

CONSUS ENERJİ İŞLETMECİLİĞİ ve HİZMETLERİ A.Ş.
ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

CONSUS ENERJİ İŞLETMECİLİĞİ ve HİZMETLERİ A.Ş.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. OBJECTIVE AND SCOPE

Objective

The purpose of the Anti-Bribery and Anti-Corruption Policy ("Policy") is to clearly define Consus Enerji İşletmeciliği ve Hizmetleri A.Ş. ("Consus") and its affiliated companies' (unless otherwise specified, the term "Company" includes all of Consus and its affiliated companies- subsidiaries, jointly managed partnerships, and affiliates) approach to bribery and corruption. The aim is to comply with anti-bribery and corruption laws and regulations, legal regulations in the countries of operation, and code of ethics concerning this subject.

In this context, the purpose of this Policy is:

- To define principles and rules for identifying and preventing potential corrupt acts in order to protect the Company's integrity and reputation,
- To provide information to all our employees to identify, reduce, and manage corruption risks.

Scope

The Company expects all affiliated companies and business partners to act accordingly with the Anti-Bribery and Anti-Corruption Policy. This Policy covers the Company's fundamental principles regarding the campaign against bribery and corruption.

The individuals and organizations to whom the Anti-Bribery and Anti-Corruption Policy will be applied include the following:

- Members of the Company's Board of Directors,
- Company executives and employees,
- Subsidiaries, jointly managed partnerships, affiliates, and their employees,
- Third-party companies that provide services, consultants, lawyers, and external auditors, as well as contractors, agents, and similar individuals and organizations acting on behalf of or in conjunction with the Company

This Anti-Bribery and Anti-Corruption Policy is an integral part of the Human Rights Policy, Code of Ethics and Behaviour, Disciplinary Regulations, Environment, Occupational Health and Safety, Employee Handbook (Human Resources Regulations), and other regulations, guidelines, and policies of the Company, which have been adopted and approved by the Group to which the Company is affiliated.

Employees and business partners are provided with the Corporate Governance policies approved by the Board of Directors, Human Rights Policy, Code of Ethics and Behaviour, Disciplinary Regulations, Environment, Occupational Health and Safety, Employee Handbook (Human Resources Regulations), and other regulations, guidelines, and policies at the beginning of each business relationship, and updates are promptly relayed. In addition, the relevant policies are also available on the Company's corporate website.

2. DEFINITIONS

The specific terms, expressions, concepts, and abbreviations used in the Anti-Bribery

CONSUS ENERJİ İŞLETMECİLİĞİ ve HİZMETLERİ A.Ş.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

and Anti-Corruption Policy are briefly explained as thus:

Consus: Consus Enerji İşletmeciliği ve Hizmetleri A.Ş.

Company: Consus Enerji İşletmeciliği ve Hizmetleri A.Ş. and its affiliated companies (subsidiaries, affiliates, and joint ventures).

Senior Management: General Manager and Department Directors.

Employee: Company employees.

Service Provider: A company from which the Company receives services and/or to which it provides services (supplier, agent, contractor, customer, etc.) and its employees.

Public Official: Individuals who participate in public activities by appointment, election, or in any way, continuously, temporarily, or permanently. "Public" refers to all organs of the state providing public service.

Corruption: The abuse of authority of a position for the purpose of directly or indirectly obtaining any kind of gain. Without limitation to the following, misappropriation, abuse of trust, and other inappropriate financial behaviors concerning any document or account owned by the Company fall within the scope of corruption:

- Forgery or tampering with any document or account belonging to the Company,
- Forgery or tampering with any check, bank draft, or other financial document,
- Irregularities in the use of any funds, shares, and/or other assets belonging to the Company,
- Irregularities in the execution or reporting of cash or financial transactions,
- Profiting from confidential information related to Company activities,
- Intentional misstatements made in any transaction, event, or important information in financial reports,
- Intentionally conducting complex transactions designed to misstate the Company's financial performance,
- Intentional misuse of accounting principles in terms of amount, classification, presentation, and explanation,
- It should be noted without a doubt that a corrupt act includes bribery.

Bribery: Involving a person making, offering, promising, soliciting, or accepting benefits directly or through intermediaries in an agreement with another party to act contrary to the requirements of their duty regarding the performance of a task, not performing it, expediting it, or delaying it, for the purpose of gaining benefit for themselves, for the party requesting it, or for another through this relationship.

Bribery and corruption can be carried out in various ways, including but not limited to the following examples:

- Cash payments,
- Political or other donations,
- Commission,
- Social rights,

CONSUS ENERJİ İŞLETMECİLİĞİ ve HİZMETLERİ A.Ş.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

- Gifts, hospitality,

Other benefits.

3. AUTHORITY AND RESPONSIBILITIES

Board of Directors

The Board of Directors is responsible for the oversight of the establishment and operation of notification, investigation, and sanction mechanisms in case of non-compliance with the approval of the Anti-Bribery and Anti-Corruption Policy and the adherence to rules and regulations.

Audit Committee

The duties and responsibilities of the Audit Committee, with relevant legal regulations, have been documented, approved by the Board of Directors, and publicly disclosed on the Company's website. The Audit Committee,

- Oversees the functioning and effectiveness of the accounting and reporting system and the internal control system. The Committee determines the methods and criteria to be applied for the examination and resolution of complaints received by the Company regarding its accounting, internal control system, and independent auditing, as well as the evaluation of reports on accounting and independent audit issues within the principle of confidentiality framework regarding Company employees' notifications on accounting and independent auditing matters.

Corporate Governance Committee

The duties and responsibilities of the Corporate Governance Committee have been documented, approved by the Board of Directors, and publicly disclosed on the Company's website. Thus, the Corporate Governance Committee:

- Ensures the establishment, adoption, and implementation of Corporate Governance Principles within the Company.
- Reviews the application of Corporate Governance Principles, identifies reasons for non-compliance, and provides the Board of Directors with suggestions for improvements, implements these principles and detects conflicts of interest arising from non-compliance.
- Ensures the examination and resolution of significant complaints received by the Company related to shareholders, requests confidentiality in forwarding employees' notifications on these matters to management, and ensures their resolution.
- Carries out other activities that fall within the scope of corporate governance as requested by the Board of Directors.

Senior Management

The Senior Management is accountable to the Board of Directors for the preparation, development, publication, execution, periodic updates, and if necessary, the discontinuation of this Policy.

CONSUS ENERJİ İŞLETMECİLİĞİ ve HİZMETLERİ A.Ş.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

The Senior Management holds responsibility for the oversight of practices related to the Anti-Bribery and Anti-Corruption Policy. They are responsible for taking necessary measures to ensure compliance by employees and external service providers with this Policy. Additionally, the Senior Management is obligated to report instances of non-compliance with this Policy to the Internal Audit and Control Department for further investigation.

Legal Department

The Legal Department evaluates the Anti-Bribery and Anti-Corruption Policy in terms of its relevance and the need for development, and provides recommendations to the Senior Management when necessary.

Internal Audit and Control Department

The duties and responsibilities of the Internal Audit and Control Department are underlined in the Internal Audit and Control Regulation. In case of a violation of this Policy, employees are obliged to report to the relevant department manager and/or the Board of Directors and/or the communication points specified in the COMMUNICATION POINTS section of this Policy. The authorities receiving these reports provide information to the Internal Audit and Control Department for the evaluation/investigation of the issue.

Employees and Managers

All employees and managers accept the Anti-Bribery and Anti-Corruption Policy and act in accordance with the principles outlined in the Policy text, relevant laws, regulations, and all current anti-corruption laws. Employees are responsible for adhering to company policies and regulations, ensuring compliance, and working in correspondence with the current legislation.

- Employees are responsible for reporting any behavior, activity, or practice that contradicts the policy to the communication points specified in the COMMUNICATION POINTS section or to the Anti-Bribery and Anti-Corruption Reporting Email.
- Employees cannot be coerced to act in violation of this Policy under any circumstance or by anyone. Retaliation against a non-bribing employee is prohibited, and no penalties may be imposed.
- Managers ensure that the principles outlined in the Policy text are understood, applied, and sustained by the business partners for whom they are responsible and by the employees under their supervision.
- Managers are obligated to report complaints and allegations received from the employees under their supervision to the communication points specified in the COMMUNICATION POINTS section.

CONSUS ENERJİ İŞLETMECİLİĞİ ve HİZMETLERİ A.Ş.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

External Service Providers and Business Partners

It is mandatory for external service providers and business partners to comply with the principles of the Anti-Bribery and Anti-Corruption Policy as well as other relevant regulations, and collaborations with those who do not comply will be terminated. When dealing with subcontractors, suppliers, customers, agents, joint ventures, and other partners, it is essential to select partners who act in accordance with our Anti-Bribery and Anti-Corruption Policy. It is essential for the Company to carry out compliance checks related to the implementation principles of this Anti-Bribery and Anti-Corruption Policy and the relevant legislation.

The Anti-Bribery and Anti-Corruption Policy is conveyed to contractors, subcontractors, suppliers, customers, joint ventures, agents, and other partners.

Corporate Communications Department

The Corporate Communications Department is responsible for publishing this Policy on the corporate portal.

Human Resources Department

The Human Resources Department is responsible for taking the necessary measures in human resources procedures (such as recruitment, communication, training, etc.) for compliance with the policy and for internal distribution of this Policy.

Investor Relations Department

The Investor Relations Department is responsible for regulating the Company's relationships with institutional investors, portfolio managers, analysts, current and potential shareholders within the framework of this Policy. They are also responsible for transparently informing all relevant parties simultaneously through the Company's website of the prepared document.

4. OUR ANTI-CORRUPTION AND ANTI-BRIBERY PROGRAM AND COMMITMENTS

The Company adopts the principle of compliance with laws and regulations concerning bribery and corruption in all countries where it operates and is represented, including universal legal standards, ethical principles, and Professional norms, such as **the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions**.

Within the framework of the Anti-Corruption and Anti-Bribery Policy, the Company commits to carrying out activities and taking necessary measures to fulfill the following:

Prevention of Giving or Receiving Bribes

- The Company stands against all forms of bribery and corruption, and is firmly committed to complying with relevant laws, regulations, and principles. Regardless of the purpose, the giving or receiving of bribes is strictly prohibited.

Zero Tolerance

- Under this principle, the Company operates with a “**ZERO TOLERANCE**” approach towards bribery and corruption, pledging to conduct its activities in a fair, honest, transparent, legal and ethical manner. This Anti-Corruption and

CONSUS ENERJİ İŞLETMECİLİĞİ ve HİZMETLERİ A.Ş.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Anti-Bribery Policy has been implemented as an essential reflection of the significance attributed to this matter.

- As this issue not only pertains to business ethics but also constitutes a legally punishable act, employees are expected to exercise sensitivity in this matter and consider it as part of their personal duties and responsibilities, separate from their Professional engagements.

Facilitation Payments

- The Company prohibits any form of payment made to facilitate or expedite any business transaction.
- Employees of the Company shall not tolerate the offering, promising, soliciting, requesting, giving, or accepting of such payments in their relationships with other parties.

Representatives, Suppliers, Customers, Agents, and Partnerships

- The Company engages in business relationships with representatives, agents, suppliers, customers, contractors, and partnerships only upon ensuring that they maintain the Company's reputation and adhere to the Company's Anti-Corruption and Anti-Bribery Policy.
- No inappropriate discounts or benefits that could be perceived as unsuitable should be requested, offered, or accepted from suppliers, agents, dealers, authorized service providers, customers, or any third parties.

The Company does not conduct business with individuals or entities listed on blacklists generated based on information obtained from public authorities, international data-providing organizations, and social media sources for compliance with current regulations and the Company's own rules. The Company creates a blacklist indicating individuals or entities with whom business is prohibited.

Gifts and Entertainment

- Except for commonly accepted promotional items, any gifts, hospitality, or offers that may give an impression of irregularity, create dependency, or be perceived as such shall not be offered, provided, or accepted in dealings with individuals or organizations, whether private or public, seeking to establish or maintain a business relationship with the Company.

Relations with Public Institutions

- Without necessary approvals (for gifts, entertainment, etc.), no direct or indirect offer, promise, or provision of gifts, entertainment, hospitality, or any benefit to foreign or domestic public officials is permitted.
- Additionally, employees cannot provide bribes, either directly or indirectly, for personal gain in public affairs. Therefore, employees are obligated to act in accordance with the Company's policy.

Hiring Policy

- Any business proposal made by the Company must be conducted within the competitive hiring processes established by Company procedures to avoid

CONSUS ENERJİ İŞLETMECİLİĞİ ve HİZMETLERİ A.Ş.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

giving the impression of bribery and corruption.

Donations, Aid, and Sponsorships

- Politically motivated donations cannot be made on behalf of the Company, and no contribution in any shape or form can be made to a political party.
- Donations and sponsorships made by the Company for charitable purposes must be legal, in compliance with the Company's articles of association regulations, policies, and directives, and must also adhere to capital market regulations and other relevant legislation.

Donations, aid, and sponsorships can only be carried out in accordance with the rules and principles stated in the Company's Donations and Aid Policy.

Record-Keeping

- The compliance requirements for the accounting system of subsidiaries within the Company have been outlined in accordance with relevant legislation and regulations.
 - All accounts, invoices, and documents related to relationships with third parties (customers, suppliers, other service providers, etc.) must be completely, transparently, definitively, fairly, and reliably kept accurate and preserved.
 - Establishment of internal control systems to prevent off-the-books transactions.
 - No alterations to accounting or similar commercial records related to any transaction and ensuring that facts are not distorted are of utmost importance.

Training

- All Company employees and contractors, suppliers, agents, and business partners are informed about anti-bribery and anti-corruption matters, ensuring that relevant parties receive training to internalize the spirit of the principles outlined in this Policy.
- Employees and business partners undergo training and awareness programs regarding legal requirements concerning the anti-bribery and anti-corruption program.

Communication

- Secure and accessible communication channels are provided for employees to report suspicious situations.

CONSUS ENERJİ İŞLETMECİLİĞİ ve HİZMETLERİ A.Ş.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

5. REPORTING BRIBERY AND CORRUPTION VIOLATIONS

To safeguard the Company's integrity, it is the responsibility of everyone within the scope mentioned above to report any breach of anti-bribery and corruption rules. Failure to report or ignoring instances of bribery and corruption when detected will also be considered a violation of anti-bribery and anti-corruption rules.

For inquiries related to the Anti-Bribery and Anti-Corruption Policy, reporting violators of the rules outlined in this Policy, or reporting suspicious situations that may harm the Company's reputation and trust, a confidential and anonymous communication channel has been established by the Company, provided below.

For reporting bribery, corruption, and any irregularities, the "etik@consusenerji.com.tr" reporting hotline can be utilized.

Additionally, contact can be made through the communication channels listed in the CONTACT POINTS section of this Policy.

In cases where reports are not made anonymously, it is the responsibility of the Company's Senior Management to ensure the confidentiality of the informants' details and take necessary measures to prevent any compromising consequences related to the report.

6. BREACHES OF ANTI-BRIBERY AND ANTI-CORRUPTION RULES AND THEIR CONSEQUENCES

All Company employees and all business partners within the aforementioned scope are required to be aware of the rules outlined in this Policy and must comply with these rules and the current legal regulations regarding anti-bribery and anti-corruption while conducting their duties.

The lack of acknowledgement of the rules stated in this Policy cannot be considered an excuse for violation.

In the event of a breach of this Policy, disciplinary penalties may be applied, which can range from warning to termination of employment, depending on the nature of the incident.

Furthermore, individuals not adhering to the relevant legal regulations and existing anti-corruption laws may face legal liabilities.

Employees or business partners cannot be subjected to any negative consequences for refusing to participate in or reporting a bribery or corruption incident. In such cases, it is necessary to utilize the reporting channels specified in this Policy.

7. MONITORING, AUDITING, AND IMPROVEMENT PROCESS

This Anti-Bribery and Anti-Corruption Policy is periodically reviewed by the Corporate Governance Committee, and the practices therein are regularly monitored and annually reported. The aim is to integrate bribery and corruption issues into general risk-based assessment processes and conduct regular risk assessments in this manner. Controls that eliminate bribery and corruption risks are implemented in the necessary areas based on the outcomes.

CONSUS ENERJİ İŞLETMECİLİĞİ ve HİZMETLERİ A.Ş.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

The Corporate Governance Committee regularly reports to the Board of Directors on the effectiveness of the anti-corruption program.

8. PUBLIC DISCLOSURE AND REPORTING OF ANTI-BRIBERY AND ANTI-CORRUPTION EFFORTS

The Company aims to ensure transparency in its corporate governance, measures against risks, and practices by disclosing the following matters related to its efforts against bribery and corruption, thus promoting the stakeholder value based on information.

Within this framework, the Company:

- Discloses communication methods regarding this Policy to employees and business partners and details related to the training provided to employees regarding this Policy.
- Elaborates on monitoring and auditing systems related to this Policy in the Corporate Governance Report.
- Discloses compliance mechanisms related to adherence to this Policy, including reports, verifications, and other compliance mechanisms, providing detailed information to the public about non-compliance and violations related to bribery and corruption, including those of suppliers, business partnerships, and agents.
- Provides details of the risk assessment related to bribery and corruption, potential hazards in business processes, and the applied controls.
- Ensures extensive stakeholder engagement during the creation and reviewing of this Policy, consults non-governmental organizations (NGOs) as necessary, and discloses detailed stakeholder participation, including contributions to improving reporting, providing independent validation regarding stakeholder participation in the formation of disclosure statements and systems.
- Provides explanations about the anti-bribery systems established to prevent incidents that could turn into corruption during the appointment of its agents and payments made to them.
- Offers detailed public disclosure about the performance in combating bribery and corruption and the progress made in this regard, striving for creative initiatives in public disclosure.
- Provides data regarding the reporting system.
- Addresses false accusations in public disclosures.

9. DATE OF EFFECT

By the decision of the Company's Board of Directors, this Policy, dated 29.12.2022 and numbered 98, has been approved and entered into effect.

CONSUS ENERJİ İŞLETMECİLİĞİ ve HİZMETLERİ A.Ş.
ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

10. COMMUNICATION POINTS

Reporting Hotline: etik@consusenerji.com.tr.

Telephone Communication Line: +90-(0212) 244 60 00