

Translated from original in Russian into English at Kcell JSC.

**AMENDMENT #5  
TO PROSPECTUS OF SHARE ISSUE  
OF KCELL JOINT STOCK COMPANY**

**Kcell JSC**

“State registration of issue of authorized shares by the authorized agency does not mean a provision of any recommendations to investors concerning purchase of shares, described in the Prospectus. The authorized agency, which has carried out the state registration of the issue of authorized shares, does not bear any responsibility for reliability of information contained in this document. The Prospectus of issue of shares has been considered only in view of compliance with the requirements of legislation of the Republic of Kazakhstan. Officials of the joint stock company bear responsibility for reliability of the information contained in this Prospectus and confirm that all information, contained herein, is authentic and not misleading the investors in respect of the company and its shares being placed.”

Almaty, 2013

Prospectus of shares issue of Kcell JSC registered by Committee for Supervision and Oversight of Financial Market and Financial Organizations of RK National Bank on 25 September 2012 (the Prospectus) shall be amended as follows:

1. Item 12-3 of the Prospectus shall be amended to read as follows:

**12-3. Internal audit service (if any)**

Pos	Full name and year of birth of the Internal Audit Service employees	Positions held in the past three years, including current position and multiples jobs, in chronological order with an indication of responsibilities and time of taking office
1	Chingiz Kairatovich Sadykov, 1983	<p>01.10.2009 – 01.10.2010 – Manager 1 in Audit Department at KPMG Audit LLP. Responsibilities: managed audit activity for a number of enterprises in commercial and energy sectors of RK economy. Date of taking office: 01.10.2009.</p> <p>01.10.2010 – 01.10.2011 - Manager 2 in Audit Department at KPMG Audit LLP. Responsibilities: managed audit activity for a number of enterprises in commercial and energy sectors of RK economy. Date of taking office: 01.10.2010.</p> <p>01.10.2011 – 01.10.2012 – Senior Manager 1 in Audit Department at KPMG Audit LLP. Responsibilities: managed audit activity for a number of enterprises in commercial and energy sectors of RK economy. Date of taking office: 01.10.2011.</p> <p>01.10.2012 – 11.07.2013 – Senior Manager 2 in Audit Department at KPMG Audit LLP, Astana Branch. Responsibilities: managed audit activity for a number of enterprises in commercial and energy sectors of RK economy. Date of taking office: 01.10.2012.</p> <p>05.08.2013 till present – Internal Auditor at Kcell JSC, a sole member of Internal Audit Service of Kcell JSC. Responsibilities: conducts internal audit activities, reports to the Board of Directors. Provides accounting services relating to different aspects of the Company's activity. Analyzes the Company's financial activity. Audits and verifies the accuracy of accounting records and statements; verifies internally and externally the legality of financial transactions and compliance with legal and other regulatory legal acts; verifies compliance with the established taxation procedures. Provides recommendations in order to prevent mistakes and errors that can result in fines and other penalties and reduced revenues as well as adversely affect the Company's reputation. Date of taking office: 05.08.2013.</p>

Investor Relations Expert



Irina Shol