put to vote.

**Voted:**

**“Pro”** – 346,340,752 votes

**“Contra”** – no

**“Abstained”** – no

**The majority decision was taken:**

To elect Yerzhan Zhangaurov as the Chair of the Extraordinary General Meeting of Shareholders of the Company.

Further on, Y. Zhangaurov announced the order of holding the EGM, and put the following agenda to vote:

1. On early termination of powers of members of the Board of Directors of “KazTransOil” JSC.

2. On determination of the quantitative composition, term of powers of the Board of Directors of “KazTransOil” JSC, election of its members, including a Chair of the Board of Directors.

3. On determination of the size and terms of remuneration and compensation of costs of independent directors for fulfillment of their duties.

**Voted:**

**“Pro”** – 346,340,752 votes

**“Contra”** – no

**“Abstained”** – no

**The majority decision was taken:**

To confirm the following agenda of the Extraordinary General Meeting of Shareholders of “KazTransOil” JSC:

1. On early termination of powers of members of the Board of Directors of “KazTransOil” JSC.

2. On determination of the quantitative composition, term of powers of the Board of Directors of “KazTransOil” JSC, election of its members, including a Chair of the Board of Directors.

3. On determination of the size and terms of remuneration and compensation of costs of independent directors for fulfillment of their duties.

On the **first agenda item** Y. Zhangaurov gave the floor to General Director (Chair of the Management Board) of the Company N. Shmanov.

According to the resolution of the General Meeting of Shareholders as of May 28, 2014 (minutes of the meeting No.1/2014) the Board of Directors of the Company consisting of 6 members was elected for the term of powers – 3 (three) years.

As of today only 3 directors out of 6 members of the Board of Directors of the Company fulfill their powers.

The powers of members of the Board of Directors Moustafa Habib, Daniel Mihalik and Kaigeldy Kabyldin were terminated at their initiative on the basis of written notifications to the Board of Directors of the Company on early termination of their powers, in accordance with Article 55 of the Law of the Republic of Kazakhstan “On Joint Stock Companies”.

The issue on early termination of powers of members of the Board of Directors of the Company was put for consideration of the General Meeting of Shareholders of the Company at the request of the major shareholder of the Company – “KazMunayGas” NC JSC.

Y. Zhangaurov put the issue on early termination of powers of members of the Board of Directors of the Company to vote.

**Voted:**

“Pro” – 346,340,752 votes

“Contra” – no

“Abstained” – no

**The majority decision was taken:**

To early terminate the powers of members of the Board of Directors of “KazTransOil” JSC

On the **second agenda item** Y. Zhangaurov gave the floor to General Director (Chair of the Management Board) of the Company N. Shmanov.

According to subparagraph 10) of paragraph 1 of Article 10 of Company’s Charter determination of quantitative composition, term of powers of the Board of Directors falls under the exceptional competence of the General Meeting of Shareholders of the Company.

Due to early termination of powers of all of members of the Board of Directors of the Company it is required to determine the quantitative composition, term of powers of the Board of Directors and elect the members of the Board of Directors.

Taking into account the previous experience of the Board of Directors of the Company it is proposed to determine the composition of the Board of Directors of the Company consisting of 6 members with term of powers three years and elect in its composition three independent directors.

The proposal on election of Berlibayev Daniyar and Mukushov Ardak to the Board of Directors was received from the major shareholder of the Company – “KazMunayGas” NC JSC from the date of notification on holding the EGM. Moreover Shmanov Nurtas – the General Director (Chair of the Management Board) of the Company was nominated for election as member of the Board of Directors.

Luis Coimbra, Primbetov Serik, Fernando Machinena were proposed for election as the independent directors.

Information about the candidates to the Board of Directors of the Company was provided in the materials to the EGM.

Berlibayev Daniyar was proposed to chair the Board of Directors of the Company.

Y. Zhangaurov put the issue on determination of quantitative composition, term of powers of the Board of Directors of the Company, on election of its members, including the Chair of the Board of Directors to vote.

On the issue: On determination of quantitative composition and term of powers of the Board of Directors of the Company.

**Voted:**

**“Pro”** – 346,340,752 votes

**“Contra”** – no

**“Abstained”** – no

On the issue: Election of members of the Board of Directors of the Company.

**Voted:**

**Berlibayev Daniyar –**

Representative of “KazMunayGas” NC JSC	346,340,950 votes
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**Mukushov Ardak –**

Representative of “KazMunayGas” NC JSC	346,340,245 votes
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**Shmanov Nurtas –**

General Director (Chair of the Management Board) of “KazTransOil” JSC	346,342,582 votes
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<b>Luis Coimbra – the independent director</b>	346,340,245 votes
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<b>Primbetov Serik –</b> the independent director	346,340,245 votes
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<b>Fernando Machinena -</b> the independent director	346,340,245 votes
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On the issue: On election of Chair of the Board of Directors of the Company.

**Voted:**

**“Pro”** – 346,340,752 votes

**“Contra”** – no

**“Abstained”** – no

**The majority decision was taken:**

1. To determine the composition of the Board of Directors of “KazTransOil” JSC as 6 (six) members with term of powers 3 (three) years.

2. To elect the following members of the Board of Directors of “KazTransOil” JSC:

- 1) Berlibayev Daniyar – Representative of “KazMunayGas” NC JSC;
- 2) Mukushov Ardak – Representative of “KazMunayGas” NC JSC;
- 3) Shmanov Nurtas – General Director (Chair of the Management Board) of “KazTransOil” JSC;
- 4) Luis Coimbra – the independent director;
- 5) Primbetov Serik – the independent director;
- 6) Fernando Machinena – the independent director.

3. To elect Berlibayev Daniyar as the Chairman of the Board of Directors of “KazTransOil” JSC.

On the **third agenda item** Y. Zhangaurov gave the floor to General Director (Chair of the Management Board) of the Company N. Shmanov.

N. Shmanov informed the shareholders that according to the resolution of the Board of Directors as of January 12, 2016 the General Meeting of Shareholders was recommended the sizes of fixed annual remuneration and additional remuneration for participation in the meetings of the committees of the Board of Directors and compensation of costs of the independent directors of the Company.

The necessary materials on given agenda item were provided to the shareholders.

Y. Zhangaurov put the issue on determination of size and terms of remuneration and compensation of costs of independent directors for fulfillment of their duties to vote.

**Voted:**

“Pro” – 346,340,752 votes

“Contra” – no

“Abstained” – no

**The majority decision was taken:**

1. To determine:

1) the following sizes of remuneration to the independent directors of “KazTransOil” JSC:

the annual fixed remuneration – 80,000 (eighty thousand) USD after deduction of taxes and other compulsory deductions;

additional remuneration for participation in the meetings of the committees of the Board of Directors of “KazTransOil” JSC – 1,000 (one thousand) USD after deduction of taxes and other compulsory deductions;

2) the procedure and terms of payment of remuneration and compensation of costs of the independent directors of “KazTransOil” JSC in accordance with the Rules on payment of remuneration and compensation of costs of independent

directors of joint stock companies of “KazMunayGas” NC JSC, confirmed by resolution of the Management Board of “KazMunayGas” NC JSC (minutes of the meeting as of April 14, 2011 No.55).

2. Chairman of the Board of Directors of “KazTransOil” JSC D. Berlibayev to sign the relevant contracts with the independent directors of “KazTransOil” JSC.

**Chairman of the meeting**



**Y. Zhangaurov**

**Secretary**



**A. Shmanov**

**Counting Commission Chair**



**G. Rysbekova**

**Counting Commission members:**

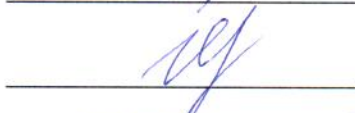
**S. Abdibayeva**



**S. Jukenova**



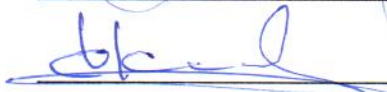
**G. Yelekeeva**



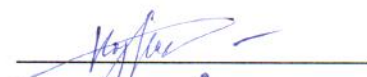
**A. Kabakayeva**



**S. Kozhahmetov**



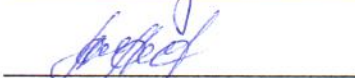
**S. Kozyke**



**S. Sokitbayeva**



**A. Tugzhanova**



**Representative of the shareholder  
owning over 10% of voting shares**



**Y. Zhangaurov**