**Financial Settlement Center**

**of Renewable Energy**

Appendix 4 to the decision

of the Supervisory Board of

FSC of RE LLP

dated November 02, 2022

(Protocol No. 4)

APPROVED

by the decision of the

Supervisory Board of FSC of RE LLP

dated November 02, 2022

(Protocol No. 4)

**INSTRUCTION**

**ON COMBATING CORRUPTION AND COMMERCIAL BRIBERY**

**IN THE “FSC of RE” LLP**

**Astana, 2022**

|  |  |  |
| --- | --- | --- |
| **Financial Settlement Center**  **of Renewable Energy** | **Instruction оn combating corruption and commercial bribery**  **in the “FSC of RE” LLP** | |
| **revision 1** | **page 3 of 14** |

**1. General provisions**

1. This Instruction on combating corruption and commercial bribery in the FSC of RE LLP (hereinafter – The Instruction and the Partnership, respectively) were developed in accordance with the anti-corruption legislation of the Republic of Kazakhstan, the National Standard of the Republic of Kazakhstan "Anti-Corruption Management System", approved by the order of the Chairman of the Committee for Technical Regulation and Metrology dated November 16, 2017 No. 318-od, taking into account the requirements of the International Standard ISO 37001 "Anti-Corruption Management System", the Charter and other internal regulatory documents of the Partnership.

The Instruction defines procedures and mechanisms for combating corruption and commercial bribery in the Partnership, which may arise when concluding transactions, fulfilling contractual obligations, providing services and other actions.

2. The Instruction is mandatory for familiarization, execution and strict compliance by all officials and employees of the Partnership, as well as employees engaged under a contract for the provision of services of a civil nature.

**2. Basic definitions and concepts**

3. The following terms and definitions are used in the Instructions:

1) a bribe - is money, securities, other assets, property rights or property benefits received by a person authorized to perform state functions, or a person equated to him, or a person holding a responsible public position, or an official, as well as an official of a foreign state or an international organization personally or through an intermediary.

If property benefits in the form of money, other property, provision of material services are provided to the relatives and friends of the above-mentioned person with his consent or if he did not object to this and used his official powers in favor of the bribe taker, the actions of this person are also qualified as receiving a bribe;

2) extortion of a bribe is a person's demand for a bribe under the threat of committing actions that may harm the legitimate interests of the bribe–giver or persons represented by him, or the deliberate creation of such conditions under which he is forced to give a bribe in order to prevent harmful consequences for the legally protected interests.

3) official - members of the Supervisory Board of the Partnership, its executive body, or a person solely performing the functions of the executive body of the Partnership, as well as a person performing managerial functions in the Partnership (organizational and administrative or administrative and economic functions) and a person authorized to make decisions on the organization and conduct of procurement,

|  |  |  |
| --- | --- | --- |
| **Financial Settlement Center**  **of Renewable Energy** | **Instruction оn combating corruption and commercial bribery**  **in the “FSC of RE” LLP** | |
| **revision 1** | **page 3 of 14** |

holding a position not lower than the head of an independent structural divisions in the Partnership;

4) commercial bribery (illegal remuneration) is the illegal transfer of money, securities or other property to an official, as well as the illegal provision of property services to him for the use of his official position, as well as general patronage or connivance in the service in the interests of the person engaged in bribery;

5) counterparty (client) – a natural or legal person with whom the Partnership has entered or plans to enter into relations regulated by civil law;

6) corruption – illegal use by officials of the Partnership of their official (official) powers and related opportunities in order to obtain or extract personally or through intermediaries property (non-property) benefits and advantages for themselves or third parties, as well as bribery of these persons by providing benefits and advantages;

7) gift – any gifts, services, invitations, money, trips, other forms of remuneration provided by employees and (or) officials of the Partnership on behalf and (or) at the expense of the Partnership to counterparties (clients) and other third parties, as well as gifts, services, invitations, money, trips, other forms of remuneration, which the Partnership or an employee and/or an official of the Partnership receives from counterparties (clients) and other third parties as part of the performance of their duties in the Partnership;

8) mediation in commercial bribery (illegal remuneration)/ in bribery – direct transfer of the subject of commercial bribery (illegal remuneration)/bribes on behalf of the person transferring the subject of commercial bribery /bribe-giver or the person receiving the subject of commercial bribery/bribe-taker, or other assistance to the specified persons in achieving or implementing an agreement between them on receiving and/or giving the subject of commercial bribery/bribe;

9) anti-corruption - the activities of anti-corruption entities within their powers to prevent corruption, including the formation of an anti-corruption culture in society, the identification and elimination of 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;

10) employees — individuals who are in labor relations with the Partnership, as well as persons engaged under a contract for the provision of civil services.

4. The definitions applied, but not disclosed in the Instructions, correspond to the definitions used in the legislation of the Republic of Kazakhstan, the Charter and other internal regulatory documents of the Partnership.

|  |  |  |
| --- | --- | --- |
| **Financial Settlement Center**  **of Renewable Energy** | **Instruction оn combating corruption and commercial bribery**  **in the “FSC of RE” LLP** | |
| **revision 1** | **page 4 of 14** |

**3. Receiving and giving a bribe, its forms**

5. Taking a bribe and giving a bribe are two exhaustive sides of the same criminal model if we are talking about a bribe, it means that there is someone who receives a bribe (the recipient of the bribe) and the one who gives it (the bribe taker).

Taking a bribe is one of the most dangerous official crimes, especially if it is committed by a group of persons or is accompanied by extortion, which consists in obtaining advantages and benefits by an official for legal or illegal actions (inaction).

Bribery is a crime aimed at inducing an official to commit legal or illegal actions (inaction), or to provide or receive any advantages in favor of the giver, including for general patronage or connivance in the service.

6. The objects of a bribe (forms of a bribe) can be:

1) items, money, including currency, bank checks and securities, products made of precious metals and stones, cars, food, video equipment, household appliances and other goods, apartments, cottages, country houses, garages, land plots and other real estate;

2) benefits – treatment, repair and construction work, sanatorium and tourist vouchers, trips abroad, payment of entertainment and other expenses free of charge or at a reduced cost.

3) a veiled form of a bribe – a bank loan in debt or under the guise of repayment of a non-existent debt, payment of goods purchased at a reduced price, purchase of goods at an inflated price, conclusion of fictitious employment contracts with the payment of wages to the bribe taker, his relatives, friends, obtaining a preferential loan, overstating fees for lectures, articles, and books, "random" casino winnings, debt forgiveness, rent reduction, increase in loan interest rates and more.

7. It is important to comply with restrictions, prohibitions and requirements on the prevention or regulation of conflicts of interest, the obligation to notify the representative of the employer (employer) about appeals for the purpose of inducing corruption offenses, other obligations established for the purpose of combating corruption.

8. It should be noted that some words, expressions and gestures may be perceived by others as a request (hint) about giving a bribe. Such expressions include, for example:

"It's difficult to solve the issue, but it's possible";

"You can't spread thanks on bread";

"We need stronger arguments";

"We need to discuss the parameters";

"Well, what are we going to do?" and other forms of hint manifestation. 9. Discussing certain topics with representatives of organizations and citizens, especially with those whose benefits depend on the decisions and actions of officials, may also be perceived as a request for a bribe.

|  |  |  |
| --- | --- | --- |
| **Financial Settlement Center**  **of Renewable Energy** | **Instruction оn combating corruption and commercial bribery**  **in the “FSC of RE” LLP** | |
| **revision 1** | **page 5 of 14** |

These topics include, for example:

1) low wages and lack of funds for the implementation of certain needs;

2) the desire to purchase this or that property, to receive this or that service, to go on a tourist trip;

3) absence of work from relatives of the official;

4) the need for the official's children to enter educational institutions and other forms of manifestation of a hint of the presence of any problems in their lives.

10. Certain proposals coming from an official, especially if they are addressed to representatives of organizations and citizens whose benefits depend on their decisions and actions, may be perceived as a request for a bribe. This is possible even if such proposals are dictated by good intentions and have nothing to do with the personal benefit of the official. Such proposals include, for example, proposals:

1) provide an official and (or) his relatives with a discount;

2) use the services of a specific company and (or) experts to eliminate the identified violations, perform work under a government contract, prepare the necessary documents;

3) contribute money to a specific charitable foundation;

4) support a specific sports team

5) other forms of allusion to the solution of the issue in favor of the official.

**4. The procedure for the actions of employees in a situation related to the provision and (or) receipt of benefits**

11. In accordance with the Anti-Corruption Policy of the Partnership:

1) recognizes the exchange of business gifts and the implementation of representative expenses, including business hospitality, as a necessary part of doing business and generally accepted business practice.

2) encourages an atmosphere of honesty and transparency regarding business gifts and business hospitality expenses.

3) excludes the personal element, that is, not giving a gift and other items personally to an individual. 12. The receipt of a gift by officials and employees of the Partnership may be negatively assessed by other employees of the Partnership or other persons (including partners, the state and state bodies, trade unions and professional associations, market participants) even in the absence of bad faith or unreasonableness in the intentions of the employee and the donor.

13. Gifts to family members, relatives or other close persons of an official /employee of the Partnership, transferred in connection with the commission of any actions / omissions related to his work in the Partnership, are considered gifts to an employee of the Partnership.

14. The restrictions on accepting gifts established by the Instructions do not apply to the relations of an employee of the Partnership with the donor based on

|  |  |  |
| --- | --- | --- |
| **Financial Settlement Center**  **of Renewable Energy** | **Instruction оn combating corruption and commercial bribery**  **in the “FSC of RE” LLP** | |
| **revision 1** | **page 6 of 14** |

obvious family relations (gifts from parents, children, spouses) or other close personal relationships, friendly relations that take place regardless of work in the Partnership, as well as in cases where such a gift is a corporate souvenir products: pens, notebooks, diaries, etc.

15. The restrictions on accepting gifts established by the Instructions also do not apply to donations and charitable contributions sent by employees of the Partnership on their behalf to third parties, as well as to such donations and charitable contributions sent to employees (raising funds for treatment, on the death of close relatives, for the elimination of the consequences of natural disasters and other charity events).

16. Any unauthorized gifts must be rejected immediately and returned to the giver. The official / employee of the Partnership is obliged to return, in compliance with the ethics of business relations, the gift he received to the donor directly at the time of receiving the gift, without postponing it for a later time.

17. If it is impossible to return gifts, including those received without knowledge, during protocol and official events, the officials of the Partnership, as well as their family members, are obliged to hand over gifts received through third parties, or gifts received by them in connection with their official position or the performance of their official duties, as well as gifts transferred (handed over) publicly or during official events to the above-mentioned persons in connection with their official position or the performance of their official duties, according to the inventory report within 7 (seven) calendar days from the date of receipt of the gift with the attachment of a written notice of redemption or refusal to redeem in accordance with the procedure established by the Decree of the Government of the Republic of Kazakhstan dated July 26, 2002 No. 833 "Some issues of accounting, storage, evaluation and further use of property converted (received) into ownership states on separate grounds."

The money received to the account of the persons specified in the first paragraph of this paragraph, as well as the funds received by them in violation of subparagraph 4) of paragraph 1 and paragraph 5 of Article 12 of the Law of the Republic of Kazakhstan "On Combating Corruption", no more than two weeks after their discovery, shall be transferred to the republican budget with the submission of an explanation to the appropriate the state revenue authority on the circumstances of receipt of such funds.

At the same time, the official sends to the anti-corruption compliance service (compliance officer) a copy of the document confirming the delivery of a gift or transfer to the republican budget within 5 (five) working days from the date of its delivery or transfer of money, respectively.

18. If it is impossible to return gifts, including those received without knowledge, during protocol and official events, the employees of the Partnership are obliged to notify the anti-corruption compliance service (compliance officer) about

|  |  |  |
| --- | --- | --- |
| **Financial Settlement Center**  **of Renewable Energy** | **Instruction оn combating corruption and commercial bribery**  **in the “FSC of RE” LLP** | |
| **revision 1** | **page 7 of 14** |

receiving the gift within 3 (three) working days from the date of receipt (or no later than 3 (three) working days from the date of return from a business trip, if the gift was received during a business trip).

19. The notification is submitted in writing by sending a memo in any form and must contain the surname, first name and patronymic of the employee of the Partnership, a description of the gift, its approximate market value (if possible), a possible reason / reason for the gift, information about the person who provided the gift.

20. The Anti-Corruption Compliance Service (compliance officer) registers the received notifications in the gift register (appendix to the Instructions).

21. Gifts for which it is impossible to take measures to return them are transferred to the employees of the Partnership according to the act of acceptance and transfer to the structural unit of the Partnership responsible for administrative issues in the Partnership, and can be used:

1) for the design of the premises of the Partnership;

2) to present memorable gifts to the employees of the Partnership on behalf of the Partnership for anniversaries, holidays, significant events, as well as as incentive prizes for sports, creative achievements, participation in public events.

22. Remuneration, payments (cash/non-cash), gifts and other tangible and intangible benefits made for the provision or receipt of any kind of services, goods and works are prohibited.

23. Representative expenses of the Partnership, including business hospitality, must be made on behalf of and at the expense of the Partnership, and gifts and services can be provided or rendered on behalf of and at the expense of the Partnership or accepted from individuals and organizations, including those having business relations with the Partnership or seeking to create such, only if compliance with the totality of the following criteria:

1) representation expenses and gifts are directly related to the legitimate goals of the Partnership's activities, for example, with the presentation or completion of business projects, successful execution of contracts or with generally accepted holidays;

2) representation expenses and gifts correspond to accepted business practices and do not go beyond the norms of business communication (flowers, souvenirs of an advertising or image nature);

3) the cost of representation expenses and gifts on behalf of the Partnership should be moderate and meet the goals and scale of the events held or the significance of the event;

4) the purpose of representation expenses and gifts is not a hidden reward for a service, connivance, patronage, granting of rights, making a certain decision on a transaction, agreement, license, permit or other similar decisions or an attempt to influence the recipient for another illegal purpose;

|  |  |  |
| --- | --- | --- |
| **Financial Settlement Center**  **of Renewable Energy** | **Instruction оn combating corruption and commercial bribery**  **in the “FSC of RE” LLP** | |
| **revision 1** | **page 8 of 14** |

5) representation expenses and gifts do not damage the business reputation of the Partnership;

6) representation expenses and gifts do not contradict the principles and requirements of the Anti-Corruption Policy of the Partnership and the Instructions, other norms defining the principles of professional ethics and ethical standards of business communication, as well as the legislation of the Republic of Kazakhstan.

7) gifts on behalf of the Partnership and its employees, to third parties in the form of money, regardless of the form (cash/non-cash) and type of currency, are not allowed.

24. If there are doubts about the admissibility of a gift or other issues related to the procedure for handling gifts, the employee should seek clarification from the immediate supervisor and the anti-corruption compliance service (compliance officer) Partnerships.

**5. Possible situations of corruption and commercial bribery, as well as recommendations on the rules of conduct**

**Provocations**

25. In order to avoid possible provocations on the part of citizens who have applied for the service, contractors (clients), officials conducting an audit of the activities of the Partnership or structural unit, the employees of the Partnership must:

1) do not leave unattended office premises in which visitors are located, and personal belongings (clothes, bags and other things);

2) in case of detection of any foreign objects in the workplace or in personal belongings after the visitor leaves, without taking any independent actions, immediately report to the management.

**Extortion of a bribe**

26. In order to avoid inducement on the part of citizens who applied for the service, contractors (clients), officials who check the activities of the Partnership or structural unit, to give (receive) bribes, mediation in commercial bribery (illegal remuneration)/ in bribery, the employee of the Partnership must:

1) behave extremely cautiously, politely, without fawning, not allowing rash statements that could be interpreted either as willingness or as a categorical refusal to accept the subject of a bribe and/or commercial bribery;

2) listen carefully and remember exactly the proposed conditions (the amount of amounts, the name of goods and the nature of services, the timing and methods of transferring a bribe, the form of commercial bribery, the sequence of solving issues);

3) try to postpone the question of the time and place of the transfer of the subject of bribery and/or commercial bribery until the next conversation and offer a well-known place for the next meeting;

|  |  |  |
| --- | --- | --- |
| **Financial Settlement Center**  **of Renewable Energy** | **Instruction оn combating corruption and commercial bribery**  **in the “FSC of RE” LLP** | |
| **revision 1** | **page 9 of 14** |

4) do not take the initiative in the conversation, "work for the reception" more, allow the interlocutor to "talk it out", provide as much information as possible;

5) in the presence of a dictaphone, try to record (covertly) a proposal about the subject of a bribe and/or commercial bribery;

6) report this fact in writing in the form of a memo to higher management;

7) apply with a written or oral report about an impending crime to the authorized anti-corruption body or to the Call Center 1424.

**Conflict of interest**

27. In order to exclude a corruption offense in the event of a conflict of interest:

1) be attentive to any possibility of a conflict of interest;

2) take measures to prevent any possibility of a conflict of interest;

3) notify your immediate supervisor in writing about the conflict of interest that has arisen or about the possibility of its occurrence as soon as you become aware of it;

4) take measures to overcome the conflict of interests that has arisen in consultation with the immediate supervisor;

5) change the official regulations, instructions of the employee who is a party to the conflict of interests, up to his removal from the performance of official duties in accordance with the established procedure, and (or) in his refusal of the benefits that caused the conflict of interests;

6) to form a commission on compliance with the requirements of the Policy on the settlement of conflicts of Interest of the Partnership.

28. It is important to comply with the restrictions, prohibitions and requirements on the prevention or regulation of conflicts of interest in accordance with the requirements of the Conflict of Interest Resolution Policy in FSC of RE LLP, the obligation to notify the employer's representative about appeals for the purpose of inducing corruption offenses, other duties established in order to counter corruption.

**6. The algorithm of actions of employees in a situation of a corrupt nature**

29. One of the forms of reporting a corruption offense is an anonymous appeal with an oral or written statement to the authorized anti-corruption body or to the Call Center 1424. At the same time, it must be remembered that in this case, the applicant cannot count on receiving a response due to anonymity, and the anonymous appeal about the crime itself cannot serve as a reason for initiating a criminal case, except in cases where such an appeal contains information about upcoming or committed criminal offenses.

|  |  |  |
| --- | --- | --- |
| **Financial Settlement Center**  **of Renewable Energy** | **Instruction оn combating corruption and commercial bribery**  **in the “FSC of RE” LLP** | |
| **revision 1** | **page 10 of 14** |

30. In case of extortion of a bribe, an employee of the Partnership must contact the authorized anti-corruption body and write a statement on the fact of extortion of a bribe or commercial bribery, which details the following information:

1) which of the officials (surname, first name, patronymic, position, name of the institution) extorts a bribe or which of the representatives of commercial structures pushes to commit bribery;

2) what is the amount and nature of the extorted bribe (bribery);

3) for what specific actions (or inaction) are bribes extorted or commercial bribery is committed;

4) at what time, in what place and in what way should the direct bribery take place or commercial bribery should be carried out.

31. Along with contacting the authorized anti-corruption body, officials and employees of the Partnership should inform the anti-corruption compliance service (compliance officer) and the General Director of the Partnership about the facts of a corruption offense, as well as when detecting and/or encountering corruption crimes and situations with signs of corruption.

**7. Responsibility of managers**

**for corruption offenses of subordinates**

32. In order to strengthen measures aimed at preventing corruption, a norm is provided that implies the personal responsibility of managers whose subordinates have committed a corruption offense and their guilt has been proven in court.

Disciplinary responsibility involves the imposition of:

1) remarks;

2) reprimands;

3) severe reprimand;

4) termination of an employment contract at the initiative of the employer on the grounds provided for by the Labor Code.

33. The head must submit an application for dismissal in the presence of a court conviction that has entered into force against his direct subordinate or a decision to terminate a criminal case on non-rehabilitating grounds (amnesty, active repentance, reconciliation of the parties and other non-rehabilitating grounds provided for by the legislation of the Republic of Kazakhstan).

34. The application for dismissal is submitted to the responsible person who appointed the head to the position. The decision to dismiss and impose a disciplinary penalty is the prerogative of the person who appointed the head to this position.

The period during which the head resigns is 10 calendar days.

It should be taken into account that when committing an offense of a corrupt nature by a direct subordinate, the head bears personal responsibility after 3 months from the date of appointment to this position.

|  |  |  |
| --- | --- | --- |
| **Financial Settlement Center**  **of Renewable Energy** | **Instruction оn combating corruption and commercial bribery**  **in the “FSC of RE” LLP** | |
| **revision 1** | **page 11 of 14** |

At the same time, the above responsibility does not apply to the management who independently reported the fact of a corruption offense committed by a direct subordinate, according to Article 24 of the Law of the Republic of Kazakhstan "On Combating Corruption".

An employee who has reported the fact of a corruption offense or otherwise assists in combating corruption is protected by the state and is encouraged in accordance with the procedure established by the Government of the Republic of Kazakhstan.

This provision does not apply to persons who have reported knowingly false information about the fact of a corruption offense, who are liable in accordance with the law.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

|  |  |  |
| --- | --- | --- |
| **Financial Settlement Center**  **of Renewable Energy** | **Instruction оn combating corruption and commercial bribery**  **in the “FSC of RE” LLP** | |
| **revision 1** | **page 12 of 14** |

Appendix to the Instructions

on Combating Corruption

and Commercial Bribery in the

FSC of RE LLP

Form

**Register of gifts and acts of hospitality**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| № | Date of the act of hospitality, receipt of a gift | Full name and position of the person who submitted the notification of the act of hospitality, receiving a gift | Name of the gift, description | Full name and position of the person who received the gift | Full NAME of the donor | Special marks |
| *1* | *2* | *3* | *4* | *5* | *6* | *7* |

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

|  |  |  |
| --- | --- | --- |
| **Financial Settlement Center**  **of Renewable Energy** | **Instruction оn combating corruption and commercial bribery**  **in the “FSC of RE” LLP** | |
| **revision 1** | **page 13 of 14** |

**Approval Sheet**

|  |  |  |  |
| --- | --- | --- | --- |
| **Post** | **Full name** | **Date** | **Signature** |
| General Director | Nalibayeva G.K. |  |  |
| Director of the Department of Legal Support and Administrative Support | Baktygalieva E.V. |  |  |
| Compliance Officer  Anti-Corruption  Compliance Service | Mukusheva M.Sh. |  |  |

|  |  |  |
| --- | --- | --- |
| **Financial Settlement Center**  **of Renewable Energy** | **Instruction оn combating corruption and commercial bribery**  **in the “FSC of RE” LLP** | |
| **revision 1** | **page 14 of 14** |

**The List of Familiarization**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **№** | **Post** | **Full name** | **Date**  **of acquaintance** | **Signature** |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |