



1. Purpose

The purpose of the Anti-Bribery and Corruption Policy ("Policy") is to formally articulate the anti-bribery and corruption policies that TEMSA has adopted in accordance with the TEMSA Codes of Conduct and the TEMSA Ethics Policy, as well as all other rules, standards, policies, and procedures accepted by TEMSA and its affiliates and in light of fair, honest, and ethical principles, taking into account national/international legislation and fundamental regulations published by international organisations.

2. Scope

The Anti-Bribery and Corruption Policy applies to the following:

- All TEMSA employees including the Board of Directors of TEMSA
- All natural/legal persons and organisations acting on behalf of TEMSA, including companies, who provide us with goods and services, and their employees, as well as suppliers, subcontractors, contractors, agents, consultants, lawyers, and external auditors ("Business Partners")

This Policy is an integral part of the following:

- Corporate Governance Principles that have been approved by the Board of Directors of TEMSA and disclosed to the public;
- The Code of Ethics of Hacı Ömer Sabancı Holding A.Ş. and PPF Group, implemented at TEMSA;
- The TEMSA General Codes of Conduct;
- The TEMSA Ethics Policy;
- The Human Resources Procedure.

3. Definitions

Corruption is the misuse of authority or resources acquired due to the position held, for the purpose of gaining any kind of direct or indirect benefit.

Bribery is when a person, in relation to the performance of their duties, is provided, offered, or promised benefits, directly or through intermediaries, for the purpose of performing, causing to perform, not performing, accelerating, or slowing down a task, or when they request or accept such benefits, or mediate in such activities, in order to act contrary to the requirements of their duties, within the framework of an agreement reached with another person, thereby providing an advantage to themselves, the demanding party, or another person due to this relationship.

Bribery and corruption can take place in many different ways. Among these are the following, whether made to the person themselves, their family, relatives, and/or other third parties they designate:

- Cash payments
- Political or other donations
- Commissions outside of law and contracts
- Benefits obtained outside of law and contracts
- Social rights that are distributed unequally and contrary to internal regulations
- Facilitation payments
- Gifts and entertainment contrary to the TEMSA Gift and Entertainment Procedure
- Hiring privileges

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4. Duties and Responsibilities

The implementation and updating of the policy is the responsibility, duty, and authority of the Board of Directors. The requirements in this context are as follows:

- The Corporate Governance Committee advises the Board of Directors to establish an ethical, reliable, lawful, and controlled working environment;
- The company's Executive Board evaluates risks in accordance with the principles they set and establishes the necessary control mechanisms;
- Reporting, investigation, and sanctions mechanisms are established and made effective for use in cases of non-compliance with the rules and regulations set out in the policy and relevant legislation.

Additionally, all TEMSA employees are responsible for:

- Complying with the policies and procedures determined by the Company's Board of Directors;
- Effectively managing risks related to their own areas of activity;
- Working in compliance with the relevant legal regulations, and the practices of TEMSA Hacı Ömer Sabancı Holding A.Ş. and PPF Group;
- Reporting to the TEMSA Ethics Committee any behaviour, activity, or practice that violates the workplace rules and procedures.

5. Companies or Business Partners Involved in the Purchase or Sales of Goods or Services

It is mandatory for companies and business partners, from whom goods and services are purchased or to whom they are sold, to comply with the principles of this Policy and other relevant legal regulations, and any individuals or organisations who fail to comply will have their collaborations terminated.

5.1. Selection of Companies and Business Partners

During the selection of companies and business partners from whom goods and services are to be purchased or to whom they are to be sold, the Company Executive Board takes into account criteria such as experience, financial performance, and technical competence, as well as their ethical standards and a positive history in this area. Companies or business partners with a negative history related to bribery or corruption will not be worked with, even if they meet other criteria. To this end, the responsibility for conducting the necessary research and evaluations before entering into any business relationship primarily lies with the top management. The Internal Audit Directorate evaluates during its audits whether or not the relevant matters are complied with.

5.2. Agreements with Companies and Business Partners

Agreements or contracts to be made with companies or business partners who have a positive history and meet other criteria must also adhere to the following:

- Full compliance with the principles stated in the Policy and other relevant regulations;
- Employees internalise these principles and act accordingly;
- Employees receive training on the Policy at specific intervals;
- Employees report any suspicion or act of bribery or corruption concerning TEMSA to the TEMSA Ethics Hotline¹ or via etik@temsa.com.

¹ You can access it at <https://ethics.sanctiontrace.com/>



These agreements or contracts will also include provisions that stipulate that the work and contracts in force will be rightfully terminated if the aforementioned are not adhered to, or if a situation contrary to the Policy arises.

6. Focus Areas Covered by the Policy

6.1 Bribery and Corruption

TEMSA stands against all forms of bribery and corruption. Regardless of its purpose, accepting or giving bribes is absolutely unacceptable.

It is prohibited to continue business relations with third parties who wish to conduct business with TEMSA through bribery or corruption.

6.2 Giving/Receiving Gifts and Entertainment

A gift is defined as any item or benefit, whether of economic value or not, directly or indirectly accepted, that could affect or has the potential to affect the impartiality, performance, decision-making, or duty execution of a public official or private sector employee.

Entertainment refers to short- or long-term accommodations, meals, various events, travels, and other such arrangements.

The TEMSA Gift and Entertainment Procedure regulates the principles and procedures that must be followed during processes such as receiving/giving gifts and entertaining guests or the entertainment of TEMSA employees during business operations. In this context, it is necessary to act in accordance with the TEMSA Gift and Entertainment Procedure, both in the processes of gifts and entertainment offered by TEMSA to third parties and in the processes of gifts and entertainment offered to TEMSA employees.

6.3 Facilitation Payments

It is prohibited for individuals or organisations covered by this Policy to offer facilitation payments to secure or expedite routine transactions or processes with government agencies (such as obtaining permits and licences, procuring documents, etc.).

6.4 Donations

TEMSA and its affiliates are subject to certain legal restrictions on donations and aid, as stipulated by the relevant legislation. Accordingly, actions must be taken in accordance with the prepared TEMSA Ethics Policy.

TEMSA employees' support for charities with amounts collected independently of their jobs is outside the scope of the Ethics Policy. Please note, however, that the principles stated in the TEMSA Ethics Policy apply in such situations.

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7. Accurate Record Keeping

TEMSA's accounting and record-keeping system is regulated by legal requirements that must be complied with. Accordingly:

- All accounts, invoices, and documents related to relationships with third parties (customers, suppliers, etc.) must be recorded and preserved completely, accurately, and reliably;
- Falsification or distortion of the facts with regard to accounting or similar commercial records related to any transaction is strictly prohibited.

8. Training and Communication

The Anti-Bribery and Corruption Policy has been announced to TEMSA employees and stakeholders through the website and the corporate application QDMS, and it is therefore continuously and easily accessible. Training is an important tool for increasing employee awareness. To this end, training sessions are designed in collaboration with the Department of Chief Legal Affairs and Compliance Counselling, and participation in these sessions is mandatory for all employees.

9. Reporting Policy Violations

In the event of an opinion or suspicion that an employee or a person acting on behalf of TEMSA has acted contrary to this Policy, this should be reported to the Department of Chief Legal Affairs and Compliance Counselling or the TEMSA Ethics Committee. TEMSA employees are periodically reminded of any matters related to TEMSA's General Codes of Conduct, Ethics Policy, and Ethics Hotline.

TEMSA promotes an honest and transparent approach, always supporting all its employees or persons acting on behalf of TEMSA, who express genuine concerns in good faith, while also keeping all such reports confidential. No employee can be subjected to pressure or punishment for reporting a situation they believe to be a violation of ethical rules to the Department of Chief Legal Affairs and Compliance Counselling or the TEMSA Ethics Committee, nor can there be any change in their job scope or location for this reason without the written approval of the TEMSA Ethics Committee.

In the event of any reporting party being subjected to such treatment, this must be addressed by the TEMSA Ethics Committee.

Companies or business partners from whom goods and services are purchased must also regularly remind their employees of the Ethics Hotline and encourage them to submit reports if they encounter such situations. This is also guaranteed by contracts made.

10. Policy Violations

Cases that are or may be contrary to the Policy are examined by the TEMSA Ethics Committee, and necessary sanctions are applied if inappropriate behaviours are detected.

Contracts made with companies from whom goods and services are purchased or to whom they are sold, or individuals or organisations who work on behalf of TEMSA include provisions that state that the work/contracts in force will be unilaterally terminated by TEMSA for just cause if any behaviour, attitude, or activity contrary to the Policy is identified, and these provisions will be applied without exception in the event of a Policy violation.

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