



## **ANTI BRIBERY AND ANTI CORRUPTION POLICY**

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### 1.Purpose

The purpose of the Anti-Bribery and Anti-Corruption Policy ("Policy") is to present Nadir Metal Rafineri San ve Tic A.Ş. complies with anti-bribery and anti-corruption law and regulations, ethical and professional principles and universal rules in all countries where operates.

### 2.Scope

The Anti-Bribery and Anti-Corruption Policy covers;

- All employees, including the Board of Directors of Nadir Metal Rafineri San. ve Tic. A.Ş.
- Subsidiaries and affiliates and employees
- Companies from which we purchase goods and services and their employees and persons and organizations (business partners) acting on behalf of Nadir Metal Rafineri San. Ve Tic. A.Ş., including suppliers, consultants, lawyers and external auditors,

This Policy is an integral part of;

- The Corporate Governance Principles and Code of Ethics approved by the Board of Directors of Nadir Metal Rafineri San. ve Tic. A.Ş. and announced to the public,
- The Code of Human Resources Practices,
- Act on Declaration of Property and Fight with Bribe and Corruption No 3628 and Relevant Regulations

### 3.Definition

**Corruption:** is abuse of entrusted power / authority for directly or indirectly for the purpose to gain profit.

**Bribery:** is benefits of an agreement with a third party in order to make a person to perform a task that is not under his/her duty, by passing legal framework of processes to speed up the processes or slow down the ordinary processes against the law.

**Public Authority :** as described within the Turkish Criminal Law covers persons who participates permanently or temporarily to execute public activity by appointment or election, or in any other way by government.

**Public:** refers to all organs of the state that benefits from the public services.

**Board of Directors:** covers the authorization of management and legal representation of the company.

**Human Resources:** is the person or unit that manages/organizes employees' personal rights, quits, assignments and organization procedures of the company.

**Internal Audit:** It is the person or unit that has the authority to audit the company's activities in accordance with legal regulations, practices and policies.

Bribery and corruption can take place in many different ways, including:

- Cash payments,
- Political or other donations,
- Commissions,
- Social rights,
- Gifts, entertainment,
- Other benefits
- Promotion

#### **4. Roles and Responsibilities**

The Board of Directors is authorized and responsible for the implementation and updating of the Anti-Bribery and Anti-Corruption Policy.

In this context the Board of Directors;

- should ensure the necessary written policies and strategies, and the related systems are set up.
- should ensure that the mechanisms of notifications, investigations and sanctions should be established and operated in any case of non-compliance with the policies, rules and regulations
- should ensure that the best effort is given to comply with the advices of the Risk Committee to establish an ethical, reliable, lawful and controlled working environment,
- is responsible to assess and take necessary steps with regard to reports of the Internal Audit Department that reports whether the activities of Nadir Metal Rafineri are executed lawfully in compliance with the legislative regulations.

Also, all employees of Nadir Metal Rafineri San. Tic. ve A.Ş. are obliged to;

- Comply with the legal requirements related to the policies determined by the Board of Directors
- Manage risks associated with their areas of activity effectively,
- Work in accordance with the relevant legislative regulations and the practices of Nadir Metal Rafineri San. ve Tic. A.Ş.,
- Report any act, activity or practice contrary to the Policy to the Internal Audit Department or the email address etik@nadirmetal.com
- They are responsible for complying with the decisions and practices taken by the Board of Directors on implementation of the Bribery and Anti-Corruption Policy.

#### **5. Companies and business partners from / to which goods and services are purchased / sold**

Companies and business partners from / to which goods and services are purchased / sold must comply with the Policy principles and other relevant legislative regulations, and contracts with individuals and organizations that fail to comply with the same shall be terminated.

In this context, monitoring of the compliance of the company or business partners is under the responsibility of an employee who has conducted the necessary research and evaluations before entering into any business relationship.

Nadir Metal Rafineri San. ve Tic. A.Ş. will not work with companies or business partners with a negative history or criminal record of bribery or corruption, even if they meet other criterias. The Internal Audit Department assesses whether the above-mentioned matter is applied.

## **6. Policies and Procedures**

### **6.1. Bribery and Corruption**

Nadir Metal Rafineri San. Tic. ve A.Ş. never tolerates any kind of bribery and corruption. Receiving or giving any bribe is absolutely unacceptable whatever its purpose. Business relationships with the third parties who wishes to do business with Nadir Metal Rafineri San. Tic. ve A.Ş. through bribery or corruption must be discontinued and if necessary notified to the related authorities.

### **6.2. Gifts**

Gift is a product that does not require any financial payment and is usually given out of appreciation or commercial courtesy by people or customers with whom the Company has business relationships.

Any gifts offered or given to third parties by Nadir Metal Rafineri San. Tic. ve A.Ş. must be offered publicly, in good faith and unconditionally. In this context, it is prohibited to accept gifts or benefits that are implicitly or explicitly linked to a consideration.

The same principles apply to accepting gifts, no gifts should be accepted where the material value included in these principles does not exceed 250 TL other than the symbolic gifts. Also, gift accepting should not occur frequently even if the same is within this scope, and the employee who accepted the gift must report it to the HR through his/her immediate supervisor for the gifts accepted.

### **6.3. Hospitality Policy**

Hospitality events/activities includes:

- Social activities
- Accommodation
- Dinner invitation

Nadir Metal Rafineri San. ve Tic. A.Ş., can offer or bid hospitality for the third parties to develop its commercial relationships or establishing a normal commercial communication network. It is necessary to obtain approval from Human Resources when high value hospitality is offered even if it is suitable for the company's principles. It may cause conflict of interest, even if it complies with the policies mentioned in the policy, or it should not give rise to situations that can be perceived as such, and in such cases, offer of hospitality should not be offered or accepted.

#### **6.4. Record Keeping**

Principles that Nadir Metal Rafineri San. Tic. ve A.Ş. is required to follow relating to the accounting and record-keeping system are set out by statutory regulations. Accordingly;

- All kinds of accounts, invoices and documents relating to relationships with the third parties (customers, suppliers, etc.) must be recorded and kept in a reliable, complete, precise and correct manner,
- Accounting or similar commercial records relating to any transaction must not be falsified and misrepresented.

#### **7. Training and Communication**

The Anti-Bribery and Anti-Corruption Policy has been announced to the employees of Nadir Metal Rafineri San. Tic. ve A.Ş. and is continuously and easily accessible through its web-site. Training is an important instrument to raise employees' awareness. In this context, the Human Resources Department within the scope of this policy, Nadir Metal Refinery San ve Tic. A.Ş. is responsible for rising of the awareness of its employees.

#### **8. Reporting of Policy Violations**

Any belief or suspicion that an employee or any person acting on behalf of Nadir Metal Rafineri San. Tic. ve A.Ş. violates this Policy should be reported to etik@nadirmetal.com.tr or Internal Audit Department.

Nadir Metal Rafineri San. Tic. ve A.Ş. promotes a honest and transparent approach, supports any employee or any person acting on behalf of Nadir Metal Rafineri San. Tic. ve A.Ş. who expresses his or her concerns in good faith and keeps reports confidential. Any employee is subject to ill-treatment (disciplinary action, removal from work, threats, mobbing, etc.) because he or she has reported in good faith a possible bribery or corruption that has been denied or is likely to occur in the event of a bribery or corruption.

If an employee is exposed to such treatment because of his/her reporting he/she must report it to the Human Resources Department as such kind of a situation is unacceptable for Nadir Metal Rafineri San. Tic. ve A.Ş.

#### **9. Policy Violations**

In situations that are or may be contrary to the policy, the matter shall be examined by the Risk Committee and necessary sanctions shall be applied in case of determination of the inappropriate behaviour.

#### **10. Implementation**

This policy has entered into force with the decision of the Board of Directors dated 08.06.2017.