

**Cengiz Holding A.Ş.**

**Anti-Bribery and  
Anti-Corruption  
Policy**

January 2023

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## 1. Objective and Scope

The objective of the Anti-Bribery and Anti-Corruption Policy ("**Policy**") is to establish a set of principles and rules that the employees of Cengiz Holding A.Ş. and Group Companies ("**Cengiz Holding**", "**Holding**" or "**Group**") must comply with in the context of the fight against bribery and corruption while carrying out their activities and to ensure that employees abide by all anti-bribery laws in a global manner.

Failure to comply with anti-bribery laws may lead to a wide range of penalties for Cengiz Holding and its employees and to the Group's loss of reputation.

This Policy shall apply to all employees of Cengiz Holding in global terms and all Third Parties associated with Cengiz Holding will be expected to comply with this Policy.

## 2. Definitions

If the terms, words, and expressions used in the policy have not been defined under this title, their meanings shall be taken from the applicable laws, regulations, and sectoral meanings.

**Donation:** Shall refer to cash or aid-in-kind (product or service) made to various individuals, institutions (such as associations, foundations, and other non-profit organizations), other private or official institutions and organizations within the scope of a social responsibility project to serve the public interest.

**Bribery:** Shall be defined as the requesting or offering of material or moral benefits to a public official (or in the name of a public official) or any third party, on behalf of a real person or legal entity, to perform, slow down, accelerate or cause to fail to perform a task, mediating such transactions and thus providing a direct or indirect benefit by this means.

**Politically Exposed Person:** Shall refer to the persons holding an important public office. Politically exposed persons include, but shall not be limited to the following persons:

- Government heads, ministers, and deputy ministers,
- Members of Parliament,
- Judges of supreme courts, constitutional courts, or other high-level judicial bodies,
- Ambassadors,
- Board of Directors members of central banks,
- High-ranking officers in the army,
- Members of administrative, management or supervisory bodies of state-owned enterprises,
- Or persons working in positions equivalent to the positions listed above and the family members and close business partners of all the same.

**Third Party:** Shall refer to the supplier, contractor, subcontractor, dealer, distributor, broker, agent or all representatives and consultants acting on behalf and on account of the Holding.

**Corruption:** Shall be defined as the provision of all kinds of measurable tangible or intangible gains to the person in charge by means of requesting, offering, giving and accepting all kinds of illegal benefits contrary to the requirements of their duty.

**Sanction and Exclusion List** Shall refer to the lists of countries, organizations and persons that are determined by countries or international organizations such as the United Nations or the European Union and with whom trade is restricted or prohibited.

### **3. General Principles**

It is prohibited to perform or offer/undertake any activity that constitutes bribery or that may be perceived as bribery by Cengiz Holding employees or related Third Parties. Cengiz Holding employees should not provide or offer bribe, commission, facilitation payments, inappropriate gifts, and entertainment to or accept from any government official regardless of local practices, traditions, and customary ways of doing business in any country.

All Cengiz Holding employees and third parties acting on behalf of the Holding must particularly comply with the local legislation as well as all anti-bribery laws and regulations in force, including but not limited to the United States Foreign Corrupt Practices Act (FCPA)<sup>1</sup> and the UK Bribery Act (UKBA)<sup>2</sup>. In this context, accounting records related to all kinds of transactions carried out to minimize the risks in the fight against bribery and corruption should be kept clear, transparent and in compliance with the accounting standards.

In accordance with their terms of reference, employees who establish business relationships with Third Parties should receive a training at least once a year within the scope of anti-bribery and anti-corruption, and it is the responsibility of the Human Resources Department to determine the units that require training and to provide such training. Training records and participant lists shall be retained by the Human Resources Department for the organization and follow-up of the trainings. Employees who have recently started working within the Group should be informed about this Policy and anti-bribery and anti-corruption issues by their managers.

### **4. Third Party Relationships**

In all processes related to third parties, the Holding provides minimum controls before entering a business relationship with third parties and at regular intervals throughout the term of business relationship to minimize all compliance risks it may encounter through the relevant parties and to manage such risks. In this context, a detailed due diligence process including negative news controls for the relevant parties, international sanctions and exclusions list controls, controls of whether there is any politically exposed person among the company partners and managers before the commencement of the business relationship will be carried out by the unit that will conclude the business contract. In this detailed due diligence process, it will be determined whether the relevant third party will interact with public institutions on behalf of Cengiz Holding or not. If the relevant party is to interact with any government agency on behalf of Cengiz Holding, then Cengiz Holding Legal Department should be informed about the matter. The Legal Department will examine the documents related to the due diligence process carried

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<sup>1</sup> <https://www.justice.gov/criminal-fraud/file/1292051/download>

<sup>2</sup> [https://www.legislation.gov.uk/ukpga/2010/23/pdfs/ukpga\\_20100023\\_en.pdf](https://www.legislation.gov.uk/ukpga/2010/23/pdfs/ukpga_20100023_en.pdf)

out by the business unit and may ask for some additional documents and information to be requested or additional research to be carried out, if required.

If any risk is encountered as the result of these evaluations, the decision to cooperate with the relevant party will be asked to the Board of Directors by obtaining the opinion of the Legal Department. In the case a decision to cooperate is resolved despite any adverse situation, it will be necessary to implement an action plan to mitigate the related risks together with the Legal Department.

It is essential to document and keep all due diligence, opinion, and approval processes.

The provisions required to ensure compliance with the legislation addressed within the scope of anti-bribery and anti-corruption will be included in the signed contracts. It is clearly stated in the provisions of the contract that the issue of change of authorized persons of third parties should be communicated to the relevant unit of the Holding.

It will be the responsibility of the relevant unit to renew the due diligence process periodically in case of changes in the due diligence results and within the relevant parties during the business relationship process, such as a change in activity, partnership, senior management, etc. that may affect Cengiz Holding.

### **Donations and Sponsorships**

Cengiz Holding offers support to a reasonable extent within the scope of donation and sponsorship activities to increase the educational and social opportunities of the regions where it operates. However, donation and sponsorship activities to be covered by the Holding cannot be carried out to provide an undue advantage under any circumstances. No attempts to promote corruption may be made under the name of donation and sponsorship to any government official or a Politically Exposed Person.

All donations and sponsorships will be carried out in accordance with the rules and principles defined within the framework of *Cengiz Holding Donation and Sponsorship Policy*.

### **Gifts and Entertainment**

Reasonable gifts and entertainment may be accepted to strengthen relations with third parties. The reputation of Cengiz Holding may be damaged in cases where gifts and entertainment activities are carried out outside the determined rules or contrary to the laws.

Group employees should consider the Group's ethical values such as integrity, efficiency, customer orientation, quality, reliability, justice, business ethics and goodwill when carrying out gift and entertainment activities. Gift and entertainment activities should not affect the decision-making processes of Cengiz Holding and related parties or should not expect anything in return or be continuous and should be recorded in a manner that is clear, detailed, understandable, and provable.

Gifts and entertainment activities to be realized should be carried out within the framework of *Cengiz Holding Gifts and Entertainment Policy*.

## **Political Activities**

Cengiz Holding respects and supports the right of its employees to participate in political activities. However, participation in political activities must take place entirely by voluntary and personal decisions of the employees, whereas it must be carried out at the employee's leisure time outside of working hours utilizing their own resources.

It is strictly prohibited to make cash or cash-equivalent donations directly or indirectly to any political party or persons representing a political party on behalf of Cengiz Holding.

## **Employment Requests from Politically Exposed Persons and Public Officials**

Cengiz Holding implements an equal and fair selection process to everyone in all its recruitment processes. However, recruitment and internship requests from public officials or politically exposed persons should not be considered different compared to the usual recruitment and internship processes.

## **5. Authorities and Responsibilities**

All Cengiz Holding employees shall be obliged to comply with this Policy and if they witness a situation contradicting the rules mentioned in the Policy, the situation must be forthwith reported to the

- Legal,
- Business Development or
- Finance

departments.

The Legal, Business Development and Finance Department shall be responsible for communicating the requirements of this Policy to the employees and creating an internal control environment where the employees act in accordance with the Policy.

If the legal regulations under this Policy in the countries where Cengiz Holding operates are stricter than those of the Policy, the relevant legal regulations should be taken into account.

If the policy is not abided by, employees may face various disciplinary penalties or legal consequences, which may include termination of employment.

**6. Revision History**

This Policy has been approved and entered into force with the relevant Board of Directors Decision of the Company and it will be the joint responsibility of the Legal, Business Development and Finance Departments to periodically update the Policy in line with the changing legislation and Group processes.

Revision	Date	Remarks
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