

Appendix No. 12
to the minutes of the meeting of the
Board of Directors of Qazaqstan
Investment Corporation Joint Stock
Company
dated 30.05.2023
(Minutes No. 08/23)

APPROVED BY
decision of the Board of Directors of
Qazaqstan Investment Corporation Joint
Stock Company dated 30.05. 2023
(Minutes No. 08/23)

**Regulation on Anti-Corruption Compliance Service of Qazaqstan Investment
Corporation Joint Stock Company**

Astana, 2023

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Chapter 1. General provisions

1. This Regulation on Anti-Corruption Compliance Service of Qazaqstan Investment Corporation Joint Stock Company (the Company) (the Regulation) has been developed in accordance with the legislation of the Republic of Kazakhstan, the Model Regulation on Anti-Corruption Compliance Services in Quasi-Public Sector Entities, approved by the order of the Chairman of Anti-Corruption Agency of the Republic of Kazakhstan (Anti-Corruption Service) dated March 31 2023, No. 112 and Anti-Corruption Policy of the Qazaqstan Investment Corporation Joint Stock Company. The Regulation defines the status, goals, tasks, functions, powers, rights and obligations, as well as responsibility of the Company's Anti-Corruption Compliance Service (the ACS), the main provisions for planning activities, reporting and interaction of ACS with other bodies and structural divisions of the Company.

2. The terms used in this Regulation are identical to the terms defined by the legislation of the Republic of Kazakhstan, the Charter and internal documents of the Company.

3. After approval by the Board of Directors of the Company, this Regulation shall be posted on the corporate Internet resource of the Company and brought to the attention of all employees of the Company.

4. The following basic terms are used in this Regulation:

1) anti-corruption compliance means the function to ensure compliance by the Company and its employees with anti-corruption legislation of the Republic of Kazakhstan;

2) ACS means the Company's service aimed at ensuring compliance by the Company and its employees with anti-corruption legislation of the Republic of Kazakhstan;

3) internal analysis of corruption risks means identification and study of the causes and conditions that contribute to corruption offenses;

4) conflict of interests means the conflict between the personal interests of persons holding a responsible public position, persons authorized to perform public functions, persons equated to them, officials and their official powers, in which the personal interests of these persons may lead to failure to perform and (or) improper performance of their official duties;

5) corruption offense means an unlawful guilty act (action or omission) that has signs of corruption, for which administrative or criminal liability is established by law;

6) corruption risk means the possibility of causes and conditions that contribute to the commission of corruption offenses;

7) corruption prevention means the activity of anti-corruption entities to study, identify, limit and eliminate the causes and conditions that contribute to the commission of corruption offenses by developing and implementing a system of preventive measures;

8) The authorized anti-corruption body is a state body responsible for formation and implementation of anti-corruption policy of the Republic of Kazakhstan, and coordination in the field of anti-corruption, as well as prevention, detection, suppression, disclosure and investigation of corruption offenses, and its territorial divisions.

5. The term of office of ACS shall be established by the Board of Directors - 3 years. The term of office of the head and employee of the ACS coincides with the term of office of the ACS.

6. In carrying out its activities, the ACS is guided by:

- 1) the legislation of the Republic of Kazakhstan;
- 2) The Charter of the Company, these Regulations and other applicable internal documents of the Company, and decisions of the Company's bodies.

7. The determination of quantitative composition and working procedure of the ACS, the appointment and termination of the powers of its head and employees, the working procedure of the ACS, the determination of the amount and other conditions of remuneration are carried out by decisions of the Board of Directors of the Company.

8. The assessment of ACS activities, determination (target and actual values) of key performance indicators of ACS employees is carried out in accordance with the provisions of regulatory internal documents approved by the Board of Directors of the Company.

9. The qualification requirements for the head and employees of the ACS, their job responsibilities, rights and responsibilities are established in the job descriptions, taking into account the legislation of the Republic of Kazakhstan and this Regulation in accordance with Appendices No. 1 and No. 2, respectively.

10. Social support, guarantees, and vacation pay for ACS employees are carried out in accordance with the provisions of the Company's internal documents applicable to other employees of the Company to the extent that does not contradict the legislation of the Republic of Kazakhstan, this Regulation, and the terms of remuneration of ACS employees established by the Board of Directors of the Company.

11. In order to ensure independence and objectivity, the ACS is a service of the Company, which is directly subordinate to the Board of Directors of the Company and reports to it on its work.

12. ACS exercises its powers regardless of the influence of the members of the Company's Management Board and other persons and is independent in ensuring compliance with the requirements of anti-corruption legislation of the Republic of Kazakhstan.

13. The head of the ACS has free access to members of the Board of Directors, the Management Board, and heads of structural divisions of the Company and organizations, fifty or more percent of voting shares (participation shares in the authorized capital) of which directly or indirectly belong to the Company.

14. In order to ensure the objectivity and impartiality of the activities, the head and employees of the ACS should not be involved in any activity that can subsequently be checked (evaluated) when performing compliance control in the Company.

15. Methodological support of the ACS is provided by the authorized anti-corruption body and its territorial divisions.

Chapter 2. Goals, objectives, principles, functions and powers of ACS

16. The main purpose of the ACS activity is to ensure compliance by the Company and its employees with the legislation of the Republic of Kazakhstan on combating corruption, as well as monitoring the implementation of anti-corruption measures.

17. Objectives of ACS:

1) to ensure the implementation of tools for prevention of corruption offenses by the Company and its employees;

2) to implement effectively the system of anti-corruption measures in the Company;

3) to ensure internal analysis of corruption risks in the Company;

4) to ensure the compliance with external regulatory requirements and best international practices on anti-corruption issues;

5) to ensure compliance with the basic anti-corruption principles in accordance with the Law of the Republic of Kazakhstan "On Combating Corruption" (the Law);

6) to conduct verifications of contractors who have submitted applications for participation in procurement, applying for sponsorship assistance for compliance with the requirements of the legislation of the Republic of Kazakhstan and internal regulatory documents of the Company and its subsidiaries within the competence of the ACS;

7) to check the persons who conclude an employment contract and (or) a service contract with the Company;

8) to identify and verify potential partners according to the "Know Your Client" procedure;

9) to account affiliated persons of the Company;

10) to maintain a list of insiders and monitor the use of insider information;

11) to form compliance culture.

12) other objectives defined by the Company's internal regulatory documents.

18. 15. In accordance with the main tasks, the ACS in the appropriate manner performs the following functions:

1) ensures development of:

- anti-corruption policies;
- instructions and/or rules on organization of the anti-corruption system (including regulating the procedure for informing employees of the Company about facts or possible violations of anti-corruption legislation);
- policies for identifying and resolving conflicts of interest;
- anti-corruption standard, in accordance with the anti-corruption legislation;
- internal action plan on anti-corruption issues (Anti-Corruption Compliance program);
- document regulating issues of corporate ethics and conduct;
- 2) collects, processes, summarizes, analyzes and evaluates information related to the effectiveness of anti-corruption policy in the Company;
- 3) coordinates the internal analysis of corruption risks in the Company's activities in accordance with the regulatory legal acts of the Republic of Kazakhstan;
- 4) participates in an external analysis of corruption risks in the Company's activities carried out by a joint decision of top decision makers of competent anti-corruption body and the Company;
- 5) monitors the identified corruption risks in the Company and the measures taken to mitigate and eliminate them;
- 6) conducts explanatory activities on anti-corruption issues and formation of an anti-corruption culture in the Company;
- 7) organizes anti-corruption training seminars for the Company's employees;
- 8) ensures control over compliance by the Company's employees with the anti-corruption policy and issues of corporate ethics and conduct;
- 9) promotes the formation of a culture of relationships corresponding to generally accepted moral and ethical standards in the collective of the Company;
- 10) ensures that persons equated to persons authorized to perform state functions comply with financial control measures and anti-corruption restrictions established by Law within the competence of the ACS;
- 11) develops and monitors the implementation of internal action plan on anti-corruption issues by the Company's structural divisions;
- 12) takes measures to identify, monitor and resolve conflicts of interest, including in matters of employment, procurement and business processes of the Company;
- 13) takes measures to resolve the issues of giving and receiving gifts in the Company;
- 14) performs a comprehensive verification of the reliability of counterparties;
- 15) conducts internal inspections on the basis of appeals (complaints) about the facts of corruption in the Company and/or participates in them;
- 16) monitors and analyzes the changes in anti-corruption legislation, judicial practice in cases related to corruption in the Company;
- 17) assesses the effectiveness of the implementation of anti-corruption measures by structural units and employees of the Company;

18) hears information from structural divisions and employees of the Company on anti-corruption issues;

19) develops recommendations to eliminate identified corruption risks, improve the efficiency of internal processes of the Company's activities for subsequent submission to the members of the Management Board and/or the Board of Directors of the Company;

20) performs functions related to compliance and business ethics issues, if such functions do not affect independence and do not create a conflict of interest;

21) interacts with the authorized anti-corruption body and state bodies, quasi-public sector entities, public associations, as well as other individuals and legal entities.

19. Implementation of anti-corruption compliance in the Company is based on the following principles:

1) sufficiency of the powers and resources allocated to perform the functions of anti-corruption compliance;

2) management's interest in the effectiveness of anti-corruption compliance;

3) information openness of ACS activities;

4) ACS independence;

5) continuity of anti-corruption compliance;

6) improving anti-corruption compliance;

7) continuous improvement of the competencies of specialists performing the functions of anti-corruption compliance.

20. The head of the ACS ensures the fulfillment of the tasks assigned to the ACS.

21. The head and employees of the ACS need to constantly improve their professional qualifications by participating in training events held by authorized bodies and professional organizations in the field of compliance.

Chapter 3. Rights and obligations of the ACS

22. To implement the assigned tasks, the ACS has the right to:

1) request and receive information and materials, including those constituting commercial and official secrets, from the structural divisions of the Company and organizations, fifty percent or more of the voting shares (participation shares in the authorized capital) of which directly or indirectly belong to the Company, within the approved procedures regulated by the internal documents of the Company;

2) initiate the submission of issues related to their competence to the Board of Directors for consideration;

3) initiate official inspections on incoming reports of possible corruption offenses or violations of the legislation of the Republic of Kazakhstan on combating corruption;

4) require managers and other employees of the Company to submit written explanations within the framework of official investigations;

5) participate in development of projects, regulatory legal acts and their implementation, including proposals to improve the anti-corruption legislation of the Republic of Kazakhstan;

6) participate in development of projects of internal regulatory documents within its competence;

7) organize and hold meetings on issues related to the competence of the ACS;

8) create information channels to inform the Company's employees about the facts of the existence or potential possibility of violations of anti-corruption legislation in the Company, or to make proposals to improve the effectiveness of anti-corruption measures in the Company;

9) submit proposals to the Board of Directors on the structure and staffing of the ACS;

10) perform other actions that do not contradict the legislation of the Republic of Kazakhstan.

23. The ACS shall:

1) timely and at the proper level perform the tasks and functions of the ACS;

2) express a professional attitude to work when collecting, evaluating, discussing and transmitting information about controlled business processes, systems, documents and events;

3) assist the Company's managers in the development of measures (corrective, preventive actions) based on the results of inspections, as well as to monitor progress in the implementation of these measures;

4) respect the confidentiality of information about the Company and its affiliated persons, insider information that became known during the implementation of the functions of the ACS, if it does not contain data on impending and (or) committed corruption offense;

5) ensure the confidentiality of persons who have applied for alleged or actual facts of corruption, violations of the Corporate Code of Ethics and other internal documents and procedures on combating corruption in the Company;

6) promptly inform the Board of Directors of any situations related to the presence or potential possibility of violation of anti-corruption legislation;

7) inform the competent anti-corruption body about the cases of corruption offenses that have become known, are being prepared, being committed or committed;

8) not to interfere with the established mode of operation of the Company;

9) observe official and professional ethics;

10) perform other tasks and participate in other events at the request or on behalf of the Board of Directors of the Company.

Chapter 4. The ACS's liability and restrictions in activities

24. ACS is accountable to the Board of Directors of the Company:

1) for untimely and poor-quality performance of tasks and functions of the ACS;

2) for non-fulfillment of their duties in accordance with these Regulations, other internal documents of the Company and the legislation of the Republic of Kazakhstan.

25. In case of failure to perform or improper performance of official duties, disciplinary punishment shall be applied by the decision of the Board of Directors of the Company to the head and (or) employees of the ACS on the terms and in accordance with the procedure established by the legislation of the Republic of Kazakhstan and internal documents of the Company.

26. The financial responsibility of the head and employees of the ACS, the procedure for compensation for damage or loss (if any) shall be determined by the legislation of the Republic of Kazakhstan and internal documents of the Company.

27. The head and employees of the ACS shall not:

1) initiate or carry out actions that are not directly related to the activities of the ACS;

2) be involved in any activities that may subsequently be subject to compliance control, and be engaged in checking the activities or functions performed by them;

3) participate in the inspections of the processes in which they participated during the previous three years;

4) participate in any activity that could damage the impartiality of the audit or be perceived as causing such damage;

5) use confidential information for personal interests or in any other way contrary to the legislation of the Republic of Kazakhstan, the Charter and other internal documents of the Company;

6) accept gifts and use services, as a result of which the independence, objectivity and impartiality of the ACS may be damaged or which may be perceived as causing such damage.

7) take part in inspections, internal investigations and other activities that may lead to a conflict of interest;

8) violate the norms of business ethics;

9) manage the actions of employees of structural divisions, except in cases when these employees are appointed in accordance with the established procedure to participate in conducting compliance inspections;

28. The head and employees of ACS may not be elected to the Board of Directors and executive body of the Company and organizations, fifty or more percent of the voting shares (participation shares in the authorized capital) of which directly or indirectly belong to the Company.

29. It is not recommended to elect the head and employees of ACS to the committee, commission or group (on procurement, inventory or other issues) created by the Company as a member with the right to sign or vote, except in cases of participation as experts, consultants, observers.

Chapter 5. Interaction with the competent anti-corruption body

30. ACS shall quarterly send information on anti-corruption measures taken in the Company to the the competent anti-corruption body.

At the request of competent anti-corruption body, additional information shall be sent on anti-corruption measures taken in the Company.

31. In case of potential corruption offenses on the part of Company's managers or employees, the ACC shall apply to the authorized state bodies in accordance with paragraph 1 of Article 24 of the Law.

Chapter 6. ACS Performance Reports

32. ACS carries out its activities on the basis of an annual Anti-Corruption Compliance Program approved by the Company's Board of Directors.

33. Annually, by December 31, the ACS shall annually and by December 31, develop an annual Anti-Corruption Compliance Program for the next year to be approved by the Board of Directors.

34. The planning process (development of an Anti-Corruption Compliance Program) shall be carried out by the head of the ACS and shall consist of the following elements:

1) collection, analysis of information and documents related to the Company's activities;

2) assessment-determination of the Company's activities with the highest degree of compliance risks;

3) definition of the goals and objectives of the ACS activities;

4) determination of deadlines for fulfillment of the set goals and objectives, as well as means of monitoring their achievement;

5) preparation of Anti-Corruption Compliance Program and its submission for approval.

35. The ACS ensures the implementation of the Anti-Corruption Compliance Program and quarterly, no later than the second month following the reporting quarter, submits reports on its activities to the Board of Directors.

36. Reports on activities of the ACS shall be preliminarily reviewed and approved by the relevant Committee under the Board of Directors in order to develop recommendations for the Board of Directors.

37. The report should include information about the main results of the work of the ACS and recommendations for the Company's activities. It should contain objective, constructive and complete information in a concise form to enable the recipients of the report to quickly review the results of the work.

38. The report on activities of ACS may include (but not limited to):

1) information on the implementation of the Anti-Corruption Compliance Program in terms of specific tasks for the reporting period, the causes and factors of deviations from the plan, if any;

2) information about significant facts of violations identified by the ACS, recommendations issued, measures taken or reasons for not accepting recommendations;

3) information about the presence of compliance risks in business processes, internal regulatory documents identified by the ACS, recommendations issued, measures taken or reasons for not accepting recommendations;

4) other measures and recommendations to prevent and minimize compliance risks;

5) the results of the ACS inspections and monitoring of the ACS recommendations' implementation;

6) analysis and generalization of appeals from individuals and legal entities, including through the hotline, in order to improve the work and eliminate the causes of complaints;

7) information on the consideration of major transactions of the Company and transactions in which there is an interest, including an increase in the Company's liabilities by 10% or more of the amount of equity, the consideration of which falls within the exclusive competence of the Board of Directors or the Sole Shareholder.

8) the status of compliance risks and identified risks of corruption and legalization of proceeds from crime and terrorist financing;

9) information about other activities (work) carried out by the ACS during the reporting period (on interaction with relevant organizations, regulatory authorities, participation in trainings, implementation of individual development plans, etc.).

Chapter 7. Interaction of the ACS with the bodies, structural divisions of the Company

39. Internal documents regulating the procedure for the activities of the ACS, audit plans and periodic reports of the ACS (their drafts) are subject to:

1) submission to the members of the Management Board of the Company for the purpose of informing;

2) consideration by the Board of Directors of the Company. Based on the results of consideration of (draft) documents of the ACS, the Board of Directors of the Company approves them or makes other decisions in accordance with its competence.

40. In order to organize the work of the ACS, the Chairman of the Management Board of the Company (or another authorized person) makes decisions on the following issues:

1) compliance by the head and employees of the ACS with the requirements of the labor regulations and other internal documents of the Company in the part that does not contradict the norms of these Regulations and (or) the organizational status of the ACS;

2) acceptance of an application and issuance of an order for the vacation of the head and employees of the ACS in accordance with the labor legislation of the Republic of Kazakhstan;

3) conclusion and (or) termination, within the framework of the labor legislation of the Republic of Kazakhstan, of employment contracts with the head and employees of the ACS on the basis of decisions taken in accordance with the internal documents of the Company;

4) business trips of the head and employees of the ACS.

41. In order to fulfill its tasks and functions, the ACS interacts and cooperates on its own initiative with any structural units.

42. In the framework of interaction with the Board of the ACS:

1) provides the Management Board with information on compliance risks and violations in accordance with internal regulatory documents;

2) makes proposals to the Management Board on improving compliance control.

43. The Management Board of the Company shall:

1) contribute to the creation of an effective environment for the implementation of the activities of the ACS, to assist the ACS in fulfilling its goals, tasks, functions and responsibilities, in the implementation of the rights of the ACS;

2) provide administrative (organizational and technical) support for the activities of the ACS, including providing the ACS with the necessary capabilities, assets and resources for its activities, including information systems and applications (access to the necessary databases) and other goods, works, services for the implementation of appropriate control and compliance inspections;

3) in accordance with the established procedure, provide the head and employees of the ACS with training and certification opportunities on the activities of the ACS, advanced training on the Company's activities, social and communication skills and competencies, as well as reimbursement of official travel expenses.

44. The interaction of the ACS with the divisions of the Company is based on mutual politeness and correctness in work.

45. Employees of the Company's divisions are obliged to assist the ACS in the implementation of its tasks, functions, duties and rights, which, among other things, is expressed in:

1) provision of all documents and all information necessary for the implementation of the tasks and functions of the ACS;

2) objective discussion of the identified risks and violations;

3) joint solution of emerging issues and problems.

46. The Company's divisions are obliged to inform the ACS on the compliance risks realized in the reporting period and provide other information at the request of the ACS.

Chapter 8. Final provisions

47. This Regulation shall come into force from the moment of approval by the Board of Directors of the Company or from the date specified in the decision of the Board of Directors.

48. Amendments and additions to this Regulation may be made by a decision of the Company's Board of Directors.

Job description of the Head of the Anti-Corruption Compliance Service of Qazaqstan Investment Corporation Joint Stock Company

1. General provisions

1. This job description of an employee (compliance controller) of the Anti-Corruption Compliance Service of Qazaqstan Investment Corporation Joint Stock Company (hereinafter referred to as ACS) has been developed in accordance with the legislation of the Republic of Kazakhstan, the Charter of Qazaqstan Investment Corporation Joint Stock Company, the Regulations on the Anti-Corruption Compliance Service of Qazaqstan Investment Corporation Joint Stock Company (hereinafter referred to as The regulation on the ACS).

2. The Head of the ACS is appointed to the position and dismissed by the decision of the Board of Directors of Qazaqstan Investment Corporation Joint Stock Company (hereinafter referred to as the Company) upon presentation (recommendation) of the HR, Remuneration and Social Affairs Committee of the Company's Board of Directors (hereinafter referred to as the Committee).

An employment contract with the head of the ACS is concluded and terminated by the Chairman of the Management Board of the Company (or another person authorized by him/her) on the basis of a decision of the Board of Directors of the Company in accordance with the labor legislation of the Republic of Kazakhstan.

3. Supervision of the activities of the head of the ACS is carried out by the Committee.

The application and the order for the vacation of the head of the ACS is signed by the Chairman of the Management Board of the Company (another person authorized by him/her) in accordance with the labor legislation of the Republic of Kazakhstan.

4. In his/her professional activity, the head of the ACS must be guided by the legislation of the Republic of Kazakhstan, the Regulation on the ACS, other internal documents of the Company and this job description.

2. Qualification requirements

5. The head of the ACS must have:

- 1) higher education in law or economics and finance;

2) work experience in the professional sphere or in the fields of economics and finance - at least 3 (three) years;

3) work experience in the type of economic activity corresponding to the profile of the organization (preferably in the group of companies of NMH "Baiterek" JSC and/or public administration bodies) – at least 3 (three) years;

4) experience in managing a group of performers - at least 3 (three) years;

5) knowledge of regulatory legal acts of the Republic of Kazakhstan, including the Constitution of the Republic of Kazakhstan, the Civil Code of the Republic of Kazakhstan, the Budget Code of the Republic of Kazakhstan, the Code of the Republic of Kazakhstan "On Taxes and other mandatory payments to the Budget", the Entrepreneurial Code of the Republic of Kazakhstan, the Laws of the Republic of Kazakhstan "On Combating Corruption", "On Access to Information", "On Joint stock companies companies", "On limited and additional liability partnerships", "On State property" and other regulatory legal acts of the Republic of Kazakhstan;

6) knowledge of the state language at levels not lower than average.

6. It is not allowed to appoint a person to the position of the head of the ACS who has an unexpunged or outstanding criminal record in accordance with the procedure established by law for crimes committed in the field of economic activity, for corruption and other crimes against the interests of the public service or public administration, crimes against the foundations of the constitutional system and the security of the state.

3. Job responsibilities

7. The following responsibilities are assigned to the head of the ACS:

1) managing the activities of the ACS;

2) ensuring the organization of the work of the ACS, as well as the fulfillment of the tasks and functions assigned to the ACS in accordance with the internal documents of the Company and the regulations on the ACS;

3) consideration of appeals of individuals (individuals and legal entities) on corruption issues in the Company and Administration of the hotline, including receiving calls from individuals and legal entities on corruption issues in the Company with subsequent study of issues and taking appropriate measures;

4) conducting investigations of violations by officials and employees of the Company of the legislation of the Republic of Kazakhstan, guided by the norms of the legislation of the Republic of Kazakhstan and internal regulatory documents of the Company. Based on the results of the investigations, the management of the Company and its subsidiaries are provided with recommendations for the elimination and adoption of corrective measures in relation to the detected inconsistencies with the requirements of the legislation of the Republic of Kazakhstan, regulatory acts, internal documents and procedures of the Company in order to manage compliance risks in the Company's work and Conduct compliance audits within the framework of compliance risk management based on the

compliance risk map in order to verify control measures and mechanisms to minimize such risks;

5) collection, processing and analysis of data on inspections and requests of law enforcement agencies of the Republic of Kazakhstan in the Company and its subsidiaries in the framework of criminal and administrative proceedings in order to subsequently inform the management of the Company and take measures to prevent damage to the Company and its subsidiaries;

6) timely submission of reports to the authorized anti-corruption body in accordance with the established procedure; regular formation and submission to the Board of Directors of the Company of reports on the activities of the ACS in the framework of compliance risk management of the Company;

7) organization, together with interested structural divisions of the Company, of trainings and seminars for personnel training on issues related to compliance risk management and corruption risks, conducting tests on knowledge of the compliance risk management system and the legislation of the Republic of Kazakhstan on corruption (formation of compliance culture) and advising structural divisions of the Company on issues related to in the competence of the ACS;

8) management of key internal and external relationships. As the head of the structural division of the Company, builds and develops relationships with key decision makers and stakeholders, creates and maintains a network of partnerships with colleagues and representatives of government agencies in order to effectively make decisions, protect interests and build a positive reputation of the Company;

9) investigations and compliance inspections within the framework of compliance risk management and anti-corruption systems;

10) formation of a compliance culture, including an anti-corruption culture through training activities for the Company's employees;

11) planning the activities of the ACS in accordance with the established procedure;

12) monitoring of activities planned and (or) carried out by the Company in order for the Company's employees to fulfill recommendations, requirements based on the results of ACS inspections, as well as inspections by other authorized bodies;

13) taking measures to improve their professional qualifications;

14) initiation of consultations, discussions with members of the Board of Directors of the Company on issues within the competence of the ACS;

15) study and implementation of international experience on anti-corruption and compliance risk management;

16) monitoring of legislative, regulatory, analytical documents, and making appropriate proposals for amendments to the Company's internal procedures and documents;

17) making decisions on all issues within the competence of the ACS and performing other duties assigned to the ACS by the Board of Directors of the Company.

4. Rights

8. The head of the ACS has the following rights:

1) to apply directly to members of the Board of Directors and the Management Board of the Company, other employees of the Company and officials of subsidiaries of the Company;

2) to make suggestions for improving the work, developing the working methods of the ACS;

3) to make proposals to determine the quantitative composition, the order of work of the ACS, organizational and technical support of the ACS;

4) get access to all necessary documents on the implementation of anti-corruption compliance control in the Company and subsidiaries of the Company (if necessary), including those containing commercial or other secrets, or having a confidentiality regime;

5) to refuse to review, approve internal and other documents in case there is a threat of violation of the principles of objectivity and independence of the ACS and/or their non-compliance with the legislation of the Republic of Kazakhstan or internal documents of the Company, with the possible submission of a reasoned refusal and (or) proposals on the legal procedure for resolving the issues under consideration;

6) refuse to commit illegal acts or acts incompatible with generally accepted ethical standards that violate the internal regulatory documents of the Company and (or) the legislation of the Republic of Kazakhstan;

7) to exercise other powers provided for by the legislation of the Republic of Kazakhstan and internal documents of the Company, as well as those arising from them;

8) to contact directly and on their own initiative with members of the Management Board of the Company and its subsidiaries in order to promptly resolve issues;

9) within its competence to represent the Company in state and supervisory bodies, and other organizations;

10) to demand and freely obtain access to any information, data, documents, automated systems and databases without the possibility of correction (in viewing mode), including information constituting a commercial and other secret protected by the Law;

11) conduct correspondence, request and receive from other structural divisions, officials and bodies of the Company and its subsidiaries, information, documents and explanations necessary to perform the tasks and functions of the ACS;

12) on its own initiative, to cooperate with any divisions, collegial bodies, employees of the Company and subsidiaries of the Company, and get access to any documents, files and reports necessary for the performance of its duties;

13) make copies of the received documents, to receive copies of files and other records stored in electronic databases, local computer networks and autonomous computer systems of the Company and its subsidiaries for the purposes of anti-corruption compliance control;

14) to freely and unhindered express their opinions, send suggestions, recommendations and submit the results of inspections and information about violations to the Board of Directors, the Management Board of the Company and its subsidiaries,

15) to advise officials and employees of the Company on the application of legislation, policies and procedures of the Company in the field of anti-corruption;

16) to take appropriate actions to eliminate the causes that created the conflict situation;

17) make proposals to the Board of Directors through the HR, Remuneration and Social Affairs Committee on improving the work of the ACS, including its organizational structure and staffing;

18) to make suggestions for improving their professional qualifications, participation in conferences, internships, seminars, etc.;

19) to require the provision of the necessary technical and material conditions sufficient for the effective and continuous performance of their functions;

20) to require the Management Board of the Company to eliminate violations of the legislation of the Republic of Kazakhstan and internal documents of the Company;

21) to participate in sessions, meetings, working groups, assemblies, audiences and other events of the Management Board and structural divisions of the Company on issues related to the competence of the ACS;

22) to make proposals on bringing to justice employees and (or) officials of the Company guilty of non-compliance with the requirements of the legislation of the Republic of Kazakhstan, internal documents of the Company;

23) prepare requests on behalf of the Company sent to state bodies, the Sole Shareholder and other organizations to resolve issues within the competence of the ACS;

24) to develop recommendations that are mandatory for consideration by the Management Board and divisions of the Company, in case of violation of the law, make requirements for their elimination and receive appropriate responses upon consideration;

25) to attend, if necessary, meetings of the Company's Board of Directors without the right to vote;

26) coordinate and (or) monitor the work during the audit by external organizations, including supervisory authorities, government agencies, external experts, with the exception of external audit and rating agencies;

27) to require the heads of departments, officials and other responsible employees to ensure the safety of documents in case of violations of legislation and internal rules, policies, codes, expected fabrication, forgery or other abuses;

28) demand from the Management Board of the Company and Subsidiaries of the Company the appointment of official inspections and investigations when violations are detected with mandatory notification of the results of the audit of the head of the ACS, as well as to control the process of their conduct;

29) to give orders and instructions to the Company's employees on the range of issues included in its functional responsibilities;

30) to receive oral and written explanations from employees of departments on issues arising during compliance control, including in the framework of anti-corruption procedures;

31) to require the provision of internal documents, including administrative and accounting documents, in order to implement compliance control, including internal control procedures for combating corruption;

32) in case of non-fulfillment of the recommendations or requirements of the ACS by officials, heads of structural divisions and other employees of the Company, inform the Board of Directors about these facts, petition or make proposals in accordance with the established procedure on the application of disciplinary and other liability or other response measures against employees, including officials who have committed violations of internal regulatory documents, including policies, codes and procedures of the Company;

33) to sign and to send letters and requests to the structural divisions and subsidiaries of the Company on issues within the competence of the ACS;

34) other rights provided for by the legislation of the Republic of Kazakhstan and internal regulatory documents of the Company.

5. Responsibility

9. The head of the ACS, in accordance with the established procedure, is personally responsible for:

1) the quality and timeliness of performing the functions and tasks assigned to the ACS in accordance with this job description, the legislation of the Republic of Kazakhstan, the employment contract and other internal documents of the Company;

2) timely provision to the Board of Directors of the Company of information, data, and reports provided for by internal regulatory documents;

3) non-fulfillment or improper fulfillment of his duties assigned to him/her and provided for by the employment contract, this Job Description and other internal documents of the Company;

4) non-compliance with confidentiality requirements in work in accordance with the employment contract, the legislation of the Republic of Kazakhstan, internal documents of the Company;

5) admission of disclosure of information constituting a commercial secret of the Company, confidential information, except for cases stipulated by the legislation of the Republic of Kazakhstan;

6) organization, control, monitoring of internal control and risk management related to the tasks and functions assigned to the ACS.

Job description of the Chief Manager of Anti-Corruption Compliance Service of Qazaqstan Investment Corporation Joint Stock Company

1. General provisions

1. This job description of Chief Manager of Anti-Corruption Compliance Service of Qazaqstan Investment Corporation Joint Stock Company (ACS) has been developed in accordance with the legislation of the Republic of Kazakhstan, the Charter of Qazaqstan Investment Corporation Joint Stock Company, the Regulation on Anti-Corruption Compliance Service of Qazaqstan Investment Corporation Joint Stock Company (the Regulation on ACS).

2. The Chief Manager of the ACS is appointed to the position and dismissed by the decision of the Board of Directors of Qazaqstan Investment Corporation Joint Stock Company (hereinafter referred to as the Company) upon presentation (recommendation) of the HR, Remuneration and Social Affairs Committee of the Company's Board of Directors (hereinafter referred to as the Committee).

An employment contract with the Chief Manager of the ACS is concluded and terminated by the Chairman of the Management Board of the Company (or another person authorized by him/her) on the basis of a decision of the Board of Directors of the Company in accordance with the labor legislation of the Republic of Kazakhstan.

3. The Chief Manager of ACS reports directly to the head of ACS.

The application and the order for vacation of the Chief Manager of ACS is coordinated with the head of ACS and signed by the Chairman of the Management Board of the Company (another authorized person) in accordance with the labor legislation of the Republic of Kazakhstan.

4. In his/her professional activity, the Chief Manager of the ACS must be guided by the legislation of the Republic of Kazakhstan, the Regulation on the ACS, other internal documents of the Company and this job description.

2. Qualification requirements

5. The Chief Manager of ACS must have:

- 1) higher education in law or economics and finance;
- 2) work experience in the professional sphere or in the fields of economics and finance - at least 3 (three) years;

3) work experience in the type of economic activity corresponding to the profile of the organization (preferably in the group of companies of JSC "NMH "Baiterek" and/or public administration bodies) - at least 1 (one) year;

4) knowledge of regulatory legal acts of the Republic of Kazakhstan, including the Constitution of the Republic of Kazakhstan, the Civil Code of the Republic of Kazakhstan, the Budget Code of the Republic of Kazakhstan, the Code of the Republic of Kazakhstan "On Taxes and other mandatory payments to the Budget", the Entrepreneurial Code of the Republic of Kazakhstan, the Laws of the Republic of Kazakhstan "On Combating Corruption", "On Access to Information", "On Joint stock companies companies", "On limited and additional liability partnerships", "On State property" and other regulatory legal acts of the Republic of Kazakhstan;

5) knowledge of the state language at levels not lower than average.

6. It is not allowed to appoint a person to the position of the Chief Manager of the ACS who has an unexpunged or outstanding criminal record in accordance with the procedure established by law for crimes committed in the field of economic activity, for corruption and other crimes against the interests of the public service or public administration, crimes against the foundations of the constitutional system and the security of the state.

3. Job responsibilities

7. The following responsibilities are assigned to the chief manager of the ACS:

1) performance of the tasks and functions assigned to ACS in accordance with the internal documents of the Company and the regulations on AKS;

2) participation in consideration of appeals of individuals (individuals and legal entities) on corruption issues in the Company and Administration of hotline, including receiving calls from individuals and legal entities on corruption issues in the Company with subsequent investigation of issues and submission of proposals to the head of the ACS regarding the adoption of appropriate measures;

3) participation in investigation of violations by officials and employees of the Company of the legislation of the Republic of Kazakhstan, guided by the legislation of the Republic of Kazakhstan and internal regulatory documents of the Company. Based on the results of the investigations, the management of the Company and its subsidiaries are provided with recommendations for the elimination and adoption of corrective measures in relation to the detected inconsistencies with the requirements of the legislation of the Republic of Kazakhstan, regulatory acts, internal documents and procedures of the Company in order to manage compliance risks in the Company's work and Conduct compliance audits within the framework of compliance risk management based on the compliance risk map in order to verify control measures and mechanisms to minimize such risks;

4) collection, processing and analysis of data on inspections and requests of law enforcement agencies of the Republic of Kazakhstan in the Company and its subsidiaries in the framework of criminal and administrative proceedings in order to subsequently inform the management of the Company and take measures to prevent damage to the Company and its subsidiaries;

5) timely submission of reports to the authorized anti-corruption body in accordance with the established procedure; regular formation and submission to the Board of Directors of the Company of reports on the activities of the ACS in the framework of compliance risk management of the Company;

6) participation in organization of trainings and seminars for personnel training on issues related to compliance risk management and corruption risks, conducting tests on knowledge of the compliance risk management system and the legislation of the Republic of Kazakhstan on corruption (formation of compliance culture) and advising the Company's structural divisions on issues within the competence of the ACS;

7) participation in investigations and compliance checks within the framework of compliance risk management and anti-corruption systems;

8) participation in formation of a compliance culture, including an anti-corruption culture through training activities for the Company's employees;

9) monitoring of activities planned and (or) carried out by the Company in order for the Company's employees to fulfill recommendations, requirements based on the results of ACS inspections, as well as inspections by other authorized bodies;

10) taking measures to improve their professional qualifications;

11) study and implementation of international experience on anti-corruption and compliance risk management;

12) monitoring of legislative, regulatory, analytical documents, and making appropriate proposals for amendments to the Company's internal procedures and documents;

13) performance of other duties assigned to ACS by the Board of Directors of the Company.

4. Rights

8. The Chief Manager of ACS has the following rights:

1) to apply directly to the Company's employees and officials of the Company's subsidiaries;

2) to make suggestions for improving the work, developing the working methods of the ACS;

3) to make proposals to determine the order of work of the ACS, organizational and technical support of the ACS;

4) get access to all necessary documents on the implementation of anti-corruption compliance control in the Company and subsidiaries of the Company (if

necessary), including those containing commercial or other secrets, or having a confidentiality regime;

5) to refuse to review, approve internal and other documents in case there is a threat of violation of the principles of objectivity and independence of the ACS and/or their non-compliance with the legislation of the Republic of Kazakhstan or internal documents of the Company, with the possible submission of a reasoned refusal and (or) proposals on the legal procedure for resolving the issues under consideration;

6) refuse to commit illegal acts or acts incompatible with generally accepted ethical standards that violate the internal regulatory documents of the Company and (or) the legislation of the Republic of Kazakhstan;

7) to exercise other powers provided for by the legislation of the Republic of Kazakhstan and internal documents of the Company, as well as those arising from them;

8) to contact directly and on their own initiative with members of the Management Board of the Company and its subsidiaries in order to promptly resolve issues;

9) to demand and freely obtain access to any information, data, documents, automated systems and databases without the possibility of correction (in viewing mode), including information constituting a commercial and other secret protected by the Law;

10) to conduct correspondence, request and receive from other structural divisions, officials and bodies of the Company and its subsidiaries, information, documents and explanations necessary to perform the tasks and functions of the ACS;

11) on its own initiative, to cooperate with any divisions, collegial bodies, employees of the Company and subsidiaries of the Company, and get access to any documents, files and reports necessary for the performance of its duties;

12) to make copies of the received documents, to receive copies of files and other records stored in electronic databases, local computer networks and autonomous computer systems of the Company and its subsidiaries for the purposes of anti-corruption compliance control;

13) to advise officials and employees of the Company on the application of legislation, policies and procedures of the Company in the field of anti-corruption;

14) to take appropriate actions to eliminate the causes that created the conflict situation;

15) to make suggestions for improving their professional qualifications, participation in conferences, internships, seminars, etc.;

16) to require the provision of the necessary technical and material conditions sufficient for the effective and continuous performance of their functions;

17) to participate in sessions, meetings, working groups, assemblies, audiences and other events of the Management Board and structural divisions of the Company on issues related to the competence of the ACS;

18) to make proposals on bringing to justice employees and (or) officials of the Company guilty of non-compliance with the requirements of the legislation of the Republic of Kazakhstan, internal documents of the Company;

19) to develop recommendations that are mandatory for consideration by the Management Board and divisions of the Company, in case of violation of the law, make requirements for their elimination and receive appropriate responses upon consideration;

20) to require the heads of departments, officials and other responsible employees to ensure the safety of documents in case of violations of legislation and internal rules, policies, codes, expected fabrication, forgery or other abuses;

21) to demand from the Management Board of the Company and Subsidiaries of the Company the appointment of official inspections and investigations when violations are detected with mandatory notification of the results of the audit of the head of the ACS, as well as to control the process of their conduct;

22) to receive oral and written explanations from employees of departments on issues arising during compliance control, including in the framework of anti-corruption procedures;

23) to require the provision of internal documents, including administrative and accounting documents, in order to implement compliance control, including internal control procedures for combating corruption;

24) in case of non-fulfillment of the recommendations or requirements of the ACS by officials, heads of structural divisions and other employees of the Company, to inform the head of the ACS about these facts;

25) other rights provided for by the legislation of the Republic of Kazakhstan and internal regulatory documents of the Company.

5. Responsibility

9. In accordance with the established procedure, the Chief Manager of ACS is personally responsible for:

1) quality and timeliness of performing the functions and tasks assigned to him/her in accordance with this job description, the legislation of the Republic of Kazakhstan, the employment contract and other internal documents of the Company;

2) timely provision to the Board of Directors of the Company of information, data, and reports provided for by internal regulatory documents;

3) non-fulfillment or improper fulfillment of his duties assigned to him/her and provided for by the employment contract, this Job Description and other internal documents of the Company;

4) non-compliance with confidentiality requirements in work in accordance with the employment contract, the legislation of the Republic of Kazakhstan, internal documents of the Company;

5) disclosure of information constituting a commercial secret of the Company, confidential information, except for cases stipulated by the legislation of the Republic of Kazakhstan;