



# Ziraat Bankası

**T.C. ZİRAAT BANKASI A.Ş.**

**ANTI-BRIBERY AND ANTI-CORRUPTION  
POLICY**

**2024**

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

This Policy has been drawn up in consideration of the duly enacted international conventions and legal regulations that directly address anti-corruption and anti-bribery, in particular;

- United Nations Global Compact,
- United Nations Convention against Transnational Organized Crime,
- United Nations Convention against Corruption,
- OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions,
- Criminal Law Convention on Corruption,
- The Council of Europe Civil Law Convention on Corruption,

to which Turkey is a party.

Following up on anti-bribery and anti-corruption activities is the policy of all branches and subsidiaries within Ziraat Finance Group, notably Ziraat Bank.

It is essential that all financial institutions and employees within Ziraat Finance Group adhere to this policy while conducting their activities, to the extent permitted by the legislation and competent authorities in the countries where they are located.

This Policy is an integral part of the Code of Business Ethics and Human Resources applications.

### **A. PURPOSE, SCOPE AND LEGAL BASIS**

The purpose of this policy is:

- Identifying risks related to bribery and corruption and determining principles, commitments and rules within the scope of national and international regulations,
- Preventing bribery and corruption in all activities of the Bank in line with the zero tolerance principle,
- Informing and reporting for the purpose of protecting the Bank's reputation, and determining responsibilities,
- Ensuring maximum compliance with national and international regulations and raising employee awareness in this regard.

Ziraat Finance Group (ZFG) intends that all domestic and foreign branches of the Bank and all domestic and foreign partnerships in which the Bank is a shareholder, which constitute its structure, comply with the rules and principles set out in the Anti-Bribery and Anti-Corruption Policy.

The Bank is committed to maintaining a transparent, accountable and honest business culture.

Among the main objectives are to prevent ethical violations under the Ethical Principles Agreement, to ensure transparency in business processes, to identify risks in preventing bribery and corruption, and to take effective measures against such risks.

It is the policy of all units within the financial group to make reliability and ethical management approach effective and to act with the zero tolerance principle against all forms of bribery and corruption.

The Bank intends to be an organization creating value for the interests of society and Turkey by providing a reliable experience to its customers while encouraging its employees to act ethically.

Accordingly, the Bank fully complies with national and international standards, in particular the laws of the Republic of Turkey and related regulations, closely monitors current developments while updating and improving its policies.

## **B. DEFINITIONS**

**Bank:** Türkiye Cumhuriyeti Ziraat Bankası Anonim Şirketi,

**Employees:** All employees within Ziraat Finance Group including members of the Board of Directors, General Manager and executives,

**Supervisory Board:** Supervisory Board of Türkiye Cumhuriyeti Ziraat Bankası Anonim Şirketi,

**Government/Public Officer:** Including, but not limited to; employees of any public institution or organization or public economic enterprise in a domestic/foreign country, employees of any political party in a domestic/foreign country, all political candidates, persons holding office in any legislative, executive or judicial body in a domestic/foreign country, judges, jurors or other judicial officials serving in national and/or international courts or foreign state courts, officials or representatives of national and/or international parliaments, national or foreign arbitrators in arbitration proceedings for the settlement of a legal dispute,

**Ethical Principles Agreement:** The agreement concluded by the employees together with their employment contracts,

**Policy:** T.C. Ziraat Bankası A.Ş. Anti-Bribery and Anti-Corruption Policy,

**Bribery:** A type of corruption; offering, promising, giving, demanding, receiving, accepting or transferring anything of value to a public officer (or any other person directly or indirectly nominated by the public officer) to perform or not to perform a task within the scope of their office for the purpose of gaining benefits, directly or indirectly, to induce, influence or reward the performance of an illegal activity with an unethical intention, usually in the setting of public office in commercial transactions or relationships,

**Politically Exposed Persons:** Includes persons holding an important public office in Turkey, persons entrusted with such an office in another country, or persons holding a similar office in international organizations, politically exposed senior politicians entrusted with an important function, or senior officials in administrative, judicial and military institutions performing public functions, or senior managers of public enterprises,

**Corruption:** Misuse of power entrusted in the public or private sector for personal gain,

**Board of Directors:** Board of Directors of Türkiye Cumhuriyeti Ziraat Bankası Anonim Şirketi,

**Ziraat Finance Group (ZFG):** The Bank's domestic/foreign branches, which meet the financial needs of the customers as a whole, and all domestic/foreign partnerships in which the Bank is a shareholder.

## C. BASIC PRINCIPLES

Being a reputable Bank leading the sector with a fundamental and well respected place in the banking sector for many years, operating in the banking sector based on the principle of trust and strict rules, and having gained the respect and trust of its personnel and customers;

It is essential to act in the light of all universal values that must be implemented to ensure the protection of a transparent, accountable and honest business environment, in particular the United Nations Global Compact, which includes Human Rights, Labor Standards, Environment and Anti-Corruption subheadings.

### 1. Integrity and Honesty

Integrity is the proper performance of duties by all employees, and the conduct and behavior of employees should be of a nature that reinforces public confidence in the integrity and transparency of banking activities. Having integrity is not enough, people should also be shown the appearance of integrity.

Honesty and the appearance of honesty refers to the avoidance of inappropriate behavior by all employees of financial institutions within Ziraat Finance Group. All employees must avoid situations in their personal relationships that, when reasonably considered by an ordinary person, are likely to give rise to the appearance or suspicion of partiality or favoritism.

Employees must not use or allow to be used the Bank's reputation in a way to provide benefits to themselves, a family member or anyone else. The employees must also not give or allow others to give the impression that anyone may improperly influence them in the performance of their duties.

## **2. Accountability and Transparency**

It is essential that all records related to the transactions realized are kept accurately, transparently, completely and on time. All records must be entered into the relevant records and accounting calculations as per applicable legal regulations and standards.

Where the transactions entered into the records are inspected by a third party, it is essential that they include complete and clear explanations that allow the purpose and manner in which they were realized to be understood without requiring any guidance or explanation. The records must be supplemented with invoices, receipts, etc. when necessary.

Transactions cannot be realized without being recorded in the accounting accounts, and recorded transactions cannot be improperly changed or misused.

## **3. Zero Tolerance for Bribery and Corruption**

Ziraat Finance Group employees are committed to acting with integrity and honesty, keeping accountable and transparent records, acting in accordance with national and international regulations on bribery and corruption and universal ethical values.

Accordingly, Ziraat Finance Group and its employees stand against bribery and corruption by acting with a zero tolerance approach. They not only refrain from engaging in bribery and corruption, but also report acts that they are aware/suspicious of bribery and corruption to the relevant authorities listed in this Policy.

## **4. Commitment to Anti-Bribery and Anti-Corruption**

Ziraat Finance Group is committed to preventing all forms of bribery and corruption with a zero tolerance principle by conducting all its activities in line with ethical standards.

## **5. Global Compliance Commitment**

Organizations operating within Ziraat Finance Group are committed to comply with the legal regulations of the country where they operate.

### **D. ROLES AND RESPONSIBILITIES**

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

Employees are responsible for complying with this Policy and implementing all actions and transactions, relevant procedures and controls related to their duties in line with the requirements of the Policy and effectively managing the risks related to their fields of activity by working in compliance with the policies approved by the Board of Directors/Supervisory Board.

Employees are obliged to report actual or attempted acts of bribery and corruption that they are aware of, whether the act of bribery or corruption has taken place or not, through the designated communication channels.

### **E. RISK AREAS**

It is essential to act in line with legal regulations, international standards and ethical values within the scope of anti-bribery and anti-corruption. Accordingly, the Policy focuses on identifying and managing potential risks.

Risk areas include geographies, lines of business, practices and business processes where bribery and corruption are most likely to occur. The main risk areas that may result in bribery and corruption include, without limitation, the following.

#### **1. Accepting and Presenting Gifts**

Employees cannot request or engage in behaviors that imply requesting any personal payment or gift from third parties in a business relationship with the Bank. Under no circumstances can cash or cash-equivalent payments be made to the customers.

Gifts to be given to customers as part of the business relationship are determined within the following framework.

- Gifts should be given to customers at year-ends or on special occasions in line with the principles set by the Bank,

- It should be ensured that gifts will not create a conflict of interest between the parties,
- Gifts should be explainable, not uncommon, and of reasonable value,
- Gifts given should not be intended to influence the other party regarding any business or agreement in which the organization is involved.

Gifts given to customers are correctly recorded in the accounting system.

## **2. Representation and Hospitality**

The Bank conducts its representation and entertainment activities in line with its corporate reputation and ethical values. Such activities are organized to strengthen business relations, increase cooperation opportunities and improve the Bank's reputation.

Expenditures made within the scope of representation and entertainment activities are kept within reasonable and legitimate limits, recorded and kept available for audit, if necessary.

## **3. Facilitating Payments**

Facilitating payment is intended to quickly finalize a transaction that has not yet begun or is still in progress.

The Bank's employees shall not make or offer to make any payment to secure, expedite or facilitate a routine transaction or process (e.g. acquiring permits and licenses, obtaining documents, etc.) with government or private sector entities that provide public services or are authorized by the public, nor shall they accept any offers of facilitating payments made by third parties.

## **4. Political/Charitable Donations, Aid, Contributions and Sponsorships**

No personal and/or corporate payment, gift, aid or donation shall be provided to any government official, political party candidate in order to influence any decision that may be related to the continuation of the Bank's activities or that may be in the best interest of the group.

No payment offer under the name of donation, aid or contribution shall be accepted from third parties for personal and/or corporate purposes.

The Bank acts on the basis of transparency, ethical values, social benefit, brand and reputation in sponsorship relations. Accordingly, the activities to be supported as part of sponsorship relations are determined by considering the reputation, reliability and social impact of organizations. Sponsorship relations are not established with third parties known or suspected

of bribery or corruption. The Bank does not engage in bribery, corruption, conflict of interest or unethical practices in its sponsorship relations.

## **5. Political Activities**

Employees can not engage in any political activity, provide aid or donations to political parties, or directly or indirectly support political campaigns utilizing their title at the Bank while performing their duties.

## **6. Job Offers, Employment and Promotion**

It is essential to implement recruitment policies and procedures in accordance with local legal regulations where the Bank and the Bank's service providers are to provide employment opportunities.

Job offers cannot be contrary to the Policy in any way whatsoever. All job offers shall be conducted and finalized in a fair, transparent and competitive manner, as required.

The provisions related to job offers are applied by analogy to promotions.

## **7. Mergers, Acquisitions and Significant Investments**

Assessments are made in consideration of bribery and corruption risks under this Policy when conducting mergers, acquisitions or significant investments.

Anti-Bribery and Anti-Corruption Policy of the potential company is reviewed and risk assessment is made in mergers and acquisitions. Merger and acquisition transactions are continued in line with the risk assessment.

## **8. Third Parties and Business Partners**

Customers, companies from which goods and services are procured (suppliers, consultants, independent audit firms, legal advisors, etc.), other contracted financial institutions and real and legal persons with whom the Bank has any kind of corporate relations, which have a business relationship with the Bank and which directly or indirectly affect the Bank's activities, are considered third parties.

Third parties are also obliged to act in accordance with the Policy. Relations with parties failing to meet the compliance expectation are terminated immediately. The Bank does not work with any third party that has negative intelligence regarding bribery and corruption.



Outsourcing is realized in a competitive environment in order to improve business processes, increase operational efficiency and achieve strategic goals. The Bank does not allow bribery, corruption and ethical violations in outsourcing. Payments in relation to service procurement are checked to ensure that they are proportionate to the service received.

## **F. ANTI-BRIBERY and ANTI-CORRUPTION PROGRAM**

### **1. Accurate Keeping and Transparency of Accounts and Records**

It is essential that any and all accounts and records are kept in line with the principles of transparency and accountability. Accordingly, all records shall be kept in a complete, transparent, explanatory, accurate and timely manner. All accounts and records are subject to audit in line with the Bank's internal regulations.

### **2. Retention and Preservation of Records**

The principles of transparency and accountability are also considered in the retention and preservation of any and all accounts and records. Accounts and records cannot be subsequently changed or falsified. Accordingly, in order to prevent transactions from being carried out without being recorded in the accounting accounts, assets from not being recorded, and transactions recorded from being improperly changed or misused, processes are controlled by internal audit and external independent audit firms.

### **3. Policies and Procedures**

Changes in national and international regulations regarding the Anti-Bribery and Anti-Corruption Policy and changes in the sub-regulations enacted pursuant to the law are monitored. The Policy is updated in consideration of the impact of the changes on the rules and processes.

### **4. Risk Assessments, Monitoring and Control Activities**

As it is a category of crime, customer transactions raising suspicion of bribery and corruption are monitored by the related department in the Bank. On the other hand Bank's employee transactions are also monitored by another related department and risky situations are reported by bank staff to the department in line with the principles of confidentiality and security.

## **5. Training Activities**

The Bank's employees are given regular in-class and/or remote trainings on understanding and implementing the policies and procedures established as part of Anti-Bribery and Anti-Corruption. The content of the training is reviewed at regular intervals according to changes in legal regulations and other requirements.

## **G. POLICY VIOLATIONS AND CONFIDENTIALITY**

Confidentiality of employees reporting situations contrary to the Anti-Bribery and Anti-Corruption Policy and of their reports is essential, and these employees shall not be subjected to any persecution or discrimination due to their reports, nor shall they be subjected to any unfair practice.

Where the Bank's employees violate this Policy, significant disciplinary penalties and/or legal proceedings will be considered.

## **H. EFFECTIVE DATE**

Anti-Bribery and Anti-Corruption Policy becomes effective upon approval by the Board of Directors. Up-to-date version of the Policy is always and readily accessible through internal communication channels and on the website.

The Policy is reviewed once a year and when necessary in order to ensure and maintain compliance with legal regulations and international standards, and updated as necessary.