

**Approved by
the decision of the Board of Directors
of Air Astana JSC dated
07 March 2019 (Minutes #193)**



**ANTI-CORRUPTION POLICY
Of AIR ASTANA JSC**

Almaty, 2019

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TERMS AND DEFINITIONS

Active bribery – an offer, promise, consent for or payment of bribes (directly or indirectly), as well as support or assistance for the same.

Anti-corruption – activities of the Employees/Officials to prevent (test for) corruption and combat corruption (investigation of corruption offenses).

Bribe¹– a benefit (including gifts, money, assets, rewards or services) accepted by a civil servant or a public official for an action (or, on the contrary, inaction) undertaken in the interests of a bribe giver.

Civil servant – a citizen of the Republic of Kazakhstan who, in accordance with the procedure established by the legislation of the Republic of Kazakhstan, is paid from the republican or local budgets or from the funds of the National Bank of the Republic of Kazakhstan, occupying a state post in a state body and exercising official powers in order to implement the tasks and functions of the government

Commercial bribery – an illegal act of giving money, securities or other assets, as well as monetizable services, to a person performing managerial functions in a commercial or other organization with the aim of influencing this person in the discharge of his/her official duties, as well as for obtaining his/her patronage or connivance in the interests of a bribe-giver.

Company –Air Astana Joint Stock Company.

Conflict of interests – any situations (or circumstances) in which personal/private interests or actions of the Employee/Officials are in conflict or in potential conflict with the Company interests, whereby affecting or having a potential effect on the impartiality of performance of duties and decisions on the matters pertaining to the Company.

Corruption – abuse of power or authority; giving and/or receiving a bribe, commercial bribery or other forms of illegal use of powers contrary to the legitimate interests of the Company and the state in order to obtain private gains, such as cash, valuables, other assets or monetizable services, proprietary rights (for third parties, as well), or the illegal provision of any such benefit to an entity by individuals, and any such actions on behalf of or in the interests of the Company or other legal entity.

Corruption offence – an action (or inaction) with elements of corruption for which administrative or criminal liability is established by law.

Corruption prevention – Company activities to introduce elements of corporate culture, organisational structure, rules and practices regulated by internal local acts to prevent corruption offences.

Counterparty – an individual or a legal entity with which the Company has a business relationship, (for example, an agreement on the provision of services / supply of goods, agency agreement, etc.).

Employee – an individual employed by the Company under employment contract and/or other individuals engaged under an agency or other contract.

¹ The term "bribe" is used to identify the bribery of a civil servant while the term "commercial bribery" is used to identify the bribery of a commercial structure employee.

Entertainment events – travel, accommodation and hospitality (parties, concerts, sport events and others) offered to the Counterparty or by the Counterparty in connection with an Employee’s official duties.

Facilitation payment – payments made to public officials or civil servants to speed up routine official actions (for example, to issue a permit, license or other official document; issue visas, work permits or other immigration documents; obtain permission to release goods from customs; the state registration of real estate or vehicles; to provide communal or other services (for example, telecommunications or security).

Gift – anything of value (benefit and/or service) granted with no expectation to get any compensation, and which is not an Entertainment.

Officials – Company President and Board of Directors of “Air Astana” JSC

Passive bribery – a direct or indirect request, demand or consent to accept or receive a bribe.

Public official – an individual who temporarily, permanently or by special authority performs the functions of a state representative or administrative or economic functions in state bodies, quasi-public sector, local government bodies, as well as in the armed forces, other Kazakhstan troops and military formations.

1. GENERAL PROVISIONS

- 1.1 This Policy reflects the commitment of Air Astana JSC ('Company') to implement high standards of business ethics and maintain business reputation. The Company acknowledges that its reputation as an honest and fair organisation is the most valuable asset, and treats corruption as a threat to its business and values.
- 1.2 Firm commitment of the Company to anti-corruption is one of the core business principles. The Company prohibits acts of corruption and bribery of any type, committed directly or indirectly through third parties. The Company has no tolerance to corruption and voluntarily assumes additional responsibilities to prevent corruption.
- 1.3 This Policy shall be available on the corporate website and internal website (intranet) of the Company.

2. PURPOSES OF THE POLICY AND ITS APPLICATION

- 2.1 This Policy has been designed to:
 - create environment within the Company that would promote compliance with anti-corruption legislation of the Republic of Kazakhstan and high ethical business standards
 - establish universal anti-corruption principles for Employees, Officials, Counterparties and other third parties²
 - ensure compliance of business dealings of Employees with third parties, including state and municipal organizations, with anti-corruption legislation of the Republic of Kazakhstan and internal policies of the Company
 - inform all interested parties about the principles of the business practice of the Company in accordance with anti-corruption legislation of the Republic of Kazakhstan
- 2.2 The Policy has been developed in accordance with the law provisions of the Republic of Kazakhstan, and the principles and norms of international law. All Employees should observe requirements of anti-corruption legislation of the Republic of Kazakhstan, this Policy and other internal documents, regardless of position and length of service.
- 2.3 This Policy applies to all Employees, Officials, agents, consultants and other third parties, working on behalf of the Company. The Employees and Officials have no right to circumvent this Policy through agents, consultants or other third parties.

² See Appendix 1 to this Policy "JSC Air Astana Employee Guidelines for complying with anti-corruption legislation"

3. MAIN PRINCIPLES OF ANTI-CORRUPTION POLICY

3.1 The Anti-Corruption Policy is based on:

- *the principle of “zero tolerance” (non-acceptance of corruption of any types and manifestations)* - total prohibition for Employees, Officials and other individuals, acting on behalf of the Company, from engaging in any corrupt activity, either directly, indirectly or through third parties regardless of the existing practice in any country of Company business.
- *the principle of “tone from above”* – the Board of Directors, President & CEO and senior management lead the employees by own example of commitment and promotion of high ethical standards of business practice and zero tolerance for any types of corruption.
- *the principle of due diligence* – a set of measures and actions undertaken to obtain a necessary and reliable information about the Counterparty to mitigate risks of having business relationships with counterparties that can be involved in corrupt activities or have tolerance to corruption.
- *the principle of corruption testing* – the Company proactively accepts preventive measures to prevent corruption, i.e. introduce elements of corporate culture, organisational structure, rules and practices to identify and mitigate corruption risks.
- *the principle of the inevitability of punishment* – the Company has an uncompromising attitude to any forms and manifestations of fraud and corruption at all levels of corporate governance structure. The Company takes appropriate actions against individuals found guilty irrespective of their position, work experience, status and other relationships with the Company in accordance with the procedure established by legislation and internal documents of the Company.
- *monitoring and control* – the Company monitors and improves internal anti-corruption procedures, exercises control over compliance with them.
- *anti-corruption cooperation* – the Company recognises that corruption is the problem of the society, as a whole, and that there is a need to prevent corruption both by way of implementing measures within the framework of the state policy, and creating zero tolerance for corruption among Employees and Counterparties.

4. CORRUPTION PREVENTION RESPONSIBILITIES

4.1 The Board of Directors:

- approves the Company’s Anti-Corruption Policy, including changes and amendments to it
- at least annually, evaluates the effectiveness of anti-corruption activities of the Company

4.2 The President &CEO:

- defines principal anti-corruption activities of the Company
- appoints the business divisions responsible for anti-corruption activity, including for developing anti-corruption procedures, their implementation and control
- approves internal documents for implementation of the principles and requirements of this Policy

- 4.3 The Legal Department:
- monitors local and applicable international anti-corruption laws and changes to it
 - provides methodological assistance with respect to implementation of anti-corruption measures and employee trainings
 - participates in preparation of materials for law enforcement agencies
- 4.4 The Human Resources Department:
- ensures inclusion of requirements for compliance with anti-corruption legislation and Policy into the job descriptions
 - arranges anti-corruption training and knowledge testing
- 4.5 The Compliance Department *[other division/person responsible for compliance]*:
- acts within the framework of this Policy in accordance with the Regulations of the Compliance Department *[other compliance division]* of Air Astana JSC
 - develops the Policy, as well as anti-corruption principles and activities of the Company
 - ensures that new and current employees are aware of this Policy (against signature) and maintains records
 - conducts annual anti-corruption training and knowledge testing for new and current employees
 - provides advises on anti-corruption issues to the Employees and Counterparties
 - provides information and explanations with respect to documents and activities developed for implementation of this Policy

5. CORRUPTION PREVENTION MEASURES

The Company's main corruption prevention measures include:

For Employees/Officials:

- 5.1 communication of this Policy to Employees/Officials, and knowledge testing on an annual basis
- 5.2 prevention and regulation of conflicts of interests
- 5.3 ensuring provision of a credible financial records, controls of data correctness and completeness within the framework of internal and external audits
- 5.4 regular review of possible corruption risks in the Company, dependent and affiliated companies and other third parties, depending on the business structure and nature
- 5.5 control and improvement of the Company's anti-corruption processes and methods
- 5.6 conduction of the anti-corruption audit of Company internal documents (regulatory, normative and contractual documents), including at the preparation and approval stage, to rule out provisional documents in projects that would aid corruption; and to identify and eliminate any such provisions in existing documents
- 5.7 bringing in place qualification requirements for Officials and candidates (applicants) for managerial positions in the Company

- 5.8 implementation of recognition / promotion rules which would count for Employee/Officials's long-term and effective performance of their duties (including the absence of disciplinary penalties and corruption accountability)
- 5.9 ensuring arrangements for interaction with the state authorities, external organisations, and public institutions on anti-corruption issues
- 5.10 administrative and other measures to encourage Employees to participate in anti-corruption activities, and to create a negative attitude towards corruption behaviours
- 5.11 improvement of the divisions responsible for Company internal controls and security, and establishing mechanisms for controlling their activities
- 5.12 implementation of anti-corruption standards within the structural divisions (internal audit, economic security, risk management and others) for compliance with the principles of this Policy and anti-corruption legislation of the Republic of Kazakhstan
- 5.13 ensuring integrated system of bans, restrictions and permissions for corruption prevention
- 5.14 unifying rights and restrictions, bans and obligations for the Officials
- 5.15 improvement of the procedures for the use/transfer/disposal of the Company assets and resources

For Counterparties and other third parties:

- 5.16 implementation of internal comprehensive verification procedures with respect to Counterparties, partners, agents, before entering into a contractual relationship or business-projects in order to identify corruption risks.
- 5.17 entering into contractual relations in accordance with approved internal policies and procedures (for example, approval of corporate events for clients, sponsorship and charity activities).
- 5.18 provision of appropriate information support (including, corporate web-site) about anti-corruption principles and requirements of the Company by the Compliance Department *[other division, in charge for compliance]*.

6. CORRUPTION PREVENTION IN INTERACTION WITH CIVIL SERVANTS OR PUBLIC OFFICIALS

Prohibition on bribery

- 6.1 According to this Policy, Employees, Officials and Counterparties shall not:
 - a. give or offer money or anything of value³ to Civil servants or Public officials in order to receive undue advantages, obtain or retain business.
 - b. give anything of value to Civil servants or Public officials, directly or through third parties, for example, through the relative of that person or Counterparty of the Company.
 - c. offer or give cash or anything of value in the event Civil servants or Public officials threaten to take action against the Company or Employee if payment is not made.

³ This includes travel, food, gifts and other tangible and intangible benefits such as services and favours, loans, favourable financial terms, loan guarantees, investment or business opportunities, the use of property or equipment, or a job offer

- d. offer or promise a bribe in the event Civil servant or Public official rejects such offer, or expected result is not achieved. An individual offering a bribe violates this Policy and Kazakhstan law even if the person who agreed to take a bribe exercises a requested role in due manner.

The Company may be prosecuted regardless of whether a bribe was offered by Counterparty and Company was not aware of it.

Guaranteed benefits

- 6.2 This Policy prohibits payments in exchange for securing undue advantages, obtaining or retaining business. For example, payments to persuade a civil servant or public official not to impose, or reduce a fine (tax) constitute a violation of this Policy or applicable law in the same way as a payment to prevent the enforcement of a legislative or other regulatory requirement.

Gifts and entertainment events

- 6.3 Gifts, entertainment events and hospitality for civil servants and public officials is regulated by the Gift, Entertainment and Hospitality Policy of the Company.

Facilitation payments

- 6.4 Facilitation payments are prohibited under this Policy and the Code of Conduct of the Company.

7. CORRUPTION PREVENTION MEASURES IN DEALINGS WITH COUNTERPARTIES AND OTHER THIRD PARTIES

- 7.1 The Company is willing to maintain business relationships with Counterparties, which:
 - support this Policy
 - have sound business practice
 - take care of their reputation
 - demonstrate high ethical standards
 - implement their own anti-corruption measures
 - participate in anti-corruption initiatives
- 7.2 This Policy prohibits commercial bribery and other types of payments in favour of customers, suppliers or other commercial partners in order to receive guarantees or to obtain undue advantages for the benefit of the Company. This prohibition applies to commercial bribery, which can be committed directly by the Company or indirectly, i.e. by way of payments made to customers or suppliers by sales /procurement staff using funds from commission or salary paid.
- 7.3 The Company shall inform Counterparties about anti-corruption principles by posting this Policy on its official website.
- 7.4 The Company shall verify information and reliability of the Counterparty before entering into a transaction:

- a. the structure of owners, including the chain of beneficial owners, and the composition of executive bodies. The Counterparty shall be requested to provide complete and reliable information and supporting documents
- b. the Counterparty's market reputation and business
- c. compliance with the requirements of the Company with respect to anti-corruption practices and etc

Prohibition on giving bribes

- 7.5 The Company prohibits its Employees and Counterparties from:
- a. promising, offering or giving, whether directly or indirectly, anything of value to individuals in order to persuade them to perform their duty in improper way, and to reward any such individual for improper conduct.
 - b. offering or promising a bribe even if an individual refuses to accept an offer or fails to achieve a desired result.

Exchange of business gifts, and entertainment events

- 7.6 Gifts, entertainment and hospitality for Counterparties, partners and other third parties are regulated by the Policy on Gifts, Entertainment and Hospitality of the Company.

Donations and contributions to political activities

- 7.7 The Company does not finance political parties, religious organisations or movements. Company money and resources may not be used for contributions to political parties, their representatives, organisations, organisers of political campaigns, and to individuals.
- 7.8 Employees are prohibited from agreeing to donations for political purposes when doing business or signing contract on behalf of the Company that may depend on those donations. Employee should ensure that no such payments constitute a bribe or violate the requirements of this Policy.

Charity

- 7.9 The Company periodically provides support to charity and non-profit organisations. Charity donations may only be made if they are approved in accordance with the Community Investment Policy of the Company.
- 7.10 The Company does not provide charitable aid and/or free sponsorship in order to obtain commercial benefits for itself, or its dependent and affiliated organisations.

8. ASSESSMENT AND MANAGEMENT OF CORRUPTION RISKS

- 8.1 The approach to identifying and assessing corruption risks should be organised in such a way as to ensure the timely and effective management of these risks.
- 8.2 The Company's corruption risks are assessed to identify the specific business processes that are most susceptible to corruption on the part of Company Employees, Officials, Counterparties, customers and other third parties.
- 8.3 To assess its corruption risks, the Company:
- a. presents Company activities in the form of specific business processes

- b. defines "critical" points and positions for each business process that are most likely to be subject to corruption and other offences
 - c. describes possible corruption cases; describes the benefits of committing a corruption offence, the possible forms of bribery or commercial bribery
 - d. drafts a list of positions associated with high corruption risks
- 8.4 Corruption risk management involves:
- a. preparing corruption risk maps, including an evaluation of results and reports on activities undertaken
 - b. establishing special anti-corruption procedures, including reporting conflicts of interest in accordance with the Policy for Prevention and Settlement of Conflicts of Interest of the Company
 - c. evaluating effectiveness of existing anti-corruption measures
 - d. developing (revising) new anti-corruption measures and improving existing measures
- 8.5 Corruption risks shall be assessed in the course of development and implementation of this Policy, and, at least, once a year following approval.
- 8.6 Effectiveness of the anti-corruption system is reviewed as part of annual internal audit engagements, as well as by independent external audits.

9. REPORTING ON CORRUPTION

- 9.1 Employees must report on all cases of inducement to commit corruption offence to their immediate managers and the Compliance Officer *[other person in charge for Compliance]* in accordance with Speak-up Policy of the Company.
- 9.2 In the event of doubts with respect to legality of actions of other Employees or their counterparties, possible corruption dealing and other violations, including theft, fraud, bribery, commercial bribery, conflict of interests, etc., Company Employees, Counterparties, shareholders or other individuals may share their doubts in the form of open dialogue (including anonymously).
- 9.3 The Company guarantees:
- the anonymity of anyone who has reported corruption in accordance with law requirements
 - no sanctions will be applied to Employees who reports the corruption offences committed by other Employee or Counterparty in good faith, regardless the availability of documented proofs, as well as to Employee who refused to commit such offenses or participate in them as an intermediary

10. COOPERATION IN CORRUPTION PREVENTION

- 10.1 The Company cooperates with the state authorities, partners and clients to:
- identify suspects (accused) of corruption, their location, and the location of other persons involved in corruption
 - identify property obtained as a result of corruption or serving as a means of committing corruption
 - exchange information on corruption prevention activity

- coordinate corruption prevention activity

11. LIABILITY FOR CORRUPTION OFFENCES

- 11.1 Each Employee has the responsibility to comply with this Policy, regardless of his/her position.
- 11.2 All Employees are subject to criminal, administrative, civil and disciplinary liability for corruption offences in accordance with the laws and internal documents of the Company.

EMPLOYEE GUIDELINE FOR COMPLYING WITH THE ANTICORRUPTION LEGISLATION

1. *What behavior is prohibited?*

The Anticorruption policy of Air Astana JSC (hereinafter – the Company) prohibits any forms of corruption: abuse of power or authority; giving bribe (active bribery), receiving a bribe (passive bribery), illegal use of powers, commercial bribery or other forms of illegal use of powers contrary to the interests of the Company and the State in order to obtain private gains, such as cash, valuables, other assets or monetizable services, proprietary rights (for third parties, as well), or the illegal provision of any such benefit to an entity by individuals, and any such actions on behalf of or in the interests of the Company or other legal entity.

2. *What is a bribe?*

Bribe – a benefit (assets or money), which is accepted by a civil servants or a public official for an action (or, on the contrary, inaction) in the exercise of his or her official duties in the interests of a bribe giver.

Anything of value, including financial or other forms of advantages, can constitute a bribe. Examples of bribes are as follows (but not limited to below):

- financial payments or promises of making financial payments or its equivalents (for example, gift certificates);
- gifts, entertainments and other hospitality (for example, travelling, food and accommodation);
- services;
- loans и securities loan;
- property or any interest in any form of property;
- protection from penalty and waiver from obligation;
- anything granted for inappropriate compensation;
- internship, work experience or offer of temporary or permanent job;
- political or charity donations.

Bribe cannot be justified on the ground that it is a necessary measure in any local industry, case or profession.

3. *Active bribery*

Employees of the Company must not:

- offer, promise or pay bribes, including facilitation payments, other illegal payments or advantages to Civil servants or a Public officials, or do so at their instruction;
- facilitate, act as intermediary, assist or support such conduct.

It is the violation of this Policy, when Employee offers, attempts to pay or pays a bribe to civil servants or public officials, even though any gains are not obtained in return.

4. *Passive bribery*

Employees of the Company must not:

- ask, demand, give a consent to or receive a bribe from civil servants or public officials.

This ban is applied to the cases when an Employee receives a bribe in own favor or on behalf of other person.

It is the violation of this Policy, when Employee asks for or demands a bribe; with no actual bribe payment made.

5. *What is a commercial bribery?*

Commercial bribery – an illegal act of giving money, securities or other assets, as well as monetizable services, to a person performing managerial functions in a commercial or other organization with the aim of influencing this person in the discharge of his/her official duties, as well as for obtaining his/her patronage or connivance in the interests of a bribe-giver.

6. *When does an advantage constitute a bribery or commercial bribery?*

Giving advantages, regardless of its value, constitutes bribery, if there is an intention to:

- facilitate or encourage an undue conduct of the receiver or other person (commercial bribery); or
- influence civil servant / public official (illegally or other way) in execution of his/her official duty in order to gain or secure a commercial advantage.

Giving advantages might constitute bribery, if:

- it is illegal under the provisions of the anti-corruption and anti-bribery law;
- it creates an obligation or an impression of an obligation for the third party;
- it intends to induce a person to committing action (or inaction) with an aim of securing benefits or support in favor of a person, giving such advantage, or his/hers organization;
- it is granted to civil servant/public officer in order to influence or to facilitate exercise of their official duties, or to gain a support from such civil servant/public officer;
- it cannot be justified in terms of value, frequency or forms of payments.

7. *What is further prohibited?*

It is unacceptable to:

- break financial discipline, including crime acts, such as property theft, false accounting reports, insider trading, money laundering and asset misappropriation;
- use or offer privately an access to the resources of the Company to the third parties, including assets or intellectual property, without prior consent of the Company;
- attempt to induce employees from private or public sector, local or foreign civil servant/public officer to commit illegal acts;
- offer, give or give consent to bribery/commercial bribery, either directly or indirectly, through the agent or associated person:
 - a. to local or foreign civil servants/public officers, or their associated persons; or
 - b. to manager, employee of a commercial or other organization;
- offer or give banned benefit to employee of the competitor or supplier of the Company, which may lead to dishonest competitive advantage and violation of applicable competition rules;

- pull strings in order to obtain illegal competitive advantage for the Company;
- not to report on the signs of illegal payments or courtesies or other relevant circumstances in accordance with this Policy;
- undertake actions, including false statements, in order to obtain financial and other benefits or to avoid certain obligation;
- take illegal acts, including damage of assets in order to obtain financial and other benefits or to avoid certain obligation;
- be involved into undue practices of contract signing and execution;
- conceal or attempt to conceal anything of the aforementioned.

**LIST OF ACKNOWLEDGMENT
WITH THE ANTI-CORRUPTION POLICY OF AIR ASTANA JSC**

Date	NAME	POSITION	SIGNATURE
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Compliance Officer (“Reviewed”):

(Surname, name; signature)