

## Notice of the Annual General Meeting of Shareholders of the Kazakhstan Stock Exchange JSC

Dear ladies and gentlemen,

Kazakhstan Stock Exchange joint stock company (hereinafter, the Exchange) with its executive body (Management Board) located at the address: 280 Bayzakov St., 8th floor, Northern Tower of the Almaty Towers multifunctional complex, city of Almaty, Republic of Kazakhstan, 050040, hereby informs its shareholders of convening the Annual General Meeting of Shareholders of the Exchange (hereinafter, the AGM), which is convened at the initiative of the Board of Directors of the Exchange (meeting minutes No. 23 dated April 26, 2019) based on paragraph 1 of Article 35, paragraph 1 and sub-paragraph 3) of paragraph 3 of Article 37 and Article 41 of the Law of the Republic of Kazakhstan "On Joint Stock Companies" (hereinafter, the Law "On Joint Stock Companies").

The meeting will be held on **May 30, 2019**, at 3.00 pm Almaty time at the address: 280 Bayzakov St., 1st floor, Northern Tower of the Almaty Towers multifunctional complex, city of Almaty.

Registration of the meeting participants will be conducted on May 30, 2019 from 2.00 pm to 2.45 pm Almaty time at the meeting venue.

If there is no quorum, the next Annual General Meeting of shareholders of the Exchange would be held

on May 31, 2019 at 3:00 p.m. Almaty time at the same venue. Registration of participants of Annual General Meeting of shareholders of the Exchange will take place on May 31, 2019 from 2:00 pm until 2:45 pm Almaty time at the AGM venue.

The list of shareholders entitled to participate at the AGM will be compiled as at 00:00 Almaty time May 15, 2019.

\* \* \*

### Meeting Agenda

1. On the Exchange's operations in 2018.
2. On the approval of the Exchange's annual financial statements for 2018.
3. On the procedure for the Exchange's net income distribution for 2018.
4. On choosing an audit firm to audit annual financial statements of the Exchange for 2019.
5. On the approval of changes and amendments No. 4 to the Exchange's Charter.
6. On the approval of the change No. 2 to the Methodology for Valuation of Shares of Kazakhstan stock Exchange at Their Buyback.
7. On the approval of the change No. 2 to the Corporate Governance Code of Kazakhstan Stock Exchange.
8. On the approval of changes and amendments No. 3 to the Regulations on the Board of Directors.
9. On the shareholders' petitions related to the actions of the Exchange and its officials and the results of their consideration.
10. On the information regarding the amounts and components of fees paid to Board of Directors and Management Board's members of the Exchange.
11. On remuneration to Board of Directors' members in 2018.

\* \* \*

In accordance with sub-paragraph 1) of paragraph 4 of Article 43 of the Law "On Joint Stock Companies", the agenda of the General Meeting of Shareholders can be supplemented by a shareholder, who alone or together with other shareholders owns five percent or more of the company's voting shares, or by the Board of Directors, provided that the company's shareholders have been informed of such amendments no later than fifteen days before the date of the General Meeting or in accordance with the procedure established in sub-paragraph 2) of paragraph 4 of Article 43 of the Law "On Joint Stock Companies".

According to paragraph 4 of Article 44 the Law "On Joint Sock Companies", materials on the agenda of the General Meeting of Shareholders will be ready and available for Shareholders no later than 10 calendar days prior the date of the General Meeting of Shareholders at the offices of the Board of the Exchange and on the Exchange's corporate website at <https://www.kase.kz> in the section for shareholders of the Exchange.

Hand-out materials on the agenda of the General Meeting of Shareholders will be sent to the Exchange's shareholder within three working days after receiving the request provided that there is a request from that shareholder. The Exchange shall bear the costs for production of copies of documents and their delivery.

For further information on the General Meeting of Shareholders please call: 8 (727) 237 53 43.

We hereby offer the Exchange's shareholders to familiarize themselves with the following procedure for conducting the General Meeting of Shareholders.

\* \* \*

Registration of the arriving shareholders (their representatives) will be conducted before the opening of the General Meeting of Shareholders. Please bring yours identity documents. A representative of the shareholder must present a power of attorney confirming his/her powers to participate and vote at the General Meeting of Shareholders or a document confirming the right to act without a power of attorney on behalf of a shareholder or to represent him/her.

The shareholder (shareholder's representative), who failed to get registered, will not be not counted when determining the quorum and will not have the right to participate in voting.

The General Meeting of Shareholders shall be opened at the time announced in presence of a quorum.

The General Meeting of Shareholders shall elect the Chairman and the Secretary of the General Meeting of Shareholders and shall determine the form of voting – open or secret (by ballots).

In accordance with paragraph 1 of Article 50 the Law "On Joint Stock Companies", voting at the General Meeting of Shareholders shall be conducted according to the "one share-one vote" principle, except for cumulative voting when members of the Board of Directors are elected. "One share-one vote" principle stipulates that each person entitled to vote at the General Meeting of Shareholders shall be provided one vote on procedural matters of holding the General Meeting of Shareholders.

The chairman may not prevent persons authorized to participate in discussions on agenda items from delivering their speeches, except for the cases when such speeches result in the breach of the procedural regulations of the General Meeting of Shareholders or when the debates over such issue have been closed.

The General Meeting of Shareholders shall be entitled to make decisions on adjourning and extending its work, including postponing the consideration of certain items on agenda of the General Meeting of Shareholders to the next day.

The General Meeting of Shareholders shall be declared closed only after consideration of all items on the agenda and taking decisions on them.

In accordance with paragraph 1 of Article 52 of the Law "On Joint Stock Companies", the minutes of the General Meeting of Shareholders shall be drawn up and signed within three business days after the General Meeting of Shareholders is closed.

The General Meeting of Shareholders shall be held in accordance with articles 35, 36, 37, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 50, 51 and 52 of the Law "On Joint Stock Companies" and Article 15 of the Exchange's Charter.

\* \* \*

We invite the Exchange's shareholders to participate in the Annual General Meeting of shareholders of the Exchange.