

Anti-Bribery and Corruption Policy

Table of Contents

1. PURPOSE AND SCOPE 3
2. DEFINITIONS 3
3. GENERAL PRINCIPLES 5
4. APPLICATION OF THE POLICY 5
   4.1. Third Parties and Due Diligence 5
   4.2. Gifts, Hospitality and Entertainment 6
   4.3. Contributions to Political Parties 6
   4.4. Sponsorships and Donations 6
   4.5. Facilitation Payments 6
   4.6. Hiring or Engaging with Government Officials or PEP's 6
   4.7. Training and Monitoring 7
   4.8. Transparency and Accuracy of Books and Records 7
5. AUTHORITY AND RESPONSIBILITIES 7
6. REVISION HISTORY 8

1. PURPOSE AND SCOPE

The purpose of this Anti-Bribery and Corruption Policy ("the Policy"), which is an integral part of the RMK Marine Code of Ethics[1] is to set principles and rules related to the prevention of bribery and corruption. This Policy reflects RMK Marine's strong commitment to the fight against corruption and the prohibition of bribery.

All employees, directors and officers of RMK Marine shall comply with this Policy. RMK Marine also expects and takes necessary steps to ensure that all of its major shareholders and its Business Partners - to the extent applicable - comply with and/or act in accordance with this Policy.

2. DEFINITIONS

"**ABC Rules**" all anti-bribery and corruption related legislation, including foreign laws (e.g. Foreign Corrupt Practices Act, UK Bribery Act etc.) and international treaties to the extent applicable to the relevant transaction.

"Bribery" refers to giving, offering, promising or proposing anything of value with the aim of obtaining Improper Advantage over, or Corruptly Influencing a business transaction or relationship. Forms of value covers any form of benefit including but not limited to money, gifts, entertainment that:

- affect or may affect impartiality, performance and ability to make decisions,
- may be reputation wise detrimental if it became public,
- would be a breach of the applicable legislation,
- can be perceived as bribery, or
- may correspond to a privileged treatment for carrying out a certain task.

"**Business Partner**" includes suppliers, distributors, dealers, authorized services and other third parties with whom the company has a business relationship and all kinds of representatives, subcontractors, consultants, etc. acting on behalf of the company, as well as their employees and representatives.

"Cash or Cash Equivalent" includes but not limited to money in cash, gift certificates, cards, discounts, securities, gold coins or fuel coupons or similar ticket compliments with specified value.
"Corruptly Influence means intent or desire to wrongfully influence and induce the recipient misuse his/her position.

"Corruption" means "the abuse of entrusted power for private gain.

"Donation" means voluntary contributions in money or in kind (including goods or services etc.) to individuals or charitable entities (such as foundations, associations and other nonprofit organizations); universities and other schools; and other private or public legal entities or

[1] For other relevant policies, please also see RMK Marine Gifts and Entertainment Policy and RMK Marine Donations and Sponsorship Policy.

organizations etc. to advocate a philanthropic cause, serve the public interest and help achieve a social goal, without a consideration received in return.

"Facilitation Payments (or "facilitating", "expediting" or "grease")" are unofficial, improper payments made to secure or accelerate routine operation of the paying party.

"Gift" means any item of value, whether given or received directly or indirectly, such as discounts, gift cards, promotions, promise of employment, cash, loans, memberships, services, favors, presents or goods.

"Government/Public Official" broadly refers to a variety of individuals including but not limited to the following:

- Employees working at government bodies domestically or in a foreign country,
- Employees of government business enterprises (domestic or in a foreign country),
- Employees of political parties, political candidates, (domestic or in a foreign country),
- Any person who holds a legislative, administrative or judicial position, (domestic or in a foreign country),
- Judges, jury members, or other officials who work at domestic, foreign or international courts,
- Officials or representatives working at national or international parliaments;
- Arbitrators resorted to, who have been entrusted with a task within the arbitration procedure, in order to resolve a legal dispute.

"Hospitality" includes meals, short or long-term accommodation, travel and transport, social events for sporting, cultural or other purposes.

"**Improper Advantage**" is an advantage to which a party would not otherwise be entitled if the individual influenced by such party, did not act in violation of his or her duty to enable such advantage.

"Koç Group" means Koç Holding A.Ş., companies which are controlled directly or indirectly, jointly or individually by Koç Holding A.Ş. and the joint venture companies listed in its latest consolidated financial report.

. "Politically Exposed Person (PEP)" refers to individuals who are currently or in the past, either domestically or in a foreign country, elected or appointed to an important public function; board members, senior executives and deputy executives of international organisations and other persons holding equivalent positions; senior politicians; senior officials of political parties; senior judicial, administrative or military officials; senior executives of state-owned enterprises; and the spouses, first-degree relatives (mother, father and children) and relatives of all such persons.[2]

"Sponsorship" means contribution in money or in kind (including goods, or services, etc.) given to an entity or group, for staging an artistic, social, sports or cultural activity etc. in return for an, institutional benefit reflected in the form of visibility to target audiences under a sponsorship agreement or whatsoever name, to the extent the nature of the relationship is as defined herein.

[2] https://www.fatf-gafi.org/documents/documents/peps-r12-r22.html

"The UN Global Compact" [3] is a global pact initiated by the United Nations (UN) to encourage businesses worldwide to adopt sustainable and socially responsible policies, and to report on their implementation. The UN Global Compact is a principle-based framework for businesses, stating ten principles in the areas of human rights, labour, the environment and anti-corruption.

3. GENERAL PRINCIPLES

RMK Marine is committed to conducting its business in accordance with the highest ethical standards. As a signatory to the UN Global Compact, Koç Holding A.Ş. complies with and ensures that RMK Marine act in accordance with UN Global Compact's Principles, including the principle that businesses should work against corruption in all its forms.

Regardless of the local practices and regulations, RMK Marine does not tolerate any form of Bribery, Corruption, Facilitation Payments, giving or receiving of improper gifts to anyone involved in RMK Marine's business cycle.

No employee may give, receive or authorize any form of Bribe, directly or indirectly through a Business Partner or third party.

Violation of the ABC Rules may have severe consequences for RMK Marine and their respective directors, officers and employees including the imposition of civil and criminal penalties; the invalidation of licenses granted by governmental authorities; the confiscation of monetary and other assets; and most importantly, exposes RMK Marine to significant reputational damage.

Violation of this Policy may also result in disciplinary actions against employees, including dismissal. Furthermore, if the relevant actions are or may be deemed to be a violation of applicable legislation, public authorities shall be notified by the officer or department in charge of compliance .

4. APPLICATION OF THE POLICY

4.1. Third Parties and Due Diligence

In order to eliminate the risk of Bribery and Corruption, we do not tolerate in any way, improper transactions concealed under the name of "commission" or "consultancy fee" to hide the real purpose.

Accordingly, RMK Marine engage with Business Partners, only:

- upon the completion of the Due Diligence Process[4];
- if there is a written contract with appropriate and preventive terms and conditions to ensure compliance with applicable ABC Rules; and
- if terms of such contract including the payment terms are not unusual or significantly above or below the market value and consequently gives the impression that there is an intention to conceal the underlying transaction.

[3] https://www.unglobalcompact.org/what-is-gc/mission/principles
[4] Please refer to the RMK Marine Supply Chain Compliance Policy and Sanctions and Export Controls Policy.

4.2. Gifts, Hospitality and Entertainment

Any gift, hospitality or entertainment provided by or offered to a third party, must meet the following criteria:

- Permitted by the ABC Rules,
- Not Cash or Cash Equivalent,
- Reasonable, appropriate to the recipient's position and relevant circumstances,
- Recorded, and accounted fairly and accurately and in a sufficiently transparent manner,
- No appearance of impropriety based on the frequency of previous gifts etc. to show an intention to improperly influence the recipient of the gift etc.

All employees are required to seek guidance from the officer or department in charge of compliance in case of doubt.

For further details, please refer to RMK Marine Gifts and Entertainment Policy.

4.3. Contributions to Political Parties

It is prohibited to make any political contributions on behalf of RMK Marine.[5]

4.4. Sponsorships and Donations

Providing a grant, a Donation, or Sponsorship in exchange for an improper favor or benefit, and/or to improperly and corruptly influence a Public Official/PEP (and other parties as may be specified in the relevant legislation applicable to RMK Marine in the jurisdictions where they operate) or a third party is prohibited.

Donations and Sponsorships should only be made/provided, in accordance with the rules and principles set forth in RMK Marine Donations and Sponsorship Policy.

4.5. Facilitation Payments

RMK Marine has a zero-tolerance approach to Facilitation Payments. Employees and Business Partners are prohibited from making facilitation payments on behalf of RMK Marine.

4.6. Hiring or Engaging with Government Officials or PEP's

Business relationships and employment decisions shall be made in an ethical manner and shall never be used as a method to Corruptly Influence a Public Official or to obtain Improper Advantage.

Before entering into any business relationship or hiring an employee, the Company shall confirm through internet and media searches and other databases whether the relevant persons are Government Officials or PEP's.

Government Officials or PEP's may be hired or a business relationship (e.g. customer, business partner, etc.) may be established with such persons, provided that they meet the following criteria:

— The officer or department in charge of compliance conducts Enhanced Due Diligence Study ("EDD") and reports to the General Manager of RMK Marine on the compliance risks identified and the possible impact of these risks, as well as the measures to be taken in case

[5] Please refer to the RMK Marine Donations and Sponsorship Policy.

of an employment decision is made or a business relationship is established, or a suggestion to terminate or continue an existing business relationship, and the General Manager makes a decision on the matter taking into account the evaluations and suggestions in the said report,

— The relationship has a legitimate business purpose and is regularly evaluated and appropriate actions are taken when necessary,
— The employment of the individual does not create an appearance of impropriety, suggesting that the individual is being hired in exchange for a business advantage or improper action,
— The person to be employed or engaged with objectively has sufficient qualifications required for the relevant position, and
— The compensation and benefits package is reasonable and commensurate with the work and the individual's qualifications.

4.7. Training and Monitoring

RMK Marine shall designate a department responsible for:

- providing the necessary training on the ABC Rules to all its employees on an annual basis, in coordination with the Legal and Compliance Department of RMK Marine
- adapting this Policy to the needs of its company, if necessary, and drafting the necessary procedures.

The officer or department in charge of compliance of RMK Marine:

- in coordination with Koç Holding's Legal and Compliance Department , review the content of such procedures and training and monitor their completion status,
- submit an annual report to Koç Holding's Legal and Compliance Department regarding training activities.

4.8. Transparency and Accuracy of Books and Records

Books and records shall be kept in an accurate, transparent, complete, reliable, evidenced on a timely manner; shall reflect all transactions in accordance with the applicable laws, regulations, and accounting standards.

Accounts and invoices must be fully and clearly explained, vague expressions should be avoided in the explanations, and where necessary, properly documented evidences. The clarity of the explanations and supporting documentation should enable a third-party reviewer to easily understand the transaction and the rationale behind it.

Unrecorded funds or assets are prohibited, and records must not be falsified for any purpose.

Books and records are subject to periodic risk-based audits.

5. AUTHORITY AND RESPONSIBILITIES

All employees and directors of RMK Marine are responsible for complying with this Policy, implementing and supporting RMK Marine's procedures and controls in accordance with the requirements of this Policy. RMK Marine also expects and takes necessary steps to ensure that all its Business Partners, to the extent applicable, comply with and/or act in accordance with this Policy.

If there is a discrepancy between the local regulations, applicable in the countries where RMK Marine operates, and this Policy, the stricter of the two shall prevail, unless such practice is in violation of the relevant local laws and regulations.

If you become aware of any action that you believe is inconsistent with this Policy, the applicable law or RMK Marine Code of Ethics, you may seek guidance or report the incident to your line manager. Alternatively, you may report the incident to Koç Holding's Ethics Hotline via the following link: "koc.com.tr/hotline"

RMK Marine employees may contact the Legal and Compliance Department of RMK Marine for their questions regarding this Policy and its application. Violation of this Policy may result in significant disciplinary actions including dismissal. If this Policy is violated by third parties, their contracts may be terminated.

6. REVISION HISTORY

This Policy takes effect on 28.09.2021 as of the date approved by the Board of Directors and will be maintained by the Legal and Compliance Department.

Revision	Date	Comment
No:1	01.09.2023	Missing expressions are added to the Definitions, the definition of Politically Exposed Person ("PEP") is updated in accordance with the applicable legislation, the process for conducting Enhanced Due Diligence is added to the "Hiring or Engaging with Government Officials or PEP's" expressions that cause ambiguities are improved.
No. 2	27.02.2025	The logo has been changed.