

Prospectus of shares issue
 registered by the Agency
 of the regulation and supervision
 of the financial market
 and financial organizations
 of the Republic of Kazakhstan
 on the 13th of September, 2004

**Amendments №12
 in the prospectus of shares issue of JSC "KazTransOil"**

1. Item 12 of section 2 of the prospectus of shares issue is hereby amended to read as follows:

"12. Administration is the main collegial executive body of the Company.

1) surname, name, middle name if any, year of birth of every member of the Administration, including the chairman;

2) positions of officials mentioned in the subitem 1) of the current item in the chronological order including combined duties, powers and date of taking the position for the last three years till present time.

(Information on the subitems 1) and 2) of the current item is indicated in the table stated below.)

Full name	Year of birth	Positions for the last three years and present time in chronological order, including combined duties, indicating powers and date of taking the position.
Chairman of the Administration		
Kabyldin Kayrgeldy Maksutovich	01.01.1953	09.2008-03.2010 - Chairman of the Board of directors of the JSC "Prospecting extraction KazMunaiGaz"; 06.2009-05.10.2011 - the CEO of the JSC Oil Company "KazMunaiGaz"; from 10.10.2011 till present time - Director General (CEO), member of the Board of the directors of the JSC "KazTransOil". Powers of the CEO: performs general guidance of the activity of the JSC "KazTransOil" in accordance with the Charter and takes responsibility for the work of the JSC "KazTransOil" to the Board of the directors and the Only Shareholder, heads administration of the JSC "KazTransOil", and also determines the order of rights execution of the JSC. "KazTransOil" shareholder (participant) in relation to the legal entities, where the JSC "KazTransOil" is a shareholder (participant); issues of strategic development of the JSC "KazTransOil"; issues of corporate management of the JSC "KazTransOil"; issues of international cooperation and investments attraction; general guidance of the work in the sphere of quality, safety and labor protection, ecology in the JSC "KazTransOil".

Members of the Administration:

<p>Dev Sisengali</p>	<p>09.06.1950</p>	<p>06.2009-03.2012 - General Manager of the projects of the extraction of the JSC Oil Company "KazMunaiGaz"; 03.2012-01.05.2012 - Deputy of the General Director of the JSC "KazTransOil"; from 02.05.2012 till present time - the First Deputy of the General Director of production in the JSC "KazTransOil"; 16.03.2012 - 22.05.2012 - member of the Board of the JSC "KazTransOil"; from 23.05.2012 till present time - member of the Board of the JSC "KazTransOil". Powers of the First Deputy of the General Director of production: issues of the production and economic activity in the JSC "KazTransOil"; maintenance of the production's continuity and technical safety of the production objects of the JSC "KazTransOil"; organization of development and execution of the production program of the JSC "KazTransOil"; management of main pipelines systems of the JSC "KazTransOil"; providing of functioning of the management system of safety, labor protection and ecology in the JSC "KazTransOil"; general coordination of issues connected with the maintenance of the industrial safety in the dangerous production facility of the JSC "KazTransOil"; issues of technical audit of the main pipelines' systems in the JSC "KazTransOil"; issues of the information technologies and communications; issues of diagnostics of the main pipelines' objects of the JSC "KazTransOil"; issues of the technical supervision and technological monitoring; issues of the exploitation of the main pipelines owned by other legal entities; issues of development and implementation of innovative and technological policy of the JSC "KazTransOil"; issues of metrological maintenance of the activity of the JSC "KazTransOil", coordination of works for maintenance of measurement's unity; issues of capital construction and repairs; issues of management of the property of the JSC "KazTransOil".</p>
<p>Tokshalykovich</p>	<p>07.07.1970</p>	<p>10.2007-08.2009 - Deputy of the Chairman of Administration of the JSC NC "«Zhetysu» Social-entrepreneurial corporation"; 02.2010-02.2011 - advisor of the General Director of the JSC "«KazMunaiGaz» Trade house"; 02.2010-05.2011 - member of the Board of the directors of the JSC "Pavlodar petrochemical plant";</p>

		<p>04.2011-03.2012 - advisor of the General Director of the JSC "KazTransGaz";</p> <p>03.2012-01.05.2012 - Managing director of economy and finances of the JSC "KazTransOil";</p> <p>from 02.05.2012 till present time - Deputy of the General Director of the JSC "KazTransOil" of economy and finances;</p> <p>18.04.2012-22.05.2012 - member of the Board of the JSC "KazTransOil";</p> <p>from 23.05.2012 till present time - member of the Administration of the JSC "KazTransOil".</p> <p>Powers of the Deputy of the General Director of the JSC "KazTransOil" of economy and finances: maintenance of effectiveness of the financial-economic activity of the JSC "KazTransOil" and stability of its financial position; issues of business and budget planning, monitoring of the execution of business plans and economic analysis; issues of indicative planning; issues of the financing attraction in the capital markets; issues of tariffs policy and formation of tariffs; issues of organization of accounting, taxes, statistical records and accountability; issues of preparation and presentation of the financial accountability of the JSC "KazTransOil" and its affiliated and joint controlled organizations, and also consolidated financial accountability of IFRS; management of cash assets, fulfillment of payments and transactions.</p>
Otarov Bolat Isataevich	23.02.1966	<p>06.2009-01.05.2012 - Managing Director of transportation of the JSC "KazTransOil";</p> <p>02.05.2012-05.07.2012 - Deputy of the General Director of the JSC "KazTransOil" of transportation;</p> <p>from 20.09.2012 till present time - member of the Board of the JSC "KazTransOil";</p> <p>from 23.05.2012 till present time - member of the Board of the JSC "KazTransOil".</p> <p>Powers of the Deputy of the General Director of transportation: issues of interaction of the JSC "KazTransOil" with state bodies, oil producing companies, oil transporting companies regarding the questions of the oil transportation; issues of the oil transportation through the systems of main pipelines of the JSC "KazTransOil", states-members of the CIS and Baltic states, and also issues of the water supply from system of water conduits of the JSC "KazTransOil"; issues of transport operations management (transport flows of oil and water); issues of management of oil quality; issues of dispatching management (operative management with the volumes of oil's swap and water's supply, balance of movement of oil and water).</p>

<p>Mestoyev Ruslan Ahmedovich</p>	<p>21.08.1973.</p>	<p>06.2007-09.2008. - executive procurement director, managing procurement director of the JSC Oil Company "KazakhstanTemirZholy"; 10.2009-11.2011 Local content manager, coordinator with secondment in the fields of North-Caspian project, the position is renamed- Senior Contract Engineer; 11.2011-01.05.2012- Managing Director of Business Support of the JSC "KazTransOil"; 2.05.2012-8.07.2012 - Chief of Staff of the JSC "KazTransOil"; 09.07.2012-19.09.2012- Deputy Director General of transportation of the JSC "KazTransOil"; Since 20.09.2012 till present time - Deputy Director General of business support of the JSC "KazTransOil"; 9.12.2011-22.05.2012 - member of the board of the JSC "KazTransOil"; Since 23.05.2012 till present time - member of the board of the JSC "KazTransOil". Powers of the Deputy Director General of business support: Management of complex and punctual meeting the requests of the JSC "KazTransOil"; Providing of monitoring and increasing of local content in purchased by the JSC "KazTransOil" goods, works and services; Questions of marketing activity of the JSC "KazTransOil".</p>
<p>Zakirov Bulat Kalavyanovich</p>	<p>16.07.1976.</p>	<p>02.2009-05.2010- Deputy Director General -member of the Board of the LLP "KMG-Transkaspий"; 05.2010-10.2010- General Director (Chairman of the Board)of the LLP "KMG-Transkaspий"; 01.2012-02.2012.General Director's Adviser of the LLP "KazTransOil"; 03.2012-01.05.2012- Chief Operations Director of the LLP"KazTransOil"; 2.05.2012- till present time - Deputy Director General of Development of the JSC "KazTransOil"; 16.03.2012 - 22.05.2012 - member of the board of the JSC "KazTransOil"; Since 23.05.2012 - till present time - member of the board of the JSC "KazTransOil". Authorities of the Deputy Director General of development of the JSC "KazTransOil": Issues of strategic planning; Issues of assets management; Issues of corporate management; Issues of investment activities of the JSC "KazTransOil"; Issues of interaction with existent and potential investors;</p>

		Organization of events for introducing a block of stocks of the JSC "KazTransOil" to the stock market ("National IPO"), and also maintaining of its further circulation on the stock market.
Isakov Zhaidarman Azimhanovich	29.10.1965.	1.10.2002 - till present time - Director of the Legal Department of the JSC "KazTransOil"; 23.05.2006 - 22.05.2012 - member of the board of the JSC "KazTransOil"; 23.05.2012 - till present time - member of the board of the JSC "KazTransOil"; Powers of the Director of the Legal Department: Securing the enforcement of the Laws of the Republic of Kazakhstan in the activity of the JSC "KazTransOil"; Arrangement of legal steps to prevent presentation of claims (lawsuits) to the JSC "KazTransOil" from the third parties, prejudicial settlement of existing disagreements (claims); Protection of interests of the JSC "KazTransOil" in courts, and also in other organizations in investigation of legal matters, concerning activity of the JSC "KazTransOil".

3) the percentage rate of voting shares, that belong to persons, specified in the subitem 1) of the given item to the general quantity of voting shares of the Company:

Members of the board do not own shares of the Company. The percentage rate is 0 %."

2. The item 14 of the section 2 of the prospectus about issue of shares is hereby amended to read as follows :

"14. The organizational structure of the joint stock company.

It is necessary to specify in the given item the following:

1) the structural subdivisions of the joint stock company;

2) the general quantity of Employees of the joint stock company - 7768 people, including Employees of branches - 7518 people, representative offices - 45 people;

3) the general quantity of the Employees of the joint stock company, who own shares of the joint stock company, and their total share from the general quantity of outstanding shares in the percentage rate - the Employees of the Company do not own the shares of the Company;

4) information about heads of units of the joint stock company (surname, name, middle name - if any, date of birth).

5) information about heads of branches and representative offices (surname, name, middle name - if any).

The information regarding subitems 1), 4) and 5) of the. Given item are reflected in the given below table.

1.	Human Resources Department	Akbergenov Serik Ishanbekovich	27.11.1977.
2.	Press Service	Samakova Raisa Baigazievna	14.01.1955.
3.	Administrative office	Akayeva Shapagat	16.10.1954

4.	Legal department	Akayevna Isakov Zhaidarman Azimhanovich	29.10.1965
5.	Department of Transportation	Mendybayev Yerbolat	12.11.1965
6.	Department of exploitation	Arynov Sabit Abildayevich	29.06.1977
7.	Department of labour protection and production supervision	Abishev Abay Aytpaevich	17.04. 1976
8.	Department of Project Management	Sembin Dulat Egimbayevich	19.07.1954
9.	Department of Telecommunication	Zhaksylykov Berik Serikbayevich	16.07.1973
10.	Department of Process Automated Control System and Interrepair Maintenance	Popova Natalya Vladimirovna	24.10.1961
11.	Main Control Office	Kusherbayev Konilimshat Yedilovich	10.05.1966
12.	Department of Strategic Planning and Corporate Development	Yureeva Tatyana Viktorovna	23.05.1969
13.	Department of Material and Technical Supplies Service	Salimov Nurtay Ismailovich	25.04.1965
14.	Department of Contracts and Local Content Development	Tursunov Arman Saginbekovich	21.01.1982.
15.	Department of Risk Management and Integrated System of Management	Ismagulova Elmira Malikovna	17.01.1967
16.	Treasury Department	Mombayeva Marzhan Zholdasovna	14.12.1971.
17.	General Accounting Department	Ahmedina Almash Suleymenovna	02.12.1967.
18.	Department of Assets Management and Investment Analysis	Krylova Zhanna Valentinovna	05.04.1974.
19.	Service of Connection with Investors (IR-service)	Masalin Almaz Maratovich	25.11.1966
20.	Department of IFRS Reporting	Sarmagambetova Madina Kayrullova	05.09.1971
21.	Department of Tariff Regulation	Vacant position	
22.	Department of Planning And Economical Analysis	Eseneev Meiram Aliakparovich	30.04.1977.

23.	Service of Providing Security of corporate Property and Information	Kuramshin Rinat Ravilyevich	09.03.1968.
24.	Supervisory and Inspection Service	Dyusembayeva Altyntan Bahytovna	15.05.1978.
25.	Group of Civil Defense and Emergency Situations and special works	Mudarisov Nail Sagitovich	22.01.1959.
26.	Operator Service of the Central Office	Tabulevich Vitaliy Leonidovich	20.04.1970
27.	Administrative Department	Duysepayev Serzhan Bekdauletovich	04.07.1971.
28.	The Western branch of the Company	Mamonov Ferdinat Abdrahimovich	09.11.1947.
29.	The Eastern Branch of the Company	Lukpanov Zhenisbek Kozhasovich	07.05.1967.
30.	The Branch "Multiple-Access computing centre of the JSC "KazTransOil"	Kaipov Askar Abutalipovich	29.01.1963
31.	The Branch "Research and development centre of the JSC "KazTransOil"	Aldyyarov Timur Kubaisovich	29.05.1952.
32.	The Representative Office in Moscow city	Dolgiy Sergey Nikolayevich	27.04.1956.
33.	The Representative Office in Samara city	Kuvatova Elena Petrovna	15.07.1957.
34.	The Representative Office in Omsk city	Stanishevskiy Vladimir Vadimirovich	03.07.1960
35.	The Representative Office in Kiev city	Krasnokutskaya Elena Anatolevna	04.04.1973.

General Director /signature/
(Chairman of the Board)

K.Kabyldin

Head Accountant /signature/

A.Ahmedina

Stamp: Joint Stock Company "KazTransOil"
Republic of Kazakhstan, Astana city

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Round stamp: Joint Stock Company "KazTransOil"

Republic of Kazakhstan, Astana city

Stamp: 18 pages were tied and numbered

General Director (Chairman of the Board)

/signature/ K. Kobylain

Head Accountant /signature/ A. Ahmedina

Я, ~~Зандильдина Асем Кенжебаевна~~ Асем Кенжебаевна, 26.12.1987 года рождения, (уд. №016935948, МВД РК, ~~20 мая 2010 г.~~ ~~ЖБ -Б № 0013246,~~ ~~выдан Министерством Государственным Университетом им.Ш.Уалиханова), переводчик бюро переводов ТОО «Астана-Translations» РИИ 620300316814 по адресу: Республика Казахстан, Астана, проспект Республики 21 (Тел.: 8(7172) 32-77-03, Мобильный: +7 707 843 90 51, E-mail: astana-translations@mail.ru), переводившая текст документа с казахского и русского языков на английский язык, гарантирую, что это точный и верный перевод. *Зандильдина Асем Кенжебаевна*~~

The Republic of Kazakhstan, Astana city.
The twenty sixth of December two thousand and twelve

I, ~~Mazayeva Maria Fedorovna~~ Mazayeva Maria Fedorovna, the notary of Astana notaries' district, of the Republic of Kazakhstan (license № 0000001 is issued on April, 25, 1998 by the Ministry of Justice of the Republic of Kazakhstan), to ascertain the accuracy of the copy of the original document, there are no erasures, deletions, insertions or other not stipulated corrections or any peculiarities in the latter. Also I have identified the city of the signature made by the translator citizen Zhandildina Assem Kenzhebayeva. The person who signed the document is identified, capacity and her powers are checked.

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The sum, paid to the private notary
Notary /signature/

Notary Mazayeva Maria Fedorovna
license № 0000001

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I, Zhandildina Assem Kenzhebayeva, date of birth 26.12.1987, (Passport №016935948, issued by Ministry of Internal Affairs of Republic of Kazakhstan, dated 29.09.2004, Diploma of higher education ЖБ -Б № 0013246 from the 20th of May 2010 . Reg. №210), the translator of the translation bureau LLP «Astana-Translations» TIN 620300316814 at the address: Republic of Kazakhstan, Astana city, 21 Republic Avenue (Tel.: 8(7172) 32-77-03. Mobile phone: +7 707 843 90 51, E-mail: astana-translations@mail.ru), translated the text of this document from Kazakh and Russian into English language, guarantee and take the responsibility for accuracy and exactness of translation of document. *Зандильдина Асем Кенжебаевна*

Город Астана, Республика Казахстан.
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