



## **Kaspi.kz Extraordinary General Meeting additional information**

Following the announcement of our Extraordinary General Meeting, due to take place on the 19 November 2024 and its agenda, please find below, additional information.

### Agenda of the Extraordinary General Meeting of Shareholders:

1. Approval of the agenda;  
*Standard EGM item, under the law of the Republic of Kazakhstan.*
2. Distribution of dividends on common shares of JSC Kaspi.kz and approval of a dividend amount per share;  
*The Board of Directors recommends 850 KZT dividend per common share for approval by the shareholders.*  
*The proposed record date of shareholders list for dividends payable to holders of JSC Kaspi.kz's common shares is 18 November 2024.*  
*The expected dividend record date for holders of JSC Kaspi.kz's American Depositary Shares ("ADSs") is 20 November 2024.*
3. Approval of amended Charter of JSC Kaspi.kz;  
*The Revised draft Charter for approval is available through the links below:*  
[https://ir.kaspi.kz/media/Revised\\_Charter\\_Draft\\_Rus\\_Kz.pdf](https://ir.kaspi.kz/media/Revised_Charter_Draft_Rus_Kz.pdf)  
[https://ir.kaspi.kz/media/Revised\\_Charter\\_Draft\\_Eng\\_Unofficial\\_Translation.pdf](https://ir.kaspi.kz/media/Revised_Charter_Draft_Eng_Unofficial_Translation.pdf)
4. Election of the Board Member due to resignation of one of the Board Members;  
*Based on recommendation of the Nomination Committee, Mr. Zurab Nikvashvili is proposed for election to the Board of Director of JSC Kaspi.kz (Board) as an independent member.*  
*Mr. Nikvashvili will replace Mr. N. Zinovyev, who has expressed his intention to leave the Board shortly.*  
*Mr. Nikvashvili is a founding professor of the accounting and finance program of Free University of Tbilisi delivering lectures for BBA and MBA students. He spent the main part of his career, between 2003 and 2021 at Ernest & Young Georgia. Between 2007 and 2021 he served as a partner, head of tax and law practices in Georgia and Armenia for Ernest & Young. Mr. Nikvashvili is also a member of the supervisory board for the Europe Foundation. Previously Mr. Nikvashvili qualified as a Certified Public Accountant (CPA) in the USA and a Certified Public Accountant in Georgia. Mr. Nikvashvili graduated from Georgian Technical University with a bachelor degree in civil engineering and also holds a PhD in Engineering from the same university.*

5. Approval of the amount and terms of remuneration and reimbursement of expenses of the Board Members incurred while performing Board Member's duties;  
*It is proposed to approve Mr. Nikvashvili's fixed remuneration (net of tax) of \$50,000 per annum and \$10,000 per annum in case he chairs a board committee. As a part of the long-term incentive program, Mr. Nikvashvili will be entitled to receive stock options for 1410 ADSs which will vest over 3 years equally.*  
*It is also proposed to approve that Mr. Zinovyev retains his granted but unvested options as a good leaver.*
  
6. On entering into a major transaction (and the Company's participation in the activities of a legal entity), as a result of which the Company acquires or alienates (may acquire or alienate) property, the value of which is 50 percent or more of the total book value of the Company's assets.  
*Approval of the acquisition of 65.41% in D-Market Electronic Services & Trading ("Hepsiburada" NASDAQ: HEPS). More information is available through the links below:*

[https://ir.kaspi.kz/media/Form\\_6-K\\_18102024.pdf](https://ir.kaspi.kz/media/Form_6-K_18102024.pdf)

[https://ir.kaspi.kz/media/Valuation\\_Summary\\_-\\_Hepsiburada.pdf](https://ir.kaspi.kz/media/Valuation_Summary_-_Hepsiburada.pdf)

The list of shareholders entitled to participate in the Extraordinary General Meeting of Shareholders will be determined based on the shareholder register of JSC Kaspi.kz as at 18 October 2024.

**For further information**

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