

/stamp: EuroCenterAstana/

**APPROVED**

**Board of Directors of  
EuroCenterAstana JSC**

September 28, 2022

(Minutes No. 28/09/22-1)

**REGULATIONS FOR INTERNAL CONTROL OF ACCESS AND USE OF INSIDER  
INFORMATION OF EuroCenterAstana JSC**

Astana, 2022

These Regulations on Internal Control of Access and Use of Insider Information of EuroCenterAstana JSC (hereinafter - the Regulations) shall regulate the procedure of control over the disposal and use of insider information in EuroCenterAstana JSC (hereinafter - the Company).

### **Chapter 1. General clauses**

1. The Regulations were developed in accordance with the legislation of the Republic of Kazakhstan and internal documents of the Company, apply to insiders of the Company, and also regulate control of access to insider information and its use.
2. The Regulations use the following basic concepts and conventions:
  - 1) insider – a person who has access to insider information of the Company;
  - 2) insider information - reliable information about the Company's securities (derivative financial instruments), transactions with them, as well as about the Company that issued (provided) the securities, about the activities carried out by it, constituting a commercial secret, as well as other information not known to third parties, the disclosure of which may affect changes in the value of the Company's securities and/or the activities of the Company as an issuer;
  - 3) trading organizer - a stock exchange or central depository when it provides organizational and technical support for trading by operating and maintaining a system for exchanging quotes between clients of the central depository in accordance with the legislation on the securities market;
  - 4) Company's website - an Internet resource owned by the Company (if available);
  - 5) Head of compliance - an employee of the Company responsible for organizing the process of collecting data on insiders;
  - 6) authorized body – Agency of the Republic of Kazakhstan for Regulation and Development of the Financial Market/National Bank of the Republic of Kazakhstan.

### **Chapter 2. Principles of working with insider information**

3. Control over the disposal and compliance by insiders with the requirements established regarding insider information in the Company is carried out by:
  - 1) notifications to insiders about their inclusion in the list of insiders;
  - 2) familiarizing insiders with the requirements of the legislation of the Republic of Kazakhstan and the Regulations, by conducting training for insiders who are employees of the Company, and posting the Regulations on the Company's website (if available);
  - 3) maintaining and keeping the list of insiders up to date;
  - 4) disclosure of insider information in the manner and within the time limits established by the legislation of the Republic of Kazakhstan and internal documents of the Company;
  - 5) taking measures against insiders if they commit actions prohibited by the legislation of the Republic of Kazakhstan and (or) the Regulations regarding the use of insider information;
  - 6) submitting a list of insiders to the authorized body upon its request.
4. Employees and officials of the Company are prohibited from disclosing, using for their own purposes, or transferring to third parties insider information about clients, investors and counterparties of the Company.
5. Employees of the Company who have a suspicion of unlawful disclosure or use of insider information must immediately send information about this fact to the Head of Compliance.

### **Chapter 3. List of insider information**

- 6 Insider information of the Company includes:
  - 1) information about securities (including shares, bonds, derivative securities) of the Company and transactions with them;

- 2) information about the Company as an issuer that issued (provided) the Company's securities, and the activities carried out by it, constituting a commercial secret;
  - 3) any information relating to the activities of the Company that is not publicly available, if this information, in connection with the consequences for the property and financial position of the issuer, is capable of influencing the value of securities (derivative financial instruments) issued (provided) by this issuer, refers to insider information until its official disclosure (publication).
7. Insider information about corporate events of the Company is determined by the legislation of the Republic of Kazakhstan and the Regulations of the auction organizer (if any).
  8. Insider information does not include:
    - 1) information obtained from the media;
    - 2) information prepared on the basis of publicly available information, including research, forecasts and assessments regarding the value of a security (derivative financial instrument), the property status of the Company, made for the purpose of making investment decisions and / or preparing recommendations or proposals for carrying out transactions with securities (derivatives) financial instruments);
    - 3) publicly available information about the Company's activities that does not require or have restrictions for access to it or is subject to disclosure in accordance with the legislative acts of the Republic of Kazakhstan;
    - 4) unconfirmed information, the source of which is unknown, distributed among a wide range of people, as well as assumptions regarding the current or planned activities of the Company.

#### **Chapter 4. Procedure and terms for disclosing insider information**

9. The Company discloses insider information in the manner and under the conditions established by the legislation of the Republic of Kazakhstan, the Regulations or the requirements of the trading organizer (if the Company's securities are included and found in the list of this trading organizer).
10. Insider information that is not included in the list of information and documents subject to disclosure by the Company in accordance with the legislation of the Republic of Kazakhstan on the Internet resource of the depository of financial statements, or that does not relate to information in respect of which the legislative acts of the Republic of Kazakhstan do not establish the procedure and timing for its disclosure, is disclosed in agreement with the Chairman of the Management Board of the Company, no later than 10 (ten) working days from the date of receipt of approval by publishing it on the Internet resource (website) of the Company. In this case, the period for disclosing insider information provided for in this clause may be changed by agreement with the Head of Compliance and the Chairman of the Management Board.
11. The Regulations are a public document that is posted:
  - 1) in the state and Russian languages on the Company's website (if available);
  - 2) in the state and Russian languages on the Internet resource of the financial reporting depository and trading organizer operating on the territory of the Republic of Kazakhstan (if the Company's securities are included and found in the list of this trading organizer).
12. If the requirements of different trading organizers establish different deadlines for the provision of notifications containing insider information, then the shortest period for submission is taken as the basis for the purpose of simultaneous sending of such notifications by the Company to the trading organizer.
13. If an employee of the Company believes that the required degree of confidentiality of information related to insider information cannot be maintained or that there may be a violation of the confidentiality of this information, the employee of the Company immediately notifies the immediate supervisor and the Head of Compliance (via corporate email) and takes measures to disclose it in the manner and within the time limits specified by the Regulations.

#### **Chapter 5. Company Insiders**

14. The following are recognized as insiders of the Company:
  - 1) Chairman and members of the Board of Directors of the Company;
  - 2) Chairman and members of the Management Board of the Company;

- 3) other employees of the Company who have access to insider information due to their official position and job responsibilities.
  - 4) persons who directly or indirectly hold and (or) control directly or indirectly 10 (ten) or more percent of the voting shares of the Company;
  - 5) an audit organization that audits the financial statements of the Company;
  - 6) appraiser, professional securities market participants and other persons providing services to the Company in accordance with concluded agreements, the terms of which provide for the disclosure of insider information of the Company;
  - 7) the auction organizer, the list of which includes the Company's securities;
  - 8) members of the Board of Directors of the trading organizer, the listing commission of the trading organizer, in whose trading system transactions with the Company's securities and other financial instruments are concluded;
  - 9) employees of the authorized body and its departments, civil servants who have access to insider information due to the functions and powers granted to them;
  - 10) public associations and professional organizations, the members of which are the Society and the organizations specified in subclauses 4), 5), 6), 7) of this clause, which, by virtue of the powers granted to them, have access to insider information;
  - 11) employees of organizations specified in subclauses 4), 5), 6), 7), 10) of this clause who have access to insider information due to their official position and functional responsibilities;
  - 12) persons who received insider information from the persons specified in subclauses 1) - 11) of this clause.
15. The head of compliance may recognize other individuals or organizations as insiders if there are reasonable grounds for doing so.
16. Insiders and other employees of the Company who have access to insider information ensure the confidentiality of insider information until its official disclosure (publication), taking into account the requirements of the legislation of the Republic of Kazakhstan and internal documents of the Company.

#### **Chapter 6. List of insiders**

17. The head of compliance maintains the list of insiders and updates it based on information provided by the Company's employees and Company insiders. Information is provided via e-mail or the electronic document management system adopted by the Company (if available). The list of insiders (Appendix 5 to these Regulations) includes the persons specified in Chapter 5.
18. The list of insiders is compiled by the Head of Compliance quarterly, based on the following data:
- 1) under subclauses 1) - 3) of clause 14 of Chapter 5 of the Regulations - based on information from the personnel department.
  - 2) under subclauses 4) – 11) of clause 14 of Chapter 5 of the Regulations - on the basis of information from the Company's employees interacting with such persons in accordance with their official duties or establishing business relations with them.
  - 3) under subclause 12) of clause 14 of Chapter 5 of the Regulations - on the basis of information from persons who received insider information from the persons specified in subclauses 1) - 11) of clause 14 of the Regulations.
19. Information on the persons specified in subclauses 5) - 12) of clause 14 of Chapter 5 of the Regulations is provided by insiders of the Company within the time limits specified in Chapter 7 of the Regulations, including after receiving notification (Appendix 2 to the Regulations) from persons responsible for providing information about them to the Head of Compliance.
20. Information on persons subject to inclusion in the list of insiders or exclusion from the list of insiders specified in Chapter 5 of the Regulations is provided to the Head of Compliance by sending information to his email address and must contain the following information:
- 1) last name, first name, if available, patronymic (for individuals), name (for legal entities) of the insider;

- 2) type (individual or legal entity);
  - 3) date of birth (for individuals);
  - 4) location (for legal entities);
  - 5) details of the document confirming state registration (re-registration) of a legal entity (for legal entities);
  - 6) the basis for inclusion in the list of insiders;
  - 7) date of occurrence of the basis for inclusion in the list of insiders;
  - 8) date of exclusion from the list of insiders (for example, according to an order or concluded agreement);
  - 9) data on the fact of the insider's ownership of the Company's securities as of the date of provision of information (if available).
21. The Company's employees bear personal responsibility for the completeness and accuracy of the information provided in accordance with Chapter 6 of the Regulations, as well as for meeting the deadlines for its provision and keeping it up to date (including in terms of the relevance of insider details).
- The head of compliance has the right to request additional information and (or) supporting documents.
22. Based on the information received, the Head of Compliance, before the 15th (fifteenth) day of the month following the reporting quarter, compiles a list of insiders as of the first day of the month following the reporting quarter and then signs it with the Chairman of the Management Board of the Company or his replacement.

#### **Chapter 7. Procedure and terms for notifying insiders**

23. The Company notifies (in the form of notifications given in Appendices 1 - 4 to these Regulations) the persons specified in Chapter 5 of the Regulations about their inclusion in the list of insiders (exclusion from the list of insiders).
24. The responsibility for notifying an insider is the Company employee who interacts with this insider, as well as the department for personnel matters in relation to insiders who are employees of the Company.
25. Notifications are sent by responsible employees of the Company on paper after receiving information from the Head of Compliance about the inclusion of such persons in the list of insiders (exclusions from the list of insiders), but no later than 10 (ten) business days from the date of their inclusion (exclusion). To employees of the Company included in the list of insiders or excluded from it, notifications in the form in accordance with Appendix 1 and Appendix 3 to the Regulations may also be sent by email to their corporate email addresses.
26. Copies of notifications are immediately sent to the Head of Compliance by sending information to his corporate email address.

#### **Chapter 8. Procedure and terms for providing information by insiders**

27. Legal entities specified in subclauses 4) – 12) of clause 14 of Chapter 5 of the Regulations are obliged to:
- 1). maintain a list of its employees (including officials) who, by virtue of their official position and functional duties, have access to insider information of the Company;
  - 2) inform its employees about the requirements of the legislation of the Republic of Kazakhstan and (or) the Regulations regarding the ban on the use of insider information;
  - 3) inform the Company about its employees who, by virtue of their official position and functional duties, have access to insider information of the Company, in the manner prescribed by the Regulations;
  - 4) enter into confidentiality agreements with such employees in accordance with the requirements of the legislation of the Republic of Kazakhstan in relation to the Company's insider information to which employees have access.
28. The organizations specified in subclauses 4) – 12) of Chapter 5 of the Regulations inform the Company in writing:
- 1) on employees (including officials) gaining access to the Company's insider information no later than 10 (ten) working days from the date of granting employees (including officials) access to the Company's insider information;

- 2) on termination of powers (cancellation) of access of employees (including officials) to insider information of the Company, including in cases of dismissal/termination of powers of an employee no later than 30 (thirty) working days from the date of termination (cancellation) of such employees' access to insider information Society.
29. Informing the Company by the persons specified in subclauses 5) - 12) of Chapter 5 of the Regulations is carried out on paper signed by a person having the appropriate authority.
30. The persons specified in subclauses 5) - 12) of Chapter 5 of the Regulations are responsible for compliance with the requirements of the legislation of the Republic of Kazakhstan and (or) the Regulations regarding the prohibition of the use of insider information of the Company, including timely informing the Company and its employees (including officials) about providing access and/or termination (cancellation) of access of employees (including officials) to insider information of the Company.

#### **Chapter 9. Regulations for access to insider information and the list of insiders**

31. The list of insiders is confidential and subject to retention. Access to the list of insiders within the Company is available to the Chairman and members of the Board of Directors, the Chairman and members of the Management Board, the Head of Compliance, the Head of the Internal Audit Service, the Head of the Risk Management Service, the Corporate Secretary, the lawyer of the Legal Department, as well as other employees of the department that interacts with the auction organizer.

Other employees can gain access to the list of insiders only with the approval of the Head of Compliance and with appropriate justification.

32. Company insiders are prohibited at any time from:
  - 1) make transactions with the Company's securities using insider information of the Company in their own interests or in the interests of third parties;
  - 2) transfer to third parties or make available to third parties insider information of the Company, except for cases provided for by the legislation of the Republic of Kazakhstan and the Regulations;
  - 3) disseminate false information in order to influence the situation on the securities market, change the behavior of entities in the securities market, as well as the opinions of market participants about the Company or the future price of the Company's securities;
  - 4) make transactions with the Company's securities for the purpose of manipulating the securities market;
  - 5) provide third parties with recommendations and proposals for transactions with the Company's securities based on insider information of the Company;
  - 6) make transactions with the Company's securities until the moment when insider information becomes public.

These requirements also apply to employees and officials of the Company in relation to insider information of the Company's clients.

33. The Company insiders are obliged to comply with the procedure and conditions for disclosing insider information determined by these Regulations, the legislation of the Republic of Kazakhstan, and ensure proper control over access of unauthorized persons to documents and files containing insider information of the Company, and also avoid discussing such information in any place where it may be heard by unauthorized persons.
34. Upon receipt of information about violations by Company insiders of the requirements of the Regulations, the Company has the right to make one or more of the following decisions (but not limited to):
  - 1) initiate an audit in order to identify sources of leakage of insider information, as well as identify those responsible;
  - 2) send information to the auction organizer, government and judicial authorities, including for the purpose of recognizing transactions as invalid or concluded for the purpose of manipulating the securities market, or for the purpose of compensation for material damage and (or) damage caused to the business reputation of the Company by actions/inactions Company insider;
  - 3) on the application of disciplinary and (or) material penalties to employees, provided for by the labor legislation of the Republic of Kazakhstan and internal documents of the Company;

- 4) other measures provided for by the legislation of the Republic of Kazakhstan.
35. The head of compliance has the right, on his own initiative, at any time to check the proper fulfillment of the requirements of the legislation of the Republic of Kazakhstan and internal documents of the Company, check the correctness of information and data provided by insiders, if necessary, request supporting documents, and also bring information to the Management Board and (or) Board of Directors of the Company .
36. The Company's employees are obliged to immediately bring to the attention of their immediate supervisor, as well as the Head of Compliance, any facts that become known to them:
  - 1) on the unlawful use, including the use in their own interests by the Company's employees, insiders and their close relatives of insider information of the Company, clients and partners of the Company;
  - 2) about insider information of the Company, clients and partners of the Company, which is not subject to disclosure to them in accordance with their functional responsibilities, but has become known to them, including from insiders or other persons;
  - 3) about attempts to carry out transactions with financial instruments for the purpose of manipulating the securities market.

#### **Chapter 10. Final clauses**

37. The Regulations may be revised as the applicable legislation of the Republic of Kazakhstan changes.
38. Responsibility for proper fulfillment of the requirements of the Regulations rests with all employees and officials of the Company, as well as other insiders of the Company.

In case of non-compliance with the restrictions and prohibitions defined in the Regulations and legislation of the Republic of Kazakhstan, unlawful use and dissemination of insider information, the persons who committed such violations are subject to civil, administrative and other liability provided for by the legislation of the Republic of Kazakhstan.

Insiders who are employees of the Company may also be subject to disciplinary liability in accordance with the labor legislation of the Republic of Kazakhstan and internal documents of the Company.
39. Company insiders understand that:
  - 1) for violation of the Regulations and for carrying out transactions for the purpose of manipulating the securities market, including using insider information of the Company, insiders bear personal liability provided for by the legislation of the Republic of Kazakhstan and (or) the legislation of the country in whose territory the transaction with the Company's securities was carried out ;
  - 2) Company has the right to provide the authorized body or trading organizer with information about insiders or transactions made by them, constituting a trade secret on the securities market in the manner established by the legislation of the Republic of Kazakhstan, internal documents of the trading organizer, the Regulations;
  - 3) at the request of the Company, will provide consent to the Company to receive information from financial organizations (including information that is confidential information, banking or other secret protected by law) about transactions/operations carried out with/through this organization, in which the insider was a client, intermediary or person acting by proxy on behalf of another person.
40. Issues not regulated by the Regulations are resolved in accordance with the requirements of the legislation of the Republic of Kazakhstan and internal documents of the Company.

Appendix 1  
to the Regulations for Internal Control of Access and use of Insider  
Information of EuroCenterAstana JSC

Notification to an individual about acquiring the status of an insider of EuroCenterAstana JSC

Hereby EuroCenterAstana JSC (hereinafter referred to as the Company) notifies \_\_\_\_\_ (last name, first name and patronymic of an individual) that from \_\_\_\_\_ 20 you are recognized as an insider of the Company in accordance with clause 3 of Article 56-1 of the Law of the Republic of Kazakhstan "On the Securities Market" . In this regard, you are obliged to comply with the requirements of the legislation of the Republic of Kazakhstan regarding the use/disclosure of insider information of the Company, including the requirements of the Law of the Republic of Kazakhstan "On the Securities Market", as well as the Regulations for internal control of access to insider information and its use (hereinafter referred to as the Regulations) , **which are posted on \_\_\_\_\_ or attached ( \_\_\_\_\_ sheets)\***, including:

- 1) not to use insider information of the Company when making transactions with securities (derivative financial instruments), the issuer of which is the Company;
- 2) not to transfer to third parties or make available to third parties insider information of the Company;
- 3) not to provide third parties with recommendations on transactions with securities based on insider information of the Company.

For violation of the requirements of the legislation of the Republic of Kazakhstan and/or the Regulations, you are responsible in accordance with the legislation of the Republic of Kazakhstan.

Executor:

Contacts:

**\* optional text**

(form can be supplemented/changed)



Appendix 2  
to Regulations for Internal Control of Access and use of Insider  
Information of EuroCenterAstana JSC

**Notification to a legal entity about acquiring the status of an insider of EuroCenterAstana JSC**

Hereby EuroCenterAstana JSC (hereinafter referred to as the Company) notifies \_\_\_\_\_ (name of the legal entity) (hereinafter referred to as the Company) about the acquisition of the status of an insider of the Company from \_\_\_\_\_ 20 in accordance with clause 3 of Article 56-1 of the Law of the Republic of Kazakhstan "On the Securities Market" . In this regard, the Company is obliged to comply with the requirements of the legislation of the Republic of Kazakhstan regarding the use/disclosure of insider information of the Company, including the requirements of the Law of the Republic of Kazakhstan "On the Securities Market", as well as the Regulations for internal control of access to insider information and its use (hereinafter referred to as the Regulations) , **which are posted on \_\_\_\_\_ or attached ( \_\_\_\_\_ sheets)\***, including:

- 1) not to use insider information of the Company when making transactions with securities (derivative financial instruments), the issuer of which is the Company;
- 2) not to transfer to third parties or make available to third parties insider information of the Company;
- 3) not to provide third parties with recommendations on transactions with securities based on insider information of the Company;
- 4) maintain a list of its employees who, by virtue of their official position and job responsibilities, have access to insider information of the Company;
- 5) inform its employees about the requirements of the legislation of the Republic of Kazakhstan, including the Law of the Republic of Kazakhstan "On the Securities Market" and the Regulations regarding the ban on the use of insider information of the Company;
- 6) inform the Company about its employees who, by virtue of their official position and job responsibilities, have access to insider information of the Company, in the manner and within the time limits established by the Regulations;
- 7) inform public associations and professional organizations, of which the Company is a member, about the need for them to comply with the requirements of the legislation of the Republic of Kazakhstan, including the Law of the Republic of Kazakhstan "On the Securities Market", regarding the ban on the use of insider information of the Company, and the Regulations (in case of disclosure by such organizations of the Company's insider information);
- 8) in the manner and within the time limits established by the Regulations, inform the Company about public associations and professional organizations of which the Company is a member (in the event of disclosure of insider information of the Company to such organizations).

For violation of the requirements of the legislation of the Republic of Kazakhstan and/or the Regulations, the Company (including officials) is liable in accordance with the legislation of the Republic of Kazakhstan.

Executor:

Contacts:

**\* optional text**

(form can be supplemented/changed)

Appendix 3  
to the Regulations for Internal Control of Access and use of Insider  
Information of EuroCenterAstana JSC

#### **Notification to an individual about the loss of insider status of EuroCenterAstana JSC**

Hereby EuroCenterAstana JSC (hereinafter referred to as the Company) notifies \_\_\_\_\_ (last name, first name and patronymic of an individual) that from \_\_\_\_\_ 20 you will lose the status of an insider of the Company in accordance with clause 3 of Article 56-1 of the Law of the Republic of Kazakhstan "On the Securities Market papers."

**The Regulations on Internal Control of Access and Use of Insider Information can be found on the Company's website (\_\_\_\_\_).**\*

Executor:

Contacts:

**\* optional text**

(form can be supplemented/changed)

Appendix 4  
to the Regulations for Internal Control of Access and use of Insider  
Information of EuroCenterAstana JSC

#### **Notification to a legal entity about the loss of insider status of EuroCenterAstana JSC**

Hereby EuroCenterAstana JSC (hereinafter referred to as the Company) notifies \_\_\_\_\_ (name of the legal entity) of the loss of the Company's insider status from \_\_\_\_\_-20.

The Regulations on Internal Control of Access and Use of Insider Information can be found on the Company's website (\_\_\_\_\_)\*.

Executor:

Contacts:

\* optional text

(form can be supplemented/changed)

Appendix 5  
to the Regulations for Internal Control of Access and use of  
Insider Information of EuroCenterAstana JSC

**List of insiders of EuroCenterAstana JSC**

No.	Last name, first name, patronymic if any (for individuals) Name (for legal entities)	Type (individual or legal entity)	Date of birth (for individuals)	Location (for legal entities)	Details of the document confirming state registration (re-registration) of a legal entity (for legal entities)	Reason for inclusion in the list of insiders	Date of occurrence of the basis for inclusion in the list of insiders	Date of removal from the list of insiders	Data on the fact of ownership of securities of the Company as of the date of provision of information
<b>Individuals</b>									
<b>Legal entities</b>									

(the form can be supplemented with other columns)