



DOĞAN GROUP

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY



1. OBJECTIVE

The objective of this policy is to specify the Doğan Group's approach to bribery and corruption clearly. With this policy, Doğan Group aims to adhere to anti-corruption and anti-bribery laws and regulations as well as to the legal regulations and ethical principles in those countries where the company operates. The Group also seeks to determine the rules and responsibilities about this issue.

2. SCOPE

Our Anti-Bribery and Anti-Corruption policy involves

- a. the members of the Board of Directors of Doğan Group,
- b. the managers and employees of Doğan Group,
- c. our affiliates and subsidiaries and their employees,
- d. our external service providers, other persons and institutions (business partners) undertaking work on behalf of the Doğan Group companies including consultants, lawyers and external auditors.

This policy is an inseparable part of

- e. the publicly disclosed Corporate Governance Policy and the Code of Ethics and
- f. the Disciplinary Regulation.

3. DEFINITIONS AND ABBREVIATIONS

This section briefly explains the special terms and phrases, concepts and acronyms mentioned in this policy.

3.1. Doğan Holding refers to Doğan Şirketler Grubu Holding A.Ş.

3.2. Doğan Group refers to the Doğan Şirketler Grubu Holding A.Ş. and its affiliates, subsidiaries as well as its business partnerships

3.3. Senior Management refers to the Doğan Holding Executive Board, Chief Executive Officer, and C Level Managers (General Manager in case our associates are not represented by such high level management).

3.4. Document refers to the procedures and all kinds of other similar texts which contain the policies, regulations, procedures and work processes of Doğan Holding and which are accessible to the relevant employees.

3.5. Name of the Document refers to the topic of the document.

3.6. Employee refers to Doğan Group personnel.



- 3.7. Service Provider** refers to the employee of the company which provides services to Doğan Group and/or which the Doğan Group provides services to (supplier, subcontractor, customer, etc.)
- 3.8. Corruption** refers to such cases where someone in a position of power misuses, either directly or indirectly, his power and authority for private gain.
- 3.9. Bribery** refers to the act of giving money, goods or other forms of recompense to a recipient in exchange for an alteration of their behavior, such as doing or not doing a work, slowing down or speeding up a work.
- 3.10. Public officer** refers to persons who have been permanently, contractually or temporarily appointed or chosen for the execution of public duties, as specified in the Turkish Criminal Law. **The public** refers to all state bodies providing public services.

4. ROLES AND RESPONSIBILITIES

4.1 Board of Directors

The Board of Directors is responsible for the supervision of the establishment and enforcement of the reporting, inspection and enforcement mechanisms put into place in case of failure to comply with the policy, rules and regulations.

4.2 Executive Committee

Executive Committee is responsible for supporting the Board of Directors for the establishment of a controlled and reliable work environment conforming to ethical values and related laws and regulations. Executive Committee is responsible for preparing, developing, executing and updating this policy. Executive Committee reviews the Anti-Bribery and Anti-Corruption policy, Code of Ethics and the Disciplinary Regulation in terms of their actuality and need for development and updates and/or renews them where necessary.

The Executive Committee is responsible for;

- a. taking the necessary measures to ensure the compliance of employees with the principles of this policy,
- b. assessing possible risks and their effects on the financial issues and corporate reputation,
- c. taking the necessary measures with regards to the proper establishment and enforcement of the risk minimizing measures to manage the determined risks,
- d. reporting to the Internal Audit Department for the review of matters contrary to the policy,
- e. taking the necessary measures to ensure the compliance of the external service providers and business partners with the policy.



4.3 Audit Committee

The duties and responsibilities of the Audit Committee, approved by the Board of Directors, have been prepared in accordance with the legal regulations, put in writing and publicly disclosed on our website. The committee is responsible for

- a. assisting the Board of Directors in its auditing and monitoring activities,
- b. monitoring the functioning and the efficiency of the accounting and the reporting system and the internal control system,
- c. carrying out risk assessments regarding the companies providing supportive services as well as monitoring and if necessary auditing their competencies.

4.4 Vice Presidency of Internal Audit

The roles and responsibilities of the Vice Presidency of Internal Audit are included in the Internal Audit Regulations.

The employees are obliged to report any policy contraventions to the relevant department manager and/or the Executive Committee. The notified authorities inform the Internal Audit Department for the evaluation/investigation of the issue.

4.5 Vice Presidency of Human Resources

The Vice Presidency of Human Resources is responsible for taking all the necessary measures to ensure compliance with the policy on the human resources processes (recruiting, communication, training, etc.).

4.6 Doğan Group Employees

Doğan Group Employees are responsible for

- a. complying with the policies determined by the Executive Committee,
- b. working in accordance with external and internal regulations,
- c. reporting any conduct, activity or practice contrary to the policy to the Internal Audit Department.

4.7 External Service Providers and Business Partners

External Service Providers and business partners must comply with the principles of the policy and other relevant regulations. All relations are terminated with non-compliant persons or institutions

4.8 Directorate of Information Systems

Doğan Holding Information Systems Manager is responsible for publishing the prepared document on the corporate portal.

4.9 Vice Presidency of Corporate Communication

Doğan Holding Corporate Communications Manager is responsible for the in-house distribution of the prepared document.



4.10 Directorate of Investor Relations

Within the framework of this policy, the Directorate of Investor Relations is responsible for regulating the relations between the corporate investors, portfolio managers, analysts, current and potential investors of the Doğan Group and for carrying out public disclosure practices in a transparent way notifying all the concerned parties simultaneously. The head of Doğan Holding Investor Relations is responsible for publishing the prepared document on the company website.

5. PRINCIPLES OF IMPLEMENTATION

5.1. Bribery and Corruption

Doğan Group has issued an anti-bribery and anti-corruption policy as an indication of the sensitivities it displays regarding business ethics. Bribery and corruption may take place in many different forms, including:

- a. Cash payments, political or other donations,
 - b. Commission,
 - c. Facilitating payments,
 - d. Social rights,
 - e. Gifts, representations, and entertainments other than those defined in the Code of Ethics,
 - f. Employment of a relative,
 - g. Other benefits,
 - h. Promotion
- etc.

Within the context of the principles determined in this policy, we hereby undertake to carry out our activities in a fair, transparent, and honest manner, in compliance with legal rules and code of conducts.

Besides being extremely sensitive about fighting with bribery and corruption, we are against bribery and corruption and never tolerate activities involving bribery and corruption. In this respect, offering, implying, receiving, or accepting bribe is unacceptable.

As an adopted principle, we discontinue our business relationship with 3rd parties, who demand to work with the Doğan Group through bribery.



Our employees are not punished for any delay or loss of earnings that would arise from their rejection to offer or accept bribery.

We comply with local laws, regulations, and principles as well as those effective in the countries of operation with respect to bribery and corruption. We comply with the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and other anti-bribery and anti-corruption regulations issued against bribery and corruption in the sectors we operate in.

5.2. Relationships with Public

It is not acceptable to guarantee or imply giving any valuable gift and/or article or making any direct or indirect payment to a Public Official for the purpose of influencing an official action or decision.

Besides, our employees may not, directly or indirectly, administer bribe to public officials in order to obtain benefits in public works. Therefore, our employees are obliged to act in compliance with the Anti-Bribery and Anti-Corruption Policy of our Group.

5.3. Agreements and Tenders

As the Doğan Group, we take care to act in compliance with this policy in any agreements we are a party to, in case a business relationship is started or continued, and in any public or private tenders. Furthermore, as the Doğan Group, we act in accordance with this policy in company merger and acquisition transactions as well as joint venture processes and we expect the target companies or those we work with in these processes to act in compliance with this policy as well.

5.4. Facilitating Payments

As the Doğan Group, we do not permit facilitating payments to guarantee or accelerate a routine transaction or a process (obtaining permission, license, tender processes, etc.) with public institutions.

5.5. Donation and Gift

The matters concerning donations and gifts in the Doğan Group and the principles regarding their entry in records have been regulated in detail in the Code of Ethics of the Doğan Group.

Our employees may not accept or offer any gift that would damage their independence in their relationships with public officers, customers, suppliers, and other business partners.

We take care not to cause any situations that might result in or be perceived as a conflict of interest and to prevent any offer or acceptance of gifts in such situations.



5.6. Keeping Records

The matters which the companies included within the structure of our Group are obliged to comply in relation with the accounting system have been organized within the framework of the relevant legislation and regulations.

We take care to ensure that;

- a. Any and all accounts, invoices, and documents concerning our relationships with third parties (customers, suppliers, other service providers, etc.) are kept and stored in records in complete, transparent, exact, fair, and reliably accurate form,
- b. Internal control systems that would prevent informal transactions are set up,
- c. No alterations are made on any accounting or similar commercial records concerning any transaction and the facts are not distorted.

5.7. Representation and Entertainment

The following may be included among representation and entertainment activities;

- a. Social Activities,
- b. Accommodation,
- c. Lunch or Dinner Invitation.

The Doğan Group may carry out representation and entertainment activities in order to develop its commercial relationships and for establishing a commercial communication network.

We take care to ensure that these activities are within reasonable limits. We take care not to carry out such representation and entertainment activities prior to a fundamental and important decision-making process.

5.8. Training and Communication

Our Anti-Bribery and Anti-Corruption Policy has been announced to the employees of the Doğan Group and it is continuously and easily accessible through the Doğanbiz portal of the Company.

Trainings are organized in order to raise the awareness of our employees with regard to being against bribery and corruption.