

POLICY on Conflict of Interest settlement in Kazakhtelecom JSC

1. General regulations

1. This Policy on Conflict of Interest Settlement in Kazakhtelecom JSC (hereinafter- the Policy) has been developed in accordance with the legislation of the Republic of Kazakhstan, the Charter of Kazakhtelecom JSC, the Corporate Governance Code of Kazakhtelecom JSC.
2. The following terms, definitions and abbreviations are used in this Policy:
 - 1) **Internal information** – information received by an Employee, a member of the Board of Directors of the Company in the course of performing his official duties, including insider information and commercial secrets of the Company;
 - 2) **"Hotline"** - a communication line that provides an opportunity to inform about problems that require special attention, which may have an adverse impact on the work and efficiency of the Company;
 - 3) **Conflict of interests** - a conflict between official duties and private interests of an Employee, a member of the Board of Directors, or the Company, in which his personal interest affects or may affect the impartial performance of his official duties or functions, including, but not limited to, the joint work of close relatives, spouses and relatives who are directly subordinate. In addition, a conflict of interest is recognized as the existence of contractual relations in which an affiliated person (including legal entities, individual entrepreneurs) of an employee, a member of the Board of Directors is a supplier of goods, works and services for the Company, an affiliated telecom operator, a dealer;
 - 4) **Corporate Secretary** – Corporate Secretary of Kazakhtelecom JSC;
 - 5) **Negative consequences of a Conflict of Interest** – material or non-material damage caused to the Company or a third party, expressed qualitatively or quantitatively;
 - 6) **Company** – Kazakhtelecom Joint Stock Company;
 - 7) **Employee** – a person who has an employment relationship with the Company;
 - 8) **Compliance Service** - a structural subdivision of Kazakhtelecom JSC, whose function is to ensure compliance with mandatory regulatory requirements on anti–corruption issues;
 - 9) **Conflict of interest management** - the creation of mechanisms to prevent situations in which the interests of an Employee, a member of the Board of Directors may affect the objectivity and independence of his decision–making and performance of duties, as well as conflict with his obligation to act in the interests of the Company and (or) its shareholders;
 - 10) **Conflict of interest settlement** – actions of bodies and/or persons capable and competent to make managerial decisions, as a result of which Negative consequences of a probable or occurred Conflict of Interest are excluded;
 - 11) **Private interest** - a financial, material interest or interest that gives an Employee, a member of the Board of Directors of the Company a direct personal benefit;
 - 12) **Affiliated persons** - individuals or legal entities (with the exception of state bodies exercising control and supervisory functions within the scope of their powers) that have the ability to directly and (or) indirectly determine decisions and (or) influence decisions made by each other (one of the persons), including by virtue of a concluded transaction in relation to an Employee, a member of the Board of Directors of the Company. Affiliated individuals of an Employee, a member of the Board of Directors of the Company include: close relatives, spouse, relatives. Affiliated legal entities of an Employee, a member of the Board of Directors of the Company include: legal entities (including their affiliated legal entities), individual entrepreneurs in which members of the Board of

Directors, Employees and (or) their affiliates are the first managers, members of management bodies /executive bodies, have a share in the authorized capital, are shareholders, individual entrepreneurs (including managers of individual entrepreneurs).

- 13) **BD** – Board of Directors;
- 14) **SB** – Supervisory Board;
- 15) **IE** – individual entrepreneur;
- 16) **Close relative** – parents (parent), children, adoptive parents (adoptive parents), adopted (adopted), full and half siblings, grandparents, grandchildren of an Employee, a member of the Board of Directors;
- 17) **Relatives** – full and incomplete brothers and sisters, parents and children of the spouse of an Employee, a member of the Board of Directors;

2. Purposes and objectives

3. The purpose of this Policy is to achieve an appropriate degree of regulation of the Conflict of Interests in the Company, excluding the possibility of any Negative consequences of the Conflict of Interests.
4. The objectives of this Policy are:
 - 1) creating conditions for the prevention, identification and elimination of Conflicts of interest;
 - 2) Settlement of the conflict of interests by measures of this Policy in the interests of the Company and its shareholders in accordance with the legislation of the Republic of Kazakhstan and internal documents of the Company;
 - 3) maintaining the legality, validity and compliance with the interests of the Company, decisions taken by an Employee, a member of the Board of Directors of the Company within their competence;
 - 4) assistance in the formation of an appropriate service culture that ensures timely identification and resolution of conflicts of interest;
 - 5) Conflict of interest management is transparent and timely, without compromising the efficiency of the Company's bodies, structural divisions and Employees;
 - 6) ensuring personal responsibility of an Employee, a member of the Board of Directors of the Company for decisions taken within their competence;
 - 7) implementation of internal and external accountability mechanisms;
 - 8) ensuring compliance with the rights of shareholders, as well as protection of property interests and business reputation of the Company;
 - 9) ensuring conditions under which the decision-making mechanism of the Company cannot be compromised;
 - 10) continuous further improvement of procedures for preventing Conflicts of interest in Society in accordance with changing realities.

3. Policy principles

5. Priority of the Company's interests:
 - 1) An employee, a member of the Board of Directors of the Company should make decisions and perform other actions, guided by the legislation of the Republic of Kazakhstan, internal documents and the interests of the Company, while ignoring considerations of personal gain. The decision-making process should not depend on the religious, professional, political, ethnic, family or other personal preferences and tastes of the decision-maker;

- 2) An employee, a member of the Board of Directors of the Company should avoid such actions as a private person that may provide him with an undue advantage due to Internal information obtained in the course of performing his official duties;
 - 3) An employee, a member of the Board of Directors of the Company should not seek to receive any benefits, or accept them in exchange for the expected performance or non-performance of official duties or functions by someone;
 - 4) An employee, a member of the Board of Directors of the Company should not unlawfully use the advantages of a previously held position or position in the Company, including the use of Internal Information obtained during his/her previous position.
6. Personal responsibility and example:
- 1) An employee of the Company is obliged in all cases to act in such a way as to serve as an example of integrity for other Employees of the Company;
 - 2) An employee, a member of the Board of Directors of the Company assumes full responsibility (in accordance with the legislation of the Republic of Kazakhstan) for identifying and resolving Conflicts of Interest in favor of the Company, if any;
 - 3) An employee, a member of the Board of Directors of the Company is personally responsible for providing false and incomplete information about their affiliated persons (individuals/ legal entities).
7. Formation of an office culture that is intolerant of conflicts of interest:
- 1) An employee performing managerial functions, a member of the Board of Directors of the Company should perform a managerial function and form executive policies, procedures and management approaches that will encourage effective control and management of conflicts of interest.;
 - 2) Organizational procedures should encourage disclosure and discussion of Conflict of Interest situations by the Company's Employees and include reasonable measures to protect disclosed information related to a Conflict of Interest from its misuse by other persons.;
 - 3) An employee, a member of the Board of Directors of the Company should inform the Compliance Service about a Conflict of Interests, or by means of a "Hotline" by sending a message to the Compliance Service and the hotline of JSC "NWF "Samruk-Kazyna" via the communication channels indicated on the Company's website. (https://telecom.kz/ru/pages/13695/172465?utm_source=footer&utm_medium=org&utm_campaign=newlink)

4. Responsibilities

8. Members of the Board of Directors of the Company are obliged to:
- 1) disclose to the SD information about any real or potential Conflict of Interest;
 - 2) do not perform actions that may lead to a conflict of interest;
 - 3) not to make decisions on transactions in which members of the Board of Directors of the Company have a Conflict of interests;
 - 4) regularly, once a quarter, as well as upon request, provide the Compliance Service with information about its affiliated persons (individuals and legal entities) in accordance with the Annex to this Policy.
9. The Company's employees are obliged to:
- 1) not to compete with the Company and/or not to take advantage of the opportunities provided to it by the Company's resources and its official position;
 - 2) avoid any situations or circumstances in which their private interests, family ties and friendships will contradict the interests of Society;
 - 3) refrain from taking part in any activity or making decisions that could potentially lead to a conflict of interest;

- 4) make every effort to ensure that emerging conflicts are resolved within the framework of the current legislation, taking into account the legitimate interests of the parties involved in the conflict;
 - 5) not to accept any gifts or use the benefits associated with his activities in the Company from third parties, as well as to receive any income or benefits as a reward for performing functional duties, except for income received directly from the Company;
 - 6) not to take part in decision-making on issues related to the Company's relations with third parties who are former or potential future employers of the Employee, unless otherwise expressly permitted by the Company's senior employees (in relation to members of the Management Board - the Chairman of the Management Board);
 - 7) immediately inform the Compliance Service about cases:
 - when the Employee's personal interests conflict with his official duties;
 - the occurrence of situations that could potentially lead to a conflict of interests related to their official duties, their affiliation with other individuals or legal entities;
 - the occurrence of any situations provided for in this Policy;
 - 8) upon request, provide the Compliance Service with information about its affiliated persons (individuals and legal entities) in the form according to the Appendix to this Policy;
 - 9) not to take a direct part in the consideration and decision-making on any relations between the Society and himself, his close relatives, spouses, relatives and organizations with which they are associated.
10. The Board of Directors should monitor and, if possible, eliminate potential Conflicts of interests of the members of the Board of Directors and shareholders, including the misuse of the Company's property and abuse in transactions in which there is an interest.
 11. The Chairman of the Management Board should monitor and, if possible, eliminate potential Conflicts of interests of the Company's Employees.
 12. The Corporate Secretary of the Company, within the limits of his competence defined by the legislation and internal documents of the Company, is obliged to ensure proper consideration of issues related to the Settlement of conflicts of interest. Control over the timely consideration of such issues by the Company's bodies is entrusted to the Corporate Secretary.
 13. Employees of the Company at the time of conclusion of the employment contract, as well as at the time of appointment/election, are required to confirm in writing that they have familiarized themselves with the Company's procedures for resolving Conflicts of Interest and undertake to comply with them.

5. Conflict of interest regulation

14. The Company takes all necessary measures to prevent a Conflict of Interests and to identify circumstances that cause or may cause a Conflict of Interests.
15. The Corporate Secretary of the Company and the Compliance Service have the right to request information and explanations from the members of the Board of Directors, members of the Management Board and Employees of the Company in connection with the violation of the rights of shareholders or a situation leading to a Conflict of Interests.
16. By defining measures to prevent Conflicts of Interest, the Company ensures their proportionality with the severity of the threat to the interests of Society.
17. If it is impossible to prevent a Conflict of Interest at the level of a structural subdivision, the head of this subdivision within 1 (one) working day provides the Chairman of the Management Board and the Compliance Service with information about the Conflict of Interest, the causes of its occurrence and the measures that have been or may be taken.
18. The Chairman of the Management Board determines the procedure for resolving the Conflict of Interests of the Company's Employees, appoints an authorized person. If necessary, the Chairman of

the Management Board has the right to create a working group to resolve the Conflict of Interests. The working group consists of representatives from the Compliance Service, the Employee Experience Management Service, the legal unit and the structural unit in which the person associated with the Conflict of Interests works, as well as other representatives of the Company's structural units whose participation in the working group is necessary to make an objective decision. The composition of the working group is formed in such a way that the possibility of a conflict of interest that may affect the decisions taken by this working group is excluded.

19. On the basis of an order of the Chairman of the Management Board/a decision of the Management Board of the Company or information received by the Compliance Service, the issue of a Conflict of Interests among the Company's Employees may be submitted for consideration by the Board of Directors of the Company.
20. Information about the Conflict of Interests related to the Chairman of the Management Board/members of the Management Board of the Company is transmitted to the Board of Directors of the Company for making a decision on the settlement of the Conflict of Interests.
21. Employees, members of the Board of Directors of the Company are responsible and are obliged to compensate in full the losses caused to the Company as a result of violation of the requirements established by this Policy.
22. Options for Conflict of Interest resolution and management:
 - 1) refusal of an employee, a member of the Board of Directors of the Company to participate in the decision-making process that may be influenced by a conflict of interests;
 - 2) restriction of access to Internal Information to an Employee, a member of the Board of Directors of the Company involved in a Conflict of Interest;
 - 3) re-election or transfer of an Employee of the Company with his consent to another job in accordance with the procedure established by the legislation of the Republic of Kazakhstan, involving the performance of functions that exclude a conflict of interests;
 - 4) revision and modification of the scope of duties and functions of an Employee of the Company;
 - 5) termination of the powers of an Employee, a member of the Board of Directors of the Company in accordance with the procedure established by the legislation of the Republic of Kazakhstan;
 - 6) elimination by an Employee, a member of the Board of Directors of a Private Interest Society;
 - 7) adoption by the Company, or by an Employee, a member of the Board of Directors of the Company of other measures, in accordance with the current legislation, to prevent and Resolve conflicts of interest.

6. Final regulations

23. Amendments and additions to this Policy are made in accordance with the established procedure on the basis of the decision of the Board of Directors of Kazakhtelecom JSC.
24. If the organizational and procedural measures provided for by this Policy in specific cases are insufficient to prevent the Negative consequences of a Conflict of Interests, the relevant bodies of the Company take separate decisions on them in accordance with the legislation of the Republic of Kazakhstan, the Charter of the Company, the Corporate Governance Code of the Company and the principles of this Policy.

Form "Information about affiliated persons"

Date « ____ » _____ 202__ .

Individuals

№	Surname, first name, patronymic (if any)	IIN	Date of birth	Date of affiliation, (date of conclusion of the Employee's employment contract, etc.)	Citizenship	Place of work (position)	Degree of kinship
1	2	3	4	5	6	7	8

Legal entities/ individual entrepreneurs

№	Name of legal entity, individual entrepreneur (according to the certificate of registered legal entity, certificate of individual entrepreneur)	BIN legal entity, IIN IE	Date of state registration of legal entity, individual entrepreneur	Date of affiliation, (date of conclusion of the Employee's employment contract, etc.)	Country of registration	Registration address (according to the certificate of registered legal entity, IE certificate), actual address	Belonging to a legal entity, individual entrepreneur (position, share in % in the authorized capital, member of the Board of Directors, Supervisory Board, etc.)
1	2	3	4	5	6	7	8

Note: in column No. 8 "Legal entities / individual entrepreneurs", the full name of the Employee / member of the Board of Directors (spouse, close relative of the Employee/ member of the Board of Directors and his spouse), information on the ownership of shares (participation shares in the authorized capital) of the legal entity, the presence of individual entrepreneurship, whether the first head (member executive body), a member of the management body (Supervisory Board, Board of Directors, etc.), affiliated organizations of these persons.

I (last name, first name, patronymic (if any) Employee/member of the Board of Directors),

_____, confirm that this information has been thoroughly verified by me and is complete and reliable.

_____ (signature, date).