

REPORT

on placement stocks

"KazTransOil" Joint-stock company (JSC "KazTransOil")

1. Name of a company and its location:

- full name in the state language – «ҚазТрансОйл» акционерлік қоғамы, abbreviated as «ҚазТрансОйл» АҚ;
- full name in Russian language – акционерное общество «КазТрансОйл», abbreviated as АО «КазТрансОйл»;
- full name in English language – «KazTransOil» Joint Stock Company, abbreviated as «KazTransOil» JSC.
- legal and actual address: 010000, Republic of Kazakhstan, Astana city, Yessil district, Kabanbay batyr Ave., Apt.19.

1-1. Information on the state registration (re-registration) of the company.

In this section, it is necessary to specify the date and certificate number on the state registration (re-registration) of the company, as well as the name of the agency that conducted the state registration (re-registration):

- certificate of the state re-registration of legal entity on May 31, 2004 № 6636-1901-JSC. State re-registration produced by the Department of Justice in Astana of the Ministry of Justice of the Republic of Kazakhstan.

2. Date of the state registration of announced stocks (replacement of certificate of the state registration of announced stocks) and the number of state registration of the issue:

- replacement of certificate on the state registration of the capital issue market was made Jan. 8, 2013. Issue of shares included in the State securities register under the number A2995.

3. Information on the authorized and their own capital of the company according to the financial statements:

- capital requirement is 61 937 567 thousand tenge;
- amount of equity capital is 360 431 202 thousand tenge.

4. The names of the media by which society puts a message on the placement shares among the unlimited number of investors with the date of the communication:

The report of stocks under the Programme the "People's IPO" was placed on the web-site of JSC "KazTransOil" (<http://www.kaztransoil.kz/>), on the website of news agency Interfax-Kazakhstan (<http://www.interfax.kz/>) and on the website of JSC "Kazakhstan Stock Exchange Inc." (<http://www.kase.kz/>). Date of Posts - November 6, 2012.

4-1. Information on conveying the society to the attention of the shareholders offer to purchase the placed stocks in accordance with their pre-emptive right stocks of the company one of the following methods authorized by the company's charter.

- 1) by means of a written notice to the individual with the date of a notification the date of receipt of this notice shareholder:

- a letter from JSC «KazTransOil» to address of the only shareholder - JSC «KazTransOil» from November 5, 2012 №32-1-10/6935;

The date of receipt of this notice by only shareholder - November 5, 2012.

2) **through the publication of this proposal in the mass media with the name of the media and publication date:**

- not published.

5. Information about the stocks

1) **the total number of authorized stocks, including:**

- common stock – 384 635 600;

- preference stock – none;

2) **guaranteed amount of the dividend on the preference stocks:**

- Issue of preference stocks is not provided by the Charter of JSC "KazTransOil"

3) **if the conversion of stocks was carried out, it is necessary to specify the conversion procedure and the number of the convertible stocks:**

- conversion of stocks was not carried out.

6. **Information date of acceptance and approval of the company on the conditions and procedure of the auction or subscription:**

- internal document on the conditions and procedure of the auction or subscriptions was not accepted.

7. **If the stocks of the company were listed on the stock exchange, it is necessary to specify the date of their inclusion:**

- the stocks of JSC "KazTransOil" were included in the official list of "Kazakhstan Stock Exchange" November 5, 2012.

8. Information on the placement of the stocks:

1) **the start date of the reporting period of placement and the date of the end of the reporting period of placement of the stocks:**

- the start date of the reporting period of placement – June 26, 2012.

- the end date of the reporting period of placement of the stocks – December 26, 2012.

2) **the date of confirmation of the previous report (reports) with orders to the period of placement, the number of placed stocks and amounts of their several payment for every previous accounting reference period:**

- June 1, 1998. Period of placement: December 30, 1997 – December 30, 1997. The amount of placed stocks – 19 202 862 common stock, paid amount – 19 202 862 000 tenge;

- March 25, 1999. Period of placement: July 24, 1998 – September 30, 1998. The amount of placed stocks – 140 352 common stock, paid amount – 140 352 000 tenge;

- December 20, 1999. Period of placement: September 30, 1999 – September 30, 1999. The amount of placed stocks – 62 857 000, paid amount – 62 857 000 tenge;

- January 26, 2001. Period of placement: November 14, 2000 – December 1, 2000. The amount of placed stocks – 19 138 common stock, paid amount – 19 138 000 tenge. The National committee on the capital issues of the June 5, 2001 of the Republic of Kazakhstan abrogated the fourth emission of JSC "KazTransOil" in accordance with the decrease of issued (paid in) stock (Certificate of abrogation of emission stocks from June 5, 2001, №A2995-3);

- June 26, 2001. Period of placement: March 12, 2001– April 1, 2001. The amount of placed stocks – 13 478 504 common stock, paid amount – 13 478 504 000 tenge;
- January 18, 2005. Period of placement: September 13, 2004 – November 8, 2004. The amount of placed stocks – 1 701 149 common stock, paid amount – 1 701 149 000 tenge.

3) the date of decision by the Board of Directors (except for increasing the amount of authorized stocks on the basis of the clause 17-2 of the Banking Law) on the establishment the number of placed stocks in the reporting period and the prices of their placement:

- the date of decision by the Board of Directors of JSC "KazTransOil" submit for the consideration of the Sole shareholder of JSC "KazTransOil" the issue of the approval of the placement of shares of JSC "KazTransOil" including the number of placed stocks in the number of authorized stocks, the manner and the prices of their placement: July 19, 2012 (Minutes of proceedings №8/2012);
- the date of decision by the Board of Directors of JSC "KazTransOil" submit for the consideration of the Sole shareholder of JSC "KazTransOil" the issue of the approval of the placement of shares of JSC "KazTransOil" in Kazakhstan organized stock market: September 28, 2012 (Minutes of proceedings №13/2012);
- the date of decision by the Board of Directors of JSC NC "KazMunaiGaz" submit for the consideration JSC "Samruk-Kazyna" the issue of the price, amount, structure of the placement of authorized common stock JSC "KazTransOil": October 19, 2012 (Minutes of proceedings №8/2012);
- the date of decision by the Board of Directors of the Joint-Stock Company "the National Welfare Fund "Samruk-Kazyna" of the price, amount, structure of the placement of authorized common stock JSC "KazTransOil": October 29, 2012 (Minutes of proceedings №85);
- the date of the conclusion of the Government of the Republic of Kazakhstan "On approval" of the decision of the Board of Directors of the Company "the National Welfare Fund "Samruk-Kazyna" of the price, amount, structure of the placement of authorized common stock JSC "KazTransOil": October 31, 2012 (Minutes of proceedings №137b);

3-1) - the date of the decision of the Government of the Republic of Kazakhstan on the acquisition of shares of the bank on the basis of clause 17-2, of the Banking Law:

- not applicable

4) the amount of the placed stocks for the accounting period and not placed stocks in section by type:

- the amount of the placed stocks for the accounting period – 38 463 559 common stock items;
- the amount of the not placed stocks for the accounting period – 1 common stock;

5) the number of treasury stocks for the end date of the reporting period at the initiative of the Company and / or upon the request of shareholders with an indication the redemption price of one common and preferred stocks, the date of the decision to repurchase shares, as well as expenses incurred by the Company to repurchase placed shares (for each purchase separately):

- not available.

The date of approval by the general meeting of shareholders or by the constituent assembly techniques for determining the cost of their redemption by the Company:

- method of determining the stock price upon repurchase JSC "KazTransOil" on the unorganized market of securities approved by the sole shareholder of JSC "KazTransOil" (Minutes of the Board of JSC NC "KazMunaiGas" on July 3, 2012 № 75)

9. **Ways of placement (sale) of stocks in the placement of stocks during the reporting period :**
- 1) **artificially of right of primary purchase together with an indication, amount of the stocks or other convertible securities into common stock of the company, the offer price and the amount of a payment is:**
 - not performed: waiver of JSC NC "KazMunaiGaz" the right of primary purchase - a letter from November 5, 2012 № 107-31/6780.
 - 2) **by subscription (on an organized or unorganized markets): among the founders (for newly established companies) together with an indication, amount of the stocks with a nominal value of shares, the amount of payment is:**
 - not applicable;
 - therefrom placing among the other investors with type, amount of the stocks, the offer price and amount of a payment:**
 - by subscription on the organized stock market (JSC "Kazakhstan Stock Exchange").
 - order, amount of the stocks: 38 463 559 common stock items;
 - offer price: 725 tenge;
 - amount of payment: 27 886 080 275 tenge.
 - 3) **through the auction:**
 - on the organized stock market with type, amount of the stocks, the total amount of payment, the date of the first and the last trade, the lowest and the highest offering price per one stock traded during the reporting period, the market value of one ordinary and preferred stocks during the reporting period (in the case if it was taken into account):**
 - is not performed.
 - 4) **by conversion of capital issues and (or) cash liabilities of the company in stocks of the company, indicating the number of convertible capital issues, the date of the conversion of capital issues or by placing derivative capital issues in a foreign country (with the name of the derivative capital issues, number of stocks offered by placing of derivative capital issues, amount of stocks to be bought in the capital issues market of the Republic of Kazakhstan, as well as the state, in accordance with the law of which carried out placement of derivative capital issues):**
 - is not performed.
10. **The way of a payment for the stocks with their number and amount of payment:**
- 1) **By money (to specify the details of the payment document (payment documents), which is confirming (supporting) payment for the stocks by the founders (investors), the payment amount and the name of the payer):**
 - payment Order of December 21, 2012 № 4617 in the amount of 27 886 080 275 (twenty-seven billion eight hundred eighty-six million eighty thousands two hundred seventy five) tenge, confirming payment for the stocks by investors.
 - JSC "Kazkommerts Securities" (subsidiary of JSC "Kazkommertsbank") listed the JSC "KazTransOil" money received from the placement of the stocks by way of subscription for the organized capital issues market (payment of the authorized capital of JSC "KazTransOil").

Grounds for transfer of money: contract for brokerage and nominal holding services from 16 November 2012 №321 concluded between JSC KazTransOil JSC Kazkommerts securities, and a letter of KazTransOil on transfer of money from December 21, 2012 no.29-15/8063.

2) to specify the name of issuer of securities his address the national identification number of securities and their amount who are prepared act of estimation date of his drafting sum of estimation registration of transaction date

- not done;

3) by a right on the results of intellectual property to specify who prepared the act of intellectual property appraisal date of his drafting sum of estimation, taking about the act of reception-transmission of intellectual property

- not done;

4) by debt agreement before a creditor (to specify what organ of creditor it is made decision about debt liquidation on account of payment, actions and acceptance date of such decision, essential elements of act of debt collation, who prepared act of rights estimation in an action, date draft, estimating sum):

- not done;

5) by other property rights (to specify who prepared estimation act, draft date of its estimating sum, acceptance act of property) :

- not done

6) by another method

- not done

10-1. Disclosure (emission consortia) of issue of equities of society. In this point it is necessary to specify information:

1) about the name of professional participant of market of equities, the date and number of agreement on providing of services of underwriter, prisoners by society, and also about the participants of emission consortium :

-not attracted

1-1) about the method of placing of actions an underwriter.

-not applicably

2) about the commissions of remuneration, that is paid (subject to payment) to the underwriters or other participants of placing, representatives in percent expression from the general volume of placing and on every placed action, and also other information about charges:

-commission, subject to payment of propulsion JSC the Kazakhstan exchange stock, for organization of subscription at the organized market of equities 0,029 made from the general placing and 0,21 tenge on every placed action (agreement of the retribution providing of services in organization of placing of actions propulsion JSC KazTransOil at the organized market of equities from November, 2, 2012 № US509/2012);

-commission subject to payment of propulsion Kazkommerts securities (branch organization of propulsion Kazkommerts), for providing of consultative financial services on placing of actions propulsion JSC KazTransOil at the Kazakhstan fund market was made by 0.036 from the general volume of placing and 0.26 tenge on every placed action (agreement on procurement of

consultative financial services on placing of actions propulsion JSC KazTransOil at the Kazakhstan fund market from November, 30, 2011 № US679/2011);

- Commission fee to be paid to the company for the provision of advisory services on placing share KazTransOil JCS at Kazakhstan's stock market amounted to 0.54 from total amount of accommodation and 3.92 tenge per share (hosted by the supplement advice on placement of shares of JSC Kaztransoil in the Kazakhstani stock market from December 30, 2012 year №US71/2012);

Commission, subject to the payment of a single Registrar of securities for securities transfer, for the transfer of common shares of KazTransOil JSC in nominal holding amounted 0.000072% from total amount of accommodation and each hosted KZT 0.00052 share (agreement on keeping the register of holders of securities from November 2, 2012 year no.0027-JSC //US508/2012/)

3) about the basic categories of expenses of producing, placing and plugging in listing. In the case when the indicated expenses are paid by a not issuer, it is necessary to specify a person their paying :

Following expenses are prepaid by propulsion independently:

-listing collection for consideration of statement of propulsion JSC KazTransOil about plugging of securities in the official list of propulsion tJSCthe Kazakhstan exchange stock.

-consignment collection on organization of placing of actions propulsion JSC KazTransOil at the organized market of equities

-broker services and services of the nominal holding

-services of financial and legal consultants, consultant

-favors

4) about the amount of the placed actions in a period covered without bringing in of underwriters and further plans of placing

-38463559 things of simple actions are placed

-the further placing of actions will come true in accordance by a subitem 5) point of a 1 article 10 Charter of propulsion JSC KazTransOil on the basis of decision of the General meeting of shareholders'.

11. Information about the price of execution options:

-options not concluded.

11-1. Information about history of market and balance value of actions.

In case if the actions of society apply at the organized market of equities, then it is necessary to specify information about the greatest and the least market price of actions for the last two completed years with laying out on years, for the last two completed years with laying out on quarters, for the last six months from the date of boulevard of issue of equities.

-tenders JSC KazTransOil at the organized market of equities(JSCKazakhstan exchange stock) begun the actions of propulsion JSC KazTransOil with December, 25, 2012, therefore upon the

date given account on the results of placing of actions information about history of market value of actions not folded.

Information about the history of the book value of shares shall contain information on the book value of shares for the last three completed year by year, for the last two completed the year with quarterly breakdown for the last six months before the expiry date of placement of shares, on the 1st day of the month).

Hour	Book value of actions, tenge
2009 year	7174,11
2010 year, including	
1 quarter of 2010 year	7535,21
2 quarter of 2010 year	7812,62
3 quarter of 2010 year	7964,32
4 quarter of 2010 year	9948,32
2011 year, including	
1 quarter of 2011 year	10251,71
2 quarter of 2011 year	10146,64
3 quarter of 2011 year	9705,41
4 quarter of 2011 year	10070,37
2012 year, including	
1 quarter of 2012 year	10256,63
the 1 st of July, 2012	1045,31
the 1 st of August, 2012	1052,19
the 1 st of September, 2012	880,39
the 1 st of October, 2012	886,40
the 1 st of November, 2012	894,61
the 1 st of December, 2012	896,74

Propulsion JSC KazTransOil in accordance with the decision of the Only shareholder (protocol of the Board of propulsion JSC KazMunaiGas meeting from June, 5, 2012 №58), increased the common amount of the declared simple actions a way:

-additions of the placed simple actions are 34617204 things of в пропорции 1 : 10 without a regulation capital increase, because of what the amount of the placed simple actions made 346172040 things;

-increases of amount of the declared simple actions on 38463560 things.

Crushing and increase of amount of announced common shares carried out with the purpose of placement of shares of KazTransOil JSC Kazakhstan stock exchange in the framework of the Program the National IPO.

12. Information about payment of dividends:

1) date of the last payment of dividends with pointing of quantity of shareholders that payment of dividends was carried out, with pointing of lump sum of the accrued and pay dividends on simple and privileged actions, (sums of tax charged extra and paid in a budget) on results the completed fiscal year, with reference to the essential elements of protocol of the general meeting of shareholders', on that a corresponding decision was accepted:

-on results 2011 on the basis of decision of the Only shareholder propulsion JSC KazTransOil(protocol of the Board of propulsion JSC KazMunaiGas meeting from Augusts, 2 2012 №92), were charged extra and paid to the Only shareholder dividends on the simple actions of propulsion JSC KazTransOil by three payments(payments from September, 6, 2012, September, 25, 2012 and November, 15, 2012) on a lump sum 60002000000(sixty milliards two millions) tenge(a tax did not hold out).

1-1)name of mass medias by means of that a report took place society about payment of dividends with naming the date of publication of this report:

-print editions the Kazakhstan true and Egemen Kazakhstan(date of publications of August, 10, 2010).

2)size of the accrued and pay dividends on one simple and privileged action, and also size of net profit on one simple and privileged action on results the completed fiscal year:

-the size of the accrued and pay dividends on one simple action made 173,33tenge

-the size of net profit on one simple action made 768 теңге. Propulsion JSC KazTransOil does not have preferred.

3)if there are cases of debt on ill-timed payment of dividends, to specify reasons of her education and sum of debt upon the expiration of period of placing of actions date, here to specify, what measures were undertaken by society on debt liquidation before shareholders:

-not to be available.

13. Taking about the recorder of society :

1)name and place being of recorder, carrying out the conduct of the system of register of shareholders :

-full name of the Registrar-stock company integrated securities Registrar place of location of the Republic of Kazakhstan, Almat city, Abylai Khan Avenue, 141, contact phones: (727) 2724766.

2)date and number of agreement on the conduct of shareholders of society :

-agreement on the conduct of the system of registers of holders of securities from November, 2, 2012 №00277 -JSC//US508/2012.

14. Information about large shareholders upon the expiration of period of placing of actions date. These information is filled on the basis of the certificate, given out by a recorder upon the analogical date that is inalienable part of report:

Complete name of shareholders - legal entities or the last name, name, at presence of patronymic of shareholders of physical persons	Full name and details of the identity document of a shareholder - physical person, or number and date of state registration (re-registration) of a shareholder - legal	Issue belonging to the shareholder authorized stock, with pointing of type of actions	Percent correlation of actions belonging to the shareholder, to the general amount of the placed actions with pointing of type of actions	Percent correlation of actions belonging to the shareholder, to the general amount of voting actions

Joint-stock Company is the National company KazMunaiGas	Testifying to the state re-registering of legal entity from March, 16, 2004 №114251901(the state re-registering is produced by Department of justice of city of Astana of Ministry of justice of Republic of Kazakhstan)	346172040 <u>ordinary shares</u>	90% <u>ordinary shares</u>	90%
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15. Information about the name of nominal holders and amount of actions of society, being in their nominal holding, in case if in the system of account of central depository information is absent about shareholders actions of that are in the nominal holding, owning ten and more than percents of the placed actions of society (instead of the actions bought out by society) upon the expiration of period of placing of actions date.

-actions of propulsion JSC KazTransOil in the nominal holding not passed.

Перевод с русского языка на английский язык выполнил переводчик Акау
Сакия Каирхановна *AKAUI*



Республика Казахстан Город Астана
Шестнадцатое августа две тысячи тринадцатого года

Я, Малахов Михаил Федорович, нотариус нотариального округа города Астана Республика Казахстан (государственная лицензия № 0000001 выдана 25 апреля 1998 года Министерством Юстиции Республики Казахстан), свидетельствую верность этой копии с подлинником документа. В последнем подчисток, приписок, зачеркнутых слов и иных неоговоренных исправлений или каких-либо особенностей не оказалось. Также свидетельствую подлинность подписи, сделанной переводчиком гр. Акау Сакией Каирхановной. Личность подписавшей документ установлена, дееспособность и полномочия её проверены.

Зарегистрировано в реестре № 18724
Сумма, оплаченная частному нотариусу
Нотариус *M. Malahov*



16 АВГ 2013 *26*
Пронумеровано и проиндентифицировано
достоверного документа
Нотариус Малахов М.Ф.
№ 0000001 от 25.04.1998 г. МЮ РК
M. Malahov