

SEMPRO CONSULTANCY, ENGINEERING AND REPRESENTATIVE SERVICES

POL-006

Anti-Bribery and Anti-Corruption Policy

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DATE	11.09.2024
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İÇİNDEKİLER

1.	Purpose and Scope	3
2.	Definitions	3
3.	Policy Overview and Responsibilities.....	3

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POL	006	v03

1. Purpose and Scope

The purpose of Anti-Bribery and Anti-Corruption Policy (“the Policy”) of Sempro Danışmanlık, Mühendislik Hizmetleri ve Temsilcilik Ltd. Şti. (“Sempro”) is to ensure compliance of employees with global rules, ethical and professional principles, laws and regulations against bribery and corruption applicable in all countries where Sempro operates.

Anti-Bribery and Anti-Corruption Policy applies to all employees including shareholders, the General Manager, Managers and Supervisors, consultants, Sempro’s outsourcing companies, business associates and their employees.

This Policy is an integral part of the Sempro’s ethical rules

2. Definitions

Corruption is demanding, offering, giving or accepting any kinds of bribe or illegal advantages that would cause deviations in the lawful performance of duties or necessary actions by a person, who directly or indirectly acquires the illegal advantage or bribe.

Bribery is a person’s gaining advantage within the scope of an agreement entered into with a third party so that such person acts in breach of the requirements of his/her duty by performing or not performing a work, speeding up or slowing down thereof, etc.

Bribery and corruption may occur in various different ways and fields, such as:

- **Gifts,**
- **Hosting,**
- **Political donations,**
- **Facilitation payments**

3. Duties and Responsibilities

Pursuant to the Anti-Bribery and Anti-Corruption Policy, the processes and organizational structures required to comply with the legal regulations have been established and related duties and responsibilities are as follows;

- The implementation and updating of the Policy shall be in the responsibility and duties of the General Manager of Sempro.

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POL	006	v03

- The Auditor(s) with the assignment of the General Manager is required to conduct necessary audits in order to ensure the compliance of the Sempro's operations to legal regulations and the Policy. As a result of the independent reporting, the Auditor(s) make notifications to the related departments for the improvement of the Policy. In case the Auditor(s) detects any breach of the Policy as a result of the audit, it directly reports to the General Manager regarding that breach.
- In case of breach of the principles in this Policy by an employee, the General Manager or any other person appointed by the General Manager is authorized to examine such breach and a disciplinary sanction, if necessary, is implemented to the employee.
- Sempro's employees are responsible for ensuring compliance with the policies determined by the General Manager and the legal regulations while carrying out their duties.

4. The Companies from which Outsourcing Services are obtained and the Business Associates

The companies, persons from which outsourcing services are obtained and the business associates must comply with the Policy principles and other relevant regulations. Activities with persons and institutions failing to comply therewith shall be terminated.

4.1. Selection of Companies, Persons and Business Associates

In addition to criteria such as experience, financial performance and technical sufficiency, morality and a positive reputation in this field are also taken into consideration during the selection of the companies, persons from which outsourcing services are obtained and the business associates. Companies, persons and business associates with negative information regarding bribery or corruption are not collaborated even if they meet other requirements. Responsibility for making necessary research and evaluation within this scope primarily belongs to the employee General Manager.

4.2. Reaching Agreement with Companies, Persons and Business Associates

In agreements to be concluded with companies, persons and business associates who have positive information and meet other criteria, the conditions regarding the following are included:

- Ensuring full compliance with the principles indicated in this Policy and other relevant regulations,
- Ensuring their employees acting in accordance with Sempro's principles and other legal regulations,

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POL	006	v03

- Informing their employees regularly regarding the updates of the principals and encouraging them to notify in case they encounter any situation related to bribery or corruption.

4.3. Monitoring Companies, Persons and Business Associates

Monitoring companies, persons or business associates in terms of compliance with mentioned issues is primarily within the responsibility of to the manager authorized by the General Manager.

5. Bribery and Corruption

Sempro is against all kinds of bribery and corruption and also is determined to comply with the relevant laws, regulations and principles. Receiving bribes or bribing can never be accepted regardless of its purpose.

The business relationships shall not be continued with outsourcing companies, persons, business partners and other third parties who attempt to get service from Sempro via bribery.

6. Risk Areas of Bribery and Corruption

In order to ensure efficient fight against bribery and corruption, possible risks are identified beforehand by related units, services and operations are separated into categories and necessary analyses are carried out. According to the results of the analysis, necessary measures are taken by considering the possible risks. The measures taken at this stage are determined taking into account the risk-exposure level of the positions of the existing employees and their level of access within their roles.

6.1. Gifts

A gift is a product generally given by customers or persons being in a business relationship with Sempro as a means of appreciation or commercial courtesy and which does not require a financial payment.

All kinds of gifts given to third parties by Sempro must be offered in public and with good will and unconditionally. The same principles are applied for accepting a gift and no gift must be accepted unless it is a low priced (under USD 50) symbolic gifts given not to the person but his/her company in accordance with these principles.

Even if it complies with the Policy, no gift must be offered or accepted in situations which could cause any conflict of interest or perceived as such.

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POL	006	v03

6.2. Hosting

Hosting is an event or activity the sponsorship of which is realized by a person or another company apart from the company. The following can be mentioned among hosting events/activities:

- Social events
- Accommodation
- Banqueting

Hosting may be offered to third parties for developing commercial relationships and for establishing a normal commercial communication network. Among such third parties, customers, consultants, lawyers, auditors and other companies who have business relationship with Sempro can be mentioned. Hospitality offered by Sempro shall be publicly, unconditionally and with good will.

The same principle applies for accepting hosting offers personally or on behalf of related persons (family members, friends, persons in close relationship, etc.). When a high value hosting offer which might not be appropriate for the principles of the Sempro is received, approval of the Manager must be obtained.

Even if it complies with the Policy, hospitality must not be offered or accepted in situations which could cause any conflict of interest or perceived as such.

6.3. Political Donations

Sempro and its employees, the companies, persons from which outsourcing services are obtained and the business associates do not make any corporate or individual payment, give any gift, provide financial aid or donation to any government official or political party candidate in order to affect any decision at the service procurement or rendering stage likely to be related to the continuity of Sempro's operations or for the advantage of Sempro.

The donations except from the above-mentioned ones are provided by the decision of the General Manager.

6.4. Facilitation Payments

Sempro prohibits the persons and institutions within the scope of this Policy to offer facilitation payments in order to guarantee or accelerate a routine transaction or process with government agencies.

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POL	006	v03

7. Correct Recording

The principles about the accounting and recording system which must be complied with by Sempro are regulated within the legal regulations. In this context, all kinds of accounts, invoices or other documents related to the relationship with third parties (customers, suppliers, etc.) should be recorded and kept completely, accurately and reliably. Any falsification of commercial, financial or similar records and any false representation should be avoided.

8. Training

The Anti-Bribery and Anti-Corruption Policy has been communicated with all employees and is always and easily accessible within the intranet environment. For the purpose of ensuring that employees adopt the principles of the Policy and works in compliance with these principles, continuous trainings are delivered.

9. Reporting the Cases and Conducts Contrary to the Policy

The employees and the persons acting on behalf of Sempro are obliged to promptly and directly report to the General Manager any person or institute acting contrary to the rules of this Policy or any case in breach of the rules. The notifications are kept strictly confidential. During inspections and investigations after the notification, the rules of confidentiality are observed with great care and avoidance of harm to the notifying employee is taken as a priority.

10. Sanctions

The cases breaching are inspected by the Auditor(s) appointed by the General Manager. In case Anti-Bribery and Anti-Corruption Policy is breached in any way, the necessary sanctions, in accordance with the legislation, to be subject to are presented openly and comprehensively by the Auditor(s) and submitted to the approval of the General Manager. Any breach of Anti-Bribery and Anti-Corruption Policy may lead to disciplinary action, which may result in termination of contract.

In contracts concluded with the companies, persons, business associates from which outsourcing services are obtained or with persons and institutions carrying out duties on behalf of Sempro, if any conduct, attitude or activity in breach of Policy is detected, business shall be terminated.

Furthermore, those who do not comply with the legislation may be liable to possible criminal sanctions.

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