



THE CODE OF CONDUCT





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MESSAGE FROM THE GENERAL DIRECTOR

Welcome to our Code of Conduct (the “Code”). It has been designed to help every one of us make the right decisions and remain true to our core values and Business Principles. These core values and principles are at the very heart of our company. They are not optional. We all must follow them. All of us believe we are ethical, but our world and business environment are constantly changing. It is never safe to assume we know everything or that we are not at risk. The Code helps by highlighting your responsibilities so you can identify the risks relevant to your role. If you are also a manager, there is an additional section to help you fulfil your responsibilities under the Code. You can also use the Integrity Check to help guide you through any dilemma not covered in the following pages. Whether you are a manager, an employee or contract staff, I encourage you to read and use our Code to make sure you are doing your part to sustain an ethical culture and protect the future of Karachaganak Petroleum Operations Company B.V. (KPO).

A personal commitment to ethics and compliance is something over which we each have absolute control. Anything less than 100 per cent compliance undermines our performance and risks high costs that would hurt our bottom line as well as our hard-earned reputation. By following this Code, you are helping to make KPO credible, competitive and affordable. See the Code as your guide, helping you to refresh your knowledge and giving you sound advice. You might find something surprising – a new risk might have emerged or perhaps you will discover that changes in your job have exposed you to risks you were not previously aware of. Do not let complacency put you at risk of breaking the rules and creating unacceptable risk for you, your colleagues or KPO. If you have any reason to doubt your understanding, always seek advice as set out in the following pages or contact the KPO Legal Compliance Department. Thank you for your commitment to ethics and compliance!

Yours,

Giancarlo Ruii

KPO General Director



WHO IS OUR CODE OF CONDUCT FOR?

This Code applies to every employee (including direct hires and secondees from contracting companies), director and officer in KPO. Contract staff provided by the manpower agencies working for a KPO must also follow the Code. Contractors and consultants who are agents of, or working on behalf of, or in the name of a KPO (through outsourcing of services, processes or any business activity), are required to act consistently with the Code when acting on our behalf. Independent contractors and consultants must be made aware of the Code as it applies to their dealings with our staff.

HOW CAN THE CODE OF CONDUCT HELP YOU?

Inside you will find practical advice about laws and regulations, expectations and guidance. We also provide directions to further information sources to help you use your own good judgement. In addition, you will find frequently asked questions on all the topics of the Code through the device illustrated on the following page.

OUR CORE VALUES AND BUSINESS PRINCIPLES

At KPO, we share a set of core values – honesty, integrity and fairness as foundation for our respect for people. By making a commitment to these in our working lives, each of us plays our part in protecting and enhancing KPO's reputation. Our shared core values underpin all the work we do and are the foundation of our Code of Conduct and the KPO Business Principles, which are highlighted on the final page and you can read in full on www.kpo.kz. The KPO Business Principles govern how KPO conducts its affairs and outline our responsibilities to shareholders, customers, employees, business partners and society. This Code of Conduct describes the behaviour KPO expects of you and what you can expect of KPO.

We are judged by how we act. Our reputation will be upheld if we act in accordance with the law, the KPO Business Principles and our Code. We encourage our business partners to live by the KPO Business Principles or by equivalent principles. Knowing and adhering to our core values and principles will help you understand and follow the Code.

WHY DO WE NEED A CODE OF CONDUCT?

To describe the behaviour expected of our employees and how they relate to our Business Principles and core values.



YOUR RESPONSIBILITIES

Whatever your role with KPO, we expect you to commit to following the Code in the work you do every day. This section outlines your responsibilities and offers a guide to ethical decision-making. There is also a section detailing manager's responsibilities. Remember – if you know or suspect someone is violating

“WHETHER YOU ARE A MANAGER, AN EMPLOYEE OR CONTRACT STAFF, A PERSONAL COMMITMENT TO ETHICS AND COMPLIANCE IS SOMETHING OVER WHICH WE EACH HAVE ABSOLUTE CONTROL...”

the Code, please speak up.

Within this section...

Your Individual Responsibilities

Your Integrity Check

Seek Advice and Speak Up

Manager's Responsibilities



YOUR INDIVIDUAL RESPONSIBILITIES

DO THE RIGHT THING

The Code of Conduct is for you. It sets the boundaries within which all KPO staff must operate every day, without exception. Read it. Understand it. Follow it.

YOUR RESPONSIBILITIES

Understand the risks in your role and how to manage them.

Seek advice when things are not clear.

Promptly complete the ethics and compliance trainings assigned to you.

Make sure that any third party contractors, agents or consultants you work with are aware that we are bound by our Code and that they should act accordingly.

Speak up. It is your duty to report any suspected violations of the Code.

WHAT HAPPENS IF I VIOLATE THE CODE?

Violations of the Code, and the relevant policies as indicated, can result in disciplinary action, up to and including dismissal. In some cases, KPO may report a violation to the relevant authorities, which could also lead to legal action, fines or imprisonment.



YOUR INTEGRITY CHECK

Our Code of Conduct might not give you specific advice for every situation, dilemma or decision. To help you or your team think about any particular dilemma you may have relating to our Code of Conduct and work through the questions in the Integrity Check.

Of course, you can always ask for help from your line manager, the KPO Legal Compliance Department, KPO Legal or the compliance Hotline.

When in doubt, ask yourself...

IS IT LEGAL AND AM I AUTHORISED TO DO IT?	SEEK ADVICE
IS IT THE RIGHT THING TO DO AND AM I LEADING BY EXAMPLE?	SEEK ADVICE
AM I KEEPING TO OUR CORE VALUES OF 'HONESTY, INTEGRITY AND FAIRNESS'?	SEEK ADVICE
IS WHAT I AM DOING ETHICAL AND IN LINE WITH THE BUSINESS PRINCIPLES, OUR CODE OF CONDUCT AND SUPPORTING MANUALS AND PROCEDURES?	SEEK ADVICE
HAVE I THOROUGHLY UNDERSTOOD THE POTENTIAL RISKS, INCLUDING THE RISKS TO KPO'S REPUTATION?	SEEK ADVICE
IF THIS BECOMES PUBLIC KNOWLEDGE, WILL I STILL FEEL I HAVE DONE THE RIGHT THING?	SEEK ADVICE



SEEK ADVICE AND SPEAK UP

If you would like advice on any matter relating to the Code or wish to report a concern, speak to your line manager, the KPO Legal Compliance Department, or KPO Legal representative. Alternatively, you can contact the compliance Hotline. This is available 24 hours a day, seven days a week, via a telephone number and through the internet, and staffed by an independent third party. You can call or submit a report anonymously if you wish. If you know or suspect someone is violating the Code, you have a duty to report it. If you do nothing, you risk KPO's reputation and financial penalties that would affect KPO's bottom line. Reporting a concern also gives KPO the opportunity to detect early a potential or actual violation of our Code.

KPO will not tolerate any form of retaliation directed against anyone who raises a concern in good faith about a possible violation of the Code. In fact, any act or threat of retaliation against KPO staff will be treated as a serious violation of our Code.



MANAGER'S RESPONSIBILITIES

We depend on our managers to promote our ethical standards and act as role models for their teams. So we expect managers to show leadership in following our Code and maintaining a culture of commitment to ethics and compliance, where it is normal to do the right thing and people feel confident about speaking up.

AS A MANAGER YOU MUST:

Understand and follow the Code.

Understand the main Code violation risks that apply in your business or function, and the procedures to mitigate them.

Ensure your staff make time to complete promptly the Ethics and Compliance trainings assigned to them.

Ensure your staff understand the procedures they should follow to avoid violating the Code, including recording gifts and hospitality and potential conflicts of interest in the Gifts and Hospitality and Conflict of Interest Registers.

Make sure anyone new to your team is briefed promptly on our Code of Conduct, the Code risks in their role, and where they can seek advice and support.

Be alert to any violations of the Code, and encourage your team members to speak up if they know or suspect a violation.

If you are told of a possible violation of the Code, you have a duty to report it. You may refer it to the KPO Compliance Department, KPO Legal or the compliance Hotline. You must also ensure you keep all reported concerns confidential. Never take it upon yourself to investigate the matter.

Once decided by management at appropriate level, implement consequence management in response to a violation of the Code.



OUR BEHAVIOURS, PEOPLE AND CULTURE

We want KPO to be a great place to work, and we want to protect our reputation among customers, suppliers, governments and communities as a company that always strives to do the right thing. To do that, we need everyone doing business on behalf of KPO to live up to our core values of honesty, integrity and fairness that is the foundation for our respect for people.

This section of our Code of Conduct sets out the standards of good behaviour that we expect from you – and that you have the right to expect from your colleagues.

“OUR CODE OF CONDUCT HAS BEEN DESIGNED TO HELP EVERY ONE OF US MAKE THE RIGHT DECISIONS AND REMAIN TRUE TO OUR CORE VALUES AND PRINCIPLES... I ENCOURAGE YOU TO MAKE SURE YOU ARE DOING YOUR PART TO PROTECT THE FUTURE OF KPO.”

Giancarlo Ruiu, General Director

Remember – if you know or suspect someone is violating the Code, please speak up.

Within this section...

- Health, Safety and Environment**
- Human Rights**
- Harassment**
- Equal Opportunity**
- Use of IT and Electronic Communications**
- Insider Dealing**
- Protection of Assets**



HEALTH, SAFETY AND ENVIRONMENT

KPO is helping to meet the world's growing energy needs in ways that are economically, environmentally and socially responsible. Our aim is to live up to the standards of KPO Golden Rules. We are committed to the goal of doing no harm to people and protecting the environment, while developing energy resources, products and services in a way that is consistent with these objectives.

We aim to earn the confidence of our customers and shareholders, as well as contribute to the communities in which we operate as good neighbours, creating lasting social benefits. We have a systematic approach to the management of Health, Safety and Environment (HSE), designed to ensure compliance with the applicable laws in this area and to achieve continuous performance improvement, while promoting a culture in which all KPO staff and contractors share this commitment.

We set targets for HSE improvements and measure, appraise and report performance levels.

The KPO HSE framework supports effective and efficient implementation of our HSE policies across KPO. This is how we manage the impacts of our operations and projects on society and the environment.

YOUR RESPONSIBILITIES

You must follow the three Golden Rules:

- (i) Comply** with the law, standards and procedures
- (ii) Intervene** in unsafe or non-compliant situations
- (iii) Respect** each other, our contractors and community

You must ensure that your work complies with the HSE policies.

You must follow the KPO **11 Life-Saving Rules**.

You must report and act on a HSE incident, potential incident or near-miss.



HUMAN RIGHTS

Conducting our activities in a way that respects human rights supports our licence to operate. Human rights requirements are embedded in our existing framework, manuals and policies and include:

Social performance. We have social performance plans and address the social impacts of our operations on local communities.

Security. Company-wide security requirements help keep staff, contractors and facilities safe in a way that respects human rights and the security of local communities.

Human resources. Our policies and standards help us establish fair labour practices and a positive work environment.

Contracting and procurement. We seek to work with contractors and suppliers who contribute to sustainable development and are economically, environmentally and socially responsible.

We comply with applicable laws and regulations, including the United Nations Universal Declaration of Human Rights and the core conventions of the International Labour Organisation. We also regularly engage with our external stakeholders and always strive to contribute, both directly and indirectly, to the general wellbeing of the communities in which we operate.

Modern slavery and child labour are criminal offences under applicable laws and a violation of fundamental human rights. Both can occur in various forms, including the offences of: holding another person in slavery or servitude; forced and compulsory labour; and human trafficking for exploitation, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain.

KPO has a zero-tolerance approach to modern slavery and child labour is committed to identifying and minimising so far as possible the risk of child labour, slavery and human trafficking occurring in its supply chains and in all areas of its business.

YOUR RESPONSIBILITIES

You must ensure that your work complies with our commitments to human rights in Social Performance, Security, Human Resources and Contracting and Procurement.

If you know of or suspect any potential human rights violations relating to our business, it is your duty to speak up.



HARASSMENT

KPO will not tolerate harassment. We will not tolerate any action, conduct or behaviour which is humiliating, intimidating or hostile. Treat others with respect and avoid situations that may be perceived as inappropriate.

Feedback, criticism and challenge must always be delivered in an appropriate and respectful manner. In particular, be aware of cultural sensitivities – what is acceptable in one culture may not be in another. It is important to be aware of and understand these differences.

YOUR RESPONSIBILITIES

You must treat others with respect at all times. You must not physically or verbally intimidate or humiliate others. You must not make inappropriate jokes or comments. You must not display offensive or disrespectful material.

You must not engage in casual conversation on sensitive or confidential matters or send communications containing material that is racist, sexist, offensive, defamatory, fraudulent or otherwise inappropriate.

Challenge someone if you find their behaviour hostile, intimidating, humiliating or disrespectful. You may always contact your line manager, the KPO Legal Compliance Department, Human Resources, KPO Legal or the compliance Hotline.

Question:

My supervisor makes several of us uncomfortable with rude jokes and comments.

What should I do?

Answer:

Talk to your supervisor about how you feel. If you are uncomfortable talking directly to your supervisor, you can talk to another manager, the KPO Legal Compliance Department, Human Resources, or call the compliance Hotline. Harassment or a hostile work environment in which employees feel threatened or intimidated will not be tolerated.



EQUAL OPPORTUNITY

At KPO, we offer equal opportunities to everyone. This helps us ensure we always draw on the widest possible talent pool and attract the very best people. We rely on everyone at KPO to continue our record on equal opportunity.

Sometimes people can breach equal opportunity policies without even realising it. Therefore you should always strive to be objective and ensure your personal feelings, prejudices and preferences are not influencing your employment-related decisions. You also need to be aware of local legislation that may impact employment decisions.

YOUR RESPONSIBILITIES

When making employment decisions, including hiring, evaluation, promotion, training, development, discipline, compensation and termination, you must base them solely on objective factors, including merit, qualifications, performance and business considerations.

You should understand the value of diversity and must treat everyone equally and not discriminate in any way based on race, colour, religion, age, gender, sexual orientation, gender identity, marital status, disability, ethnic origin or nationality.



USE OF IT AND ELECTRONIC COMMUNICATIONS

KPO supplies you with IT and electronic communications so that you can conduct your work in a secure and compliant manner. Your responsibilities when using IT and electronic communications are set out below.

IT and electronic communications include hardware, software and all data that is processed using these. KPO logs and monitors use of its IT equipment and any equipment which is connected via the KPO network.

YOUR RESPONSIBILITIES

You must comply with KPO IT security requirements.

You must not use personal email accounts for work communications.

You must not share your KPO IT login details with others.

You must not modify or disable security or other configuration settings downloaded by KPO to your own IT equipment, unless instructed to do so by KPO IT.

You must use KPO information systems, equipment and servers only for the performance of your duties.

It is allowed to use KPO information systems, equipment and servers for purposes other than performance of duties for limited periods of time, including checking personal e-mail, visiting social networks not using the KPO name or brand.

If you hold correspondence not related to the performance of your duties, or keep personal data and any other documents in KPO information systems, personal computers and servers, you automatically acknowledge and agree that KPO as the owner of these information systems, equipment and servers has the right to process and use such information, where necessary, including transfer to a third party in order to carry out KPO's statutory activities, protect its rights and reputation, comply with the legislative requirements. If you have a corporate mobile phone, you must follow the policy for acceptable use.

You must not access, store, send or post pornography or other indecent or offensive material when using KPO IT and communication facilities, nor must you connect to online gambling sites or conduct unlawful activities.

You must not store or transmit image or (streaming) media files or otherwise generate high network traffic or data storage costs due to personal use.

You must not conduct your personal business activities using KPO IT or communication facilities, or support others to do so.

You must only use approved services to store, process or share business information as defined in the KPO IT rules.



INSIDER DEALING

At KPO, we are aware of the national and international laws on insider dealing (i.e., trading in shares or other securities when you have inside information about a company) applicable to our shareholders or their ultimate parent companies.

Inside information is knowledge that might be held by the shareholders of KPO or their ultimate parent companies that is precise, not generally available and which, if it did become available, would be likely to have a significant effect on the market price of shares or other securities of such shareholders or their ultimate parent companies.

Dealing based on inside information includes directly trading in securities and also passing inside information on to another person who uses that inside information to trade in shares or other securities. Insider dealing is both illegal and unfair.

Insider Dealing is a serious crime that can result in a prison sentence and civil and criminal fines for the individuals who commit the violation, and civil and criminal fines for the entities that commit the violation.

YOUR RESPONSIBILITIES

You must not share inside information about the shareholders of KPO or their ultimate parent companies unless you are authorised to do so.

You must protect confidential business information and never use it for your own benefit, especially to trade in shares or other securities or recommend anyone else to do so. You must not spread rumours, mislead with false information or manipulate prices. Insider dealing and market abuse are unlawful activities and could lead to fines, dismissal or imprisonment.



PROTECTION OF ASSETS

KPO assets come in many different forms – physical, electronic, financial and intangible. Whether it is a KPO laptop, our brand or even a facility or building, we expect everyone to take good care of our assets.

YOUR RESPONSIBILITIES

You are personally responsible for safeguarding and using KPO assets appropriately. You must not commit, and you must protect KPO against, waste, loss, damage, abuse, fraud, theft, misappropriation, infringements and other forms of misuse.

You must protect company property that has been entrusted to you and also play your part in protecting KPO shared assets against loss or misuse. Be alert to the risk of theft.

You must not unlawfully conceal, alter or destroy documents.

If KPO issued you one, you must only use your corporate credit card for reasonable and approved business expenses and you must not use it for purchases of items in prohibited categories.

You must also play your part in protecting KPO shared assets – such as a photocopier or a leased building. Although you are not personally accountable or liable for these, you should help to look after them and, if someone else is putting them at risk or using them inappropriately, intervene or report the matter.

You must respect the assets of others.



MANAGING RISK IN INFORMATION AND COMMUNICATION

Our work for KPO depends on the use and exchange of information. In our everyday work, we all handle information and communicate in many different ways, and we need to consider the risks associated with these activities. These risks include the risk that personal data or KPO's Intellectual Property (as well as Intellectual Property provided to KPO) could fall into the wrong hands. Careless communication or an unauthorised disclosure could also damage our reputation or result in legal action. This section of our Code of Conduct is designed to deal with this type of risk.

“SEE THE CODE AS YOUR GUIDE... YOU MIGHT FIND SOMETHING SURPRISING – A NEW RISK MIGHT HAVE EMERGED OR PERHAPS YOU WILL DISCOVER THAT CHANGES IN YOUR JOB HAVE EXPOSED YOU TO RISKS YOU WERE NOT PREVIOUSLY AWARE OF.”

Giancarlo Ruiu, General Director

Remember – if you know or suspect someone is violating the Code, please speak up.

Within this section...

Data Privacy

Intellectual Property

Information and Records Management

Disclosure and Business Communications



DATA PRIVACY

Data privacy laws safeguard information about individuals – their personal data. At KPO, we respect the privacy rights of our staff, customers, suppliers and business partners. We are committed to managing personal data in a professional, lawful and ethical way.

Personal data is broadly defined as any information relating to an identified or identifiable individual such as name and contact details. More private information, such as race or ethnic origin, health data, sexual orientation, criminal behaviour or trade union membership is sensitive personal data and subject to more stringent requirements.

We may only process personal data for legitimate purposes and the data must be accurate and relevant for the purpose for which it was collected, as well as properly protected from inappropriate access or misuse. When it is to be transferred to third parties, it must be appropriately safeguarded. If we do not comply with these requirements, we risk causing harm to individuals, being ordered to cease the processing, and could face fines or litigation.

We are also putting KPO's reputation at risk.

YOUR RESPONSIBILITIES

You must identify the privacy risks before collecting, using, retaining or disclosing personal data, such as in a new IT system, project or marketing initiative.

You must only process personal data for specific, defined, legitimate purposes.

When you process or share individuals' personal data, you must always inform them. In some cases, you will need to get their prior consent.

You must always protect personal data if it is shared with a third party. If you are not sure whether you need consent or how to protect personal data when sharing with a third party, always seek advice from KPO Legal or the KPO Legal Compliance Department. You must ensure that personal data in your possession is kept up to date and disposed of when no longer required.

Question:

A friend of mine has asked me to give her the contact details of my colleagues for her business mailing list. I think they would like what she is selling and I would like to help her out. Can I go ahead and give her their names and email addresses?

Answer:

No – your friend will have to find another way of building her customer base. You may only process personal data for legitimate, KPO business purposes.



INTELLECTUAL PROPERTY

At KPO, we use great brands, ideas and technology, which was provided to us by the shareholders of KPO or their respective affiliates to KPO that we all need to protect.

These valuable brands, ideas and technology also need protecting, as do trademarks, patents, knowhow, trade secrets and other IP rights, and put to optimal use for KPO.

It is equally important that we respect, and avoid infringing, the IP rights of others. Not doing so risks damage to our business and reputation, and may impact our ability or licence to operate.

YOUR RESPONSIBILITIES

You must use brands and trademarks owned by or provided to KPO appropriately, following the appropriate standards that were made available to KPO along with these brands and trademarks.

You must report your innovations and inventions to KPO Legal, if you made or contributed to the making of those innovations in the performance of your employment with KPO.

You must classify and store KPO business and technical information appropriately, and with appropriate access controls.

You must not disclose KPO's confidential information outside KPO without permission or an appropriate written agreement or agreed framework, and you must make a record of the information provided under the agreement.

You must not accept confidential information from a third party unless you have permission to do so and you have agreed to receive it under a prior written agreement.

You must not misuse confidential information of a third party.

If you notice that a third party is infringing or misusing any IP rights, for example by passing on documents containing confidential information, it is your duty to speak up.



INFORMATION AND RECORDS MANAGEMENT

Like all organisations, we depend on the use and exchange of information for our business decisions and day-to-day activities. We need to ensure we create, use responsibly and protect this information, especially when it comes to data such as personal details, commercially sensitive information and intellectual property – both our own and that of others.

We need to take special care to protect confidential information when we are away from the KPO environment (meeting with others outside of KPO offices, traveling, etc.). We also have a duty to ensure we retain proper Records of our business activities to preserve corporate memory and meet legal and regulatory requirements.

YOUR RESPONSIBILITIES

You must assess the risks associated with any information you handle so you can properly manage the risks and protect the information.

When you create or receive information, you must assign it a confidentiality classification, declare it as a Record if required, store it in an approved KPO repository, only share it with those who are entitled and permitted to receive it and follow the more detailed Information Management requirements and guidance materials.

If you are working with third parties, you must ensure you are authorised to share information before doing so.

If you have been instructed by KPO Legal to preserve information, you must ensure it is kept as directed.

If you have any doubt on the legitimacy of the use of information, make sure to check with KPO Legal.



DISCLOSURE AND BUSINESS COMMUNICATIONS

We communicate in all sorts of ways – and, as KPO staff, everything we write or say reflects on KPO's reputation. Whichever media you use, either within KPO or externally, we expect you to follow KPO's rules on disclosure and business communications, including the additional rules that apply to email and social media.

All communications made to the public on behalf of KPO are subject to disclosure requirements and accordingly must be cleared by Government Relations Directorate. Appropriate disclaimers must be used, especially when the communication contains forward-looking information.

Every communication to the public on behalf of KPO must be accurate in all material respects, complete, relevant balanced and in compliance with all applicable laws and regulations. Additionally, in order for any public disclosure not to be considered continuously current, it must contain the date the disclosure is being made. Providing inaccurate, incomplete, or misleading information may be illegal and could lead to fines, sanctions and other penalties for KPO and the individuals involved.

Use of personal social media for KPO business purposes without authorization is prohibited. Whether or not an employee chooses to engage in social media for personal purposes is a personal decision and not a business decision. However, social media activities that affect an employee's job performance, the performance of other KPO employees, or KPO business and reputation are governed by the Code, whether or not such activities are undertaken through an employee's personal social media account.

YOUR RESPONSIBILITIES

You must not disclose information about KPO's business activities unless you are authorised to do so. That applies to the things you say, as well as anything in writing.

You must not engage with the media on behalf of KPO without disclosure clearance from Government Relations Directorate.

You must only commit KPO if you have corporate authority to do so and you must not issue orders or make decisions for departments that you do not work for.

You must not engage in casual conversation on sensitive or confidential matters or send communications containing KPO confidential information or that can, in any manner, damage the business or the reputation of KPO.

You can only use KPO-approved social media channels for business use if you are an approved user.

You must not use personal social media accounts for disclosing confidential business information or other business purposes.

If you have been authorized by KPO to use personal social media for personal purposes to discuss energy-related topics, or to endorse or provide testimonial of KPO and its products/services, you must disclose that:

- ▶ You are a KPO employee;
- ▶ You are not speaking on behalf of KPO; and
- ▶ The views expressed are your own and do not necessarily reflect those of KPO.



MANAGING RISK IN THIRD PARTY AND INTERNATIONAL INTERACTIONS

Every time KPO deals with a customer, business partner, joint venture, Government Official, competitor or any other stakeholder, we need to understand the risks as well as the opportunities. We also need to ensure that KPO's cross-border interactions comply with all relevant trade legislation.

If we do not comply with the law, it could lead to fines for KPO or serious harm to our business. Individuals could also face fines or imprisonment. This section of our Code of Conduct is designed to help you keep your business interactions legal, ethical and professional, ensuring that you protect yourself from any suspicion of wrongdoing and safeguard KPO's reputation.

“ANYTHING LESS THAN 100 % COMPLIANCE UNDERMINES OUR PERFORMANCE AND RISKS HIGH COSTS THAT WOULD HURT OUR BOTTOM LINE AS WELL AS OUR HARD-EARNED REPUTATION... DON'T LET COMPLACENCY PUT YOU AT RISK OF BREAKING THE RULES AND CREATING UNACCEPTABLE RISK.”

Giancarlo Ruiu, General Director

Remember – if you know or suspect someone is violating the Code, please speak up.

Within this section...

- Anti-bribery and Corruption**
- Gifts and Hospitality**
- Conflicts of Interest**
- Anti-money Laundering**
- Political Activity and Payments**
- Antitrust**
- Trade Compliance**



ANTI-BRIBERY AND CORRUPTION

At KPO, we build relationships based on trust, and we are determined to maintain and enhance our reputation. For this reason, we never accept or pay bribes, including facilitation payments. Even unsubstantiated claims of bribery and corruption may damage KPO's reputation.

Everyone involved in KPO's business must comply with the anti-bribery and corruption (ABC) laws of the countries where we operate, as well as those that apply across borders.

YOUR RESPONSIBILITIES

You must not offer, pay, make, seek or accept a personal payment, gift or favour in return for favourable treatment or to gain a business advantage. You must not allow anybody else to do so on your behalf.

You must not make facilitation payments. If a facilitation payment has been requested or made, you must immediately report it to the KPO Legal Compliance Office or KPO Legal or to the compliance Hotline. If you make a payment because you genuinely believe your life or liberty is at risk, this is not a facilitation payment but must be reported as if it were.

Know who you are doing business with by conducting the appropriate due diligence as set out in the ABC and AML Manual.

Dealing with Government Officials poses a greater bribery risk so you must follow the mandatory requirements in the ABC and AML Manual.

You must report corrupt behaviour. Turning a blind eye to suspicions of bribery and corruption can result in liability for KPO and for individuals.



GIFTS AND HOSPITALITY

It is important to do the right thing – and to be seen to do it. For this reason, we discourage our staff from accepting gifts and hospitality (G&H) from business partners, or offering G&H to them, especially those you would not be comfortable telling your manager, colleagues, family or the public that you had offered or accepted.

In particular, you should never allow G&H, either offered or received, to influence business decisions or give other people a reason to suspect there might be an influence. We encourage you to make KPO's policy on G&H known to our agents and business partners, including governments and Government Officials.

YOUR RESPONSIBILITIES

You must not, either directly or indirectly, offer, give, seek or accept:

- ▶ illegal or inappropriate G&H, cash or cash equivalents (including per diems unless contractually agreed), vehicles, personal services, or loans in connection with KPO business; or
- ▶ G&H where the business partner is absent, or during periods when important business decisions are being made; or
- ▶ G&H that exceed prescribed value limits, unless line manager and other required approvals have been obtained;
- ▶ You must register in the Gifts and Hospitality Register: all G&H given or received from/to Government Officials or other third parties, any G&H that could be perceived as influencing or creating a Conflict of Interest, and declined gifts of cash or of an excessive nature, including personal items.

When offering G&H to a Government Official, you must not offer or pay for: additional days of travel to tourist destinations or private visits; family members/guests (unless approved by the representative of the KPO Legal Compliance Department or Legal Director).

In advance of offering any G&H to a Government Official, you must request advance approval via the Gifts and Hospitality Register.

You must note that giving gifts to Government Officials in the Republic of Kazakhstan may give rise to administrative and criminal liability in accordance with the applicable laws of the Republic of Kazakhstan, hence, is discouraged by KPO.

For further information and specific rules including G&H value limits, consult ABC and AML Manual.

Should you have any questions, contact Legal Compliance Department.



CONFLICTS OF INTEREST

Conflicts of Interest (COIs) may arise when your personal relationships, participation in external activities or an interest in another venture, could influence or be perceived by others to influence your business decisions for KPO. An actual, potential or perceived COI may jeopardise your reputation as well as KPO's. You must avoid actual, potential or perceived COIs if possible.

If you have an actual, potential or perceived COI, you must protect yourself from any suspicion of misconduct by being transparent and entering the details in KPO's Conflict of Interest Register.

This only takes a few minutes, and could save you from a time-consuming investigation. Provided that no actual, potential or perceived COI would result, you may acquire interests in other businesses and perform external professional activities in your own time. You are also entitled to be active in your own time in community, government, educational and other non-profit organisations. However, in any such case, you must comply with all relevant laws, regulations and KPO policies. If there is any doubt, you must raise your concern with your line manager, the KPO Legal Compliance Department before you start a new activity.

YOUR RESPONSIBILITIES

You must not let any decisions you make at KPO be influenced by personal considerations such as relationships or outside interests of yourself, family or friends.

You must register all actual, potential or perceived COIs in the Conflict of Interest Register, whether or not you think it will actually influence your decision.

If you are not sure whether such a conflict exists, you must consult your line manager, the KPO Legal Compliance Department or KPO Legal.

Withdraw from decision-making that creates an actual, potential or perceived COI, or could be perceived as creating one.

Question:

My uncle is the Deputy Minister of Energy in my country. Do I need to declare this in the Conflict of Interest Register?

Answer:

This could be a potential, actual or perceived conflict of interest, depending on your role, KPO's business in that country and other conditions. In all cases, you should declare it in the Conflict of Interest Register. Your line manager can then discuss with you whether or not any mitigation steps are required in order to protect you, KPO and your uncle.



ANTI-MONEY LAUNDERING

Money laundering occurs when the proceeds of crime are hidden in legitimate business dealings, or when legitimate funds are used to support criminal activities, including terrorism. All companies are at risk of being exploited in this way – and we must be on our guard to help protect our reputation and ensure we comply with the law.

YOUR RESPONSIBILITIES

You must not knowingly deal with criminals, suspected criminals or the proceeds of crime.

You must follow any due diligence requirement specified by KPO so that we know who we are doing business with.

You must ensure that your business transactions on behalf of KPO do not involve acquiring, using or holding monetary proceeds or property acquired with the proceeds of crime.

You must not hide the origin or nature of criminal property.

You must not facilitate the acquiring, ownership or control of criminal property.

If you have knowledge or suspicion that a counterparty is involved in money laundering in connection with its transaction with KPO, you must promptly report it to the KPO Legal Compliance Department or the compliance Hotline. To meet legal requirements, do not let the counterparty know of your suspicions.

You must not falsify, conceal, destroy or dispose of relevant documents.



POLITICAL ACTIVITY AND PAYMENTS

We all have our own interests outside work and you have the right to engage in lawful political activity in your own time. However, we also need to protect KPO's interests and reputation. It is therefore important that individuals keep their personal political activities separate from their role at KPO.

YOUR RESPONSIBILITIES

You must not use KPO funds or resources, either directly or indirectly, to help fund political campaigns, political parties, political candidates or anyone associated with them.

You must not use KPO funds to make political payments under the guise of charitable donations (see also the ABC and AML Manual).

You must always make it clear that the political views you express or actions you take are your own, and not those of KPO, unless you are explicitly required to represent KPO's views as part of your role.

You must be aware of the rules on conflicts of interest and ensure that your participation in politically motivated activity does not involve you or KPO in a conflict of interest.

If you are standing for public office, you must consult and gain approval from your line manager and the KPO Legal Compliance Department before standing. You must also declare your interest in the Conflict of Interest Register and comply with laws regulating political participation.



ANTITRUST

Antitrust laws protect free enterprise and fair competition. Supporting these principles is important to us, not just because it is the law, but because it is what we believe in.

We expect KPO staff to play their part in combating illegal practices. These include price-fixing, market sharing, output limitation or bid-rigging, and anticompetitive or monopoly practices. Be vigilant in not entering into any kind of inappropriate conversation or agreement with our competitors.

YOUR RESPONSIBILITIES

You must not agree with competitors, even informally, to fix price or any element of price, such as discounts, surcharges or credit terms.

You must not agree with competitors to reduce or stabilise production, capacity or output.

You must not agree with competitors to divide up particular customers, accounts or markets.

You must not rig bids or tenders.

You must not agree with others to boycott any customer or supplier except in connection with internationally imposed government sanctions.

You must not attempt to set a minimum or any resale price for an independent dealer, distributor or reseller.

You must not share or receive competitively sensitive information without a lawful reason.

You must not discuss with competitors any matter on which competitors are not legally permitted to agree.

You must follow the principle that all decisions on KPO's pricing, production, customers and markets must be made by KPO only.

You must leave industry meetings or other events if competitively sensitive issues arise. Ensure your departure is noted and immediately report the matter to KPO Legal or the KPO Legal Compliance Department.

You must speak up if you know of any potentially anti-competitive practices or if you are uncertain whether or not practices are legal.



TRADE COMPLIANCE

Like any other international company, we must comply with all applicable national and international trade compliance regulations.

Trade compliance includes regulations governing the import, export and domestic trading of goods, technology, software and services as well as international sanctions and restrictive trade practices.

Failure to comply with the applicable laws could lead to fines, delays, seizure of goods or loss of KPO's export or import privileges, as well as damage to KPO's and its shareholders' reputation or imprisonment for individuals depending on the applicable laws and jurisdiction. It is crucial that you are aware of the requirements and how they apply to your role. By doing so, you are helping the company to continue doing business internationally.

YOUR RESPONSIBILITIES

You must obtain, retain and communicate correct customs and export control classification on all goods and software moved internationally. For physical movements of goods and software, valuation and origin information is also required.

You must follow company guidance when travelling with company-owned equipment and hardware, including laptops, smartphones and other communication equipment.

You must follow company procedures when utilising the services of trade/customs agents.

You must follow company procedures when issuing or executing an End User Certificate.

You must ensure third parties you deal with have been properly screened against applicable sanctions lists.

You must stop and seek assistance from the KPO Legal Compliance Department when your dealings with a third party identify suspicious facts or 'red flags'.

You must not deal in a sanctioned country or with a sanctioned party unless specifically authorised in accordance with company procedures. If you are authorised to deal in a sanctioned country or with a restricted or sanctioned party, you must strictly adhere to company guidance.

You must obtain advice and assistance from the KPO Legal Compliance Department when exporting or importing military, defence or drug-related items.

You must classify, label and handle Controlled Technology in accordance with company procedures, if you possess such Controlled Technology.

You must stop and seek advice from the KPO Legal Compliance Department when confronted with a restrictive trade request.



CONCLUSION

Thank you for taking the time to read through our Code of Conduct. It will help you understand the main risks to you and KPO and how you can safeguard KPO's reputation by knowing and understanding your responsibilities.

Of course, the Code cannot cover every situation, so whenever you are unsure of what to do, you must seek advice. Ask your line manager, the KPO Legal Compliance Department, Human Resources, KPO Legal or contact the compliance Hotline. This is especially relevant if you suspect that someone is violating the Code and putting KPO at risk. In that case, it is your duty to speak up. We hope you will refer to the Code whenever there are changes in your role or you face a new dilemma, or if you just need to refresh your memory. Above all, we want you to live by the Code every day, and ensure you always make the right decision.



GLOSSARY

CHARITABLE DONATIONS

Anything of value given to a charitable organisation; or sponsorship that is given without charge to a charity; or any community development expenditure.

COMPETITIVELY SENSITIVE INFORMATION

Any information which is capable of affecting market behaviour, including but not limited to information concerning sales, prices, contract negotiations, capacity utilisation, and production.

CONTRACT STAFF

Staff providing services under KPO day-to-day supervision who have no direct contractual relationship with KPO but are employed and paid by an external company (manpower agency).

CONTRACTOR(S) AND/OR CONSULTANT(S)

A general term for an individual or firm that has entered into a contract to provide goods and/or services to KPO.

CONTROLLED TECHNOLOGY

Items identified by a specific Export Control Classification Number (ECCN) or other official government list of controlled items. Controlled Goods, Technology, Software or Services may require government authorisation or a licence before being exported or imported to particular parties or destinations.

FACILITATION PAYMENT

A minor payment to induce a (usually low-ranking) Government Official to expedite or secure performance of a routine duty which that person is already obliged to perform and where such payment would exceed what is properly due.

GIFTS AND HOSPITALITY

Includes (but is not limited to) gifts, travel, accommodation, trips, services, entertainment, prizes from external competitions or lotteries and any other gratuitous item, event, benefit or thing of value received from or offered to any person in connection with KPO business.

GOVERNMENT OFFICIAL

Employee of any government (local or national); or of a company wholly or partially controlled by government; or an official of a political party; or employee of an international organisation; or immediate family member of any of these.

INTELLECTUAL PROPERTY

Includes patent rights; utility models; trademarks and service marks; domain names; copyright (including copyright of software); design rights; database extraction rights; rights in know-how or other confidential (sometimes called 'trade secret' or 'proprietary') information; and rights under IP-related agreements.

RECORD

A subset of information created or received as evidence of a business activity, or required for legal, tax, regulatory or accounting purposes, or of importance to the KPO's business or corporate memory. Records may exist on paper, as physical items, as images or be stored in an electronically readable or audible format.

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