

Annex to
the Resolution of the General
Meeting of Shareholders of
“KazTransOil” JSC
as of May 24, 2018
(Minutes No.1/2018)

Introduced by
the Resolution of the General
Meeting of Shareholders of
“KazTransOil” JSC
as of May 24, 2018
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CHANGES AND ADDITIONS TO THE CHARTER OF KAZTRANSOIL JSC

1. Article 1:

1) to exclude “and regulated markets” in para. 1;

2) to state para. 3 as follows:

“3. Location of the Company and its executive body: 12 Non-Residential Building, 20 Turan Ave., Yessil District, 010000, Astana, Republic of Kazakhstan.”.

2. To supplement para. 2 of Article 3 with subpara. 19 and subpara. 20 as follows:

“19) engineering surveys and engineering services in designing of production facilities and processes for the Company’s subsidiaries and jointly-controlled entities;

20) services on maintenance and repair of water pipelines within “KazMunayGas” NC JSC group..”.

3. To state subpara.7) of para. 1 of Article 4 as follows:

“7) to open branches, representations and detached structural divisions in the Republic of Kazakhstan and abroad, allot them with main and floating funds at the expense of own property, and determine the procedure of their activity;”.

4. Article 5:

1) to supplement para. 1 with subpara. 1-1) as follows:

“1-1) to propose the BoD to put additional issues on the AGM agenda in accordance with the Law, if the shareholder individually or jointly with other shareholders own five and more percent of the KTO voting shares;”

to exclude subpara. 2) of para. 2;

3) to add para. 3-1 as follows:

“3-1. To meet the requirement of subpara. 1-1) of para. 1 to these presents, that is obligatory for a body or persons calling a general meeting.”.

5. To supplement Article 7 with para. 9 as follows:

“9. Dividends shall be paid out not later than ninety (90) days since decision-making on pay-out of dividends on common shares, if the effective information about a shareholder is available in the KTO shareholders register. If such kind of information is missing, dividends shall be paid out within ninety (90) days from the moment when a shareholder provides KTO with a document confirming the input of required information into the KTO shareholders register.”.

6. Article 9:

1) to supplement para. 17 with subpara. 7), 8) and 9) as follows:

“7) procedure;

8) procedure of absentee meeting;

9) new legislative acts of RoK, in accordance with which an AGM is to be held.”;

2) to state the second para. of para. 21 as follows:

“Agenda of the General Meeting of Shareholders can be amended by the shareholder, who individually or jointly with other shareholders, owns five and more percent of the KTO voting shares, or the Board of Directors conditioned that shareholders of the Company are notified of such amendments no later than 15 (fifteen) days prior to the date of meeting or in procedure specified in para.24 hereof.”;

3) to state the third para. of para. 37 as follows:

“The Management Board members shall participate in an in-person General Meeting of Shareholders, and the Board of Directors members and other invitees can also participate in such a meeting. The invitees are entitled to speak at the General Meeting of Shareholders with a permission of a Chairman of such a meeting.”.

7. To supplement para. 1 of Article 10 with subpara. 21-2) as follows:

“21-2) decision-making on a major deal, as a result of which KTO alienates (may alienate) the property, the cost of which is fifty (50) and more percent of the total KTO assets book value on the date of decision-making about the deal, as a result of which fifty and more percent is alienated (may be alienated);

At the same time, a major deal, as a result of which KTO alienates (may alienate) the property, which cost exceeds twenty billion (20,000,000,000) tenge, as well as supplementary agreements thereto that imply changes in the cost of property, shall be concluded upon agreement with KMG;”.

8. Article 11:

1) para. 3:

to add subpara. 17-1) as follows:

“17-1) decision-making on establishment of legal entities, within its competence, (participation in establishment of legal entities);”;

To state subpara. 22) and subpara. 33) as follows:

“22) decision-making on conclusion of major deals, as well as interested-party deals, except for major deals, decision-making on which shall fall within the General Meeting of Shareholders competence in acc.with subpara. 21-2) of para. 1

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of Article 10 of the Charter, and deals decision-making on which shall fall within the Management Board competence

At the same time, a major deal, as a result of which KTO alienates (may alienate) the property, which cost exceeds twenty billion (20,000,000,000) tenge, as well as supplementary agreements thereto that imply changes in the cost of property, shall be concluded upon agreement with KMG;”;

“33) confirmation of interim (half-year) financial statements and interim (half-year) consolidated financial statements of the Company;”;

2) to state the second and eleventh para. of para. 24 as follows:

“A member of the Board of Directors shall in advance notify the Management Board of the Company and the Corporate Secretary about impossibility of attending a meeting of the Board of Directors. A member of the Board of Directors absent during the meeting is entitled to vote on agenda items of a meeting of the Board of Directors by sending his/her opinion in writing.”;

“If a member of the Board of Directors, who previously sent his/her opinion on agenda items in writing, arrived for participation and voting at a meeting of the Board of Directors, his/her written opinion shall not be taken into account.”;

3) to state para. 34 as follows:

“34. For consideration of the most important issues and preparation of recommendations for the Board of Directors, the following committees of the Company’s Board of Directors shall be established.

The committees of the Board of Directors consider the issues as follows:

- 1) strategic planning;
- 2) nomination and remuneration;
- 3) internal audit;
- 4) social issues.
- 5) other issues, as provided by the Company by-laws;

The issues enumerated above may be considered by one or several committees of the Board of Directors, except for the internal audit-related issues to be considered only by the particular committee of the Board of Directors.”.

9. Article 12:

1) para. 2:

To state subpara. 1) and subpara. 4) as follows:

“1) confirms a staff table of the central office and structure of the Company, in compliance with a staff size and structure of the central office, staff size of the Corporate Secretary Office confirmed by the Board of Directors, as well confirms a staff size and structure of the branches, representations and other detached structural divisions, staff table of the branches and representations of the Company in accordance with their provisions;”;

“4) coordinates and guides the work of branches, representations and other detached structural divisions of the Company, its subsidiaries and jointly-controlled entities;”;

to add subpara. 7-1) as follows:

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“7-1) decision-making on establishment and closure of other detached structural divisions of the Company, in addition to branches and representations, and confirms their relevant provisions;”;

To state subpara. 9) as follows:

“9) preliminarily considers the issues, decision-making on which is attributed to the competence of the General Meeting of Shareholders or the Board of Directors, except for the issues specified in para. 36 of Article 9, subpara. 10), 14), 20), 21) of para. 1 of Article 10, subpara. 2), 8)-14), 23), 28), 29), 30), 32), 36)-39) of para. 3 of Article 11, the third and sixth para. of para. 3 of Article 12, para. 3 of Article 13 of the Charter;”;

To supplement subpara. 13) with the following:

“At the same time, the deals, as a result of which the Company acquires or alienates property (may be acquired or alienated), which cost exceeds twenty billion (20,000,000,000) tenge, as well as supplementary agreements thereto that imply changes in the cost of property, shall be concluded upon agreement with “KazMunayGas” NC JSC;”;

To add subpara. 13-1) as follows:

“13-1) takes decisions on any investment projects, the full implem-n of which means that KTO should make investments over eight billion (8,000,000,000) tenge. At the same time, the implem-n of such investment projects shall be agreed with KMG;»;

2) para. 10:

To add 5-1) as follows:

“5-1) confirms a staff table of the detached structural divisions of the Company, other than branches and representations, in accordance with their provisions;»;

To supplement subpara. 8) with the following:

“At the same time, the deals, as a result of which the Company acquires or alienates property (may be acquired or alienated), which cost exceeds twenty billion (20,000,000,000) tenge, as well as supplementary agreements thereto that imply changes in the cost of property, shall be concluded upon agreement with “KazMunayGas” NC JSC;”.

10. To exclude para. 4 of Article 14.

General Director
(MB Chair)

D. Dossanov

Перевод верен
Референт - переводчик
Бауыр О.П. Б.П.