

# Comportal's Corporate Conduct, Trade Regulatory Compliance and Anti-Corruption Policy

## 1. General Provisions

This Corporate Conduct and Anti-Corruption Policy (hereinafter as "the Policy") has been developed for the purpose of strengthening Comportal's goodwill (hereinafter as "the Company"), facilitating the fair and ethical conduct of business, preventing the abuse and breach of the law.

The Policy covers the Company's standards and requirements to compliance with the ethical, business principles and anti-corruption norms, and is not comprehensive. To the extent that the current law applies, the legislative principles shall prevail.

The Employees shall adhere to the provisions of the Policy not only during the working hours, but also during the off-work events, if they affect the Company's interests or if the Employee is regarded by the third parties as a representative of the Company.

**The Company expects that its Partners will accept and share its commitment to conduct a fair and transparent business. The Company understands that the Partners are the independent entities, however, the Partner's business practice and actions may severely affect Comportal, its goodwill and brand, being one of the most important assets of the Company. For this reason, the Company expects that all the Partners and their Employees will adhere to this Policy in the course of business with Comportal. The Partners become familiarized with the provisions of the Policy by efforts of the key contact person of the Company.**

## 2. Terms, Definitions, Abbreviations

**Company** means Comportal LLP.

**Employee** means a natural person engaged in the employment with the Company.

**Partner** (for the purpose of this Policy) means any Entity conducting business with Comportal, which purchases the goods from the Company or utilizes the services of the latter.

**Vendor** means a supplier of equipment or services.

**Anti-Corruption Policy** means procedures, measures aimed at the prevention of corruption in the organization's activities; A set of people falling within the scope of Anti-Corruption Policy are the organization's CEO and Employees, irrespective of their positions and job duties.

**Corruption** means an abuse of position, giving bribe, accepting bribe, abuse of authority, commercial bribery or other illegal use by the natural person of its position contrary to the legal interests of the society or state for the purpose of gaining benefit as money, valuables, other property or monetized services, other property rights for oneself or third parties or illegal provision of such benefit to the stated person by other natural persons. Corruption shall also mean committing of the acts above on behalf or for the benefit of legal entity;

**Conflict of Interest** means any situation or circumstances, in which the Employee, his (her) close relatives' personal interest prevents or may prevent the Employee to act for the benefit of the Company in good faith, with due diligence, and perform his/her job duties fairly and efficiently. The close relatives in this Policy mean the following:

- spouse;
- parents, as well as adoptive parents, custodians and caregivers;
- children, including the adopted ones;
- grandmothers, grandfathers;
- grandchildren;
- full-blood and half-blood (having only common father or common mother) brothers and sisters;
- nephews and nieces;
- uncles, aunts;
- abovementioned relatives on the part of spouse.

**Personal Interest** means an interest, which prevents or may prevent the Employee to act for the benefit of the Company; this means an opportunity of gaining by the Employee (as well as his/her close relatives), when performing by the Employee of job duties, of income as money, valuables, other property or

monetized services, property rights or other benefit for oneself or third parties, except for salary and other remuneration being received by the Employee from the Company.

**Due Diligence** means a principle based on the concepts of rationality and good faith, pursuant to which, when carrying out any business operations or making any management decisions, one should take into consideration the information sufficient for formation of a reasonable opinion on availability of signs of bad practice of a counterparty or applicant for position;

**Bribe Giving Prohibition** (Commercial Bribery) means a prohibition to provide, offer or promise to provide any property or non-property benefit, either directly or via an intermediate, for the purpose of influencing a decision to be made by other person for own benefit or the third parties or organizations' benefit;

**Bribe Taking Prohibition** (Commercial Bribery) means a prohibition to take, accept an offer to take any property or non-property benefit, either directly or via an intermediate, for actions or omission for the benefit of a briber or the third parties or organizations' benefit;

**Compliance Officer** (hereinafter as "the Commission") means a person assigned by the Company to handle the Employees' appeals upon breach of the norms of this Policy and render them assistance in the resolution of a Conflict of Interest, prevent and suppress any fraud and corruption within the Company. Should there is not any especially assigned person, the Company's CEO shall perform its duties.

### **3. Fundamental Principles and Values of Conduct of Business**

The Company enunciates the most important principles and values of conduct of a fair and ethical business for itself and its Employees, and aspires to their strict adherence, in particular:

#### **Company's Responsibility to the Employees:**

- respect of all Employees of the Company;
- prevention of offence and pursuance of the Company's Employees;
- creation and maintenance of a safe workplace;
- confidentiality of the Employees' personal data;
- social responsibility expressed in timely payment of wage and withholdings to the respective budgets;
- improvement of the Employees' training and incentive system;
- ensuring the recording of the Employees' individual performance;
- use of voluntary labour;

#### **Employees' Responsibility to the Company:**

- to commit to the Company's good name, not to impair its activities and goodwill;
- to perform their job duties in good faith;
- not to use the internal information for the personal, including lucrative purposes;
- not to compete with the Company for personal gain;
- to protect the Company's intellectual property;
- to utilize the Company's resources carefully and efficiently;

#### **Company's Responsibility to the Partners:**

- adherence to the professional standards of business conduct;
- protection of the Partner's confidential information;
- particular attention to the matters, if there is a high risk of a Conflict of Interest;
- observance of the legal liabilities;
- elimination of abuse of law;
- elimination of provision of the Partners with the unreasonable and not provided for by the law privileges;
- elimination of spreading the information discrediting the Partners' reputation;

#### **Joint Responsibility in Conduct of Business:**

- to never give and accept bribes;
- to conduct business with the Customers, suppliers and competitors in good faith;
- to comply with the provisions of this Policy, competition law, antimonopoly law, as well as anti-money laundering and corruption laws;

- to properly select business partners, customers and suppliers;
- to disclose the true information in the marketing and promotional campaigns;

**Responsibility to the Society:**

- commitment to the legal and responsible conduct of business;

The Company declares that all the principles above, which this Policy is based upon, are equal for the Company, and it does not prioritize one over another. When conducting business, the Company shall maintain the balance between all principles without any preferences and priorities.

**Advertising and Marketing.** The Company's advertising and marketing activities shall be true and accurate and shall be carried out in accordance with the applicable law, regulations and rules. The Company makes sure that all the communications with the customers contain a true and accurate information and are not ambiguous.

**Human Rights and Occupational Safety**

The Company shall ensure a safe and healthy work environment in full compliance with all occupational health, safety and environment laws.

**Prohibition of Forced and Child Labour.** The Company shall take into consideration the minimum wage rate and the maximum duration of working day established by the law of the Republic of Kazakhstan; it is prohibited to use the forced labour or foist any employment relations imposing the unwarranted restrictions on the Employee's right to leave the Company. It is prohibited to use the child labour.

**Accounting and Reporting.** The Company's accounting records shall meet the applicable requirements of the law and the accounting and reporting standards.

**4. Control of Corruption, Fraud and Preventing a Conflict of Interest**

The Company, its Employees, Partners shall comply with the applicable laws of the Republic of Kazakhstan and other normative legal acts.

The Company's Employee shall not commit any actions contrary to the law of the Republic of Kazakhstan and the norms established by this Policy.

The Employees are prohibited, acting on behalf and (or) for the benefit of the Company, to offer, transfer or accept any compensations or gifts, rewards, guarantees, financial aid as cash and its equivalents, irrespective of amount, if this may result in a Conflict of Interest when performing by the Employees of their job duties, or such actions breach the applicable law or may discredit the Company's goodwill.

The Company cooperates with the Partners adhering to the corporate conduct rules and regulations adopted in the Company.

Should the Company have any information on non-observance by a Partner, including a potential one, of the fundamental principles of human rights and freedom, anticorruption principles set by the norms of the international and other applicable law, the Company may refuse to cooperate with this Partner.

The Company applies only legal means to obtain the information on the competitors and the Partners and avoids taking any illegal actions. When verifying the honesty and law obedience of a counterparty, the Company's Employees are strongly recommended to use the following resources:

- *Should the Vendor have any requirements for supply of its goods and services only via the authorized Partners, the Company's Employee shall verify the availability of such authorization with the Partner.*
- *Internal track record of mutual relations, examination of the constituent documents and financial statements of a counterparty.*

- *Check for availability of tax liabilities and pecuniary sanctions imposed on a counterparty in the public domain.*
- *Check for references to a counterparty with regard to the corruption matters in the public domain.*
- *Obtaining of information on a counterparty from other market participants.*
- *Additional verification of a counterparty on the international sanction lists.*

If there is any potential Conflict of Interest:

- If the Employee has any doubts about the existence of a Conflict of Interest or how one or another circumstances should be appraised, he/she should apply to his/her supervisor for explanations or directly to the Company's CEO.
- The Employee is recommended to refrain from his/her participation, either direct or indirect, in making any decisions or taking any actions related to the certain situation of a Conflict of Interest prior to the respective recommendations from the supervisor.
- The information on a Conflict of Interest shall be thoroughly examined and reviewed in accordance with the requirements of the Company's internal normative documents and this Policy for the assessment of risks and choosing the most appropriate form of resolution of this Conflict of Interest.
- If there are any facts or suspicions of theft, fraud, corruption, Conflict of Interest, the Employees shall immediately notify the Compliance Officer thereof.

#### **4.1. Information Sending**

The Company would appreciate everybody's compliance with the norms of this Policy and also looks forward to the mutually beneficial relations with all the Customers based on the ethical conduct standards. The Company expects that the third parties, not being the Company's Employees (Partners, other persons), will also inform on any breaches of the provisions of this Policy become known to them. A message of any suspicious behaviour or potential breach is recommended to be addressed to your key contact person in the Company.

Method of sending:

Email to: [cv@comportal.kz](mailto:cv@comportal.kz)

When processing the incoming messages, the strict confidentiality rules are complied with.

The Company expects that its Employees will treat their colleagues, Partners and the Company with all necessary responsibility and provide the information adhering to the principles of honesty, good faith and reasonability.

#### **4.2. Information Disclosure**

The Company's Employees may not disclose any information being a commercial secret, which became known to them in the course of performance of their job duties, as well as any information relating to the private life and health of the Company's Employees or involving their honour and dignity. The Employees aspire to keep confidentiality upon any exchange of information.

All Employees of the Company undertake not to disclose any information being a commercial secret once the employment with the Company is terminated, and not use this information for personal purposes.

The Employees adhere to the rules of use, access and security of the Company's software and information databases.

#### **4.3. Waiver of Responsive Measures and Sanctions**

The Company protects the Employees' interests and ensures that it will not allow for any acts of vengeance, including dismissal, down-grading, repression, loss of privileges, harassment, discrimination or pursuance with regard to a person applied to the Company for advice in good faith or informed, including on an anonymous basis, on a suspicious behaviour or potential breach of the requirements provided for by

this Policy, as well as the Employees refused to commit such offences or participate in their committing as an intermediate.

## **5. Corruption Preventive Measures**

5.1. Restrictions on Giving/Accepting Gifts and Incurring Entertainment Costs. The gifts and other tangible and intangible values shall be given, and the entertainment costs shall be incurred in accordance with the Company's local normative acts. The gifts to the Company's Employees, customers, business partners and government officials shall in no way influence their ability to take unbiased and fair business decisions.

The Company's Employees may give the Gifts of fair value to the Partners or accept the same from them, if the Gift may not be regarded as an incentive to take decision for the grantor's benefit.

All expenses on the Gifts shall be properly and accurately taken into account in the expense reports and recognized in the Company's accounting.

The exchange of Gifts and the entertainments are allowed within the Company, provided only they meet the following criteria:

- business breakfasts, dinners, suppers and entertainments, provided that the purpose of meeting or visiting the event is business;
- corporate gifts with the grantor's logo (diaries, calendars and etc.) and gifts being given for the annual, professional and other holidays being celebrated (for example, New Year, anniversary and etc.);
- promotional materials may be accepted only if they are given voluntarily, and, at that the possibility of influencing the Employee's decision is eliminated;
- gifts and rewards for achievements or development contributions from the Company, public, charitable or religious organizations within the cost established by the law.

However, it should be taken into consideration that:

- the Gifts shall be involved with the Company's legal interests, in particular, facilitating the fair promotion of the Company's products or services or relating to the common or professional holidays;

The decision to give any gifts or other tangible values shall be made in accordance with the Company's local normative acts and the principles set forth herein.

## **5.2. Fair Reporting**

The Company complies with the requirements of the law and the rules of reporting documents maintenance. Each fact of business activity shall be supported by a primary accounting document. Any corruption or falsification of data of the accounting, management and other types of recording is not allowed.

All financial transactions shall be recognized in the record keeping in a proper, accurate manner and with necessary details.

The Employees, within which competence the record keeping falls, shall be responsible for the preparation and presentation of the complete and accurate reporting within the established timelines. The wilful corruption or falsification of reporting is not allowed and punishable by law.

## **5.3 Adherence to the Trade Regulations**

When selling the goods and services within the Republic of Kazakhstan, the Company is guided by the following rules:

- To pay any goods and services, the Company's Employee shall issue an invoice for payment using the internal accounting program. The Invoice for Payment shall be issued in the national currency - tenge.
- To enter any transaction of sale of goods or rendering of service, the following documents such as a goods delivery note, invoice, act of transfer and acceptance/performed works (for services) are issued. All the documents are issued in two counterparts, one of which is kept by the Company, and the other one is transferred to a counterparty in hard copy or electronic format.

- If the goods or services are paid for in cash, a fiscal receipt shall be additionally issued to a counterparty.
- The Company accepts the non-cash payments only to its account with the bank located within the Republic of Kazakhstan.
- The Company does not issue the invoices for its goods and services on behalf of any third parties.

#### 5.4. Adherence to the Export Regulations

When selling the goods and services beyond the Republic of Kazakhstan, the Company is guided by the following rules:

- The Company carries out the deliveries only to the territories specified in the Agreement with the Vendor.
- The Company enters into a supply contract with a counterparty and issues an invoice for payment. The currency in the contract and invoice shall be determined upon agreement between the parties.
- If the terms of delivery under the contract provide so, the Company shall compulsorily carry out the proper customs clearance of the goods.
- The payment under the contract shall be made only to the Company's currency account with the bank located within the Republic of Kazakhstan.
- The Company does not issue the invoices for its goods and services on behalf of any third parties.

#### 5.5. Additional Restrictions on Export to Some Countries

- The Vendors may impose the additional export restrictions on supply of their goods and services to the certain countries or regions, as well as the certain customers. In particular, it is compulsorily required to verify the export restrictions when supplying the goods and services of the Vendors headquartered in USA.
- It is prohibited to supply the goods and services of the American vendors to Cuba, Sudan, Iran, North Korea, Syria, Crimea, Russia and Belarus.

#### 5.6. Control and Audit

The Company carries out an external and internal audit of the financial and economic activities, control over the compliance by the Company's Employees with the provisions of the applicable anti-corruption law, this Policy and other local normative acts of the Company, and when necessary, reviews and updates them, on a regular basis.

### **6. Anti-Corruption Commitments of the Employees and Other Persons**

The Company's Employees read and understand the provisions of this Policy and sign the commitment to adhere to its norms.

The Company's Employees shall strictly observe the restrictions and requirements set forth herein, including those

- relating to giving, accepting gifts;
- incurring entertainment costs;
- preventing a conflict of interest;
- reporting maintenance.

### **7. Liability for Failure to Perform/Improper Performance**

All Employees of the Company, irrespective of the position held, shall be personally liable for failure to perform (improper performance) of the provisions of this Policy to the extent provided for by the applicable law of the Republic of Kazakhstan and the Company's local normative acts.

The disciplinary sanctions may be taken against the Employees breached the provisions of this Policy in accordance with the labour law of the Republic of Kazakhstan and the Company's local normative acts. Should any minor offences be found, the recommendations on change in behaviour may be given in accordance with the principles established by this Policy.

The information on the breaches of this Policy may, by the Company management's decision, be published in public domain (in compliance with the requirements of the personal data protection law), including the corporate website, the Company's official website in Internet and mass media.

The control over the adherence by the Company's Employees to the provisions of this Policy is the responsibility of the heads of the organizational units.

#### **8. No Third Party Rights**

This Policy does not confer any rights on the third parties. The Company reserves the right to handle any matters with regard to any actions stated herein at its own discretion.