

APPROVED WITH
the Resolution of the Board of Directors
of QAZAQ AIR JSC
dated March 17, 2022 #71

Annex #4 to the Minutes
of the in-person meeting of the Board of Directors
of QAZAQ AIR JSC
dated March 17, 2022 #71

**Statute on the Compliance Service
QAZAQ AIR JSC**

1. General Provisions

1. This Statute on the Compliance Service of QAZAQ AIR JSC (hereinafter – the Statute, the Company, respectively) determines the status of the Compliance Service (hereinafter – the Service), the objectives, functions, rights and responsibilities of the Service, the basic requirements for the Service’s structure, the procedure for appointing the Head and employees of the Service, passing resolutions on imposing disciplinary penalties, as well as the powers of the Head of the Service and the procedure for cooperation between the Service and the Board of Directors, the Audit and Risk Committee under the Board of Directors of the Company (hereinafter – the Audit and Risk Committee), the Company’s Management Board, Samruk-Kazyna JSC (hereinafter – the Fund) and other organizations.

2. The Statute has been developed in accordance with the Reference Model for Compliance Function in Portfolio Companies of the Fund, approved with the resolution of the Management Board of the Fund dated 04.05.2017, minutes #12/17 (hereinafter – the Reference Model), the laws of the Republic of Kazakhstan and other internal regulatory documents of the Company.

3. The size, staffing table and term of office of the Head and employees of the Service, their appointment and early termination are determined by the Company’s Board of Directors after prior consent by the Audit and Risk Committee.

4. Employment contracts with the Head and employees of the Service are concluded with the resolution of the Board of Directors by the Chief Executive Officer of the Company under the labor laws of the Republic of Kazakhstan.

5. The Service’s operating procedures, assessment of its performance, amount and conditions of labor compensation and bonus payment to the Head and employees of the Service are approved/determined by the Board of Directors after prior approval/review by the Audit and Risk Committee.

6. Social support, guarantees and compensation payments for the Service’s employees are carried out in accordance with the internal documents of the Company approved by the Board of Directors of the Company.

7. The duties, rights and responsibilities of the Head and employees of the Service are defined by the relevant job descriptions, which are developed based on this Statute, employment contracts, internal documents of the Company and approved by the Chief Executive Officer after prior approval by the Audit and Risk Committee.

8. In carrying out its activities, the Service shall be guided by the laws of the Republic of Kazakhstan, the Charter, the Corporate Governance Code, resolutions of the Company’s bodies, this Statute, the action plan approved by the Board of Directors, and other internal documents of the Company.

2. Service Status

9. The Service is a structural division of the Company that is hierarchically subordinated and operationally reporting to the Board of Directors.

10. The Service is supervised by the Audit and Risk Committee in accordance with the internal regulatory documents governing the activities of the Audit and Risk Committee.

11. The Service is reported administratively to the Chief Executive Officer of the Company. Administrative subordination implies ensuring proper working conditions by the Chief Executive Officer to the Head and employees of the Service, labor compensation, issuing orders/instructions based on the resolutions of the Board of Directors; monitoring the observance of labor regulations; executing the orders for business trips, leaves, as well as other actions not contrary to the status of the Service in accordance with the Statute and other normative documents of the Company.

12. The Chief Executive Officer of the Company shall not use administrative subordination to influence the Service’s independence and objectivity.

13. The Service shall be independent from individual influence while performing its assigned tasks and functions, in order to perform them properly and to ensure objective and independent judgment.

14. Assessment of the Service’s activity is carried out by the Board of Directors in accordance with the requirements of the Statute and other documents regulating the Service’s activity.

15. The Head and employees of the Service are subject to the internal documents of the Company, except for any documents that cannot be applied in accordance with the status of the Service, the Charter of the Company, and the Statute.

3. Purpose of Activity, Main Objectives and Functions

16. The purpose of the Service is to ensure compliance with the anti-corruption law of the Republic of Kazakhstan, to define the Anti-Bribery and Corruption Policy, to monitor the implementation of measures to combat corruption, as well as the generation of internal corporate culture based on transparency, honesty among the employees, to create business in accordance with the laws of the Republic of Kazakhstan, international best practices, and internal documents of the Company.

#	Main Objectives	Functions
1	Determining external regulatory requirements	1) continuous monitoring of external regulatory requirements and international best practices on anti-corruption issues; 2) ascertaining the impact on Company in the event of changes in regulatory requirements.
2	Conducting an internal analysis of corruption risks	1) analyzing the exposure of key business processes of the Company to corruption risks;

		2) ensuring the preparation of a corruption risk assessment report and an activity plan to minimize them.
3	Drawing up internal documents on compliance	ensuring the development/updating of the Company's internal compliance policies, rules, and procedures.
4	Screening candidates and counterparties of the Company	1) ensuring that candidates are screened for affiliations and conflicts of interest for vacant positions at the CEO-1 and CEO-2 level, as well as positions related to the performance of organizational and administrative and/or administrative-economic functions and/or other functions related to the Company's specific activities; 2) ensuring the creation, testing and implementation of the counterparty due diligence procedure in accordance with the developed methodology of the Fund together with other structural divisions concerned.
5	Ensuring the operation of a proactive information line (hotline) on anti-corruption and other abuses of the Company's employees	1) monitoring, control over the timely implementation of incoming calls on the hotline; 2) conducting inspections and investigations of incoming appeals within the competence; 3) organizing internal and external communication/information of employees on the hotline.
6	Communication, compliance training	1) developing training programs in compliance; 2) conducting explanatory work for the Company's officers and employees on compliance issues; 3) ensuring timely communication and consultations for the Company's structural divisions on compliance issues; 4) communicating the Fund's position on anti-corruption and other issues.
7	Conducting inspections and investigations	1) organizing inspections and investigations of incoming appeals,

		<p>inquiries, revealed violations within the competence;</p> <p>2) providing information to the Audit and Risk Committee and the Board of Directors of the Company following the inspections and investigations;</p> <p>3) participating in working groups to investigate potential compliance violations at the initiative of the Fund, the Board of Directors of the Company.</p>
8	Monitoring the implementation of the Code of Conduct	<p>1) by reviewing the related appeals received on the hotline;</p> <p>2) informing employees and testing them on their understanding of the Company's Code of Conduct.</p>
9	Interaction with regulatory bodies	ensuring interaction with regulatory bodies on anti-corruption issues, including corruption risk analysis, the use of databases for third-party verification.

17. In performing its tasks and functions assigned the Service duly interacts with all structural divisions of the Company, as well as other organizations under the laws of the Republic of Kazakhstan.

4. Rights and Authority of the Service

18. In order to implement its main tasks and functions the Service is entitled to:

1) request and receive information and materials, on an unrestricted and unhindered basis, from other structural divisions of the Company, necessary to perform its functions and tasks;

2) access to personnel, production, and other facilities, to all documentation and any other information requested in connection with the inspection and investigation, including information and data constituting commercial and official secrets of the Company;

3) involve employees of other divisions in the implementation of planned/unplanned activities of the Service and the performance of tasks as requested by the Board of Directors or the Chief Executive Officer;

4) access to the information base of accounting data (computer accounting programs, etc.) on an ongoing basis in passive mode, i.e., without the right to enter and adjust;

5) initiate inspections and investigations, in agreement with the Chairman of the Board of Directors, if required in the course of carrying out the main tasks and functions;

6) exchange information and coordinate activities with the Fund's Compliance Service, the authorized anti-corruption body, and other external parties;

7) participate in programs aimed at professional training and professional development of the Company's employees;

8) engage employees of the Company's structural divisions as experts of the Company, as well as specialists from other legal entities, to perform certain tasks on behalf of the Board of Directors or the Chairman of the Board of Directors or the Chairman of the Audit and Risk Committee for the purpose of obtaining advice on highly specialized issues;

9) prepare and submit proposals to the Company's management on anti-corruption issues;

10) organize and hold meetings on issues under the Service's competence;

11) create working groups, including representatives of the Company's structural divisions, to implement key tasks in the area of implementing compliance policies and activities under such policies;

12) consult and address written requests to the Fund, the Company's structural divisions and other organizations on issues under the Service's competence;

13) use the services of compliance consultants and outsourcing services for individual functions;

14) consider issues adopted at the level of the Management Board and the Board of Directors, agree and visa documents under the Service's competence;

15) form and submit for consideration of the Audit and Risk Committee and the Board of Directors the Service's budget in accordance with the Company's internal regulatory documents;

16) perform other actions not contrary to the laws of the Republic of Kazakhstan and internal documents of the Company.

19. The Head of the Service is entitled to:

1) participate in the meetings and events held by the Management Board of the Company on improvement of internal control, risk management and corporate governance and other issues under the Service's competence without the right to agree on resolutions of the Management Board of the Company;

2) directly contact the Chairman and members of the Board of Directors and the Audit and Risk Committee, members of the Management Board, as well as the Heads of departments on the Service's activities issues;

3) make proposals to the Board of Directors on definition of size, terms of office of the Service's employees, appointment and early termination of their powers, the Service's operating procedures, amount and labor compensation and bonus payment terms to the employees, organizational and technical support of the Service;

4) attend meetings of the Committees under the Board of Directors, as well as the Committees under the Management Board and other collegial bodies under the

Management Board; if necessary, participate in these committees/working groups and commissions as an expert without the right to vote;

5) exercise other powers not contrary to the laws of the Republic of Kazakhstan and pass resolutions on all matters under the Service's competence.

5. Restrictions on the Service's Activities

20. In order to comply with the principles of independence and objectivity in the performance of its functions, the Head and employees of the Service shall not:

1) perform functional duties in the Company that are not related to the Service's activities in accordance with the Statute;

2) engage in any activity that could impair, or be perceived to impair, the independence and impartiality of the Service's Head and employees performance evaluation;

3) be included in committees, working groups, commissions or other collegial bodies established by the Company as members with the right to sign. In the work of these committees, working groups and commissions established by the Company, the Service's Head and employees should be involved only as experts and consultants without the right to sign, if necessary, with giving opinions within the competence.

4) guide the actions of employees of the Company's structural divisions, unless these employees have been duly included in a group to investigate compliance violations or have been appointed to participate in compliance tasks and activities in accordance with the established procedure;

5) use confidential information in personal interests or in any other way that is contrary to the laws of the Republic of Kazakhstan or that can cause damage to the Company;

6) accept gifts and use services that may compromise or be perceived to compromise the independence, objectivity, and impartiality.

6. Responsibility of the Service

21. The Service is responsible for implementing the Anti-Bribery and Corruption Policy.

22. The Head and employees of the Service are responsible for the quality and timely performance of tasks and functions assigned to the Service under the Statute, the laws of the Republic of Kazakhstan, the Corporate Governance Code, internal documents of the Company, the employment contract and job description.

23. Compulsory duties and responsibilities of the Head of Service include:

1) ensuring the development of the Company's internal documents and methodological recommendations on compliance and other documents on the Service's activities;

2) ensuring the application in the Service's activities of unified basic compliance principles and procedures approved (recommended) by the Fund;

3) periodic evaluation of the relevance and adequacy of the objectives and functions of the Service in terms of the ability to achieve its objectives, and their compliance with the needs of the Board of Directors, the Audit and Risk Committee and communicating the evaluation results to the Audit and Risk Committee and the Board of Directors;

4) planning and timely submission for consideration by the Audit and Risk Committee and the Board of Directors of the Service's issues as part of the action plan;

5) reporting on the Service's activities to the Company's Board of Directors, including the hotline operation and other abuses of the Company's employees.

7. Providing Information to the Board of Directors, Audit and Risk Committee of the Company

24. The Service submits for consideration of the Audit and Risk Committee and the Board of Directors the next year's action plan every year **by December 1** of previous year to the planned. The Service ensures execution of the approved plan and reports on its execution as part of the performance report of the Service within the deadlines established by the Statute.

25. The Service reports to the Board of Directors and the Audit and Risk Committee on the Service's activities as follows:

1) Quarterly – **no later than the 25th day of the month** following the reporting quarter;

2) Annual – (including report for Q4) **no later than the 25th day of the month** following the reporting year.

26. Reports drawn up following the assignments, inspections and indicating cases of misconduct (inaction) of the Company's employees shall be submitted to the Audit and Risk Committee and the Board of Directors immediately after they are made.

27. The Service's Head ensures that the Audit and Risk Committee and the Board of Directors are promptly informed of any situations related to the presence or potential possibility of a violation of the independence and/or objectivity of compliance, including in the form of a conflict or limitation of authority.

8. Service Performance Evaluation

28. The Service performance is evaluated by the Board of Directors to ensure compliance of the Service's activities with the Reference Model, as well as to determine the effectiveness and efficiency of compliance tasks and functions and to identify opportunities for improvement.

29. The procedure and requirements for the Service, its Head and employees performance evaluation are established by internal normative documents of the Service given the requirements of the Reference Model, as well as internal normative documents of the Company regulating issues of the Company employees' performance evaluation.

9. Issues of the Service's Interaction Inside and Outside the Company

30. The relationship between the Service and the Management Board of the Company should rely on the principle of independence, as the level of organizational and operational independence of the Service has a direct impact on the objectivity of compliance.

31. As part of cooperation with the Company's Management Board, the Service discusses and makes proposals to the Management Board on improving compliance risk management, combating corruption, and recommendations to minimize them, under the Service's competence.

32. Submits the action plan approved by the Board of Directors to the Company's Management Board for information purposes.

33. The Company's Management Board shall:

1) ensure creation of an effective internal control environment in the Company that facilitates the full and unhindered performance of the Service's functions.

2) assist the Service in engaging employees of the Company's structural divisions as experts and obtaining information and materials necessary to perform its functions and solve compliance tasks;

3) not to allow interference and pressure on the Service's activities.

34. The Service ensures interaction with regulatory bodies on anti-corruption issues, including the analysis of corruption risks, as well as for the use of databases for checking counterparties.

35. The Service ensures interaction with the Fund on anti-corruption issues, including the analysis of corruption risks, as well as joint inspections and investigations, organization of joint working groups on selected issues within the competence.

10. Disciplinary Actions

36. The Head and employees of the Service can be sanctioned for violation of labor discipline, non-performance, or improper performance of assigned labor duties with the resolution of the Board of Directors in accordance with established procedure.

11. Final Provisions

37. The Statute takes effect on the date of its approval by the Board of Directors of the Company.

38. Amendments and additions to the Statute shall be made with the resolution of the Board of Directors of the Company.

39. All users shall become acquainted with the Statute in accordance with the Acknowledgement Sheet provided in the Annex.