

**Prospectus of issue of shares is registered
by Agency of the Republic of Kazakhstan
on regulation and monitoring of financial
market and financial organizations
dated 13th of September 2004**

**Change № 2 in the prospectus of issue of shares
JSC “KazTransOil”**

The section 2 of the prospectus of issue of shares to supplement by clause 11-1 of the following content:

“11-1 According to the Company’s Board of Directors decision dated 24th of June 2010 (minutes of meeting №8/2010) under the Company’s Board of Directors are formed:

1. The Board on assignment the responsibility of which includes the following tasks:

- 1) preparation of qualified requirements for independent directors candidates, composition of management, Corporate Secretary candidate and for other positions in the Company, the assignment of coordination of assignment of which in accordance with the Company’s internal documents regulation are executed by the Company’s Board of Directors;
- 2) presenting of recommendations on independent directors candidates, composition of management, Corporate Secretary candidate and on other positions the assignment of which is executed by Board of Directors. Candidates for positions, decision-making on election (assignment) on which is related to exclusive competence of the One shareholder, are considered by Committee on assignments on the basis of the relevant provisions of internal documents of the Company;
- 3) granting to Board of directors of the annual report on work of the Committee on assignments;
- 4) granting to Board of directors of recommendations about other questions within the competence according to orders of Board of directors and/or provisions of internal documents of the Company.

2. Committee on compensations in competence of which the following questions enter:

- 1) recommendations about policy and structure of compensation of board members, board members, the Corporate secretary and other workers according to internal documents of the Company;
- 2) submission of recommendations about definition on an annual basis of individual compensation of Board of directors members, Board members, the Corporate secretary and other workers of the Company according to internal documents of the Company;
- 3) making suggestions to Board of directors on change of amount of remuneration of the Board of directors members, Board members, the Corporate secretary and other workers of the Company, assignment or coordination of assignment of which is carried out by Board of directors;
- 4) consideration of question of annual bonus payment to workers of the Company according to internal documents of the Company;
- 5) consideration of provisions on compensation payment to members of Board of directors and Board (to individual executive body) affiliated and jointly-controllable organizations of the Company and pronouncement of the relevant proposals and remarks;
- 6) development of measures for optimization of the sums paid to Board of directors members and Board members in case of the early termination of powers of specified persons;

7) carrying out the comparative analysis of level and policy of compensation to Board of directors members, Board members, the Corporate secretary, other workers, assignment or coordination of assignment of which is carried out by Board of directors, in Kazakhstan and foreign companies, similar on level and kind of activity, and informing of Board of directors;

8) granting to Board of directors of the annual report on work of Committee on compensations;

9) granting to Board of directors of recommendations about other questions within its competence according to orders of Board of directors and/or provisions of internal documents of the Company.

**The General Director
(Chairman of board)**

N.Sulatn

Deputy of Chief accountant

S.Birulina