



ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Policy Revision Date: 26.11.2024

1. Purpose

The purpose of the Anti-Bribery and Anti-Corruption Policy (“**Policy**”) is to state the anti-bribery and anti-corruption principles contained in the Code of Business Ethics of Enerjisa Enerji A.Ş. (“**Company**”).

2. Scope

The Policy covers:

- All Company employees including the Board of Directors,
- Companies from which we outsource good and services and their employees, people and agencies working on behalf of the Company including consultants, lawyers, external auditors

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This Policy is an integral part of:

- Corporate Governance Principles approved by the Board of Directors and disclosed to the public and Code of Business Ethics of the Company,
- Principles which we have undertaken to comply with by joining the United Nations' Global Compact,
- Human resources practices of the Company.

3. Definitions

Corruption is the misuse of the authority held due to the position for the purpose of directly or indirectly gaining advantage, irrespective of the institution where the relevant person works and irrespective of the position of the relevant person.

Bribery is a person's gaining advantage or providing advantages to others within the framework of an agreement reached with a third person so that such person acts in breach of the requirements of his/her duty by doing or not doing a work, speeding up or slowing down thereof, etc., irrespective of the institution where the relevant person works and irrespective of the position of the relevant person.

Bribery and corruption may occur in various different ways which includes the following, among others:

- Cash payments,

- Political or other donations,
- Commission,
- Social benefits,
- Gift, hosting,
- Other benefits

4. Duties and Responsibilities

Implementation and updating of the Policy are in the responsibility and duties of the Board of Directors. In this context, the followings are required:

- The Corporate Governance Committee is required to advise the Board of Directors for establishing an ethical, reliable, legal and controlled working environment,
- Senior management is required to evaluate risks and establish the necessary control mechanisms in compliance with the principles of Board of Directors,
- The Internal Audit Department Directorate and the Enerjisa Ethics Committee are required to evaluate whether operations are carried out safely and in compliance with legal regulations within the scope of their duties,
- In case policies, rules and regulations are not complied with, report, review and sanction mechanisms must be determined and operated,
- The Company ensures that any employee will not get any harm due to refusing to pay bribes.

Moreover, all of the Company employees are responsible for;

- ensuring compliance with established policies of the Board of Directors.
- effectively managing the risks associated with their business operations.
- working in a manner consistent with the relevant legal regulations and the applications of the Company.
- informing the Enerjisa Internal Audit Department if they encounter with a conduct, activity or application which are in breach of the Policy

5. The Companies from/to which Goods and Services are Bought and Sold and Business Partners

The companies from which goods and services are bought and to whom goods and services are sold and Business Partners must comply with the Policy principles and other relevant regulations. Relations with persons and institutions failing to comply these conditions shall be terminated.

5.1 Selection of Companies and Business Partners

In addition to criteria such as experience, financial performance and technical sufficiency, Senior Management takes into account morality and a positive background in this field during the selection of the companies from which goods and services are bought and to whom goods and services are sold and the Business Partners. The companies and the Business Partners which have a negative information with regard to bribery or corruption are not collaborated even if they meet other requirements. Responsibility for making necessary research and evaluation within this scope primarily belongs to senior management. Internal Audit Department Directorate evaluates in its controls whether such issues are complied with.

5.2 Reaching Agreement with Companies and Business Partners

In contracts and agreements to be made with companies and business partners who have positive information and meet other criteria, the following conditions are included:

- Ensuring full compliance with the principles indicated in the policy and other relevant regulations,
- Employees' internalizing these principles and acting accordingly,
- Ensuring its employees to receive trainings about the Policy in certain periods,
- Reminding its employees regularly about notification obligations and the Ethics Hotline (i.e., a line that is open to use of all employees in order to meet obligation of informing any case that is not complied to Code of Conduct of Enerjisa) and encouraging them to notify in case they encounter such situations.

Provisions stating that relations will be terminated, in case these criteria are not complied with or in case a situation against the Policy occurs, need to be added in the contracts.

6. Our Policies and Procedures

6.1 Bribery and Corruption

The Company is against all kinds of bribery and corruption. Accepting bribes or bribing can never be accepted under any purpose.

Business relationships with 3rd persons wishing to get business from the Company through bribery or corruption have to be terminated.

6.2 Gift

A gift is a product generally given by customers or persons with which a business relationship is established as a means of thanking or commercial courtesy and which does not require a financial payment.

Acceptance of gift is prohibited as a rule. As Enerjisa, we do not accept gifts and benefits regardless of their value, from our customers, suppliers, business partners and other people with whom our companies have commercial business relationships, regardless of whether they have economic value or not, which affect or are likely to affect our impartiality, decisions and behaviors.

We do not accept gifts and benefits, regardless of their value, that are indirectly or explicitly made with the expectation of reciprocity or that give the impression that reciprocity is expected.

We absolutely do not allow the acceptance of gifts/gifts and hospitality that exceed the limits of ordinary social relations and courtesy, touch private life, and are specific to personal use such as jewelry, regardless of their value.

We do not give or take cash to influence a decision. We do not accept substandard services offered by third parties who have a relationship with the Company for our private life.

We submit gifts worth more than USD 100/or equivalent (per the same person/institution who gave the gift) and in excess of USD 200/equivalent per year (such as Ramadan dinners, sports/concert events, New Year's baskets, etc.) to the respective Compliance Officer for written approval. We may accept gifts below the limits specified here, provided only that they comply with the above conditions, do not affect our impartiality, decisions and behaviors, do not arouse a sense of gratitude, do not create an expectation of reciprocity, comply with the corporate business objectives and applicable legislation, and that the public disclosure of the gift will not

put our Company in a difficult situation. We never accept gifts and benefits that do not meet these conditions, regardless of the value of the gift or benefit.

In case of any hesitation regarding gift acceptance, gift giving and hospitality, we always seek the opinion of the Compliance Manager.

We will gently return the gifts against to the ENETİK with a “Does Not Comply with Enerjisa Accepting/Giving Gifts” statement. In cases where there is a possibility that the gift giver refuses to accept the return or gift return may disrupt the relationship, we give the gift to the respective Compliance Officer for donation and reward.

6.3 Facilitation Payments

The persons and institutions within the scope of this Policy must not offer facilitation payments to guarantee or speed up a routine transaction or process (obtaining authorization and license, obtaining a document, etc.) with government agencies.

6.4 Donations

Certain legal restrictions have been imposed on donations and aids pursuant to the Capital Markets Law numbered 6362 and other relevant legislation, which the Company is subject to, as well as the Company’s articles of association. Accordingly, Donation and Aid Policy has been approved by the General Assembly and disclosed on our website.

The Donations made by the Company employees to the charity organizations with the amounts they collect apart from and independent of their works are out of the scope of the Company Donation and Aid Policy. However, principles included in the Company Code of Business Ethics are also valid at this point.

7. Correct Recording

Issues which the Company must comply with in relation to accounting and recording system are regulated with legal regulations. Accordingly;

- All kinds of accounts, invoices and documents belonging to relations with third parties (customers, suppliers, etc.) must be recorded and kept in a complete, accurate and reliable manner.
- Falsification and distortion must not be made on accounting or similar commercial records related to any transaction.

8. Training and Communication

Our Policy has been announced to employees of the Company and it can be continuously and easily accessed via the Company's internal system.

Trainings, which are set on a regular basis, are important instruments for increasing awareness of employees. Within this scope, Human Resources and Corporate Capabilities Directorate, designs training programs together with Internal Audit Department Directorate and the Corporate Legal Department, which are compulsory for all employees.

9. Notification of Policy Breaches

If opinion or suspicion exists that an employee or a person acting on behalf of the Company is acting in breach of this Policy, the issue must be submitted to the Enerjisa Internal Audit Department. Codes of Business Ethics of the Company are reminded to employees of the Company in certain periods.

The Company encourages an honest and transparent approach; supports any employee or person acting on behalf of the Company who expresses his/her sincere concerns with good faith, and keeps notifications secret. None of the employee shall be subject to pressure or punishment for the notification of the Enerjisa Ethics Committee about a violation of the Code of Ethics, the scope of the duties or place of job shall not be changed for this reason without written consent of the Enerjisa Ethics Committee.

In case the notifying person is subject to such treatment, he/she is expected to notify this to the Enerjisa Ethics Committee.

The companies and Business Partners from which goods and services are outsourced are also expected to remind their employees about the Ethics Line on a regular basis and encourage them to notify in case they encounter such situations. This issue is also guaranteed with the contracts made.

10. Policy Breaches

In cases which are or could be in breach of the Policy, the matter is reviewed by the Enerjisa Ethics Committee and necessary sanctions are implemented if inappropriate acts are detected.

In contracts made with the companies from which goods and services are bought and to whom goods and services are sold and with persons and institutions carrying out duties on behalf of the Company, the provisions stating that if conducts, attitudes or activities in breach of Policy are detected, business will be terminated, need to be included and in case of breach of policy business shall be terminated.