

EXHIBIT 1

Form of Certificate to be Delivered in Connection with Transfers of Notes Pursuant to Regulation S to Permit Removal of the Rule 144A Legend

To: Citibank N.A., London Branch
13th Floor, Citigroup Center
25 Canada Square
Canary Wharf
London E14 5LB
United Kingdom

**THE REPUBLIC OF KAZAKHSTAN (THE "ISSUER")
REPRESENTED BY THE MINISTRY OF FINANCE OF THE REPUBLIC OF
KAZAKHSTAN ACTING UPON AUTHORISATION OF THE GOVERNMENT OF THE
REPUBLIC OF KAZAKHSTAN**

U.S.\$10,000,000,000 MEDIUM TERM NOTE PROGRAMME

Reference is hereby made to the fiscal agency agreement dated 24 September 2014 (as may be amended or supplemented from time to time, the "**Fiscal Agency Agreement**") and made between the Issuer, Citigroup Global Markets Deutschland AG as registrar (the "**Registrar**" which expression includes any successor registrar appointed from time to time in connection with the Notes), Citibank, N.A., London Branch as fiscal agent (the "**Fiscal Agent**" which expression includes any successor fiscal agent appointed from time to time in connection with the Notes) and the transfer agents, paying agents and other agents named therein. Terms used herein and defined in the Fiscal Agency Agreement are used herein as so defined.

In connection with our transfer of U.S.\$[●] principal amount of Notes, we confirm that such transfer has been effected pursuant to and in accordance with Regulation S under the Securities Act, and, accordingly, we represent that:

1. the offer and sale of the Notes was made to a non-U.S. person in an offshore transaction within the meaning of Rule 902 of Regulation S;
2. no directed selling efforts have been made in the United States within the meaning of Rule 903(a)(2) or Rule 904(a)(2) of Regulation S, as applicable; and
3. the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act;

In addition, if the undersigned is an officer or director of the Issuer, or a distributor or any affiliate of the Issuer, such sale is made in accordance with the applicable provisions of Rule 904(b)(2) of Regulation S. Accordingly, we request that you issue Notes which do not bear the Rule 144A Legend.

[Details of the relevant accounts at Euroclear Bank SA/NV or Clearstream Banking, *société anonyme*, as the case may be, and The Depository Trust Company to be credited and debited, respectively, are as follows [insert details]].

In connection with such request, we hereby certify that such transfer has been effected in accordance with the transfer restrictions set forth in the Notes.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer. Terms used in this certificate have the meanings set forth in Regulation S.

[Name of Transferor]

By:

Authorised Signature

EXHIBIT 2

Form of Certificate to be Delivered by Transferor in Connection with Transfers of Notes Pursuant to Rule 144A To Request Addition of the Rule 144A Legend

To: Citibank N.A., London Branch
13th Floor, Citigroup Center
25 Canada Square
Canary Wharf
London E14 5LB
United Kingdom

**THE REPUBLIC OF KAZAKHSTAN (THE "ISSUER")
REPRESENTED BY THE MINISTRY OF FINANCE OF THE REPUBLIC OF
KAZAKHSTAN ACTING UPON AUTHORISATION OF THE GOVERNMENT OF THE
REPUBLIC OF KAZAKHSTAN**

U.S.\$10,000,000,000 MEDIUM TERM NOTE PROGRAMME

Reference is hereby made to the fiscal agency agreement dated 24 September 2014 (as may be amended or supplemented from time to time, the "**Fiscal Agency Agreement**") and made between the Issuer, Citigroup Global Markets Deutschland AG as registrar (the "**Registrar**" which expression includes any successor registrar appointed from time to time in connection with the Notes), Citibank, N.A., London Branch as fiscal agent (the "**Fiscal Agent**" which expression includes any successor fiscal agent appointed from time to time in connection with the Notes) and the transfer agents, paying agents and other agents named therein. Terms used herein and defined in the Fiscal Agency Agreement are used herein as so defined.

This letter relates to U.S.\$[●] principal amount of Notes which are held in the form of a Note which does not bear the Rule 144A Legend (as defined in the Fiscal Agency Agreement constituting the Notes) in the name of [transferor] (the "**Transferor**"). The Transferor has requested an exchange or transfer of such beneficial interest in the Notes for an interest in a Note bearing the Rule 144A Legend.

In connection with such request, and in respect of such Notes the Transferor acknowledges (or if the Transferor is acting for the account of another person, such person has confirmed to the Transferor that it acknowledges), that such Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and the Transferor hereby certifies that, if the transferee is a U.S. person within the meaning of Regulation S under the Securities Act, such transfer has been effected (i) in accordance with the transfer restrictions set forth in the Notes and (ii) in a transaction meeting the requirements of Rule 144A under the Securities Act.

The Transferor does hereby further certify that the beneficial interests in the Notes are being transferred to a person that the Transferor reasonably believes:

1. if the transferee is a U.S. person within the meaning of Regulation S, is (a) a "qualified institutional buyer" within the meaning of Rule 144A (a "**QIB**") (b) is not a broker-dealer that owns and invests on a discretionary basis less than U.S.\$25,000,000 in securities of unaffiliated issuers, (c) is not a participant-directed employee plan, such as a 401(k) plan, (d) acquiring such Notes for its own account or for the account of one or more QIBs, (e) was not formed for the purpose of investing in the Notes or the Issuer and (f) aware, and each beneficial owner of such Notes has been advised, that the seller of such Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A;

2. (a) is purchasing not less than U.S.\$200,000 principal amount of Notes (or its equivalent in other currencies) and (b) will provide notice of the applicable transfer restrictions to any subsequent transferees. In addition, it understands that the Issuer may receive a list of participants holding positions in its securities from one or more book-entry depositories;
3. understands that such Notes have not been and will not be registered under the Securities Act and may not be offered, sold, pledged or otherwise transferred except (a) in accordance with Rule 144A to a U.S. person that it and any person acting on its behalf reasonably believe is a QIB purchasing for its own account or for the account of one or more QIBs, each of which is purchasing not less than U.S.\$200,000 (or its equivalent in other currencies) in principal amount of the Restricted Notes or (b) to a non-U.S. person in an offshore transaction within the meaning of Regulation S in accordance with Rule 903 or Rule 904 of Regulation S under the Securities Act, in each case in accordance with any applicable securities laws of any State of the United States;
4. understands that the Issuer has the power to compel any owner of such Notes that is a U.S. person and is not a QIB to sell its Notes, or may sell such interest on behalf of such owner and that the Issuer has the right to refuse to honour the transfer of such Notes to a U.S. person who is not a QIB;
5. acknowledges that, prior to any transfer of Definitive Note Certificates or of beneficial interests in the Global Notes, the holder of Definitive Note Certificates or the holder of beneficial interests in Global Notes, as the case may be, may be required to provide certifications and other documentation relating to the manner of such transfer and submit such certifications and other documentation as provided in the Fiscal Agency Agreement; and
6. In addition, the Transferor does hereby certify that (i) the Transferor has provided notice of these restrictions to the Transferee; (ii) the Transferee has confirmed to the Transferor that it acknowledges that the Issuer, the Registrars, the Dealers and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of the acknowledgements, representations or agreements deemed to have been made by it by its transfer of Notes pursuant to Rule 144A is no longer accurate, it shall promptly notify the Issuer and the Dealers, and that if the Transferee is acquiring any Notes for the account of one or more persons who are QIBs, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account; and (iii) the Transferor will provide any purchaser from it of the Notes notice of the transfer restrictions set forth above.

[Details of the relevant accounts at Euroclear Bank SA/NV or Clearstream Banking, *société anonyme*, as the case may be, and The Depository Trust Company to be credited and debited, respectively, are as follows [insert details]]

We hereby request that you issue Notes which bear the Rule 144A Legend.

We understand that this certificate is required in connection with certain securities laws of the United States. In connection therewith, if administrative or legal proceedings are commenced or threatened in connection with which this certificate is or would be relevant, we irrevocably authorise you to produce this certificate to any interested party in such proceedings.

Yours faithfully,

[Insert name of Transferor]

By: _____

Date:

Authorised Signature

SIGNATURES

**THE REPUBLIC OF KAZAKHSTAN,
REPRESENTED BY THE MINISTRY OF
FINANCE OF THE REPUBLIC OF
KAZAKHSTAN ACTING UPON
AUTHORISATION OF THE
GOVERNMENT OF THE REPUBLIC OF
KAZAKHSTAN**
Issuer

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By:

CITIBANK N.A., LONDON BRANCH
Fiscal Agent, Paying Agent, Transfer Agent

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By:

CITIGROUP GLOBAL MARKETS DEUTSCHLAND AG
Registrar

}

By:

SIGNATURES

**THE REPUBLIC OF KAZAKHSTAN,
REPRESENTED BY THE MINISTRY OF
FINANCE OF THE REPUBLIC OF
KAZAKHSTAN ACTING UPON
AUTHORISATION OF THE
GOVERNMENT OF THE REPUBLIC OF
KAZAKHSTAN**
Issuer

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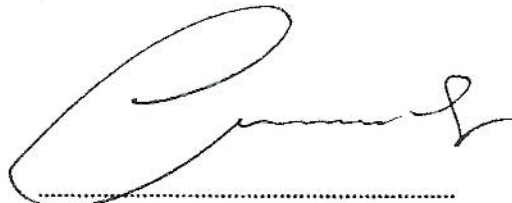
By:

CITIBANK N.A., LONDON BRANCH
Fiscal Agent, Paying Agent, Transfer Agent

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By:

Chris Hobbs
Vice President



CITIGROUP GLOBAL MARKETS DEUTSCHLAND AG
Registrar

}

By:

Siegfried Roos

Gabriele Fisch

