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APPROVED

By UMP JSC Board of Directors Decision
(Minutes No. 2 dated **February 28, 2023**)

Regulation
on Ulba Metallurgical Plant
Joint-Stock Company Ombudsman

Ust-Kamenogorsk, 2023

Section 1. General Provisions

1.1 These Regulation on Ulba Metallurgical Plant Joint-Stock Company Ombudsman (hereinafter referred to as “the Regulation”) have been developed in accordance with the legislation of the Republic of Kazakhstan, the Charter of UMP JSC (hereinafter referred to as “the Company”), the Corporate Governance Code of UMP JSC, the Code of Corporate Ethics and Compliance of JSC UMP (hereinafter referred to as “the Code”) and other internal documents of the Company in order to determine the procedure for appointing and terminating the powers of Ombudsman, his tasks, functions, rights and obligations, and his activities.

1.2 The Institute of Ombudsman in the Company was created as a part of the initiatives, measures and actions taken by the Sole Shareholder (General Meeting of Shareholders), Board of Directors and Executive Board of the Company in order to:

- 1) Ensure compliance with the Code by the bodies and officials of the Company;
- 2) Strengthen measures to prevent and resolve social and labor disputes, corporate conflicts and conflicts of interest;
- 3) Improve Company’s image.

1.3 The Ombudsman shall carry out his activities in accordance with current legislation of the Republic of Kazakhstan, Charter of the Company, the Code, other internal documents of the Company and these Regulation.

1.4 The Institute of the Ombudsman is not an independent position and is not reflected in the staff list and management structure of the Company, and also does not affect the number of employees of the Company.

Section 2. Appointment, Dismissal and Conditions of Remuneration of an Ombudsman

2.1 An Ombudsman is appointed by the decision of the Board of Directors of the Company. The Ombudsman reports directly to the Board of Directors of the Company. The presence of the candidate(s) for appointment as Ombudsperson at the said meeting is mandatory.

2.2 The requirements for a candidate for appointment as an Ombudsman shall be:

- 1) Higher education;
- 2) Work experience at least 5 (five) years, including in the field of corporate governance or in a managerial position - at least 2 (two) years;
- 3) No criminal records;
- 4) Impeccable business reputation as well as such personal qualities as honesty, perseverance, sociability, responsibility;
- 5) Organizational and analytical abilities and skills;
- 6) Knowledge of specifics of the Company’s activities.

2.3 The term of office of an Ombudsman shall be 2 (two) years. The Ombudsman may be re-elected an unlimited number of times.

2.4 Early termination of powers of the Ombudsman shall be carried out by the Board of Directors of the Company.

2.5 During the period of appointment by an Ombudsman, an additional payment is established for the employee for expanding the service area (performing additional duties of an Ombudsman). The amount of additional payment for the expansion of the service area is established by the act of the Chairman of the Management Board of the Company, taking into account the recommendations of NAC Kazatomprom JSC or the Board of Directors of the Company but not more than 30 (thirty) percent of his salary. The additional amount of work should not exceed 50 (fifty) percent of the amount of work for the main position of the employee who is assigned additional duties.

During the period of performance of his duties, an Ombudsman may be paid other types of remuneration and (or) compensate for expenses related to the performance of the functions of an

Ombudsman, the procedure and amount of payment of which are established by the decision of the Board of Directors of the Company.

2.6 For the purpose of timely consideration of incoming appeals and ensuring constant activity of the Institute of Ombudsman of the Company for the periods when the Ombudsman is on vacation, business trip or his temporary disability, the assignment of the duties of the Ombudsman to another person is established by an act of the Chairman of the Management Board of the Company.

Section 3. Principles of Work of the Ombudsman

3.1. Independence:

- 1) The Ombudsman shall be independent in his activities and independent in his judgments;
- 2) The Ombudsman shall independently make decisions on taking appropriate measures in relation to the received appeal.

3.2 Neutrality and impartiality:

- 1) The Ombudsman shall be neutral, impartial and independent in considering the appeal;
- 2) The Ombudsman shall not act on the side of any of the conflicting (disputing) parties;
- 3) The Ombudsman shall have no personal material and (or) non-material interests from the results of consideration of appeals.

3.3 Privacy:

- 1) The Ombudsman shall not disclose information unless he receives permission from the applicant, and even in this case, he independently makes the final decision at his own discretion. The exception is the cases established by the current legislation of the Republic of Kazakhstan;
- 2) The Ombudsman when providing recommendations on the main trends, identified problems, existing policies and established practices, shall not disclose the names of persons who have applied to him.

3.4 Informality:

- 1) The Ombudsman shall carry out his activities on an informal basis, in particular, hears, provides and receives information, materials and necessary explanations, and also, at his discretion, invites interested parties to participate on an informal basis;
- 2) The Ombudsman shall not make binding decisions and shall not make formal decisions for (for) the Company's officials;
- 3) The Ombudsman shall only supplement formal sources for resolving conflict (controversial) situations but in no case replace them;
- 4) Appeal to the Ombudsman shall be voluntary but not mandatory.

Section 4 Tasks of the Ombudsman

4.1 The tasks of the Ombudsman within the framework of his activities shall be:

- 1) Assistance in resolving labor disputes, conflicts, problematic issues of a social and labor nature, corporate conflicts and conflicts of interest;
- 2) Ensuring compliance with the Code by the bodies, officials and employees of the Company and, if necessary, explaining its provisions;
- 3) Assistance in improving rating and image of the Company through early warning and settlement of disputes and conflicts;
- 4) Ensuring informal communications between officials and employees of the Company, timely identification on this basis of problems and areas for improvement, making proposals for improving the policies and procedures of the Company.

Section 5 Functions of the Ombudsman

5.1 The Ombudsman, in accordance with the tasks assigned to him, shall perform the following functions:

- 1) Review received applications, applications and letters from employees, officials of the Company, as well as business partners and interested parties on issues within its competence, prepare explanations and answers;
- 2) Advise applied employees of the Company, participants in labor disputes, conflicts and assists them in developing mutually acceptable, constructive and feasible solution, taking into account compliance with the laws of the Republic of Kazakhstan, including confidentiality, if necessary;
- 3) Assists in solving problematic social and labor issues of the Company's employees, as well as in compliance with the principles of business ethics by the Company's employees;
- 4) Develops recommendations for persons participating in a dispute, conflict or problem situation on the settlement of conflicts (disputes);
- 5) Provide explanations to officials and employees of the Company on issues related to the requirements of the Code;
- 6) Submit reports in accordance with the established procedure for consideration by the Committees of the Board of Directors of the Company;
- 7) Initiate submission for consideration by the management body of the Company of the problematic issues identified by it, which are of a systemic nature and require appropriate decisions (comprehensive measures), with the introduction of constructive proposals for their solution;
- 8) Inform the bodies and officials of the Company about violations in the field of corporate ethics identified in the Company;
- 9) Participate in development and periodic revision of the Code and internal documents of the Company aimed at its implementation.

Section 6 Rights and Obligations of the Ombudsman

6.1 The Ombudsman shall have the right to:

- 1) Request and receive from employees, officials, departments of the Company the information, materials and explanations necessary for consideration of applications, as well as for drawing up a report on compliance with requirements of the Code for the Board of Directors of the Company;
- 2) Apply personally to employees, officials of the Company on issues of non-compliance with the provisions of the Code;
- 3) Provide employees, officials of the Company with clarifications and interpretation of the provisions of the Code;
- 4) Meet with labor teams and persons who applied to the Ombudsman, officials of the Company on the issues within its competence;
- 5) Initiate procedures to identify violations of the provisions of the Code, both on the basis of the received applications and on their own initiative.

6.2 The Ombudsman shall:

- 1) Participate in reviewal of issues regarding non-compliance with the provisions of the Code;
- 2) Keep records of appeals of employees, officials of the Company as well as interested persons on the issues of non-compliance or violation of the provisions of the Code;
- 3) Observe independence and impartiality when participating in consideration of disputes on the issues of non-compliance with the Code;
- 4) Ensure anonymity of the employee/official of the Company who applied to the Ombudsman (in case of a wish to remain anonymous);
- 5) At least 1 (one) time per year, in accordance with the established procedure, submit a report on the results of work performed to the Board of Directors of the Company which evaluates the results of his activities.

Section 7. Work with Appeals and Organization of the Activities of the Ombudsman

7.1 Interested parties shall have the right to apply with an appropriate appeal about illegal and unethical actions of officials and employees of the Company, including anonymously, and their rights should not be infringed in the event of such a report:

- 1) Personally and directly to the Ombudsman;
- 2) By phone or by email to the hotline indicated on the official Internet resource of the Company;
- 3) By email ombudsman@ulba.kz;

7.2 The Ombudsman shall within his competence:

- 1) Review appeals of the Company's employees that are not subject to consideration (are not under consideration) in law enforcement and judicial bodies of the Republic of Kazakhstan, are not at the stage of settlement in pre-trial and out-of-court procedures;
- 2) Provide the person who applied to him with a written or informal response (feedback) on the results of consideration of the appeal and the measures taken.

7.3 Appeals, regardless of their form and method of receipt, shall be accepted for review by the Ombudsman immediately in order to make a final decision.

7.4 Departments responsible for record keeping in the Company shall send the received correspondence addressed to the Ombudsman, without opening and registration, only to the Ombudsman. The fact of the received appeal by the Ombudsman shall be brought to the attention of the relevant employee, if necessary, the head of the structural department, the official of the Company. In agreement with the Ombudsman, the head of the structural department, an official of the Company appoints a responsible person to coordinate actions and provide maximum assistance to the Ombudsman on the received appeal.

7.5 The Ombudsman shall have the right to redirect the persons who applied to him, received correspondence to the relevant structural unit and to the official of the Company for their subsequent conduct of the necessary official correspondence on behalf of the Company in the manner and within the time limits established by the current legislation of the Republic of Kazakhstan.

7.6 Correspondence that comes to the name of officials and heads of structural divisions of the Company cannot be entrusted to the Ombudsman. Correspondence may be forwarded to the Ombudsman only as a notification (for information) and for joint consideration of the issue.

Responsibility for timely review and provision of a response in accordance with the current legislation of the Republic of Kazakhstan shall be with the person to whom the correspondence is addressed (officials and heads of structural divisions of the Company empowered to conduct outgoing correspondence).

7.7 Participation of the Ombudsman in the internal investigation shall not be allowed. Official investigations shall be carried out by the relevant departments of the Company.

7.8 The Ombudsman shall not be a member (chairman) of the working bodies, commissions on matters of internal investigations and (or) disciplinary liability of the Company's employees.

At the same time, the Ombudsman shall have the right to informally attend meetings of such bodies and commissions at his own discretion.

7.9 The Ombudsman, within his competence, shall have the right to give the necessary explanations which are advisory in nature.

7.10 Administrative and organizational activities of the Ombudsman shall be provided by authorized persons of the Company in the manner prescribed by the internal documents of the Company.

In particular, the responsible structural department and (or) officials ensure that the necessary measures are taken to protect against listening (viewing) the means of communication (communication channels) of the Ombudsman (helpline, computer, email, software, etc.). The Ombudsman must be organizational and technically isolated at the location of the Company's executive body.

7.11 Officials of the Company shall be obliged to:

- 1) Provide and ensure that the employees of the Company provide reliable information, materials and explanations necessary for the Ombudsman to review applications and perform the functions assigned to the Ombudsman in the time and manner specified in the relevant request of the Ombudsman;

- 2) Carry out immediate reception of the Ombudsman on the issues within the competence of the Ombudsman;
 - 3) Ensure a meeting of the Ombudsman with the person(s) who applied, the labor collective on issues within the competence of the Ombudsman;
 - 4) Participate and ensure participation of the Company's employees in their hearing by the Ombudsman on received applications as well as in the discussion of other issues within the competence of the Ombudsman;
 - 5) Immediately inform the Ombudsman about the potential conflicts (disputes) in order to respond in a timely manner;
 - 6) Take other measures and perform actions aimed at maximum assistance to the Ombudsman in carrying out his activities.
- 7.12 Officials of the Company shall guarantee and ensure confidentiality of consideration of information on violation of business ethics, legislation of the Republic of Kazakhstan and other internal documents of the Company within the limits established by the current legislation of the Republic of Kazakhstan.
- 7.13 In the event of a violation by employees and officials of the Company of the provisions of the Code, the Ombudsman shall compile materials for further sending and making a decision to the Board of Directors of the Company.
- 7.14 The results of consideration and the decisions taken shall be communicated to the applicant within the period established by the legislation of the Republic of Kazakhstan or the internal documents of the Company. The Ombudsman and the Board of Directors of the Company shall guarantee the confidentiality of consideration of information on violation of the requirements of the Code.

Section 8. Final Provisions

- 8.1 These Regulation shall come into force from the moment of its approval by the decision of the Board of Directors of the Company.
- 8.2 Changes and additions to these Regulation shall be made in the manner similar to the approval of the Regulation.