

Attachment to
the Resolution of the General Meeting of
Shareholders of “KazTransOil” JSC
as of “__“ May 2014 (Minutes No._____)

Submitted by
the Resolution of the General Meeting of
Shareholders of “KazTransOil” JSC
as of “__“ May 2014 (Minutes No._____)

Changes and additions to the Charter of “KazTransOil” JSC

1. In paragraph 2 of article 3:

in subparagraph 6) to delete the words “and technical maintenance”;
to be supplemented by subparagraph 15-1) as follows:

“15-1) services to provide food, accommodation and transfer for property lease (rent) of offices within the geographical boundaries of the main pipeline facilities of the Company;”.

2. Paragraph 36 of article 9 to be amended as follows:

“36. The procedure of holding the General Meeting of Shareholders shall be determined in accordance with the legislation, Charter and Regulations on the General Meeting of Shareholders of the Company to be confirmed by the General Meeting of Shareholders.”.

3. In subparagraph 23) of paragraph 1 of article 10 the wording “by the Law” to be substituted for “by the legislation”.

4. In article 11:

subparagraph 39) of paragraph 3 to be amended as follows:

“39) other issues provided by the legislation and/or the Charter not attributed to the exceptional competence of the General Meeting of Shareholders, as well as the issues attributed to the competence of the Board of Directors by the documents confirmed by the General Meeting of Shareholders, Board of Directors, “Sovereign Welfare Fund “Samruk-Kazyna” JSC and authorized state bodies.”.

the third paragraph of paragraph 7 to be supplemented by a sentence as follows:

“The requirements for candidates to members of the Board of Directors may also be prescribed by the Regulations on the Board of Directors.”;

paragraphs 34, 35 to be amended as follows:

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

Committees of the Board of Directors shall consider the following issues:

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

5) other issues as stated by the internal documents of the Company.

The issues listed out in this paragraph may be attributed to the competence of one or several committees of the Board of Directors.

35. Committees of the Board of Directors shall consist of members of the Board of Directors and experts possessing necessary professional knowledge for performance in a specific committee. A committee of the Board of Directors shall be headed by a member of the Board of Directors. Heads (Chairs) of Committees of the Board of Directors, who are in charge of considering issues referred to in subparagraphs 1)-4) of paragraph 34 of this article, shall be independent directors.

General Director (Chair of the Management Board) shall not act as a Chair of a committee of the Board of Directors.

The procedure of forming and work of committees of the Board of Directors, their number and quantitative composition shall be established by an internal document of the Company to be confirmed by the Board of Directors.”.

5. Subparagraph 9) of paragraph 2 of article 12 to be amended as follows:

“9) preliminarily considers the issues taking decision on which is attributed to the competence of the General Meeting of Shareholders or the Board of Directors except for the issues referred to in subparagraphs 10), 14) (in terms of an annual report of the Board of Directors on the work done), 20) and 21) of paragraph 1 of article 10, subparagraphs 2), 8)-16), 29), 32), 34) and 38) of paragraph 3 of article 11, subparagraphs 1) and 2) of paragraph 2 of article 18 of the Charter;”.