Approved

By decision of the Supervisory Board

AlmatyEnergoSbyt LLP

Protocol No. \_\_\_\_

from "\_\_"\_\_\_\_\_\_\_\_\_\_\_\_\_2023

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Position

compliance officer of AlmatyEnergoSbyt LLP

1. **General Provisions**
   1. These Regulations on the Compliance Officer (hereinafter referred to as the Regulations) of the AlmatyEnergoSbyt Limited Liability Partnership (hereinafter referred to as the Partnership) determine the status of the Compliance Officer position, tasks and functions, main areas of responsibility, as well as the powers and procedure for interaction of the Compliance Officer with the Supervisory Board of the Partnership (hereinafter referred to as the Supervisory Board), with the General Director of the Partnership, the Compliance Service of Samruk-Energy JSC (hereinafter referred to as the Service) and with third parties.
   2. The provision is based on the application in organizing the activities of a compliance officer of the basic principles of compliance, the Corporate Standard for the compliance function of the group of companies of Samruk-Kazyna JSC, the Code of Conduct of the Company, the Code of Corporate Governance of the Company, the legislation of the Republic of Kazakhstan on anti-corruption, as well as the best international native OECD anti-corruption practices.
   3. The appointment and early termination of the powers of the Compliance Officer are carried out by the Supervisory Board.
   4. The Service has the right to recommend a candidate for appointment to the vacant position of Compliance Officer, while the recommended candidate is not subject to undergoing a competitive selection procedure if the candidate meets the qualification requirements for the position.
   5. The Compliance Officer does not have the right to combine his activities with the performance of other functions in the Partnership, as well as work in other organizations without the approval of the Supervisory Board.
   6. An employment contract with a Compliance Officer is concluded by the General Director of the Partnership on the basis of a decision of the Supervisory Board in accordance with the legislation of the Republic of Kazakhstan.
   7. The work procedure of the Compliance Officer, assessment of his performance, the amount and conditions of remuneration and bonuses are approved/determined by the Supervisory Board of the Partnership after preliminary consideration by the Service.
   8. Social support, guarantees and compensation payments for the Compliance officer are carried out in accordance with the staffing schedule.
   9. The duties, rights and responsibilities of the Compliance Officer are determined by the job description, which is developed on the basis of these Regulations, the Employment Agreement, internal documents of the Partnership and approved by the Supervisory Board.
   10. When carrying out his activities, the compliance officer is guided by the legislation of the Republic of Kazakhstan, the Charter of the Partnership, these Regulations and other internal regulatory documents of the Partnership. When carrying out his activities, the Compliance Officer applies the Basic Principles of Professional Compliance Practice and the Partnership’s Code of Conduct.
   11. The procedure for planning and carrying out the activities of the Compliance Officer is also regulated by internal regulatory documents developed in compliance with the Corporate Standard for the compliance function of the group of companies of Samruk-Kazyna JSC, the Code of Conduct, and the Code of Corporate Governance of the Company.
2. **Compliance officer status**
   1. The Compliance Officer is a structural unit of the Partnership, organizationally subordinate and functionally accountable to the Supervisory Board.
   2. Supervision of the activities of the Compliance Officer is carried out directly by the Supervisory Board and the Service.
   3. The Compliance Officer is administratively subordinate to the General Director of the Partnership. Administrative subordination: provision by the General Director of appropriate working conditions for the Compliance Officer, remuneration, issuance, on the basis of decisions made by the Supervisory Board, of relevant orders relating to the activities of the Compliance Officer; receiving reports from the Compliance Officer; control over compliance with labor regulations; issuing orders for business trips, vacations, as well as other actions that do not contradict the status of the Compliance Officer in accordance with these Regulations and other regulatory documents of the Partnership. The Director General must not use administrative authority to influence the independence and objectivity of the Compliance Officer.
   4. The compliance officer must be independent of the influence of any persons in the performance of the tasks and functions assigned to him in order to properly perform them and ensure objective and independent judgments.
   5. The independence and objectivity of the Compliance Officer are ensured by compliance with the requirements of the Corporate Standard for the compliance function of the group of companies of Samruk-Kazyna JSC, in relation to the criteria of organizational independence and objectivity.
   6. The compliance officer must be impartial and unbiased in his work and avoid the emergence of conflicts of interest.
   7. The assessment of the Compliance Officer’s activities is carried out in accordance with the requirements of these Regulations and other regulatory documents regulating the activities of the Compliance Officer.
3. **Mission and goals**
   1. The mission of the Compliance Officer is to provide the necessary assistance to the Supervisory Board, the Service and the Executive Body in fulfilling their responsibilities to achieve the strategic goals of the Partnership.
   2. The main goal of the Compliance Officer is to develop and implement a Compliance Program, define an anti-corruption policy, and monitor the implementation of anti-corruption measures, including the assessment of corruption risks in the Partnership.
4. **Tasks and functions**
   1. The main tasks of the Compliance Officer are:

1) determination of external Regulatory requirements;

2) conducting a compliance risk assessment;

3) development of the Compliance Program, compliance standards and policies;

4) conducting inspections of third parties;

5) functioning of the initiative information line;

6) communication and implementation of the compliance risk management policy;

7) monitoring and control of Compliance areas;

8) conducting investigations within the framework of the Compliance Program;

9) interaction with regulatory authorities.

* 1. The Compliance Officer, in accordance with the tasks assigned to him, in the prescribed manner performs the following functions, which are not limited to these Regulations and are supplemented by the Job Description of the Compliance Officer of the Partnership:

1) ensuring an assessment of the exposure of the Partnership’s key business processes to corruption risks, including jointly with the regulatory authority of the Republic of Kazakhstan on anti-corruption issues;

2) assessing compliance risk, making recommendations, determining the level of compliance risk (risk appetite);

3) ensuring the preparation of a report on assessing compliance risks and an action plan to minimize them;

4) ensuring the disclosure of information on the results of assessing compliance risks in the prescribed manner;

5) ensuring timely communication and consultation for the structural divisions of the Partnership to minimize corruption risks, adhering to the principle of proactivity;

6) monitoring/inspecting the implementation of compliance policies and standards in the Partnership;

7) conducting training in compliance areas as necessary;

8) monitoring the procedure for monitoring compliance with Regulatory requirements and the Compliance Program;

9) ensuring the preparation of regular reports to the Supervisory Board on compliance risks and the status of implementation of the Compliance Program;

10) organization of the work of the investigation commission (representatives of the following areas: risks, legal support, human resource management, etc.) based on requests to the hotline, or based on information obtained from the results of monitoring;

11) coordinating the investigation process until completion and corrective measures are taken; securities in a conflict of interest (watch and stop lists);

12) approval of materials submitted for consideration by the collegial executive body of the Partnership/Partnership, in terms of checking for compliance risks and approval of the counterparty on the part of the KO, as a result of 3rd Party Due Diligence;

13) consideration of requests for gifts and entertainment expenses for conflicts of interest;

14) analysis of information systems and development of technical specifications for building compliance systems;

15) consideration and participation in the development of compensation and motivation systems, corporate governance systems within its competence;

16) conducting inspections of the activities of structural units and employees for compliance with the requirements of the legislation of the Republic of Kazakhstan and internal regulatory documents of the Partnership on issues of compliance and anti-corruption;

17) explaining to the employees of the Partnership the norms of the legislation of the Republic of Kazakhstan in the field of combating corruption with the involvement of specialists from government bodies and public associations;

18) conducting regular training of the Compliance Officer to ensure his awareness and compliance with the requirements to combat money laundering.

1. **Authority**
   1. To implement the main tasks and perform his functions, the compliance officer has the following powers:

1) participate in meetings and events held by the managing executive bodies of the Partnership on issues of improving internal control, risk management and corporate governance and on other issues within their competence without the right to approve decisions;

2) directly contact the members of the Supervisory Board and the Service, as well as the management of the Partnership on issues of their activities;

3) report to the Supervisory Board and the Service about all corrupt practices, including to the management of the Partnership, about the results of investigations and about facts affecting the independence of its activities;

4) initiate the convening of a meeting of the Supervisory Board on issues within its competence;

5) interact with government bodies, the Service and third parties on issues of their activities;

6) lead the commission when conducting an official investigation as the chairman of the commission;

7) other rights provided for by the Labor Code of the Republic of Kazakhstan, Collective and Labor Agreements, as well as acts of the Partnership.

1. **Key Responsibilities**
   1. Determination of external regulatory requirements:

Conducts constant monitoring of external regulatory requirements and best international practices on anti-corruption issues and determines the consequences for the activities of the Partnership in the event of changes in the regulatory environment.

* 1. Conducting a compliance risk assessment:

Participates in updating and implementing the methodology for assessing compliance risks for the Partnership. Participates in assessing the exposure of the Partnership’s key business processes to corruption risks, including jointly with the regulatory authority of the Republic of Kazakhstan on anti-corruption issues. Participates in the preparation of a report on assessing compliance risks and an action plan to minimize them. Ensures public disclosure of information on the results of compliance risk assessments.

* 1. Development of Compliance standards and policies:

Participates in the development of policies, regulations and procedures on anti-corruption issues for the Partnership, including updating the Code of Conduct.

* 1. Conducting an inspection of third parties of the Partnership:

Participates in updating and implementing the methodology for conducting due diligence of third parties for the Partnership. Participates in testing and implementation of an automated third party verification system for the Partnership.

* 1. Implementation of an initiative information line:

Participates in the development of a proactive reporting policy on issues of violation of internal Compliance policies and procedures and external regulatory requirements on anti-corruption issues for the Partnership.

* 1. Communication and implementation of Compliance policies:

Participates in timely communication and consultation for the structural divisions of the Partnership, adhering to the principle of proactivity, monitors the implementation of compliance policies and standards in the Partnership, and conducts training in compliance areas as necessary.

* 1. Monitoring and control of Compliance areas:

Controls the monitoring procedure for compliance with standards and principles of ethics and compliance, as well as the process of compiling regular reports from the responsible persons of the Partnership (owners of operational business processes).

* 1. Conducting investigations under the Compliance Program:

Organizes the work of the Investigation Committee (representatives of the following areas: risks, legal support, ombudsman, security, human resource management, etc.) based on the received complaint, information or monitoring results; participates in coordinating the investigation process until completion and measures are taken to resolve the conflict; Prepares reports to management based on performance results.

* 1. Carrying out measures to combat the legalization of illegally obtained income:

Participates in risk assessments to identify products, services, customers, third parties and regions that are most sensitive to the risk of money laundering. Participates in the implementation of a comprehensive risk screening program that identifies potential cases of money laundering (through interactions with customers, suppliers, third parties and affiliates). Participates in regular training of Management and employees to ensure their awareness and compliance with anti-money laundering requirements. Participates in organizing regular internal and external audits of compliance with anti-money laundering requirements.

* 1. Interacts with all structural divisions of the Partnership.

1. **Interaction with the service**
   1. The Supervisory Board of the Partnership accepts the need for prompt interaction between the Compliance Officer and the compliance function of the Service for ensuring compliance with regulatory requirements.
   2. The interaction of the Compliance Officer must be carried out on an ongoing basis by providing the Service with periodic reports agreed upon with the Chairman of the Supervisory Board on the following issues:

1) conducting anti-corruption monitoring;

2) conducting an analysis of corruption risks (internal);

3) formation of an anti-corruption culture;

4) establishment of organizational and legal mechanisms that ensure accountability, control and transparency of decision-making procedures;

5) adoption and compliance with business ethics;

6) preventing conflicts of interest;

7) development, implementation and ensuring the implementation of the Compliance Program;

8) monitoring the implementation of anti-corruption measures, including assessment of corruption risks in the Partnership;

9) compliance with other regulatory requirements, as well as internal documents of the Sole Shareholder and the Partnership.

1. **Final provisions**

Changes and additions to these Regulations are made by decision of the Supervisory Board.

Annex 1

**Organizational structure**

**compliance officer of AlmatyEnergoSbyt LLP**

**Supervisory Board**

**Сompliance officer CEO**