



WHISTLEBLOWING POLICY

1. Purpose and Scope

The purpose of this Whistleblowing Policy ("**Policy**") is to encourage any internal and external stakeholder or other third parties involved in the precious metals supply chain of Nadir Metal Rafineri Sanayi ve Ticaret A.Ş. ("**Nadir Metal**" or the "**Company**") to express themselves about any suspicious or potentially illegal or unethical behavior without the threat of being subjected to any retaliation, aggrievement or to be harmed, and by this means to prevent violations of the relevant legislation and company ethical principles, policies and procedures.

2. Definitions

LBMA	London Bullion Market Association.
The Policy	Indicates this "Whistleblowing Policy"
Reporting and Notification	Sharing observations and concerns with the Company officials in accordance with this Policy, regarding the actions that violate or are suspected to be in violation of the legislation, regulation, rules and standards, etc., to which the company complies; the Company's ethical principles, policies, procedures, regulations and/or those listed as an illustration under the heading of "Notification Subjects".
Notifying Party	The person making the notice. This definition covers (i) all directors, including the board of directors, people who work or have worked in the Company (" Company Employees "), and (ii) External Stakeholders and all other stakeholders (" Third Parties ").
External stakeholder	Any business partner which the Company engages with; any supplier which provides goods and services for or on behalf of the Company; any non-governmental organization, public institutions and organizations or any type of representative acting on behalf or for the account of the Company.
Internal stakeholder	Any person, group or related/affiliated organization (if any) within the Company which affect or is affected by the Company. (E.g. employees, all managers including the board of directors.)
Business Partners	Any customer/supplier or any agent/dealer/contractor acting on behalf or for the account of the Company.
All other stakeholders	Third parties.



Zero Tolerance	Cases that are stated in the Company's Responsible Supply Chain Policy for Precious Metals, in which the Company should not enter into a business relationship with the customer/supplier or terminate the current relationship immediately if its presence is detected throughout the supply chain.
Retaliation	Any type of adverse action taken by an employer against an employee in order to dissuade that employee from raising an actual or potential violation to the employer or from fulfilling their legal obligation to report such violation.
Disciplinary penalty	Various types and degrees of sanctions stipulated in the Company's Personnel Regulation that are envisaged to be imposed due to acts contrary to the internal regulations of the Company such as employment contracts and/or applicable Legislation and/or Company Policies and Procedures, regulations, directives instructions, etc.
Investigation	Detailed and careful inspection studies regarding the incident, action or behavior that is the subject of reporting and notification in order to disclose the truth.
Legislation	All kinds of legislation (including written law and customary law), law, constitution, decree, judicial decision, treaty, regulation, rule, order, other legal measures, directive, condition, or guide (whether or not having the force of law) issued by any national, international, regional or local administration or government or administrative, financial or judicial body or a state body, department, commission, institution, board, organization or unit.

3. General Principles

Nadir Metal carries out its activities with the highest ethical standards, in an honest, reliable and sustainable manner; adopts the principle of "open communication" to prevent unethical or illegal actions.

The Company complies with the regulations in the countries in which it operates and encourages them to obtain information from experts in cases where the regulations are unclear, and expects its employees to act in accordance with the Company's Ethical Principles in any case and does not tolerate any kind of contrary behaviors to these core values.

The Company expects its employees, who directly or indirectly witness any illegal activity or unethical event related to its internal and external stakeholders or all other



stakeholders, who have a legal acknowledgment of such a situation or suspect such a situation, to express their concerns, and encourage its stakeholders in this direction.

4. Implementation of the Policy

Nadir Metal expects all its stakeholders to report the suspicious situation within the scope of the general principles.

a. Notification Subjects

The behavior, action, or event that forms the subject of the Reporting and Notification may be against the Company Employees, may also be carried out by the Company Employees against the Company, or may entirely be of external stakeholder origin.

Any illegal and/or unethical action, behaviors contrary to the written internal procedures of the Company, activity or event that has occurred in the past, is ongoing at the time of notification, or is likely to occur in the future, may constitute the subject of the notification. Matters carried out by any stakeholder, including but not limited to the following, constitute the subject of notification:

- Non-compliance with special, criminal, administrative, etc. obligations, to which the Company is subject
- Discrimination, any form of harassment, ill-treatment
- Human Rights violations
- Criminal acts pursuant to the Turkish Penal Code No. 5237 and other legislation, including but not limited to those listed below:
 - Crimes committed against property that may endanger the economic and reputational future of the Company, especially theft, fraud, bribery, and abuse of trust;
 - Crime of documentary falsification; crimes against the public trust, such as; damage, destruction or concealment of a private document, misuse of an open signature
 - Crimes against life and bodily integrity, sexual assault, and harassment;
 - Laundering the proceeds of crime and financing of terrorism
- Serious damage to the environment
- Inappropriate behaviors or behaviors contrary to the Company's ethical values
- Çalışma ortamının güvenli ve huzurlu olmasını tehlikeye düşürebilecek haller
- All kinds of activities, business, and transactions that may jeopardize the international standards to which the company complies
- Situations that may endanger the safe and peaceful working environment
- Violation of national or applicable international legislation, including but not limited to sanctions, legislations on combat against bribery and corruption, prevention of money laundering and financing of terrorism, unfair competition, protection of personal data, as well as Capital Market regulations.



b. Notification Methods

The notifying party can make the Reporting and Notification about an incident or a suspicious situation that constitutes the subject of the notification through the communication channels listed below, or they can express their concerns by getting in touch with the manager of the department they work for or with the Legal and Compliance Unit.

E-mail address : etik@nadirmetal.com.tr and/or 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

c. Form of the Notification

The Notifying Party is expected to provide as clear, detailed and sufficient information as possible, so that the subject of the Reporting and Notification can be clearly understood and evaluated in an accurate,

effective and comprehensive manner. Accordingly, the notifications to be made are expected to include answers to the following questions to the extent possible:

- Names of suspect and/or related person(s)
- When/where/between whom did the issue occur?
- When did this issue occur for the first time? Does it repeat? How many times did it repeat?
- If not yet, when is it expected to happen?
- When did the Notifying Party become aware of this matter?
- Who else knows about it? In case the managers knew about the issue, did they take any action to prevent it?
- To what degree did the Notifying Party witness the issue? Did he/she witness it directly or did he/she hear it from someone else?
- Are there any signs, findings or evidence regarding the behavior, action or event that is the subject of the report?

d. Review of the Notifications

The Company carefully evaluates all Notifications that have been reported. It aims at an effective and appropriate review of allegations.

In this regard, an Investigation is to be initiated as soon as possible following the receipt of the Notification, in case there are findings, evidence, and reasonable doubts that support or require an investigation.



e. Confidentiality

The Company respects the Notifying Party's choice to remain anonymous. In this context, the notification made by the methods listed above and the content is kept confidential. How and within what period the action will be taken following the notification is determined by a written procedure.

The Notifying Party is offered the following options regarding confidentiality during the notifications pursuant to this Policy:

- i. Not sharing name and contact information in order to remain anonymous
- ii. Sharing name and contact information by allowing this information to be transmitted only to authorized persons. In this case, the Notifying Party may be contacted directly to request information needed during the inspection or Investigation. While the confidentiality of the inspection or the Investigation to be conducted within this scope is essential, the issue of whether any information about the course of the inspection or investigation will be given is determined by a written procedure. All persons who provide/receive information during the investigation are obliged to keep confidential both the information they provide and the information they may acknowledge while the Investigation continues, and to protect and respect the presence, and confidentiality of the investigation and the individuals involved in the process.

f. "No Retaliation" Rule

Nadir Metal adopts the principle of not retaliating against the Notifying Party who genuinely expresses doubt or concern in good faith. For this reason, as long as the Notifying Party acts honestly in good faith, it is very important for the Notifying Party to feel comfortable and safe and not worry that his/her professional life will be adversely affected.

In this respect, Nadir Metal provides full assurance that any Company Employee will not be subjected to ill-treatment such as disciplinary action, dismissal, threats, or mobbing due to reporting of the action in good faith. Even if the investigation does not reveal any wrongful or illegal act or violation of the Company's principles and rules, no sanctions are to be applied against the Notifying Party due to the notification of the concerns.

On the other hand, in case it is detected that a Notification is made intentionally, maliciously, and/or with the purpose of gaining a personal benefit, it is possible for the Notifying Party to face disciplinary actions and/or legal sanctions.

5. Authority and Responsibility

All employees and directors of the Company are responsible for complying with this Policy, implementing and supporting the Company procedures and controls in line with the requirements in this Policy. The provisions of the Company's Personnel Regulation are reserved for the violations of this Policy by an employee



6. Protection of Personal Data

The Company declares that the personal data (such as racial and ethnic background, religious and philosophical beliefs, political opinions, and personal data relating to a person's health and sexual orientation) of the Notifying Party or other parties involved obtained during the review of Reporting and Notification will be processed in full accordance with the provisions of the legislation on the protection of personal data and in any case in accordance with the provisions of the Company's Policy on Protection of Personal Data. Only the data that is deemed to be absolutely necessary for the verification of the validity of the Reporting and Notification and for the Investigation are processed.

7. Effective Date and Revision

The Board of Directors is authorized and responsible for updating this Policy when necessary. Updates to the Policy are carried out by the Legal and Compliance Department and submitted to the Board of Directors for approval.

This Policy entered into force upon the approval of the Board of Directors on 05.04.2022.

Date of Board of Directors' Decision	Version No.
20.04.2018	(1)
13.10.2021	(2)
05.04.2022	(3)

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