



# ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

## 1 – PURPOSE

This Anti-Bribery and Anti-Corruption Policy aims to:

- Expressly define Troy Kıymetli Maden Ticaret A.Ş.'s approach to bribery and corruption,
- Clearly express Troy Kıymetli Maden Ticaret A.Ş.'s commitment to prohibit bribery and corruption, and ensure compliance with the anti-bribery and anti-corruption laws in force,
- Identify potential bribery and corruption risks, and create and implement a combat program to mitigate and manage such risks.

## 2 – SCOPE

Our Anti-Bribery and Anti-Corruption Policy covers:

- Members of Troy Board of Directors,
- Troy managers and employees,
- Our subsidiaries, affiliates and their employees,
- External companies that we receive services from, as well as persons and organizations (business partners) that carry out transactions on behalf of Troy (including consultants, lawyers, external auditors, etc.).

This policy;

is an integral part of Troy Code of Ethics and Working Principles Policy, Policy for Prevention of Laundering Proceeds of Crime and Financing of Terrorism, and Customer Acceptance and Risk Management Policy.

## 3 – DEFINITIONS

**Corruption:** Requesting, offering, giving or accepting, directly or indirectly, a bribe or any other undue advantage or prospect thereof, which distorts the proper performance of any duty or behaviour required of the recipient of the bribe, the undue advantage or the prospect thereof.

**Bribery:** A person's benefit within the scope of an agreement with third parties to act contrary to the requirements of their duty by carrying out, not carrying out, accelerating or slowing down a job, etc. Our employees cannot offer or receive a bribe from/to any persons, companies or public institutions while fulfilling their duties.



**Public:** All government bodies that provide public services.

**Public Officer:** Persons participating in the performance of public activities permanently, for a limited duration or temporarily through assignment, election or any other way, as stated in the Turkish Penal Code.

**Compliance Unit:** Unit consisting of employees responsible for the implementation of the compliance program and operating under the Compliance Officer. At Troy, these employees are called the Internal Control and Supply Chain Compliance Officer and Assistant.

**Third Parties:** Natural and legal entities that provide support services, including subsidiaries and group companies as well as existing/potential business partners and suppliers.

#### **4 – DUTIES AND RESPONSIBILITIES**

The Board of Directors is responsible for supervising the establishment and operation of notification, inspection and sanction mechanisms in case of non-compliance with the Policy, rules and regulations.

The Internal Control and Supply Chain Compliance Officer and Assistant assigned by the Board of Directors are responsible for:

- Defining, developing, implementing and monitoring an effective anti-corruption program,
- Helping employees to assess bribery and corruption situations,
- Guiding all employees regarding bribery and corruption,
- Following all legal regulations on bribery and corruption, and makes arrangements for implementing additions and amendments,
- Investigating all bribery and corruption acts identified, requesting and analyzing all kinds of documents related to suspected or actual corruption cases, and escalating the issue to the Board of Directors when required.

Our employees should be careful against possible bribery and corruption risks. They are obliged to inform the authorized units specified in this policy about actual or attempted bribery and corruption acts that they are aware of.



## **5 – PRIMARY AREAS OF RISK FOR CORRUPTION**

In order to combat bribery and corruption effectively at Troy, relevant units pre-define possible risks and ensure that the necessary precautions are taken in consideration of possible risks with a risk-based approach.

The primary focus areas of the business units to comply with this policy and continue work flows in harmony are as follows:

- Accepting and offering gifts,
- Relations with public officers,
- Representation and entertainment activities,
- Donation payments,
- Facilitation payments,
- Relations with third parties and business partners,
- Sponsorship relations,
- Employment offers

### **5.1 Accepting and Offering Gifts**

Gifts are products and services exchanged between persons, who currently have business relations or expect potential business relations, by commercial courtesy or for thanking without requiring any financial or emotional gain.

Troy employees are not allowed to accept any items/services, gifts, invitations or entertainment offers that may affect or are intended to affect our organization's preferences and decisions. They are also not allowed to offer, receive, give, promise or demand such offerings.

Gifts with clear boundaries should be presented at the end of the year or on special occasions, such as gifts promoting the company and small gifts promoting our customs and traditions.

In addition, gifts to be presented by Troy should not exceed gifts accepted.

Especially, receiving and offering checks, cash and cash equivalents is never tolerated, regardless of their value.

Gifts are not offered or accepted in such cases in order to avoid the occurrence of any situation that may cause or be perceived as a conflict of interest, even if it is compliant with the policy.



## 5.2 Relations with Public Officers

Within the framework of legal regulations, direct and indirect gifts and offerings to public officers with legal authorizations, who serve as our contact points, are limited to symbolical gifts without high financial values.

All activities that Troy carries out with public officers or affiliated third parties may pose both reputation risk and compliance risk regarding laws and regulations in force.

All kinds of gifts or entertainment activities for public officers or affiliated third parties can be offered with the approval of the compliance unit.

## 5.3 Representation and Entertainment Activities

Representation and entertainment events and activities include:

- Meal invitations,
- Social events,
- Accommodations.

Troy can carry out representation and entertainment activities for developing its trade relations and establishing trade networks.

We try to ensure that these events and activities are within reason. We pay strict attention not to offer such representation and entertainment activities before an important decision-making process.

## 5.4 Donation Payments

Within the scope of social responsibility, Troy can make donations and aids pursuant to relevant legislation and with the approval of the Board of Directors.

The company can make donations for social issues such as education, healthcare, culture, environmental protection, sports, etc., as well as natural disasters occurring within and outside the country.

The donations are submitted for the shareholders' information in detail at the Ordinary General Assembly Meeting for the relevant year.



Donations and aids that can be subject to deduction, provided that they do not exceed 5% of the declared revenue/corporate profit, are specified in sub clause (4) of the first paragraph of Article 89 of Income Tax Law and in sub clause (c) of the first paragraph of Article 10 of Corporate Tax Law.

#### 5.5 Facilitation Payments

Facilitation payments are made to secure or accelerate routine public affairs that the company is entitled to.

Troy does not allow any facilitation payments to secure or accelerate routine transactions or processes (receiving permissions or licenses, tender procedures, etc.) at public authorities.

#### 5.6 Relations with Third Parties and Business Partners

Natural and legal entities that provide support services, including subsidiaries and group companies as well as existing/potential business partners and suppliers are considered third parties within the scope of this policy.

Troy is in relation with third parties as part of its business activities. Management of third party risks is highly important as any bribery and corruption conducted by third parties may be construed as an act conducted by Troy.

For this reason, detailed research and bribery/corruption assessment regarding third parties is performed before establishing a business relation.

Within the scope of its anti-bribery and anti-corruption program, Troy requires third parties working for it to comply with Troy policies in this respect, and its employees to internalize the provisions in these policies and to conduct their activities accordingly. Therefore, contracts with third parties contain relevant provisions.

#### 5.7 Sponsorship Relations

Troy may support events or organizations in the fields of culture, arts, education, sports, entrepreneurship and science. First, detailed research is conducted regarding the event to be sponsored.



Donations to or sponsorship of persons or organizations that are known or suspected to give bribes or conduct corruption acts are not allowed under any circumstances.

The required sponsorships should be legal, and also comply with the regulations, policies and directives issued by Troy as well as the laws in force.

### 5.8 Employment Offers

Recruitment or temporary assignment processes that are not carried out meticulously pose bribe and corruption risks. For the avoidance of such situations, the whole process should be managed sensitively in the recruitment of a person who is known to have direct or indirect relations with a customer, business partner or third party, or who is a public officer or is related to a public officer. Candidates should go through all stages of the recruitment process and have the required qualities, experiences and personal characteristics required for the duty in order to ensure that the candidate is not subject to any special treatment.

## **6 – ISSUES TO CONSIDER FOR ANTI-BRIBERY AND ANTI-CORRUPTION**

### 6.1 Keeping Error-Free Records

All transactions should be accurately entered in official books and records. All accounts, invoices and documents related to third parties should be recorded and kept in a complete, accurate and reliable manner.

### 6.2 Training

This Anti-Bribery and Anti-Corruption Policy has been communicated to all Troy employees. It is also easily accessible on our website for all persons and customers, with whom we have business relations.

Regular trainings are organized to ensure that Troy employees internalize the principles in the policy, obtain knowledge about any updates, and conduct their activities accordingly.



### 6.3 Notifying Situations Contrary to the Policy

Troy managers and employees are obliged to comply with this policy, relevant legal regulations and all anti-bribery and anti-corruption laws in force while performing their duties.

All employers are also individually responsible for notifying any situations involving violations of anti-bribery and anti-corruption principles.

Keeping the notifications confidential is essential. Confidentiality rules are strictly followed during the inspection to be conducted after the notification, in accordance with the principle that the employee making the notification is not harmed.

Violation of the Anti-Bribery And Anti-Corruption Policy may lead to disciplinary punishments from criminal proceedings to termination of the employment contract, depending on the nature of the incident.

Moreover, Troy undertakes that the employees who follow the anti-bribery and anti-corruption rules will not get harmed because of acting in line with such rules, it will protect the employees who act in accordance with the policies in all cases and under all circumstances, and relevant notifications will be kept confidential.

### 6.4 Reporting and Data Protection

All titles, notices, inspections and assessments within the scope of anti-bribery and anti-corruption are regularly reported by Troy. Moreover, these reports and assessment results are regularly submitted for the Board of Directors.

