

**Approved by
the decision of the Board of Directors
of JSC "NC "QazExpoCongress"**

**Annex No. 1
to the decision of the virtual meeting
of the decision of the Board of Directors
of JSC "NC "QazExpoCongress"
dated June 22, 2020 No. 4**

**CODE OF BUSINESS ETHICS
OF JOINT STOCK COMPANY "NATIONAL COMPANY
"QAZEXPOCONGRESS"**

Nur-Sultan city

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The mission of the Code

The Code of Business Ethics is a management tool for the development of the joint-stock company "National Company "QazExpoCongress" (hereinafter - the Company) and effective interaction with stakeholders based on compliance with ethical standards and the norms of the legislation of the Republic of Kazakhstan.

An important component of the Code of Business Ethics for gaining a reliable reputation is the creation of an atmosphere of trust and the implementation of a unified strategy.

The obligatory business style of communication and the appearance of employees contributes to maintaining the image and high business reputation of the Company.

Our vision

The Code of Business Ethics is the norms of behavior and customs established in Society, common to all participants in corporate relations, the observance of which contributes to the creation of an adequate environment for the functioning and implementation of the Company's strategic goals and objectives for the operation and use of the EXPO Business Center facilities.

The Company's Code of Business Ethics contributes to improving the efficiency of the corporate governance process and promotes successful interaction with stakeholders.

Introduction

1. This Code of Business Ethics of the Joint Stock Company "National Company "QazExpoCongress" (hereinafter - the Code) has been developed in accordance with the provisions of the legislation of the Republic of Kazakhstan, the Corporate Governance Code of the Company and other internal documents of the Company, and establishes the fundamental values and principles of business ethics, ethical standards of business relationships.

2. The purpose of this Code is to ensure a high level of corporate governance, professional and business ethics necessary for the implementation of strategic goals and objectives defined by the Charter and internal documents of the Company.

3. The Company accepts and follows the provisions of this Code in relations with the Sole Shareholder, officials, employees of the Company, interested parties, for making business decisions both strategically important and in everyday situations faced by officials and employees.

4. The following concepts and terms are used in the Code:

business partners are individuals and legal entities that have concluded contracts with the Company in accordance with the established procedure;

business ethics is a set of ethical principles and norms of business communication, which are guided in their activities by all participants in corporate relations of the Company;

officials are members of the Board of Directors, members of the Management Board of the Company;

The sole shareholder is an authorized state body endowed with the rights to own and use the state block of shares of the Company;

interested person is a person whose rights, provided for by the legislation and the Charter, are related to the Company's activities;

conflict of interests is a situation in which there is a contradiction between the personal interest of an Official, an employee of the Company or other persons and the proper impartial performance of their official powers or the legitimate interests of the Company, which can, among other things, lead to harm to the legitimate interests of the Company;

corporate culture is society-specific values, principles, norms of behavior and attitudes;

Corporate Secretary is a Corporate Secretary of the Company;

Corruption is not provided for by the legislation of the Republic of Kazakhstan and/or this Code, the adoption personally or indirectly property benefits and advantages to the employees, using their official powers and related opportunities or otherwise use their powers to obtain property benefit, as well as bribery of such persons by providing them with unlawful individuals and legal entities mentioned benefits and advantages;

The Ombudsman is a person appointed by the Board of Directors of the Company, whose role is to advise the Company's employees who have applied to him and assist in resolving labor disputes, conflicts, problematic issues of a social and labor nature, as well as in compliance with the principles of business ethics by the Company's employees;

employee is a person who is in an employment relationship with the Company and directly performs work under an employment contract;

Charter –Charter of the Company;

participants in corporate relations – officials, employees of the Company, interested persons.

Chapter 1. Values and principles of business ethics

5. The fundamental corporate values on the basis of which the Company's activities are formed are the decency, reliability and professionalism of its employees, the efficiency of their work, mutual assistance, respect for each other, for interested persons and society as a whole.

6. The Company is guided by the following principles of business ethics:

- honesty;
- mutual respect;
- trust;
- patriotism;
- justice;
- conscientiousness;
- decency;
- transparency;
- responsibility.

7. When carrying out its activities, the Company:

1) complies with the norms of the legislation of the Republic of Kazakhstan, acts of the Sole Shareholder and state bodies, other documents related to the Company's activities;

2) ensures the observance and respect of human rights;

3) acts fairly and in good faith, does not accept bribes and other illegal actions, as well as the practice of giving and receiving gifts;

4) treats officials and employees fairly, with respect and compliance with ethical standards;

5) strives to ensure that all its relations with interested parties are mutually beneficial;

6) takes care of the environment.

Chapter 2. Ethical standards of business relationships

Sole shareholder

8. The system of relations with the Sole Shareholder is based on the requirements of the legislation of the Republic of Kazakhstan, the Charter and internal documents of the Company.

9. The procedure for the exchange of information between the Company and the Sole Shareholder is regulated by the legislation, the Charter and internal documents of the Company.

The Company and its employees

10. The Society does not allow discrimination on racial, religious, national, sexual, age, political and other grounds.

11. Recruitment and promotion of personnel is carried out solely on the basis of professional abilities, knowledge and skills.

12. Officials and employees assume responsibilities to perform professional functions in good faith and reasonably with due care and prudence in the interests of the Company and the Sole Shareholder, avoiding conflicts.

The Company does not allow granting any privileges and benefits to individual officials and employees except on a legal basis, with mandatory provision of equal opportunities to all.

13. Responsibility for the obligations assumed equally lies with all officials and employees, regardless of their status and position.

14. The Company's officials, in order to achieve the Company's strategic goals, make business decisions taking into account the requirements of the legislation of the Republic of Kazakhstan, fundamental values and principles of business ethics, and bear full responsibility for the implementation of the tasks assigned to them.

15. Officials and employees of the Company should make every effort for highly professional work, take care of the Company's property, use it rationally and effectively.

16. Officials should strive to develop and use managerial skills in the best way, including: delegation of authority, employee motivation skills, conflict prevention, effective communication, mentoring, and more.

17. Officials and employees of the Company should contribute to the creation of a stable and positive environment in the team by their attitude to work and behavior.

18. Each employee and officials should be guided by the interests of the Company, and not by personal relationships or personal benefits in the performance of official duties. It is prohibited to use the Company's resources to support or extract personal benefits from the official or employee himself, as well as their friends or relatives. Officials and employees should avoid any actual or perceived conflicts of interest, and avoid situations in which actual or perceived conflicts of interest may arise, either in relation to themselves (or related persons), or in relation to others.

19. Prevention of conflicts of interest is an important condition for ensuring the protection of the interests of the Sole Shareholder and the Company, its employees. All officials and employees of the Company are responsible for making transparent and timely decisions, free from conflicts of interest.

20. Officials and employees of the Company, in order to prevent a conflict of interests, are obliged to:

- avoid any actions and relationships that could potentially cause a conflict of interest or the appearance of such a conflict;

- refrain from providing benefits to legal entities that are managed or owned by close relatives;

- immediately report any commercial or other interest (direct or indirect) in transactions, contracts, projects related to the Company, or in connection with other issues in accordance with the procedure provided for by the internal documents of the Company;

- notify in a timely manner about the performance of work and/or occupation of a position(s) in other organizations, about a change in the permanent (main) place of work (service, business, etc.);

- not to participate in the discussion and voting on issues in which there is an interest;

- not to use for personal purposes the Company's resources, intellectual property, equipment and communications (including corporate mail and computer programs);

- if the employee is not sure of the right decision, consult with the direct management.

21. In case of a conflict of interests, the Company's officials and employees are obliged to notify their immediate supervisor or the Company's management in writing about the conflict of interests that has arisen or about the possibility of its occurrence as soon as they become aware of it.

22. In case of corporate conflicts, the participants seek ways to resolve them through negotiations in order to ensure effective protection of both the rights of the Sole Shareholder and the business reputation of the Company.

23. The main task of the Company's bodies in the process of resolving a corporate conflict is to find a solution that, being legitimate and justified, would meet the interests of the Company.

24. The Board of Directors settles corporate conflicts on issues within its competence. In this case, the Corporate Secretary and/or the Ombudsman are charged with ensuring that the Board of Directors is informed as much as possible about the essence of the corporate conflict and the role of an intermediary in resolving the corporate conflict. Corporate conflicts with the assistance of the Corporate Secretary and/or the Ombudsman are considered by the CEO of the Board of Directors of the Company. If the CEO of the Board of Directors is involved in a corporate conflict, such cases are considered by the Committee on Social Issues, Personnel and Remuneration of the Board of Directors.

25. Decision-making by the Company's officials should be based on the principles of transparency. Officials provide each other with reliable information in a timely manner, without violating confidentiality standards and taking into account the decisions of the Sole Shareholder, internal documents of the Company.

26. Officials and employees of the Company should remember that business partners, interested persons and the public form an idea of the Company's corporate culture and leadership style based on the ethics of their behavior during electronic and official correspondence, telephone and personal negotiations and other types of communications, and therefore should be aware of their responsibility for the opinion that develops about them.

27. The Company takes a clear position in relation to corruption: officials and other employees of the Company do not commit acts constituting corruption, and do not allow other actions involving corruption or creating conditions for its occurrence.

28. The Company promotes its anti-corruption policy among its business partners, including suppliers, contractors and consultants.

29. The Company promotes the formation of a legal culture among employees that rejects corruption and ensures the principles of honesty and integrity in the

exercise of official duties.

30. Officials and employees of the Company are not entitled to accept:

for the performance of their functional duties, remuneration in the form of money, services and other forms from legal entities and individuals in which they do not perform the relevant functions;

gifts or services in connection with the performance of their functions, or from persons dependent on them for work, with the exception of symbolic tokens of attention and symbolic souvenirs in accordance with generally accepted norms of courtesy and hospitality or during protocol and other official events.

31. In case of occurrence or possibility of occurrence of a corporate conflict or conflict of interests, the Company's employees should be guided by the relevant local act on the regulation of corporate conflicts or conflict of interests.

32. In accordance with the Information Disclosure Regulation (Information Policy) The Company, officials and employees are prohibited from disclosing commercial, official and other secrets protected by law, as well as using the information for personal purposes.

When working in the Company's premises, officials and employees must comply with the rules and requirements stipulated by the current legislation of the Republic of Kazakhstan and internal documents of the Company and related to the security regime, protection of their own health and the health of others and work with confidential information of the Company.

33. Officials and employees of the Company must:

1) respect the state symbols – the National Flag, the National Emblem, the National Anthem;

2) respect corporate symbols;

3) observe generally accepted moral and ethical norms, respect the state and other languages, traditions and customs of all peoples;

4) observe labor and performance discipline;

5) be polite, correct, friendly and welcoming;

6) be intolerant of indifference and rudeness;

7) always be grateful for assistance, even if it is not fully provided;

8) be attentive to other people's opinions;

9) to ensure the unity of word and deed, to fulfill promises;

10) do not hide/admit your mistakes;

11) be honest, fair, modest;

12) ensure the legality and fairness of their decisions;

13) resist actions that harm the interests of the Company, hinder or reduce the efficiency of the Company's functioning;

14) improve their professional level and qualifications for the effective performance of official duties, comply with the restrictions and prohibitions established by the laws of the Republic of Kazakhstan, if any;

15) by their actions and behavior, do not give rise to criticism from society, do not allow prosecution for criticism, use constructive criticism to eliminate shortcomings and improve their activities;

16) not to disseminate information that does not correspond to reality;

17) strictly observe official discipline, conscientiously, impartially and

efficiently perform their official duties, rationally and effectively use working time;

18) observe business etiquette and rules of official behavior.

34. The appearance of an employee of the Company in the performance of his official duties should correspond to the generally accepted business style, which is distinguished by formality, restraint and accuracy.

35. Employees of the Company in official relations with colleagues must:

1) promote the strengthening of business and friendly relationships and constructive cooperation in the team;

2) prevent or take other measures to prevent violations of the norms of professional ethics by other employees;

3) refrain from discussing the personal and professional qualities of colleagues who discredit their honor and dignity in the team;

4) prevent actions (inactions) that prevent colleagues from fulfilling their official duties.

36. Managers in relations with subordinates should:

1) by their behavior, serve as an example of impartiality, justice, selflessness, respect for the honor and dignity of the individual;

2) ensure compliance with the principles of meritocracy, when solving personnel issues, not to give preference on the grounds of kinship, fraternity and personal devotion;

3) show fairness and objectivity in assessing the results of their activities, as well as the application of incentives and penalties;

4) take measures aimed at protecting labor, health, creating safe and necessary conditions for effective activity, as well as creating a favorable moral and psychological atmosphere that excludes any forms of discrimination and encroachments on the honor and dignity of employees;

5) not to use the official position to influence their activities in solving non-official issues;

6) not to force to commit illegal acts, as well as acts incompatible with generally accepted moral and ethical norms;

7) not to allow unfounded accusations, facts of rudeness, humiliation of dignity, tactlessness and incorrect behavior in relation to them.

37. Employees holding subordinate positions must:

1) when executing the instructions of managers, provide only objective and reliable information;

2) prevent actions (inaction) that prevent the fulfillment of legitimate orders of the head;

3) not to allow personal loyalty to the leadership, the desire to obtain benefits and advantages at the expense of their official capabilities.

38. Any situation leading to violation of the rights of officials and employees should be considered in accordance with the norms of the legislation of the Republic of Kazakhstan and internal documents of the Company.

39. Issues of business ethics and/or cases of violation of the principles of business ethics may be discussed by employees with their direct supervisor. If an acceptable solution is not found based on the results of the discussion, then the relevant problem should be discussed with the supervising member of the Company's

Management Board to take appropriate measures.

40. On issues concerning the provisions of the Code and/or ethical issues that have arisen in the course of work, as well as on the facts of corruption and other illegal actions, officials and employees of the Company have the right to contact the Ombudsman or another person designated by the Chairman of the Management Board of the Company, introducing themselves or anonymously, to take appropriate measures. At the same time, their rights should not be infringed in the case of such treatment.

41. When resolving the current situation at the workplace, the Company is guided by verified facts and reliable information.

42. The Company conducts the recruitment procedure with mandatory familiarization of employees with this Code.

43. The Company creates equal conditions for professional development of employees at all levels, appreciating employees striving for self-education and professional development in accordance with the internal documents of the Company.

44. The Company evaluates and encourages initiative ideas and proposals of employees, the implementation of which has a positive effect for the Company.

45. The Company monitors, conducts research and surveys on the state of corporate culture and the level of business ethics of the Company's employees.

Government agencies

46. The Company carries out relations with state bodies in accordance with the requirements of the legislation of the Republic of Kazakhstan, the Charter and internal documents of the Company, as well as the provisions of the Corporate Governance Code of the Company, on the basis of the independence of the parties. The Society does not allow attempts to influence the decisions of state bodies.

47. The Company makes every effort to prevent corruption and other illegal actions, both on the part of state bodies and on the part of officials and employees of the Company in relation to state bodies.

Subsidiaries and affiliates

48. The Company carries out relations with subsidiaries and affiliated organizations in accordance with the requirements of the legislation of the Republic of Kazakhstan, the Charter, the Corporate Governance Code and other internal documents of the Company, as well as the charters of subsidiaries and affiliated organizations.

49. Subsidiaries and affiliated organizations adopt their own Codes of Business Ethics, taking into account their business specifics.

Business partners

50. The Company interacts with business partners on the principles of mutual benefit, transparency and full responsibility for the obligations assumed in accordance with the terms of the contracts.

51. The Company complies with the terms of contracts with business partners and fulfills its obligations towards them.

52. The Company selects suppliers of goods, works and services, in accordance with the legislation of the Republic of Kazakhstan and internal documents of the Company, offering the lowest prices, the best quality, terms of delivery of goods, works and services, and enjoying a good reputation.

53. The Company does not allow the provision of unreasonable benefits and privileges to business partners in its activities.

The public

54. The Society considers itself as an integral element of the society in which it operates and with which it seeks to establish strong relationships based on the principles of respect, trust, honesty and justice.

55. The Company monitors compliance with the norms of business ethics in relations with the public, including the mass media. The Company does not allow the dissemination of false information about the Company's activities.

56. The Company is aware of its social responsibility to society and adheres to the principles of implementing social responsibility.

57. The Company strives to have a positive impact on the solution of socially significant issues.

58. The Company strives to improve the professional qualifications of its employees, in accordance with the approved plan for improving and retraining the professional level and qualifications of the Company's employees.

59. The Society strives to establish constructive relations with organizations (public, non-governmental and others) in order to improve public relations, improve the environment and ensure the safety of life.

60. The Company undertakes to refuse to cooperate with legal entities and individuals with a dubious reputation.

61. The Company supports the initiatives of the Company's employees for the protection of ecology and the environment.

Chapter 3. Occupational safety and health

62. The Company observes occupational safety and health in accordance with the requirements of legislation in this area.

63. The Company ensures the proper organization of workers' work at workplaces and creates safe working conditions that meet the requirements of the legislation of the Republic of Kazakhstan in this area.

64. When performing their official duties, as well as while staying at the Company's premises, employees must strictly comply with the safety regulations adopted and developed by the Company in accordance with the Company's policies and on the basis of the legislation of the Republic of Kazakhstan. Violation of the established safety regulations, committed intentionally or by negligence, and at the same time creating a threat to both one's own life and health, and others is a gross violation of labor discipline.

Chapter 4. Institute of the Ombudsman

65. The institute of the Ombudsman may be established in order to strengthen the internal control system by ensuring that employees and officials of the Company comply with the requirements and provisions of the Code.

66. The Ombudsman carries out his activities in accordance with the legislation of the Republic of Kazakhstan, the Charter, this Code and other internal documents of the Company.

67. Appointment and early termination of the powers of the Ombudsman is carried out by the Board of Directors of the Company. The assignment of the functions of the Ombudsman to an employee or an official of the Company is carried out by a decision of the Board of Directors of the Company. The presence of the candidate(s) for appointment as an Ombudsman at the specified meeting is mandatory. The Ombudsman is subject to re-election every two years. The decision of the Board of Directors on the appointment of the Ombudsman specifies the term of his powers. The Board of Directors of the Company evaluates the results of the activities of the Ombudsman and decides on the extension or termination of the powers of the person holding the position of the Ombudsman.

68. Proposals on a candidate for appointment as an Ombudsman may be made by the Board of Directors of the Company, the Management Board of the Company, the Sole Shareholder from among the Company's employees.

69. A candidate for the position of Ombudsman should have an impeccable business reputation, high authority, as well as the ability to make impartial decisions.

70. The main functions of the Ombudsman are:

- collection of information on non-compliance with the provisions of the Code,
- consultation of employees, officials on the provisions of the Code,
- initiation of consideration of disputes on violation of the provisions of the Code and participation in their settlement. In terms of corporate conflicts and conflicts of interest, the Ombudsman coordinates his actions with persons responsible for resolving corporate conflicts and conflicts of interest, in accordance with the relevant local act on the regulation of corporate conflicts or conflicts of interest.

71. In cases of violations of the provisions of the Code, the Company's employees have the right to apply to the Ombudsman both in writing and orally.

72. Anonymous appeals are not subject to consideration, except in cases when such an appeal contains information about criminal offenses being prepared or committed, or about a threat to state or public security, and which is subject to immediate redirection to state bodies in accordance with their competence.

73. Officials and employees of the Company, as well as business partners and Interested persons, have the right to contact the Ombudsman on issues related to the requirements of the Code and/or ethical issues arising in the course of work, as well as on labor conflicts.

Rights and duties of the Ombudsman

74. The Ombudsman has the right to:

- initiate procedures to identify violations of the provisions of the Code, both

on the basis of received appeals and on their own initiative;

- address personally to Officials and employees of the Company on issues of non-compliance with the Code;

- provide explanations and interpretation of the provisions of the Code to Officials and employees of the Company.

75. The Ombudsman is obliged to:

- ensure the protection (within the framework of procedures established by labor legislation) of employees, for the period of dispute resolution procedures on issues of violation of the Code, in case of situations of their forced dismissal due to the initiation of such cases;

- keep records of appeals from employees, officials, as well as business partners and interested parties on issues of non-compliance with the provisions of the Code;

- provide explanations of the provisions of the Code to the Company's employees within five working days if they apply;

- observe independence and impartiality when considering disputes on issues of non-compliance with the Code;

- ensure the anonymity of an employee, an official who has applied for a violation of the provisions of the Code (if he wishes to remain anonymous);

- submit for consideration by the relevant bodies and officials of the Company the problematic issues identified by them that are of a systemic nature and require appropriate decisions (comprehensive measures);

- at least once a year to submit a report on the results of the work carried out to the Committee on Social Issues, Personnel and Remuneration, and the Audit Committee of the Board of Directors of the Company, which assess the results of its activities.

Chapter 5. Responsibility

76. All participants in corporate relations undertake to comply with the principles of business ethics of the Company.

77. Each employee is responsible for compliance with ethical standards within the framework of his behavior in the workplace and outside of Society in order to maintain a positive image of Society.

78. Compliance with the provisions of this Code is mandatory for all officials and employees of the Company.

79. Violation of the norms of this Code entails disciplinary liability in accordance with the legislation of the Republic of Kazakhstan and internal documents of the Company.

Chapter 6. Practical application of the Code

80. Interested persons have the right, through the Corporate Secretary or the Ombudsman, to inform the Board of Directors about illegal and unethical actions of the Management Board and their rights should not be infringed in the event of such a report.

81. The Board of Directors periodically reviews and improves the provisions of

this Code, analyzes to what extent they are implemented in practice, and, if necessary, makes changes and/or additions to it.

82. The structural division of the Company, which oversees the issues of working with personnel, provides:

- in relation to Officials and employees of the Company - familiarization with the Code within 10 (ten) working days from the date of its entry into force;

- in respect of newly hired employees – familiarization with the Code no later than one month from the date of conclusion of the employment contract;

- in case of amendments and additions to the Code – familiarization of Officials and employees of the Company no later than 10 (ten) working days from the date of introduction of amendments and additions into effect.

**Approval sheet
to the Code of Business Ethics of the Joint-Stock Company
"National company "QazExpoCongress"**

Responsible persons, heads of structural divisions	Signature	Full name of the Responsible person

