

## ANTI-BRIBERY AND CORRUPTION (“ABC”) POLICY

### 1. Applicability and Purpose

This Policy applies to all employees of Summa Turizm Yatırımcılığı A.Ş. and its subsidiaries overseas [Collectively “Summa” or “Summa Group Companies”]; as well as third parties while acting on behalf of and representing Summa on contract, power of attorney, or otherwise.

The purpose of this policy is to set out Summa’s ABC principles within the course of Summa operations.

Summa shall conduct its business in accordance with applicable industry practices and laws. Summa grants the utmost importance to business ethics and fair competition. Therefore, Summa shall not tolerate any violation of the anti-bribery and corruption provisions contained in this document.

It is a must that at all times, Summa, including its employees, officers, branches, and subsidiaries, as well as outsourced employees, subcontractors, suppliers and business partners, intermediaries, lobbyists, and any others who may act for or on Summa’s behalf or together with Summa; shall comply with the provisions of this ABC Policy.

Summa shall use its best endeavors to ensure that any hired personnel, intermediaries, agents, lobbyists, and any others who may act for or on Summa’s behalf shall comply with the provisions of this ABC Policy.

Summa has zero-tolerance towards corrupt practices as follows:

- Active bribery [to give bribe]
- Passive bribery [to receive briber]
- Summa employees or third parties giving bribes or making facilitation payments to government officials.

Summa has limited tolerance for receiving or providing gifts, hospitality, and entertainment. These limits are explained in the following sections.

### 2. Definitions

#### a. Bribery and Corruption

Corruption is the abuse of entrusted power for private gain. Corruption erodes trust, weakens corporate reputation, damages ethical culture, and causes financial losses.

Corruption can take many forms, may be done directly or indirectly, and may happen in both the private and public sectors. Corruption may include behaviors like:

- public officials demanding or taking money or favors in exchange for granting business
- corporations bribing officials to get lucrative deals
- corporations proposing gifts, hospitality, entertainment, or anything of value to officials to gain business
- corporations make payments to officials aiming to facilitate processes

Bribery exists when an attempt is made to influence someone in the conduct of his or her duties, through the provision of improper advantage. Trading in influence exists when an improper advantage is provided to someone to influence the performance of a third party's duties. Such improper advantage may take different forms, for example, cash, objects, credits, discounts, travel, accommodation, or services.

Corruption is an improbity or decay in the decision-making process in which a decision-maker consents to deviate or demands a deviation from the criterion which should rule his or her decision-making, in exchange for a reward or for the promise or expectation of a reward, while these motives influencing his or her decision-making cannot be part of the justification of the decision; which is absolutely refused by this policy.

## **b. Legislation**

Summa operates in several different countries and gets in a business partnership with several multinational corporations where anti-corruption legislations apply to Summa's operations. This anti-corruption legislation is generally designed to prohibit various forms of bribery and other corrupt practices. A breach of any of these legislations is a serious offense and risk which may result in heavy fines for companies and imprisonment for individuals. Even a suspicion or impression of an existence of a breach of national or international anti-corruption legislation may damage Summa's reputation and put its employees at risk.

Such legislation may include without limitation the UK Bribery Act 2010, the US Foreign Corrupt Practices Act [FCPA], any successor legislation and legislation implementing the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions or the United Nations Convention Against Corruption, and/or the anti-corruption or anti-money laundering or conflict of interest laws of any country in which Summa operates ["Anti-Corruption Legislation"].

## **3. Anti-Bribery Provision**

In particular, it is forbidden for Summa's employees, officers, and directors, to offer, promise or provide any pecuniary advantage or any other advantage to any person to improperly obtain or retain business, rewarding a decision, or securing any facility or favor that infringes regulations. Nor can any Summa employee respond to solicitations with the same objective. This applies whether the improper advantage is made directly or indirectly, including a request for assistance from a third party, such as an intermediary, a supplier, a subcontractor, and a joint venture or consortium partner.

For the purposes of the above prohibition, “person” means any public official, political party, employee, or agent of a customer in the public or private sector or employee or agent of a lending agency or bank. Public officials include, but are not limited to, public or government officials, agents, employees, or representatives, any political party or political party officials, agents, employees or representatives, candidates for public or political party office, members of public assemblies, officials and employees of international organizations, judges or officials of international courts, and employees of government-controlled administrations and state-owned companies.

Furthermore, it is forbidden for Summa’s employees, officers, and directors, to receive any kickback, which is a pecuniary advantage, or any other advantage, in return for a decision in favor of a third party.

The prohibition against bribes and trading in influence applies both to the party giving or offering an improper advantage and to the party who requests, receives, or accepts such an advantage. For the matter to be considered non-compliant, it is sufficient that a demand or an offer of improper advantage is made. It is not a prerequisite that the improper advantage accrues to the person upon whom an attempt is being made to exercise influence.

Summa may be held liable for bribery or any other corrupt acts made by the third parties contracted by Summa (such as subcontractors or suppliers). Summa is therefore implementing and will continue to implement measures to mitigate such risks and will in all its contractual relations with third parties make a substantial effort to include a commitment to and from third parties for adherence to the same rules and procedures in relation to bribery and corruption.

Facilitation payments are used to facilitate mandatory administrative procedures and formalities normally carried out through proper legal channels. Such payments may constitute petty corruption, and although they may be tolerated in some countries, they are illegal in many countries. To avoid any confusion, Summa prohibits in principle any such practices. However, if the individual believes that his/her own life or others’ lives or health are or may be imminently in danger, making a payment is not a violation of this prohibition. Such payments shall be correctly described in the accounts and reported to the Compliance Officer.

Regardless of the sector; public or private; Summa always aims to conduct ethical bidding practices. Any bending from the anti-bribery provisions above may cause Summa’s respective efforts to be interpreted as an unethical practice, therefore Summa demonstrates zero tolerance towards bending from the anti-bribery provisions above.

Summa will not sanction an employee who complies with these rules by refusing any form of corruption and bribery, even if such a decision results in losing business or in any other adverse commercial consequences for the Company.

## 4. Guidance on Critical Processes

### a. Gifts Meals and Entertainment

Summa aims to ensure that any business decision taken by its employees, outsourced employees, subcontractors or suppliers, business partners, intermediaries, lobbyists, and any others who may act for or on Summa's behalf or together with Summa is made solely through the proper business channels — fundamentally based on competitiveness, performance and the quality of the services and know-how it offers — and that they are not driven by any form of personal improper advantage or conflict of interest.

Any gift or the granting of any form of hospitality cannot be made with the purpose or effect of obtaining an advantage of any kind or to influence the outcome of a business decision. The same applies when receiving a gift or benefiting from hospitality.

Summa employees shall not offer, accept, or authorize a family member or relative to accept gifts, money, loans, invitations, or any other form of special treatment from anyone involved in business dealings with Summa, if the ultimate goal is to influence business decisions.

Therefore, any employee or individual acting for or on behalf of Summa must not, directly or indirectly, give or accept gifts except for promotional items of minimal or nominal value normally bearing a company logo. Other gifts may be accepted in situations where a refusal would clearly be perceived as an offense, in which case the gift must be handed over immediately to Summa corporate body and will be regarded as Company property.

Hospitality such as social events, meals, or entertainment may be offered or accepted if there is a clear and fair business reason for Company. The cost of any hospitality must be kept within reasonable limits and the list of guests should be recorded. Travel, accommodation, and other expenses for a Summa individual in connection with such hospitality must always be paid by Summa. All matters concerning the acceptance or offering of gifts, hospitality, and similar advantages must be discussed and agreed upon between the individual and his superior, except where such advantages are without doubt acceptable. Even when no preapproval is required, it is encouraged that the superior should be informed of the case to secure compliance and transparency.

Transfer of values that are appropriate within the context of the above descriptions can be planned and executed in accordance with the limits and documentation requirements set out in Summa Transfer of Values Chart.

### b. Dealing with Public Officials

Summa shall not make, offer, or authorize any direct or indirect payment, in cash or otherwise, gift, promise, or other advantages, whether directly or through any other person, such as an intermediary, agent, or a close family member of an intermediary or agent for the use or benefit of any Public Official or any political party or

any third party, where the payment, gift, promise, or advantage would violate any relevant anti-corruption legislation.

The term “close family member” includes among others, spouses, domestic/civil partners, children (either biological or adopted), grandchildren, parents, grandparents, siblings, spouses, partners, and children of siblings or any other household member and the term shall not be interpreted in a limited way. Thus, payments to more distant relatives of an intermediary or Public Official may also be a matter of legal liability. In case of doubt in the matter, advice should be obtained from the Compliance Officer.

In connection with the above, Summa, including its employees, officers, branches and subsidiaries, as well as subcontractors, suppliers, and business partners, shall not attempt to offer or receive money (or anything of value), gifts, kickbacks or commission, with the purpose of obtaining business or contract awards, or create an “unrecorded fund” for any purpose.

Summa shall not engage in business with any person while knowing that any of the provisions of the Anti-Corruption Legislation may be violated.

The term “anything of value” includes goods, services, and non-cash benefits or advantages including, but not limited to, cash or cash equivalents, the purchase or sale of property or services at inflated or discounted prices, hospitality, cars, jewelry, home improvements, travel, loans, loan guarantees, and shares. A thing of value may also include intangible benefits, such as inside information, stock tips, or illegal assistance in arranging a business transaction or obtaining other benefits or advantages.

Particular care must be given in dealings with Public Officials.

Summa should not authorize any gift or payment or offer anything of value to Public Officials, except as expressly allowed in this Code.

Summa may cover the reasonable and legitimate expenses of Public Officials related to the purposes of (i) promotion, demonstration, explanation of products or services, or (ii) proper execution or performance of a contract with a government or government agency. Such expenses may include the reasonable cost of travel to Summa's premises, reasonable accommodation, or the cost of training when there is a legitimate purpose in connection with Summa's relationship with the relevant authority.

The principles set out in this Code having been duly considered, in case of doubt, advice from the Compliance Officer and/or approval from the Company management must be obtained in advance for promotional expenditures for Public Officials.

No authorization for coverage of expenses related to Public Officials may be made if it violates any applicable laws on corruption or the regulations of the Public Official's employer, or if it may be presumably perceived by the public as a bribe or improper payment.

## **c. Social Investments, Charitable & Political Contributions**

Social investment is a transaction that is financed by the Company for the benefit of a third party or the public for the purpose of generating social and/or financial returns for the same.

Charitable contributions are direct payments made to an organization officially registered for charitable, educational, scientific, artistic purposes.

Although social investments and charitable contributions are both legal and generally accepted within the international business environment, they may present a corruption risk that needs to be assessed carefully. Under no circumstances shall the social investments or charitable contributions be made for the purpose of influencing an individual or entity, especially a public official, to act or refrain from acting in the manner directed by the Company.

At all times, integrity due diligence shall be conducted to determine if any Public Official will personally, directly or indirectly, benefit from the social investment or the charitable contribution, in which case such social investment or charitable contribution shall not be approved.

All social investments and charitable donations shall be made based on a written contract that clearly sets out Summa's contribution, any other participating organization's contribution, and the project's objective, beneficiaries, milestones, timelines, and cost scale. Such contract shall contain anti-corruption clauses as approved by the Compliance Officer or the Legal Department, and the necessary audit rights shall be implemented therein.

Any social investments and charitable donations conducted by Summa shall be documented properly and reported.

Summa including its employees, officers, branches and subsidiaries, as well as subcontractors, suppliers and business partners, intermediaries, lobbyists, and any others who may act for or on Summa's behalf or together with Summa shall not make any political donations or support individual political parties or individual politicians.

## **d. Petty Cash**

Summa shall create and maintain adequate mechanisms for transaction controlling, recording, and reporting of petty cash payments. In principle, each and every transaction shall be duly controlled, recorded, and reported.

The use of petty cash without the necessary control measures constitutes a high corruption risk.

To mitigate such risk, Summa shall implement and maintain a reliable control system over the use and accounting of petty cash.



Petty cash shall only be used in instances where electronic payment or bank transfers are not possible. All petty cash expenditures, irrespective of value, must be booked in the accounting system and reconciled with original receipts that accurately describe the purpose of such payment.

All advance payments of petty cash shall be based on a written demand of the requester describing the purpose and the value of the anticipated payment. The written demand shall also be signed by the requester's line manager/superior.

All reimbursements of petty cash payments must be accompanied by original receipts that accurately describe the nature of the payment.

Summa shall keep a petty cash register that records all petty cash transactions. This register will be updated and reconciled by Summa on a monthly or no more than quarterly basis.

## **5. Accounting Provisions**

This policy requires all Summa employees and third parties to make and keep books and records that accurately and fairly reflect the transactions of the corporation and to devise and maintain an adequate system of internal accounting controls. This system shall include detailed documentation requirements for all critical processes defined in Section 4.

## **6. Incident Reporting**

Summa employees and its third parties must raise any issue or question about violations of this ABC policy with their manager, compliance officer, or a relevant Summa representative (for third parties). Issues can also be reported to Summa's hotline [compliance@summa.com.tr](mailto:compliance@summa.com.tr)

## **7. Guidance on Critical Processes**

This Policy is immediately enforceable when approved by the board of directors and announced to the management and employees (and relevant business partners such as third parties) on e-mail and/or through contractual measures.

For Summa employees, officers, directors, and third parties, violations of this policy may lead to disciplinary action, up to including termination of employment and business partnership.