Appendix No. 1

to the draft decision of the Supervisory Board

"CCGT Turkistan" LLP

(protocol dated "\_\_\_\_\_" \_\_\_\_\_\_\_\_ 2023 No. \_\_\_\_\_\_)

**Approved**

by the decision of the Supervisory Board

"CCGT Turkistan" LLP

(protocol dated "\_\_\_\_" \_\_\_\_\_\_\_\_ 2023 No. \_\_\_\_\_\_)

**REGULATION**

**ON THE COMPLIANCE OFFICER OF "CCGT TURKISTAN" LLP**

Version: 2.0

Owner/Developer: Compliance Officer

**Shymkent, 2024**

**Contents**

[1. General Provisions 3](#_Toc198568999)

[2. Objectives, Principles, Tasks, and Functions of the Compliance Officer 6](#_Toc198569000)

[3. Powers and Duties of the Compliance Officer 9](#_Toc198569001)

[4. Responsibility 11](#_Toc198569002)

[5. Reporting of the Compliance Officer 11](#_Toc198569003)

[Appendix 12](#_Toc198569004)

# **1. General Provisions**

1. This Regulation on the Compliance Officer is developed in accordance with the legislation of the Republic of Kazakhstan on combating corruption, methodological recommendations for organizing the institution of anti-corruption compliance in entities of the quasi-state sector, approved by the authorized body for combating corruption, as well as other internal regulatory documents of "CCGT Turkistan" (hereinafter referred to as the Partnership).

2. This Regulation defines the status of the Compliance Officer, the goals, tasks, principles, functions, and powers of the Compliance Officer, as well as the main requirements for their qualifications.

3. The following terms, definitions, and abbreviations are used in this Regulation:

1) anti-corruption compliance – the function of ensuring compliance by the Partnership and its employees with the legislation of the Republic of Kazakhstan on combating corruption;

2) internal analysis of corruption risks – the activity of the Partnership aimed at identifying and studying the causes contributing to the commission of corruption offenses;

3) Compliance Officer – an employee of the Partnership, organizationally and functionally accountable to the Supervisory Board of the Partnership, who is responsible for implementing the anti-corruption policy and conducting activities to combat corruption;

4) compliance risk – the risk of incurring costs (losses) due to the Partnership's non-compliance with the requirements of the legislation of the Republic of Kazakhstan, international standards, and internal regulatory documents of the Partnership;

5) conflict of interest – a contradiction between the personal interests of individuals equated to persons authorized to perform state functions, officials, employees, and their official powers, where the personal interests of these individuals may lead to non-fulfillment and/or improper fulfillment of their official duties;

6) corruption offense – an unlawful guilty act (action or inaction) that has signs of corruption, for which administrative or criminal liability is established;

7) corruption risk – the possibility of the emergence of causes and conditions that contribute to the commission of corruption offenses;

8) prevention of corruption – the activity of the Partnership aimed at studying, identifying, limiting, and eliminating the causes and conditions that contribute to the commission of corruption offenses by developing and implementing a system of preventive measures;

9) Authorized body for combating corruption – a state body that carries out the formation and implementation of anti-corruption policy of the Republic of Kazakhstan and coordination in the field of combating corruption, as well as prevention, detection, suppression, disclosure, and investigation of corruption offenses, and its territorial subdivisions.

4. The Compliance Officer is an employee of the Partnership, ensuring compliance with the anti-corruption legislation of the Republic of Kazakhstan, determining the policy on issues of combating corruption, exercising control over the implementation of measures to combat corruption, as well as forming an internal corporate culture based on transparency and honesty, conducting business in accordance with the legislation of the Republic of Kazakhstan, best international practices, and internal regulatory documents of the Partnership.

5. The mission of the Compliance Officer is to provide necessary assistance to the Supervisory Board and the Management Board of the Partnership in building an effective compliance system that ensures reasonable assurance that significant compliance and corruption risks are properly managed.

6. The Compliance Officer exercises his powers independently of the Management Board and officials of the Partnership, is accountable to the Supervisory Board of the Partnership, and is independent in ensuring compliance with the requirements of the legislation of the Republic of Kazakhstan on combating corruption.

7. The Supervisory Board of the Partnership:

1) defines the procedure for the work of the Compliance Officer;

2) makes decisions on the appointment of the Compliance Officer, as well as the termination of his powers, determines the size and conditions of remuneration and bonuses, applies disciplinary sanctions, evaluates the activities of the Compliance Officer;

3) reviews periodic reports on the activities of the Compliance Officer and approves the work plans of the Compliance Officer;

4) approves documents of the Compliance Officer, the approval of which falls within the exclusive competence of the Supervisory Board of the Partnership.

8. The approval of the job description of the Compliance Officer is carried out by the Supervisory Board of the Partnership.

9. The appointment of the Compliance Officer is made based on the order of the Chairman of the Management Board of the Partnership after coordinating the candidacy with the compliance service of the Fund. Social support, guarantees, compensation payments, and bonuses for the Compliance Officer are carried out in accordance with the internal documents of the Partnership.

10. For violations of labor discipline, non-fulfillment, or improper fulfillment of the assigned labor duties, disciplinary sanctions are applied to the Compliance Officer in accordance with the procedure established by labor legislation and internal regulatory documents of the Partnership.

11. The Management of the Partnership:

1) promotes the creation of an effective environment for the activities of the Compliance Officer and assists in fulfilling its goals, tasks, functions, and duties. In the implementation of rights;

2) provides administrative (organizational and technical) support for the activities of the Compliance Officer;

3) provides the Compliance Officer with opportunities for training, professional development, and certification on issues related to the activities of the Compliance Officer, social and communication skills, and competencies.

12. Employees of the structural divisions of the Partnership assist the Compliance Officer by:

1) providing documents and information necessary for the implementation of the tasks and functions of the Compliance Officer, taking into account the specifics established by paragraphs 16, 17 of this Regulation;

2) objectively discussing identified risks and violations;

3) jointly resolving arising issues and problems.

13. The combination of the functions of the Compliance Officer with the functions of other structural divisions of the Partnership is not permitted.

14. The main qualification requirements for the Compliance Officer are defined in the appendix to this Regulation.

15. In the event that legislation, international standards in the field of combating corruption establish other requirements and approaches to the organization of anti-corruption compliance not provided for in this Regulation, the requirements and approaches of the legislation and international standards shall apply.

# **2. Objectives, Principles, Tasks, and Functions of the Compliance Officer**

16. The main objectives of the Compliance Officer's activities are:

1) ensuring that the Partnership and its employees comply with the legislation of the Republic of Kazakhstan on combating corruption;

2) monitoring the implementation of measures to combat corruption in the Partnership;

3) developing recommendations for the creation and maintenance of processes by the Partnership to ensure compliance with anti-corruption and other applicable legislation.

17. The Partnership, in implementing the compliance function, is guided by the following principles:

1) sufficiency of authority and resources allocated for the performance of compliance functions;

2) management's interest in the effectiveness of compliance ("tone from the top");

3) informational openness of the activities of the Compliance Officer;

4) independence of the Compliance Officer;

5) continuity of compliance implementation;

6) improvement of compliance;

7) continuous enhancement of the competencies of the Compliance Officer.

18. The main tasks and functions of the Compliance Officer are:

18.1. Ensuring the implementation of tools to prevent corruption offenses by the Partnership and its employees, including ensuring the conduct of internal analysis of corruption risks, conducting anti-corruption monitoring, and forming an anti-corruption culture:

1) collecting, processing, summarizing, analyzing, and evaluating information on the effectiveness of the anti-corruption policy in the Partnership;

2) coordinating the conduct of internal analysis of corruption risks in the activities of the Partnership;

3) monitoring identified corruption risks in the Partnership and the measures taken to mitigate and eliminate them;

4) conducting explanatory activities on issues of combating corruption and forming an anti-corruption culture in the Partnership;

5) ensuring control over the compliance of Partnership employees with internal regulatory documents on combating corruption, corporate ethics and behavior, conflict of interest resolution, and proactive reporting;

6) conducting, within the scope of competence, an analysis of the exposure of key business processes of the Partnership to corruption, regulatory, and reputational risks and preparing recommendations for improving business processes to minimize these risks;

18.2. Implementing in the Partnership a system of measures to combat corruption and ensure compliance with corporate ethics:

1) ensuring the development, implementation, and updating of:

corruption prevention policy;

anti-corruption instructions for the employees of the Partnership;

policy for identifying and resolving conflicts of interest in the Partnership;

anti-corruption standard in accordance with the legislation on combating corruption;

internal action plan on issues of combating corruption;

document regulating the procedure for employees of the Partnership to report facts or possible violations of anti-corruption legislation;

document regulating issues of corporate ethics and behavior;

other documents regulating the functioning of the compliance system in the Partnership;

2) assistance in forming a culture of relationships within the Partnership that corresponds to generally accepted moral and ethical standards; communication, training of the Partnership's employees on compliance issues;

3) ensuring the creation, testing, and implementation of a procedure for verifying the reliability of counterparties;

4) upon requests from structural divisions, conducting a comprehensive verification of the reliability of third parties – potential and current counterparties with subsequent monitoring at an increased risk level, and candidates for vacant positions in the Partnership;

5) conducting internal investigations into facts of corruption in the Partnership, and/or participation in them;

6) conducting an assessment of the effectiveness of the implementation of anti-corruption measures by the structural divisions of the Partnership;

7) submitting recommendations to the Chairman of the Management Board of the Partnership for eliminating identified corruption risks and improving the efficiency of the internal processes of the Partnership's activities;

8) monitoring the implementation of the Corporate Code of Ethics (Code of Conduct) of the Partnership and internal regulatory documents on compliance;

9) informing the Partnership's counterparties about the policies adopted by the Partnership to combat corruption and procedures for verifying the reliability of the Partnership's counterparties, including by posting information on the official internet resource of the Partnership;

10) performing other functions, including those provided for in the Corporate Compliance Standard in the Fund's group;

18.3. Ensuring compliance with external regulatory requirements and best international practices regarding anti-corruption:

1) interaction with the authorized body for combating corruption and government authorities, entities of the quasi-public sector, public associations, as well as other individuals and legal entities on anti-corruption issues;

2) participation in the external analysis of corruption risks in the Partnership's activities, conducted by joint decision of the heads of the authorized body for combating corruption and the Partnership;

3) monitoring and analyzing changes in anti-corruption legislation, judicial practice in cases related to corruption;

18.4. Ensuring compliance with the basic principles of combating corruption in accordance with the Law "On Combating Corruption" (hereinafter – the Law):

1) ensuring, within the competence, compliance by individuals equated to persons authorized to perform state functions with financial control measures and anti-corruption restrictions established by the Law;

2) monitoring the implementation by the structural divisions of the Partnership of the action plan on anti-corruption issues;

3) taking measures within the competence to identify, including control procedures, monitoring, and resolving conflicts of interest, including in employment, procurement, and business processes;

4) taking measures to resolve issues of gifting and receiving gifts, including in employment, procurement, and business processes of the Partnership.

# **3. Powers and Duties of the Compliance Officer**

19. The Compliance Officer is endowed with the following powers:

1) requests and receives information and materials from the structural divisions of the Partnership on an unrestricted and unobstructed basis, including those that constitute commercial and official secrets;

2) has access to all information of the Partnership, including marked "For Official Use Only," and to the information and accounting systems of the Partnership;

3) initiates the submission of issues related to his competence for consideration by the Supervisory Board of the Partnership;

4) represents the interests of the Partnership and/or acts as a representative of the Partnership in state and non-state bodies and organizations based on a power of attorney;

5) conducts internal investigations based on reports of possible corruption offenses or violations of the legislation of the Republic of Kazakhstan on combating corruption;

6) involves employees of the structural divisions of the Partnership, with the approval of the relevant manager, in the implementation of planned and unplanned activities of the Compliance Officer and the execution of specific assignments from the Supervisory Board and the Chairman of the Management Board of the Partnership;

7) conducts meetings and creates working groups on anti-corruption compliance issues in accordance with the internal regulatory documents of the Partnership;

8) participates by invitation and without the right to vote in meetings of the Management Board and the Supervisory Board of the Partnership;

9) coordinates materials on issues submitted for consideration by the Supervisory Board and the Management Board of the Partnership for compliance with the legislation of the Republic of Kazakhstan and the internal regulatory documents of the Partnership;

10) initiates, in the established manner, the question of acquiring consulting services in the area of compliance within the approved budget;

11) develops proposals for improving the anti-corruption legislation of the Republic of Kazakhstan and submits them to the authorized body for combating corruption;

12) participates in the development of drafts of internal documents within his competence;

13) makes proposals to enhance the effectiveness of measures to combat corruption in the Partnership;

14) conducts checks on the knowledge of the employees of the Partnership regarding their understanding and knowledge of anti-corruption legislation and internal regulatory documents on compliance and corporate ethics;

15) exercises other powers not provided for in this Regulation, but not contrary to the legislation of the Republic of Kazakhstan and the internal regulatory documents of the Partnership, necessary for the proper performance of the function of anti-corruption compliance, which the Compliance Officer is endowed with based on the decisions of the Supervisory Board of the Partnership, as well as those defined by the Corporate Compliance Standard of the Fund.

20. In carrying out his activities, the Compliance Officer:

1) promptly informs the Supervisory Board of the Partnership about any situations related to the existence or potential possibility of violations of anti-corruption legislation;

2) brings to the attention of the authorized body for combating corruption any known cases of preparing, committing, or having committed corruption offenses;

3) ensures the confidentiality of individuals who report alleged or actual facts of corruption, violations of the Corporate Ethics Code, and other internal documents on combating corruption in the Partnership;

4) adheres to service and professional ethics, as well as the requirements of applicable internal regulatory documents of the Partnership;

5) continuously improves professional qualifications by participating in training events organized by authorized bodies and professional organizations in the field of compliance.

21. The Compliance Officer must not:

1) participate in audits of processes in which he was involved during the preceding three years;

2) engage in activities that could harm the impartiality of the audit or be perceived as causing such harm;

3) use confidential information for personal interests;

4) violate business ethics norms, as well as the requirements of applicable internal documents of the Partnership;

5) accept gifts and use services that may harm the independence, objectivity, and impartiality of the Compliance Officer or that may be perceived as causing such harm;

6) participate in audits, internal investigations, and other activities that may lead to a conflict of interest.

# **4. Responsibility**

22. The Compliance Officer is responsible for the quality and timeliness of the performance of the functions assigned to him, in accordance with the legislation of the Republic of Kazakhstan, the employment contract, and the job description.

# **5. Reporting of the Compliance Officer**

23. The Compliance Officer periodically reports on the results of his activities to the Supervisory Board of the Partnership, as well as within the established requirements of the Corporate Standard for the compliance function.

24. The Compliance Officer periodically sends information on the anti-corruption measures taken in the Partnership to the authorized body for combating corruption.

25. At the written request of the authorized body for combating corruption, additional information on the anti-corruption measures taken in the Partnership is provided.

# Appendix

to the Regulation on the Compliance Officer of "CCGT Turkistan" LLP

**Main requirements for the qualification of the compliance officer** **of "CCGT Turkistan" LLP**

1. Higher education in relevant fields – law, economics, finance, or another related area connected with business functions.

2. Valid professional certifications in the field of compliance, issued by international and national professional organizations in compliance, which require mandatory passing of a qualifying examination.

3. Work experience of at least five years in companies comparable in size (by number of personnel, assets, etc.) operating in similar or related sectors of the economy, and/or in portfolio companies of the Fund.

4. Work experience of at least three years in implementing the compliance function, involving the execution of most elements of the compliance program existing in the company or specified in the Corporate Standard for the compliance function of the Fund’s group.

Additionally, it is desirable:

5. Possession of a master's degree in business management, economics, finance, or law.

6. Proficiency in the state language at a level sufficient for effective communication and conducting training, taking into account regional and other peculiarities of the company's activities, as well as proficiency in English.