

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

INTRODUCTION

At Enpara Bank, the way of doing things is just as important as what to do. Our bank seeks to create a work place where each employee achieves the highest business and personal standards, and where everyone feels proud of the Bank and the job that he or she does.

We believe that integrity is the cornerstone of sustainable success, and through vigilance and dedication, we strive to create a corruption-free environment that supports our long-term growth and reputation.

Our Bank's is to conduct all of the business in an honest and ethical manner. Bank takes a zero-tolerance approach to bribery and corruption and is committed to the highest standards of acting professionally, fairly and with integrity in all business dealings and relationships, wherever it operates. Bank implemented effective systems to counter bribery and corruption.

Our bank complies with applicable local and international laws and standards in order to combat bribery and corruption.

PURPOSE

The purpose of this Policy is to:

1. Specify the obligation of Enpara Bank (Bank) employees in relation to the prevention and fight against bribery and corruption;
2. Set out Bank's responsibilities and of those working for the Bank in observing and upholding its position on bribery and corruption;
3. Provide information and guidance to those working for the Bank on how to recognize and deal with bribery and corruption issues;
4. Set out clear principles and rules for the prevention /combating of bribery and corruption;
5. Raise awareness among employees of the Bank to avoid actions connected to bribery and corruption;
6. Encourage reporting of suspicions through the appropriate communication channels to protect Bank's image and reputation.

Penalties for engaging in bribery and corruption can be severe and may include:

1. Fines: Substantial monetary penalties can be imposed on both individuals and the organization.
2. Imprisonment: Individuals involved in bribery and corruption may face significant prison sentences.

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3. Reputational Damage: Allegations of bribery and corruption can severely damage the bank's reputation, leading to loss of customer trust and business.
4. Operational Restrictions: Regulatory authorities may impose restrictions on the bank's operations, impacting its ability to conduct business.

Adherence to this Anti-Bribery and Anti-Corruption Policy is essential to maintaining the trust and confidence of our customers, stakeholders, and the broader community. By adhering to this Policy, we not only comply with local and international laws but also demonstrate our commitment to ethical business practices.

SCOPE

This policy applies to all employees of the Bank, including anyone working for the Bank under an employment contract or otherwise, as well as all third parties providing services for or on behalf of the Bank.

The fundamental standards of integrity under which Bank operates do not vary depending on where we work or whom we are dealing with. This policy applies to all employees (full and part time) and temporary workers (such as consultants or contractors) (together referred to as "employees" in this document) across the bank no matter where they are located or what they do.

This policy sets out a single standard that all employees working within QNB Group must comply with, and in case there are other stricter local laws and regulations within our country or in places where business relationships are conducted, employees should comply with such local laws and regulators if any in their jurisdiction”.

Part of commitment to prevent bribery and corruption is to ensure that the people act on behalf of Bank (third parties) also do so in compliance with effective anti-bribery and corruption policies

REFERENCE:

Group Anti-Bribery and Corruption Policy
Enpara Bank Anti-Bribery and Anti-Corruption Procedure (TAL.01125)
Conflicts of Interest Policy (POL.00001)
Disciplinary Committee Charter (YÖN.00058)
Human Resources Legal Proceedings Procedure (TAL.00820)
Enpara Bank Outsource and Support Services Management Policy (POL.00012)
Instruction on Aid and Donation Procedures (TAL.00738)
Enpara Bank Whistle Blowing Policy (POL. 00047)
Notification of Internal Frauds and Employee Hotline Procedure (TAL.00967)

DOCUMENT:

Received Gift / Hospitality Declaration Form (FRM.04468)
Offered Gift / Hospitality Declaration Form (FRM.04477)

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DEFINITIONS

Corruption: Corruption is defined as the misuse of entrusted power for personal or private gain. While the primary focus of anti-corruption is on bribery, other forms of corruption include, but not limited to, embezzlement, theft, fraud, extortion, conflict of interest and illegal charitable / political contributions.

It is also an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. As this Anti-Bribery and Anti-Corruption Policy cannot cover every eventuality, Bank's employees are encouraged to use their good judgment and apply common sense. In case of doubt, please contact Chief Internal Control and Compliance Officer.

Corruption examples:

1. A corruption includes the provision or receipt of, for example:
 1. Cash or other forms of payment to secure a contract or obtain a license;
 2. Gifts or entertainment intended to influence the recipient to undertake a particular course of action or donations with an ulterior motive;
 3. Payment of travel expenses or accommodation for a customer or official when there is no underlying business purpose for a trip.
2. The areas of business where corruption, including bribery, can most often occur include:
 1. Gifts, Entertainment and Hospitality
 2. Facilitation Payments
 3. Procurement Process
 4. Political, Community and Charitable Contributions
 5. Hiring Management
 6. Associated Persons

Bribery: In broad terms, is the receiving or offering of undue reward or anything of value and includes payments to secure a business advantage, financial or otherwise, to which the bank is not entitled. Anything of value can be a bribe, including a gift in kind or some other favour such as an offer of employment to a relative of the person being bribed. It does not matter whether the person to whom the benefit is offered, promised, or given is the same person as who will/ has performed the relevant act or task. It will involve the giver and the receiver in the improper performance of a personal, company or official responsibility.

Bribery can take place in many types of activities. It is usually designed to obtain financial benefits or other personal gain. Bribery can take various forms, such as money (cash or shares), unreasonable gifts (beyond normal criteria), commissions, corruption, facilitation payments, political/charitable donations, or free use of the bank's/company's services or facilities, etc.

Put simply, bribery is defined as the promise, offer/acceptance directly or indirectly of anything of value to induce or reward the improper performance of an activity.

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The following provisions regarding the act of bribery are included in the Turkish Penal Code No. 5237:

Article 252-

(1) Any person who, directly or through intermediaries, provides a benefit to a public official or to another person indicated by the official, in order for the official to perform or not perform a task related to his/her duty, shall be punished with imprisonment from 4 to 12 years.

(2) A public official who, directly or through intermediaries, provides a benefit to himself/herself or to another person indicated by him/her, in order to perform or not perform a task related to his/her duty, shall also be punished with the penalty specified in the first paragraph.

(3) If an agreement is reached regarding bribery, the penalty shall be imposed as if the crime has been completed.

(4) In cases where a public official requests a bribe but the person does not accept it, or where a person offers or promises a benefit to a public official but the official does not accept it, the penalty to be imposed under the first and second paragraphs shall be reduced by half.

(5) A person who intermediates in conveying a bribe offer or demand, in reaching a bribery agreement, or in providing the bribe, shall be punished as a joint perpetrator, regardless of whether he/she holds the status of a public official.

(6) In a bribery relationship, a third person or the authorized representative of a legal entity who indirectly receives a benefit shall be punished as a joint perpetrator, regardless of whether he/she holds the status of a public official.

(7) If the person who receives or requests a bribe, or reaches an agreement on bribery, is a judge, arbitrator, expert witness, notary, or certified public accountant, the penalty shall be increased by one-third to one-half.

(8) The provisions of this article shall also apply to persons acting on behalf of:

- Professional organizations with the status of public institutions,
- Companies established with the participation of public institutions or professional organizations with the status of public institutions,
- Foundations operating within public institutions or professional organizations with the status of public institutions,
- Associations working for the public benefit,
- Cooperatives,
- Publicly held joint-stock companies

regardless of whether they hold the status of a public official, if benefits are provided, offered, or promised directly or through intermediaries for the performance or non-performance of a task related to their duties; if such benefits are requested or accepted by them; if they act as intermediaries; or if a benefit is provided to another person due to such a relationship.

(9) The provisions of this article shall also apply to:

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- Public officials elected or appointed in a foreign state,
- Judges, jury members, or other officials serving in international or supranational courts or in foreign state courts,
- Members of international or supranational parliaments,
- Persons performing public functions for a foreign country, including public institutions or enterprises,
- Arbitrators, whether citizens or foreigners, appointed within the framework of arbitration procedures for resolving legal disputes,
- Officials or representatives of international or supranational organizations established under international agreements

if benefits are provided, offered, or promised directly or through intermediaries, or if such benefits are requested or accepted, for the performance or non-performance of a task related to their duties, or for obtaining or preserving a business or an unfair advantage in international commercial transactions.

(10) If the bribery offense falling within the scope of paragraph nine is committed abroad by a foreigner, but in relation to:

- Türkiye,
- A public institution in Türkiye,
- A private legal entity established under Turkish law,
- A citizen of Türkiye,

for the purpose of performing or not performing a transaction or resolving a dispute involving these institutions or persons, then the persons who give, offer, or promise a bribe; those who receive, request, or accept such an offer or promise; those who act as intermediaries; and those who receive benefits due to the bribery relationship shall be subject to investigation and prosecution in Türkiye, provided they are present in Türkiye.

UK Bribery Act 2010 defines general bribery offences as follows:

1. Offences of bribing another person

- A person ("P") is guilty of an offence if either of the following cases applies.
- Case 1 is where P offers, promises or gives a financial or other advantage to another person, and P intends the advantage to induce a person to perform improperly a relevant function or activity, or to reward a person for the improper performance of such a function or activity.
- Case 2 is where P offers, promises or gives a financial or other advantage to another person, and P knows or believes that the acceptance of the advantage would itself constitute the improper performance of a relevant function or activity.
- In case 1 it does not matter whether the person to whom the advantage is offered, promised or given is the same person as the person who is to perform, or has performed, the function or activity concerned.

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5. In cases 1 and 2 it does not matter whether the advantage is offered, promised or given by P directly or through a third party.

2. Offences relating to being bribed

1. A person ("R") is guilty of an offence if any of the following cases applies.
2. Case 3 is where R requests, agrees to receive or accepts a financial or other advantage intending that, in consequence, a relevant function or activity should be performed improperly (whether by R or another person)
3. Case 4 is where R requests, agrees to receive or accepts a financial or other advantage, and the request, agreement or acceptance itself constitutes the improper performance by R of a relevant function or activity.
4. Case 5 is where R requests, agrees to receive or accepts a financial or other advantage as a reward for the improper performance (whether by R or another person) of a relevant function or activity.
5. Case 6 is where, in anticipation of or in consequence of R requesting, agreeing to receive or accepting a financial or other advantage, a relevant function or activity is performed improperly by R, or by another person at R's request or with R's assent or acquiescence.
6. In cases 3 to 6 it does not matter whether R requests, agrees to receive or accepts (or is to request, agree to receive or accept) the advantage directly or through a third part or whether the advantage is (or is to be) for the benefit of R or another person.
7. In cases 4 to 6 it does not matter whether R knows or believes that the performance of the function or activity is improper.
8. In case 6, where a person other than R is performing the function or activity, it also does not matter whether that person knows or believes that the performance of the function or activity is improper.

3. Function or activity to which bribe relates

1. For the purposes of this Act a function or activity is a relevant function or activity if it falls within subsection (2), and meets one or more of conditions A to C.

2. The following functions and activities fall within this subsection

1. any function of a public nature,
2. any activity connected with a business,
3. any activity performed in the course of a person's employment,
4. any activity performed by or on behalf of a body of persons (whether corporate or unincorporate).

3. Condition A is that a person performing the function or activity is expected to perform it in good faith.

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4. Condition B is that a person performing the function or activity is expected to perform it impartially.
5. Condition C is that a person performing the function or activity is in a position of trust by virtue of performing it.
6. A function or activity is a relevant function or activity even if it has no connection with the operating country, and is performed in a country or territory outside the operating country.
7. In this section "business" includes trade or profession.

4. Improper performance to which bribe relates

1. For the purposes of this Act a relevant function or activity is performed improperly if it is performed in breach of a relevant expectation, and is to be treated as being performed improperly if there is a failure to perform the function or activity and that failure is itself a breach of a relevant expectation.
2. In subsection (1) "relevant expectation"; in relation to a function or activity which meets condition A or B, means the expectation mentioned in the condition concerned, and in relation to a function or activity which meets condition C, means any expectation as to the manner in which, or the reasons for which, the function or activity will be performed that arises from the position of trust mentioned in that condition.
3. Anything that a person does (or omits to do) arising from or in connection with that person's past performance of a relevant function or activity is to be treated for the purposes of this Act as being done (or omitted) by that person in the performance of that function or activity.

5. Expectation test

1. For the purposes of sections 3 and 4, the test of what is expected is a test of what a reasonable person in the operating country would expect in relation to the performance of the type of function or activity concerned.
2. In deciding what such a person would expect in relation to the performance of a function or activity where the performance is not subject to the law of any part of the operating country, any local custom or practice is to be disregarded unless it is permitted or required by the written law applicable to the country or territory concerned.
3. In subsection (2) "written law" means law contained in any written constitution, or provision made by or under legislation, applicable to the country or territory concerned, or any judicial decision which is so applicable and is evidenced in published written sources.

The UN Convention against Corruption defines Bribery as:

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Bribery of National Public Officials:

1. The promise, offering or giving, to a public official, directly or indirectly, of an undue advantage, for the official himself or herself or another person or entity, in order that the official act or refrain from acting in the exercise of his or her official duties;
2. The solicitation or acceptance by a public official, directly or indirectly, of an undue advantage, for the official himself or herself or another person or entity, in order that the official act or refrain from acting in the exercise of his or her official duties.

Bribery in the Private Sector:

1. The promise, offering or giving, directly or indirectly, of an undue advantage to any person who directs or works, in any capacity, for a private sector entity, for the person himself or herself or for another person, in order that he or she, in breach of his or her duties, act or refrain from acting;
2. The solicitation or acceptance, directly or indirectly, of an undue advantage by any person who directs or works, in any capacity, for a private sector entity, for the person himself or herself or for another person, in order that he or she, in breach of his or her duties, act or refrain from acting.

Example of Bribery and Facilitation of Payment

Offering a Bribe

You offer a potential client tickets to a major sporting event, but only if they agree to do business with your company. This would be an offence as you are making the offer to gain a commercial and contractual advantage. Business may also be found to have committed an offence because the offer has been made to obtain business for the institution. It may also be an offence for the potential client to accept your offer.

Receiving a Bribe

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in the Bank to ensure to continue doing business with them. It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

Bribing an Official

You arrange for the business to pay an additional payment to an official to speed up an administrative process, such as a request for a visa or work permit. Because this offer is made to gain a business advantage for the Bank, the offence of bribing a public official as well as all individual has been committed as soon as the offer is made.

Giving or Accepting of an Advantage

1. In bribery, the undue advantage is connected to a specific act or omission. The relationship is one of exchange.
2. Giving or accepting of an advantage refers to unlawful favours, which, for public

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officials, are not connected to a specific official act but rather are granted or received with a general view to the future execution of official duties.

3. The requirement that the act be penalized also in the foreign State where the offence took will likely be met in most cases of corruption.
4. Offer or receipt of cash in the form of a kickback, loan, fee or reward.
5. Giving of aid, donations or voting designed to exert improper influence.

Active & Passive Bribery

1. Active Bribery is the act of giving or promising the bribe.
2. Passive Bribery is the act of requesting or receiving the bribe.

Note: These definitions of bribery are not exclusive to public officers.

Associated Person: Meaning of associated person has been defined in UK Bribery Act as follows:

1. A person ("A") is associated with "C" (a Company / Bank) if (disregarding any bribe under consideration) A is a person who performs services for or on behalf of C.
2. The capacity in which A performs services for or on behalf of C does not matter.
3. Accordingly, A may (for example) be C's employee, agent or subsidiary.
4. Whether or not A is a person who performs services for or on behalf of C is to be determined by reference to all the relevant circumstances and not merely by reference to the nature of the relationship between A and C.
5. But if A is an employee of C, it is to be presumed unless the contrary is shown that A is a person who performs services for or on behalf of C

Kickbacks: Kickbacks arise when suppliers or service providers pay part of their fees to the individuals who give them the contract or some other business advantage.

Facilitation Payments: Facilitation payments are small bribes to Bank officials with a view to speeding up routine banking facilities to which the entity is already entitled. It may also be that facilitation payments paid by bank staff to speed up other routine processes external to the bank.

Third Party: A third party is any individual or organization external to the Bank with whom the Bank has, or may have, a business relationship. For the purposes of this Policy, the term also covers any person or entity engaged to act on behalf of the Bank or representing the Bank in any capacity.

RESPONSIBILITIES

The Bank ensures that this policy and the related procedure are clearly communicated to all employees.

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Board of Directors

The Board of Directors is responsible for approving this Policy, as well as overseeing its implementation, reviewing it annually, and conducting periodic assessments over the anti-bribery and anti-corruption program.

The Bank's Board of Directors;

1. Should ensure that charitable contributions and sponsorships are not used as a means of influencing third parties with the ultimate purpose of obtaining preferential treatment or business benefits.
2. Should foster an anti-bribery and corruption culture through regular communication to Business Heads and Senior Management.
3. Should have access to appropriate types of investigative information in areas where bribery and corruption-related misconduct has occurred.

Senior Management

The Senior Management of Bank is responsible for:

1. The Bank's Senior Management is responsible for establishing all necessary procedures to ensure the proper implementation of this Policy, and for organizing training programs to ensure that the Bank employees maintain constant awareness and caution regarding issues related to bribery and corruption.
2. Take action to demonstrate commitment to anti-bribery and anti-corruption principles compliance through remediation efforts (as applicable, where incidents have occurred)
3. Model the way and ensure that respective Business lines and functions conduct their activities with integrity.
4. Promote a culture to direct employees to act with integrity and in compliance with anti-bribery and anti-corruption principles.
5. Understand bribery and corruption risks faced by the respective Business lines and functions, the materiality of the risks, and the extent to which existing anti-bribery and anti-corruption systems and controls are adequate and effective.
6. Stay fully abreast of bribery and corruption matters.
7. Ensure no personnel suffer retaliation or discriminatory or disciplinary action for reports made in good faith on the basis of reasonable belief of violations or suspected violations of the Bank's Anti-Bribery And Anti-Corruption Policy or for refusal to engage in bribery or corruption-related activity.
8. Senior management should have access to appropriate types of investigative information

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in areas where bribery and corruption-related misconduct has occurred.

Middle Management

Middle management cover all other employees who have management roles.

Middle management roles are as follows:

1. Model the way and ensure that respective Business lines conduct their activities with integrity.
2. Promote a culture to direct employees to act with integrity and in compliance with anti-bribery and anti-corruption principles.
3. Understand bribery and corruption risks faced by the respective Business line, the materiality of the risks, and the extent to which existing anti-bribery and anti-corruption systems and controls are adequate and effective.
4. Stay fully abreast of bribery and corruption matters.
5. Reinforce the standards set by senior management, to take action to demonstrate their commitment to anti-bribery and anti-corruption compliance or program personnel, including remediation efforts, if relevant.

Compliance Department

1. Compliance Department is responsible to develop an appropriate implementation of the policy and reviewing the policy on a regular basis to ensure it continues to be appropriate taking into account the changes in law and regulations application.
2. It is is responsible for designing a proper control to enforce the provision of this policy.
3. Compliance Department communicate to Audit Committee regarding any breach in the quarterly reporting.
4. In addition, the Compliance Department inform QNB Group Compliance of any bribery or corruption activities, if identified.
5. To raise awareness, the department sends periodic reminder emails to employees regarding the provisions of the relevant Policy and Procedure and keeps the necessary records.
6. In coordination with the Human Resources Department, it ensures that anti-bribery and anti-corruption trainings are assigned to all employees during recruitment and at regular intervals.

Human Resources Department

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Responsibilities relating to fair and transparent recruitment processes fall to Human Resources Department.

Employees

All employees are equally responsible for the prevention, detection, and reporting of bribery and other forms of corruption. All employees are obliged, if they have reason to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that breaches this policy, to notify the senior management of the related department and Chief Internal Control and Compliance Officer in the manner stated above under the current control environment.

GENERAL PRINCIPLES AND RULES REGARDING ANTI-BRIBERY AND ANTI-CORRUPTION

Bank's certain activities create particular risks, directly or indirectly offering, giving, soliciting or receiving any form of bribe, kickback or other corrupt payment, or anything of value, intended to secure a business advantage to or from any person or organization, including government agencies, individual government officials, private companies and employees of those private companies under any circumstances.

Bank prohibits bribes or any payments of anything of value intended to improperly influence anyone whether they are government official or not.

The Bank ensures that sufficient provisions regarding the prevention of bribery and corruption are included in contracts made with third parties providing services on behalf of the Bank.

All new employment contracts and generally all contracts made with the Bank's employees include provisions related to the combat against bribery and corruption.

Bank employees are prohibited from directly or indirectly requesting or receiving gifts from customers, suppliers or third parties with whom they have relations on behalf of the Bank. This rule also applies to gifts given to the employee's family or relatives by the specified individual.

Ordinary or appropriate hospitality gifts (both given or received) within the limitations set out are not prohibited.

Bank employees are prohibited from making donations to any political organization/party or individual on behalf of the Bank.

The Bank ensures that donations and sponsorships are not used as a means to influence third parties for the purpose of obtaining preferential treatment or commercial gain.

In any case, it is strictly prohibited to give or receive gifts in cash form regardless of the amount.

RULES ON RECEIVING/OFFERING GIFTS AND MAKING DONATIONS

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties and the given receipts of gifts.

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Exchanges of reasonable and courtesy business gifts and hospitality are part of our business practices and allowed if they are transparent, proportional, reasonable and of a bona fide nature. Particular attention should be taken in all relationships with public or government officials and employees.

Gift & Hospitality Rules

1. In cases where, within the local culture, the acceptance or offering of gifts and hospitality is considered a tradition and where refusal would not be appropriate, the acceptance or offering of gifts shall be carried out in accordance with the matrix and approval structure set out below.

Gift Value	Approval Level
0 – 6.500 TL (USD 150)	No approval required
6.501 – 40.000 TL	Executive Vice President or Equivalent Title Manager (General Manager in the case of gift receiving/offering by Executive Vice President or Equivalent Title Manager)
40.001 and above	General Manager

2. For any gift or hospitality exceeding 6,500 TL, the Received Gift/Hospitality Declaration Form (FRM. 04468) shall be completed and sent to the Compliance Department in order to determine whether it will be retained for personal use or evaluated for other corporate purposes such as a raffle or charitable use. Based on the opinion received, the gift may remain with the employee, be returned to the giver, or be forwarded to the relevant business unit for use within the Bank. Excessive gifts or those beyond normal criteria offered by clients, suppliers, or third parties must be rejected in accordance with the Bank's policy.
3. Prior to offering any gift or hospitality exceeding 6,500 TL, the Offered Gift/Hospitality Declaration Form (FRM.04477) shall be completed and sent to the Compliance Department. This approval process ensures to be in compliance with Bank's ethical standards and policies. The request for approval should include a detailed description, its intended recipient, and the business purpose for which it is being given, along with management of remaining gifts which could not be delivered.

Normal and appropriate hospitality and gifts cover the following situations:

1. Are not made with the intention of influencing a third party to obtain or retain business or a business advantage or to reward the provision or retention of business advantage or exchange of favours or benefits.
2. Complies with applicable laws and regulations in country of operating.
3. Taken into account the reason for the gift is of an appropriate type and value and given at an appropriate time.
4. In given openly and formally.
5. A gift must never leave the recipient into a position of obligation.

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6. Employees should never accept cash, loan or any similar gift that can be considered as direct cash. For hospitality to be permitted, it must always be in connection with a business meeting where the business content is predominant.
7. Hospitality requires that the host be present and that the hospitality is fairly provided and modest in value.
8. Hospitality must never be perceived as excessive or luxury and must never leave the recipient into a position of obligation;
9. Hospitality must not be offered on an overly frequent basis.

CHARITABLE/POLITICAL DONATION & SPONSORSHIP

1. We do permit charitable donations (with prior related department's approval) and sponsorships in accordance with the current rules but those must not be offered to gain a business advantage.
2. Assessment for donations and sponsorships needs to be supported with appropriate rationale, due diligence in accordance with Bank's KYC and Sanctions policies and management approval.
3. Donations should only be made to Donations shall only be made to charitable organizations that are authorized and licensed to collect donations. Donations should not be made to improperly influence a supporter or director of that charity. Further, no public official should be associated with the charity/sponsorship in question that could gain an advantage from the contribution.
4. Requests for charitable donations should be evaluated separately from the commercial activities and it is inappropriate to make charitable donations linked to past, present or future business transactions.
5. Bank shall not make any political donations, which means donations for political purposes to any politician, political party or related organization, official of a political party or candidate for political office in any circumstances either directly or through third parties.

FACILITATION PAYMENTS & KICKBACKS

Kickbacks are typically payments made in return for a business favour or advantage. All bank employees must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted.

1. The Bank do not make, and will not accept, facilitation payments or "kickbacks" of any kind of facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official.
2. If any employees are asked to make a payment on behalf of the Bank, the employee should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. If there is any suspicions, concerns or queries regarding a payment the employee should always ask for a receipt which details the reason for the payment.

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3. Bank's employees may not directly or indirectly make a facilitation payment and accordingly facilitation payments made by an individual and included in an expense report will not be reimbursed by the Bank.
4. In the event any payments is made under duress or asked for, this must be documented and reported immediately to your line manager.
5. The use of Bank's funds or assets for any unlawful, improper or unethical purpose is prohibited.

DEALING WITH THIRD PARTY

When making agreements with third parties, the Bank must act in accordance with legal regulations related to the combat against bribery and corruption. To achieve it, due diligence must be exercised to ensure that third parties providing services on behalf of the Bank implement appropriate procedures related to combating bribery and corruption.

The scope of the detailed examination process will depend on the risks carried with each third party, special care will be taken in cases such as mergers and acquisitions. The detailed review procedures and methods may vary depending on the situation and will be determined on a case-by-case basis.

Along with this;

1. It is prohibited to engage any third party who you know or reasonably suspect of engaging in bribery.
2. Appropriate risk based due diligence should be undertaken before any third parties are engaged. The appropriate level of due diligence will vary depending on the circumstances and the judgement are made on a case by case basis.
3. All new service and partnership agreements with third parties or related parties must include explicit anti-bribery and corruption provisions. These provisions should require the service provider to represent and warrant that it has not made, agreed to make, or caused to be made - any commission, payment, contingent fee, brokerage or similar compensation in connection with the establishment or execution of the agreement to any employee or to any individual, entity, or agent. Legal must be consulted during the contract review process to ensure the inclusion of appropriate anti-corruption clauses and to validate the legal sufficiency of such provisions.
4. The necessary controls should be in place that enable the identification, risk assessment and mitigation of risks posed by associated persons.
5. Risk-based due diligence should be performed on associated persons / third parties in order to identify the associated person and validate their credentials and background and confirm the suitability of their specific skills and experience for the role they will be performing.
6. Due diligence conducted should be risk based taken into consideration the nature of the activity, the level of reliance, the country of registration / operation of the associated

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person / third party, the level of supervision it is subject to, its ownership structure including the presence of any public official. Enhanced due diligence should be applied for higher risk arrangements.

7. Bank ensures that the amount of proposed consideration or payment to the associated person is proportionate to the tasks required and in line with market rates.

Contract terms with third parties should also include:

1. Description the services to be performed
2. Prohibit the third party from engaging in any corrupt or otherwise illegal activity
3. Declare that commissions and fees paid, or agreed to be paid, to any party acting on their behalf, such as agents, is or will be for legitimate services only
4. Grant the bank the "right to exit" if the third party has engaged in corrupt practices
5. Require third parties to keep proper books and records made available for inspection by the bank, auditors or investigating authorities

Accordingly, where Bank engage third parties such as agents, distributors or joint venture partners, it has the obligations to complete sufficient due diligence when entering into arrangements to ensure that they are not acting corruptly, and to periodically monitor their performance to ensure on-going compliance.

All Dealings with Third Party should also include:

1. A statement to clarify that the bank has a business rationale for involving any third party in a transaction.
2. An overview of the risk-based due diligence and approval processes for the onboarding of third parties. This due diligence should seek to understand the third party's relationships with foreign official (if any).
3. Enhanced due diligence should be applied when red flags are identified (Appendix)
4. A statement that robust due diligences will also be conducted for mergers and acquisitions and for investments or joint venture partners.
5. Clarification that ongoing monitoring of third party relationships.
6. Updating due diligence, training, audits and/or annual compliance certifications by the third-party.

Setting necessary work-flows to ensure that third parties that do not pass due diligence or that are terminated are not hired or re-hired at a later date.

HIRING PRACTICES AND EMPLOYEE DUE DILIGENCE

The Bank must ensure that:

1. Fair and transparent recruitment processes are in place.
2. Appropriate due diligence is conducted on prospect employees.

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3. There are risk-based processes with respect to hiring, particularly for candidates referred by a Public Official, or an employee of a customer or potential customer.
4. Employees must disclose any conflicts of interest.
5. Monitoring of employee accounts and activity, including monitoring of expenses and business hospitality.
6. Monitoring of payments systems.

Refer to the related Human Resources policies and procedures.

Human Resources Department should engage with Compliance Department in case of connected hiring i.e. identifying candidates who are public officials, or are closely associated to public officials, corporate customers, vendors by posing questions to all successful candidates.

DEALING WITH PUBLIC OFFICIALS

Although this policy applies to both public and private sectors, dealing with public officials poses a particularly high risk in relation to bribery due to the strict rules and regulations in many countries.

The provision of money or anything else of value, no matter how small, to any public official for the purpose of influencing them in their official capacity is prohibited.

CUSTOMER AND TRANSACTIONAL DUE DILIGENCE:

Customer transactional due diligence should cover the following:

1. The bank should screen and undertake due diligence on all customers and transactions.
2. Processes should be in place to identify political risk/ownership of an entity/customer with whom it is transacting.
3. The bank, if needed, requires customers and, where appropriate, other relevant parties to declare whether they or any party transacting on their behalf is under formal investigation for bribery or corruption related misconduct or has been convicted of bribery or corruption related misconduct in the last five years.
4. Customer transactions should be monitored in a manner proportional to the size of the anti-bribery and anti-corruption risk of the transaction.

PERSONAL ASSET DECLARATION

According to the Banking Law No. 5411, members of the Board of Directors, general managers, deputy general managers and the managers with signing authority, including regional managers, branch managers and the managers of the units within the Head Office such as departments, sections, groups, etc., shall be subject to the provisions of the Law No. 3628 on Declaration of Assets, Anti-Bribery and Anti-Corruption.

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According to Law with no. 3628, these individuals are required to declare their personal assets (real estate, cash and bank deposits, stocks, gold, jewelery, rights, etc.) within one month following their assignment or resignation. Additionally, these individuals must renew their declarations in the event of significant changes in their assets and during years ending with the last digits (0) and (5).

The Human Resources Department collects all personal asset declarations and submits them to the Banking Regulation and Supervision Agency, as stated in the Human Resources Legal Procedures Instruction (**TAL.00820**)

COMPLIANCE WITH THE POLICY

Bank employees has a primary responsibility to comply with this policy and all employees must ensure that they read and understand and comply with this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Bank or under its control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.

What to do if you are the Target of Bribery or Corruption?

It is very important that:

1. You keep records of any actions that could potentially be construed as bribery. This ensures that there is an appropriate paper trail to refer to in the event of prosecution.
2. You contact Chief Internal Control and Compliance Officer immediately, by email or by phone, if you are offered a bribe by a third party, or asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

Raise a concern

1. The Bank has established a hotline in accordance with TAL.00967 Notification of Internal Frauds and Employee Hotline Procedure to enable the confidential reporting of policy violations related to bribery and corruption.
2. Should employees have any doubt or concern about any situation relating to the policy, employees should seek guidance from their managers before doing or committing to do anything that could compromise their position within the Bank.
3. If any manager should require further guidance on a specific case then this should be referred to the Chief Internal Control and Compliance Officer.
4. If you suspect or observe anything that might be in contravention of this policy, you have an obligation to report it under the Enpara Bank Whistle Blowing Policy.
5. Consult your line manager if you suspect that someone else is engaged in bribery, corruption, fraud or any other unacceptable or unethical conduct.

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- The employee should normally raise concerns with his/her immediate manager or their superior. This depends, however, on the seriousness and sensitivity of the issue involved and who is thought to be involved in the malpractice.
- If the employee believes that his/her immediate management is involved in wrongdoings, he/she should approach the Chief Internal Control and Compliance Officer directly, via any of the Whistleblowing channels established within the Enpara Bank Whistleblowing Policy.
- Consult Chief Internal Control and Compliance Officer in confidence if you suspect that someone else is engaged in bribery, corruption, fraud or any other unacceptable or unethical conduct and you are unable to speak to your line manager for any reason.
- Notify your manager and/or Chief Internal Control and Compliance Officer as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers something to gain a business advantage, or indicates that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out in the Appendix.

PROTECTION

If any employee refuse to accept or offer a bribe or you report a concern relating to potential act(s) of bribery or corruption, it is understood that the employee may feel worried about potential repercussions. Therefore, the Management will support anyone who raises concerns in good faith under this policy, even if investigation finds that they were mistaken.

The Management will ensure that no one suffers any detrimental treatment as a result of refusing to accept or offer a bribe or other corrupt activities or because they reported a concern relating to potential act(s) of bribery or corruption. Concern must be reported by following Enpara Bank whistle blowing policy and procedures.

ANTI-BRIBERY AND ANTI-CORRUPTION PROGRAM RISK ASSESSMENT

Within the framework of a risk-based approach, as part of the annual Enterprise-Wide Risk Assessment (EWRA), a Risk Assessment is conducted by taking into account products, processes, existing and anticipated risks, and controls.

Anti-bribery and anti-corruption program risk assessment involves the description of risk, identification of existing controls, assessment of control efficiency and monitoring activities.

Risk factors

The anti-bribery and anti-corruption risk is being assessed considering their applicability for the covered entity. The Bank assesses bribery & corruption risks taking account of the multiple factors including:

- The types of business undertaken.
- The countries in which it operates.
- The nature of its business relationships.
- The extent to which it does business with public officials.
- Its control framework, including policies & procedures relating to remuneration, gifts & entertaining.

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RECORD KEEPING

Record keeping requirements are not limited to financial records.

Bank employees must keep all records for 10 years and have appropriate work-flows in place which will evidence the business reason for making payments to third parties.

Any employee must declare and keep a written record of all hospitality or gifts accepted or offered exceeding the specified amount, which will be subject to managerial review.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper Payments.

Compliance Department keep records of declared gifts and hospitality.

The Audit Department monitors compliance with the provisions specified in this procedure.

TRAINING

1. Compliance and Human Resources Departments provide to assign appropriate anti-bribery and anti-corruption training upon recruitment and on a regular basis to all employees to make them aware of the types of corruption, the risks of engaging in corrupt activity, the Enpara Bank Anti-Bribery and Anti-Corruption Policy, and how they may report corruption.

2. Within this scope, the Compliance Department ensures the following

- Ensures training covers relevant and practical examples; lessons learned from prior compliance incidents
- Keeps training material and Bank's employees' knowledge up to date.

REPORTING

The effectiveness of this procedure largely depends on the employee's diligence in properly applying the procedure and the early detection of violations.

Additionally, the Bank provides safe and accessible channels (Whistleblower Hotline) for employees to express their concerns and report violations comfortably and without the risk of any damage.

Bank employees should report concerns related to bribery and corruption through the Whistleblower Hotline.

In this context, Enpara Bank offers its employees a Hotline to report irregularities, including bribery and corruption, as detailed in "TAL.00967 Notification of Internal Frauds and Employee Hotline Procedure". Accordingly, Enpara Bank employees have the right to report the

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aforementioned matters directly to the Audit Committee and Internal Control and Compliance Department.

Reports to the Authority

As Bank has a zero tolerance against bribery, all criminal activities including corruption will be reported to the regulatory and jurisdiction authorities (if applicable).

Management Reporting

On a regular basis the results of the assessment and controls performed by the Chief Internal Control and Compliance Officer on a bribery and/or corruption risks level will be presented to the Audit Committee annually.

In addition, any significant bribery or corruption-related case should be reported to executive management immediately.

DISCIPLINARY ACTION

Failure to comply with this policy, whether or not this is intentional, may lead to disciplinary action and criminal liability for the individual involved in line with the related Human Resources Policy.

The behaviors and practices subject to disciplinary action, including those mentioned in this policy, are detailed in the Disciplinary Committee Charter (YÖN.00043).

Bank employees are required to confirm that they have read and understood the policy and that they comply with its terms as part of their ongoing employment assessment processes. In addition, relevant employees will be required to complete the training that are assigned to support the guidance in this policy.

Failure to adhere to this Policy may result in disciplinary action appropriate to the violation, up to and including termination of employment or the contractual relationship, and legal proceedings.

The bank will distribute appropriate communication when an employee is terminated or otherwise disciplined for failure to comply with Anti-Bribery and Anti-Corruption policy, procedures or controls.

Appendix - Potential Risk Scenarios: "Red Flags"

The following is a list of possible red flags that may arise during the course of you working for Bank and which may raise concerns under various anti-bribery and anti-corruption laws.

The list is not intended to be exhaustive and is for illustrative purposes only.

If any of these "Red Flags" while working for Bank are encountered, a promptly report must be presented to the employee's manager or to the Chief Internal Control and Compliance Officer as per current controls and raising concerns and as per whistle blowing policy.

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1. A third party engages in, or has been accused of engaging in, improper business practices;
2. A third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
3. A third party insists on receiving a commission or fee payment before committing to sign up to a contract, or carrying out a government function or process;
4. A third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
5. A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
6. A third party requests an unexpected additional fee or commission to "facilitate" a service;
7. A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services
8. A third party requests that a payment is made to "overlook" potential legal violations;
9. A third party insists on the use of side letters or refuses to put terms agreed in writing;
10. The employee has been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
11. A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or
12. An unusually generous gift or lavish hospitality are offered by a third party.

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