

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

AKBANK T.A.Ş.

1. Purpose

The purpose of Anti-Bribery and Anti-Corruption Policy (the Policy) is to ensure compliance with global rules, ethical and professional principles, laws and regulations against bribery and corruption applicable in all countries where AKBANK T.A.Ş. (the Bank) operates.

2. Scope

Our anti-bribery and anti-corruption policy covers:

- All Bank employees including the Board of Directors,
- Subsidiaries and affiliates and employees thereof,
- Companies from which we outsource services, including support services regulated by legal legislations, and employees thereof,
- Persons and institutions (business associates) serving on behalf of the Bank including the supplier, consultants, attorneys, external auditors.

This Policy is an integral part of:

- Corporate Governance Principles and Ethical Principles approved and announced to the public by the Board of Directors,
- Principles which we have undertaken to comply with by joining the United Nations' Global Compact,
- Human Resources Codes of Practice and Collective Labour Agreement,
- Disciplinary Regulations,
- Regulations with regard to Obtaining Support Services, Management of Purchasing and Outsourced Employees,
- Legal regulations and the Bank legislation.

3. Definitions

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

Bribery is a person's gaining advantage 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 these:

- Cash payments,
- Political or other donations,
- Commission,
- Social benefits,
- Gift, hosting,
- Other benefits

can be mentioned.

4. Duties and Responsibilities

Necessary processes, systems and organizations have been established for fighting against corruption and bribery, ensuring compliance with legal regulations and ethical principles within the Bank, and duties and responsibilities have been written down. Accordingly, the following are required:

- Ensuring policies and strategies to be made written and necessary systems to be established by the Board of Directors,
- The Audit Committee and the Corporate Governance Committee must help the Board of Directors for establishing an ethical, reliable, legal and controlled working environment,
- Senior management must evaluate risks and establish the necessary control mechanisms in compliance with the principles of Board of Directors,
- Internal Control and Compliance Department, Risk Management Department and Internal Audit Department 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.

4.1 Board of Directors

The Anti-Bribery and Anti-Corruption Policy has been approved by the Board of Directors and it is the responsibility of the Board of Directors to ensure the creation, implementation and, if necessary, updating of the Policy.

4.2 Audit Committee

In compliance with the Banking Law and relevant regulations, duties and responsibilities of the Audit Committee has been made written and approved by the Board of Directors and announced to the public on the web site of the Bank.

Accordingly, the following are among the responsibilities of the Audit Committee;

- Helping the fulfilment of the auditing and supervision activities of the Board of Directors,
- Supervising the operation and qualification of the accounting and reporting system,
- Carrying out risk evaluation for companies from which support services are obtained and monitoring the qualification of such firms.

The Audit Committee evaluates the findings submitted by the following in relation to risk regarding the implementation of the Policy, deficiencies in control systems and subjects which can be developed, and the action plans in relation thereto:

- Senior management,
- Risk Management Department,
- Internal Control and Compliance Department,
- Internal Audit Department,
- External auditors or
- Official bodies

ensures and monitors fulfilment of necessary developments.

In addition to these, it evaluates the review reports prepared by the Internal Audit Department in relation to conducts and activities in breach of the Policy and other relevant regulations.

4.3 Corporate Governance Committee

Duties and responsibilities of the Corporate Governance Committee have been made written and approved by the Board of Directors and announced to the public on the web site of the Bank. Accordingly, the following are among its duties and responsibilities:

- Complying with Corporate Governance Principles within the Bank, monitoring thereof and ensuring communication,
- Ensuring and supervising the establishment of an honest and transparent communication platform with the shareholders of the Bank,
- Determining ethical values and monitoring compliance therewith,
- Ensuring and supervising that necessary actions for protecting the Bank's trademark and reputation are taken.

4.4 Senior Management

They are responsible for the following with regard to units and activities under their responsibility:

- Taking the necessary measures for ensuring compliance of assigned employees with the Policy principles,
- Evaluating possible risks and the effects thereof from a reputational and financial aspect,
- Taking the necessary measures in relation to establishing and implementing control mechanisms for management of the risks which have been determined,
- Reporting the issues to the Internal Audit Department with the aim of investigating issues that are in breach of the Policy,
- Taking the necessary measures for compliance of the business associates and the companies, from which outsourcing services are obtained, with the Policy.

4.5 Human Resources

Human Resources is responsible for;

- Taking the necessary measures in human resources processes (recruitment, training, etc.) for compliance with the policy,
- Creating communication policies for the establishment of necessary awareness and consciousness levels within the Bank,
- Designing trainings with the Internal Audit Department and Internal Control Compliance Department and ensuring that all employees benefit from these trainings,
- Reviewing Ethical Principles, Disciplinary Regulations and Anti-Bribery and Anti-Corruption Policy, and if necessary, revising thereof and submitting to the approval of the Board of Directors.

4.6 Disciplinary Committees

Conducts and implementation of Bank employees in breach of the Disciplinary Regulations are discussed in the Disciplinary Committees. With reports of the Internal Audit Department and reviews made based on relevant documents, the sanctions to be applied for the employees are decided and submitted to the approval of the Board of Directors.

4.7 Internal Control and Compliance Department

Duties and responsibilities of the Internal Control and Compliance Department are included in its regulations approved by the Board of Directors. Within this scope, it is responsible for:

- Guiding and providing trainings with the purpose of ensuring that a control culture and awareness is adopted and maintained within the Bank,
- Designing and operating control mechanisms within the Bank together with senior management,
- Reviewing the efficiency, sufficiency and compliance of the control system,
- Carrying out controls for ensuring that activities including prevention of laundering proceeds of crime and financing terrorism are carried out in compliance with legal and internal legislation.

In addition, evaluations are made within the scope of Support Services Regulations for companies from which the Bank will obtain support services, within the scope of the duty assigned to it by the Board of Directors.

The Internal Control and Compliance Department reports to the Audit Committee every 3 months with regard to its activities.

4.8 Risk Management Department

Duties and responsibilities of the Risk Management Department are included in its regulations approved by the Board of Directors. Within this scope, it has responsibilities in the establishment and operation of risk management system, which contains the processes of risk quantification, monitoring, control and reporting.

The Risk Management Department reports to the Audit Committee every 3 months with regard to its activities.

4.9 Internal Audit Department

Duties and responsibilities of the Internal Audit Department are included in its regulations approved by the Board of Directors. Within this scope, it is responsible for the following;

- Ensuring that Bank activities are carried out in compliance with legal regulations and the strategies and policies approved by the Board of Directors,
- Evaluation of internal control, risk management and corporate governance systems,
- Making evaluations regarding the reliability and integrity of information systems,
- Reviewing irregularity and corruption notifications which are possible and received from employees, customers, business associates, the companies from which outsourcing services are obtained, official bodies or the Ethics Line.

The Internal Audit Department reports to the Audit Committee every 3 months with regard to its activities.

4.10 Bank Employees

All Bank employees are responsible for:

- Ensuring compliance with the policies determined by the Board of Directors,
- Effective management of risks related to their fields of activity,
- Working in compliance with internal and external legislation and
- Informing the Internal Audit Department and/or Ethics Line in case a conduct, activity or application in breach of the Policy is encountered.

5. The Companies from which Outsourcing Services are obtained and the Business Associates

The companies from which outsourcing services are obtained, including those from which support services are obtained, and the business associates must comply with the Policy principles and other relevant regulations. Activities with persons and institutions failing to comply therewith shall be terminated.

5.1 Selection of Companies and Business Associates

In addition to criteria such as experience, financial performance and technical sufficiency, morality and a positive background in this field are also taken into consideration during the selection of the companies from which outsourcing services are obtained and the business associates by senior management. Companies and business

associates with bad 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 and Compliance Department evaluates in its controls whether such issues are complied with and the Internal Audit Department evaluates the same in its audits.

5.2 Reaching Agreement with Companies and Business Associates

In contracts and agreements to be made with companies and business associates who have positive information and meet other criteria, the conditions regarding the following 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 receive trainings about the Policy in certain periods,
- Reminding its employees regularly about notification obligations and the Ethics Line and encouraging them to notify in case they encounter such situations.

Provisions stating that work will be terminated, in case these are not complied with or in case a situation against the Policy occurs, are added.

5.3 Monitoring Companies and Business Associates

Monitoring companies or business associates in terms of compliance with mentioned issues is primarily within the responsibility of senior management. Internal Control and Compliance Department evaluates in its controls whether such issues are complied with and Internal Audit Department evaluates the same in its audits.

6. Our Policies and Procedures

6.1 Bribery and Corruption

The Bank is against all kinds of bribery and corruption and is determined to ensure compliance with the relevant laws, regulations and principles. Accepting bribes or bribing can never be accepted, no matter for which purpose.

Business relationships with 3rd persons wishing to get business from the Bank or having his/her work completed via bribery must not be continued.

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 offered or given to third persons by the Bank must be offered in public, with good will and unconditionally. Principles regarding gifts which can be given within this scope and recording thereof have been made written in the Bank's "Representation and Hosting Expenses Principles" and accounting regulations.

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.

Situations which could lead to conflict of interests or perceived as such 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

Hosting is an event or activity the sponsorship of which is realized by a person or another company apart from the company. The following can be mentioned among hosting events/activities:

- Social events
- Accommodation
- Banqueting

The Bank may offer hosting to third persons for developing its commercial relationships and for normal commercial communication network establishment activities. Among such third persons, customers, consultants, attorneys, auditors and other companies who have commercial relationship with the Bank (employees, families and friends thereof) can be mentioned. The Bank offers the hosting it proposes in public, with good will and unconditionally.

The same principle applies for accepting hosting offers personally or on behalf of related persons (family members, friends, persons in close relationship, etc.). When a high value hosting offer which might not be appropriate for the principles of the Bank is received, approval of the affiliated unit manager must be obtained.

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

6.4 Facilitation Payments

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

6.5 Donations

Some legal restrictions have been imposed on donations and aids according to the Banking Law and relevant legislation which the Bank is subject to. Accordingly, donation and aid cannot be provided to the following;

- All real persons and legal entities included in the risk group in which the Bank is included,
- Political parties and unions,

- Foundations and funds providing health, social benefit and pension for employees. Authority for donations and aids apart from these and in relation to subjects such as social responsibility projects and representation of the Bank belongs to the Board of Directors.

The Bank does not prohibit its employees and the persons acting on its behalf from supporting charity organizations with the amounts they collect apart from and independent of their works. However, principles included in the Ethical Principles are also valid at this point.

7. Correct Recording

Issues which the Bank must comply with in relation to accounting and recording system are regulated with legal arrangements, Ethical Principles and bank legislation. Accordingly;

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

8. Training and Communication

Our Anti-Bribery and Anti-Corruption Policy has been announced to employees of the Bank and the affiliate, and it can be continuously and easily accessed via "*bizbize*" portal. Trainings are important instruments for increasing awareness of employees. Within this scope, Akbank Academy designs training programs together with the Internal Control and Compliance Department and Internal Audit Department which are compulsory for all employees.

The companies from which outsourcing services are obtained and the business associates must also comply with the Policy. In order to ensure this, provisions regarding the requirement of following issues are included in the contracts made:

- Complying with the Bank policy,
- Employees' internalizing these issues and acting accordingly,
- Ensuring that employees receive trainings about the Policy in certain periods.

9. Notification of Policy Breaches

If opinion or suspicion exists that an employee or a person acting on behalf of the Bank is acting in breach of this Policy, the issue must be submitted to the Internal Audit Department and/or the Ethics Line. Issues regarding the Ethics Line are reminded to employees of the bank in certain periods.

The Bank encourages an honest and transparent approach; supports any employee or person acting on behalf of the Bank who expresses his/her sincere concerns with good will, and keeps notifications secret.

It is unacceptable for the Bank if any employee is subject to mistreatment (disciplinary punishment, firing, threatening, mobbing, etc.) due to refusing to take part in a bribery or corruption event or reporting a bribery or corruption event which has occurred or is likely to occur in the future with good will. In case the notifying person is subject to such treatment, he/she is expected to notify this to the Internal Audit Department and/or the Ethics Line as well.

The companies from which outsourcing services are obtained or the business associates are also expected to remind their employees about the Ethics Line on a regular basis and encourage them to notify in case they encounter such situations. This issue is also guaranteed with the contracts made.

10. Policy Breaches

In case this policy is breached in any way, the sanctions to be subject to are presented openly and comprehensively in the Disciplinary Regulations approved by the Board of Directors. The Disciplinary Regulations have been announced within the Bank and can be accessed continuously and easily via the "bizbize" portal.

In cases which are or could be in breach of the Policy, the matter is reviewed by the Internal Audit Department and in case inappropriate acts are detected, sanctions are implemented pursuant to the provisions of the Disciplinary Regulations.

In contracts made with the companies from which outsourcing services are obtained or with persons and institutions carrying out duties on behalf of the Bank, the provisions stating that if conducts, attitudes or activities in breach of Policy are detected, business will be terminated are included, and in case of breach of policy business shall be terminated.