



## ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

### 1. Purpose and Scope

This Anti-Bribery and Anti-Corruption Policy ("**Policy**") is designed to protect the reputational and ethical values of Nadir Metal Rafineri Sanayi ve Ticaret A.Ş. (hereinafter shall be referred to as "**Nadir Metal**" or "**the Company**") and to comply with legislation and regulations on anti-bribery and anti-corruption in the countries in which the Company carries out its transactions and with the ethical and Professional principles as well as universal rules.

This Policy covers:

- All Company employees, including Nadir Metal's Board of Directors
- Nadir Metal's subsidiaries and affiliates and employees who work there.
- The companies from which the Company buys goods and services, including their employees, persons, and organizations working on behalf of Nadir Metal, including suppliers, consultants, lawyers, and external auditors.

### 2. Definitions

<b>The Board of Directors</b>	The board that holds the management authority and Company's legal representation.
<b>Senior Management</b>	The Board of Directors and the General Manager of the Company.
<b>External Stakeholders</b>	Business partners with whom the Company enters into commercial relations; suppliers that provide goods and services for or on behalf of the Company, non-governmental organizations, public institutions and organizations and any representatives acting on behalf of the Company.
<b>Internal Stakeholders</b>	Persons, groups, or (if any) related/affiliated institutions/organizations within the Company that are affected by or affect the Company. (Employees, all managers, including the board of directors, etc.)
<b>Business Partners</b>	Any representative/sub-contractor acting on behalf of the customer/supplier company.
<b>Assets</b>	Money, all kinds of movable and immovable / tangible or intangible goods and rights as well as all kinds of legal documents and instruments that prove rights on them.
<b>Public</b>	All organs of the state that serve to the public



**Public Official**

As defined in article 6/f.1-c of the Turkish Penal Code No. 5237, the term covers persons who participate in public service, either permanently or temporarily, by appointment or through an election, or in any way.

(In addition to this definition – and without being limited to those listed – those who are defined as ‘Public Officials’ in a foreign country in accordance with the relevant local legislation and who work in a public institution or government business enterprise)

**Bribery**

To gain benefits within the framework of an agreement made with a third party, directly or through intermediaries, in order for a person to act contrary to the requirements of his duty, such as doing or not doing a job related to the performance of his duty; to illegally speed up the ordinary processes and/or to slow down the ordinary processes.

The term “benefit” in this definition includes money, gifts, and entertainment, including but not limited to the following actions that:

- Partially affects or may affect impartiality, performance, and decision-making ability,
- may cause reputation loss if found out by the public,
- could create the perception that bribery has been committed,
- may be considered as preferential treatment.

**Corruption**

Refers to the abuse of entrusted power by those in positions of power, directly or indirectly, for gaining any kind of unfair advantage.

**Legislation on  
Anti-Bribery and  
Anti-Corruption**

The term covers all legislation and international agreements, including Turkish Penal Code No. 5237, OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, Declaration of Property and Combating Against Bribery and Corruption Law No. 3628, United Kingdom Bribery Law, United States Anti-Corruption and Bribery Law (FCPA and the laws of other related countries)

**Politically Exposed  
Person (PEP)**

A politically exposed person (PEP) is defined by the Financial Action Task Force (FATF) as an individual who is or has been entrusted with a prominent public function: senior managers; senior officials serving in the administrative and judicial bodies and/or the armed forces or state-owned enterprises; persons with important powers in political parties, managers working in



international organizations, and persons who hold positions equivalent to the positions listed in this definition.

### **3. Our Approach**

Nadir Metal complies with the national legislation, the OECD Anti-Bribery Convention in International Business Transactions, to which the Republic of Türkiye is a States Party, and the legal regulations and principles regarding bribery and corruption in all countries where the Company carries out its operations and is represented.

Within the scope of this fundamental principle, Nadir Metal undertakes to continue its activities in a fair, honest, legal, and ethical manner with a "zero tolerance" approach against bribery and corruption.

Compliance of business partners from whom goods and services are bought and sold, to the principles of this Policy and other relevant legal regulations, the legislation of the country they are subject to or international agreements; Work with persons and organizations that do not comply with these will be terminated.

Even in case, the managers of the business partners do not have any criminal record in relation to bribery or corruption, it is not possible to work with business partners about whom there is adverse information regardless of whether they meet the other criteria. The internal audit department assesses whether these matters are acted upon.

### **4. Bribery and Corruption**

Nadir Metal takes a firm stand against all kinds of bribery and corruption. It is absolutely unacceptable to take or give bribes, regardless of their purpose. The business relationship with third parties who intend to do business with Nadir Metal through bribery or corruption shall definitely be terminated.

#### **a) Giving/Accepting Gifts**

Gifts indicate products and services, including but not limited to discounts, gift cards, promotional products, privileges, employment promises, cash, credits, goods with material value, given or received directly or through intermediaries as part of an existing and potential business relationship.

Any employee of Nadir Metal including its senior management; Nadir Metal's customers, suppliers, or third parties with whom the Company has established a business relationship, can not directly or indirectly demand and/or accept any gifts, any kind of assets, or benefits implicitly or explicitly that may affect the Company's preferences and decisions. However, in cases where refusing the Gift would be against the Company's interests, the related Gift may be accepted, provided that the written approval of Human Resources is obtained. The provisions of the Personnel Regulation are reserved.



#### **b) Entertainment**

Business meals, entertaining organizations, and other events are common practices in business life. Nadir Metal may offer entertainment to or receive offers from third parties in order to improve the Company's business relations and to establish a business communication network. However, the occurrence of a situation that indicates a violation of the relevant legislation and Company policies regarding Entertainment shall be avoided.

It may be appropriate to participate in the entertainment activities carried out in line with the above-mentioned criteria. However, offers of entertainment that may cause or be perceived as a conflict of interest should not be offered or accepted, even though they are considered within the scope of the above-mentioned criteria. The provisions of the Personnel Regulation are reserved.

#### **c) Facilitation Payments**

The Company does not allow its internal stakeholders to offer facilitation payments to secure or expedite a routine transaction or process with government institutes. The Company does not tolerate external stakeholders and business partners offering facilitation payments to secure or expedite a routine transaction or process with government agencies.

#### **a) Political Donations and Other Kinds of Donations**

No corporate or personal payments, Gifts, aids or donations are made to any government official or political party candidate to influence any decision.

### **5. Relations with Public Officials and/or Politically Exposed Persons**

Communication with Public Officials and Politically Influential Persons is subject to strict regulations under both national and international legislation. Giving Gifts, Entertainment, and other events to Government Officials or Politically Exposed Persons may raise suspicion of Bribery or Corruption. In this respect, it is extremely important that these activities are carried out without exceeding a reasonable measure and in line with the criteria specified in this Policy. It is not possible to give gifts and/or host these people without the permission of the Company's Senior Management.

### **6. Training and Contact**

This Policy has been introduced to Nadir Metal employees and has been announced on the website continuously and can easily be accessible.

Nadir Metal is responsible for raising the consciousness of its employees in order to increase their awareness. In this context, Nadir Metal's Legal and Compliance Unit has been assigned for the preparation and implementation of the necessary training regarding the Legislation on Anti-Bribery and Anti-Corruption.



Nadir Metal's Legal and Compliance Unit is responsible for updating this Policy and preparing related Internal Procedures in line with legislative amendments as well as with the Company's requirements, upon the decision of the Board of Directors, when necessary.

## **7. Accuracy and Transparency of Accounting Records**

Nadir Metal, complies with all the related legal regulations in terms of recording and keeping all kinds of accounts, invoices, and documents related to relations with third parties (customers, suppliers, etc.) accurate, solid and on due; assures that no alterations or falsifications on accounting or similar commercial records regarding any transaction have been made.

Transactions transferred to the accounting accounts have complete, transparent and clear explanations, invoices etc. and are supported by documentation.

## **8. Authority and Responsibilities**

### **a) The Board of Directors**

Implementation and updating of the Anti-Bribery and Anti-Corruption Policy is under the authority, duty and responsibility of the Board of Directors.

In this context, the Board of Directors is responsible for the following:

- Making sure that the policies and strategies are put in written form and ensuring the establishment of necessary systems.
- Determining and operating the grievance, review and enforcement mechanisms in case of non-compliance with policies, rules and regulations.
- Taking the necessary measures by evaluating the reports prepared by internal audit department on whether the activities of Nadir Metal are carried out safely and in compliance with legal regulations.

### **b) Employees**

All employees and managers of Nadir Metal are obliged to;

- comply with the legal regulations regarding the policies determined by the Board of Directors,
- effectively manage the risks related to their field of work,
- notify the situation to etik@nadirmetal.com.tr or Legal and Compliance Unit, in case of encountering a behavior, an activity or a practice contrary to the Policy, and
- comply with the decisions and practices to be taken by the Board of Directors for the implementation of the Policy.





The Board of Directors is responsible at the highest level for Nadir Metal's anti-bribery and anti-corruption actions. The Board of Directors adopts the principles stipulated in this Policy and provides the necessary conditions for its implementation.

## 9. Policy violations and Notifications

Nadir Metal encourages an honest and transparent approach; the Company ensures that those who express sincere concerns in good faith and reports made will be kept confidential. Under no circumstances can an employee be subjected to any ill-treatment such as disciplinary action, dismissal, threats, mobbing, etc., for refusing to participate in a bribery or corruption incident, or for reporting in good faith a bribery or corruption incident that has occurred or is likely to occur in the future.

In case there is a concern or suspicion that one of the employees, shareholders, or all other stakeholders with whom Nadir Metal has business and social relations, including the Members of the Board of Directors and senior executives of Nadir Metal, act in violation of the principles of this Policy, the issue shall be transmitted through one of the communication channels stated below.

Any feedback regarding the Policy can be reported using one of the following channels within the scope of the Whistleblower Policy. It is the Company's priority to comply with Law Protection of Personal Data No.6698 while handling these notifications.

**E-mail address** : [etik@nadirmetal.com.tr](mailto:etik@nadirmetal.com.tr) & [compliance@nadirmetal.com.tr](mailto:compliance@nadirmetal.com.tr)

**Address** : İstanbul Vizyonpark Genel Merkez Plaza Yenibosna Merkez Mahallesi  
Kuyumcular Sokak No:4 İç Kapı No:110 Bahçelievler - İstanbul /  
Türkiye

**Phone number** : +90 212 886 7330

## 10. Effective Date and Revision

Updating this Policy when needed is under the authority and responsibility of the Board of Directors. Updates to the Policy are carried out by the Legal and Compliance Unit and submitted to the Board of Directors for approval.

This Policy has been put into force following the approval of the Board of Directors on 13.07.2022.

Date of Board of Directors' Decision	Version No.
08.06.2017	(1)
16.11.2021	(2)
13.07.2022	(3)