

**Adopted
by the decision of the Sole shareholder
of JSC “KazTransOil”
(Minute of meeting of the
Board of directors of
JSC NC “KazMunayGas”
dated 19th of October, 2012 No. 8/2012)**

Seal: Joint Stock Company “KazmunayGas” National Company

Stamp: Justice Department of Astana city
State Enterprise
RE-REGISTRATION OF LEGAL ENTITY
31.05.2004.
No 6636-1901-AK
The first registration date 13.05.1997
BIN 97054000107
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ADDITIONS AND AMENDMENTS
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The Charter of Joint Stock Company “KazTransOil”

Astana, 2012

ARTICLE 1. GENERAL PROVISIONS

Joint Stock Company "KazTransOil" (further – the Company) is the legal entity by the legislation of the Republic of Kazakhstan and carries out the activity according to the Civil code of the Republic of Kazakhstan, Law of the Republic of Kazakhstan «About joint-stock companies», (further – the Law) legislation of the Republic of Kazakhstan on natural monopolies and other legislation of the Republic of Kazakhstan, and also according to the present Charter (further - Charter), and corporative management Code of the Company.

2. Name of the Company:

full name in state language - "ҚазТрансОйл" акционерлік қоғамы, shortly - "ҚазТрансОйл" АҚ;

full name in Russian – акционерное общество “КазТрансОйл”, shortly – АО “КазТрансОйл”;

full name in English - «KazTransOil» Joint Stock Company, shortly - JSC «KazTransOil».

3. Location of the Company and its executive body: 010000, the Republic of Kazakhstan, Astana, Yesil district, Kabanbay Batyr Avenue, bldg 19.

4. Term of activity of the Company is unlimited.

5. The financial and production activity of the Company is carried out on the basis of economic independence.

6. The Company possesses independent balance, bank accounts, seal, stamps and forms with the indication of full Company’s name in the State and Russian languages and other requisites.

7. The Company can have trademark and symbolic which samples affirm the Board of the Company and which registered in accordance with the established procedure.

8. The Company possesses the property isolated from property of the Sole shareholder, and is not liable for its obligations.

9. The shareholder of the Company is not liable for its obligations and bears risk of the losses connected with activity of the Company, within the cost of shares belonging to it, except for the cases provided by legislature of the Republic of Kazakhstan.

ARTICLE 2. CONSTITUENT DOCUMENTS OF THE COMPANY

1. The constituent document of the Company is the Charter.

2. All interested persons have the right to familiarize with the Charter. On request of the interested person the Company is obliged to give him opportunity to familiarize with the Charter, including the subsequent changes and additions to it. Within three working days the Company is obliged to execute the requirement of the shareholder on presenting the Charter copies to him.

ARTICLE 3. PURPOSE AND OBJECTS OF ACTIVITY OF THE COMPANY

1. The Company's purpose is receiving net profit by the way of implementation of independent economic activity.
2. Objects of activity of the Company are:
 - 1) services in transportation of oil (transfer, transshipment, drain, filling, storage, shift) and oil products in the main pipelines;
 - 2) development and introduction of new technologies;
 - 3) carrying out of marketing researches of hydrocarbonic raw materials sales markets and products of its processing;
 - 4) support and participation in the programs directed on training, retraining and professional development of employees of the Company;
 - 5) implementation of design, financing, construction, possession and operation of pipeline system in the territory of the Republic of Kazakhstan and out of its bounds, including objects on storage, loading and transfer on other means of transport on which is carried out the transportation of liquid hydrocarbonic raw materials;
 - 6) activity implementation on operation and maintenance of the main pipelines belonging to other legal entities;
 - 7) organization of transportation and transit of the Kazakhstan's oil through pipeline systems of other states (operation activity in the one routing);
 - 8) services in transportation of natural gas by distributed pipelines for the users of the Republic of Kazakhstan;
 - 9) services in transfer and distribution of electric energy;
 - 10) services in production, transfer and distribution of heat energy;
 - 11) services in supply of water by the main pipeline;
 - 12) services in transfer of water by distributed net;
 - 13) services in derivation of waste water;
 - 14) implementation of scientific-technical, production and economic activity;
 - 15) realization of foreign economic activity;
 - 16) other types of activity connected technologically or inseparably with services, and also activity which is realized in accordance with the Law of the Republic of Kazakhstan "About main pipeline".
3. The kinds of activity demanding existence of the license or other type of permission which is necessary for receiving in the order established by the Legislation, are carried out after obtaining the corresponding licenses or other type of permissions.

ARTICLE 4. RIGHTS AND DUTIES OF THE COMPANY

1. The Company has the right in the order established by the Legislation for implementation of the charter purposes:
 - 1) to open accounts in banks and other financial institutions located in the territory of the Republic of Kazakhstan and out of its bounds, both in national and in foreign currency;

- 2) to have the seal, stamps and forms with a full name of the Company in the state and Russian languages, and also trademark and an emblem (symbolic) registered in accordance with the established procedure;
- 3) to have in property the isolated property, and also independent balance;
- 4) on its own behalf to conclude transactions (contracts, agreements) to accrue and carry out the property and personal non-property rights;
- 5) to issue securities;
- 6) to participate in formation or activity of other organizations;
- 7) to open branches and representations in the Republic of Kazakhstan and abroad, to allocate them with the fixed and current assets at the expense of own property and to define the order of their activity;
- 8) to be the claimant and the respondent in court;
- 9) to develop and approve the specifications and technical documentation, obligatory for execution by all divisions of the Company and users of Company's system of pipelines;
- 10) to carry out other rights provided to it according to the Legislation and/or the Charter.

2. The Company is obliged:

- 1) to observe the Legislation;
- 2) to pay taxes and other obligatory payments in the budget in accordance with the established procedure;
- 3) to be liable for its obligations within the property
- 4) to bear responsibility according to the Legislation;
- 5) to provide unlimited access for all documentation, production and other objects and any information, and also information of commercial and official secret of the Company's group to the centralized services of the internal audit of JSC NC "KazMunayGas", if there is appropriate decision of the Board of the Directors with a glance of non-disclosure the confidential information of the Company which was out in the course of the audit.
- 7) to fulfill other duties assigned to it by the Legislation and/or the Charter.

ARTICLE 5. RIGHTS AND DUTIES OF THE SHAREHOLDERS

1. The shareholder of the Company is entitled:

- 1) to participate in management of the Company in the order provided by the Legislation and the Charter;
- 2) to receive dividends;
- 3) to receive information on Company's activity, including being acquainted with financial statements of the Company, in order defined by the General shareholder's meeting or the Charter;
- 4) to receive extracts from the registrar of the Company or the nominal holder, confirming its property right to Company's securities;
- 5) to choose to (appoint) board members of the Company;
- 6) to challenge in judicial order the decision accepted by bodies of the Company;

7) when having independently of in total with other shareholders five or more per cents of voted share of the Company, to apply to the state authorities from his name in case stimulated by art. 63 and 74 of the Law, with demands of payment damages to the Company by the authorities and to return profits to the Company by authorities or their affiliated persons, which was received by them in the result of making decision about conclusion (conclusion offer) of big deal and (or) interested contracts;

8) to apply to the Company with letters of inquiry on its activity and to receive reasoned answers in established periods, but no more than thirty days from the date of receipt of inquiry in the Company;

9) on part of property at Company's elimination;

10) pre-emptive purchase of shares or other securities of the Company converted in its shares, in order established by the Legislation of the Republic of Kazakhstan;

2. The major shareholder has a right to:

1) to demand carrying out of out of turn the General meeting of Shareholders or to apply to the court complaining about its convocation in case of the Board of Director's refusal;

2) to offer the Board of directors to submit additional questions to the agenda of the General meeting of shareholders according to the Law;

3) to demand convocation of meeting of the Board of directors;

4) to demand carrying out of audit by the auditor organization of the Company at own expense;

3. There is not limited rights of the shareholders established by paragraph 1 and 2 of the Present article.

The shareholders of the Company can have other rights provided by the Legislation and/or the Charter.

4. The shareholder of the Company is obliged:

1) to pay shares;

2) to inform the registrar of the Company and the nominal holder of the shares belonging to the shareholder within ten days, on change of the data necessary for maintaining the register holders of shares of the Company;

3) not to disclose information on the Company's or its activity, composing office, commercial or other secret protected by the law;

4) to fulfill other duties according to the Legislation.

5. The Company and the registrar of the Company don't bear responsibility for consequences of default by the shareholder of the requirement established by subparagraph 2) of clause 4 of the present article.

ARTICLE 6. SHARES AND OTHER SECURITIES OF THE COMPANY

1. The Company is entitled to issue shares, bonds, convertible and other securities, including derivatives. Conditions and order of issue, placement, address and repayment of securities of the Company are defined by the legislation on securities market.

2. The Company is entitled to issue only common shares. Shares are issued in a paperless form.
3. The common share provides to the One shareholder of the Company the right to make decisions on all questions which are within the competence of general shareholder meeting, the right to dividends at existence at the Company of a net profit, and also a part of property of the Company at its elimination in an order established by the Legislation.
4. The Company is entitled to place the shares after the state registration of their issue by means of one or several placements within declared number of stocks.
5. In payment of placed shares of the Company can be placed money, property rights (including the rights to objects of intellectual property) and other property, except for the cases provided by the Legislation.
Payment by other, besides money, is carried out by property at the price defined by the appraiser, operating on the basis of the license issued according to the Legislation.
6. If the right of use of property is brought in payment of placed shares of the Company, the assessment of such right is made proceeding from the size of a payment for using this property for all term of its using by the Company. Before the expiration of the specified term withdrawal of such property without consent of the General meeting of shareholders of the Company is forbidden.
7. Maintaining system of registers of shares holders of the Company can carry out only the registrar of the Company which shouldn't be the affiliated person of the Company and of its affiliated persons.
8. The order of maintaining system of registers of shares holders of the Company, and also granting to the authorized body of information on it is defined by the legislation of the Republic of Kazakhstan on securities market.
9. Before complete payment of the placed share the Company hasn't the right to give the order on transfer of this action into the account of her purchaser in system of registers of shares holders of the Company (system of the accounting of the nominal holder).
10. The pledge item of shares and other securities of the Company are controlled by the legislation and appropriate pledge contract.

ARTICLE 7. DIVIDENDS

1. The dividend is the income of the shareholder on the shares belonging to him, paid by the Company.
Alienation of shares with unpaid dividends is realized with the right of receiving by a new owner of the share, if another doesn't stipulated by the agreement about the alienation of shares.
2. Dividends on shares of the Company are paid by money or the Company's securities provided that the decision on payment of dividends was accepted by the General meeting of shareholders of the Company.

Payment of dividends on the Company's shares by its securities is allowed only at condition that such payment is carried out by the declared shares of the Company and the bonds issued by it at the presence of the written consent of the shareholder.

3. Payment of dividends on shares of the Company is carried out following the results of a year or half-year or quarter.

4. Dividends aren't charged and not paid on shares which weren't placed or were redeemed by the Company and also if the court or the General meeting of shareholders of the Company made the decision on its elimination.

5. Payment of dividends on the Company's shares isn't allowed:

1) at the negative size of own capital or if the size of own capital of the Company becomes negative as a result of charge of dividends on its shares;

2) if the Company responds insolvency or insolvency signs according to the legislation about bankruptcy or the specified signs will appear at the Company as a result of charge of dividends on its shares.

Shareholder is entitled to demand payment of uncollected dividends independently from the term of bankruptcy of the Company.

6. The decision on payment of dividends on common shares of the Company is accepted by the General meeting of shareholders.

The General meeting of the shareholders is entitled to make decision about nonpayment dividends of common shares of the Company with its obliged publishing in mass media, during ten working days from the date of decision.

7. Within ten working days from the date of making decision on payment of dividends on common shares of the Company its decision should be published in mass media.

8. The decision on payment of dividends on common shares of the Company should contain the following data:

1) name, location, bank and other requisites of the Company;

2) the period for which dividends are paid;

3) the size of the dividend in the calculation on one common share;

4) start date of payment of dividends;

5) order and form of payment of dividends.

ARTICLE 8. BODIES OF THE COMPANY

Bodies of the Company are:

1) supreme body - the General meeting of shareholders;

2) management body - Board of directors;

3) executive body - Board;

4) the body which is carrying out control for financially - economic activity of the Company, assessment in the sphere of internal control, management of risks, realization of the documents in the sphere of corporate management and consulting with a view to perfection of the Company's activity- Internal Audit Service.

Decision the problems according to the legislation and the Charter for formation within the General meeting of the shareholders is made by the Sole shareholders in order stipulated by the Legislation and its charter.

ARTICLE 9. GENERAL MEETING OF SHAREHOLDERS

1. General meeting of shareholders are divided into annual and extraordinary.
2. The Company shall hold an annual General meeting of shareholders. Other General meetings of shareholders are extraordinary.
3. The annual financial statements of the Company, the consolidated annual financial statement and annual report of the Company approved at the annual General meeting of shareholders, as well as allocation of net profit for the last financial year and the dividend per ordinary share of the Company determined, and the treatment of the shareholders the Company and its officers and the results of their review considered.

Chairman of the Board of Directors informs the shareholders of the Company on the remuneration of members of the Board of Directors and the Management Board.

At the Annual General Meeting of Shareholders other issues may be considered, making decisions on which is within the competence of the General meeting of shareholders.

4. The Annual General Meeting of Shareholders shall be held within five (5) months after the end of the fiscal year.

Specified period is considered to be lengthened to three (3) months if the audit of the Company cannot be completed for the period.

5. The Annual General Meeting is convened by the Board of Directors.

6. The Extraordinary General Meeting of Shareholders shall be convened on the initiative of:

- 1) Board of Directors;
- 2) The major shareholder.

The Extraordinary General Meeting of Shareholders of the Company, if it is in the process of voluntary liquidation, may be convened, prepared and conducted by the liquidation committee of the Company.

Legislation may provide for cases of mandatory convene of an extraordinary general meeting of shareholders.

7. Preparation and holding of the General Meeting of Shareholders carried out by:

- 1) the Board;
- 2) the registrar of the Company in accordance with the signed contract with him;
- 3) Board of Directors;
- 4) the liquidation commission.

8. The Company shall bear costs for convening, preparation and holding of the General Meeting of shareholders, except in cases prescribed by law.

9. The Annual General Meeting of Shareholders may be convened and held on the basis of a court decision taken at the suit of any interested person, in case of

violation of the procedure for convening the annual general meeting of shareholders in the legislation.

The Extraordinary General Meeting of Shareholders may be convened and held on the basis of a court decision taken at the suit of major shareholder, if the Company's bodies did not fulfill his request to hold an extraordinary general meeting of shareholders.

10. Requirement of major shareholder to convene an extraordinary general meeting of

shareholders shall be presented to the place of the Board of the Company, by sending appropriate

written notification that contains agenda of the meeting.

The Board of Directors may not amend changes to the wordings of agenda and change proposed order of the Extraordinary General Meeting of Shareholders convened at the request of the major shareholder.

In convening the extraordinary general meeting of shareholders in accordance with the demands the Board of Directors has the right to complete the agenda of the general meeting with any questions on your own.

If the request for the Extraordinary General Meeting of Shareholders is from a major shareholder (s), it must contain the name (s) of shareholder (s) requesting the convocation, and specify the number and type of shares owned by him.

The demand to convene the extraordinary general meeting of shareholders shall be signed by the person (s), requiring the convening of an extraordinary general meeting of shareholders.

11. The Board of Directors shall, within ten working days of receipt of this demand to make a decision and no later than three working days after the decision to send the person who presented this demand a message about the decision to convene or refuse an extraordinary general meeting of Shareholders.

Decision of the Board of Directors to refuse an extraordinary general meeting of shareholders on request of major shareholder may be made if:

1) Request to convene an Extraordinary General Meeting of Shareholders is not complied with the order established by the legislation;

2) Items proposed for inclusion in the agenda of the extraordinary general meeting of shareholders are not compliance with requests of the legislation.

Decision of the Board of Directors to refuse an extraordinary general meeting of shareholders may be challenged in court.

If during the fixed period set by the legislation the Board of Directors did not convene an Extraordinary General Meeting of Shareholders on submitted request, the person who requests it may apply to the court to bind the Company to hold an extraordinary general meeting of shareholders.

12. The list of shareholders entitled to participate in the General Meeting of shareholders and vote on it, is made by the Company's Registrar based on the data of the Company shareholders register system. Given register compilation date may not be earlier than the date of the decision of the General Meeting of Shareholders.

Information that must be included in the list of shareholders are set by the Authority.

13. If after the list of shareholders made who are entitled to participate in the General Meeting of shareholders and vote on it, the person from this list has made the alienation of its own voting shares, the right to participate in the General Meeting passes to the new shareholder. Documents proving the ownership of the shares should be provided.

14. Date and time of the General Meeting of Shareholders to be set so the greatest number of persons entitled to participate.

General Meeting of Shareholders held in place at the location of the Management Board.

15. Shareholders should be informed about the upcoming General Meeting of Shareholders no later than thirty (30) calendar days, and in case of absentee voting, or mixed - no later than 45 (forty five) calendar days prior to the meeting date.

16. Notice of the General Meeting of Shareholders shall be published in the media identified in the prescribed manner, including on the corporate website of the Company.

Time limit set out in paragraph 15 of this Article shall be made from the date of publication of the notice of the general meeting of shareholders in the media.

17. Notice of the General Meeting of Shareholders shall include:

- 1) full name and address of the Management Board;
- 2) information about the initiator of the meeting;
- 3) date, time and place of the General Meeting of Shareholders, the registration time of the meeting participants, and the date and time of the second General Meeting of Shareholders, to be held if the first meeting does not take place;
- 4) date of the list of shareholders entitled to participate in the General Meeting of Shareholders;
- 5) agenda of the General Meeting of Shareholders;
- 6) order of insight the shareholders with materials on the agenda of the General Meeting of Shareholders.

A minority shareholder may apply to the registrar of the Company in order to combine with other shareholders in making decisions on matters specified in the agenda of the General Meeting of Shareholders.

The order of minority shareholder treatment and information dissemination by the Company's registrar to other shareholders set in the contract to conduct register of securities holders.

18. The second General Meeting of Shareholders may be scheduled no earlier than the day after the due date of the original (failed) General Meeting of Shareholders.

19. Second General Meeting of Shareholders shall be held in the same place as the failed General Meeting.

20. The agenda of the General Meeting of Shareholders should not differ from the failed agenda of the General Meeting of Shareholders.

21. Agenda of the General Meeting of shareholders to be formed by the Board of Directors and shall include a comprehensive list of specifically formulated questions to be discussed. Do not use the wording on the agenda with a broad understanding of, including "miscellaneous", "other", "other" and similar statements.

The agenda of the General Meeting of Shareholders may be supplemented by a major shareholder or Board of Directors, provided that the shareholders of the Company informed of such updates, not later than fifteen (15) days prior to the meeting, or in the manner prescribed by paragraph 24 of this article.

22. At the opening of the General Meeting of Shareholders held in person order, the Board of directors (corporate secretary) must report on received proposals to change the agenda.

23. Adoption of the agenda of the General Meeting of Shareholders shall be made by a majority vote of the total number of voting shares represented at the meeting.

24. The agenda is subject to change and (or) amendments, if majority of shareholders (or their representatives) vote for their introduction who participate in the General Meeting of Shareholders and holding in the aggregate not less than 95 (ninety five) percent of the voting shares.

When making a decision by the General Meeting of Shareholders by absent voting the agenda of the general meeting of shareholders cannot be modified, and (or) added.

25. General meeting of shareholders may not consider matters not included in the agenda, and take action on them.

26. Materials on the agenda of the General Meeting of Shareholders shall contain information to the extent necessary to make informed decisions on the issues. The Corporate Secretary shall collect the materials on the agenda of the General Meeting of Shareholders.

27. Materials on the election of the Company's bodies (Board of Directors) must include the following information on the proposed candidates:

- 1) name, last name, and patronymic on demand;
- 2) information on education;
- 3) information about the affiliation with the Company;
- 4) information on the jobs and positions held in the past three (3) years;
- 5) any other information confirming qualification, experience of candidates.

If the issue on election the Board of Directors of the Company (the election of a new member of the Board of Directors) is included in the agenda of the general meeting of shareholders then materials should state the representative of which shareholder is the proposed candidate to the Board of Directors or is he a candidate for the position of independent director of the Company. If a candidate for the Board of Directors is a shareholder or the natural person referred to in subparagraph 3) of paragraph 8 of Article 11 of the Charter, so this information is also subject to the instructions in the materials to include data on the percentage of ownership of voting shares of a shareholder of the Company on the date of formation of the list of shareholders.

28. Materials on the agenda of the Annual General Meeting of Shareholders must include:

- 1) The annual financial statements of the Company and the consolidated annual financial statements;
- 2) audit reports to the annual financial statements of the Company and consolidated annual financial statements;

- 3) proposals of the Board of Directors on the distribution of net profit for the last financial year and the amount of dividend for the year per ordinary share of the Company;
- 4) materials on the treatment of the shareholders of the Company and its officers and the results of their review;
- 5) The Company's annual report and the annual report of the Board of Directors on its work;
- 6) other documents at the discretion of the initiator of the General Meeting of Shareholders.

29. Annual report of the Company is prepared by the Board of the Company, approved and submitted to the General Meeting of Shareholders by the Board of Directors.

Approved annual report available on the corporate website of the Company.

30. Materials on the agenda of the General Meeting of Shareholders shall be prepared and made available at the location of the Management Board of the Company for providing the shareholders not later than ten (10) days prior to the meeting, and, on request of the shareholder - sent to him within three (3) business days of receipt of the request; charges for copies of documents and document delivery belong to the shareholder.

31. General Meeting of Shareholders shall be entitled to consider and make decisions on the agenda if upon completion of registration of meeting participants the shareholders or their representatives on the list of shareholders entitled to participate in it and vote on it, holding a total of 50 (fifty) and more percent of the voting shares registered.

32. Repeated General Meeting of Shareholders held in place of failed has right to consider agenda items and act upon solutions if:

- 1) the procedure of the convocation of the General Meeting of Shareholders was observed, which was not held due to lack of quorum;
- 2) at the end of registration for participation the shareholders (or their representatives) holding in aggregate more than forty percent of the voting shares of the Company, including absent votes are registered.

33. If shareholder receives bulletin for absent voting represented by these bulletin and received by the Company for the time of registration of the participants of the General Meeting of Shareholders will be considered for the quorum and voting results.

In the absence of a quorum for the General Meeting of Shareholders by absent voting the second General Meeting of Shareholders is not made.

34. A shareholder is entitled to participate in the General Meeting of Shareholders and vote on the issues in person or by representative.

Board members do not have the right to act as representatives of the shareholders at the General Meeting of Shareholders.

Company employees have no right to act as representatives of the shareholders at the General Meeting of Shareholders, except where such representation is based on a power of attorney with a clear indication of the vote on all agenda items for the General Meeting of Shareholders.

35. Power of attorney is not required to attend the General Meeting of Shareholders and

vote on the issues to the person entitled by the Legislation or agreement to act without authorization in the name of shareholder or represent him.

36. Order of the General Meeting of shareholders is defined By law, the Charter and other internal documents of the Company or directly by the General Meeting of Shareholders.

37. Prior to the opening of the General Meeting of Shareholders all shareholders (their representatives) shall be registered. Representative of a shareholder shall present a power of attorney, confirming his authority to participate and vote at the General Meeting of Shareholders.

Shareholder (shareholder's representative), unregistered, not counted in the quorum and may not participate in the vote.

Invited persons may attend the General Meeting of Shareholders held in the personal order, and such person is entitled to speak at the General Meeting of Shareholders with the permission of the Chairman of the meeting.

38. The general meeting of shareholders called to the announced time for a quorum.

The general meeting of shareholders cannot be opened before the announced time, except for the case where all the shareholders (or their representatives) are already registered, informed and do not object to change the time of opening of the meeting.

If within 1 (one) hour after the scheduled time of the meeting there is no quorum, the meeting is adjourned to the date and time of the second General Meeting of the shareholders referred to in the notice of the meeting.

39. The General Meeting of Shareholders shall elect the Chairman (Presidium).

The general meeting of shareholders determines the form of voting - open or absent (by bulletin). The vote on the election of the chairman (Presidium) of the General Meeting of Shareholders shall be by the method "1 (one) share - one (1) vote," and the decision taken by a simple majority of the total number of voting shares present and entitled to vote. Board members cannot preside at the General Meeting of Shareholders, unless all participants in the meeting, the shareholders are members of the Board.

Secretary of the General Meeting of Shareholders is the Corporate Secretary of the Company.

40. During the General Meeting of shareholders its chairman has right to offer to vote for closure of the subject as well as change in the way the voting.

Chairman is not entitled to prevent the statements of persons entitled to participate in the discussion of the agenda, except for cases when such statements lead to a violation of the Rules of the General Meeting of Shareholders or the debate on the issue ended.

41. The General Meeting of Shareholders may decide to suspend its work and on the extension of the work, including the transfer of consideration of certain issues on the agenda of the General Meeting of Shareholders on the following day, as a notation in the record.

42. The general meeting of shareholders may be closed only after consideration of all agenda items and making decisions on them.

43. Corporate Secretary is responsible for the completeness and accuracy of the information recorded in the minutes of the General Meeting of Shareholders.

44. Decisions of the General Meeting of Shareholders may be taken by absent vote. Absent voting may be combined with the vote of the shareholders present at the General Meeting of Shareholders (mixed voting), or without a meeting of the General Meeting of Shareholders.

45. During absent voting single form bulletins are sent (distributed) to persons who are included in the list of shareholders.

The Company may not selectively direct the individual shareholders bulletins in order to influence the results of voting at the General Meeting of Shareholders.

46. The bulletin shall be sent to persons from the list of shareholders not later than 45 (forty five) days before the date of General Meeting of Shareholders. During absent voting without General meeting of shareholders, the Company publishes in the media an absentee bulletin for the General Meeting of Shareholders with the notice of the general meeting of shareholders.

47. Absentee bulletin must include:

- 1) full name and address of the Management Board;
- 2) information about the initiator of the meeting;
- 3) final date for submission of absentee bulletin;
- 4) the date of the general meeting of shareholders or the date of absentee bulletins counting without the General meeting of shareholders;
- 5) agenda of the General Meeting of Shareholders;
- 6) names of the proposed candidates for the election, if the agenda of the General Meeting includes the election of members of the Board of Directors;
- 7) statement of issues on which the vote performed;
- 8) voting options for each item on the agenda of the General Meeting of Shareholders expressed in words "for", "against" or "abstain";
- 9) explanation of the voting procedure (filling the bulletin) for each agenda item.

48. Absentee bulletin must be signed by the shareholder - individual person with information about the document certifying the identity of the person.

Absentee bulletin for shareholder - legal entity shall be signed by its head and sealed by the entity.

Bulletin without a signature of the shareholder - an individual or head of the shareholder - legal entity, and without the seal of the shareholder - legal entity shall be void.

When counting, only votes on those issues on which the shareholder observes voting procedure are counted, as well as only one of the possible vote options marked.

49. If the agenda of the General Meeting of Shareholders includes election to the Board of Directors, an absent bulletin must contain fields for specifying the number of votes for the individual candidates.

50. If during the General Meeting of Shareholders by absent voting properly filled bulletins were received from all shareholders prior to the date of counting of votes,

then votes could be counted on earlier date, which is reflected in the minutes of voting.

51. If the shareholder, who has previously sent an absentee bulletin, came to attend and vote at the General Meeting of Shareholders, which uses a mixed vote, his bulletin is not counted in the quorum of the General Meeting of Shareholders and at the counting of votes on the agenda.

52. Vote at the General Meeting of Shareholders shall be by a method "1 (one) share - one (1) vote," except:

1) limit the maximum number of votes for the shares, granted to 1 (one) shareholder in the cases provided by legislative acts of the Republic of Kazakhstan;

2) cumulative voting in the election of members of the Board of Directors;

3) ensuring that every person entitled to vote at the General meeting of shareholders has one (1) vote on procedural matters of General meeting of shareholders.

By the voting results commission shall prepare and sign the protocol on voting results.

When a shareholder has a dissenting opinion on the question put to the vote counting commission shall make a report to the appropriate record.

After drawing up and signing the protocol of vote filled bulletins for person and absentee votes (including bulletins recognized as invalid), based on which the report was drawn up, sewn together with the protocol and stored in the Company.

Protocol of voting shall be attached to the minutes of the General Meeting of Shareholders.

The voting results are announced at the General Meeting of Shareholders at which the voting was held.

The voting results of the General Meeting of Shareholders or the results of absentee voting shall be communicated to shareholders through the publication in the mass media within 15 (fifteen) calendar days after the close of the General Meeting of Shareholders.

53. Minutes of the General Meeting of Shareholders shall be made and signed within 3 (three) business days after the close of the meeting.

54. The minutes of the General Meeting shall include:

1) full name and address of the Management Board;

2) date, time and place of the General Meeting of Shareholders;

3) information on the number of voting shares represented at the General meeting of shareholders;

4) quorum of the General Meeting of Shareholders;

5) agenda of the General Meeting of Shareholders;

6) procedure for voting at the General Meeting of Shareholders;

7) chairman (presidium) and Corporate Secretary;

8) performances of the persons participating in the General Meeting of Shareholders;

9) number of persons participating in the General Meeting of Shareholders;

10) total number of votes of the shareholders of each item on the agenda of the General meeting of shareholders, put to vote;

11) items put to the vote, the results of the voting;

12) decisions taken by the General Meeting of Shareholders.

If at the General Meeting of Shareholder the issue on election the Board of Directors of the Company (the election of a new member of the Board of Directors) is considered, then the minutes of the general meeting should state the representative of which shareholder is a selected member of the Board of Directors and (or) who of the elected members of the Board of Directors as an independent director.

55. Minutes of the General Meeting of Shareholders shall be signed:

1) Chairman (member of the Presidium) of the General Meeting of Shareholders and

Corporate Secretary;

2) members of the Counting Commission;

3) shareholders holding ten (10) percent or more of voting shares of the Company and participated in the general meeting of shareholders.

If the person obliged to sign the protocol cannot do it, then the protocol is signed by its representative on the basis of a power of attorney issued to him, or by a person in accordance with the law or contractual right to act without power of attorney on behalf of the shareholder or to represent him.

56. In case of disagreement of any persons mentioned in paragraph 55 of this article with the minutes that person has the right to refuse to sign, giving a written explanation of the reasons for refusal, which shall be attached to the minutes.

57. Minutes of the General Meeting of Shareholders is stitched together with the minutes of voting, powers of attorney to attend and vote at the general meeting, as well as the signing of the protocol, and written explanations of persons who are not signatories to the protocol, the reasons for the refusal to sign the protocol. These documents should be kept by the Board of the Company and provided to shareholders for inspection at any time. At the request of the shareholder shall be issued a copy of the minutes of the general meeting of shareholders.

ARTICLE 10. EXCLUSIVE COMPETENCE OF THE GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY

1. The following questions belong to exclusive competence of the General meeting of shareholders of the Company:

1) modification and additions in the Charter or the statement of it in the new edition;

2) the adoption of the code of corporate management and also changes and additions in it;

3) voluntary reorganization and the Company's elimination;

4) making decision on increase in number of the declared shares of the Company or change of a type of not placed declared shares of the Company;

- 5) making decision on placement (realization), including on number of placed (realized) shares of the Company within number of the declared shares, a way and the price of their placement (realization), except the shares placed on the organization market and securities with a view to realization of decision by the Government of the Republic of Kazakhstan.
- 6) definition of conditions and order of converting of securities of the Company, and also their change;
- 7) decision about issue securities converted in common shares of the Company;
- 8) decision about exchange of placed shares of one type into another, definition the conditions and order of that exchange;
- 9) definition of quantitative structure and term of the counting board authority, voting its members and early termination of their authority;
- 10) definition of quantitative structure, term of office of Board of directors of the Company, election (assignment) of its members, including chairman of board of directors, and early termination of their powers, determination of the size and conditions of payment of compensations to board members, and also adoption of provision on it;
- 11) definition in the order of the auditor organization which is carrying out audit of the Company established by the Legislation, and the amount of payment of its services;
- 12) the approval of annual financial statements of the Company and the consolidated financial statements;
- 13) the statement of an order of distribution of net profit of the Company for reporting fiscal year, making decision on payment of dividends on common shares and the statement of the size of the dividend counting on one common share of the Company; and also the statement of distribution of a net profit of the Company for half-year and quarter in case of consideration of the problem about payment the dividends for half-years and quarter.
- 14) the approval of annual statement of the Company and annual statement of the Board of the Directors about on the work done.
- 15) making decision on nonpayment of dividends on common shares of the Company;
- 16) making decision on voluntary delisting of shares of the Company;
- 17) making decision on participation of the Company in formation or activity of other legal entities by transfer of a part or several parts of assets, in the sum of components of twenty five and more percent from all assets belonging to the Company;
- 18) definition the forms of notification the shareholders by the Company about convocation of the General shareholder's meeting and making decision about the placement such information in mass media.
- 19) statement of definition methods of share cost in the Company share buyback in non organized market in accordance with the Law and changes and additions which added to it;
- 20) statement of the agenda of the General meeting of the Company;

21) appointment of the General director (Chairman of Management) of the Company and early termination of his authority with the following early termination of working relations with them in accordance with the established procedure;

23) other questions, the decision-making on which is carried by the Law and the Charter, to exclusive competence of the General meeting of shareholders of the Company.

2. Decision of the General meeting of shareholders about items specified in subparagraph 1) 4) and 9) of paragraph 1 of the present article is made by amount of qualification voted shares of total amount of voted shares of the Company.

Decision of the General meeting of shareholders about other items is made by amount of qualification voted shares of total amount of voted shares participated in voting, if the Law and/or the Charter adopted the same.

3. If the Legislation doesn't approve, decisions on stipulated to exclusive competence of the General meeting of shareholders of the Company, to the competence of other authorities, executive body and employees of the Company.

4. The General meeting of shareholders of the Company is entitled to cancel any decision of other bodies according to the internal activity of the Company.

ARTICLE 11. THE BOARD OF DIRECTORS OF THE COMPANY

1. The Board of directors carries out the general management of the Company activity, except for the solution of the questions carried by the Law and |or the Charter to exclusive competence of the General meeting of shareholders of the Company. Decisions of the Board of directors are accepted in order defined by the present article.

2. According to the decision of the General meeting of shareholders to the Board of directors of the Company which is not civil servants, in execution the of duties by them compensations can be paid and (or) be compensated the expenses connected with execution by them of functions of the board members of the Company. The amount of such fees and compensations is established by the decision of the General meeting of shareholders.

3. The following questions belong to exclusive competence of the Board of directors of the Company:

1) definition of priority activities of the Company and approval of the development strategy of the Company;

2) making decision of annual and out of turn convocation of the General meeting of shareholders;

3) approval of changes and the additions brought in the Charter of the Company, or its new edition and the code of corporate management, changes and additions to it;

4) making decision on repayment by the Company of the placed shares or other securities and the price of their repayment;

- 5) the preliminary approval of annual financial statements of the Company and the consolidated financial statements and annual statement of the Company, to represent a suggestion about the order of distribution a net profit for previous financial year (half-year or quarter) and amount of dividends for one year (half-year or quarter) accounting or one common share of the Company to the General meeting of shareholders.
- 6) definition of conditions of issue of bonds and derivative securities of the Company and making decision on their issue;
- 7) definition of quantitative structure, term of powers of the Board of the Company, election (assignment) of its members, and also the early termination of their authorities, except for the General Director (chairman of the board);
- 8) determination of the sizes of official salaries and terms of payment of work and awarding of the General director (the chairman of the Government) and board members of the Company, making decision on imposing disciplinary penalty on them;
- 9) definition of term of powers of Internal Audit Service, appointment of its head and other workers, and also early termination of their powers;
- 10) definition of an operating procedure of Internal Audit Service, the size and terms of payment of work and awarding of employees of Internal Audit Service, making decisions on imposing on them disciplinary penalty, and also the approval of qualifying requirements to employees of Internal Audit Service;
- 11) approval of the annual plan of work of Internal Audit Service;
- 12) consideration of the annual and quarter statement of Internal audit service and making decision about them;
- 13) Making decision on consent of working in other organizations of members of the Board of the company;
- 14) Formation of the Board of the director committee, approval the rules for them, and voting the members for the committee;
- 15) appointment, definition of the term of power of corporative secretary, early termination of his power, approval of the rules for him, and definition of his official rate of pay and conditions of fees of corporative secretary, making decision on imposing on him disciplinary penalty to corporative secretary;
- 16) formation and cancellation the services of the corporative secretary, approval of his staff quantity;
- 17) definition in the order of the size of fee of the appraiser established according to market cost of the property transferred in payment of shares of the Company, or being a subject of a large deal;
- 18) the approval of the documents regulating internal activity of the Company, which list affirms the Board of directors, including the internal document establishing conditions and the order of carrying out auctions and subscription of securities of the Company;
- 19) making decisions on creation and closing of branches and representations of the Company and adoption of regulations on them;
- 20) making decisions on acquisition by the Company of ten and more percent of shares (shares of participation in authorized capital) other legal entities;

21) making decisions on activities according to General shareholder's meeting (members) of legal entity of ten and more percent of shares (shares of participation in authorized capital) which the Company had.

22) increase in obligations of the Company at size, component of ten and more percent of the size of its own capital;

23) definition of information on the Company or its activity composing official, commercial or other secret protected by the law;

24) making decision on the conclusion of large deals, and also transactions in which the Company has an interest; except such deals which has conclusions related to the competence of the Board;

25) the approval of the business plan of the Company, and also adjustments brought in it;

26) statement of regular number of employees of central office of the Company;

27) statement of accounting policies of group of companies of the Company;

28) the adoption of internal procedures of the Company on risk management, ensuring observance and the efficiency analysis, and also improvement of such procedures;

29) definition of order and terms of board members' receipt of information on the Company activity, including financial;

30) statement motivational key performance for the members of Board of the Company and their target values.

31) definition of list of positions which must be endorsed by the Board of Directors of the Company;

32) preparation of recommendations to the General meeting of shareholders in size, definition order and payment services of fees to the members of the Board of Directors of the Company;

33) statement of the program of planning successions of the members of the Board of the Company;

34) appointment of an ombudsman and statement of the rule for him;

35) approval of annual (half-year) financial statement of the Company;

36) statement of stakeholder's map of the Company;

37) statement of strategy of the corporative social responsibilities of the Company;

38) making decisions on assessment of the Board of director's activity, the Board of director committee, the members of the Board of directors, the Company, the Management of the Company, the head and members of the Management, Internal audit service and its manager.

39) other questions provided by the Law and the Charter, which are not within the exclusive competence the One shareholder of the Company.

4. The questions, the list of which is established by clause 3 of the present article, can't be transferred for the decision to the Company's Board.

5. The Board of directors of the Company hasn't the right to make decisions on questions which according to the Charter are related to competence of Board of the Company, and also to make the decisions contradicting decisions of the General meeting of shareholders of the Company.

6. The Board of directors must:

1) to follow up and eliminate potential conflicts of interest at level official bodies and shareholders, and also illegal exploitation the property of the Company and abuse of contract in which is interested.

2) realization of control on practice efficiency of the corporative management of the Company.

7. The member of the Board of directors of the Company can be only individual body.

The member of the Board of the Directors hasn't a right to give functions entrusted to him according to the Law and (or) the Charter, to other body.

Candidates to the members of the Board of Directors and the Board of the directors must have appropriate experience, knowledge, qualification, positive achievement and unstained reputation in business and trade sphere, necessary for fulfillment his obligations and organization of effective work of all the Board of directors for benefits of the shareholders and the Company.

Such bodies shouldn't be the member of the Board of Directors:

- 1) Who hasn't the high education;
- 2) Having unpaid or don't discarded convictions in accordance with established procedure by law.
- 3) Who was he chairman of the Board of directors early, first manager (chairman of the management), deputy of the first manager, and chief accountant of other legal entity in the period of one year till making decision on compulsory elimination or compulsory redemption of shares, or conservation of other legal entity, recognized bankruptcy in accordance with the established procedure. Specified inquires are used within five years after the date of making decision on compulsory elimination or compulsory redemption of shares, or conservation of other legal entity recognized bankruptcy in accordance with the established procedure;
- 4) Who was included in the membership of the Board of directors (supervisory board) or executive organ of the organization-competitor Company.

The member of the Board of directors shouldn't represent his candidates or participate in voting procedure of the members of the board of directors (supervisory board) or executive organs of organization-competitor Company. Such participation of the member of the Board of directors in the structure of the Board of directors (supervisory board) or executive organ of the organization-competitor Company may give occasion to early termination of power of such member of the Board of directors.

8. Board members are elected from number of:

- 1) shareholders, individual body;
- 2) the persons, offered (recommended) for election (assignment) in the Company's Board of directors as representatives of interests of the shareholders;
- 3) the board member can be elected the physical person not offered (not recommended) for election (assignment) in the Board of directors as the representative of interests of the shareholder of the Company.

Election of members of the Board of directors is realized by shareholders with cumulative voting with the using bulletins for voting except the case when the one

candidate is stood for election to one place of the Board of directors. The bulletin of cumulative voting must contain the following sections:

- 1) A list of candidates to a member of the Board of directors;
- 2) Amount of votes due to the shareholders;
- 3) Amount of vote given to the shareholders for the candidate of the Board of directors.

It isn't allowed to add the variant of voting "against" and "abstain" into the bulletin for the cumulative voting.

A shareholder is entitled to vote the shares owned by him for one candidate or distribute them among several candidates to the Board of Directors. The candidate with the highest number of votes is considered elected to the Board of Directors. If two or more candidates to the Board of Directors scored an equal number of votes then an additional cumulative voting performed for these candidates by providing the shareholders with cumulative voting bulletins, indicating candidates with an equal number of votes.

10. Members of the Board of the Company, except for CEO (Chairman of the Board), cannot be elected to the Board of Directors. General Director (CEO) of the Company may not be elected as the Chairman of the Board of Directors.

11. Number of members of the Board of Directors shall not be less than three. Independent directors shall make at least thirty percent of the members of the Board of Directors of the Company.

12. As an independent director a person who meets independence criteria established by the law can be elected, and who:

- 1) is not, and was not an employee of the Company or its subsidiary organization over the past five years;
- 2) has not received and does not receive additional remuneration from the Company, except for remuneration as a member of the Board of Directors;
- 3) taking up a similar position in other organizations or bodies, has no significant links with other members of the Board of Directors through such participation in other companies or bodies;
- 4) is not representative of the shareholder or public authorities;
- 5) is not and was not a member of the Board of Directors of the Company for more than nine consecutive years.

13. Election of any person to the Board of Directors for a period of more than 6 consecutive years subject to special consideration in view of the need to upgrade the quality of the Board of Directors. One and the same person cannot be elected to the Board for more than nine consecutive years. In exceptional cases, the election for more than nine consecutive years is allowed, but the election of such person to the Board of Directors shall take place each year.

14. The power of the Board of Directors is set at the General Meeting of Shareholders.

Power of the Board of Directors will expire during the General Meeting of Shareholders, at which a new Board of Directors elected.

15. The general meeting of shareholders of the Company may terminate the authority of all or some members of the Board of Directors.

16. Early termination of the power of the member of the Board of Directors for his initiative is made by written notice to the Board of Directors.

Terms of office of such member of the Board of Directors shall be terminated upon receipt of the notification by the Board of Directors.

In case of early termination of the member's power of the Board of Directors a new member of the Board of Directors is elected by cumulative voting, represented at the General Meeting of Shareholders, and the powers of the newly elected members of the Board of Directors shall expire simultaneously with the expiration of power of the Board of Directors.

17. Chairman of the Board of Directors is elected from its members at the General Meeting of Shareholders.

The general meeting of shareholders of the Company may at any time elect Chairman of the Board of Directors.

18. Chairman of the Board in the prescribed manner shall:

- 1) organize the work of the Board of Directors;
- 2) convene a meeting of the Board of Directors and chair them;
- 3) organize meetings of minutes;
- 4) annually inform the shareholders of the Company on the remuneration of the Board members and the Board of the Company;
- 5) perform other functions prescribed by law, the Charter and Regulations of the Board of Directors.

19. In the absence of the Chairman of the Board of Directors of the Company, its functions are performed by a member of the Board of Directors upon decision of the Board of Directors.

20. Meeting of the Board of Directors may be convened on the initiative of its Chairman or the Board of the Company, or on demand of:

- 1) any member of the Board of Directors;
- 2) the Internal Audit Service of the Company;
- 3) audit firm conducting the audit of the Company;
- 4) major shareholder of the Company.

21. The requirement for a meeting of the Board of Directors presented to the Chairman of the Board of Directors, by an appropriate written notice containing the proposed agenda of the meeting of the Board of Directors.

If the Chairman of the Board of Directors refuses to convene a meeting the initiator may apply to such request to the Board of the Company, which is obliged to convene a meeting of the Board of Directors.

Meeting of the Board of Directors shall be convened by the Chairman of the Board of Directors or the Management board of the Company no later than ten working days after receipt of the request to convene.

Meeting of Board of Directors is held with obligatory invitation of the person who provided the above requirement.

22. The procedure for sending notices to members of the Board of Directors on meeting of the Board of Directors determined by the Board of Directors.

Notice of a meeting of the Board of Directors shall include, in case of person meeting, an explanation of the possibility of a member of the Board of Directors to

vote by written communication on the agenda, when he cannot take part in the meeting.

23. Materials on the agenda submitted to the Members of the Board of Directors at least seven calendar days prior to the meeting date.

When considering the award of a major transaction and (or) a transaction in which there is interest, the information about the transaction should include data about transaction party, the terms and dates of transactions, the nature and extent of interests of those involved, as well as report assessor (in the case specified in Paragraph 1 of Article 69 of the Law).

Persons interested in the transaction referred to in paragraph 1 of Article 71 of the Law, are obliged before consideration of a transaction conclusion which the Company is interested, in writing to inform the Board of Directors of the information:

- 1) that they are a transaction party or participate in it as a representative or intermediary;
- 2) about legal entities with which they are affiliated, including the legal entities in which they hold their own or together with its affiliates by ten percent or more of the voting shares (equities) and on legal entities in which they hold positions;
- 3) about known or planned transactions in which they can be recognized as interested persons.

The above information is applied to the materials on related agenda of the Board of Directors.

If a person interested in the transaction is a member of the Board of Directors, he shall, after receiving the materials on the transaction, prior to the Board meeting on the subject to bring the above information to the attention of the Board of Directors through its communication to the Corporate Secretary.

24. Board members may participate in the meeting of the Board of Directors by video conferencing (interactive audiovisual connections), conference (simultaneous talk to members of the Board of Directors in "conference call" mode), as well as other means of communication.

Handling procedures for decisions of the Board taken at such meetings, determined by the provision of the Board of Directors.

Member of the Board of Directors shall notify the management Board of the Company in advance about inability to attend the meeting of the Board of Directors. Member of the Board of Directors who is absent at the meeting may by written notification vote on the meeting agenda of the Board of Directors.

In this case, a written notification on the agenda should include:

- 1) date of preparation;
- 2) agenda for which a member of the Board of Directors express his opinion by written notification;
- 3) clearly defined position on each agenda item;
- 4) signature;
- 5) other information relating to the agenda at the discretion of the board members.

Written notification on the agenda submitted by the Board of Directors is taken into account when calculating the quorum and voting results and stitched to the

minutes of the meeting, where the record of the vote of the member of the Board of Directors is made by written notification on the agenda.

Written notification on the agenda must be submitted by the member of the Board of Directors to the Chairman of the Board of Directors or the Corporate Secretary prior to the meeting of the Board of Directors.

If a member of the Board of Directors who had previously submitted a written notification on the agenda, came to attend and vote at a meeting of the Board, which uses a mixed voting, his written opinion is not taken into account.

25. The quorum for a meeting of the Board of Directors shall make at least half of the members of the Board of Directors and is determined taking into account the use of video conferencing (interactive audiovisual communications), conference call (simultaneous conversation of the Board members in "Telephone meeting" mode), and other means of communication, as well as the missing Board members (with their voices, expressed in writing form).

Independent directors must be submitted for the Board of Directors of the Company (after recognition of the Company's as public company) in the number of at least half of the total number of independent directors.

If the total number of members of the Board of Directors is not enough to meet the quorum, the Board of Directors shall convene an extraordinary general meeting of shareholders to elect new board members. The remaining members of the Board of Directors may just decide to convene such an extraordinary general meeting of shareholders.

The quorum for decisions on matters referred to in subparagraphs 1), 4), 5), 7), 8), 12) 14) 15) 19), 24) -26), 37) of paragraph 3 of this Article, make two-thirds of the Board members, whereas the simple majority of independent directors must be involved in meeting of the Board of directors.

If the total number of members of the Board of Directors is not enough to meet the quorum identified in the preceding item of this paragraph, the consideration of these issues carried over to the next meeting of the Board of Directors. During reconsidering the issues mentioned in the previous item of this paragraph, the quorum for decision-making shall make at least half of the members of the Board of Directors, and the meeting should involve independent directors, making at least half of the total number of independent directors.

26. Each Board member shall have one vote. Decisions of the Board of Directors shall be taken by a simple majority vote of the Board of directors present at a meeting or by provided written opinion, unless otherwise provided by law or statute.

In case of equality the vote of the Chairman of the Board of Directors or the person presiding over the meeting of the Board of Directors is crucial.

Board member who did not participate in the Board meeting or voted against the decision taken by the Board in violation of the procedure established by law and by the Company shall have the right to challenge it in court.

A shareholder is entitled to challenge in court the decision of the Board of Directors adopted in violation of the law and the Constitution, if the decision

infringes the rights and legitimate interests of the Company and (or) the shareholder.

27. The decision on the conclusion of transactions in which the Company is Interested is taken by a simple majority of votes of the Board Directors' members who are not interested in the transaction. If all members of the Board of Directors, except for the independent directors have an interest in making such a transaction, the decision is made by a simple majority vote of the independent directors.

In case of equity, the decision on the conclusion of a transaction which the Company is interested in is taken at the general meeting of shareholders by the majority of shareholders who are not interested in the transaction.

Large transactions and transactions in which there is an interest made by the Company with organizations included in the group of JSC "National Welfare Fund" Samruk-Kazyna "(hereinafter - the Fund) are made without the use of special conditions prescribed by law, in the manner determined by the Board Directors of the Fund.

28. The Board of Directors may decide to hold a closed meeting, which may involve only members of the Board of Directors.

29. At the discretion of the Chairman of the Board of Directors, taking decisions by the Board of Directors on the issues submitted to it is possible by absent voting. Bulletins for absent voting on the agenda of the meeting used, which sent with the notice of the meeting of the Board of Directors.

Issues identified in subparagraphs 1), 4), 5), 7), 8), 12) 14) 15) 19), 24) -26), 37) of paragraph 3 this article cannot be decided by absent voting.

30. Absent bulletin must include:

- 1) full name and address of the Management Board;
- 2) the date of signed bulletin submission to the Corporate Secretary;
- 3) agenda of the meeting;
- 4) issues put to the vote, and the options of voting;
- 5) other information.

When sending absent bulletins to members of the Board of Directors the Corporate Secretary certifies their correct and consistent preparation by his signature.

31. The decision by absent bulletin is recognized accepted if quorum is available in received in time bulletins.

Absentee bulletin must be signed by a member of the Board of Directors. Bulletin without a signature is invalid.

Decision of absentee meeting of the Board of directors shall be in writing and signed by the Corporate Secretary and the Chairman of the Board and shall contain:

- 1) full name and address of the Management Board;
- 2) date and place of registration of the written decision of absentee meeting;
- 3) information on the composition of the Board of Directors;
- 4) record on the presence/absence of a quorum for a decision;
- 5) agenda of the meeting;
- 6) results of the vote on each agenda item and the decision;
- 7) other information.

Within twenty days from the date the decision, it must be sent to the Board members with copies of bulletins, based on which the decision was taken.

32. Decisions of the Board of Directors, taken at its physical meeting must be recorded in the protocol to be completed and signed by the members of the Board of Directors and Corporate Secretary within three days from the date of the meeting and shall contain:

- 1) full name and address of the Management Board;
- 2) date, time and place of the meeting;
- 3) details of the persons participating in the meeting;
- 4) agenda of the meeting;
- 5) issues put to the vote, and the voting results with reflection of the result of a vote of each member of the Board of Directors for each item on the agenda of the Board of Directors;
- 6) decisions;
- 7) record on the voting of the member of the Board of Directors by written notification on the agenda (if such written notice available);
- 8) other information by decision of the Board of Directors.

33. Minutes of meetings of the Board of Directors and decisions of the Board of Directors, adopted by absent voting, as well bulletins with signatures to be stored in Society.

Corporate Secretary at the request of a member of the Board of Directors is obliged to provide him with minutes of the meeting of the Board of Directors and the decisions taken by absentee voting to review and (or) to issue an extract from the minutes and decisions ratified by the signature of the Corporate Secretary and the seal of the Company.

34. To consider the most important issues and make recommendations to the Board of Directors of the Company the following committees of the Board of Directors are established:

- 1) strategic planning;
- 2) personnel and remuneration;
- 3) internal audit;
- 4) social issues.

Company's bylaws may provide for the establishment of committees of the Board of Directors on various issues.

35. Committees of the Board of Directors made up of members of the Board of Directors and experts with the necessary professional knowledge to work in particular committee.

Committee of the Board of Directors is headed by a member of the Board of Directors. Independent directors are the leaders (chairmen) of the committees of the Board of Directors referred to in paragraph 34 of the first part of this article.

CEO (Chairman of the Board) cannot be chairman of the Committee of the Board of Directors.

Procedure for the formation and operation of the committees of the Board of Directors, as well as their number of members are established in internal document of the Company approved by the Board of Directors.

ARTICLE 12. MANAGEMENT OF THE COMPANY

1. The current activity is conducted by the Board of Society. The Management Board headed by Director General (chairman of the Board).

Organization of the Board, the procedure for convening and conducting its meetings is defined in provision on the Management Board of the Company approved by the Board of Directors.

2. The Board may decide on any business activities of the Company, not referred by the legislative acts of the Republic of Kazakhstan and the Charter to the competence of other bodies and officials, including the following:

1) approve the staffing schedule of the central office and structure of the Company with regards to the approved by the Board of Directors number of employees and the structure of the central office of the Company, as well as approve number of employees, staffing list and structure of branches and representative offices;

2) makes decisions and gives orders, mandatory for all employees of the Company;

3) organize the work for the shares placement;

4) coordinates and directs the work of branches, representative offices of the Company, its subsidiaries and jointly - controlled entities;

5) takes decisions on the financial, economic and production activities of the Company;

6) approves documents adopted to organize the activities of the Company not included in the list of documents to be approved by the Board of Directors;

7) in the prescribed manner decided to provide sponsorship by the Company (charity) care;

8) decide on acquisition of up to ten percent of shares (participation interest) in the share capital of other entities, including entities whose shareholder (partner) is the Company, as well as the alienation of shares (participation interest) in them, except for the when required by law;

9) pre-consider the issues on which the decision is within the competence of the General Meeting or the Board of Directors;

10) takes in the order determined by the Fund the decision on the conclusion of transactions in which the Company is interested, with the organizations included in the group of the Fund in accordance with the Republic of Kazakhstan "On National Welfare Fund";

11) is implementing the strategy of development, the business plan of the Company, and is responsible for their implementation, and report annually to the Board of Directors reports on the implementation of the development strategy and business plan;

12) decide to increase the liabilities of the Company in the amount from five to ten percents of its equity capital;

13) decide on transactions that result in acquire or dispose by the Company (can be purchased or expropriated) property with a value of two or more percent, but less than twenty-five percent of the total assets of the Company;

- 14) controls the execution of decisions of the Board of Directors, the General Meeting of Shareholders, the recommendations of the audit organization conducting the audit of the annual financial statements of the Company;
- 15) organize the work to identify the causes and conditions that give rise to unlawful actions against the property of the Company;
- 16) is responsible for the development and application of policies and procedures for internal control and risk management in the Company;
- 17) approves prospectus for the Company's stocks issuance for their listing on the stock exchange, as well as changes and additions made to it;
- 18) decides on other matters of the Company, not delegated by law and other legislative acts of the Republic of Kazakhstan and the Charter to other bodies and officers of the Company.

The Management Board shall carry out the decisions of the General Meeting of Shareholders and the Board of Directors.

Company has the right to challenge the validity of the transaction, done by its Management board with violation of limits set by the Company if it approves that at the time of the transaction parties were aware of such restrictions.

3. Shareholders and employees of the Company can be the Board members except for its shareholders. Board member must possess the appropriate experience, knowledge, skills, business reputation.

In the event of early termination of the power of the Board's member, except for the CEO (Chairman of the Board), and the election of a new member of the Management Board by the Board of directors, the power of the latest will expire simultaneously with expiration of the Board's power as a whole.

Members of the Management Board shall have the right to work in other companies only with the consent of the Board of Directors. At the same time, members of the Management board should not be part of the Board of directors (supervisory boards) or executive organizations of competitors of the Company, as well as have a significant financial interest in them.

CEO (Chairman of the Management Board) may not be the head of the executive body or person solely performing the functions of the executive body of another legal entity.

Functions, rights and duties of the member of the Management Board are determined by legislative acts of the Republic of Kazakhstan, the Charter, Regulations on the Management Board as well as the labor contract between such individual and the Company. Labor contract on behalf of the Company with the CEO (CEO) is signed by the Chairman of the Board of Directors or a person authorized by the General Meeting of Shareholders or the Board of Directors. Labor contract with other members of the Management board shall be signed by the General Director (CEO) of the Company.

Termination of labor relations with the Company employee who is a member of the Management board, except for the Chief Executive Officer (Chairman of the Board) shall be on terms and in the manner determined by the labor contract on the basis of a decision of the Board of Directors.

4. Number of the Management board members shall be at least five people.

5. The Management board is authorized to take decisions if its meeting is attended by at least half of the elected members of the Management board, including the missing members of the Management board of the Company, to vote on the agenda in writing.

Member of the Management Board shall notify the CEO (chairman of the Management board) or the Secretary of the Management Board of the impossibility of his participation in the meeting of the Management Board. Missing member of the Management Board may, by written notification vote on the meeting agenda of the Board.

Content of this written notification, the order of presentation and accounting of expressed voices are carried out in the manner determined by the provision on the Management Board.

6. Absentee board meetings allowed in exceptional cases and only by decision of the CEO (chairman of the Management board) of the Company, or his deputy on non-polemical issues.

In case of objections of at least one member of the Management Board to the consideration of the matter at the absentee meeting, the issue is included in the agenda of the next physical meeting.

7. Board decisions are recorded in the protocol that must be signed by all of the members of the Management Board and include questions put to vote, the voting results with reflection of the result of a vote of each member of the Board for each question.

8. Each Board member shall have one vote. Transaction of the voting right of the Management board member to another person, including another member of the Board of the Company shall not be permitted. Management board decisions are taken by a simple majority vote of the Board members present at the meeting or submitted written notifications. In case of equality of votes, the CEO (chairman of the Management board) of the Company will be decisive.

9. In order to aid decision-making on issues of risk management, the Company may establish committees of the risks under the Management Board of the Company. Procedure for the formation and operation of the Risk Committee, as well as the number of members is determined by the internal document approved by the Management Board.

The Management Board of the Company may create other committees (commissions) for the Board.

10. CEO (chairman of the Management board) of the Company:

- 1) heads the Management Board of the Company;
- 2) organize implementation of the decisions of the General Meeting of Shareholders, the Board of Directors and the Management Board of the Company;
- 3) without the power of attorney acts on behalf of the Company in its relations with third parties;
- 4) gives powers of attorney to represent the Company in its relations with third parties, including rights for transactions referred to in paragraph 8) of this paragraph;

- 5) receive, transfer and dismiss employees of the Company (except cases set by law and the Charter), applies incentives and impose disciplinary sanctions, sets the Company's employees salary size and sets personal allowances for salaries in accordance with the staffing of the Company, determines amount of the premium to employees of the Company, except for employees, members of the Management Board, the Internal Audit Service, and Corporate Secretary;
- 6) determine the performance of the Company;
- 7) ensure the development and implementation of current and future plans and programs - activities of the Company;
- 8) make transactions and non-property transactions which result in acquisition or alienation (can be purchased or expropriated) by the Company of the property with a value of less than two percent of the total amount of assets of the Company;
- 9) takes the decision to increase the liabilities of the Company up to five per cent of its equity capital;
- 10) opens bank and other accounts;
- 11) within the competence issue orders and instructions of the Company;
- 12) convene meetings of the Board and organize a presentation of materials needed for the board meeting agenda to members of the Management board;
- 13) responsible for the operation of the Company to the Board of Directors and the General Meeting of Shareholders;
- 14) in the case of his absence puts his duties to a member of the Management Board on the basis of the order;
- 15) assign responsibilities and lines of authority and responsibility among the members of the Management Board;
- 16) decide on all other matters related to the current activities of the Company, necessary to perform the tasks of the Company and is not related to the exclusive competence of the General Meeting of Shareholders and the Board of Directors as well as the competence of the Board.

ARTICLE 13. INTERNAL AUDIT SERVICE

1. Internal Audit Service is formed to control the financial and business activities, assessment of internal control, risk management, execution of documents in the field of corporate governance and counseling to improve the performance of the Company.

2. The employees of the Internal Audit Service are appointed and dismissed by the Board of Directors.

Labor contracts with the Internal audit service employees signed based on the decision of the Board of Directors , CEO (chairman of the Management board) of the Company in accordance with the labor laws.

The employees of the Internal Audit Service cannot be elected to the Board of Directors and the Management Board.

3. The Internal Audit Service reports directly to the Board of Directors and report to him about his work. Supervision of Internal Audit service is performed by the Internal Audit committee of the Board of Directors of the Company. Tasks and

functions of the Internal Audit Service, its rights and liability, issues related to its activities are defined by Provision on Internal audit service of the Company approved by the Board of Directors after prior approval of the Internal Audit Committee of the Board of Directors.

ARTICLE 14. COMPANY OFFICIALS

1. The Company officials (members of the Board of Directors and the Management Board of the Company):

- 1) perform their duties in good faith and use ways that best reflect the interests of the Company and Shareholders;
- 2) must not use the Company's property or permit its use in conflict with the Charter and decisions of the General Meeting of Shareholders and the Board of Directors, as well as for personal use and abuse in transactions with its affiliates;
- 3) required to maintain the integrity of the accounting and financial reporting, including an independent audit;
- 4) control the disclosure and provision of information on the activities of the Company in accordance with the law;
- 5) obliged to keep confidential information about the Company, including a period of three years from the termination of the Company, unless otherwise provided by the Company.

2. Members of the Board of Directors shall:

- 1) act in accordance with the law, the Charter and internal documents on the basis of knowledge, transparency, in the interests of the Company and its shareholders;
- 2) treat all shareholders fairly, to exercise objective independent judgment on corporate issues.
- 3) required to maintain the integrity of the accounting and financial reporting, including an independent audit;
- 4) control the disclosure and provision of information on the activities of the Company in accordance with the law;
- 5) obliged to keep confidential information about the Company, including a period of three years from the termination of the Company, unless otherwise provided by the Company.

2. Members of the Board of Directors shall:

- 1) act in accordance with the law, the Charter and internal documents on the basis of knowledge, transparency, in the interests of the Company and its shareholders;
- 2) treat all shareholders fairly, to exercise objective independent judgment on corporate issues.

3. Company officials bear responsibility established by laws of the Republic of Kazakhstan, the Company and its shareholders for damages caused by their actions, and (or) the omission, and the losses incurred to the Company, including, but not limited to damages suffered as a result of:

- 1) provisioning of information, misleading, or fraudulent false information;
- 2) violation of the provision of information by the law;

3) suggestions to make and (or) for the award of major transactions and (or) the transactions with an interest in it that have caused the emergence of the Company's losses as a result of fraud action and (or) of inactivity, including for obtaining by them or their

affiliates of income (profit) as a result of the conclusion of such transactions with the Company.

4. Officials of the Company, except for official interested in the deal and offered a deal, resulting in the execution of which the Company has suffered loss, are exempt from liability if the vote against the decision taken by the society, which caused losses of the Company or a shareholder or not participate in voting for good reasons.

Official shall be exempt from the payment of damages resulting from commercial (business) decision, if it is proved that he acted properly in accordance with established principles of the law officials of the Company, based on the current (good) information at the time of the decision and reasonably believed that such a decision is in the interest of the Company.

ARTICLE 15. FINANCIAL STATEMENTS AND AUDIT

1. Accounting procedures and financial reporting of the Company set in the legislation on accounting and financial reporting.

2. The Management Board shall report annually to the General Meeting of shareholders of the Company's annual financial statements and consolidated annual financial statements, the audit of which was conducted in accordance with the Law on Auditing, for discussion and approval. In addition to the financial statements the Management Board submits audit reports to the general meeting of shareholders.

3. The annual financial statements of the Company and consolidated annual financial statements are subject to prior approval by the Board of Directors of the Company not later than thirty days before the date of Annual General Meeting of Shareholders.

Final approval of the annual financial statement of the Company and the consolidated annual financial statement made on the Annual General Meeting of Shareholders.

4. The Company shall annually publish in the media information on the annual financial statements, consolidated annual financial statements and audit reports of the Company within the deadline set in the Legislation.

Information on major transactions and (or) a transaction in which there is interest is disclosed in the notes to the annual financial statements in accordance with International Financial Reporting Standards. Information about the transaction, resulting in acquisition or alienation of the property in the amount of ten or more per cent of the assets of the Company shall include information on the parties of the transaction, the terms of the transaction, the nature and extent of interests of those involved, as well as other information about the transaction.

5. The Company shall audited annual financial statements.

6. Audit of the Company may be initiated by the Board of Directors, the Management Board by the Company or at the request of a major shareholder at its expense, whereas the major shareholder is free to determine the auditing firm. In the case of the audit at the request of a major shareholder Company is obliged to provide all necessary documentation (materials), requested by an audit firm.

7. If the Board of the Company deviates from the audit of the Company, the audit may be appointed by a court at the suit of any interested person.

ARTICLE 16. INFORMATION ON THE COMPANY ACTIVITY

1. The Company shall publish information about its activities on the corporate website of the Company (www.kaztransoil.kz) and (or) in the media identified in the prescribed manner. Information on the media used to publish information on the Company, available on the corporate website of the Company within thirty days from the date of conclusion of the contract.

2. The Company shall communicate to its shareholders and investors about the Company's corporate actions referred to in Article 79 of the Law.

3. The Company provides accommodation of financial statements for an Internet resource depository determined in accordance with the Law on accounting and financial reporting, information on corporate events, annual financial statements and audit reports in the manner and within the timeframe set by regulations of the authorized state body.

After turning on the Company's securities in the list of the stock exchange the Company, in addition to the information specified in the first item of this paragraph provides accommodation on an Internet resource depository of financial statements determined in accordance with the Law on accounting and financial reporting, quarterly financial statements and provides stock Exchange in the manner prescribed by its internal documents for publication on the resource stock exchange information on all corporate events and quarterly financial statements.

4. Providing information on corporate events carried out in compliance with laws and the Charter.

If the law and other legislative acts of the Republic of Kazakhstan does not provide dates of publication (noticing to shareholders) of information, the information is published (noticed to shareholders) within five working days of its occurrence.

Information of the cases to corporate disputes must be provided to shareholders within seven working days from the date of receipt by the Company of the appropriate judicial notice (call) in a civil case for corporate dispute.

The Company provides a list of the Company's employees who possess information that constitutes official or commercial secret.

5. To obtain copies of the documents provided by the Law, (information) the shareholder must apply to the Company in writing. Application of the shareholders must be registered in the prescribed manner in the log of incoming documents. The Company shall provide copies of

documents provided by the Law, (requested information) no later than ten calendar days from the date of receipt of such request to the Company, except as provided

in paragraph 2 of Article 2 of the Charter, and these restrictions on the provision of information that constitutes official, commercial or other secret protected by law.

The fee for providing copies of documents shall be established by the Company and cannot exceed the cost of making copies of documents and payment of costs associated with the delivery of documents to shareholder.

Documents regulating certain issues on edition, placement, circulation and conversion of securities of the Company, containing information which is official, commercial or other secrets protected by law, should be submitted for review by the shareholder upon request.

6. Information on the Company activity marked as "Confidential", "For Official Use Only", which became known to the shareholders, cannot be transmitted in writing or in any form to third parties, except authorities of the Republic of Kazakhstan on issues of their competence.

Disclosure of confidential information to the shareholders of the Company to third parties is possible only in consultation with the CEO (chairman of the Management Board) of the Company.

7. The Company accounts for its affiliates on the basis of information provided by such persons or the Company's Registrar (only in respect of persons who are the major shareholders and in the manner prescribed by authorized state body).

The Company provides a list of affiliated persons to authorized state body in the established order.

8. Shareholders and officials of the Company provide the Company within seven days from the date of affiliation information about their affiliates.

If the person referred to earlier as affiliate by the shareholder or official of the Company, ceases to be such, shareholder or official of the Company shall notify the Company within five days from the date of termination of affiliation.

Information on affiliates is provided to the Company in the amount which allows the Company to comply with the relevant requirements of the public authority.

ARTICLE 17. REORGANIZATION AND LIQUIDATION

1. The Company may be reorganized and liquidated by the General Meeting of Shareholders, or otherwise provided by law.

2. Procedure of reorganization and liquidation of the Company is regulated by the Law or other legal acts of the Republic of Kazakhstan.

ARTICLE 18. FINAL PROVISIONS

1. Charter shall enter into force on the date of its registration in the judiciary.

2. Subparagraph 22) of paragraph 1, article 10, sub-item 7) of item 3 of Article 11 and the sixth paragraph 3 of Article 12 of the Charter acts during the period in which JSC NC "KazMunaiGas" owns all of the voting shares of the Company, and shall cease to apply in the presence of other persons, having the voting shares of the Company.

If there are other people with the voting shares of the Company:

- 1) The issue of determining the number of members, the power of the Management Board, the election of the CEO (chairman of the Management Board) and the Board members, as well as early termination of their powers is the competence of the Board of Directors of the Company:
- 2) termination of labor relationship with the CEO (chairman of the Management Board), with an employee of the Company who is a member of the Management board, will be on terms and in the manner determined by the labor contract on the basis of a decision of the Board of Directors.
3. If any provision of the Charter is null and void, it will not affect the validity of the remaining provisions. The invalid provision shall be replaced by another who meets the requirements of the Legislation.

CEO
(Chairman of the Management Board)

K. Kabyldin

Republic of Kazakhstan, Astana city
The twenty ninth of October twenty twelve

I, Malakhov Mikhail Fedorovich, the notary of Astana notaries' district, of the Republic of Kazakhstan (State license №0000001 is issued on April, 25, 1998 by the Ministry of Justice of the Republic of Kazakhstan) The signature of the person, having translated from Russian and Kazakh into English is made by known to me translator cit. Zhandildina Assem Kenzhebayevna, authenticity of her signature is testified by me.

Registered in the list №**30204**
The sum, paid to the private notary
Notary /signature/

The translation of stamp:
Notary Malakhov Mikhail Fedorovich
License № 0000001
Issued on April, 25, 1998
By the Ministry of Justice of the Republic of Kazakhstan

Is Numerated and laced
Thirty three pages of certified document
Notary Malakhov M.F.
License № 0000001
Issued on April, 25, 1998
By the Ministry of Justice of the Republic of Kazakhstan