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Approved by the  
decision of the Board  
of KazTransOil LLP  
(record of meeting  
from 02 August 2017  
no. \_\_\_\_\_)

**Addition and changes no. 39  
in the prospectus of the issue of shares of KazTransOil LLP**

1. Paragraph 5 of Section 1 shall be supplemented with the fifth paragraph of the following content:

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Paragraph 12 of Section 2 should be reworded as follows:

12. The Company has a collective executive body - the Management Board.

1) surname, name, patronymic (if any) of each of the members of the Management Board of the Company, including the Chairman of the Management Board;

2) positions occupied by the members of the Management Board of the Company for the last 3 (three) years and at present, in chronological order (indicating the authorities and the date of their entry into office), including the current positions held by these persons concurrently.

(Information on subparagraphs 1) and 2) of this paragraph is reflected in the table below):

FULL NAME	Positions occupied by the members of the Management Board of the Company for the last 3 (three) years and at present, in chronological order (indicating the authorities and the date of their entry into office), including the current positions held by these persons concurrently.
Chairman of the Board	
Dossanov Dimash Gabitovich	06.2011 - 09.2014 – general service manager of branch of the KMG Kashagan B.V. Private Limited Company (attached to the North Caspian Operating Company B.V.); 08.09.2014 – 02.12.2014 – First Deputy General Director (member of the Management Board) of Kazakhstan-China Pipeline LLP; 03.12.2014 - 14.01.2016 - General Director, Chairman of the Board of Kazakhstan-China Pipeline LLP 15.01.2016 - 16.02.2016 - First Deputy General Director of the Manufacturing group; since 15.01.2016 – till present– member of the Management Board of the Company;

	<p>17.02.2016 - 05.08.2016 - First Deputy General Director of the Company;</p> <p>28.04.2016 – 23.12.2016 - member of the Board of Directors of NWPC MunaiTas LLP</p> <p>since 06.08.2016 – till present - General Director (Chairman of the Management Board) of the Company;</p> <p>since 10.08.2016 - till present - Chairman of the Supervisory Board of Batumi Oil Terminal LLC;</p> <p>since 20.10.2016 – till present - member of the Board of Directors of the Company</p> <p>Powers of the Chairman of the Management Board:</p> <p>general management of the Company;</p> <p>issues of strategic development of the Company;</p> <p>issues of corporate governance in the Company;</p> <p>issues of international cooperation and investment attraction;</p> <p>general management of work in the field of quality, safety and labor protection, ecology, energy saving and energy efficiency improvement in the Company;</p> <p>personnel issues;</p> <p>issues of labor organization and wages;</p> <p>issues of professional training, retraining and advanced training of the Company's personnel;</p> <p>issues of information and sponsorship policy of the Company;</p> <p>issues of improving the internal control system and risk management system in the Company;</p> <p>organization of work on financial control and auditing in the Company;</p> <p>issues related to the implementation of a unified policy of the Company in the field of ensuring the protection of corporate property and information;</p> <p>implementation of general control over the activities of subsidiaries and jointly controlled entities of the Company;</p> <p>coordination of activities of branches and representative offices of the Company;</p> <p>representation of the Company in relations with third parties;</p> <p>direct control and coordination of the activities of the first deputy general director, deputy general director, managing director (s), secretariat of the general director (chairman of the management board), structural subdivisions of the central apparatus of the</p>
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	<p>Company in accordance with the approved structure of the Company;</p> <p>other issues determined by the legislation of the Republic of Kazakhstan, the Charter, decisions of the General Meeting of Shareholders and the Board of Directors of the Company, as well as documents of the National Welfare Fund Samruk-Kazyna JSC, which determine the procedure for the Company to purchase goods, works and services.</p>
<p>Members of the Board</p>	
<p>Pirogov Aleksey Georgyevich</p>	<p>05.2014 - 07.2016 - deputy Chief Director for Asset Management of National Welfare Fund "Samruk-Kazyna JSC;</p> <p>since 08.08.2016 – till present - First Deputy General Director, Member of the Management Board of the Company;</p> <p>since 03.2012 – 07.2016 – Member of the Supervisory Board of United Chemical Company LLP.</p> <p>Powers of the First Deputy General Director:</p> <ul style="list-style-type: none"> <li>issues of the Company's production activities;</li> <li>ensuring the continuity of production and technical reliability of the Company's production facilities;</li> <li>organization of development and implementation of the Company's production program;</li> <li>issues of management of the main pipeline systems of the Company;</li> <li>maintenance of functioning of the management system of safety and labor protection, ecology in the Company;</li> <li>organization of internal control over labor safety and protection, ecology;</li> <li>general coordination of issues related to ensuring industrial safety at hazardous industrial facilities of the Company;</li> <li>issues of technical audit of the Company's main pipeline systems;</li> <li>issues of information technology and communications;</li> <li>issues of diagnostics of the main pipelines of the Company;</li> <li>issues of technical supervision and technological monitoring;</li> <li>issues of operation of main pipelines;</li> <li>issues of development and implementation of the</li> </ul>

	<p>Company's innovation and technology policy;  issues of metrological support of the Company's activities, coordination of work to ensure the uniformity of measurements;  issues of capital construction and capital repairs;  representation of the Company in relations with third parties on the basis of a power of attorney issued to him;  the direct control and management of the activities of the structural subdivisions of the central apparatus of the Company in accordance with the approved structure of the Company;  coordination of branches' activities and representative offices, subsidiaries and jointly controlled entities of the Company on the above issues (areas of authority);  Coordination of activities of Kazakh-Chinese Pipeline LLP;  other issues determined by the executive documents of the General Director (Chairman of the Management Board) of the Company and other internal documents of the Company.</p>
Berlibaev Madiyar Amirbaevich	<p>21.05.2012 – 20.09.2016 – Deputy General Director for Economics of Kazakhstan-China Pipeline LLP;  since 21.09.2016 – till present - Deputy General Director of the Company for Economics and Finance, member of the Management Board of the Company;  since 08.02.2017 – till present - Chairman of the Supervisory Board of Batumi Oil Terminal LLC;  since 16.02.2017 - till present - Chairman of the Supervisory Board of Batumi Sea Port LLC.</p> <p>Powers of the Deputy General Director of the Company for Economics and Finance:  issues of ensuring the financial and economic activities of the Company and the stability of its financial situation;  issues of business planning, monitoring of execution of business plans, economic analysis;  issues of attracting, monitoring and managing borrowing;  issues of granting / receiving financial assistance;  organization of work with rating agencies;  issues of tariff policy and tariff formation;  issues of the organization of accounting, tax,</p>

	<p>statistical accounting and reporting;</p> <p>the preparation of the financial statements of the Company and its subsidiaries and jointly controlled entities, as well as consolidated financial statements under IFRS;</p> <p>issues of cash management and payments, transfers;</p> <p>issues of organization of separate accounting;</p> <p>formation of accounting policy;</p> <p>ensuring that an independent audit of financial statements is carried out;</p> <p>representation of the Company in relations with third parties on the basis of a power of attorney issued to him;</p> <p>the direct control and management of the activities of the structural subdivisions of the central apparatus of the Company in accordance with the approved structure of the Company;</p> <p>coordination of activities of branches and representative offices, subsidiaries and jointly controlled entities of the Company on the above issues (areas of authority);</p> <p>other issues determined by the executive documents of the General Director (Chairman of the Management Board) of the Company and other internal documents of the Company.</p>
<p>Otarov Bolat Isataevich</p>	<p>since 20.09.2012 – till present – Deputy General Director of the Transportation Company;</p> <p>since 23.05.2012 – till present - Member of the Management Board of the Company.</p> <p>powers of the Deputy Director General of the Company for transportation:</p> <p>issues of interaction between the Company and state bodies, oil transport and oil companies on oil transportation;</p> <p>issues of oil transportation through the system of the main oil pipelines of the Company, the CIS and Baltic states, as well as water supply from the Company's water supply system;</p> <p>issues of management of transport operations (transport flows of oil and water);</p> <p>issues of oil quality management;</p> <p>issues of dispatching management (operational management of oil pumping volumes and water supply, balance of oil and water movement);</p>

	<p>representation of the Company in relations with third parties on the basis of a power of attorney issued to him;</p> <p>the direct control and management of the activities of the structural subdivisions of the central apparatus of the Company in accordance with the approved structure of the Company;</p> <p>coordination of the activities of the Company's representative offices;</p> <p>coordination of activities of subsidiaries and jointly controlled entities of the Company on the above issues (areas of authority);</p> <p>other issues determined by the executive documents of the General Director (Chairman of the Management Board) of the Company and other internal documents of the Company.</p>
Seysekenov Chingiz Maratovich	<p>09.2012 - 10.2014 - Advisor to the First Deputy General Director (for general issues) of the Beyneu-Shymkent gas pipeline LLP;</p> <p>06.10.2014 - 21.09.2015 - Director of the Department of Contracts Kazakhstan-China Pipeline LLP;</p> <p>21.09.201 - 05.02.2016 - Deputy General Director for Commerce of Kazakh-Chinese Pipeline LLP;</p> <p>08.02.2016 - 17.02.2016 - Manager of the Department of Contracts and Local Content of the Company;</p> <p>17.02.2016 - 23.10.2016 - Managing Director of the Business Support Society;</p> <p>since 10.08.2016 - till present - Chairman of the Supervisory Board of Batumi Oil Terminal LLC;</p> <p>since 24.10.2016 - till present - Deputy General Director of the Company for business support, member of the Management Board of the Company.</p> <p>Powers of the Deputy General Director of the Company for business support:</p> <p>management of the process of complex and timely provision of the Company's needs (standards for resource costs, resource requirements, resource applications, resource supply);</p> <p>organization of work on procurement of goods, works and services for the needs of the Company, including:</p> <p>making decisions in order form, approving procurement plans, including long-term purchases, and making changes and additions to them, procurement of</p>

	<p>goods, works, services by tender, approval of the composition of the tender commission, if necessary, an expert commission (expert) , The appointment of the secretary of the tender commission and the approval of the tender documentation, the procurement of organized electronic trading, through commodity exchanges and centralized electricity trading, as well as one-way Source;</p> <ul style="list-style-type: none"> <li>way of requesting price proposals;</li> <li>making decisions in the form of orders on the redistribution of the volume of purchases of goods during the execution of long-term contracts with domestic producers of the purchased goods, concluded at the end of the tender, approving the composition of the commission, appointing a secretary and the date of redistribution of the volume of purchases of goods for the next 12 (twelve) months of action Long-term contracts;</li> <li>ensuring monitoring of local content in goods, works and services procured by the Company;</li> <li>marketing issues of the Company;</li> <li>representation of the Company in relations with third parties on the basis of a power of attorney issued to him;</li> <li>the direct control and management of the activities of the structural subdivisions of the central apparatus of the Company in accordance with the approved structure of the Company;</li> <li>coordination of activities of branches and representative offices, subsidiaries and jointly controlled entities of the Company on the above issues (areas of authority);</li> <li>other issues determined by the executive documents of the General Director (Chairman of the Management Board) of the Company and other internal documents of the Company.</li> </ul>
<p>Tanatarova Shara Bakytzhanovna</p>	<p>12.2013 – 10.2016 - Director of Asset Management Department of NC KazMunayGas JSC;  02.2015 – 01.2017 - Deputy General Director of the Branch of the KMG Global Solutions BV LLC in the Republic of Kazakhstan for support and business support (concurrently);  09.2013 – 10.2016 - member of the Supervisory Board of National Maritime Shipping Company</p>

KazMorTransFlot LLP;

11.2013 – 12.2016 - Member of the Supervisory Board of KazMunaiGas-Service LLP;

08.2014 - 10.2016 - Member of the Board of Directors of KazMunaiGas JSC - processing and marketing;

11.2013 – 10.2015 – Member of the Board of Directors of Kazakh Institute of Oil and Gas JSC;

09.2014 – 12.2016 - Independent director of Baiterek Venture Fund JSC;

08.2012 – 02.2016 - managing director of KazMunaiGaz Finance Sub B.V.;

02.2016 – 11.2016 - Member of the Supervisory Board KazMunaiGaz Finance Sub B.V.;

02.2016 – 11.2016 - ч Member of the Supervisory Board KMG Global Solutions B.V. LLC;

17.10.2016 – 23.10.2016 - Managing Director of the Company for Assets;

since 24.10.2016 – till present – Deputy General Director of the Company for Corporate Development and Assets, member of the Management Board of the Company;

16.11.2016 года - till present - Member of the Supervisory Board of Batumi Oil Terminal LLP;

23.12.2016 - till present - Member of the Board of Directors of NWTK MunayTas JSC.

Powers of the Deputy General Director of the Company for Corporate Development and Assets:

issues of strategic planning;

issues of asset management, corporate governance and investment activities of the Company;

interaction with existing and potential investors;

issues of maintaining circulation of the Company's shares on the securities market;

representation of the Company in relations with third parties on the basis of the power of attorney issued to it;

the direct control and management of the activities of the structural subdivisions of the central apparatus of the Company in accordance with the approved structure of the Company;

coordination of activities of subsidiaries and jointly controlled entities of the Company (with the exception of Kazakhstan-China Pipeline LLP), including Batumi



	<p>Sea Port LLC;</p> <p>coordination of the activities of branches and representative offices of the Company on the above issues (areas of authority);</p> <p>other issues determined by the executive documents of the General Director (Chairman of the Management Board) of the Company and other internal documents of the Company.</p>
<p>Idyrsov Oral Arminovich</p>	<p>28.04.2014 - 20.10.2014 - Manager of the Department for the Development of Kazakhstan Content of PSA LLP;</p> <p>20.10.2014 - 06.05.2016 - Director of the Personnel Policy Department of Kazakhstan-China Pipeline LLP;</p> <p>11.05.2016 - 31.05.2017 - Director of the Department of Human Resources Management and Compensation of the Company;</p> <p>c 01.06.2017 - till present - Deputy General Director of the Company for Transformation, member of the Management Board of the Company.</p> <p>Powers of the Deputy General Director of the Company for Transformation:</p> <p>issues of the Company's implementation of the transformation program in the group of companies of JSC NC "KazMunayGas";</p> <p>issues of the image work of the Company and ensuring compliance with corporate standards of the PR strategy of the Company;</p> <p>issues of material and technical support of the functioning of the central apparatus of the Company;</p> <p>signing of orders in the areas of activity supervised by them;</p> <p>representation of the Company in relations with third parties on the basis of a power of attorney issued to him;</p> <p>direct control and management of the activities of the Department of Human Resources Management and labor remuneration, as well as other structural divisions of the Company's central office in accordance with the approved structure of the Company;</p> <p>coordination of activities of branches and representative offices, subsidiaries and jointly controlled entities of the Company on the above issues (areas of authority);</p> <p>other issues determined by the executive</p>

	documents of the General Director (Chairman of the Management Board) of the Company and other internal documents of the Company.
Isakov Zhaydman Azimkhanovich	<p>since 04.05.2014 – till present – Managing Director of the Legal Support Society;</p> <p>since 23.05.2012 – till present - Member of the Management Board of the Company;</p> <p>since 10.08.2016 - till present - Member of the Supervisory Board of Batumi Oil Terminal LLC.</p> <p>Powers of the managing director of the Company on legal support:</p> <ul style="list-style-type: none"> <li>issues of legal support of the Company;</li> <li>ensuring compliance with the legislation of the Republic of Kazakhstan in the activities of the Company;</li> <li>adoption of legal measures to prevent the presentation of claims (claims) from third parties to the Company, pre-trial settlement of existing disputes (claims);</li> <li>ensuring the protection of the Company's interests in the courts, as well as in other organizations when considering legal issues of the Company's activities;</li> <li>coordination of the legal services of the Company's branches;</li> <li>providing legal assistance to the Company's subsidiaries and jointly controlled entities;</li> <li>legal support of issues and documents submitted for consideration by the General Meeting of Shareholders, the Board of Directors and the Management Board of the Company;</li> <li>representation of the Company in relations with third parties on the basis of a power of attorney issued to him;</li> <li>the direct control and management of the activities of the structural subdivisions of the central apparatus of the Company in accordance with the approved structure of the Company;</li> <li>coordination of activities of branches and representative offices, subsidiaries and jointly controlled entities of the Company on the above issues (areas of authority);</li> <li>other issues determined by the executive documents of the General Director (Chairman of the Management Board) of the Company and other internal documents of</li> </ul>

	the Company.

3) the percentage of voting shares belonging to the members of the Management Board of the Company to the total number of voting shares of the Company:

Members of the Management Board own 0.00004% of the total number of voting shares of the Company

2. In paragraph 22 of Section 3, the table Information on suppliers of goods (works, services) of the Company in the amount of 5 (five) or more percent of the total cost of goods (works, services) consumed by the Company: shall be stated in the following edition:

n o.	Supplier`s name	Location	The name of goods (works, services)	Share in total services, in%
1	Aral Service LLP	Almaty, Almalinsky district, Makatayev St., 117	Works on the reconstruction of the oil pipeline Uzen-Atyrau-Samara. Replacement of the pipe at the section 645-677 km ANU PF	13%
2	AKNIET-BN LLP	Almaty, Almalinsky district, Makatayev St., 117	Works on overhaul with replacement of the pipeline	5%
3	Pavlodar factory TEMIRMASH LLP	Pavlodar, central industrial zone, building 573	Goods supply	5%
4	Alko-A LLP	Almaty, Gornaya street 276/16	Goods supply	5%

**General Director  
(Chairman of the Board)**

**D.Dossanov**

**Chief Accountant**

**A.Ahmedina**

This translation from Russian into English is executed by Murat Abinkassimov





вано  
: госпошлина+тех

*[Handwritten signature]*

Пронумеровано, пронумеровано  
*25 (Фидуция № 10)*  
НОТАРИУС

