



Қазақстан қор биржасы
Казахстанская фондовая биржа
Kazakhstan Stock Exchange

February 22, 2024 No. 02-01-02/ *AKO*

Attn: shareholders
of Kazakhstan Stock Exchange
JSC

**About candidates to the Board of Directors
of Kazakhstan Stock Exchange JSC**

Dear shareholders of Kazakhstan Stock Exchange JSC,

hereby the joint-stock company "Kazakhstan Stock Exchange" (hereinafter – the Exchange / KASE) with the location of its executive body (Management Board) at the following address: 280 Baizakov St., North Tower of Multifunctional complex "Almaty Towers", 8th floor, city of Almaty 050040, Republic of Kazakhstan, *announces that an annual general meeting of shareholders (hereinafter – AGM) will be held in May 2024, dedicated to the results of KASE's activities for 2023.*

The agenda of KASE's AGM will be formed by the Board of Directors from an exhaustive list of issues, one of which will be the issue of *electing members of the Exchange's Board of Directors.*

In this regard, we ask you to send to the Exchange letters with proposals on candidates to the Exchange's Board of Directors no later than **April 15, 2024**.

We note that in accordance with item 5 of Article 54 of the Act of the Republic of Kazakhstan "On the Securities Market"¹, proposed candidates to the Exchange's Board of Directors **must have an approval from the authorized body** to occupy the position of the head and members of the management body. An exception in this case will be candidates for the position of the head or a member of the management body who are independent directors that can be agreed upon with the authorized body both before their election to the specified position and after.

In accordance with item 2 of Article 44 of the Act "On Joint-Stock Companies", we ask that in the letter of nomination of a candidate for the position of a member of the Board of Directors or a member of the management body who is an independent director, please include the following information:

- 1) last name, first name, and also, if desired, patronymic;
- 2) information about education;
- 3) information about affiliation with the Exchange;
- 4) information about places of work and positions occupied for the last three years;
- 5) other information confirming the qualifications and work experience of candidates;
- 6) and information about a candidate for the position of a member of the Board of Directors must include information about which shareholder the proposed candidate represents or whether he is a candidate for the position of an independent director.

¹ "5. A candidate for the position of an executive does not have the right to perform the relevant functions without an approval of the authorized body. The prohibition established by part one of this item does not apply to a person elected to the position of the head or a member of the management body, who is an independent director that has the right to perform the corresponding functions without agreeing upon with the authorized body, no more than sixty calendar days from the date of his election."

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

In accordance with the Regulations on the Board of Directors², approved by a decision of the extraordinary general meeting of KASE shareholders (minutes No. 27 dated February 11, 2016), the candidate's consent to be elected to the position of a member of KASE's Board of Directors must be attached to the letter of nomination of the candidate.

Candidates for the position of a member of the Board of Directors must meet the requirements for executive employees established by Article 54 of the Act of the Republic of Kazakhstan "On the Securities Market", including candidates for the position of an independent director must meet the requirements of sub-item 20) of Article 1 of the Act of the Republic of Kazakhstan "On Joint-Stock Companies".

Please note that when electing members of the Board of Directors, KASE shareholders consider the presented candidates for their compliance with the requirements for candidates, the legislation of the Republic of Kazakhstan, as well as the qualification requirements determined by the Regulations on the Board of Directors². In addition, a candidate to KASE's Board of Directors must guarantee, undertake and ensure that: (a) neither this person nor its affiliates are sanctioned persons or included in the sanctions lists of the United States of America, the European Union, and/or U.K.

If you have any additional questions, please contact us by phone: 8 (727) 237 53 43

Sincerely,

Chairman of the Management Board



A. Aldambergen

- Appendix:**
- 1) information about the candidate for the position of a member of KASE's Board of Directors
 - 2) consent to election to the position of a member of KASE's Board of Directors.

Contact: Victoria Grebneva, the Corporate Secretary

Tel.: +7 727 237 5343

Email: v.grebneva@kase.kz

² The Regulations on the Board of Directors are posted on the Exchange's corporate Internet resource www.kase.kz in the section "Corporate Documents of the Exchange".

Appendix 1

to the letter No. 420 of
Kazakhstan Stock Exchange
JSC dated 22 February of
2024

DETAILS

**of the candidate for the position of a member of the Board of Directors
of Kazakhstan Stock Exchange JSC**

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

- 1) last name, first name, patronymic (if available);
- 2) information about education;
- 3) information about affiliation with the company / confirmation of its absence;
- 4) information about places of work and positions held for the last three years;
- 5) other information confirming the candidate's qualifications and work experience.

Information about a candidate for the position of a member of the Board of Directors must also include information about which shareholder the proposed candidate for a member of the Board of Directors represents, or information that the candidate is a candidate for the position of an independent director.

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

_____ (Last name, first name, patronymic (if any))

_____ Signature

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Appendix 2

to the letter No. 420 of
Kazakhstan Stock Exchange
JSC dated XX month of
2024

CONSENT

**to being elected to the position of a member of the Board of Directors
of Kazakhstan Stock Exchange JSC**

I hereby confirm my consent to being elected to the position of a member of the Board of Directors of Kazakhstan Stock Exchange JSC (hereinafter – the Exchange).

I also hereby confirm that I meet the requirements established by the legislation of the Republic of Kazakhstan for executive employees, and my business reputation does not contain the following cases, factors and/or circumstances:

- 1) being accused for criminal offenses against the person, against property, in the field of economic activity, for corruption and other criminal offenses against the interests of the civil service and public administration;
- 2) participation as an accused or defendant in criminal proceedings in connection with criminal offenses against the person, against property, in the field of economic activity, for corruption and other criminal offenses against the interests of the civil service and public administration;
- 3) violation of the requirements of the legislation of the Republic of Kazakhstan or the legislation of another state regulating the professional activity in which I was (am) engaged;
- 4) evasion of compliance with the requirements of international professional standards applied in the Republic of Kazakhstan, in terms of ethics, exclusion of conflicts of interest;
- 5) recognition as insolvent of a legal entity in which I was an executive and (or) a major shareholder (major partner), during the period of my activity as an executive and (or) being in the status of a major shareholder (major partner) of this legal entity or within 2 (two) years after termination of my powers as an executive and (or) loss of the status of a major shareholder (major partner) of this legal entity;
- 6) termination of an employment contract at the initiative of the employer for negative reasons;
- 7) provision of false information regarding myself (my personality, professional activities, persons affiliated with myself) or my property or evasion from providing such information.

_____ (Last name, first name, patronymic (if any))

_____ Signature

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