

**Approved by
by decision of the Board of Directors
JSC NC “KazMunayGas”
dated as of 13 February 2020,
protocol 1/2020**

**ANTI-CORRUPTION POLICY
JSC NC “KAZMUNAIGAS” AND ITS SUBSIDIARIES**

Nur-Sultan, 2020

1. PURPOSE OF THE DOCUMENT AND GENERAL PROVISIONS

1.1. KMG is convinced that one of the most important conditions for sustainable business development is strict compliance with the law governing relations in the field of anti-corruption.

1.2. KMG declares a categorical rejection of dishonest and illegal ways of doing business and voluntarily assumes additional obligations in the field of prevention and prevention of corruption, recommended by Kazakhstan, foreign and international bodies and organizations.

1.3. The Anti-Corruption Policy (hereinafter - the Policy) discloses the goals and objectives of KMG in the field of combating corruption, defines the legal basis and key principles of this anti-corruption, describes the measures taken by KMG to prevent corruption, establishes the duties of employees and other persons in the field of anti-corruption, as well as liability for non-compliance (improper execution) of the provisions of the Policy.

1.4. This Policy is designed to:

- ensuring compliance of KMG with the requirements of Kazakhstan and foreign legislation governing relations in the field of anti-corruption, high standards of business ethics;
- minimizing the risks of involving KMG and its Employees in corruption activities;
- the formation of KMG Employees and Officers, shareholders, investors, Counterparties, representatives of government bodies, other interested parties of a common understanding of KMG as denying corruption in all its forms and manifestations;
- creating a local regulatory framework governing the activities of KMG to combat corruption.

1.5. The objectives of this Policy are:

- determination of the goals, objectives and principles of KMG in the field of combating corruption and fraud;
- prevention, detection, suppression and disclosure of unlawful acts, as well as the identification and identification of persons preparing them, committing or committing;
- identification of the main corruption and fraud risks and identification of measures to minimize and / or eliminate them;
- the formation of KMG's corporate culture with purpose to combat corruption and fraud;
- implementing anti-corruption procedures in KMG based on applicable anti-corruption legislation and communicating them to KMG Employees and other interested parties;
- establishing the obligation of KMG Employees and Officers to comply with the principles, restrictions and requirements enshrined in the Policy;
- providing information channels for reporting corruption;
- explanation of the measures taken by KMG to prevent corruption.

1.6. This Policy reflects KMG's commitment to high ethical business standards and maintaining its business reputation. KMG recognizes that its reputation for integrity is one of its most valuable assets, considering that corruption is a threat to its business and values.

KMG's firm stance on combating corruption is one of the fundamental principles of doing business.

1.7. KMG prohibits any form of corruption or bribery committed directly or through third parties (Mediation) around the world, except in cases where the life or health of a KMG Employee and/or Official is at risk. KMG openly declares its rejection of corruption and voluntarily assumes additional obligations in the field of prevention of corruption offenses.

1.8. KMG categorically prohibits KMG Employees and Officials from making Incentive payments to Politically exposed persons on behalf of KMG, including making such payments through intermediaries.

1.9. This Policy is published on the official KMG website on the Internet and in the electronic document management system (Internal management system - IMS).

2. FIELD OF APPLICATION

2.1. The Policy provisions are mandatory for all employees and Officials of KMG.

2.2. The policy applies to:

2.2.1. KMG;

2.2.2. KMG subsidiaries;

2.2.3. Jointly controlled organizations of KMG, if there are no objections from other participants of such jointly controlled organization;

2.2.4. KMG joint ventures that are consolidated in the financial statements of the KMG Group of companies using the equity method.

2.3. If the internal regulatory documents of the subsidiaries or the legislation of the countries where the subsidiaries are located set stricter requirements than the Policy provisions, then the provisions of the internal regulatory documents of the subsidiaries or the legal requirements are applied.

2.4. This policy does not apply to the KMG International group of companies.

2.5. The policy does not apply to financial investments of the KMG Group of companies (companies that are not consolidated for financial reporting purposes).

2.6. KMG recommends that its Counterparties adhere to the requirements of this Policy and ensure that their employees comply with the requirements of this Policy.

2.7. The application of the subsidiaries Policies can be carried out in the prescribed manner by developing and approving similar policies or bringing the organization's internal documents in accordance with this Policy. At the same time, the requirements provided for by this Policy in similar policies and internal documents of the organization should not be reduced.

3. DEFINITIONS AND ABBREVIATIONS

Active bribery	Offer, promise, authorize or pay bribes (directly or indirectly), as well as help or facilitate such behavior.
Close relatives	Parents(parents), children, adoptive parents, adopted children, full and half-siblings, grandparents, and grandchildren.

Bribe 1	The material values (objects or money) or any property benefit or services accepted by Politically exposed person for action (or, on the contrary, inaction), in interests of the bribe-giver, which this person could or should have committed by virtue of his official position.
KMG Officials	1) A persons who are authorized by law, other legal act or document of KMG to act on behalf of KMG; 2) members of the Board of Directors and the management Board of KMG..
Subsidiaries and affiliates (SA)	Subsidiaries and affiliates, including jointly controlled entities and joint ventures of KMG.
KMG	JSC NC “KazMunayGas”
Commercial bribery	Illegal transfer of money, securities or other property to a person performing managerial functions in a commercial or other organization, as well as illegal provision of property services to him for the use of his official position, as well as General patronage or connivance in the service in the interests of the person engaged in bribery.
Counterparty	Individual or legal entity with which KMG has concluded or plans to conclude a contract / agreement.
Conflict of interest	Any situation or circumstances in which the Personal benefit or activity of an Employee or Official of KMG is contrary to the interests of the KMG Group or may potentially conflict with them and thus may lead to improper performance of their official duties and affect the objectivity of decisions on issues related to the KMG group's Affairs.
Corruption	The offer, promise, provision and receipt of illegal benefits, material and non-material, in any form, directly or through intermediaries, including in the form of bribes and commercial bribery; and / or Mediation in the implementation of a corrupt action; and / or abuse of official position, abuse of authority, as well as other illegal use by an individual of his official position contrary to the legitimate interests of the KMG Group, including for the purpose of obtaining illegal benefits, material and non-material, for himself or third parties, or illegal provision of such benefits to the specified person by other individuals.
Corruption offence	Illegal guilty act that has signs of corruption (action or omission), for which the law establishes administrative

¹The term "Bribe" is used to refer to the bribery of a government employee, while the term "Commercial bribery" is used to refer to the bribery of a commercial employee.

	or criminal responsibility.
Passive bribery	Request, demand, consent to accept or receive a bribe, directly or indirectly.
Politically exposed person	<p>1. A civil servant - a citizen of the Republic of Kazakhstan, which occupies in order with the legislation of the Republic of Kazakhstan and paid from the Republican or local budgets or from the funds of the National Bank of the Republic of Kazakhstan in the manner prescribed by the legislation of the Republic of Kazakhstan, and exercises official powers in order to fulfill the tasks and functions of the state</p> <p>2. Public official – a person who permanently, temporarily or by special authority performs the functions of a representative of the government or performs organizational and administrative or economic functions in state bodies and subjects of the quasi-public sector</p> <p>3. Foreign official - an official of a foreign state, including members of a foreign public Assembly, officials of international organizations, members of the international parliamentary Assembly, judges of a foreign state and officials of the international court of justice, as well as officials in the armed forces and other military formations of a foreign state.</p>
Mediation in bribery / commercial bribery	Direct transfer of a bribe/item of commercial bribery (illegal fees) on behalf of the bribe-giver/person transferring a subject of commercial bribery or the bribe-taker/persons receiving a commercial bribe item, or otherwise contribute to the bribe-giver and (or) the bribe-taker/participating parties in the achievement or the implementation of an agreement between them on receiving and giving bribes/commercial bribery.
Anti-corruption	Activity of KMG Employees and Officials on prevention (prevention) of corruption and fight against corruption (investigation of corruption offenses).
Prevention of corruption risks	Measures aimed at introducing elements of corporate culture, organizational structure, rules and procedures regulated by internal documents that ensure the prevention of corruption offenses in the KMG.
Employee	A person who has an employment relationship with a company of the KMG Group and directly performs work under an employment contract, as well as other persons engaged under an agreement through agencies

	and a civil contract.
Connexions	Brothers, sisters, parents and children of the spouse (spouses).
KMG Compliance Service	Responsible structural division of KMG responsible for compliance issues.
Incentive payments	Payments in favor of Politically exposed persons in order to accelerate routine official actions (for example, issuance of permits, licenses or other official documentation; issuance of visas, work permits and other immigration documentation; obtaining permission to release goods from customs; state registration of real estate or vehicles; provision of utilities or other services (for example, telecommunications, security), etc.

4. RESPONSIBILITY

4.1. Employees/Officials of KMG in the performance of their official duties must:

1) Read the Policy and sign a commitment to comply with the Policy. The obligation is made out in the form of an Application to the employment contract in accordance with Application 1 to the Policy;

2) Be guided by the memo, according to Application No. 2, which lists the basic concepts and examples of unacceptable corrupt behavior;

3) take into account compliance with the Policy in assessing the business qualities of the Employee, including in the case of his appointment to a higher position, and solving other personnel issues;

4) strictly comply with the restrictions and requirements stipulated by the Policy, including those relating to giving, receiving gifts; implementation of representation expenses, charitable and sponsorship activities; participation in political activities; interaction with representatives of the state, Politically exposed persons and public organizations, with Contractors, intermediaries, third parties; prevention of Conflicts of interest; reporting;

5) strictly observe the categorical ban on the following actions:

- to participate in corruption actions, including not to offer, promise, give bribes to Politically exposed persons;
- ask for and receive bribes (commercial bribery);
- engage in commercial bribery of Contractors or Contractors to Employees/Officials;
- make payments for the simplification of administrative, bureaucratic and other formalities in any form, including in the form of cash or cash equivalents, valuables, services or other benefits of a property and non-property nature, to any persons and from any persons or organizations, including commercial and non-commercial organizations, authorities and local governments, Politically exposed persons, in order to obtain benefits for themselves, for the KMG Group or for third parties.

6) KMG Officials in the performance of their official duties must strictly comply with the categorical prohibition on requests for and receipt of bribes from KMG group Counterparties and other third parties;

7) comply with the requirements and restrictions of anti-corruption nature established by other local regulations and organizational and administrative documents of KMG Group (in the part that does not contradict the Policy).

4.2. Employees/Officials of KMG when interacting with Counterparties must:

1) Establish and maintain business relations with those Counterparties who conduct business on a fair and honest basis, take care of their own reputation, demonstrate support for high ethical standards in conducting business, and implement their own anti-corruption measures.

4.3. The Compliance service is responsible for:

1) Implementation of the Counterparty verification procedure in order to reduce the risk of KMG engaging in corruption and other unfair practices in the course of relations with Counterparties (including collecting and analyzing publicly available information about potential Counterparties, such as their reputation, duration of market activity, participation in corruption scandals, etc.).

2) Posting information on the KMG's official website on measures taken to prevent corruption in KMG;

3) Updating the Policy;

4) Organizing training on Policy provisions.

4.4. The Department of legal support is responsible for including provisions on compliance with anti - corruption standards in contracts concluded with Contractors-an anti-corruption clause in the form provided for in Application 3.

5. LEGAL AND REGULATORY FRAMEWORK

5.1. This Policy is based on the legislation of the Republic of Kazakhstan, international anti-corruption legislation and internal policies and regulations of KMG Group.

5.2. The contents of the following documents have been taken into account in the preparation of this Policy:

- United Nations Convention against corruption (adopted in New York (USA) at the plenary session of the 58th session of the UN General Assembly on October 31, 2003, ratified by the law of the Republic of Kazakhstan of May 4, 2008 N 31-IV);
- The UK Bribery act 2010, which came into force on 1 July 2011.;
- Criminal code of the Republic of Kazakhstan No. 226-V of July 3, 2014 (as amended as of August 1, 2019);
- Law of the Republic of Kazakhstan No. 410-V of November 18, 2015 "on combating corruption "(as amended as of August 1, 2019);
- The Company's code of business ethics;
- Policy on resolving conflict of interests among employees and Officials of the Company;

5.3. The main requirements of these regulatory legal acts in terms of commercial organizations are:

- prohibition of bribery or commercial bribery;
- prohibition of bribery of Politically exposed persons;
- prohibition of Mediation;
- prohibition of receiving bribes or the subject of commercial bribery.

6. ANTI-CORRUPTION KEY PRINCIPLES

In the framework of its activities, KMG is guided by the following principles of anti-corruption enforcement:

6.1. **the principle of "zero tolerance"** (non-acceptance of corruption in any forms and manifestations) - a complete ban for Employees and Officials of KMG, as well as other persons acting on behalf of the KMG and/or in its interests, directly or indirectly, personally or through any Mediation to participate in corrupt practices, regardless of business practices in a particular country;

6.2. **the principle of "Tone from top"** - KMG Officials set an example to KMG Employees by their behavior to comply with and promote high ethical standards of business conduct and non-acceptance of corruption in any of its manifestations;

6.3. **the principle of due diligence** is the adoption of a set of measures and actions aimed at obtaining the necessary and reliable information about the Counterparty to minimize the risk of business relations with Counterparties that may be involved in corrupt activities or tolerant of corruption;

6.4. **the principle of corruption prevention** – KMG takes preventive measures to prevent corruption in advance, i.e. introduction of elements of corporate culture, organizational structure, rules and procedures aimed primarily at identifying corruption risks and minimizing them;

6.5. **the principle of inevitability of punishment**-KMG declares its uncompromising attitude to any forms and manifestations of fraud and corruption at all levels of corporate governance. Bringing the guilty persons to justice is carried out, regardless of their position and term of work in the KMG and other relationships with it in the manner prescribed by the legislation and internal documents of the KMG;

6.6. **monitoring and control**-KMG monitors the implemented procedures for prevention and combating corruption, monitors their compliance and regularly improves them;

6.7. **cooperation in the field of anti-corruption** - KMG recognizes the society-wide nature of the problem of corruption and the need to deal with it through measures implemented within the framework of state policy, and by creating intolerance to corruption on the part of KMG Employees, Officials and KMG Counterparties;

6.8. **involvement of employees in anti-corruption enforcement**-KMG aims to form a personal position of non-acceptance of corruption by Employees in any of its forms and manifestations. For this purposes, KMG takes all necessary measures to implement the

Policy at all levels of the organization and to bring its content to the attention of its Employees and other stakeholders. KMG promotes the level of anti-corruption culture of Employees through their regular training in the basic requirements of the Policy and its application in practice;

6.9. the principle of reliable reporting - KMG strictly complies with the requirements of the legislation and the rules of accounting documentation. Each fact of economic life is subject to registration by the primary accounting document. Distortion or falsification of data of accounting, management and other types of accounting or supporting documents is not allowed.

7. MEASURES TO COUNTERACT AND PREVENT RISKS OF CORRUPTION

7.1. Information and training

In order to form an appropriate level of corporate culture with newly hired KMG group managers and KMG Employees/Officials involved in processes exposed to corruption risk, introductory training on the provisions of this Policy and related documents is conducted; for KMG group Employees/KMG Officials, periodic information training in face-to-face and/or remote form is conducted.

Employees/Officers of KMG are trained in full-time in the form of trainings, as well as in correspondence or distance form by familiarization with this Policy, which is publicly available on the website of the KMG Group and on internal resources.

7.2. Verification of KMG group Counterparties and applicants

Before making a decision to start or continue business relations, when attracting job applicants, when participating in legal entities, when interacting with Counterparties and other interested parties, KMG Group checks their reliability, absence of Conflicts of interest, relationship with Politically exposed persons, analyzes information about reputation.

The procedure for checking applicants for compliance with the requirements established, including by this Policy, is carried out in accordance with the provisions of the internal regulatory documents of KMG Group.

The procedure and criteria for verification of Counterparties, partners, participants (shareholders) of the joint venture and recipients of charitable/sponsorship assistance are enshrined in the KMG group's Counterparty due diligence Policy.

7.3. Accounting and audit

In order to ensure the availability of information to all interested parties, KMG Group maintains accounting, tax and management records in full compliance with the requirements of legislation and internal regulations.

All financial and economic transactions are reflected in accounting and other types of accounting, taking into account the principles of completeness, reliability and openness.

KMG group does not allow the implementation of business transactions without their reflection in the accounting, distortion or falsification of accounting, management and other types of accounting or supporting documents.

All business operations of KMG group are duly reviewed and approved by authorized Employees in accordance with the requirements of internal regulations.

Accounting and reporting are subject to regular internal and external audits in accordance with the requirements of legislation and internal regulations of KMG Group.

7.4. Representation and gift giving

Receiving or giving gifts, hospitality are a sign of respect and courtesy, form a good business relationship, provided that they are symbolic, consistent with business practice, do not create a reputation risk for KMG, do not constitute a hidden reward, are not designed to influence decision making and do not give other people a reason to perceive such an influence.

If, according to the Employee, accepting a gift or an invitation to a business dinner / lunch has led to expectations of unreasonable benefits from the Counterparty or a third party, he needs to inform his immediate supervisor, the Compliance Service or the Hot Line about this.

Officials are not entitled to receive gifts or accept invitations for business lunch / dinner at the expense of the Counterparty.

Officials / Employees are not entitled to provide or receive money, gifts, hospitality, or any values from a Politically exposed person. An exception is events where Politically exposed persons are invited to present medals to veterans, to congratulate KMG Workers, to the grand opening of production facilities, as well as to national and national holidays, as well as to other business meetings to discuss the interaction between KMG and these Politically exposed persons. At the same time, within the framework of these events / meetings, the Politically exposed persons will not be given preferences regarding other invited persons.

All expenses for gifts and hospitality expenses must be correctly and reliably recorded in expense reports, as well as in the register of gifts and hospitality in accordance with the requirements of KMG internal documents.

Giving and receiving gifts, as well as entertainment expenses, are carried out in accordance with the Code of Business Ethics and other internal documents of KMG.

7.5. Limitations on Charity and Sponsorship

KMG does not directly provide charitable and sponsorship assistance to government bodies, commercial and non-profit organizations, their representatives, and other persons.

Charity and sponsorship may be provided by KMG only by:

- transfers of funds to the Fund for the development of social projects "Samruk-Kazyna Trust»;

- write-offs of obsolete assets for charitable purposes (can be done by agreement with the KMG Compliance Service);
- providing assistance to low-income families on requests from local Executive bodies (may be carried out in coordination with the KMG compliance Service).

An exception to the above may be the corresponding order of JSC "Samruk-Kazyna". In this case, charitable and sponsorship assistance can be provided for specific purposes, followed by a detailed report on the intended expenditure of funds.

7.6. Refusal to participate in political activities

KMG does not participate directly or indirectly in political parties, organizations and foundations associated with them, including it does not make sponsorship and other payments in support of them.

KMG employees and Officers are entitled, as private individuals, to participate in political activities at their own discretion, in their free time, if such participation does not harm KMG's interests and does not create a Conflict of Interest.

7.7. Holding liable for corruption actions

KMG makes all possible reasonable and legal efforts to quickly and inevitably bring to justice corruption actions and other violations of the requirements of anti-corruption legislation and internal documents in the field of anti-corruption, regardless of the size and form of such violations.

KMG reserves the right to make public information about persons held liable for corruption offences established by this Policy in accordance with the established procedure.

7.8. Refusal to respond

KMG guarantees that KMG Employees/Officials will not be subject to disciplinary liability if they refused to commit a corruption offense, even if as a result of such refusal KMG did not receive additional material and non-material benefits, or incurred losses that could have been avoided only in violation of the requirements of the law or this Policy.

KMG considers it unacceptable and seeks to promptly identify and prevent retaliation against KMG Employees/Officials who have reported in good faith an alleged corruption offence committed by another KMG Employee / Official, even if such suspicion has not been confirmed.

This Policy is a key element in the system of promoting ethical standards and principles in KMG and calls for building relationships with colleagues and external stakeholders on the basis of honesty and trust, seeking to avoid actions that can harm both the reputation of KMG and those around it.

7.9. «Hotline»

In order to maintain a high level of trust in KMG, comply with international business ethics standards, and prevent and suppress fraud and corruption, KMG operates a Hotline.

By contacting the "Hotline", any person can report in a convenient form, including on the condition of anonymity, facts of embezzlement and embezzlement in KMG, fraud, bribery, Commercial bribery, Conflict of interest, other manifestations of corruption and violations of the Policy.

Each request is carefully considered, the results of its consideration are brought to the attention of the responsible persons of KMG, and if there are grounds, a corresponding check is carried out in accordance with the internal documents of KMG. Hotline contacts are posted on KMG's official website on the Internet, on information stands, and in other public places.

7.10. Interaction with law enforcement agencies

KMG undertakes to report corruption offences that KMG has become aware of to the relevant law enforcement agencies.

Interaction with law enforcement agencies by KMG Employees is possible in the following forms:

- informing law enforcement agencies about cases of violations with signs of corruption and fraud;
- assistance to law enforcement agencies in carrying out measures to prevent or investigate corruption;
- providing reports / participation in meetings at the request of law enforcement agencies on issues of prevention and combating corruption

7.11. Anti-corruption restrictions and declaration of income and property

In order to prevent persons equated with persons authorized to perform public functions, as well as persons who are candidates for these posts, taking actions that may lead to their use of their powers in personal, group and other unofficial interests, these persons take over anti-corruption restrictions on:

- (a) the inadmissibility of joint service (work) of Close relatives, spouses and Owners;
- (b) the use of official and other information not subject to official distribution in order to obtain or extract property and non-property benefits and advantages;
- (c) accepting gifts in connection with the performance of official duties in accordance with the legislation of the Republic of Kazakhstan, with the exception of cases established by the laws of the Republic of Kazakhstan.

The consent of these persons to the adoption of anti-corruption restrictions is recorded in writing.

Non-acceptance of anti-corruption restrictions by these persons entails a refusal to accept or dismissal (dismissal), their non-compliance in cases where there are no signs of a criminal offense and an administrative offense is the basis for termination of their respective activities.

Persons who are candidates for a position related to the performance of state or equivalent functions, as well as their spouses, submit to the state revenue authority at the place of residence a declaration of income and property in accordance with the legislation of the Republic of Kazakhstan.

Failure to submit or submit incomplete, inaccurate declarations and information, if the deed does not contain signs of a criminal offense, is the basis for refusing to vest the person with the appropriate authority or entails disciplinary liability in the manner prescribed by law.

8. RELATIONS WITH POLITICALLY EXPOSED PERSONS AND THE PUBLIC

The KMG group believes that any dialogue and interaction with Politically exposed persons should be based on a proactive, honest, transparent, responsible and consistent approach and comply with applicable laws and business ethics standards.

Any improper interaction of a KMG Employee/Official with Politically exposed persons is strictly prohibited.

KMG refrains from making any payments in favor of Politically exposed persons, as well as their Close relatives, spouses, relatives or payments in the interests of these persons, including receiving material or other benefits from KMG for the direct or indirect purpose of obtaining any improper advantages or preferences, including:

- organization or payment (compensation) of participation in representative events;
- organization or payment (compensation) of rest, treatment and prevention of diseases;
- organization or payment (compensation) of travel and other expenses.

If an event is organized at the expense of the KMG Group with the participation of Politically exposed persons (including Civil servants, Public officials and Foreign officials), the initiator of such an event must obtain prior approval of the event from the KMG compliance Service. In this case, Representation expenses shall not exceed the limits for representation expenses determined by JSC "Samruk-Kazyna" in accordance with the procedure established by the law of the Republic of Kazakhstan, or the limits established by local legislation.

KMG employees/Officials are prohibited from directly or through intermediaries from offering, transferring, promising, certifying the transfer of funds, any other value or material or other benefit to Politically exposed persons in exchange for or for the purpose of obtaining undue advantages or preferences.

KMG employees/Officials are prohibited from offering, transferring or promising any Incentive payments directly or through intermediaries to Politically exposed persons.

Employees/Officials of KMG are required to avoid behavior that may be perceived by Politically exposed persons as a willingness to commit or facilitate the Commission of corrupt acts. These requirements apply to all cases of interaction, including oral and written requests, negotiations.

An Employee/Official of KMG who has received information from Politically exposed persons that may be perceived as a request, demand, extortion, or a hint about the transfer of funds, any other valuables, material or other benefits in his favor or in favor of his Close relatives, spouses, or Relatives must suspend business contacts with the relevant Politically exposed person and notify the KMG Compliance Service and/or send information about this to the Hotline within 1 (one) business day.

Signing contracts with Politically exposed persons (including Civil servants, Public officials and Foreign officials), their Close relatives is a factor of high corruption risk. In order to avoid such risk, KMG group checks potential Employees and Counterparties for connections with Politically exposed persons in accordance with applicable policies.

In the event of any doubt as to the legality or ethics of their actions, KMG Employees/Officials are required to consult with KMG Compliance Service or the designated person in charge.

9. CORRUPTION RISK ASSESSMENT AND MANAGEMENT

The approach to identifying and assessing corruption risks should be organized in such a way as to ensure timely and effective management of these risks.

KMG corruption risk assessment is conducted to identify specific business processes that are most susceptible to corruption offenses by KMG Employees, Officials, Counterparties and other third parties cooperating with KMG.

KMG has established the following procedure for assessing corruption risks:

- presentation of KMG activities in the form of separate business processes;
- identify for each business process "critical" points and areas that are most likely to be subject to corruption and other offenses;
- description of possible corruption offenses: characteristics of benefits in the Commission of corruption offenses, probable forms of bribery or commercial bribery.
- Corruption risks are managed as follows:
- preparation of KMG corruption risk maps, including assessment of results and reporting on activities;
- establishment of special anti-corruption procedures, including regular filling in of the Conflict of interest notice in accordance with the policy on resolving conflict of interests among Employees and Officials;
- analysis of the effectiveness of existing anti-corruption measures;
- development (revision) of new and improvement of existing anti-corruption measures.

Corruption risk assessment is carried out during the development and implementation of this Policy; after the approval of the Policy-at least once a year.

Periodic analysis of the effectiveness of the existing anti-corruption system is carried out within the framework of annual audits by the internal audit unit of KMG or the internal audit unit of KMG companies, as well as within the framework of independent audits by external consultants (auditors).

10. RESPONSIBILITY FOR NON-ENFORCEMENT (IMPROPER EXECUTION) OF THE POLICY

Responsibility for compliance with the requirements of this Policy lies on each Employee / Official of KMG, regardless of the position held.

Commission by an Employee/Official of KMG of corruption offenses and / or fraudulent actions is considered a gross violation of labor duties.

An Employee / Official of KMG, regardless of status and position, is liable to prosecution. Responsibility shall be brought in accordance with the legislation of the Republic of Kazakhstan, international legislation and/or local applicable legislation applicable to KMG companies operating outside the Republic of Kazakhstan.

If an Employee/Official of KMG is found to be involved in committing corruption offences and/or fraudulent acts, KMG has the right to bring an Employee / Official of KMG to disciplinary responsibility, including in the form of dismissal in accordance with the current legislation of the Republic of Kazakhstan or local applicable legislation applicable to KMG companies operating outside the Republic of Kazakhstan.

If there are sufficient grounds and in agreement with the Chairman of the Management Board, the materials of the internal investigation on the above facts are transferred to the law enforcement agencies with a statement on bringing the perpetrators to administrative or criminal responsibility.

In case of harm and damage to KMG, KMG reserves the right to apply to court with a civil lawsuit against a person who has committed corruption offenses and / or fraudulent actions.

11. FINAL PROVISION

In order to comply with international standards of business ethics, openness and transparency of business, KMG Employees/Officials must notify the KMG Compliance Service of all cases of their inducement to commit corruption offenses, in accordance with the policy on the organization of the "Hotline" system on combating corruption and fraud.

In case of doubts about the legality of the actions of other Employees/Officials of KMG or Counterparties, possible corruption and other violations, including theft, fraud, bribery, Commercial bribery, Conflict of interest, etc., an Employee/Official of KMG, Counterparty, shareholder or other person may in the form of an open dialogue (including anonymously) to report their doubts to the KMG Compliance Service, or contact the "Hotline" in accordance with the procedure, the established Policy on the organization of the work of the "Hot line" system on combating corruption and fraud.

Application № 1
to The Anti-corruption Policy
Application to the Labour contract

**OBLIGATION TO COMPLY WITH THE ANTI-CORRUPTION POLICY OF
JSC " NC " KAZMUNAYGAS»**

1. The employee confirms that he has read the contents of the anti-corruption Policy of JSC “NC “KazMunayGas” and The code of business ethics of JSC “NC “KazMunayGas” and undertakes to comply with them.

2. The employee undertakes:

2.1. Not to participate in corrupt practices directly or indirectly, personally or through the Mediation of third parties, including not to offer, give, promise, ask for or receive bribes and facilitation payments in any form (Incentive payments), including in the form of funds, valuables, services or other benefits, to any persons and from any persons or organizations, including commercial organizations, authorities and self-governments, Kazakh and foreign government officials, private companies and their representatives.

2.2. Refrain from conduct that may be interpreted by others as willingness to commit or participate in the Commission of a corruption offence in the interest of or on behalf of Society.

2.3. Immediately inform the immediate supervisor and the person responsible for monitoring compliance with the Policy:

- about cases of inducement of the Worker to Commission of corruption offenses;
- about the information which became known to the Employee on cases of Commission of corruption offenses by other Employees, Contractors of Society or other persons;
- about possibility of occurrence or the Conflict of interests which has arisen at the Worker.

3. The employee has familiarized himself with the opportunity to report (including anonymously) to the company's Hotline, the KMG Compliance Service responsible for monitoring compliance with the Policy, any suspicions about the legality or ethics of his actions, as well as the actions, omissions or proposals of other Employees, Counterparties or other persons who interact with the Company.

4. It is explained to the employee that no Employee of the Company, including him, will be subject to sanctions and prosecution by the Company if he reported an alleged fact of corruption, or if he refused to give or receive a Bribe, to commit Commercial bribery or in any other way to Mediate bribery, including as a result of such refusal, the Company has

lost profits or has not received commercial and competitive advantages.

5. The employee is warned about the possibility of bringing to disciplinary, administrative, civil and / or criminal liability for violation of the anti-corruption requirements of Kazakhstan and other applicable legislation, as well as the anti-corruption Policy and The code of business ethics of JSC "NC "KazMunayGas".

6. The employee was informed that if he has additional questions about the principles and requirements of the anti-corruption Policy of JSC " NC "KazMunayGas" and the applicable anti-corruption legislation, he can contact the Compliance Service of KMG, responsible for monitoring compliance with the Policy.

« ____ » _____ 20__ г. _____ / _____

Application № 2
to The Anti-corruption policy

**MEMO OF THE EMPLOYEE OF JSC " NC "KAZMUNAYGAS" ON
COMPLIANCE WITH ANTI-CORRUPTION LEGISLATION**

1. What behavior is prohibited?

Policy of JSC "NC "KazMunayGas" (hereinafter-the "Company") in the field of anti-corruption (hereinafter – "Policy") prohibits any form of corruption: abuse of office, bribery (Active bribery), bribery (Passive bribery), Mediation, abuse of power, commercial bribery or other illegal use of an individual of his official position contrary to the interests of Society and the state, to obtain benefits in the form of money, valuables, other property or services of a property nature, other property rights for themselves or third parties or illegal provision of such benefits to the specified person by other individuals, and also Commission of the specified acts on behalf of or in interests of the legal entity.

2. What is a bribe?

A bribe is material values (objects or money) or any property benefit or services accepted by a Politically exposed person for an action (or, conversely, inaction) in the interests of the bribe-taker, which this person could or should have committed by virtue of his official position.

A bribe can be something of value, including a financial or other advantage. Examples of bribes include (but are not limited to):

- financial payments or promises of payments in cash or cash equivalents (e.g. gift certificates),
- gifts, entertainment and hospitality (e.g. travel, food and accommodation),
- services,
- loans and securities,
- property or any share in property of any kind,
- protection against interest and exemption from any obligation,
- anything provided for inappropriate remuneration,
- provision of practice, work experience or offer of temporary or permanent employment (including provision of the same services/benefits to Close relatives),
- political or charitable contributions.

Proof that a Bribe is a necessary measure in a local industry, business, profession, or vocation cannot be used in defense of bribery.

3. Active bribery

It is always unacceptable for Employees/Officials of the Company:

- offer, promise or pay bribes, including Incentive payments, other illegal payments or benefits to or for a Politically exposed person, or at the direction of Such persons;
- facilitate, mediate, assist or support such conduct.

A violation of the Policy occurs if an Employee/Official of the Company offers, attempts to pay or pays, is an intermediary in bribing a Politically exposed person, even if the Employee/Official of KMG does not benefit in return.

4. Passive bribery

Employees/Officials of the Company are prohibited:

- ask, demand, agree to receive or receive a bribe from a Politically exposed person.

This prohibition applies regardless of whether the Employee receives a bribe in his own favor or on behalf of another person.

A Policy violation occurs if an Employee / Officer of the Company asks for or demands a bribe; the bribe may not actually be paid.

5. What is commercial bribery?

Commercial bribery – illegal transfer of money, securities or other property to a person performing managerial functions in a commercial or other organization, as well as illegal provision of property services to him for the use of his official position, as well as General patronage or connivance in the service in the interests of the person performing the bribery

6. When does an advantage is considered as a bribe or a commercial bribe?

Giving an advantage is a bribe, regardless of value, if there is intent:

- encourage or encourage improper conduct on the part of the recipient or another person (Commercial bribery); or
- influence a Politically exposed person (illegally or otherwise) in the performance of their official duties in order to obtain or retain a commercial advantage.

Giving an advantage is probably a bribe if:

- it is illegal under the relevant anti-corruption and bribery laws;
- it creates an obligation or appearance of obligation for the other party;

- it is intended to induce a person to act or omit in order to provide a certain benefit or General support to the person providing the advantage or to the organization of such person;

- it is granted to a Politically exposed person to influence the employee in relation to his or her official duties, to expedite the performance of official duties, or to obtain General support from such person;

- it is unreasonable in terms of cost, frequency or mode of delivery.

7. What else is forbidden?

Also unacceptable:

- violate financial discipline, including criminal conduct such as theft of funds and making false reports, insider trading, money laundering or misappropriation of funds;

- use or offer privately to others access to or use of the Company's resources, including assets, funds or intellectual property, without prior permission from the Company;

- attempt to induce an individual employee of a commercial organization, a state (wholly or partially) organization or a Politically exposed person to illegal actions;

- offer, give or allow bribes/commercial bribery, directly or indirectly, through an agent or associate:

- a. a Politically exposed person, or

- b. Manager, employee or employee of a commercial or other organization;

- to offer or provide an unauthorized benefit (property or otherwise) to an employee of any competitor, supplier or customer of the Company that may result in unfair competitive advantage and a violation of applicable competition regulations, such as any benefit that may result in an improper advantage of the Company over its competitors;

- use any connections You may have with Politically exposed persons to gain an illegal competitive advantage over the Public;

- do not report signs of illegal payments or attentions in accordance with the Policy or any circumstances giving grounds to suspect such behavior;

- take action, including fraudulent false statements, to induce a party to obtain financial or other benefits, or to evade an obligation;

- attempt to withhold or conceal any of the above.

I got acquainted with the memo, everything was read and explained in full.

Name _____

Signature _____

Date _____

Application № 3
to The Anti-Corruption Policy

Example of anti-Corruption clause for contracts with counterparties

1. [Name of contractual counterparty] undertakes to ensure that all affiliated individuals and entities operating under this agreement (each of them hereinafter referred to as "Affiliate"), including without limitation the owners, Directors, officers, employees and agents of [name of contractual counterparty], comply with the guarantees of this clause.

2. [Name of the contractual counterparty] and all Affiliates undertake not to perform, directly or indirectly, the following actions:

2.2.1. To pay, offer, promise or permit the payment of any money or other valuables (including gifts, entertainment and subsidies) to any person connected with the state for the purpose of improperly obtaining, maintaining or conducting business or obtaining illegal benefits for [name of the KMG group company under the contract].

2.2.2 Not to commit other acts that violate applicable laws prohibiting bribery in the field of Commerce, including commercial bribery and other illegal and illegal means of doing business.

3. [The name of the counterparty to the contract] is [not] ²a person associated with the state and [does not] ³have Politically exposed persons who are its officials, employees or direct or indirect owners. [Name of the contractual counterparty] undertakes to immediately inform [name of the contractual KMG Group company] in writing of all cases when any Politically exposed person becomes an official or employee of [Name of the contractual counterparty] or acquires a direct or indirect interest in [name of the contractual counterparty].

4. [Name of the counterparty under the contract] established for the purpose of carrying out legitimate economic activities, and not for any illegal purposes and has only legitimate sources of financing.

5. [Name of the contractual counterparty] and its Affiliates have not been convicted of, or found guilty of, any unlawful acts related to fraud or corruption. [Name of the contractual counterparty] undertakes to immediately inform [name of the contractual KMG

²It is necessary to change the text if the Counterparty is a person associated with the state

³If available, you need to change the text and get a list of Politically exposed persons

Group company] in writing if [name of the contractual counterparty] or any of its Affiliates are convicted of or found guilty of committing such unlawful acts.

6. [Name of the counterparty under the contract] confirms that it has read the code of business ethics of JSC NC KazMunayGas (hereinafter, "KMG") and the anti-corruption Policy of KMG on the official website of the KMG Group of companies. [Name of counterparty] certifies that it fully understands KMG's Code of business ethics and KMG's anti-corruption Policy.

7. [Name of counterparty on the contract] agrees to provide [name of the company of the KMG Group on contract support and assistance in case of actual or possible violations of this anti-corruption clause, including pledges to provide the possibility of conducting a survey of its owners, Directors, officers and other Affiliates.

8. [Name of counterparty on the contract] agrees to inform [name of the company of the KMG Group on the Treaty] of all cases of violations of anti-corruption clauses related to the activities of [name of the company of the KMG Group under the agreement]. To report cases of violation of the requirements [name of the counterparty under the contract] is obliged to use the "Hotline" [Name of the company of the KMG group under the contract], information about which is available on the official website of KMG.