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Anti-Corruption and Anti-Bribery Policy

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Anti-Corruption and Anti-Bribery Policy	KRB-POL-07	03.03.2025
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1 / 11.08.2026	Legal and Compliance Department	Board of Directors

7.1 Purpose and Zero Tolerance Principle

The purpose of this Policy is to define the rules, responsibilities and controls for preventing bribery, corruption and all forms of irregularity in all activities of Karub Enerji.

Karub Enerji adopts a zero tolerance principle towards all forms of bribery and corruption. Protecting the Company's commercial interests or obtaining or retaining business does not under any circumstances justify a breach of this Policy. This rule is applied without exception, even at the cost of losing business.

7.2 Scope

This Policy covers the members of the Board of Directors, managers, all employees, interns and the representatives, agents, intermediaries, consultants, dealers, distributors, subcontractors, lobbyists, customs brokers and business partners acting on behalf of or for the account of the Company. The Company acknowledges that it may also be held liable for the acts of third parties and therefore manages third-party relationships with particular care.

7.3 Legal Basis

- Turkish Penal Code No. 5237, Art. 252 (bribery), Art. 253–254, Art. 235 (bid rigging), Art. 236 (rigging the performance of an obligation), Art. 247 et seq. (embezzlement, extortion by public officials), Art. 257 (abuse of office) and Art. 282 (laundering of the proceeds of crime)
- Art. 43/A of the Misdemeanours Law No. 5326 (administrative fines on legal entities)
- Law No. 5549 on the Prevention of Laundering of Proceeds of Crime and MASAK regulations
- Law No. 3628 on Declaration of Assets and Combating Bribery and Corruption
- Law No. 4054 on the Protection of Competition
- OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and the UN Convention against Corruption (UNCAC)
- The US Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act 2010, to the extent applicable
- Principle 10 of the UN Global Compact and the ISO 37001 Anti-Bribery Management System standard

7.4 Definitions

- **Bribery:** Directly or indirectly providing, offering, promising or requesting a benefit to induce a person to act contrary to the requirements of his/her duties or to obtain an advantage.
- **Corruption:** The abuse of authority or position held in order to obtain an undue benefit.

- **Public Official:** Interpreted broadly to cover not only persons participating in the performance of public functions but also employees of state economic enterprises, regulatory and supervisory bodies, municipalities, state universities and companies in which the state holds a share.
- **Facilitation Payment:** A small, unofficial payment made to expedite a routine transaction.
- **Benefit:** Cash, gifts, hospitality, travel, discounts, loans, job offers, donations, sponsorship or any advantage that can be measured in money.

7.5 Prohibited Conduct

- Giving, receiving, offering, promising or requesting bribes, directly or through third parties.
- Providing improper benefits to public officials, persons deemed public officials or private sector counterparts in order to obtain or retain business.
- Making facilitation payments. Such payments are prohibited regardless of how small the amount. An exception applies to payments made where a person's life or physical integrity is under serious and imminent threat; such payments are reported immediately to the Legal and Compliance Department and recorded.
- Trading in influence, favouritism and improper employment based on kinship.
- Embezzlement, fraud, forgery, misuse of resources and falsification of expense documents.
- Making false, incomplete or misleading entries in accounting records; creating off-the-books funds or accounts.
- Bid rigging and entering into agreements with competitors to share prices, markets or customers.
- Acting as an intermediary in the laundering of the proceeds of crime or ignoring transactions that raise suspicion in this regard.

7.6 Gifts, Hospitality, Donations and Sponsorship

- Gifts and hospitality are acceptable only if they are reasonable, customary, transparent, given in good faith, unconditional and not intended to influence the counterpart's decision.
- Cash or cash-equivalent gifts (gift vouchers, crypto assets, prepaid cards) are prohibited under all circumstances.
- Giving gifts to public officials is prohibited as a rule; corporate promotional items of symbolic value are not considered within this scope.
- Giving gifts to or entertaining the relevant counterparts is prohibited during ongoing tender, bid evaluation, audit, licence or permit processes.
- Gifts and hospitality exceeding the monetary threshold set by the Company are subject to prior written approval and are entered in the Gift Register.
- Donations and sponsorships are made only to legitimate, registered and transparent organisations, under a written agreement and with the approval of the Board of Directors. No donation is made where there are indications that it has been requested in return for business or an advantage.
- No donations or support are provided from Company resources to political parties, political candidates or organisations with political aims.

7.7 Third-Party Management and Due Diligence

- A due diligence review scaled according to the level of risk is carried out on intermediaries, consultants, representatives, dealers and business partners that will act on behalf of the Company.
- The review covers the ownership and ultimate beneficial owner structure, relationships with public officials, reputation research and sanctions list screening.

- Contracts include clauses containing an anti-corruption undertaking, an audit right, an obligation to provide information and a right of immediate termination in the event of a breach.
- Payments to third parties must be proportionate to the services provided, based on a contract, invoiced and made through banking channels.
- Unusually high success fees, commissions and consultancy fees, requests for cash payment, requests for payment to a third-country account and undocumented expense claims are treated as red flags, and no payment is made without investigation.

7.8 Accounting, Record-Keeping and Internal Control

All transactions are entered in the accounting records accurately, completely and in a timely manner, in a way that reflects their true nature. No transaction may be recorded in a concealed, off-the-books or false manner. The internal control environment is strengthened through authority and approval matrices, the principle of segregation of duties, dual-signature practice and spending limits. Document retention obligations are fulfilled in accordance with the Turkish Commercial Code No. 6102 and tax legislation.

7.9 Conflict of Interest

Employees are obliged to avoid situations in which the interests of the Company conflict, or may appear to conflict, with their own personal interests or those of their relatives. Situations such as a shareholding, management position or interest in a supplier, customer or competitor business; relatives entering into a commercial relationship with the Company; or the existence of a close relationship in recruitment and procurement processes are reported immediately in writing. In reported cases, the employee concerned is excluded from the decision-making process.

7.10 Training and Awareness

All employees receive anti-corruption training at the start of employment and at regular intervals. Advanced and scenario-based training is provided to those in high-risk roles such as procurement, sales, tendering, customs, finance and public relations. A written declaration that they have read and will comply with the Policy is obtained from employees periodically.

7.11 Reporting, Investigation and Sanctions

- Any situation deemed contrary to the Policy is reported to the manager, the Legal and Compliance Department or the Ethics Hotline. Reports may also be made anonymously.
- Reports are examined confidentially, impartially and without delay; independent expert support is obtained where necessary.
- Retaliation against a person who makes a report in good faith is strictly prohibited and is in itself a serious disciplinary violation. If a report subsequently proves to be unfounded, this has no adverse consequences for the reporting person provided that he/she acted in good faith.
- Where a violation is established, disciplinary sanctions up to termination of the employment contract for just cause are applied according to the seriousness of the act; commercial relationships are terminated and, where necessary, a criminal complaint is filed with the judicial authorities and legal proceedings are initiated.
- The same rules apply without exception to members of the Board of Directors and senior executives.

7.12 Monitoring and Entry into Force

The effectiveness of the Policy is monitored through the training completion rate, the proportion of third parties from which undertakings have been obtained, the number of due diligence reviews completed, reporting and investigation statistics and internal audit findings, and is reported to the Board of Directors. The Policy is reviewed at least once a year and enters into force upon approval by the Board of Directors.

PREPARED BY

Legal and Compliance Department

Name – Surname / Signature / Date

APPROVED BY

Board of Directors

Name – Surname / Signature / Date