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APPROVED

by decision of Staff and Remuneration
Committee of the Board of Directors of
E-Finance Center

Joint-Stock Company

April 5, 2023
(minutes No. *4*)

APPROVED

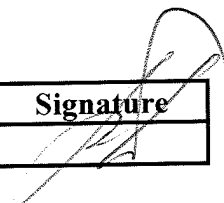
by decision of the Board of Directors of
E-Finance Center
Joint-Stock Company

April 17, 2023
(minutes No. *6*)

Regulations on the Compliance Manager of E-Finance Center Joint-Stock Company

Astana, 2023.

Prepared by:

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1. Terms and Definitions

Law –the Law of the Republic of Kazakhstan "On Combating Corruption";

Staff and Remuneration Committee - Staff and Remuneration Committee of the Board of Directors of E-Finance Center Joint-Stock Company;

Company – E-Finance Center Joint-Stock Company;

Regulations –Regulations on Compliance Manager of E-Finance Center Joint-Stock Company;

Anti-corruption compliance – function of ensuring compliance with the legislation of the Republic of Kazakhstan in the area of anti-corruption (hereinafter - Compliance) by the Company and its employees;

Official – a person who permanently, temporarily or by special authority performs organizational and administrative or administrative-economic functions in the Company;

Compliance – compliance of the Company's activities with the requirements of legislation of the Republic of Kazakhstan, as well as other mandatory regulatory documents;

Conflict of interests - a contradiction between personal interests of individuals holding a responsible public position, persons authorized to perform public functions, persons equated to them, officials and their official powers, in which personal interests of these individuals may lead to non-performance and/or improper performance of their official duties;


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

Corruption risk – possibility of causes and conditions that contribute to commission of corruption offenses;

Prevention of corruption - the Company activity to study, identify, limit and eliminate causes and conditions that contribute to commission of corruption offenses by developing and implementing a system of preventive measures;

Anti-corruption – activity of the Company officials and employees within their powers to prevent corruption, including formation of an anti-corruption culture in the Company, identification and elimination of causes and conditions that contribute to commission of corruption offenses, as well as identification,

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suppression, disclosure and investigation of corruption offenses and elimination of their consequences;

Prevention of corruption and fraud – activity of the Company officials and employees within their powers to prevent corruption and fraud, including identification and elimination of causes and conditions that contribute to commission of corruption offenses and fraud, as well as identification, suppression, disclosure and investigation of corruption offenses and fraud and elimination of their consequences.

2. General provisions

1. These Regulations have been developed in accordance with the Anti-Corruption Legislation of the Republic of Kazakhstan, Methodological Recommendations on organization of the institute of anti-corruption compliance in quasi-public sector entities, approved by the Chairman of the Anti-Corruption Agency of the Republic of Kazakhstan (Anti-Corruption Service) dated December 30, 2020, other regulatory requirements provided for by the legislation of the Republic of Kazakhstan and internal regulatory documents of the Company.

2. These Regulations define the status, goals, tasks, functions, rights and qualification requirements of Compliance Manager, taking decisions on imposing disciplinary penalties, as well as the procedure for his/her interaction with the Board of Directors, its Committees and the Management Board of the Company.

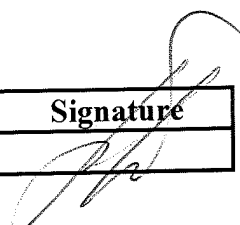
3. Appointment of a Compliance Manager, his/her term of office, as well as early termination of powers, determination of the amount of official salary and terms for remuneration are approved by resolution of the Board of Directors of the Company on recommendations of Staff and Remuneration Committee.

4. An employment contract with Compliance Manager is concluded by the Chairman of the Management Board of the Company, based on a resolution of the Board of Directors in accordance with the labor legislation of the Republic of Kazakhstan.

5. Bonuses, one-time and other payments to the Compliance Manager are made in accordance with the internal regulatory documents of the Company.

6. Compliance Manager, when carrying out his/her activities, is guided by the legislation of the Republic of Kazakhstan, including Anti-Corruption Legislation, the Company's Charter, Regulations, as well as other internal regulatory documents of the Company.

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3. Qualification requirements for a Compliance Manager

7. Higher education in law and/or finance, and/or economics, and/or management.

8. Work experience in the relevant areas for at least 3 (three) years, including in a managerial position for at least 3 (three) years.

9. Professional skills of a Compliance Manager:

1) experience and skills in development of internal corporate documents, standards, policies and procedures on compliance ethics, as well as in carrying out activities to monitor business processes within compliance procedures, conducting internal investigations, reporting in the area of ethics and compliance;

2) knowledge of regulatory legal acts of the Republic of Kazakhstan regulating legal and economic legal relations of state bodies and quasi-public sector;

3) knowledge of legislative and other regulatory legal acts of the Republic of Kazakhstan;

4) strategic, logical and critical thinking;

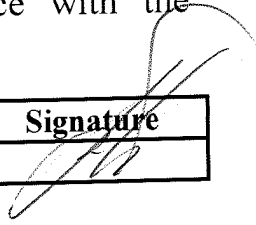
5) skills of behavior in the framework of change management: a high level of communication and effective interpersonal interaction, both internal and external (verbal, written, visual), negotiation skills.

6) Knowledge of requirements of the international standard ISO 37001:2016 "Anti-corruption management systems. Requirements and Guidelines for Application", the Rules of internal audit of the anti-corruption management system (hereinafter - ACMS).

4. Compliance Manager status

10. Compliance Manager is directly subordinate and accountable to the Board of Directors of the Company. Administratively, he/she is also accountable to the Chairman of the Management Board of the Company. Administrative subordination: ensuring the appropriate working conditions of a Compliance Manager by the Company, labor remuneration, making relevant orders on the basis of resolutions taken by the Board of Directors of the Company, relating to activities of a Compliance Manager, monitoring compliance with the labor regulations, issuing orders for business trips, leaves, as well as other actions that do not contradict the status of the Compliance Manager in accordance with the

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Regulations and other internal regulatory documents of the Company. The Management Board of the Company should not use administrative subordination to influence independence of a Compliance Manager.

11. Compliance Manager is obliged to be independent of the influence of any persons when performing tasks and functions assigned to him/her in order to perform them properly and ensure objective and independent judgments.

12. Compliance Manager is obliged to be impartial and unbiased in his/her work and avoid conflicts of interest.

5. Compliance Manager goals

13. The main goal of Compliance Manager's activity is to ensure that the Company complies with the anti-corruption legislation of the Republic of Kazakhstan, to define a policy on anti-corruption issues, monitor implementation of anti-corruption measures, as well as to form an internal corporate culture based on transparency and honesty among employees.

6. Compliance Manager tasks and functions

14. Compliance Manager tasks:

1) ensuring compliance with external regulatory requirements and best international practices on compliance and anti-corruption issues;

2) ensuring compliance with the basic principles of combating corruption in accordance with the Law;

3) ensuring the functioning of the ACMS;

4) prevention, identification, assessment, reassessment, minimization of corruption risks;

5) effective implementation of the system on anti-corruption measures in accordance with the Law.

15. Compliance Manager has the following functions:

1) development of compliance risk assessment for the Company, provision of assessment of the exposure of key business processes of the Company to compliance risks, development of bylaws on compliance and anti-corruption issues;

2) assessment of the Company's compliance activities;

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3) identification and assessment of compliance risks by possible amounts of financial and non-financial losses, determination of the exposure of the Company's processes to compliance risks;

4) development of an action plan to minimize compliance risks and ensure its implementation in the Company;

5) development and updating of standards and policies in the area of compliance and anti-corruption;

6) conducting explanatory activities and consultations on compliance, anti-corruption, anti-corruption culture and the ACMS, as well as promoting understanding of the Anti-Corruption Policy of E-Finance Center Joint-Stock Company and the goals at all levels of the Company;

7) identification of corruption risks in the organizational and managerial activities of the structural divisions of the Company;

8) taking measures to identify, monitor and resolve conflicts of interest;

9) monitoring for compliance by the Company's employees belonging to the category of persons equated to persons authorized to perform state functions with anti-corruption restrictions in accordance with the Law;

10) development of corporate ethical values;

11) monitoring compliance by the Company's employees with anti-corruption legislation, as well as the Code of Business Ethics (if any);

12) conducting an internal analysis of corruption risks in accordance with the legislation of the Republic of Kazakhstan and internal regulatory documents;

13) conducting/participating in internal checks based on appeals (complaints) about the facts of corruption, as well as participation in the investigation of abnormal situations that led to deviations from the desired results, development of measures to eliminate them and prevent them from happening again;

14) coordination of work to reduce corruption risks in the Company's activities;

15) assisting the authorized anti-corruption body in conducting an external analysis of corruption risks in the Company's activities, as well as assisting government agencies in investigating cases of corruption within the Company's activities;

16) monitoring and analysis of changes in the legislation of the Republic of Kazakhstan, including anti-corruption legislation, judicial practice in cases related to corruption;

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17) organization of work on the implementation, maintenance and continuous improvement of the ACMS;

18) reporting on the results of the risk analysis and the ACMS as a whole to the Management Board and the Board of Directors of the Company;

19) ensuring the implementation of planning for ACMS activities;

20) determination of the criteria and methods necessary to ensure the effectiveness of the functioning and management of the ACMS;

21) organization of data collection, monitoring, measurement, analysis, and evaluation of the ACMS;

22) identification, monitoring, assessment of corruption risks of the Company and analysis of causes of corruption risks of the Company, development of necessary measures;

23) organizing the development/updating of ACMS documentation and placing/monitoring the placement of ACMS documentation on the Company's local network;

24) informing the Company's personnel about the activities of the ACMS and measures taken to improve it;

25) identification/updating of the list of legislative and other requirements in the ACMS. bringing the information to the structural divisions concerned;

26) organization of development/updating and submission for approval of ACMS goals;

27) determination of the need for retraining and advanced training of the Company's personnel in the area of ACMS;

28) receiving suggestions from the Company's employees in the area of the ACMS, and their analysis;

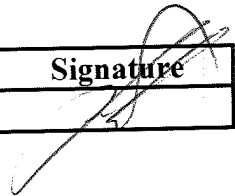
29) participation in the survey processes, informing management, developing measures based on the results of the survey, reporting the results of the work done;

30) ensuring the implementation of the procedure for checking the reliability of third parties for the Company (checking affiliation, the presence of third parties in various lists), as well as checking candidates for vacant positions for affiliation for the presence of close relatives in the Company;

31) organization and coordination of the external certification (inspection) audit of the ACMS, as well as the annual internal audit of the ACMS;

32) collection of materials, analysis and processing of "input data" for analysis of the ACMS by the Management Board and the Board of Directors of the Company, and preparation of the report;

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33) formation of the budget, terms of reference for the procurement of services on ACMS issues;

34) Media coverage of the Company's anti-corruption activities (if necessary);

35) formation of a mindset in the Company aimed at intolerance to manifestations of corruption;

36) provision and implementation of a centralized line of initiative (confidential) information in the Company;

37) conducting a systematic analysis of information received through initiative (confidential) information affecting the degree of the Company's exposure to compliance risk or the risk of reputation's loss;

38) ensuring public disclosure of information on the results of the internal analysis of corruption risks;

39) ensuring the inclusion in civil law contracts concluded by the Company, including provisions procurement contracts, providing for mandatory compliance by the parties to the contract with the norms of anti-corruption legislation, business ethics and integrity, and principles of fair competition.

7. Rights and obligations of a Compliance Manager

16. Basic rights of a Compliance Manager:

1) request and receive information and materials from the Company's employees, including those constituting commercial and official secrets, within the approved procedures regulated by the Company's internal documents to perform their functions;

2) initiate the submission of issues for consideration by the Management Board and/or the Board of Directors of the Company and its Committees related to his/her competence;

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

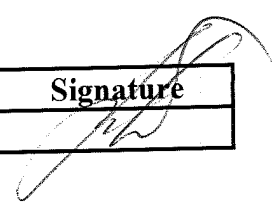
4) participate in the development of projects of state programs, regulatory legal acts and their implementation within his/her competence;

5) organize and hold meetings on issues related to his/her competence;

6) perform other actions that do not contradict the legislation of the Republic of Kazakhstan and internal regulatory documents of the Company.

17. Obligations of a Compliance Manager:

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1) ensure the confidentiality of persons who have contacted a Compliance Manager on alleged or existing facts of corruption, violations of the Code of Business Ethics and other internal policies and procedures on anti-corruption compliance;

2) promptly inform the Chairman of the Management Board and/or the Board of Directors of the Company about any situations related to the presence or potential possibility of violation of the legislation of the Republic of Kazakhstan, including in the area of anti-corruption and possibility of a conflict of interest;

3) submit to the Board of Directors of the Company, as well as to the Management Board of the Company a report on activities carried out within the framework of compliance and prevention of corruption for the reporting period;

4) annually, no later than by the 10th day of the second month following the reporting period, post a report on the measures taken to prevent corruption on the Company's official Internet resource;

5) respect the confidentiality of information about the Company and its affiliates, insider information that became known during the performance of the functions of the Compliance Manager.

8. Procedure for organizing the activities of a Compliance Manager


18. Compliance Manager has created an information channel through which citizens can report information about the presence or potential possibility of violations of anti-corruption legislation in the Company, or make proposals to improve the effectiveness of anti-corruption measures.

19. Compliance Manager should not take part in events (inspections, official investigations, etc.) that may lead to a conflict of interests (the presence of financial, property, kinship or any other interest in the framework of the event).

20. Compliance Manager should ensure systematic training of the Company's employees in the requirements of anti-corruption legislation, starting from the moment of hiring, when appointing to another position, as well as during professional development (at least once a year).

21. Methods of conducting forms of training are determined by a Compliance Manager independently (lectures, seminars, trainings).

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22. Methodological and informational support, in terms of anti-corruption compliance, is provided to a Compliance Manager by the authorized anti-corruption body and its territorial divisions.

23. For violation of labor discipline, non-performance or improper performance of the functions assigned to a Compliance Manager by the decision of the Board of Directors of the Company, disciplinary penalties are applied to a Compliance Manager in accordance with the established procedure in accordance with the procedure provided for by the labor legislation of the Republic of Kazakhstan.

9. Final Provisions

26. The Regulations, as well as amendments and additions to them, are approved by the decision of the Board of Directors of the Company after pre-approval by the Staff and Remuneration Committee and come into force from the date of their approval, unless another term is specified in the decision of the Board of Directors of the Company.

27. If, as a result of changes in the legislation of the Republic of Kazakhstan, certain items of the Regulations come into conflict with it, these items become invalid until changes are made to the Regulations in accordance with the procedure established by law.

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