



NETAŞ ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Integrity, Transparency and Anti-Corruption

COMPLIANCE

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INTRODUCTION

Netaş Telekomünikasyon A.Ş., and domestic and foreign affiliates of Netaş Telekomünikasyon A.Ş. (collectively referred to as “Netaş”) commits to perform their activities honestly and ethically and to act in accordance with the laws and regulations of all countries they operate. Therefore, it is the principle of Netaş to constantly act in accordance with the anti-corruption laws in force all over the world during the conducting its activities. Netaş adopts a zero-tolerance policy against bribery and corruption and organizes regular trainings every year to increase the awareness of its employees with this respect.

Although there are differences between countries in terms of the scope and implementation of the laws, in accordance with the basic principles in all countries; it is inappropriate for a company or individual to offer or give a benefit to a Government Official, either directly or through a third party, to gain an advantage not vested in him.

Violation of anti-corruption laws may not only result in damage to the reputation of and with significant fines imposed to Netaş, but also may result in various penalties, including fines and imprisonment, for Netaş employees. In accordance with the Netaş Anti-Bribery and Anti-Corruption Policy (the “Policy”), Netaş, its members of the board of directors, employees, agents, and representatives, when acting on behalf of, on account of, or for Netaş, shall not act in violation of applicable anti-corruption laws, including the Turkish laws and the United States Foreign Corrupt Practices Act (“FCPA”) and the United Kingdom Bribery Act (“UKBA”) in particular, and under no circumstances shall they give bribes or tips, make any illegal payments, accept and/or mediate, and/or provide and/or receive any valued benefit, and make any commitments regarding the same.

1- PURPOSE AND SCOPE

This Policy aims to determine the approach of Netaş, its members of the board of directors, employees, agents, and representatives on bribery and corruption when making transactions on behalf of, on account of, or for Netaş, to take necessary precautions for preventing bribery and corruption, and to establish essential principles and rules in line with this scope.

2- DEFINITIONS

Conflict of Interest: It means all kinds of valuable interests that may cause an employee, member of the board of directors, company representative, and agent to conflict with the decisions or actions taken due to their position in the company, with the services they provide to the company, that may significantly impair their objectivity, and that may provide unfair benefits in favor of any person or organization in contact with them, in particular, except for the permitted actions under Articles 395 and 396 of Turkish Code of Commerce.

Public Official: It refers to a person who participates in the conduct of the public activity, either permanently, temporarily, or for a limited time, by appointment or election, or otherwise.

In accordance with the purposes of this Policy and applicable anti-corruption laws, the definition of “Public Official” includes the following;

- All the official or contracted personnel of any state or government agency or publicly owned organization, including the armed forces personnel.
- Employees or representatives of a company, carrying out any state duty such as a telecommunication company;
- Officials, employees or representatives of official international organizations such as the European Union, the Asian Development Bank, or the European Central Bank.
- Any political party official or candidate for political office.

Facilitating or Accelerating Payment: A Facilitating or Accelerating Payment refers to a financial payment that is made to expedite an administrative process or secure work and receive a service - which is a legal right- faster.

Bribe: Bribery refers to providing any benefit directly or through an intermediary(s) to a Public Official or another person designated by such official in order for him/her to perform or not perform an activity related to the performance of his/her duty.

Third-Party(ies): It refers to the natural persons and legal entities other than the members of the board of directors, employees, agents, and representatives of Netaş, the Public Officials, and the public institutions.

Corruption: It refers to the misuse of a duty or authority for the purpose of gaining any kind of benefit directly or indirectly.

Compliance Management Committee: It is the committee responsible for creating, making decisions, and improving the relevant policies, processes and systems within the framework of ethical working principles at Netaş.

3- BRIBERY AND CORRUPTION

This Policy prohibits directly or indirectly offering, payment, committing of money or “anything of value,” or provide authorization to any Third Party with whom Netaş is in commercial cooperation in order to benefit Netaş, and also acceptance of the same from any Third Party. In addition, receiving or giving gifts on behalf of any Netaş business partner is prohibited in accordance with this Policy.

The term “anything of value” doesn’t indicate only money; it should be construed as anything that benefits or favors the person given and may occur in the following forms.

In this context, Bribery and Corruption may occur in many forms. Some examples of these forms are as follows:

- Cash or payments that can substitute cash,
- Political contributions,
- Donations,
- Scholarships,

- Gifts and gift cards,
- Holidays, trips, and any holiday, trip, meal, and hosting other than the ones, the conditions of which regulated under this Policy in Gifts and Hosting Section,
- Job offer, employment, internship, training

It should be noted that gifts and hosting should be given/provided only for the purpose of developing business relations, and it is strictly forbidden to present gifts and provide hosting to persons such as relatives of the Third Parties, who are not related to the relevant business.

Any hesitation or question regarding hosting or gifts should be directed to the Compliance Department.

4- GIFTS AND HOSTING

Gift

Reasonable and modest gifts, meals, treats, and hosting provided for a legitimate business purpose and for the promotion and advertisement of Netaş products and services may be permitted to the extent they don't conflict with this Policy.

No accommodation or hosting (including meals and beverages), gifts, or other things of value, whether authorized or not, should be offered, committed, or supplied directly or indirectly for the purpose of encouraging or rewarding a Public Official or Third Party to take action or make a decision within his/her jurisdiction.

While providing/receiving gifts, accommodation/hosting within the scope of this Policy, the following points should be considered:

- To make sure that gifts and hosting are not effective in decision processes,
- Not to give and/or accept any cash and gifts that can substitute for cash,
- Not to receive and/or give gifts that may be considered a violation of applicable laws,
- Not to offer gifts and/or hosting to Third Parties prior to a bid or a tender and/or not to accept gifts and/or hosting from Third Parties in such a process,
- Not to offer or accept gifts with the monetary value exceeding 100.00 (one hundred) US Dollars for each Third Party in a one-year period,
- With regard to the gifts exceeding the above limit, the Compliance Department should be contacted.

Hosting

Netaş may occasionally provide hosting or accept such offers in order to strengthen its business relations with Third Parties. Such hosting is acceptable, provided it is reasonable in value and frequency and does not violate this Policy and any applicable anti-corruption law.

Netaş employees must consider the following issues while making expenses related to hosting¹;

¹ For more detailed information, please see the 110-IY-007 Domestic and International Travel Regulations.

- Economy class air/rail travel should be preferred whenever possible. Business/first class air/rail transport: Business class may be preferred only in limited situations such as long-distance travel; first-class travel requires the prior written approval of the Compliance Department.
- Standard rooms in the hotels approved by Netaş should always be preferred for accommodation. In case of the absence of the approved hotel or it is not available, the related person may stay in an equivalent hotel.

5- FACILITATING OR ACCELERATING PAYMENT

Any Facilitating or Accelerating payment is strictly prohibited regardless of the amount.

Netaş does not tolerate any Facilitating or Accelerating Payments to Third Parties and such offers or requests from Third Parties. Any person who makes transactions on behalf of, on account of, or for Netaş is required to notify the Compliance Department immediately if s/he faced with such a payment request.

6- CONFLICT OF INTEREST

The board members, employees, agents, and representatives of Netaş should stay away from situations that could be perceived as a conflict of interest.

7- DONATION, CHARITY AND SPONSORSHIP

Netaş carries out its donation, charity and sponsorship activities in line with the principles outlined in the Netaş Donation and Charity Procedure and Sponsorship Process.² Making donations, charity to and engage in sponsorship activities with Third Parties in return for any unfair advantage is prohibited and a violation of Netaş principles and rules.

8- RELATIONS WITH PUBLIC OFFICIALS

The anti-corruption laws valid for Netaş prohibit corrupted payments to any public official, regardless of their position or rank. In most of these anti-corruption principles, the subject of who qualifies as a Public Official is interpreted broadly in a manner to include Public Officials or any state representative or any officials or employees of any state-owned or -controlled entity.

All travel, accommodation, hosting/entertainment, food, beverages, or anything of value provided to the Public Official by Netaş or board members, employees, agents, and

²For more detailed information, please see the 1100-IY-004 Netaş Donation and Charity Procedure and 1100-IY-002 Sponsorship Process.

representatives of Netaş, on behalf of, on account of, or for Netaş, must be reasonable in terms of value and quantity, in compliance with business purposes of Netaş, and be legitimate in accordance with all applicable anti-corruption laws. In order not to cause any misunderstanding, especially before placing a bid or tender regarding Public Officials, it is necessary not to offer gifts, hosting, or accept gifts/hosting from relevant parties during such a process. Therefore, the expenditures such as gifts and hosting for Public Officials must be approved by the Compliance Department in advance.

It is never permitted to give cash or cash equivalents (such as stocks or gift cards) or to provide any luxury accommodation, entertainment, or other business gestures to Government Officials. In the expenses related to Public Officials, it should be clearly stated under which scope/project the relevant expense was incurred and to whom this expense is covered, on the rear side of the expense slips/invoices by clearly stating the purpose of the expense.

When a gift is given to and/or a Public Official is hosted, this Policy; it should be ensured that laws are complied with and the gifts and hosting do not suggest an inappropriate situation.

9- APPOINTMENT OF THIRD PARTIES TO MAKE TRANSACTION ON BEHALF OF, ON ACCOUNT OF, AND FOR NETAŞ

Netaş may be held liable or suffer a loss of reputation due to payments such as bribes, commissions, or facilitation payments made by Third Parties in connection with its business. In addition, Netaş may be held responsible for not taking the necessary steps to prevent such actions, regardless of whether it is aware of the inappropriate behaviors of Third Parties.

As a matter of principle, Netaş does not appoint any Third Party that makes corrupted payments to public officials. Netaş appoints only well-known, honest, and competent Third Parties to do business on its behalf and contact public officials. Before the appointment of Third Parties who may be in contact with public officials on behalf of Netaş, it is required for due diligence to be exercised by contacting the Compliance Department and for "Inconvenience Markings," if any, indicating that the risk of corruption is high or that the Third Party has the potential to be involved in corrupt acts to be determined and recorded accordingly.

All Third Parties acting on behalf of, on account of, or for Netaş or in a business relationship with Netaş are expected to act professionally and within the framework of commercial and legal requirements. Third Parties cannot offer or take bribes to/from anyone while working for or on behalf of Netaş. In such a case, the business relationship with the related party shall be terminated immediately.

10- KEEPING ACCOUNTS AND RECORDS

It is a legal duty to keep the accounting records of Netaş accurately and entirely and to maintain the necessary control systems. In this context, all required supporting documents and approval processes should be preserved and recorded.

It should be ensured that all transaction records such as invoices and expense records of Netaş accurately reflect the transactions made. It should be noted that deliberate misrepresentation of

facts, falsification of records, or alteration of reports may lead to dismissal and various disciplinary penalties.

11- DUE DILIGENCE STUDY

Netaş may conduct due diligence study to determine compliance with this Policy before entering into an agreement with Third Parties when deemed appropriate or necessary.

12- AUTHORITY AND RESPONSIBILITY

Netaş Compliance Department: The Compliance Department shall be responsible for managing, implementing, and, updating this Anti-Bribery and Anti-Corruption Policy at least once in a year. In order to ensure the implementation of this Policy, Netaş Compliance Department shall publish the “Anti-Corruption Regulation,” which contains more detailed information, and update it when necessary.

Compliance Management Committee: The responsibilities of the Compliance Management Committee are as follows.

- Setting targets for compliance management
- Approving compliance system configuration plans and compliance resource allocation solutions
- Making arrangements regarding the compliance program when necessary
- Assess compliance risks during operations and approve solutions
- Approving the company's compliance policies and related system documents.
- Overseeing and managing the implementation of compliance policies and related system documents
- To evaluate the results of the investigation and investigation reports regarding the notifications received from the Netaş whistleblowing lines; make decisions according to legal regulations and company regulations

13- TRAINING

Netaş management provides the necessary anti-bribery and corruption training regarding this Policy and applicable anti-corruption laws to its employees very year to all its employees, and when necessary, to Third Parties acting on behalf of Netaş and for Netaş, members of the board of directors, agents, and representatives. The Compliance Department and Human Resources Department monitors the completion rates of related training.

14- VIOLATION OF POLICY

a) Legal Responsibility of Netaş. Netaş may be subject to severe judicial and special penalties for violation of applicable anti-corruption laws. Even if Netaş or the people acting on behalf of, on account of, or for Netaş are apparently involved in acts of corruption, Netaş will be subject to investigations, negative media attention, loss of work, and significant financial expenses.

b) Individual Legal Liability. Individuals who do not comply with anti-corruption laws may face severe judicial and administrative penalties, including imprisonment and heavy fines that Netaş shall not reimburse.

c) Discipline Procedures. In addition to individual legal liability, Netaş employees shall be subject to disciplinary penalties, including termination of employment, if they violate this Policy or breach the applicable anti-corruption laws.

15- AUDIT

If deemed necessary, anti-bribery and anti-corruption audits may be carried out by Netaş or its main shareholder ZTE or by an independent party appointed by them.

16- REPORTING

In case of violation of this Policy, or if there is a suspicion that it has been violated or will be violated soon, it is necessary to notify the Compliance Department, the Legal Department, or the following Hotline channels managed by our controlling partner, ZTE.

Employees who report any violation in good faith will be protected from any form of retaliation.

- Netaş reporting mechanism,³
 - Website: <https://netas.com.tr/netas-ihbar-hatti/>
 - Netaş Compliance Department: compliance@netas.com.tr
 - Netaş Internal Audit Department: netas-audit@netas.com.tr
- ZTE External reporting mechanism,
 - Web: <http://www.tip-offs.com.cn/ZTE>
 - E-Mail: ZTEWhistleblowing@tip-offs.com.cn
 - Hotline: +8621-3313-8584
- ZTE Internal reporting mechanism,
 - E-Mail: complianceaudit@zte.com.cn



³ For more detailed information, please review the 1400-IY-013 Whistleblowing Process.

17- REVISION HISTORY

<u>No</u>	<u>Date</u>	<u>Amending Personnel</u>	<u>Reason</u>
01	10.08.2021	ÖZGE GEÇ	First publication
02	20.10.2022	ÖZGE GEÇ	Authority and Responsibility field, Reporting and Definitions section have been updated and sponsorship section added. Sponsorship title has also been added to the Donation and Aid title. Under the Anti-Bribery and Corruption heading, a sentence was added regarding gifts can not be given "on behalf of third parties". The training section has been updated.