

**«Approved»**

by the decision of the Board of Directors  
of JSC «NC «KTZ»  
February 14, 2019,  
minutes No. 2

with the amendments implemented  
by the decision of the Board of Directors  
of JSC «NC«KTZ»  
dated March 10, 2020 (minutes No. 1)  
and February 15, 2021 (minutes No. 2)

**Anti-corruption Policy in Joint Stock Company  
“National Company “Kazakhstan Temir Zholy”**

**1. Purpose of the document and general provisions**

1. This Anti-corruption Policy in the Joint Stock Company “National Company “Kazakhstan Temir Zholy” (hereinafter – Policy and Company respectively) was developed in accordance with anti-corruption legislation of the Republic of Kazakhstan (hereinafter – RK) and internal documents of Company.

2. This Policy establishes:

- 1) goals and objectives in the field of countering corruption;
- 2) basic principles of countering corruption;
- 3) requirements of anti-corruption legislation of RK and obligatory for its implementation;
- 4) set of measures to prevent and combat corruption;
- 5) responsibility for implementing this Policy.

3. The main goal of this Policy is to create a compliance culture in Company, the Company's commitment to high standards of conduct of its officials and employees, to conduct an open and honest business, strengthen business reputation and increase confidence in Company. This Policy should be considered combined with Company's Code of Conduct.

**2. Scope**

4. This Policy is mandatory for all associates, officers and employees of Company to review and strictly comply with its principles and requirements.

5. Based on this Policy, Company’s subsidiary organizations should develop and approve in accordance with established procedures a similar document, regulating issues of combating corruption.

6. This Policy is subject to posting on Company's corporate website.

### 3. Terms and definitions

7. Following terms and definitions are used in this Policy:

1) **anti-corruption legislation of RK** - Law of the Republic of Kazakhstan “On Combating Corruption” and other regulatory legal acts on combating corruption;

2) **anti-corruption monitoring** - Company's activities in collecting, analyzing and evaluating information regarding effectiveness of measures taken by Company for countering corruption;

3) **anti-corruption standards** - system of recommendations, established for separate sphere of Company's activities aimed at preventing corruption;

4) **associates** - members of the Board of Directors, Management Board, employees of Company, agents, partners in joint ventures, subsidiaries and affiliates, and other persons providing services to Company or acting on its behalf;

5) **internal analysis of corruption risks** - Company's activities to identify and study causes and conditions conducive to commission of corruption offenses;

6) **official** - a person who has labor relations with Company and performs organizational or administrative functions;

7) **Company's Code of Conduct** - an internal document of Company that establishes values, basic principles and standards of conduct aimed at developing corporate culture and strengthening Company's reputation;

8) **conflict of interests** - a contradiction between personal interests of officials and their official powers, in which personal interests of these persons may lead to the improper performance of their official powers;

9) **corruption** - unlawful use by officials of Company of their official (service) powers and related opportunities in order to obtain or extract personally or through intermediaries property (non-property) benefits and advantages for themselves or third parties, as well as bribing these persons by providing benefits;

10) **corruption offense** - an unlawful wrongful act (action or inaction) with signs of corruption, for which legislation of RK establishes liability;

11) **corruption risk** - possibility of causes and conditions conducive to commission of corruption offenses;

12) **anti-corruption** - Company's activities within its authority to prevent corruption, including formation of an anti-corruption culture in Company, identifying and eliminating causes and conditions conducive to commission of corruption offenses, as well as identifying, suppressing, disclosing and investigating corruption offenses and elimination of their consequences;

13) **prevention of corruption** - activities of Company in studying, identifying, limiting and eliminating causes and conditions conducive to commission of corruption offenses by developing and implementing a system of preventive measures;

14) **employees** - individuals who have labor relations with Company.

15) **candidates** – individuals who are the applicants on the positions related to execution of organizational or administrative functions in the Company;

16) **close relatives** – parents (parent), children, adoptive parents, adopted children, full and half siblings, grandparents, grandchildren;

17) **in-laws** - full and half siblings, parents and children of the spouse;

18) **family members of the official** – spouse, parents, children, including adult children, and persons who are dependent and permanently residing with him/her.

8. Definitions used but not disclosed in this Policy correspond to the definitions used in legislation of RK, Charter and other internal documents of Company.

#### **4. Purpose and objectives in field of countering corruption**

9. Goal of countering corruption in Company is to minimize risk of involving employees of Company in corruption activities regardless of their position.

10. In order to achieve this goal, Policy provides following tasks:

1) formation of zero tolerance for any corruption manifestations of associates, officers and employees of Company;

2) generalization and explanation of basic requirements of anti-corruption legislation, which can be applied to Company and its associates, officials and employees;

3) establishing obligation of associates, officials and employees of Company to know and comply with principles and requirements of this Policy, rules of applicable anti-corruption legislation, as well as adequate procedures for preventing corruption;

4) development and implementation of anti-corruption measures aimed at preventing and countering corruption, minimizing and (or) eliminating consequences of corruption offenses.

#### **5. Basic principles of countering corruption**

11. Basic principles of countering corruption in Company are:

1) **zero tolerance for any manifestations of corruption** - Company adheres to principle of complete rejection of corruption in all forms and manifestations in implementation of its activities.

Zero tolerance to any manifestation of corruption means a strict prohibition for employees and associates of Company acting on behalf of Company or in its interests, directly or indirectly, personally or through some kind of mediation to engage in corrupt activities regardless of practice of doing business in any country;

2) **commitment of top management and establishment of a “tone from above”** - Company's Board of Directors plays a key role in building a culture of intolerance towards corruption and creating a system of preventing and countering corruption in Company. Members of the Board of Directors and Management Board of Company must declare an uncompromising attitude towards any forms of corruption and demonstrate, comply with and implement this principle by personal example at all levels;

3) **employees involvement** - Company informs officials and employees on the provisions of anti-corruption legislation and welcomes their active participation in formation and implementation of anti-corruption standards and procedures;

4) **inevitability of punishment** - Company declares inevitability of punishment of Company's employees regardless of their position, length of service and other conditions in case of committing corruption offenses performance of their official duties;

5) **legality and compliance of this Policy with current RK legislation and generally accepted norms** - Company strictly complies with anti-corruption legislation of RK and other countries in which it carries out or plans to carry out activities, and any action or inaction does not contradict norms of applicable anti-corruption legislation;

6) **proportionality of procedures for preventing and countering corruption** - Company develops and implements control procedures that reduce possibility of involving Company, its officials and employees in corruption activities commensurate with corruption risks that may arise in Company's activities;

7) **effectiveness of anti-corruption procedures** - Company strives to make procedures as transparent, clear and enforceable as possible, and also ensures simplicity of their implementation and obtaining a meaningful result. Company evaluates effectiveness of existing control procedures and improves them in case of inefficiency;

8) **due diligence** - Company checks third parties and candidates for employment before making a decision on commencement or continuation of business / labor relations for their reliability, rejection of corruption and absence of a conflict of interest;

9) **monitoring and control** - Company monitors state of corruption risks, compliance with implemented procedures for preventing and countering corruption and their effectiveness;

10) **interaction and coordination** - Company ensures interaction and cooperation in field of anti-corruption activities with government bodies and associates / third parties of Company, as well as coordination of actions in process of countering corruption.

## **6. Requirements of anti-corruption legislation of RK and obligations for its execution**

12. In accordance with anti-corruption legislation of RK, corruption offenses, for which liability is stipulated, include but are not limited, to the following:

1) official property's misappropriation or embezzlement committed by an official if these acts associated with use of his official position;

2) legalization (laundering) of money and (or) other property obtained by criminal means, committed by an official, if this act involves his official position;

3) economic smuggling committed by an official, if an act involves use of his official position;

4) abuse of official authority, abuse of power or official authority;

5) illegal participation in business activities;

6) accepting a bribe, giving a bribe, mediating bribery,

7) official forgery;

8) inaction on service;

9) abuse of authority, excess or inaction of authority;

- 10) negligence;
- 11) provision of illegal material remuneration by individuals and legal entities;
- 12) receiving illegal material remuneration by an official;
- 13) hiring people who have previously committed a corruption offense.

13. Company, its associates, officials and employees are obliged to comply with provisions of anti-corruption legislation, as well as principles and requirements of this Policy, in any countries where Company carries out or plans to carry out activities. When implementing this Policy, Company proceeds from fact that its associates, officials and employees are directly or indirectly, personally or through third parties, are prohibited to participate in corrupt activities as well as to:

1) offer, promise or pay bribes, i.e. giving or promising to provide any financial or other benefit / advantage with intent to induce a person to fulfill his official duties in an inappropriate manner;

2) require, agree to accept or accept bribes, i.e. receiving or agreeing to receive any financial or other benefit / advantage for performance of their duties in an inappropriate manner;

3) offer, promise or make payments, except for those provided by applicable law, to present gifts to persons authorized to perform public functions, as well as persons equated to them, including foreign officials for speeding up or simplifying established procedures, to receive / retain business or provide competitive or other benefits for Company;

4) offer, promise or make payments to agents if there is a suspicion that payments can be used to speed up or simplify state procedures;

5) offer, promise or provide employment in Company (including on a temporary basis) in exchange for personal gain;

6) facilitate to accept or accept overstated or fictitious payments from associates / third parties;

7) to give or receive gifts or signs of hospitality that contradict requirements of anti-corruption legislation and internal documents of Company.

14. Company's officials in their professional activities must strictly comply with the following:

1) comply with requirements of current legislation of RK and this Policy;

2) be honest and decent in business relations, to refrain from any unscrupulous ways of conducting official duties;

3) do not make discourage actions;

4) do not use official position, confidential and insider information, tangible and intangible assets of Company for personal purposes;

5) do not allow illegal actions, or actions that may cause suspicions regarding their legality and ethics;

6) to support and demand from colleagues to keep anti-corruption culture;

7) to refrain from actions or inactions that gives rise to conflicts in business relations, strive to resolve conflicts that have arisen on basis of balance of interests of participants in business relations;

8) do not push colleagues to make corruption actions and not support such actions;

9) do not fulfill duties if they have conflict of interest.

10) to conduct work on the formation of anti-corruption culture in the supervised structural subdivisions of the Company;

11) do not hold positions that are directly subordinate to the positions held by their close relatives, spouse and (or) relatives, as well as to have close relatives, spouse and (or) relatives in direct subordination.

Officials who violate the requirements of this subparagraph, if they voluntarily do not eliminate it within three months from the moment of detection of the specified violation, are subject to transfer to positions that exclude such subordination, and if such transfer is impossible, one of these employees is subject to dismissal from office or other release from managerial functions.

14-1. Candidates and their spouses are required to submit a declaration of assets and liabilities as of the first day of the month of submission of the declaration in the form and in accordance with the procedure, established by the tax legislation of the Republic of Kazakhstan.

Officials and their spouses submit declarations of income and property in the form, in the manner and within the time limits provided for by the tax legislation of the Republic of Kazakhstan.

In case of acquisition during the reporting calendar year of property determined by the tax legislation of the Republic of Kazakhstan, officials and their spouses in the declaration of income and property reflect information on the sources of covering the costs of acquisition of the specified property.

The Company's structural division for personnel management, no later than December 31 of the year following the reporting calendar year, ensures that the information reflected in the declarations of officials and their spouses is posted on the Company's corporate website.

The list of information to be published is determined by the authorized anti-corruption body.

15. Company's employees are obliged to:

1) refrain from committing and (or) participating in commission of corruption offenses in interests or on behalf of Company;

2) refrain from behavior that may be interpreted by others as a willingness to commit or participate in commission of a corruption offense in interests or on behalf of Company;

3) inform direct manager about possibility of a conflict of interest arising from employee.

If officials or employees have doubts about correctness of their actions or doubts about any other standards of behavior, they should contact Head of the Compliance Service.

## **7. Set of measures to prevent and combat corruption**

16. Occurrence of corruption risk is potentially possible in some areas of Company's activities. Such areas are (not limited with listed):

- 1) involvement of third parties and making payments to third parties;
- 2) gifts and hospitality;
- 3) participation in political activities;
- 4) payments to persons authorized to exercise governmental functions, as well as to persons equated to them, including foreign officials;
- 5) providing sponsorship and charitable assistance;
- 6) transactions on acquisition and alienation of assets, mergers and acquisitions;
- 7) human resource management.

### **7.1 Attracting third parties and making payments to third parties**

17. Third parties involved in RK, as well as in other countries that have a high rating of perception of corruption and violate anti-corruption legislation of RK and this Policy may pose a risk of involving Company in corruption activities.

18. Before making a decision on commencement or continuation of cooperation with third parties or participation in a joint venture, structural divisions of Company, initiating involvement of third parties, must:

1) follow procedures established by the Procurement Rules for goods, works and services of JSC "Samruk-Kazyna" and organizations, fifty and more percent of voting shares (shares) of which are directly or indirectly owned by JSC "Samruk-Kazyna" under right of ownership or trust management;

2) monitor third parties and joint venture partners to any manifestations of corruption, including:

- checking whether they have their own anti-corruption policies and procedures, their readiness to comply with requirements of this Policy and provide mutual assistance for honest business and prevention of corruption;

- verification of business reputation and absence of conflicts of interest;

- checking for pseudo-business, reliability, existence of tax and other debts, source of funds, as well as bank, jurisdiction from which funds are sent in order to counteract legalization (laundering) of criminal income by sending requests to authorized government bodies or organizations (Ministry of Finance of RK, National Bank of RK, JSC "Samruk-Kazyna" and others);

3) include an anti-corruption clause in deals, which are concluding, form and content of which is given in Appendix 1 to this Policy. Company reserves right to terminate deals with third parties and partners in joint ventures in case corruption is detected;

4) inform third parties and joint venture partners about principles and requirements of this Policy.

19. Company welcomes adoption by third parties and joint venture partners of anti-corruption policies and procedures, as well as standards of conduct.

### **7.2 Gifts and hospitality**

20. Company recognizes exchange of business gifts and performance of hospitality, including business hospitality, as a necessary part of business and common business practice. Company encourages an atmosphere of honesty and transparency regarding business gifts and expenses for business hospitality.

21. Exchange of business gifts and representation expenses, including business hospitality of Company with third parties, must meet following criteria:

1) fully comply with applicable laws of RK, Company's Code of Conduct and Company's internal documents on representation expenses;

2) to be reasonably justified, proportionate, not to be cash or non-cash money, securities, precious metals and not represent other types or cash equivalents, and also not be a luxury item;

3) not constitute a hidden reward for a service, action, inaction, connivance, patronage, granting rights, making a certain decision about a transaction, agreement, license, permit, etc. or attempt to influence recipient with a different illegal or unethical purpose;

4) not create a risk that may lead to loss of business reputation for Company, its officers and employees.

22. It is prohibited to accept gifts and hospitality from any potential procurement participant carried out by Company. If there is any doubt as to whether business gift or event complies with the requirements of this Policy, Company's officials or employees should consult with the direct manager or Head of the Compliance Service.

23. The official and his/her family members shall not receive any material remuneration, gifts, or services for actions (inactions) in favour of persons who have provided them, if such actions are in authority of officials, or officials' position can promote such actions (inactions).

Money received by officials and (or) members of his family without their knowledge, as well as funds obtained by them in violation of anti-corruption legislation of Kazakhstan, not more than two weeks after their detection shall be transferred to the national budget with submission of explanations to the relevant body of public revenues about the circumstances of the receipt of such funds.

Gifts received without the knowledge of officials and (or) members of his family, and received by them in violation of anti-corruption legislation of Kazakhstan, shall be subject to gratuitous transfer to the authorized body on state property management within seven calendar days from the date of receipt of the gift or on the date when the officer became aware of the receipt of the gift, and rendered official in the same circumstances the services must be paid by money transfer to the Republican budget within seven calendar days from the day of service or from the date, when the official became aware of the provision of the service.

An official who has transferred a gift to the authorized body for state property management has the right to redeem it at the cost determined in accordance with the Law of the Republic of Kazakhstan «On Appraisal Activities in the Republic of Kazakhstan» on the basis of a purchase and sale agreement concluded with the authorized body for state Property Management.



### **7.3 Participation in political activities**

23. Company does not participate in political activities with a direct or indirect purpose to influence adoption by public officials or other persons of decisions that affect preservation or expansion of Company's activities, or if such participation can be perceived as an attempt to render such impact.

24. Company does not independently or through its officials and employees finance political parties and public associations in order to obtain or maintain an advantage in their activities.

25. Officials and employees of Company have right to participate in public associations, created in accordance with current legislation of RK, as well as in international public associations, purpose of which is not receiving or maintaining benefits for Company in its activities.

26. Officials and employees of Company, when participating in public associations, are prohibited to offer, give, promise, or make payments, contribute property, give gifts, etc. on behalf of Company in order to obtain or maintain benefits for Company in its activities.

27. Officials and employees of Company bear responsibility in accordance with current legislation of RK about participation in public associations.

### **7.4 Payments to persons authorized to exercise governmental functions, as well as to persons equated to them, including foreign officials**

28. Company does not pay, independently or through its employees and officials, any expenses for persons authorized to perform governmental functions and persons equated to them, including foreign officials, their close relatives in order to obtain commercial advantages for Company, including expenses for transport, accommodation, food, entertainment, PR-campaigns, etc., or receiving other benefits by them at expense of Company.

29. Company does not make payments for simplification of formalities directly or through its agents, except for official fees for public services, information and amount of which are publicly available.

30. Officials and employees of Company are solely responsible for corrupt actions when interacting with governmental employees in accordance with anti-corruption legislation.

### **7.5 Rendering sponsorship and charity aid**

31. The Company shall give charity (sponsor) assistance, except when provided by the Society of charity (sponsor) assistance provided by the Charitable program of the group of companies of «Samruk-Kazyna», approved in the manner prescribed by the Law of Kazakhstan «On National Welfare Fund.

32. Company does not prohibit officials and employees to provide charitable and / or sponsorship assistance on their own behalf.

## **7.6 Performing acquisitions and alienation of assets, mergers and acquisitions**

33. During carrying out investment activity, Company is guided by Corporate Investment Activity Standard of Samruk-Kazyna JSC and legal entities, more than fifty percent of voting shares (shares) which directly or indirectly own Samruk-Kazyna JSC, and Company's internal documents.

34. When planning acquisitions and alienation of assets, mergers and acquisitions, prior to making decision on feasibility of these transactions, Company conducts a comprehensive audit of facility (due diligence), including a trustworthiness check before / after transaction in order to identify signs of presence of corruption risk. Results of this audit are reviewed by the Board / Board of Directors of Company when making a final decision on implementation of the proposed transaction.

35. If, as a result of audit, risk of corruption inherited by Company after completion of transaction and potential economic and reputational damage for Company associated with it exceeds economic benefit of transaction, Management Board / Board of Directors of Company decides whether to make a deal.

36. Regardless of level of corruption risk in acquired asset, when deciding in favor of a merger or acquisition transaction, Company, after signing relevant agreement, will try to implement a system for countering corruption into the transaction object, similar to the system adopted in Company, as well as standards of conduct.

## **7.7 Human resource management**

37. Company supports principles of honesty during staffing decisions. In order to eliminate corruption risks in hiring, evaluating, promoting and dismissing personnel, Company:

1) develops and approves in the established manner, transparent selection and recruitment procedures and relevant qualification requirements for position;

2) checks candidates for employment, before making a decision on commencement or continuation of labor relations for their trustworthiness and absence of a conflict of interests;

3) makes an assessment of staff activities and payment of remuneration, based on assessment of implementation of its key performance indicators and professional achievements;

4) decides on promotion to a higher position, based on business skills and qualifications of employee;

5) carry out procedure of termination of labor relations with an employee on grounds provided by legislation of RK.

38. Officials upon hiring or continuing labor relations with Company accept anti-corruption restrictions. Consent form for accepting anti-corruption restrictions is set out in Appendix 2 to this Policy.

39. Non-acceptance of anti-corruption restrictions by officials of Company leads to refusal to hiring or dismissal, their non-observance in cases of absence of signs of a criminal offense and an administrative offense is a reason for termination of powers.

39-1. When applying for employment in the Company, candidates submit a declaration provided for in paragraph 14-1 of Section 6 of this Policy, as well as information about close relatives, spouses and (or) relatives working in the Company.

Failure of candidates to submit a declaration of assets and liabilities or submission of incomplete, unreliable information in such declarations, if the act does not contain signs of a criminal offense, is the basis for refusal to issue an act on their appointment.

## **7.8 Preventing and resolving conflicts of interest**

40. Managing conflicts of interest is one of the most important anti-corruption mechanisms. Company pays great attention to preventing realization of risks associated with conflicts of interest and their settlement.

41. Officials of Company are prohibited from carrying out official duties if there is a conflict of interest. Officials and employees of the Company in the performance of their duties shall be guided by interests of Company and avoid situations or circumstances in which their personal interests will contradict interests of Company. In event of a conflict of interest (or possibility of its occurrence), officials and employees of Company are obliged to bring this information to the direct manager or the management of the Company.

42. The Chairman of the Board of Directors or the Chairman of the Company's Management Board are required to take appropriate response measures regarding appeals of officials and employees or upon receipt of information from other sources in a timely manner in accordance with Policy on settlement of conflicts of interest among employees and officials of JSC «NC «KTZ».

43. Company shall in a mandatory manner keep records of affiliated persons, as well as maintain a list of Company's insiders in accordance with the requirements of legislation of RK and Company's internal documents.

## **7.9 Identification and assessment of corruption risks**

44. Company annually identifies, evaluates corruption risks, and develops measures to minimize them.

45. Purpose of identifying and assessing corruption risks is to identify those activities and business processes of Company that are subject to risks of non-compliance with anti-corruption legislation, and where officials and employees of Company are likely to commit corruption offenses, both for personal gain and for Company benefit.

46. Identification and assessment of corruption risks is carried out through anti-corruption monitoring, and internal analysis of corruption risks. Anti-corruption monitoring includes, but is not limited to the following measures:

1) carrying out compliance examination of key internal documents of Company and their projects submitted for approval for presence of provisions which create the causes and conditions for manifestation of corruption (corruption factors), and develop proposals for their elimination;

2) monitoring of anti-corruption legislation of RK, as well as anti-corruption legislation of foreign countries that influence Company's activities in order to bring promptly its internal documents into accordance with changing requirements of anti-corruption legislation;

3) study of statistics of appeals of individuals and legal entities on facts of corruption on the part of officials and employees of Company;

4) monitoring publications in the media.

Object of the internal analysis of corruption risks is activity of Company's structural unit and includes:

1) identifying “critical points” of business process, the implementation of which most likely results in corruption offenses;

2) a description of corruption schemes that contain:

- a description of benefit or advantage that can be obtained by Company or its officials and employees when committing a corruption offense;

- positions in Company that are “key” for committing a corruption offense;

- possible forms of making corruption payments;

3) determining presence or absence of internal control procedures, evaluation of effectiveness of existing controls.

47. Zero tolerance is adopted for any corruption scheme, and in each case, Company develops measures to minimize risks of corruption identified as a result of an internal analysis.

Procedure of identifying and evaluating corruption risks and developing measures to minimize them is governed by Company's internal documents.

## **7.10 Development of anti-corruption standards, formation of an anti-corruption culture**

48. Company is developing anti-corruption standards, purpose of which is to establish a system of recommendations aimed at preventing corruption in a particular field of activity. Anti-corruption standards are taken into account when developing Company's internal documents.

49. Objectives of development of anti-corruption standards are:

1) formation of sustainable anti-corruption behavior among persons working in Company;

2) timely detection of corruption and prevention of their negative consequences.

50. Formation of an anti-corruption culture in Company is carried out through a set of educational, informational and organizational measures.

51. Company takes measures to inform and explain principles and norms of applicable anti-corruption legislation, Company's Code of Conduct, this Policy and other internal documents in the field of anti-corruption, including training and testing Company's employees.

52. Company welcomes active participation of all of its employees in formation of anti-corruption policies and procedures.

### **7.11 Reports of corruption offenses**

53. If there is any evidence that Company has a corruption offense committed by an employee or official, it should be immediately reported to Company's "hotline", which is posted on the corporate web site of Company, or to its direct manager or superior manager and (or) to the Head of the Compliance Service.

54. Procedure for filing and reviewing communications and other provisions are set out in the Confidential Information Policy in JSC "NC "KTZ".

### **7.12 Service investigations of corruption offenses**

55. Company examines or carries out an internal investigation for all reports of corruption offenses, which must be carried out within a reasonable time and with the participation of relevant structural divisions of Company.

56. If, as a result of the investigation, fact of corruption is established, completion of the investigation is adoption of corrective measures based on principle of zero tolerance to any manifestations of corruption, up to termination of labor relations and transfer of materials to appropriate government bodies, as well as strengthening internal controls.

### **7.12 Mutual cooperation**

57. Company cooperates in the field of combating corruption with authorized state bodies and organizations associated and third parties on mutual cooperation in order to:

- 1) inform about cases of violations having signs of corruption;
- 2) assist in carrying out investigations of violations with signs of corruption;
- 3) coordination in carrying out inspections of Company's activities on compliance with anti-corruption legislation and the development of joint measures to prevent and counter corruption;
- 4) provision of comments / participation in meetings at the request of authorized state bodies and organizations related to issues of anti-corruption legislation.

## **8. Responsibility**

58. Officials and employees of Company are subject to responsibility for corruption offenses in accordance with the laws of RK.

59. Officials and employees of Company to whom sufficient measures were applied for committing corruption offenses are not exempt from liability for material damage to Company, except from based on the court decision.

60. Responsibility for compliance with the requirements of this Policy bears officials, employees and structural division of Company within their competence.

61. Officials and employees of Company from the date of adoption of this Policy, and newly adopted from the start of execution of official and (or) work duties in the Company are obliged to confirm in the form provided for in Appendix 3 to this Policy that they have studied, understood and committed to follow the Policy in good faith.

62. Officials of the Company bear the disciplinary liability in accordance with the law of RK for non-execution or improper execution of duties on warning of corruption offences committing by employees.

63. Structural subdivisions of the Company on the managing of staff are liable for fixating of anti-corruption restrictions by officials in written form, provided by the current Policy as well as for timely posting of information reflected in the declarations of officials and their spouses on the Company's corporate website.

64. Officials are liable under the Code of administrative offences for failure to submit Declaration of income and assets or the submission of incomplete, false information in such declarations, if the deed does not contain signs of penal act.

**The form and content of the anti-corruption clause of**

1. JSC “NC “KTZ” (hereinafter - the Company) informs the other Party of Agreement on the principles and requirements of the Anti-Corruption Policy of JSC “NC “KTZ” (hereinafter - Policy). The other Party confirms familiarization with the Company's Policy by concluding the Agreement. The Parties undertake to comply with and ensure that their employees comply with the requirements of the anti-corruption legislation of the Republic of Kazakhstan, and not to commit corruption offenses provided by the international acts and anti-corruption acts applicable for the purposes of the Agreement in the performance of their obligations under the Agreement.

2. Corruption offenses for the purposes of the Agreement include intentional acts committed when giving or receiving a bribe, commercial bribery or other unlawful use by an employee of the Parties of his official position against the legitimate interests of the Parties in order to obtain benefits in the form of money, valuables, gifts and other property or services of property, physical or moral nature, obtaining other property rights for oneself or for third parties, or unlawful provision of such benefits to a specified person by other persons, and other benefits according to the anti-corruption legislation of the Republic of Kazakhstan or the country of residence and / or business of the Party (hereinafter - Corruption Offenses).

3. If a Party has a reasonable assumption that a Corruption offense has occurred or may occur (when receiving information about the initiation of criminal proceedings against the employee (s) of the other Party in connection with the commission of a corruption offense or other reliable information about a Corruption Offense), such Party shall inform the other Party in writing about this, indicating the relevant facts (hereinafter - the Notice) and has the right not to fulfill the obligations under the Agreement until receipt of confirmation from the other Party that the Corruption offense has not occurred or cannot occur. This confirmation must be provided by the other Party within 10 (ten) business days from the date of receipt of the Notification.

4. When receiving reliable information about the commission of a Corruption offense and subject to the provisions of this article, the Company is entitled to refuse to perform the Agreement unilaterally in full or in part by sending a corresponding written notice to the other Party, and also to require the other Party to indemnify losses caused by termination of the Agreement.

Annex 2  
to the Anti-Corruption Policy in the joint stock company  
“National Company “Kazakhstan Temir Zholy”.

Use this form to confirm that you have carefully studied, understood and accepts anti-corruption limitations, prescribed by anti-corruption legislature of RK and Anti-corruption Policy in JSC «NC «KTZ».

The filled and signed confirmation form is stored in the personal file of the officers and employees of the Company from the moment of execution of labor and / or official duties in the Company.

**Consent Form  
on adopting of anti-corruption restrictions**

I \_\_\_\_\_,  
(last name, first name, patronymic)

\_\_\_\_\_  
(specify position)

accept the anti-corruption restrictions, in order to comply with the policy for countering and corruption in “NC “KTZ”, prevent the commission of actions that may lead to use of my powers in personal, group and other non-official interests, on:

- 1) implementation of activities incompatible with performance of my functions;
- 2) the inadmissibility of joint service (work) of close relatives, spouses and relatives;;
- 3) use of official and other information that is not subject to official dissemination in order to obtain or extract property and non-property benefits and advantages;
- 4) ) the adoption of me and my family members any remuneration, gifts or services for actions (inactions) in favor of persons who have provided them, if such actions are included in my authority or I because of their official position can promote such actions (inaction).

\_\_\_\_\_  
signature, full name, position



Annex 3  
to the Anti-Corruption Policy in the joint-stock company  
National Company Kazakhstan Temir Zholy

Use this form to confirm that you have carefully studied, understood and agreed to follow in good faith the Anti-Corruption Policy in “NC “KTZ”.

The filled and signed confirmation form is stored in the personal file of the officers and employees of the Company from the moment of execution of labor and / or official duties in the Company.

**Confirmation**

Please check appropriate boxes

I confirm that I have studied and understood the Anti-Corruption Policy in JSC “NC “KTZ”

I undertake to strictly follow requirements established by the Anti-Corruption Policy in JSC “NC “KTZ”

I have been advised that in case of violation of the anti-corruption legislation of the Republic of Kazakhstan and Anti-Corruption Policy in JSC “NC “KTZ” I can be brought to liability, including dismissal, in accordance with the procedure established by legislative acts of the Republic of Kazakhstan.

Please sign here

---

\_\_\_\_\_ Full name, position