



«APPROVED»
by the Decision of the Board of
Directors of NJSC «K. Zhubanov
Aktobe Regional University»
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Protocol No. 5.

**Regulation on the Compliance Office of
NJSC «K. Zhubanov Aktobe Regional University»**

Aktobe city, 2023

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1. Application scope

1.1. This Regulation on the Compliance Office (hereinafter referred to as the Regulation) was developed in accordance with paragraph 3 of Article 16 of the Law of the Republic of Kazakhstan «On Combating Corruption» and is an internal regulatory document. The Regulation establishes the status, powers, rights, work, responsibility and organizational structure of the Compliance Office of the non-profit joint stock company «K. Zhubanov Aktobe Regional University» (hereinafter referred to as the Company).

1.2. This Regulation shall be binding on all members of the Compliance Office in their work.

2. Terms and Definitions

This Regulation includes the following terms and definitions:

1) corruption is an illegal use by persons, occupying a responsible public position, persons authorized to perform public functions, persons equated to persons authorized to perform public functions, officials of their official powers and related opportunities in order to obtain or depriving personally or through intermediaries the property (non-property) benefits and advantages for themselves or third parties, as well as bribery of these persons by providing benefits and advantages;

2) anti-corruption compliance is a function to ensure compliance by the Company and its employees with the legislation of the Republic of Kazakhstan in the field of combating corruption, assigned to the Compliance Office of the Company;

3) subjects of the quasi-public sector are state enterprises, limited liability partnerships, joint-stock companies, including national managing holdings, national holdings, national companies, the founder, participant or shareholder of which is the state, as well as subsidiaries, dependent and other legal entities that are affiliated with them in accordance with the legislative acts of the Republic of Kazakhstan;

4) conflict of interests is a contradiction between the personal interests of persons occupying a responsible public position, persons authorized to perform state functions, persons equated to them, officials and their official powers, in which the personal interests of these persons may lead to non-performance and (or) improper performance by them of their official duties;

5) anti-corruption is the activities of anti-corruption entities within their powers to prevent corruption, including formation of an anti-corruption culture in society, identification and elimination of the causes and conditions conducive to the commission of corruption offenses, as well as the identification, suppression, disclosure and investigation of corruption offenses, and elimination of their consequences;

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

7) corruption risk is the possibility of occurrence of causes and conditions conducive to the commission of corruption offenses;

8) prevention of corruption is the activities of anti-corruption entities to study, identify, limit and eliminate the causes and conditions that contribute to the commission of corruption offenses by developing and implementing a system of preventive measures;

9) internal analysis of corruption risks is an identification and study of the causes and conditions that contribute to the commission of corruption offenses;

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

3. General provisions

3.1. The Company determines a structural unit that implements anti-corruption compliance - the Compliance Office (hereinafter - the Office) in accordance with paragraph 3 of Article 16 of the Law of the Republic of Kazakhstan «On Combating Corruption» and internal documents.

3.2. The office is formed by the decision of the Board of Directors of the Company and is a permanent body, the main purpose of which is to ensure compliance by the Company and its employees with the legislation of the Republic of Kazakhstan on combating corruption, as well as monitoring the implementation of anti-corruption measures.

3.3. The structure and staffing (number of members) of the Office is approved by the Chairman of the Board - Rector in agreement with the Board of Directors of the Company.

3.4. The functional duties, rights and responsibilities of the Office employees are determined by the Company's job descriptions based on the Regulations and are approved by the Chairman of the Management Board - Rector in agreement with the Company's Board of Directors.

3.5. In order to eliminate the possibility of the occurrence of causes and conditions conducive to the commission of corruption offenses, that is, corruption risks and conflicts of interest, in which the personal interests of these persons may lead to non-performance and (or) improper performance of their official duties, it is prohibited to appoint persons who have corruption and/or criminal offences.

3.6. The Regulation is posted on the official Internet resource of the Company and brought to the attention of all employees of the organization.

3.7. It is not allowed to combine the function of the anti-corruption compliance service with the functions of other structural subdivisions of a subject of the quasi-public sector.

3.8. In the event that the Law, international standards in the field of combating corruption establish requirements and approaches to the organization of anti-corruption compliance that are not provided for by this Model Regulation, these requirements and approaches are approved by the Board of Directors, the Supervisory Board (if any) or another independent management body of the Company, in the absence of these bodies, by the head of the Company.

4. Status of the Compliance Office

4.1. The Compliance Office is a subdivision of the Company, independent from other structural subdivisions, and subordinate and accountable to the Board of Directors of the Company.

4.2. The Compliance Office is independent in taking and implementing measures to combat corruption in the Company. The Office may be involved in the preparation of programs and projects not within its authority, only as a part of anti-corruption monitoring.

4.3. The Compliance Office may not be involved in activities that fall within the competence of other structural units of the Company, as well as in the preparation or execution of programs and projects that are not within its competence.

4.4. Employees of the Compliance Office are subject to the provisions of the Company's internal regulatory documents.

4.5. The appointment and dismissal of the Head of the Company's Compliance Office, as well as any disciplinary action against him/her, shall be taken by the relevant resolution of the Board of Directors of the Company.

4.6. A decision of the Chairman of the Management Board - Rector, as advised by the Head of the Compliance Office, shall determine the structure, staff (number of employees), term of office, work procedure and other terms of remuneration of the employees of the Anti-Corruption Compliance Office and shall make their appointment.

4.7. Documents and requests sent on behalf of the Office to other structural subdivisions of the Company, departments and subordinate organizations on issues within the competence of the Office shall be signed by the Head of the Office.

5. Goals, objectives and principles of the Compliance Office

5.1. The goal of the Compliance Office: Main goal of the Compliance Office is to ensure compliance by the Company and its employees with the legislation of the Republic of Kazakhstan on combating corruption, as well as monitoring the implementation of anti-corruption measures.

5.2. Objectives of the Compliance Office:

- 1) ensuring compliance with external regulatory requirements and international best practices on anti-corruption;
- 2) ensuring compliance with the basic principles of anti-corruption in accordance with the Law;
- 3) identification, assessment and reassessment of corruption risks;
- 4) effective implementation of a system of anti-corruption measures in accordance with the Law.
- 5) Ensuring that the Company and its employees implement corruption prevention and prevention tools.

5.3 Principles of Compliance Office:

- 1) interest in the Company's management in the effectiveness of anti-corruption compliance;
- 2) sufficiency of powers and resources necessary to perform the tasks of the Compliance Office;
- 3) regularity of corruption risks assessment;
- 4) information transparency of the Compliance Office activities;
- 5) continuity of anti-corruption compliance in the Company;
- 6) improvement of anti-corruption compliance;
- 7) independence of the Compliance Office.

6. Compliance office reporting

6.1 Methodological and informational support is provided to the Compliance Office by the authorized anticorruption body and its territorial divisions.

6.2 The Compliance Office shall annually submit an annual anti-corruption report to the Company's Board of Directors.

7. Compliance office functions

- 7.1 Developing internal documents on combating corruption in the Company;
- 7.2 Developing and updating anti-corruption compliance standards and policies;
- 7.3 Conducting explanatory activities on anti-corruption issues and building an anti-corruption culture;
- 7.4 Taking measures to identify, monitor and resolve conflicts of interest;
- 7.5 Monitoring the compliance of the Company's employees, who are equivalent to persons authorized to perform public functions, with anti-corruption restrictions in accordance with the Law;
- 7.6 Development corporate ethical values;
- 7.7 Control over compliance by the Company's employees with anticorruption laws, as well as the corporate ethics code (if any);
- 7.8 Carrying out internal analysis of corruption risks in accordance with the Order of the Chairman of the Agency of the Republic of Kazakhstan for Civil Service and Anti-corruption dated October 19, 2016 № 12 «On approval of the

Model Rules for internal analysis of corruption risks» with the involvement of representatives of civil and business community institutions;

7.9 Ensuring public disclosure of information on the results of the internal analysis of corruption risks;

7.10. Conducting and/or participating in internal audits based on appeals (complaints) on corruption;

7.11. Coordination of activities aimed at reducing corruption risks in the Company's activities;

7.12. Assistance to the authorized anti-corruption body in performing an external analysis of corruption risks in the Company's activities;

7.13. Monitoring and analysis of changes in anti-corruption legislation, judicial practice in corruption-related cases;

7.14. Ensure that civil law contracts entered into by the Company, including procurement contracts, include provisions stipulating mandatory compliance by the parties to the contract with anticorruption laws, business ethics and integrity, principles of fair competition;

7.15. Take measures to settle issues related to gifts and entertainment expenses in the Company;

7.16. Evaluating the effectiveness of anti-corruption measures implemented by the Company's structural subdivisions and employees;

7.17. Provision of recommendations to the Chairman of the Management Board - Rector on elimination of identified corruption risks, improvement of efficiency of the Company's internal business processes;

7.18. Taking measures to identify, monitor and resolve conflicts of interest, including those related to the Company's employment, procurement and business processes;

7.19. Carrying out a comprehensive due diligence of counterparties;

7.20. Evaluating the effectiveness of anti-corruption measures implemented by the Company's business units and employees.

8. Rights and obligations of the Compliance office

8.1. Request and receive information and materials, including those constituting commercial and official secrets, from the Company's structural units within the approved procedures regulated by the internal documents of the organization;

8.2. Initiate the submission of issues related to the competence of the Office to the Head of the Company and the Board of Directors;

8.3. Conduct official inspections of incoming reports on possible corruption offenses or violations of the legislation of the Republic of Kazakhstan on combating corruption;

8.4. Participate in the internal documents and regulations and their implementation within his/her competence;

8.5. Organize and hold meetings on the issues within the competence of the Office;

8.6. Ensure the confidentiality of information about the Company and its affiliates, insider information, which has become known while performing the functions of the Compliance Office;

8.7. Ensure the confidentiality of persons who have contacted the Compliance Office regarding alleged or actual instances of corruption, violations of the Corporate Ethics Code and other internal policies and procedures related to anti-corruption compliance;

8.8. Timely inform the Head of the Company and/or the Board of Directors, to whom the Compliance Office reports, on any situations involving the existence or potential violation of anti-corruption laws;

8.9. Take any other actions not contrary to the anticorruption legislation of the Republic of Kazakhstan;

8.10. Inform the authorized body on counteraction to corruption of the cases of corruption offences which have become known, being prepared, committed;

8.11. Not to interfere with the Company's business activities;

8.12. Comply with business and professional ethics.

8.13. Require executives and other employees of the Company to provide written explanations as part of official investigations;

8.14. Create information channels for Company employees to report facts of the existence or potential violation of anti-corruption laws in the Company, or to make proposals to improve the effectiveness of anti-corruption measures in the Company.

8.15. Employees of the Office shall not:

1) Participate in audits of processes in which they have participated within the preceding three years;

2) Engage in activities that could damage the impartiality of the review or be perceived as causing such damage;

3) Use confidential information for personal interests;

4) Violate the norms of business ethics;

5) Accept gifts and use services that could damage the independence, objectivity and impartiality of the Office or that could be perceived as causing such damage;

6) Take part in audits, official investigations and other activities that may lead to a conflict of interest.

9. Conducting an internal investigation

9.1. The grounds for an anti-corruption internal investigation by the Compliance Office are:

1) discovery, established by the Internal Audit Service, related to the violation of legislation and internal documents of the Company on the issues of anti-corruption compliance;

2) information about violations of the legislation and the Company's internal documents on anti-corruption compliance issues received through the information channels (hotline);

3) complaints, applications, appeals from the third parties about violations of anti-corruption legislation, principles of academic honesty, the Code of Corporate Ethics, the Internal Regulations;

4) complaints, statements, appeals received by the Chairman of the Board-Rector on issues of compliance with anti-corruption laws, the principles of academic honesty, the Code of Corporate Ethics, Internal Regulations;

5) information about a corruption offence committed by employees and/or students of the Company published in the mass media;

6) discovery as a result of a reliability check of third parties;

7) instructions from the Chairman of the Board of Directors;

8) unjustified enrichment of the Company employees.

9.2. In order to conduct an internal investigation, a working group shall be established by order of the Chairman of the Management Board - Rector, which may include employees of the Company's structural subdivisions.

9.3. If there are reasons to believe that violations are committed or have been committed with involvement of the Company's Management Board members or if the official investigation requires involvement of more resources, the Corporate Secretary shall be informed to solve the issue of involving the Internal Audit Service, members of the Board Committees or employees of the Company Sole Shareholder (as agreed) in the investigation.

9.4. In the course of the internal investigation, the working group shall collect materials, information and data related to the fact of violation of the legislation and internal documents of the Company on anticorruption compliance.

9.4.1. Based on the materials, information and data received, the working group analyzes the facts of violations of anticorruption compliance laws and internal documents of the Company, identifies the causes and conditions contributing to such violations.

9.4.2. The results of the internal investigation shall be drawn up in the form of a report signed by all members of the working group and submitted with the materials of the internal investigation to the Chairman of the Management Board - Rector.

9.4.3. Based on the results of the review of the report and materials of the internal investigation, the Chairman of the Board-Rector shall take the following decisions:

1) to send the materials to law enforcement agencies;

2) to take note of the information;

3) to bring an employee and/or student of the Company to disciplinary liability;

4) to immediately notify the Chairman and members of the Board of Directors on any violations of law or any involvement of the Company's management in such violations;

5) other decision aimed at eliminating and/or minimizing the risks recorded in the conclusion.

10. Interaction of the Compliance office with the Board of Directors, Chairman of the Management Board - Rector and structural divisions of the Company

10.1. As part of the Office's interaction with the Company's Board of Directors, the Board of Directors:

1) decides to form the Office;

2) approves:

- Regulation on the Compliance Office;

- candidacy of the Head of the Office, as well as the term of his/her powers by agreement with the Chairman of the Management Board-Rector;

- Work Plan for the Office;

3) agrees:

- staff number for approval of the Office's staffing schedule;

4) considers reports on the Office activity.

10.2. As part of the Office's interaction with the Chairman of the Board - Rector, the Office:

- forms the Office Work Plan, taking into account the Board's suggestions for inspections and consultations;

- presents the Office Work Plan approved by the Board of Directors of the Company, advises on anti-corruption compliance issues;

- immediately notifies the Chairman of the Management Board - the Rector of the facts of violations of anti-corruption legislation, as well as cases where members of the Management Board of the Company are involved in the commission of the violation;

- submits to the Management Board for decision the conclusion and materials based on the results of internal investigations;

- makes proposals to the Management Board on improving the anti-corruption activities of the Company, its employees and trainees.

10.3. Within the framework of interaction of the Office with the Chairman of the Management Board - Rector, the Chairman of the Management Board - Rector:

1) ensures the creation of an effective medium of activity in the Company, contributing to the full and unhindered performance of its functions by the Office, the achievement of its goals and objectives, and the maximum usefulness of the Office for the Company;

2) assists the Office in engaging employees of the Company's structural divisions as independent experts to obtain necessary information and consultations on highly specialized issues;

3) issues orders, based on the Office's letters (representations), to create a working group to conduct an internal investigation;

4) in the manner prescribed by this Regulation, makes a decision based on the results of consideration of the Office's conclusions on the internal investigations conducted;

5) monitors office investigations and controls the status of office investigations;

6) based on the decision of the Board of Directors to agree:

- approves the structure and staff schedule of the Office;

- approves job descriptions of the Office's employees developed in accordance with this Regulation;

7) Based on the decision of the Board of Directors, issues orders on the occurrence, change, termination of labor relations with the head and employees of the Office.

8) Approves:

- anti-corruption policy and other internal documents of the Company developed by the Office on anti-corruption compliance;

- job descriptions of the Office's employees developed in accordance with these Regulations.

10.4. Within the framework of interaction between the Office and structural subdivisions of the Company, the Office:

1) requests and receives information and materials from the Company's structural subdivisions, including those constituting commercial and official secrets, within the approved procedures regulated by the internal documents of the organization;

2) requires employees and trainees of the Company to provide verbal and written explanations as part of official investigations;

3) does not interfere with the established mode of operation of structural subdivisions.

11. Interaction of the Office with the territorial subdivisions of the authorized body for combating corruption

11.1. The Office receives methodological and informational support as part of its interaction with the territorial division of the authorized body for combating corruption.

12. Terms of remuneration and bonuses for the Office employees

12.1. The amount of official salary of the Head and employees of the Office shall be determined by a decision of the Board of Directors, and shall not be less than the average salary of the heads of departments of administrative and managerial staff of the Company.

12.2. To strengthen the interest of employees of the Office in improving the production efficiency and quality of work, bonuses shall be paid in honor of

national, state and professional holidays in the Republic of Kazakhstan from the savings of the payroll fund, in the amount corresponding to the size of the bonus payment on such occasions to the Company employees with an official salary equivalent to the official salaries of the Office employees. The relevant bonus payment shall be made on the basis of the order of the Chairman of the Management Board - Rector, or the person performing his/her duties.

12.3. The conditions of providing material assistance and payment of recreation allowance to the employees of the Office shall be regulated by the internal documents of the Company.

12.4. Calculation of the average salary of the employees of the Office shall be carried out in the order established by the legislation of the Republic of Kazakhstan.

13. Final provisions

13.1. Employees of the Office shall be familiarized with this Regulation and other internal documents regulating their activities against signature.

13.2 Amendments and additions to this Regulation shall be made by decision of the Board of Directors of the Company.