

**REGULATIONS ON THE COMPLIANCE COMMITTEE
(INTERNATIONAL TRADING SYSTEM LIMITED)**

1. General Provisions

1.1. These Regulations on the Compliance Committee of International Trading System Limited (the "Regulations") determine the main objectives of the Compliance Committee of International Trading System Limited, the procedure for forming the Committee, the procedure for organising the Committee's activities and decision-making, the rights and obligations of the Committee and its members.

1.2. The Committee is a permanent collegial advisory and consultative body of International Trading System Limited ("ITS Ltd.", "Company"), which is established by the Company to consider the matters referred by these Regulations to the competence of the Committee.

1.3. The Committee is not the governing body of the Company.

1.4. The Committee shall operate in accordance with the current regulations, requirements and rules of the Astana International Financial Centre (AIFC), the Articles of Association and other Company's documents, including these Regulations.

1.5. The Committee shall report to the Senior Executive Officer.

2. Purpose and Functions (Competence) of the Committee

2.1. The purposes of establishing the Committee, including its competence:

- reduction of the Company's compliance risks;
- balanced and coordinated development of the control function in line with the Company's strategy, including ensuring effective control by the units that make up the internal control system over the Company's activities.

2.2. The functions (competence) of the Committee:

2.2.1. Consideration of matters relating to the Company's compliance with applicable legislation and the Company's internal regulations, including anti-corruption, anti-money laundering, data protection legislation, ethical standards, brought before the Committee.

2.2.2. Analysis of new and/or modified products and services to be introduced, the Company's business operations and planned implementation methods for compliance with applicable legislation, standards and internal regulations, and for the identification of potential risks.

2.2.3. Analysis of the feasibility of the Company entering into contracts with legal entities and other persons for the provision of services and/or performance of works enabling the implementation of the Company functions (operations) (outsourcing), including IT system outsourcing contracts;

2.2.4. Identification of potential risks in case of significant changes in the Company's organisational structure (elimination or addition of new business areas/divisions).

2.2.5. Participation in the development of the Company's compliance policies and other internal regulations and the systematic collection of information on their implementation, as well as control over the updating of such documents;

2.2.6. Ensuring that appropriate inspections are carried out where compliance with compliance requirements is reasonably in doubt, such as inspections (investigations) into (possible) corrupt practices / corrupt offences committed, inspections where conflicts of interest arise, etc.

2.2.7. Making recommendations on how to respond to identified compliance risks in relation to specific situations (transactions, contracts, operations, etc.).

2.3. The Committee shall inform the Board of Directors in a timely manner of its reasonable concerns and of any unusual circumstances that come to the notice of the Committee in connection with the exercise of its authority.

3. Composition and Formation of the Committee

3.1. The number of members of the Committee shall be seven (7), unless the Senior Executive Officer determines a different number of members.

3.2. The members of the Committee shall be determined by the Senior Executive Officer from amongst the full-time employees of the Company, including: Head (or deputy) of Internal Control Department (Compliance Officer), Head (or deputy) of Risk Management Department (Risk Manager), Head (or deputy) of Internal Audit Department (Internal Audit Manager), Head of Government Relations Department, Head (or deputy) Money Laundering Reporting Department (Money Laundering Reporting Officer), Head (or deputy) of Information Security Department, Head (or deputy) of Legal Department. Their training, knowledge and experience in matters within the Committee's competence shall be considered.

3.3. The term of office of a member of the Committee shall terminate upon termination of the employment contract of the employee concerned or upon the decision of the Senior Executive Officer.

3.4. The Senior Executive Officer may, at any time, decide to terminate the term of office of one, more or all members of the Committee, to change the number of Committee members and/or to add new members to the Committee.

4. Chairperson of the Committee

4.1. The Committee shall be chaired by the Chairman of the Committee, appointed by the Senior Executive Officer from among its members.

4.2. The main function of the Chairman of the Committee shall be to manage the work of the Committee, ensure the efficiency and objectivity of its activities, and organise the collegial opinion of the members of the Committee on the issues under consideration.

The Chairman of the Committee shall be personally responsible for the results of the Committee's work.

4.3. The Chairman of the Committee shall organise the work of the Committee, convene meetings of the Committee and determine their agenda, preside at meetings of the Committee, organise the keeping of minutes and present the decisions taken by the Committee to the Senior Executive Officer.

4.4. The Chairman of the Committee shall be entitled, on behalf of the Committee, to request and receive the information required by the Committee on matters within the scope of the Committee's activities from members of the executive bodies and employees of the Company.

5. Secretary of the Committee

5.1. The secretary of the Committee shall be appointed by the Senior Executive Officer from amongst the Company's full-time employees.

5.2. The secretary of the Committee shall be responsible for organisational, technical and documentary support of the meetings of the Committee and for keeping the materials and minutes of the meetings of the Committee.

5.3. The secretary of the Committee shall ensure that notifications of meetings of the Committee are sent and the necessary materials sent, and shall keep the minutes of the meetings of the Committee.

6. Organisation of the Committee's Activities

6.1. The Committee shall meet as necessary.

6.2. Meetings of the Committee may be initiated by the Chairman and members of the Committee, as well as the Senior Executive Officer.

6.3. Meetings of the Committee are usually held in person (joint attendance, telephone or video conference).

Certain decisions may be taken by the Committee at meetings held in the form of absentee voting (by completing and signing ballot papers by Committee members).

6.4. If necessary, members of the Committee, heads of the Company's units and other persons may be invited to meetings of the Committee held in person.

Invitees shall not have the right to vote in the decisions of the Committee.

If items on the agenda of a meeting of the Committee contain information of a confidential nature, members of the Committee and persons invited to the meeting of the Committee shall be responsible for the disclosure of this information.

6.5. Decisions to convene a meeting of the Committee, the date, time and place of the meeting, the agenda, and the list of persons invited to participate in the meeting shall be made by the Chairperson of the Committee.

6.6. The secretary of the Committee shall notify the members of the Committee (if necessary, persons invited to the meetings) of the meetings (absentee votes) and send them the necessary materials at least two working days before the date of the meeting (closing date for voting). In the case of urgency, the time limit for the Committee's consideration of matters may be shortened by the Chairperson of the Committee at their discretion.

In case of an absentee vote, the notice of meeting of the Committee and the materials shall be accompanied by a ballot paper.

Notification of a meeting of the Committee, as well as the documents required to prepare for and attend the meeting, shall be sent by telecommunication or other means of communication, including e-mail.

6.7. Meetings of the Committee shall be competent (quorate) if at least half of the Committee members are present, unless the Senior Executive Officer decides that all members are present. The written opinions of absent members, signed by them personally and presented in advance of the meetings, shall be taken into account in determining a quorum and the result of voting on the matters under consideration.

Committee members whose ballots are received (in paper or electronic form) no later than the deadline for voting shall be deemed to have taken part in an absentee ballot.

6.8. Decisions of the Committee shall be taken by a majority vote of its members present at the meeting.

6.9. Decisions of the Committee shall take the form of recommendations, conclusions, proposals and shall be recorded in the minutes of the Committee meeting.

The dissenting opinions of Committee members (if any) shall also be recorded in the minutes of the Committee meeting.

6.10. Minutes of the meetings of the Committee shall be drawn up by the secretary of the Committee and signed by the Chairman and secretary of the Committee.

6.11. The minutes of the meeting of the Committee shall reflect:

- date and place of the meeting;
- the form of the meeting of the Committee;
- Committee members present at the meeting;
- legality of the meeting of the Committee (presence of quorum);
- agenda of the meeting of the Committee;
- voting results (indicating the names and initials of the Committee members) and the decisions taken by the Committee on the items on the agenda;
- dissenting opinions of Committee members;
- list of the documents attached to the minutes (if any).

6.12. The Senior Executive Officer shall be entitled to inspect any materials and minutes of Committee meetings.

7. Rights and Responsibilities of Committee Members

7.1. The members of the Committee shall be entitled to:

- 7.1.1. have sufficient resources to enable them to carry out their duties;

7.1.2. request and obtain necessary information from the Company's employees and officers in order to perform its functions, including when carrying out inspections (investigations) falling within the competence of the Committee;

7.1.3. seek advice from external advisers on matters falling within the competence of the Committee, where necessary;

7.1.4. monitor the implementation of recommendations issued as part of their functions;

7.1.5. submit to the Committee matters within the scope of the Committee's activities;

7.1.6. express dissenting opinions on matters under consideration and request that these be recorded in the minutes of the Committee meeting;

7.1.7. propose to the Chairman of the Committee that persons who are not members of the Committee be invited to meetings;

7.1.8. participate in a meeting of the Committee by means of communication (conferences) or by submitting written opinions on the matters under consideration, if unable to take part in person;

7.1.9. give explanations and comments on items on the agenda of a meeting of the Committee;

7.1.10. carry out other activities, including those provided for by decisions of the governing bodies and/or necessary for the Committee to carry out its functions.

7.2. The members of the Committee shall:

7.2.1. carry out in good faith the functions entrusted to them and to contribute to an effective and constructive discussion on the items on the agenda of the Committee meeting;

7.2.2. monitor changes in applicable law and governmental requirements as they relate to the regulation of matters within the Committee's competence;

7.2.3. use the information obtained within the scope of the authorisation only for the purpose of performing its functions, not use the information obtained for personal purposes/for the benefit of third parties or disclose insider and other confidential information (including trade secrets of the Company and its partners, insider information, personal data);

7.2.4. refrain from actions that will or may lead to a conflict of interest or personal interest;

7.2.5. notify the Chairman of the Committee of any conflict of interest (including potential conflict of interest) and/or personal interest in a timely manner prior to considering and deciding on a matter in which such Committee members have a conflict of interest (including potential conflict of interest) and/or personal interest.