

**Translated from original in Russian into English at Kcell JSC.**

**AMENDMENT #3  
TO PROSPECTUS OF SHARE ISSUE  
OF KCELL JOINT STOCK COMPANY**

“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.”

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:

1) In Table **Board of Directors of the joint stock company** the line:

(4) Bert Ake Stefan Nordberg (independent non-executive director)	1956	<p>2008 CEO of Ericsson Silicon Valley.</p> <p>October 2009 - May 2012 President and CEO of Sony Ericsson.</p> <p>Since April 2012 Chairman of the Board of Directors of Vestas Wind Systems, A/S and member of the Board of Directors of Svenska Cellulosa Aktiebolaget (SCA) and Note AB.</p> <p>Since May 2012 Chairman of the Board of Directors of Sony Mobile Communications and Chairman of the Board of Directors of Ideonfonden AB.</p> <p>Since 2012 Member of new Board of Directors of Kcell JSC (Resolution #2 of 09 November 2012 of Extraordinary general meeting of shareholders). Date of taking office – 09 November 2012.</p>	0%	0%
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shall be amended as follows:

(4) William H.R. Aylward (independent non-executive director)	1951	<p>February 2008 – September 2011 CEO of BELVEDERE MEDIA Santa Monica, CA</p> <p>June 2011 till present Chairman and CEO of ALCHEMY GROUP, Gibraltar,</p> <p>24 May 2013 till present</p>	0%	0%
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		Member of the Board of Directors of Kcell JSC, independent non-executive director (resolution #3 of 24 May 2013 of Annual general meeting of shareholders). Date of taking office – 24 May 2013.		
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2) The last paragraph shall be set forth as follows:

“09 November 2012 to 24 May 2013:

- 1.) Mats Goran Salomonsson;
- 2.) Tolga Kokturk;
- 3.) Berndt Kenneth Karlberg;
- 4.) Veysel Aral – CEO of Kcell JSC, Head of executive body of the Company;
- 5.) Ian Eric Rudberg (independent non-executive director);
- 6.) Bert Ake Stefan Nordberg (independent non-executive director).

24 May 2013 till present:

- 1.) Mats Goran Salomonsson;
- 2.) Tolga Kokturk;
- 3.) Berndt Kenneth Karlberg;
- 4.) Veysel Aral – CEO of Kcell JSC, Head of executive body of the Company;
- 5.) Ian Eric Rudberg (independent non-executive director);
- 6.) William H.R. Aylward (independent non-executive director)”.

2. Item 16 **Founders (shareholders) of the Joint Stock Company** shall be amended as follows:

<b>Full name of the founder or shareholder – legal entity, Date when shareholder started to own ten and more percent of the placed shares of the Company</b>	<b>Location of the founder or shareholder – legal entity</b>	<b>Number and type (types) of shares prepaid by the founder (founders), or percent of voting shares owned by shareholders holding ten and more percent of the placed shares of the Company</b>
1	2	3
Fintur Holdings B.V.  Date when the shareholder started to own ten and more percent of shares in the Company’s predecessor before its reorganization into JSC – 30 May 2000.	34K, 3011 AN Rodesand str., Rotterdam, Netherlands	102 000 000 ordinary shares 51%
Sonera Holding B.V.  Date when the shareholder	34K, 3011 AN Rodesand str., Rotterdam, Netherlands	48 000 000 ordinary shares 24%

started to own ten and more percent of shares in the Company's predecessor before its reorganization into JSC – 01 February 2012.		
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\* Note: As of 01 April 2013, according to the registry provided by Integrated Securities Registrar JSC, Central Securities Depository JSC has 45,971,459 ordinary shares in nominal holding, representing 22.9857% of the total number of placed shares.”

**Legal Department Director**

**Aliya Kishkimbayeva**

**Chief Accountant**

**Sagidolla Merekenov**