



GFC

Green
Finance
Centre

GFC CODE OF ETHICS
AND PROFESSIONAL CONDUCT

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GENERAL PROVISIONS

The AIFC Green Finance Centre Ltd (hereinafter - GFC) Code of Ethics and Professional Conduct (hereinafter referred to as the Code) is an internal document of GFC that sets out basic ethical principles and principles of professional conduct that govern GFC in its activities.

The Code has been adopted in the implementation of the AIFC Ethics Code.

The GFC employees, regardless of their position, as well as members of the Governing Bodies, must adhere to the basic ethical principles and principles of professional conduct established by the Code.

GFC shall take into account the requirements of the Code when developing GFC Policies.

The Code is based on the Code of Business Ethics and Standards of Professional Conduct¹ developed by the CFA Institute and the Extended Materials of the Code of Business Ethics and Standards of Professional Conduct, taking into account the requirements of the Code of Ethics of Professional Accountants that are members of the Association "Chamber of Professional Accountants of the Republic of Kazakhstan".

In terms of ensuring quality control of work performed within the framework of professional activities, especially in regards to External Review Activities, the Code is based on separate provisions of the International Standard on Quality Control 1, developed by the International Federation of Accountants²; and on the basic principles of the International Standard of ISAE 3000 for assurance engagements other than audits or reviews of historical financial information³ in regards to ethical requirements, quality control, and management responsibility.

This Code aims at creating a culture of professional ethics for GFC employees, as well as at ensuring the confidence of financial market participants in GFC's professional activities through the implementation of the following objectives:

Ensuring that GFC employees and members of the GFC Governing Bodies understand their personal responsibilities to customers, shareholders and other financial market participants for the professional performance of their duties;

Ensuring a positive business reputation for GFC in the financial markets.

¹ This statement of adherence to the principles of the CFA Institute Code of Conduct is not verified by the CFA Institute.

² International Standard on Quality Control 1: Quality control for firms that perform audits and reviews of financial statements, and other assurance and related services engagements. This statement of adherence to the principles of International Federation of Accountants Standard is not verified.

³ International Standard on Assurance Engagements 3000 (Revised): Assurance Engagements Other Than Audits Or Reviews Of Historical Financial Information. This statement of adherence to the principles of International Federation of Accountants Standard is not verified.

MANAGEMENT RESPONSIBILITIES FOR QUALITY

CEO of GFC assumes ultimate responsibility for GFC's system of quality control as set forth in GFC's Engagements Quality Control Procedures (Schedule 2). GFC implements policies that promote a culture of quality within the organisation. GFC's management recognizes that GFC's business strategy is subject to the overriding requirement for GFC to achieve quality in all assignments that GFC performs, and stresses that:

Commercial considerations should never override the quality of work performed;

Performance evaluation, compensation, and promotion are designed to demonstrate GFC's commitment to quality;

Sufficient resources should be devoted to the development, documentation, and support of quality control policies and procedures.

PRINCIPLES OF ETHICS AND PROFESSIONAL CONDUCT

GFC employees and members of the GFC Governing Bodies should be guided by the following basic principles of ethical and professional conduct when carrying out their professional activities:

1. PROFESSIONALISM

GFC shall ensure the professional competence of its employees through appropriate recruitment, training, professional development, skills management policies, along with ensuring their independence and objectivity, while also ensuring fair treatment of the employees, customers and other stakeholders.

Adherence to this principle includes the following:

Professional Competency

- Knowledge of and compliance with applicable laws and GFC Policies;
- Decision-making in professional activities based on all available and reliable information without unreasonable assumptions and assurances;
- The utilisation of clear, accurate and understandable wordings when interacting with clients and other participants of the financial market;
- Timely and full disclosure of information to be disclosed in accordance with the requirements of the legislation;
- Improvement and maintenance of experience, knowledge, competencies, and skills at the proper level;
- Regular updates of GFC Policies and methodologies.

GFC establishes policies and procedures designed to provide it with reasonable assurance that it has sufficient personnel with the capabilities, competence, and commitment to ethical principles necessary to perform its External Review Activity in accordance with

professional standards and regulatory and legal requirements and to enable GFC to issue reports that are appropriate in the circumstances. An appointed Quality Control Compliance Manager (QCCM) shall have an overall responsibility for GFC Engagements Quality Control Procedures and shall ensure that there are quality procedures in place and that compliance with those procedures is monitored and suitable action taken.

GFC ensures that its policies and procedures address the following personnel issues:

- Recruitment;
- Performance evaluation;
- Capabilities;
- Competence;
- Career development;
- Promotion;
- Compensation.

Independence and Objectivity

- GFC employees' freedom to present their opinions without being affected by any factors that jeopardize professional judgment, i.e. from bias, prejudice, or conflict of interests;
- Independence of GFC employees in the preparation of External reviews conducted in accordance with GFC methodologies. Management and other GFC personnel who are not part of the reviewing team for a specific assignment, and related review, shall not interfere with the content of the External review/conclusions/reports or the methodology used to formulate the findings. Specifically, GFC's External review activity staff are in separate teams from those whose primary responsibility is commercial and sales activities or advisory services. This separation aims to preserve the analysis objectivity of GFC's products and services with respect to External reviews. Advisory services team members and sales activities team members shall refrain from exerting any pressure, explicit or implicit, on External review team members to change, not change, or justify any aspect of External review analysis/conclusions/reports or the methodology. External review analysts/researchers must not take part or be involved in sales discussions with companies included within GFC's client pool;
- Performance by GFC employees of their duties with due diligence, accuracy, reasonableness, and independence;
- Inadmissibility of requiring or accepting Gifts, including payments or other types of remuneration that may trigger a Conflict of Interest.

GFC must be able to communicate its independence requirements to employees and where applicable, others subject to them; and identify and evaluate threats to its independence and apply appropriate safeguards as required.

- As part of the preparation of External review reports/independent assessments, all such reports shall be subject to quality control review, i.e. be reviewed by a suitably

qualified person before the report is issued. They should be documented.

- The eligibility of the reviewer depends upon both his or her technical qualifications (including the necessary experience and authority) and the degree to which the reviewer can be consulted on the assignment without compromising the reviewer's independence.

Justice

- Ensuring an unbiased attitude towards the clients;
- Equal treatment of the rights of shareholders, customers, business partners;
- Fair treatment of colleagues;
- non-discrimination towards GFC's personnel, clients, and other participants of the financial market on any grounds, including discrimination on the basis of racial differences, gender, national origin, religion, disability, sexual orientation or age;
- inadmissibility of any type of aggression.

2. INTEGRITY

Following this principle implies:

- Compliance with the obligations undertaken;
- Prohibition of the use of Confidential Information for personal purposes, and for the benefit of third parties;
- Honest and respectful attitude towards GFC's employees, clients, and other financial market participants;
- Timely resolution of Conflicts of Interests, and full disclosure of information about them;
- Suspension from involvement in reports, declarations, communications, or any other information, in respect of which the employee responsible for conducting the review or analysis concludes, that these: (1) contain materially false or misleading allegations; (2) contain allegations or information obtained in a dishonest manner; (3) omit or conceal information the absence of which misleads users.

3. AVOIDANCE OF CONFLICTS OF INTERESTS IN EXTERNAL REVIEW ACTIVITIES

Following this principle implies:

- In cases, where the employees who are responsible for the preparation of External review reports/conclusions, understand that they have a significant financial interest in the company in question, or benefit from the results of the review, or have another personal conflict of interest, they must notify their supervisor and the GFC Ethics Manager.
- Management that is responsible for GFC's External Review Activities, should

carefully assess potential conflicts of interest in External reviews, and initiate additional External review processes, if necessary to ensure its objectivity.

- GFC forms judgments regarding the information received from companies, stakeholders, or the mass media using its methodology. This information should be documented and accounted for.
- When conducting independent reviews upon the request of companies, GFC takes all necessary measures to prevent the disclosure of Confidential Information in order to prevent its misuse and insider transactions. Reports and opinions prepared by GFC may be intended solely for the purposes of the client (company, local authorities, etc.). At the same time, the client can publish any part of the report or prepare a summary version of it intended for the public. The nature and extent of the public distribution of the documents are part of the terms of the contract between GFC and the client requesting the evaluation.

4. PROTECTION OF CONFIDENTIAL INFORMATION

Following this principle implies:

- Ensuring the protection of GFC's Confidential Information (including outside working hours and outside the workplace) even after a change of the place of employment: a former GFC employee must not use or disclose Confidential Information that became known to him while working at GFC;
- Preventing the disclosure of Confidential Information inside or outside GFC, except as expressly authorised by applicable law and GFC Policies;
- In any attempts of a third party to knowingly, or unlawfully obtain Confidential Information, the employees involved or informed are obliged to immediately inform their supervisor or GFC Ethics Manager.

5. CLIENT LOYALTY

Following this principle implies:

- Loyalty and prudence in actions towards the clients, taking reasonable measures of caution in judgments, directing the interests of clients, which are put by employees above the interests of the employer and their own interests.

PROFESSIONAL CONDUCT IN THE ENGAGEMENT WITH CLIENTS AND THE CONTEXT OF EXTERNAL RELATIONS

1. GIFTS & BUSINESS TRIPS

- Employees are prohibited from giving or receiving anything that could be construed as a bribe in any circumstances. Employees are not allowed to accept gifts above \$1,000. For research visits and business trips to relevant companies, employees must first obtain approval from the GFC Ethics Manager.

2. SOCIAL NETWORKS

- GFC does not prohibit social network activity of its employees aimed at raising awareness and at advocacy on issues of responsible investment and corporate social responsibility. GFC employees should use common sense when using social media, and other online activities to avoid disclosing Confidential Information or posting inappropriate content.
- In published biographical information, GFC employees can refer to their position and give a high level description of it. If employees are not an authorized representative of GFC, AIFC body or AIFC organisation, or AIFC in the broad sense, it is forbidden to indicate in social networks, or other online messages that they are acting on behalf of GFC.

3. ANTI-CORRUPTION

Following this principle implies:

- Prevention of corruption in any forms and manifestations in GFC's activities;
- Responsibility of the Governing Bodies and GFC employees for combating corruption while performing their duties.

COMPLIANCE WITH THE CODE AND LIABILITY FOR VIOLATION OF ITS PROVISIONS

The provisions of the Code shall be subject to mandatory execution by all employees, as well as members of GFC's Governing Bodies. Deviations from the rules established by this Code are unacceptable.

If a GFC employee is unsure whether his or her actions or decisions, or the actions or decisions of colleagues and managers, are ethical and are in compliance with the GFC principles of professional conduct, he or she should seek assistance of the supervisor, or the GFC Ethics Manager.

In case of violation of the provisions of the Code, GFC employees may be subject to the measures of liability provided for by applicable law and GFC Policies.

Establishment of any signs in GFC employee's actions of violation of one or more provisions of this Code shall be the grounds for holding said employee accountable in accordance with the Code.

The GFC Ethics Manager analyses the information obtained regarding possible violations of the Code and brings the results of the analysis to the GFC HR personnel to make decisions on the possible disciplinary accountability of GFC employees under the applicable law and GFC Policies.

GFC expects that GFC employees, Governing Bodies, as well as market participants and other individuals associated with GFC through business dealing or partnership, and who have reason to believe that the rules of the Code are being violated, must report facts or

suspicious that are known to them, as well as report where GFC's interests or reputation are compromised via e-mail: gfccompliance@aifc.kz.

GFC guarantees that the information provided will not under any circumstances be used against the individual who reported this violation (including the GFC employee in question).

MONITORING COMPLIANCE WITH THE CODE

The GFC Ethics Manager is a GFC employee responsible for the Code implementation, awareness-raising, clarification of its provisions, and monitoring its compliance. The presentation of the Code will be included in recruitment procedures.

Any questions regarding the application of the Code should be directed to the supervisor or, if he or she is unable to respond, to the GFC Ethics Manager.

FINAL PROVISIONS

The Code shall come into force on the date of its approval by GFC's Board of Directors.

Any changes or additions made to the Code must be documented in writing and approved by GFC's Board of Directors.

Schedule 1. GLOSSARY

External Review Activity — professional activities carried out on an ongoing basis, consisting of the preparation, approval, revision, withdrawal of external review reports/conclusions, including Second Party Opinions and independent assessments, based on the analysis of information in accordance with the approved methodology and accompanied by disclosures about the conducted review in a manner specified in the contract with the client, including the method that opens access to an unlimited number of individuals.

Code — GFC Code of Ethics and Professional Conduct.

GFC Ethics Manager — Ethics Ambassador who is also charged with overseeing compliance with the Code. The legal team supports the GFC Ethics Manager, if necessary..

Ethics Ambassador — GFC Ethics Ambassador for the AIFC Ethics Code.

The AIFC Ethics Code — an overarching document that sets out the AIFC values and ethical standards that are expected in the AIFC. The AIFC Ethics Code is approved by the order of the Governor of the AIFC No. 129 dated 12 June 2020. The AIFC Ethics Code applies to the AIFC Bodies and AIFC Organisations as determined in the order of the Governor on approval of the AIFC Ethics Code.

Confidential Information — any information that is not generally disseminated, including: (1) non-public information submitted by counterparties for the implementation of External Review Activities under concluded contracts; (2) insider information obtained from any source; (3) unpublished press releases regarding External Review Activities, unpublished reports; (4) details of contracts with counterparties for the provision of review and other services; (5) development strategy, description of internal business processes and other know-hows; (6) personal data of GFC employees and employees of counterparty companies.

Conflict of interests — a situation where the personal interest (direct or indirect) of GFC analysts, other GFC employees and individuals who control or exert significant influence over GFC may negatively affect GFC’s independence, objectivity, and transparency (including the preparation of independent review reports and conclusions), as well as entail other negative consequences for GFC, GFC employees and/or reviewees.

Governing Bodies — GFC Board of Directors, CEO of GFC.

CEO of GFC — Chief Executive Officer of GFC.

Gifts/Rewards includes, but is not limited to, cash, cash equivalents (gift card, voucher, etc.), entertainment or other items worth \$1,000 or more (individually or in combination).

GFC Policies — GFC’s internal documentation, including the Founding Entity’s internal documents that have been implemented by GFC, that are necessary for day-to-day activities of the GFC.

Founding Entity — JSC “AIFC Authority”.

Quality Control Compliance Manager (QCCM) — an officer in charge of compliance in regard to External review activity appointed by CEO of GFC to whom GFC management assigns the operational responsibility for GFC’s quality control system.

Schedule 2. GFC ENGAGEMENTS QUALITY CONTROL PROCEDURES [for internal use only]