

Notice of an extraordinary general meeting of shareholders of Kazakhstan Stock Exchange JSC, whose decisions are made by absentee voting

Dear shareholders of Kazakhstan Stock Exchange JSC,

Hereby the joint-stock company "Kazakhstan Stock Exchange" (hereinafter – the Exchange) with the location of its executive body (Management Board) at the address: 280 Bayzakov St., North Tower of the Multifunctional Complex "Almaty Towers", 8th floor, Almaty 050040, Republic of Kazakhstan, notifies its shareholders of an extraordinary general meeting of shareholders of the Exchange in accordance with the decision (at the initiative) of the Exchange's Board of Directors (minutes No. 38 of the meeting dated October 27, 2020).

An extraordinary general meeting of the Exchange's shareholders will be held **by absentee voting** of the Exchange's shareholders without holding a general meeting of shareholders (hereinafter – the Meeting).

Agenda of the Meeting formed by the decision of the Board of Directors of the Exchange

- "1. On approval of the agenda of the extraordinary general meeting of shareholders of the Exchange.
2. On early termination of powers of I. Marich, member of the Board of Directors, independent director of the Exchange.
3. On determining the composition of members of the Board of Directors of 10 people.
4. About the election of I. Marich a member of the Exchange's Board of Directors".
5. On the election of one member of the Board of Directors, an independent director of the Exchange.
6. On the election of the Exchange's corporate secretary as the secretary of the general meeting of shareholders of the Exchange".

In accordance with item 6 of Article 43 of the Act on Joint-Stock Companies, when a decision is made by a general meeting of shareholders through absentee voting, the agenda of the general meeting of shareholders cannot be changed and (or) supplemented.

The list of the Exchange's shareholders entitled to participate in the Meeting will be compiled on the basis of data from the Exchange's shareholders register system as of November 10, 2020.

The starting date for submitting ballots is **November 10, 2020**.

The deadline for submitting ballots for calculating the results of absentee voting is **December 10, 2020**.

The date of counting the results of absentee voting is **December 11, 2020**.

When summarizing the results of voting at the meeting, ballots for absentee voting will be taken into account received by the Exchange from its shareholders before 18.00 o'clock (Nur-Sultan time) **December 10, 2020**.

The procedure of informing the company's shareholders with materials on the agenda of the general meeting of shareholders

Materials on the agenda of the General Meeting of Shareholders and voting ballots will be available to shareholders no later than thirty days before the date of the General Meeting of Shareholders (the deadline for submitting ballots for counting the results of absentee voting) at the location of the Exchange's Management Board, and will also be sent electronically to persons included in the list of the Exchange's shareholders.

If there is a request from a shareholder of the Exchange, materials on the agenda of the general meeting of shareholders will be sent to him within three working days from the date of receipt of the request.

Additional information regarding absentee voting of the Exchange's shareholders can be received by phone: 8 (727) 237 53 43.

We draw the attention of the company's shareholders

Due to the fact that one of the issues on the agenda of the said meeting is the election of one member of the Board of Directors, an independent director of the Exchange, we ask shareholders, no later than November 5, 2020, to present to the Exchange candidates for election of a member of the Board of Directors, an independent director of the Exchange, in order to include candidates proposed by the Exchange's shareholders in the ballot.

In accordance with item 2 of Article 44 of the Act "On Joint-Stock Companies", information on a candidate for the position of a member of the Board of Directors must include:

- 1) last name, first name, and also, if desired, patronymic;
- 2) information about the education;
- 3) information about affiliation to the Exchange;
- 4) information about places of work and positions held for the last three years;
- 5) other information confirming the qualifications, work experience of candidates.

Information about the candidate for the position of a member of the Board of Directors should include information that the proposed candidate is a candidate for the position of an independent director.

If a candidate to the Board of Directors is a shareholder or an individual who is not a shareholder of the company and has not been proposed (not recommended) for election to the Board of Directors as a representative of a shareholder, then this information must also be specified with the inclusion of data on the shareholder's ownership of voting shares of the company as of the date of the formation of the list of shareholders.

Candidates for the position of a member of the Board of Directors – an independent director of the Exchange must meet the requirements for executives established by article 54 of the Act of the Republic of Kazakhstan "On the Securities Market", also must meet the requirements of subitem 20) of article 1 of the Act of the Republic of Kazakhstan "On Joint-Stock Companies".

A letter specifying information about the candidate for the position of a member of the Board of Directors, an independent director, must be sent no later than the specified time to the address: 280 Bayzakov St., North Tower of the Multifunctional Complex "Almaty Towers", 8th floor, Almaty 050040, Republic of Kazakhstan.

Procedure of conducting the voting

Absentee voting of the Exchange's shareholders is carried out on the basis of Article 49 of the Act of the Republic of Kazakhstan "On Joint-Stock Companies".

We ask the Exchange's shareholders to familiarize themselves with the following absentee voting procedure and absentee voting procedure.

1. Participation in the General Meeting of the Exchange's Shareholders by absentee voting without holding a General Meeting of Shareholders will be carried out by filling out a ballot for absentee voting.
2. Before voting on the agenda of the general meeting of shareholders, it is necessary to fill in all the fields in the absentee ballot with information about the shareholder and his personal data.

Personal data of a shareholder – an individual in a document proving his identity, as well as details of an identity document of a shareholder – an individual specified in a document proving the identity of a shareholder – an individual, in a list of shareholders entitled to participate in a general meeting of shareholders drawn up on the basis of the data of the Exchange's shareholder register system and the ballot for absentee voting filled out by a shareholder – an individual (or his representative) must be the same.

Information about a shareholder – a legal entity in its constituent documents, as well as details of its constituent documents specified in copies of constituent documents of the shareholder – a legal entity, in the list of shareholders entitled to participate in the general meeting of shareholders, compiled on the basis of data from the Exchange's shareholders register system, and the ballot for absentee voting filled in by a shareholder – a legal entity must be the same.

If there are discrepancies, the absentee voting ballot shall be deemed invalid if, together with the absentee voting ballot, the shareholder (or his representative) does not provide documents confirming the change in the specified data/details in the holders' registers system of the Central Securities Depository JSC (the original document or its notarized certified copy).

3. An absentee voting ballot must be signed by a shareholder – an individual (a representative of a shareholder – an individual) indicating information about the identity document of this person.

A ballot for absentee voting of a shareholder – a legal entity must be signed by its head (representative of the shareholder – a legal entity).

If the absentee voting ballot is signed by a shareholder's representative, a copy of the power of attorney or other document confirming the powers of the shareholder's representative is attached to the absentee voting ballot.

A ballot without the signature of a shareholder – an individual or the head of a shareholder – a legal entity or a representative of a shareholder – an individual or a representative of a shareholder – a legal entity is considered invalid.

When counting votes, votes are taken into account on those issues on which the shareholder (the shareholder's representative) followed the voting procedure specified in the ballot and only one of the possible voting options is marked.

4. Shareholders must attach to the absentee voting ballot:

- 1) shareholders – individuals: a copy of the shareholder's identity document; if ballot is signed by its representative: copies of the document proving the identity of the shareholder and his representative, and a copy of the document confirming the representative's right to sign;
- 2) shareholders – legal entities: a copy of the decision of the authorized body of a shareholder – a legal entity on the appointment/election of its head; a copy of the identity document of the head of the shareholder – a legal entity;
- 3) if the bulletin is signed by a representative of a shareholder – a legal entity: in addition to the above documents – copies of the document proving the identity of the shareholder's representative and a document confirming the right of the representative to sign.

5. Acceptance of the ballot for absentee voting and the necessary documents specified in this information message, will be carried out at the actual location of the Exchange executive body at the following address: 280 Bayzakov St., North Tower of the Multifunctional Complex "Almaty Towers", 8th floor, Almaty 050040, Republic of Kazakhstan.

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The results of the absentee voting will be communicated to shareholders by publishing them in Kazakh and Russian on the Internet resource of the financial statements depository and in the manner prescribed by Article 21 of the Exchange's Charter, within fifteen calendar days after the closing date of the general meeting of shareholders.

Norms of legislative acts of the Republic of Kazakhstan, in accordance with which the general meeting of shareholders of a company is held by absentee voting.

The general meeting of shareholders is held in accordance with item 5 of Article 41, item 6 of Article 43, paragraph 2 of item 4 of Article 45, with Article 49, Articles 51 and 52 of the Act of the Republic of Kazakhstan "On Joint-Stock Companies".