CONFLICT-OF-INTEREST POLICY
OF CAROLINAS QAZAQ COMMUNITY

This Conflict-of-Interest Policy (the "Policy") is adopted by the Board of Directors of Carolinas Qazaq Community, a North Carolina nonprofit corporation (the "Corporation"), to protect the Corporation when considering transactions, arrangements, compensation, or other decisions that could benefit the private interests of a Director, officer, or other person in a position of authority.

This Policy is intended to support the Corporation's charitable and educational purposes and intended qualification under Section 501(c)(3) of the Internal Revenue Code. It supplements, and does not replace, applicable federal and North Carolina law, the Articles of Incorporation, or the Bylaws.

ARTICLE I — PURPOSE

The purpose of this Policy is to identify actual or potential conflicts of interest, require timely disclosure, establish procedures for review and recusal, protect the Corporation from improper private benefit or excess benefit transactions, and create an appropriate written record of decisions involving interested persons.

ARTICLE II — PERSONS COVERED AND DEFINITIONS

Section 1. Covered Persons

This Policy applies to all Directors, principal officers, and members of committees or other bodies exercising authority delegated by the Board. The Board may apply this Policy to employees, contractors, volunteers, or other persons when appropriate.

Section 2. Interested Person

An Interested Person is a covered person who has a direct or indirect financial interest, or another personal interest that could reasonably affect or appear to affect the person's independent judgment concerning a matter before the Corporation.

Section 3. Financial Interest

A person has a financial interest if, directly or indirectly, including through business, investment, or family relationships, the person has:

- an ownership or investment interest in an entity with which the Corporation has or is considering a transaction or arrangement;
- a compensation arrangement with the Corporation or with an entity or individual with which the Corporation has or is considering a transaction or arrangement;
- a potential ownership, investment, or compensation interest in an entity or individual with which the Corporation is negotiating a transaction or arrangement; or
- a material gift, favor, benefit, loan, or other economic interest that could reasonably influence the person's judgment.

A financial interest does not automatically mean that a conflict of interest exists. The disinterested Directors or authorized committee determine whether an actual conflict exists after disclosure of the material facts.

Section 4. Family

For purposes of disclosure under this Policy, family includes a spouse, ancestors, children, grandchildren, great-grandchildren, siblings, and the spouses of children, grandchildren, great-grandchildren, and siblings, and may include other close family relationships when the relationship could reasonably affect independent judgment.

ARTICLE III — DUTY TO DISCLOSE

A covered person shall promptly disclose any actual or possible conflict of interest and all material facts known to that person before the Corporation takes action on the matter. Disclosure shall be made to the Board or the appropriate committee considering the matter.

Covered persons shall also update their disclosures when circumstances materially change.

ARTICLE IV — DETERMINING WHETHER A CONFLICT EXISTS

After disclosure of the relevant interest and material facts, the Interested Person may answer questions or provide information requested by the Board. The Interested Person shall then leave the meeting or otherwise refrain from participating while the disinterested Directors discuss and determine whether a conflict of interest exists.

The determination shall be made by the disinterested Directors in accordance with applicable North Carolina law, the Bylaws, and this Policy.

ARTICLE V — PROCEDURE FOR ADDRESSING A CONFLICT

If the Board or authorized committee determines that a conflict exists:

- the Interested Person may provide factual information or make a presentation before deliberations, but shall not participate in the deliberation or vote on the transaction or arrangement;
- the Board may designate a disinterested Director or other appropriate person to investigate reasonable alternatives;
- the disinterested Directors shall consider whether the Corporation can obtain a more advantageous or appropriate arrangement from a person or entity that would not create the conflict;
- if a conflict-free alternative is not reasonably available, the disinterested Directors may approve the transaction only after determining that it is in the Corporation's best interests, for the Corporation's benefit, and fair and reasonable to the Corporation; and
- approval shall satisfy the voting and other requirements of applicable North Carolina law, the Articles, Bylaws, and any stricter Board policy.

No conflict transaction shall be approved by a single disinterested Director when North Carolina law requires approval by more than one disinterested Director.

ARTICLE VI — COMPENSATION, REIMBURSEMENTS, AND PAYMENTS

Section 1. Interested Persons May Not Approve Their Own Benefits

No Director or officer shall vote on, approve, or improperly influence that person's own compensation, reimbursement, payment, contract, or other financial benefit.

Section 2. Reasonableness

Any compensation paid by the Corporation shall be reasonable for services actually provided and shall further the Corporation's charitable and educational purposes. When appropriate, the Board should consider reliable comparability information and document the basis for its decision.

Section 3. Multiple Offices

A person holding more than one office may not use multiple titles to satisfy a requirement for approval or signatures by two separate persons. This rule applies to the President/Acting Secretary and Vice President/Acting Treasurer structure established by the Corporation's Bylaws.

Section 4. Director Compensation

A Director receiving compensation from the Corporation for services separate from Board service shall not vote on matters concerning that Director's compensation or financial arrangement.

ARTICLE VII — VIOLATIONS OF THIS POLICY

If the Board has reasonable cause to believe that a covered person failed to disclose an actual or possible conflict, the Board shall inform the person of the basis for that belief and provide a reasonable opportunity to explain.

After considering the response and conducting any investigation reasonably warranted, the Board may take appropriate corrective or disciplinary action consistent with the Bylaws, applicable law, contractual rights, and the Corporation's charitable purposes.

ARTICLE VIII — RECORDS OF PROCEEDINGS

Minutes or other corporate records concerning an actual or possible conflict shall document, as appropriate:

- the name of the person who disclosed or was found to have an interest;
- the nature of the interest and material facts disclosed;
- the action taken to determine whether a conflict existed;
- the Board's or committee's determination concerning the conflict;
- the names of persons present for the discussion and vote;
- the substance of the discussion, including material alternatives considered;
- the Interested Person's recusal or absence from deliberation and voting; and
- the vote and final decision.

ARTICLE IX — ANNUAL DISCLOSURE AND ACKNOWLEDGMENT

Each Director, principal officer, and member of a committee with Board-delegated powers shall annually complete and sign the Conflict-of-Interest Annual Disclosure and Acknowledgment attached to this Policy or another form approved by the Board.

Each covered person shall affirm that the person has received, read, understands, and agrees to comply with this Policy and understands that the Corporation must operate primarily in furtherance of its tax-exempt charitable and educational purposes.

ARTICLE X — PERIODIC REVIEW

The Board shall periodically review the Corporation's conflict-of-interest practices to help ensure that the Corporation operates consistently with its charitable purposes and intended tax-exempt status. Reviews may include:

- whether compensation arrangements and benefits are reasonable and appropriately documented;
- whether transactions with Directors, officers, family members, related businesses, or other insiders are fair to the Corporation and appropriately approved;
- whether reimbursements and payments are supported by appropriate documentation;
- whether partnerships, joint ventures, management arrangements, and significant contracts further the Corporation's exempt purposes and avoid improper private benefit; and
- whether conflict disclosures and recusals are properly recorded.

ARTICLE XI — ADMINISTRATION

The Board of Directors is responsible for administering this Policy. The Acting Secretary or Secretary shall maintain signed annual disclosures and conflict-related records with the Corporation's records, subject to reasonable confidentiality and applicable disclosure requirements.

This Policy may be amended by the Board in accordance with the Bylaws and applicable law, provided no amendment authorizes conduct inconsistent with Section 501(c)(3), the Articles of Incorporation, or applicable North Carolina law.

BOARD ADOPTION

The undersigned certify that this Conflict-of-Interest Policy was adopted by the Board of Directors of Carolinas Qazaq Community.

Date of Adoption: 9/30/2026

Aslan Prmagambet
President and Acting Secretary

Approved by the Board of Directors in accordance with the Bylaws and the Corporation's organizational resolutions.

BOARD APPROVAL AND SIGNATURE PAGE

The undersigned, being all five voting Directors of Carolinas Qazaq Community, approve and adopt the foregoing Conflict-of-Interest Policy effective September 30, 2026. Each Director acknowledges that the Policy is an official policy of the Corporation and agrees to comply with its disclosure, recusal, and documentation requirements.

This Board approval page documents adoption of the Policy. It does not replace the separate Annual Conflict-of-Interest Disclosure and Acknowledgment Form that each covered Director and principal officer should complete individually.

Approved by all five Directors:

- Yermek Sultangaleyev
- Aibek Rysbek
- Yermek Zhaukeyev

- Kuat Akhmetov
- Aidyn Mojica

Public copy. This document reproduces the text adopted by the Board of Directors of Carolinas Qazaq Community on September 30, 2026. Signatures are left out of the public copy; the signed original is kept with the Corporation's records by the Secretary.