



“APPROVED”

by the resolution of the Board of directors
of JSC “NMSC “Kazmortransflot”
of “11” April 2011
Minutes of meeting №04-11/SD

**Dividend policy
of JSC “NMSC “Kazmortransflot” in relation to
the daughter organizations and dependent companies
for the period of 2011-2015**

Content

1. General provisions	3
2. Goal and main principles	4
3. Main conditions of dividend payment to the Company	4
4. The order of determination of amounts of dividend distribution..	5
5. Timing of dividend payments	5
6. Informing DDO on dividend policy.....	5
7. Responsibility for dividend payment	6
8. Final provisions	6

1. General provisions

1.1 Dividend policy of JSC "NMSC "Kazmortransflot" in relation to the daughter organizations and dependent companies for the period of 2011-2015 (further – the Policy) establishes principles and determines mechanisms of implementation of relations between JSC "NMSC "Kazmortransflot" and its daughter organizations and dependent companies on the issue of dividend payment for the blocks of shares and participation shares, that belong to JSC "NMSC "Kazmortransflot".

1.2 The Policy is developed in accordance with Corporate Governance Code of JSC "NMSC "Kazmortransflot", approved by the resolution of the General shareholders meeting of JSC "NMSC "Kazmortransflot" of 4 September 2007 №08-07/OC (further – the Code), acting legislation of the Republic of Kazakhstan, the Charter of JSC "NMSC "Kazmortransflot" and its internal documents.

1.3 The policy does not cover the relationships between JSC "NMSC "Kazmortransflot" and its daughter organizations and dependent companies, which are under contract relationships with JSC "NMSC "Kazmortransflot", regulating the issue of determining the amount and order of dividend payment.

1.4 The following terms and definitions are used in the present Policy:

Company	- JSC "NMSC "Kazmortransflot".
Sole shareholder	- JSC NC "KazMunayGaz".
Daughter organization	- legal entity the majority of authorized capital of which is formed by the Company, or if, in accordance with the concluded agreement (or otherwise), the Company has the possibility to define decisions accepting by this organization.
Dependent companies	- legal entity where the Company has more than 20 % of voting shares, however not being daughter organization (for the purpose of the present Policy).
DDO	- the daughter and dependent organizations of JSC "NMSC "Kazmortransflot".
Policy	- the Dividend policy of the Company in relation to the daughter organizations and dependent companies for the period of 2011-2015.
Dividends	- the part of net income (total profit, retained profit) of DDO paid to the shareholders/stakeholders per their stocks and participatory shares in the authorized capitals of DDO.
Minimal dividends	- dividends accrued by DDO to the shareholders/stakeholders for the reporting period based on coefficient/amounts of minimal dividend payments in accordance with Appendix 1 to the Policy.

Surplus dividends	- dividends paid by DDO to the shareholders/stakeholders on the results of reporting period in addition to the Minimal dividends.
Non-commercial organisation	- legal entity which is not aimed at deriving revenue and distribution of net income between the stakeholders.

2. Goal and main principles

2.1 The goal of the Policy is to ensure the balance of interests of the Company and DDO, transparent approach at determining the size of dividend payments of DDO for the Company.

2.2 The main principles of the Policy:

- 1) ensuring the DDO payment of Minimal and Surplus dividends to the Company;
- 2) ensuring dividend income of the Company for expenses finance, specified in paragraph 2.3. of the present Policy, directed also at ensuring a steady growth of the Company capitalization at the expense of reinvestments;
- 3) the necessity for finance of the Company activity and DDO investment projects, approved in the established order.

2.3 The amount of the accrued dividends to the Company by DDO should cover demand in the Company funds for financing:

- 1) dividends payment to the Sole shareholder;
- 2) investment projects realized by the Company;
- 3) projects realized by DDO at the expense of the Company;
- 4) projects and/or other expenses realized by the Company under the instruction of the Sole shareholder;
- 5) financial-economic activity of the Company, including capital investments of administrative character;
- 6) other contingent expenses.

3. Main conditions of dividend payments to the Company

3.1 DDO, based on the amount of net income (total profit) for the year and the demand for the development of production and investment activity of the Company, along with capitalization growth, tend to increase the amount of dividend payments to the Company.

3.2 Conditions of dividend payments of DDO to the Company are:

- 1) availability of consolidated and separate net income by DDO (total profit) for the year in accordance with financial reporting confirmed by the independent auditors;
- 2) absence of limitations for dividend payments provided in the paragraph 5 Article 22 of the Law of the Republic of Kazakhstan "About joint-stock companies":
- 3) decision of the respective body of DDO.

4. The order of determination the amounts of dividend payments

4.1 The Company makes differentiated approach to determining the Minimal dividends in relation to several DDO depending on the character (profitability) of the business performed by this DDO, its capital capacity, the level of necessity to accomplish the investment activity with the attraction of own funds in middle term.

4.2 The amount of minimal dividends accrued by DDO to shareholders/stakeholders for the reporting period is determined based on the highest amount of DDO consolidated or separate net income (total profit) with the account of coefficients/amounts of minimal dividend payments in accordance with Appendix 1 to the Policy.

4.3 Surplus dividends from DDO could be accrued with account of annual financial results of DDO as well as with the account their needs in own funds for:

1) financing of capital investments, directed for production growth of the existing production assets, generating annual income;

2) financing of investment projects in part where own funds are needed in accordance with the agreed structure of project finance in the established order;

3) settlement of debt;

4) financing of contribution to the authorized capital of other legal entities, agreed in the established order;

5) financing of events under instruction of the Sole shareholder of the Company or state bodies.

4.4 Surplus dividends from DDO could be also accrued in case of payment of Surplus dividends by the Company to the Sole shareholder .

4.5 Final decision on the amount of dividends on the result of the reporting year is established by the decision of the respective body of DDO.

5. Timing of dividend payments

5.1 DDO make dividend payments to the Company in the order and timing established by acting legislation of the Republic of Kazakhstan.

5.2 DDO and their bodies ensure timely and complete payments of dividends to the Company.

5.3 The dividend payment is deemed to be money transfer to the Company bank account in accordance with the accepted decision on the timing and order of dividend payments or/and other methods established by the respective body of DDO.

5.4 Dividend payments are made in money or other form.

6. Informing on dividend policy of DDO

6.1 DDO are recommended to place their dividend policy, developed in compliance with the Code and amendments to it at the Corporate web-site in Internet.

6.2 DDO are obligatory publish the information on the decision on dividend payments, their amounts, timing and methods of payments, which should give clear and precise understanding to the Company on these issues.

6.3 Composition of the materials, submitted to the Company for decision making should contain all the necessary information testifying availability or absence of the conditions needed for dividend payments.

7. Responsibility for dividend payment

7.1 The responsibility for complete and timely dividend payment is determined by the acting legislation of the Republic of Kazakhstan and internal DDO documents.

8. Final provisions

8.1 The present Policy is introduced into force from the moment of its approval by the respective body of DDO.

Appendix № 1
to the Dividend policy
of JSC "NMSC "Kazmortransflot"
in relation to
daughter organizations and dependent companies
for the period of 2011-2015

**Coefficients/amounts of minimal dividend payments
to the daughter and dependent companies
of JSC "NMSC "Kazmortransflot"**

mln.tenge

№	Name	Coefficient/amount of minimal dividend payments
1	"Kazmortransflot Ltd" Company	0,15 of NI
2	"Kazmortransflot UK Ltd." Company	0,15 of NI

Note:

- * NI – the highest amount of the consolidated or separate net income (total profit, retained income) of DDO.
- ** In case of negative amount of the second part of calculating formula (in square brackets), the dividends are paid in the amount not less that the one mentioned in the first part of the formula.