

TEKNOSA İÇ VE DIŞ TİCARET A.Ş.

ANTI BRIBERY and ANTI CORRUPTION POLICY

1. Purpose

The purpose of Anti-Bribery and Anti Corruption Policy ("The Policy") is to disclose in written Anti-Bribery and Anti-Corruption policies which have been applying in line with ethic rules by Teknosa İç ve Dış Ticaret A.Ş. and its subsidiaries. ("Teknosa")

2. Scope

Anti-Bribery and Anti-Corruption Policy covers:

- All Teknosa employees including the Board of Directors
- Companies from which we outsource good and services and their employees, people and agencies working on behalf of Teknosa including consultants, lawyers, external auditors.

This Policy is an integral part of:

- Corporate Governance Principles approved by the Board of Directors and disclosed to the public and Code of Business Ethics of Sabancı Holding,
- Human Resources Codes of Practice,

3. Definitions

Corruption, is the misuse of the authority held due to the position for the purpose of gaining advantage directly or indirectly.

Bribery is a person's gaining advantage or providing advantages to others within the framework of an agreement reached with a third person so that such person acts in breach of the requirements of his/her duty by doing or not doing a work, speeding up or slowing down thereof, etc.

Bribery and corruption may occur in various different ways; among them the person his/her self, family, relatives and/or 3rd parties among these,;

- Cash payments,
- Political or other donations,
- Illegal and non-contractual commissions
- Illegal and non-contractual obtained social benefits,
- Gift, hosting,
- Hiring privilege,

can be mentioned.

4. Duties and Responsibilities

Implementation and updating of the Anti-Bribery and Anti-Corruption Policy are in the responsibility and duties of the Board of Directors. In this context, the followings are required:

- The Corporate Governance Committee is required to advice the Board of Directors for establishing an ethical, legal and controlled working environment
- Senior management is required to evaluate risks and establish the necessary control mechanisms in compliance with the principles of Board of Directors,
- Internal Audit Department, Financial Regulations Department, Legal Department, Human Resources Department and the Ethics Board must evaluate whether operations are carried out safely and in compliance with legal regulations within the scope of their duties,
- In case policies, rules and regulations are not complied with, report, review and sanction mechanisms must be determined and operated.

Moreover, all Teknosa employees are responsible for;

- Ensuring compliance with established policies of the Board of Directors.
- Effectively managing the risks associated with their business operations.
- Working in a manner consistent with the relevant legal regulations and the applications of Teknosa.
- Informing the Ethics Board if they encounter with a conduct, activity or application which are in breach of the Policy

5. The Companies From/to Which Good and Services are Bought and Sold and Business Partners

The companies from which goods and services are bought and to whom goods and services are sold and Business Partners must comply with the Policy principles and other relevant regulations. Relations with persons and institutions failing to comply these conditions shall be terminated.

5.1. Selection of Companies and Business Partners

In addition to criteria such as experience, financial performance and technical sufficiency, account morality and a positive background is considered in this field during the selection of the companies from which goods and services are bought and to whom goods and services are sold and the Business Partners. The companies and the Business Partners which have a negative information with regard to 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 senior management.

Internal Control Department of Teknosa A.Ş and Sabancı Holding Internal Control Department evaluates in its controls whether such issues are complied with.

5.2. Reaching Agreement with Companies and Business Partners

In contracts and agreements to be made with companies and business partners who have positive information and meet other criteria, the following conditions are included:

- Ensuring full compliance with the principles indicated in the policy and other relevant regulations,
- Employees' internalizing these principles and acting accordingly,
- Ensuring its employees to develop awareness and informing about the Policy
- Reminding its employees about notification obligations and encouraging them to notify by Ethic Line in case they encounter such situations,

Provisions stating that relations will be terminated, in case these criteria are not complied with or in case a situation against the Policy occurs, need to be added in the contracts.

6. Our Policies and Procedures

6.1. Bribery and Corruption

Teknosa A.Ş. is against all kinds of bribery and corruption. Accepting bribes or bribing can never be accepted under any purpose.

Business relationships with 3rd persons wishing to get business, through bribery or corruption have to be terminated.

6.2. Gift

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

All kinds of gifts to be given to third persons by Teknosa A.Ş. must be offered with good faith and unconditionally. Principles regarding gifts which can be given within this scope and recording thereof have been made written in the Teknosa's Code of Business Ethics.

The same principles apply for accepting a gift and no gift must be certainly accepted apart from the symbolic gifts included in these principles, with low financial value. In addition, even within this scope, gift acceptance must not become frequent and the Teknosa Ethics Board have to be informed about the gift by the employee who accept gift through his/her supervisor.

Situations which could lead to conflict of interests or perceived as such by public opinion must not be caused, even if in compliance with the issues indicated in the policy. In such situations, no gift must be offered or accepted.

6.3. Hosting Policy

In the scope of this policy; seminar, conference, factory visit and hosting proposals which comes from current and the posible supplier firms are evaluated by the Ethic Board. The decision's main criteria is working posibility with this suppliers soon or in the future. This proposal mustn't be accepted even from a supplier or Teknosa employee.

6.4. Facilitation Payments

The persons and institutions within the scope of this Policy must not offer facilitation payments to guarantee or speed up a routine transaction or process (obtaining authorization and license, obtaining a document, etc.) with government agencies.

6.5. Donations

Some legal restrictions have been imposed on donations and aids according to the Capital Market Law and relevant legislation which Teknosa A.Ş. is subject to. Accordingly, Donation and Aid Policy has been approved by the General Assembly and disclosed on our website.

The Donations made by Teknosa A.Ş. employees to the charity organizations with the amounts they collect apart from and independent of their works are out of the scope of Teknosa A.Ş. Donation and Aid Policy.

7. Correct Recording

Issues which Teknosa A.Ş. must comply with in relation to accounting and recording system are regulated with legal regulations. Accordingly;

- All kinds of accounts, invoices and documents belonging to relations with third parties (customers, suppliers, etc.) must be recorded and kept in a complete, accurate and reliable manner.
- Falsification and distortion must not be made on accounting or similar commercial records related to any transaction.

8. Training and Communication

Our Anti-Bribery and Anti-Corruption Policy has been announced to employees of Teknosa A.Ş. and it can be continuously and easily accessed via "Intranet" portal (People Clip).

Trainings are important instruments for increasing awareness of employees. Within this scope, Human Resource Directorate designs training programs which are compulsory for all employees.

9. Notification of Policy Breaches

If opinion or suspicion exists that an employee or a person acting on behalf of Teknosa is acting in breach of this Policy, the issue must be submitted to the Ethics Board. Codes of Business Ethics of Teknosa are reminded to employees of Teknosa in certain periods. Teknosa encourages an honest and transparent approach; supports any employee or person acting on behalf of Teknosa who expresses his/her sincere concerns with good faith, and keeps notifications secret. None of the employee shall be subject to pressure or punishment for the notification of the Teknosa A.Ş. Ethics Board and/or Sabancı Holding Ethic Board about a violation of the Code of Ethics, the scope of the duties or place of job shall not be changed for this reason without written consent of the Ethics Board.

In case the notifying person is subject to such treatment, he/she is expected to notify this to the Sabancı Holding Ethics Board.

The companies and Business Partners from which goods and services are outsourced must be informed about the Teknosa A.Ş. Ethics Board role and Ethic Line and be encouraged to notify in case they encounter such situations.

10. Policy Breaches

In cases which are or could be in breach of the Policy, the matter is reviewed by the Teknosa A.Ş. Ethics Board and necessary sanctions are implemented if inappropriate acts are detected.

In contracts made with the companies from which goods and services are bought and to whom goods and services are sold and with persons and institutions carrying out duties on behalf of Teknosa A.Ş., the provisions stating that if conducts, attitudes or activities in breach of Policy are detected, business will be terminated, need to be included and in case of breach of policy business shall be terminated.

11. Enforcement

This Policy hereby has been approved and become effective with decision dated January 18, 2016 and numbered 1763 Teknosa A.Ş. Board of Directors and Corporate Governance Committee is responsible for the execution.