

MINUTES
from Extraordinary General Meeting of Shareholders of
KazMunaiGas Exploration Production Joint Stock Company

The extraordinary general meeting of shareholders (hereinafter referred to as "Meeting" or "EGM") of KazMunaiGas Exploration Production Joint Stock Company (hereinafter referred to as "Company") located at: Kabanbay Batyr, 17, Astana, 010000, Kazakhstan was held on 19 October 2017 at 10:00AM at: 3rd floor, assembly hall, Kabanbay Batyr, 17, Astana, 010000, Kazakhstan.

The name and the location of the Company's executive body: Management Board, Kabanbay Batyr, 17, Astana, 010000, Kazakhstan.

Ms Yelena Gorokhova, the Deputy Director of Legal Department at the Company, announced the opening of the Meeting, and gave the floor to the Chair of the Company's Counting Commission Ms Lazzat Nurmagambetova.

The Chair of the Counting Commission stated that, in accordance with the list of the Company's shareholders provided by Securities Registrar JSC as at 19 September 2017 (11:59PM), the total number of shares placed by the Company was 74,357,042 including 4,136,107 preferred shares, and 70,220,935 ordinary shares.

The following shareholders attended the Meeting:

1. National Company KazMunaiGas Joint Stock Company, the holder of 43,087,006 ordinary shares, represented by Ms Zukhra Bayankyzy Bayan, the Director of Operational Excellence Department at National Company KazMunaiGas Joint Stock Company (power of attorney No. 113-158 dated 16 October 2017);

2. Deutsche Bank Trust Company Americas (GDR depository of KazMunaiGas Exploration Production), represented by Aizhan Aitbayevna Amanzholova (power of attorney without number dated 12 October 2017) who represented the holders of 12,908,319 ordinary shares which comprise 77,450,241 global depository receipts.

Total: two representatives of shareholders were registered and present that are entitled to attend and vote at the Meeting, that hold in aggregate 82.7% of the total number of the Company's voting shares.

Pursuant to Article 45:1 of Kazakh Stock Corporation Act No.415 dated 13 May 2003, a general meeting of shareholders may review and make a decision on any item on agenda if by the end of the registration of meeting attendants there have been registered shareholders or their representatives that are specified in the list of shareholders entitled to attend and vote at such meeting, and that hold in aggregate 50 or more per cent of company's voting shares.

The quorum for the meeting of shareholders was reached.

Ms Yelena Gorokhova suggested appointing Ms Zukhra Bayan, the Director of Operational Excellence Department at National Company KazMunaiGas Joint Stock Company (power of attorney No.113-158 dated 16 October 2017), as the Chair of the Meeting of the Company.

The matter was put to a vote. The total number of the votes taking part in the voting was 43,087,006 votes.

Votes:

For	43,087,006 votes;
Against	no votes;
Abstained	no votes.



The following decision was made at the Meeting: to appoint Ms Zukhra Bayan, the Director of Operational Excellence Department at National Company KazMunayGas Joint Stock Company, as Chair of the Meeting of the Company.

Ms Yelena Gorokhova reported that, in accordance with clause 10.39 of the Company's Charter, the Company Secretary should act as Secretary of the Company's Meeting. In this regard, it was proposed to appoint Mr Saken Shoshanov, the Company Secretary, as the Secretary of the Company's Meeting.

The matter was put to a vote. The total number of the votes taking part in the voting was 43,087,006 votes.

Votes:

For	43,087,006 votes;
Against	no votes;
Abstained	no votes.

The following decision was made at the Meeting: to appoint Saken Shoshanov as the Secretary of the Company's Meeting.

Ms Yelena Gorokhova gave the floor to Ms Zukhra Bayan, the Chair.

The Chair informed the shareholders of the manner and the form of voting at the Meeting. Pursuant to Article 50:1 of the Kazakh Stock Corporation Act, the voting at a general meeting of shareholders should be done on a "one share – one vote" principle except for the following cases: (1) if the number of votes on shares that one shareholder holds is limited under Kazakh laws; (2) if cumulative voting takes place when a member is being appointed to the Board; (3) if each person that is entitled to vote at a general meeting of shareholders is given one vote to cast on procedure for holding a general meeting of shareholders. It was recommended that open voting is used.

The matter was put to a vote. The total number of the votes taking part in the voting was one votes.

Votes:

For	1 vote;
Against	no votes;
Abstained	no votes.

The following decision was made at the Meeting: that open voting is used to vote on matters on the agenda of the Company's Meeting pursuant to Article 50:1 of the Kazakh Stock Corporation Act.

The Chair of the Meeting Ms Zukhra Bayan gave the floor to the Secretary of the Company's Meeting Mr Saken Shoshanov regarding the time limits for the Meeting. Mr Shoshanov suggested giving each speaker on an agenda item up to ten minutes; up to five minutes to a speaker in a debate; and up to seven minutes to the Counting Commission to count votes.

Since no other recommendations were made on this matter at the Meeting, the matter was put to a vote. The total number of the votes taking part in the voting was one vote.



Votes:

For	1 vote;
Against	no votes;
Abstained	no votes.

The following decision was made at the Meeting: to approve the following time limits of the Company's Meeting: give each speaker on an agenda item up to ten minutes; up to five minutes to a speaker in a debate; and up to seven minutes to the Counting Commission to count votes.

The Chair of the Meeting Ms Zukhra Bayan gave the floor to the Secretary of the Company's Meeting Mr Saken Shoshanov regarding an item on the agenda. Mr Shoshanov reported that on 29 August 2017 the Company's Board of Directors made the decision to convene an Extraordinary General Meeting of Shareholders. The notice of the convention of the Meeting was published in the newspapers *Yegemen Kazakhstan* and *Kazakhstanskaya Pravda* both dated 1 September 2017.

On 20 September 2017 the Company's Board of Directors resolved to add an item on terms and quantum of fees payable to directors and reimbursement of the directors for any costs they may incur while discharging their duties. The notice of the amendments to the agenda of the Meeting was published in the newspapers *Yegemen Kazakhstan* and *Kazakhstanskaya Pravda* both dated 26 September 2017.

No other amendments were made to the agenda.

Therefore, it was proposed to approve the following agenda:

1. Company's counting commission;
2. Removal of Mr Igor Goncharov from the Board of Directors;
3. Election of a new member to the Company's Board of Directors; and
4. Terms and quantum of fees payable to directors and reimbursement of the directors for any costs they may incur while discharging their duties.

Since no other comments or recommendations were made on this matter, the matter was put to a vote. The total number of the votes taking part in the voting was 43,087,006 votes.

Votes:

For	43,087,006 votes;
Against	no votes;
Abstained	no votes.

The following decision was made at the Meeting: to approve the following agenda of the Meeting:

1. Company's counting commission;
2. Removal of Mr Igor Goncharov from the Board of Directors;
3. Election of a new member to the Company's Board of Directors; and
4. Terms and quantum of fees payable to directors and reimbursement of the directors for any costs they may incur while discharging their duties.

Item one. The Chair of the Meeting Ms Zukhra Bayan gave the floor to Mr. Saken Shoshanov, the Company Secretary.

Mr. Saken Shoshanov reported that pursuant to subclause 4) of Article 36:1 of the Kazakh Stock Corporation Act, and subclause 7) of Article 11:1 of the Company's Charter, a general meeting of shareholders is solely authorized to set the number of members on the Commission and the term of the Commission, and elect members to or remove them from the Commission.

As the employment contract between the Company and Ms Gulnara Ayaganova, a member of the Counting Commission, has been terminated, we recommend that she is removed from the Commission and that Mr Shyngys Iskakov, the Analyst of the Company Secretary Office, is elected as a member of the Counting Commission for the entire term of the Counting Commission.

The following resolution has been brought before Company's shareholders for consideration:

1. remove Ms Gulnara Ayaganova, a member of the Company's Counting Commission, from the Commission; and
2. elect Mr Shyngys Iskakov, as a member of the Company's Counting Commission for the entire term of the Company's Counting Commission.

The matter was put to a vote. The total number of the votes taking part in the voting was 55,995,325 votes.

Votes:

For	54,613,913 votes;
Against	1,381,412 votes;
Abstained	no votes.

The following decision was made at the Meeting:

1. remove Ms Gulnara Ayaganova, a member of the Company's Counting Commission, from the Commission; and
2. elect Mr Shyngys Iskakov, as a member of the Company's Counting Commission for the entire term of the Company's Counting Commission.

Item two. The Chair of the Meeting Ms Zukhra Bayan gave the floor to Mr. Saken Shoshanov, the Company Secretary.

Mr. Saken Shoshanov reported that pursuant to clause (8) of Article 11:1 of the Company's Charter, a general meeting of shareholders is solely authorized to set the number of members on the Board of Directors and their term of office; elect members to or remove them from the Board of Directors.

The general meeting of shareholders is recommended to remove Mr Igor Goncharov from the Company's Board of Directors as he is unavailable to take part in meetings of the Company's Board of Directors.

The following resolution has been brought before Company's shareholders for consideration:

To remove Mr Igor Goncharov from the Board of Directors.

The matter was put to a vote. The total number of the votes taking part in the voting was 55,995,325 votes.

Votes:

For	55,995,325 votes;
Against	no votes;
Abstained	no votes.



The following decision was made at the Meeting:

To remove Mr Igor Goncharov from the Board of Directors.

Item three. The Chair of the Meeting Ms Zukhra Bayan gave the floor to Mr. Saken Shoshanov, the Company Secretary.

Mr. Saken Shoshanov reported that on 29 August 2017 the Company's Board of Directors pursuant to Article 10.6 and clause 2 of Article 12:2 of the Company's Charter resolved to convene an extraordinary general meeting of shareholders. The election of a member to Company's Board of Directors has been added to the agenda of the extraordinary general meeting of shareholders.

Under the Kazakh Stock Corporation Act, a member may be elected to Company's Board of Directors from among candidates that have been recommended to be elected to the Board as representatives of shareholders. As per request from the majority shareholder – National Company KazMunaiGas ("NC KMG") that was made on 8 August 2017, Mr Oleg Karpushin, the Executive Vice President for Production, Exploration and Oilfield Services at NC KMG, was recommended for the election to the Company's Board of Directors.

Pursuant to clause 3.8 of the Terms of Reference for the Company's Board of Directors (as approved by the general meeting of shareholders on 30 October 2007) ("Terms of Reference"), shareholders may recommend candidates to the Board within fifteen (15) days from the date of notice of the general meeting of shareholders that has on its agenda the election of new directors to the Board.

No other shareholder of the Company has recommended any other candidate to the Board.

Pursuant to clause (8) of Article 11:1 of the Company's Charter, a general meeting of shareholders is solely authorized to set the number of members on the Board of Directors and their term of office; elect members to or remove them from the Board of Directors. Therefore, it is recommended that Mr Oleg Karpushin is elected to the Board of Directors.

The candidate's profile as per the Terms of Reference for the Board of Directors is attached hereto.

The following resolution has been brought before Company's shareholders for consideration:

To elect Mr Oleg Karpushin, a representative of the shareholder, to the Company's Board of Directors for the entire term of the Company's Board of Directors.

The matter was put to a vote. The total number of the votes taking part in the voting was 55,995,325 votes.

Votes:

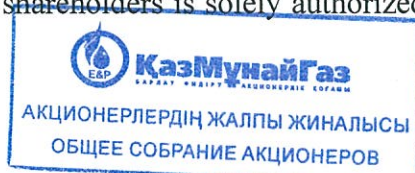
For	55,851,296 votes;
Against	144,029 votes;
Abstained	no votes.

The following decision was made at the Meeting:

To elect Mr Oleg Karpushin, a representative of the shareholder, to the Company's Board of Directors for the entire term of the Company's Board of Directors.

Item four. The Chair of the Meeting Ms Zukhra Bayan gave the floor to Mr. Saken Shoshanov, the Company Secretary.

Mr. Saken Shoshanov reported that pursuant to clause (8) of Article 11:1 of the Company's Charter, the general meeting of shareholders is solely authorized to set the number of members



on the Board of Directors and their term of office; elect members to or remove them from the Board of Directors; approve terms of reference for the Board of Directors, and set the terms and quantum of fees payable to directors and reimburse the directors for any costs they may incur while discharging their duties.

The Board of Directors recommended that the general meeting of shareholders considers revising the terms and quantum of fees payable to the independent non-executive directors ("INED") (resolution No.21 dated 20 September 2017).

The INED fees were last revised in 2010, seven years ago. They were revised at that time in conjunction with the search for a new INED and when the then 2010 fees had not been reviewed during the four years since the IPO in 2006. At the time of the IPO and again in 2010, the fees payable to the INEDs were set to recognise the facts that: the INEDs have significant regulatory responsibilities associated with the GDR listing on the London Stock Exchange; and, specific responsibilities to protect the interests of minority shareholders.

Since 2010 the responsibilities (and time commitments) of the INEDs have dramatically grown as a result of the: putative takeover offer from KMG NC, the majority shareholder, in 2014; long standing dispute throughout 2015 regarding the price paid to KMG EP for domestic oil sales; and, 2016 proposals from KMG NC to amend the Relationship Agreement. These corporate events have shown that the role of an INED is high profile and, in recent times, reluctantly confrontational. Those job characteristics will deter many quality candidates from applying for the role of an INED without a significant financial inducement to compensate for the enhanced reputational risk now associated with the role.

The INEDs received no additional compensation for their increased scope of work because of the above events or for their work enforcing the cost plus three percent formula or for successfully defending the interests of minority shareholders. Whilst with the Company, the INEDs now command the respect of the overwhelming majority of the minority shareholders and are held up in the international press as effective in promoting and protecting corporate governance in the Republic of Kazakhstan. They are an asset for KMG EP.

Objectives of new fee proposal

The attached fee schedule is designed to: (a) incorporate the remuneration for chairing the Nominations Committee; (b) increase the number of meetings of the INEDs from eight to forty meetings a year; (c) increase the remuneration for chairing the Audit Committee.

It is recommended setting the following additional amounts and terms of remuneration for the INEDs:

1) 25,000 US dollars a year for chairing the Nominations Committee with effect from 23 May 2017;

2) the total number of meetings of the INEDs must not exceed 40 meetings a year with effect from 1 January 2017.

It is also recommended increasing the remuneration for chairing the Audit Committee up to 50,000 US dollars.

Each INED on the Board as at 31 December 2016 is recommended to be paid a one-off remuneration of 50,000 US dollars to recognize their work in promoting and protecting corporate governance.

The following resolution has been brought before Company's shareholders for consideration:

1. to set the following additional amounts and terms of remuneration for the independent non-executive directors of the Company:

1) 25,000 US dollars a year for chairing the Nominations Committee with effect from 23 May 2017;

2) the total number of meetings of the INEDs must not exceed 40 meetings a year with effect from 1 January 2017.



2. to make the following amendment to the resolution of the annual general meeting of Company's shareholders dated 23 May 2017:
the digit "25" in subclause 3) of clause 1 of item 13 shall be replaced with the digit "50".
3. to pay one-off remuneration of 50,000 US dollars to each independent non-executive director on the Board as at 31 December 2016; and
4. that the Chair of the Company's Board of Directors and the Company's Chief Executive Officer and Chair of the Management Board, take steps required for this resolution to be implemented.

The matter was put to a vote. The total number of the votes taking part in the voting was 55,995,325 votes.

Votes:

For	51,819,651 votes;
Against	4,122,445 votes;
Abstained	53,229 votes.

The following decision was made at the Meeting:

1. to set the following additional amounts and terms of remuneration for the independent non-executive directors of the Company:
 - 1) 25,000 US dollars a year for chairing the Nominations Committee with effect from 23 May 2017;
 - 2) the total number of meetings of the INEDs must not exceed 40 meetings a year with effect from 1 January 2017.
2. to make the following amendment to the resolution of the annual general meeting of Company's shareholders dated 23 May 2017:
the digit "25" in subclause 3) of clause 1 of item 13 shall be replaced with the digit "50".
3. to pay one-off remuneration of 50,000 US dollars to each independent non-executive director on the Board as at 31 December 2016; and
4. that the Chair of the Company's Board of Directors and the Company's Chief Executive Officer and Chair of the Management Board, take steps required for this resolution to be implemented.

Once the decisions on the agenda have been adopted, the Chair of the Meeting Ms Zukhra Bayan thanked the shareholders for their participation and brought the meeting to a close.

The Company's Meeting was closed at 10:20AM.

Chair of the General
Meeting of Shareholders

_____ Zukhra Bayan

Secretary of the General
Meeting of Shareholders

_____ Saken Shoshanov

Members of the Counting
Commission:

Lazzat
Nurmagambetova



_____ Aigul Aliakparova

_____ Shyngys Iskakov

From the Shareholder holding
more than 10% of ordinary shares

_____ Zukhra Bayan

From the Shareholder holding
more than 10% of ordinary shares

_____ Aizhan
_____ Amanzholova