

**AMENDMENTS TO THE PROSPECTUS  
of KazMunaiGas Exploration Production**

(registered by the Kazakh Agency for regulation and supervision of financial market and financial organizations on 8 July 2004 as amended on 10 December 2004, 15 August 2005, 27 December 2006, 3 December 2007, 25 February 2008, 10 November 2008, 27 July 2009, 27 April 2010, 15 June 2010, 13 July 2011, 18 January 2012, 20 February 2012, 9 April 2012, 3 July 2012, 3 January 2013, 29 April 2013, 13 August 2013, 6 September 2013, 25 October 2013, 14 November 2013, 29 November 2013, 14 April 2014, 5 May 2014, 29 August 2014, 9 October 2014, 25 November 2014, 3 February 2015, and on 20 March 2015.)

1. Clause 11 Board of Directors of the Joint Stock Company shall be amended to read as follows:

“1)

Full name	Date of birth	Positions held over the last three years and positions still held including those held concurrently specified chronologically	Percentage ratio of shares held by the directors to the total of all shares placed by the joint stock company
<b>Chair of the Board of Directors</b>			
1. Christopher Simon Hopkinson	16 January 1967	01/09/2006 – 05/06/2009 CEO at Imperial Energy;  01/10/2009 – 01/08/2010 Vice President at TNK-BP;  01/10/2010 – 12/04/2011 Senior Vice President at BG Group Reading;  12/04/2011 – 12/03/2014 CEO at International Petroleum;  02/04/2014 to date First Deputy Chairman of the Management Board at National Company KazMunaiGas;  13/01/2015 elected to the Board of Directors of KazMunaiGas Exploration & Production;  13/04/2015 re-elected to the Board of Directors of	NO

		<p>KazMunaiGas Exploration &amp; Production;</p> <p>13/04/2015 re-elected as Chair of the Board of Directors of KazMunaiGas Exploration &amp; Production</p>	
<b>Directors</b>			
2. Abat Akmukanovich Nurseitov	13 May 1963	<p>01/03/2011 – 03/01/2012 Managing Director for Operations at KazMunaiGas Exploration &amp; Production;</p> <p>04/01/2012 – 22/01/2013 Deputy CEO for Operations at KazMunaiGas Exploration &amp; Production;</p> <p>26/01/2012 Elected to the Management Board of KazMunaiGas Exploration &amp; Production;</p> <p>22/01/2013 - to date Chief Executive Officer at KazMunaiGas Exploration &amp; Production.</p> <p>16/04/2013 Elected to the Board of Directors of KazMunaiGas Exploration &amp; Production;</p> <p>13/04/2015 Re-elected to the Board of Directors of KazMunaiGas Exploration &amp; Production.</p>	NO
3. Asiya Narimanovna Syrgabekova	22 June 1960	<p>22/06/2009 – 13/11/2013 Finance Director at National Company KazMunaiGas;</p> <p>13/11/2013 to date Managing Director for Investment and Risk Management at National Company KazMunaiGas;</p> <p>26/03/2010 Elected to the Board of Directors of KazMunaiGas Exploration &amp; Production;</p>	0,0038

		13/04/2015 Re-elected to the Board of Directors of KazMunaiGas Exploration & Production.	
4. Yerzhan Zhangaulov	28/05/1968	22/06/2009 – 14/02/2012 General Manager for Legal Support at National Company KazMunaiGas;  15/02/2012 – 13/11/2013 Head of Legal Team, member of the Management Board of National Company KazMunayGas;  13/11/2013 to date Managing Director for Legal Support of National Company KazMunayGas;  22/10/2013 Elected to the Board of Directors of KazMunaiGas Exploration & Production;  13/04/2015 Re-elected to the Board of Directors of KazMunaiGas Exploration & Production;	0,0019
5. Edward Thomas Walshe (independent director)	5 May 1941	04/10/2001 – 02/02/2010 CEO, Eddie Walshe Consulting Ltd;  30/11/2006 – 26/11/2009 Independent Non-Executive Director of Bateman-Litwin BV;  28/08/2006 Elected to the Board of Directors of KazMunaiGas Exploration & Production;  14/04/2014 Re-elected to the Board of Directors of KazMunaiGas Exploration & Production.	0,0015
7. Philip Dayer (independent director)	5 January 1951	2006 to date Independent Non-Executive Director and Chair of the Audit Committee at Dana Petroleum Plc;  2008 to date Independent Non-Executive Director	NO

		<p>at Gadogan Petroleum Plc, Aveva Group Plc;</p> <p>2009 to date Independent Non-Executive Director at Navigators Underwriting Agency Plc;</p> <p>25/05/2010 Elected to the Board of Directors of KazMunaiGas Exploration &amp; Production;</p> <p>14/04/2014 Re-elected to the Board of Directors of KazMunaiGas Exploration &amp; Production.</p>	
8. Alastair Ferguson (independent director)	31 August 1957	<p>02/05/2006 – 30/04/2011 Vice President for Gas at TNK BP;</p> <p>01/10/2011 to date Independent Director at JXX Oil &amp; Gas;</p> <p>01/09/2011 to date Senior Advisor to Xenon Capital Partners (Investment Bank);</p> <p>22/10/2013 Elected to the Board of Directors of KazMunaiGas Exploration &amp; Production;</p> <p>14/04/2014 Re-elected to the Board of Directors of KazMunaiGas Exploration &amp; Production.</p>	NO
8. Kurtwood Hillman	6 November 1954	<p>10/2005 – 05/2012 Vice President at HESS, New York;</p> <p>09/2012 – 05/2013 Director for E&amp;P at HESS, Samara, Russia;</p> <p>09/2014 – 01/2015 Advisor to Chair of the Management Board at National Company KazMunaiGas;</p> <p>01/2015 to date Managing Director for Operational Production Assets – Chief Engineer at</p>	NO

		National Company KazMunaiGas; 13/04/2015 Elected to the Board of Directors of KazMunaiGas Exploration & Production.	
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2) *the percentage ratio of shares held by the directors in subsidiaries and affiliates to the total of all shares placed by those subsidiaries and affiliates is 0 percent;*

The directors do not hold any shares in share capitals of subsidiaries and affiliates.

3) *changes in the membership of the Board of Directors over the last two years and the reasons for such changes.*

Changes in the membership of the Board of Directors of KazMunaiGas Exploration & Production over the last two years were made based on resolutions passed by general meetings of Company's shareholders upon recommendations made by representatives of shareholders and resignations of the directors.

From 13 March 2012 through 29 May 2012: 1. Lyazzat Kiinov; 2. Alik Aidarbayev; 3. Sisengali Utegaliyev; 4. Asiya Syrgabekova; 5. Yerzhan Zhangaulov; 6. Paul Manduca (independent director); 7. Edward Walshe (independent director); and 8. Philip Dayer (independent director).	From 29 May 2012 through 1 October 2012: 1. Lyazzat Kiinov; 2. Alik Aidarbayev; 3. Timur Bimagambetov; 4. Asiya Syrgabekova; 5. Yerzhan Zhangaulov; 6. Paul Manduca (independent director); 7. Edward Walshe (independent director); and 8. Philip Dayer (independent director).
From 1 October 2012 through 18 January 2013: 1. Lyazzat Kiinov; 2. Alik Aidarbayev; 3. Timur Bimagambetov; 4. Asiya Syrgabekova; 5. Yerzhan Zhangaulov; 6. Paul Manduca (independent director); 7. Edward Walshe (independent director); and 8. Philip Dayer (independent director).	From 18 January 2013 through 26 March 2013: 1. Lyazzat Kiinov; 2. Timur Bimagambetov; 3. Asiya Syrgabekova; 4. Yerzhan Zhangaulov; 5. Edward Walshe (independent director); and 6. Philip Dayer (independent director).
From 16 April 2013 through 9 July 2013: 1. Lyazzat Kiinov; 2. Timur Bimagambetov; 3. Asiya Syrgabekova; 4. Abat Nurseitov; 5. Edward Walshe (independent director); and 6. Philip Dayer (independent director).	From 9 July 2013 through 22 October 2013: 1. Daniyar Berlibayev; 2. Timur Bimagambetov; 3. Asiya Syrgabekova; 4. Abat Nurseitov; 5. Edward Walshe (independent director); and 6. Philip Dayer (independent director).
From 22 October 2013 through 14 April 2014: 1. Daniyar Berlibayev; 2. Timur Bimagambetov;	From 14 April 2014 through 13 January 2015: 1. Daniyar Berlibayev; 2. Timur Bimagambetov;

3. Asiya Syrgabekova; 4. Abat Nurseitov; 5. Yerzhan Zhangaulov; 6. Edward Walshe (independent director); 7. Philip Dayer (independent director); and 8. Alastair Ferguson (independent director).	3. Asiya Syrgabekova; 4. Abat Nurseitov; 5. Yerzhan Zhangaulov; 6. Edward Walshe (independent director); 7. Philip Dayer (independent director); and 8. Alastair Ferguson (independent director).
From 13 January 2015 through 13 April 2015: 1. Christopher Hopkinson; 2. Timur Bimagambetov; 3. Asiya Syrgabekova; 4. Abat Nurseitov; 5. Yerzhan Zhangaulov; 6. Edward Walshe (independent director); 7. Philip Dayer (independent director); and 8. Alastair Ferguson (independent director).	From 13 April 2015 to date: 1. Christopher Hopkinson; 2. Asiya Syrgabekova; 3. Abat Nurseitov; 4. Yerzhan Zhangaulov; 5. Edward Walshe (independent director); 6. Philip Dayer (independent director); 7. Alastair Ferguson (independent director); and 8. Kurtwood Stone Hillman

**CEO**

**Abat Nurseitov**

**Chief Accountant**

**Aizhan Zainelova**

**Head of Internal Audit**

**Ilya Kotlov**

**National Bank of Kazakhstan**

**KazMunaiGas Exploration Production**

Kabanbay Batyr 17, 010000, Astana

Tel. +7 (7172) 97 74 01

9 June 2015

No.33-3-02/4158

Your Ref.No.20-51/1822 dated 25 May 2015

**Registration of amendments to the prospectus**

The National Bank of Kazakhstan has registered amendments to the prospectus of KazMunaiGas Exploration & Production, and attached hereto is one copy of the amendments to the prospectus with a note of registration.

May we remind you of the requirements set out in clause 4 of Article 102 of the Kazakh Securities Market Act whereby an issuer must inform stockholders about any changes in business of an issuer that may affect the interests of stockholders including amendments to prospectus by posting such information on a website of the depositary of financial statements chosen under Kazakh accounting and financial reporting laws and by disclosing such information in the media *within fifteen calendar days from the date they occurred.*

**Z. Zhumabayeva**

**Deputy Director**

**Department for Supervision of Securities Market Entities**

No.0064420