

**Distribution:** General  
**Date:** January 11, 2022  
**Original Language:** Turkish

**ÖZALTIN HOLDING A.Ş.**

**ANTI-BRIBERY AND ANTI-CORRUPTION POLICY**

**1. PURPOSE AND SCOPE**

The purpose of this Anti-Bribery and Anti-Corruption Policy (“Policy”) is to reflect Özaltın Holding A.Ş. and its group companies’ (“Company”) commitment to combating corruption and bribery, to establish a zero-tolerance approach toward all forms of corruption and bribery, and to define the principles and rules to be applied within the Company.

All employees and managers of the Company are obligated to act in accordance with this Policy, which is an integral part of the Company’s Code of Ethical Conduct available at<sup>1</sup>. The Company expects its controlling shareholders and Business Partners to act in accordance with this Policy to the extent applicable to the relevant party and/or transaction, and takes the necessary steps to ensure this.

**2. DEFINITIONS**

“**Hospitality**” includes meals, short- or long-term lodging, travel and transportation, and social events organized for sporting, cultural, or other purposes.

“**Donation**” refers to monetary or in-kind (such as the provision of goods or services) contributions made to individuals and organizations (such as associations, unions, and other non-profit organizations), universities, schools, or other private or public institutions and organizations, without expecting any consideration in return, for the purpose of serving the public interest and contributing to the achievement of a social objective.

“**UN Global Compact**” refers to the agreement based on universally accepted United Nations (UN) declarations regarding social responsibility and sustainability practices, which addresses the 10 core areas of corporate responsibility in the fields of human rights, labor standards, the environment, and anti-corruption (<sup>2</sup>).

The term “**Government Official**” refers to any person who participates in the conduct of a public activity—whether through appointment, election, or any other means—on a permanent, temporary, or interim basis, including but not limited to the following:

---

<sup>1</sup> For other relevant policies, please also refer to the Özaltın Holding A.Ş. Gifts and Hospitality Policy and the Özaltın Holding A.Ş. Donations and Sponsorship Policy.

<sup>2</sup> <https://www.unglobalcompact.org/what-is-gc/mission/principles>

- Individuals employed by any public institution or public economic enterprise within the country or in a foreign country,
- Employees of any political party located within the country or in a foreign country, and all political candidates,
- Individuals holding positions in any legislative, executive, or judicial body within the country or in a foreign country,
- Judges, jurors, or other judicial officials serving in national, international, or foreign state courts,
- Officials or representatives working in national or international parliaments;
- Arbitrators serving in arbitration proceedings initiated to resolve a legal dispute.

**“Gift”** means any item or benefit of material value, such as a discount, gift card, promotional product, promise of employment, cash or cash equivalents, credit, membership, service, or privilege, whether given or received directly or through intermediaries.

**“Extortion”** is the act of coercing or persuading a person to provide a benefit to oneself or another, or to make a promise to that effect, by abusing the influence derived from one’s official position. Coercion is deemed to exist if, through unfair conduct or behavior, a person feels compelled—regardless of whether they are a public official—to provide a benefit to the relevant individual or another person directed by them, out of concern that the other party’s legitimate business matter will not be addressed at all or at least not in a timely manner.

**“Business Partners”** include suppliers, customers, contractors, and any representatives, subcontractors, consultants, and other third parties with whom the Company has a business relationship, as well as the employees and representatives of such entities.

**“Politically Exposed Person (PEP)”**<sup>3</sup>, refers to high-ranking individuals who, currently or in the past, domestically or in a foreign country, have been entrusted with a significant public office through election or appointment; members of the board of directors, senior executives, and executive assistants of international organizations; other individuals performing equivalent roles; senior politicians; senior officials of political parties; senior judicial, administrative, or military officials, and senior executives of public economic enterprises, as well as the spouses, first-degree relatives (parents and children), and close associates of all such persons.

**“Facilitation Payments (or “facilitation,” “expediting”)”** are unofficial, improper payments made to secure, facilitate, or expedite a routine government procedure to which the recipient is already entitled.

**“Cash and Cash Equivalents”** includes, but is not limited to, any form of money, gifts, gift certificates, gift cards, provided social benefits, privileges, commissions, discounts, securities, precious metals (e.g., gold, silver, or jewelry) or coupons used to purchase fuel, as well as any entertainment tickets, tickets, and similar documents of a specific value.

---

<sup>3</sup> <https://www.fatf-gafi.org/documents/documents/peps-r12-r22.html>

“**Özaltın Holding**” refers to Özaltın Holding A.Ş.

“**Bribery**” refers to the act of providing, offering, or promising, directly or through intermediaries, any material or immaterial benefit to a public official or any third party (or to another person designated by such third party), to perform, refrain from performing, expedite, prioritize, alter, or delay a task required by their official duties, either directly or through intermediaries. The term “material or immaterial benefit” as used in this definition includes, but is not limited to, any form of money, gifts, social benefits, opportunities, commissions, and entertainment:

- Any matter that partially or fully affects or could affect impartiality, performance, or decision-making ability,
- That could result in reputational risk if made public,
- That could result in a violation of applicable laws,
- That could create the perception that a bribery offense has been committed, or
- Any action that results in preferential treatment for the performance of a specific duty.

The "**Anti-Bribery and Anti-Corruption Legislation**" encompasses laws of other countries related to bribery and corruption (e.g., FCPA—Foreign Corrupt Practices Act, UKBA - UK Bribery Act, etc.) and relevant legislation (e.g., Turkish Penal Code) and international agreements, to the extent applicable to the relevant transaction.

“**Sponsorship**” refers to the financial or in-kind (such as the provision of goods or services) support provided for artistic, social, sporting, or cultural events in which the Company deems it beneficial to participate to obtain a corporate benefit, under a sponsorship agreement or other types of agreements that, although named differently, contain sponsorship terms.

“**Company**” refers to Özaltın Holding A.Ş. and Özaltın Construction, Trade, and Industry A.Ş., Özaltın Hotel Operations A.Ş., Özaltın Greenhouse and Trade A.Ş., Özaltın Energy Production and Construction A.Ş., Zenit Mining Industry and Trade A.Ş., Enova Wholesale Electricity Sales A.Ş., Enova Energy Production Inc., Özaltın Import-Export and Construction Inc., Özaltın Mining, Trade, and Industry Inc., Özaltın 2 Energy Investments Inc., Özaltın 3 Energy Investments Inc., Nova Investment S.A., and Pontid Mining Industry and Trade Inc.

"**Improper Benefit**" means a benefit obtained by one party, in violation of its duties and responsibilities, through improper means, for the purpose of providing a benefit to another party with whom it has a relationship.

"**Corruption**" is the direct or indirect abuse of authority for the purpose of obtaining any kind of gain.

"**Inducement to Corruption**" means improperly encouraging the other party to use their position or authority in a manner contrary to the law.

**“Embezzlement”** is the act of transferring property, which has been entrusted to one’s custody or for which one is responsible for protection and supervision due to one’s official duties, into the possession of the relevant person or another individual.

### **3. GENERAL PRINCIPLES**

The Company adopts a zero-tolerance approach toward all forms of bribery and corruption. In this context, the Company adopts as a fundamental principle the conduct of all its activities in accordance with the highest ethical standards. In this regard, as a signatory to the UN Global Compact, the Company adopts all principles listed in the UN Global Compact, particularly the principle of “opposing all forms of corruption,” and takes all necessary measures to ensure that all employees and Business Partners act in accordance with these principles.

Without limitation to local laws, the Company and its Business Partners shall not tolerate the direct or indirect offering or acceptance of Bribes, Corruption, Facilitation Payments, or inappropriate Gifts to or from any person, nor the commission of Embezzlement or Misappropriation, nor acting as an intermediary in any activity that could be construed as such.

No employee may, directly or indirectly, through a Business Partner or any third party, give, receive, or be authorized to engage in any form of bribery.

Violations of anti-bribery and anti-corruption laws may result in administrative and/or criminal penalties against the Company and its relevant executives, shareholders, investors, and employees; the revocation of licenses and permits; the seizure of assets; and, most importantly, damage to the reputation of Özaltn Holding A.Ş. and its group companies.

A violation of this Policy by an employee may result in various disciplinary actions, including termination of employment, in accordance with the Labor Code, other relevant legislation, and the Company’s applicable regulations. Additionally, if it is determined that the relevant actions violate applicable laws, the Company’s Legal and Compliance Department will notify the relevant authorities.

**Zero-Tolerance Policy:** The Company adopts a zero-tolerance approach toward all forms of bribery and corruption. In this context, the Company does not tolerate the direct or indirect provision, offer, solicitation, or acceptance of any improper benefit for the purpose of obtaining any commercial or operational advantage.

Company employees, managers, and Business Partners acting on behalf of the Company are obligated to act in accordance with this principle. No employee may participate in, facilitate, or authorize any person to engage in the giving or receiving of bribes, directly or indirectly, in any form.

### **4. IMPLEMENTATION OF THE POLICY**

#### **4.1. Third Parties and Due Diligence**

To mitigate the risk of bribery and corruption, it is strictly prohibited to conduct improper transactions under the guise of explanations containing terms such as “commission,” “consulting fee,” or “other expense reimbursement” intended to conceal the true purpose and create the impression that the transaction was conducted legally.

In this regard, the Company establishes business relationships with Business Partners only under the following circumstances:

- The successful completion of the Due Diligence process regarding the Business Partner (<sup>4</sup>),
- Ensuring that the necessary protective provisions required for compliance with Anti-Bribery and Anti-Corruption Legislation are included in the signed contract, and
- The absence of unusual provisions in the signed contracts (e.g., payment terms significantly above or below market conditions) to avoid creating the impression that the true nature of the transaction is being concealed.

Additionally, the Company audits whether the purchase transactions conducted within the scope of internal audit activities are reasonable in light of market conditions.

## **4.2. Gifts and Hospitality**

All Gifts and Hospitality received from or provided to any third party must comply with the following criteria:

- Compliant with anti-bribery and anti-corruption legislation and the Company’s Gifts and Entertainment Policy,
- Not in the form of cash or cash equivalents,
- Appropriate to the recipient’s position and proportionate to the circumstances of the situation,
- Accurately and transparently recorded in the accounting records, and
- Given the frequency of gifts previously given or received, such gifts must not be of a nature that could create the impression they were given with the intent to improperly influence the recipient, thereby giving rise to the perception of corruption.

In case of any doubt, all employees should consult the Legal and Compliance Department, which is responsible for compliance.

## **4.3. Donations to Political Parties**

---

<sup>4</sup> For detailed information, please refer to the Özaltın Holding A.Ş. Supply Chain Compliance Policy and the Sanctions and Export Controls Policy.

It is strictly prohibited to make donations or provide any form of in-kind or monetary contributions to any political party on behalf of the Company.

#### **4.4. Sponsorships and Donations**

It is prohibited to encourage corruption by providing grants, donations, or sponsorships in an improper manner to any person—including Public Officials or Individuals with Public/Political Influence—or to any third party (or other parties specified in the applicable legislation of the countries where the Company operates) in exchange for any improper benefit.

Donations and sponsorships may only be made in accordance with the rules and principles set forth in the Özaltın Holding A.Ş. Donation and Sponsorship Policy<sup>5</sup>.

#### **4.5. Facilitation Payments**

The Company has zero tolerance for Facilitation Payments. Accordingly, employees and Business Partners are prohibited from making Facilitation Payments on behalf of the Company.

#### **4.6. Employment of Public Officials and Individuals with Public/Political Influence and Business Relationships with Such Individuals**

Employment and business relationship decisions must be made ethically and must never be used as a means to induce a Public Official to engage in corruption or to obtain an improper benefit. Accordingly, prior to establishing a business relationship or making employment decisions, it must be determined and verified through internet searches, media scans, and other databases whether all relevant individuals are Public Officials or Persons with Public/Political Influence.

On the other hand, Public Officials or Persons with Public/Political Influence may be hired or a business relationship (e.g., Customer, Business Partner, etc.) established with them, provided they meet the following criteria:

- The Legal and Compliance Department must conduct an Enhanced Due Diligence (“EDD”) to identify compliance risks and their potential impact on the Company, and report to the Board of Directors on whether to hire, establish a business relationship, or terminate an existing one, or what measures should be taken if the existing relationship continues, taking into account the assessments and recommendations set forth in the report, to make a decision regarding the initiation, continuation, or termination of employment or the employment relationship,

---

<sup>5</sup> For more information, please refer to Özaltın Holding A.Ş.’s Donations and Sponsorship Policy.

- Ensuring that the employment relationship serves a legitimate purpose and that it is periodically evaluated to take necessary and reasonable measures,
- With regard to the employment decision, the individual must not create the impression that they were hired in exchange for obtaining an improper benefit or in connection with an act contrary to the law,
- When objectively evaluated, the person to be hired must possess the qualifications required for the relevant position,
- Wages and other allowances must be determined in accordance with the nature of the work and the individual's qualifications.

#### **4.7. Monitoring of Training and Procedures**

The Company's Legal and Compliance Department is responsible for monitoring the following matters:

- Providing annual training on anti-bribery and anti-corruption legislation to all employees in coordination with Özaltın Group companies,
- Adapting, developing, and preparing related procedures for this Policy as needed to meet the Company's requirements,
- Reviewing the content of this Policy and related training in coordination with the Legal Departments of Özaltın Group companies and monitoring the completion of training provided to staff.

#### **4.8. Accuracy of Accounting Records and Transparency of Transactions**

All records related to transactions must be accurate, transparent, complete, and timely; all transactions must be documented in accordance with applicable laws and standards and recorded in the accounting records.

Transactions recorded in the accounting records must include full and clear descriptions; ambiguous language must be avoided, and where necessary, they must be supported by documents and information (invoices, etc.). Records and supporting documents must be sufficiently clear and precise to enable a third party reviewing the transactions to understand the purpose and manner in which the transactions were conducted.

Conducting transactions without recording them in the accounting records, failing to record assets, or improperly altering or misusing recorded transactions is under no circumstances acceptable. Recorded transactions are subject to periodic risk-based audits.

### **5. AUTHORITY AND RESPONSIBILITIES**

All employees and managers of the Company are responsible for complying with this Policy. To the extent applicable to relevant parties and transactions, the Company expects all Business Partners to act in compliance with this Policy and takes the necessary steps to ensure this.

In the event of a discrepancy between this Policy and the applicable legislation in the countries where the Company operates, the more restrictive provision—whether from this Policy or the applicable legislation—shall prevail, provided that the relevant application does not conflict with local legislation.

If you become aware of any action that you believe violates this Policy, the applicable Anti-Bribery and Anti-Corruption Legislation, or the Özaltın Holding A.Ş. Code of Ethics and Conduct (<sup>6</sup>), you may consult with your immediate supervisor or report the matter to the Legal and Compliance Department. Alternatively, you may submit a written report through the email address [etik@ozaltin.com.tr](mailto:etik@ozaltin.com.tr), which is accessible to the Legal and Compliance Counsel and the Director of Audit and Organization, or submit an anonymous report through the Ethics Line Application Form available on the Company's website.

Company employees may consult the Legal and Compliance Department—the department responsible for compliance—regarding any questions about this Policy and its implementation. A violation of this Policy by an employee may result in various disciplinary actions, including termination of employment, in accordance with the Labor Code, other relevant legislation, and the Company's internal policies and regulations. If any third party expected to comply with this Policy acts in violation of it, the contracts entered into with such a person may be terminated.

## 6. EFFECTIVE DATE

This Policy was revised and entered into effect by the Board of Directors' Resolution dated April 22, 2025, and the Legal and Compliance Department is responsible for updating the Policy.

Revision	Date	Description
1	January 11, 2022	Review
2	April 22, 2025	The scope of the policy has been expanded, a definitions section has been added, the areas of application have been detailed, and the

<sup>6</sup> This refers to the comprehensive set of rules and values encompassing the fundamental ethical and behavioral principles outlined in the Özaltın Holding A.Ş. Code of Ethical Conduct.

		principles and procedures regarding the fight against bribery and corruption have been revised in accordance with international compliance standards.
3	September 26, 2025	Updates have been made to the whistleblowing reporting channels.
4	January 9, 2026	Updates have been made regarding access for relevant units in the reporting notification processes.
5	March 10, 2026	This update was made to clearly articulate the zero-tolerance approach to combating bribery and corruption and to clarify certain phrases.
6	May 14, 2026	The Ethics Line Application Form has been added to the whistleblowing reporting channels.