

Anti-Bribery and Anti-Corruption Policy

1 Anti-Bribery and Anti-Corruption Statement

BİM Birleşik Mağazalar A.Ş. (The Company) is committed to conduct its activities with an honest and ethical approach. As part of this, the Company adopts a zero-tolerance approach to bribery and corruption and is committed to act professionally, fairly and honestly; to comply with laws, decrees, regulations, communiqués and all other relevant rules and to establish and implement effective systems for anti-bribery and anti-corruption in all business dealings and relationships and in every place it operates including the affiliates it controls. The Company's Board of Directors is responsible for ensuring the implementation of the Anti-Bribery and Anti-Corruption Policy.

2 Purpose and Scope

The purpose of this policy is to ensure employee compliance with all laws and general ethical rules regarding anti-bribery and anti-corruption within the scope of Company's activities.

This policy covers all "indefinite-term", "fixed-term", "part-time" and "fixed-term and part-time" employees of all levels and ranks, including consultants, contractors, and any other entity serving for or on behalf of the Company. (collectively referred to as Employees under this policy).

In this policy, **Third Party** means any person or organization that employees come into contact with during the conduct of Company activities. Third Party also covers agents, brokers, suppliers, business contacts, consultants, government and public institutions (including their consultants, representatives and officials).

Current and potential customers are within the scope of this policy with respect to their relevance.

In the context of this policy, Senior Management or Senior Manager refers to the Executive Committee Chairman, Executive Committee Member, Chief Operating Officer, Chief Financial Officer, Member of the Operations Committee, Member of the General Purchasing Committee, General Purchasing Manager and Chief Operating Officer of Non-Retail Subsidiaries.

3 Bribery and Corruption

A bribe is an incentive or reward offered, promised or provided to improperly obtain any commercial, contractual, regulatory or personal benefit. In cases where a bribe is offered or a bribe agreement is made, the act of bribery is considered to have taken place even if no bribe was given or accepted. Bribery also includes improper payments made by or through Third Parties on behalf of the Company.

Corruption occurs when a Company Employee or any other person acting on behalf of the company misuses his position and/or authority given or perceived to be given, and gains benefits for himself or another person.

The Company forbids all acts of corruption and accepting or giving bribes in all its activities.

4 Gifts and Hospitality

Employees must not make, promise or offer any payment, give a gift or hospitality in return for an improper benefit to themselves or the Company or in return for an improperly provided benefit. Likewise, Employees should not accept any payment, gift or hospitality known or suspected to have been offered or provided with the expectation that a business advantage will be improperly provided by the Company in return.

In this context, employees should not accept gifts that may affect their impartiality, behavior and decisions from people, companies and institutions with whom the Company does or may have a business relationship.

In cases where it is not possible for the Employees to return the gift to the sender, the gift will be recorded in a report and donated to a person in need or a charity determined by the Company Senior Management.

Employees must not accept business meal invitations from people, companies and institutions that the Company has or will be likely to have a business relationship.

In the case where an Employee needs to attend a business meal with a Third Party, the fee must be paid by the Company.

In the case where an Employee needs to visit a supplier, the approval of the relevant Senior Manager must be obtained. The visit to the supplier and information about the visit are recorded in the supplier files.

5 Facilitation Payments and Commissions

The Company does not make any facilitation payments or commissions of any kind, give gifts of hospitalities and does not accept such requests to secure or expedite a public transaction of a public official or representative.

6 Donations and Sponsorships

The Company only makes donations and provides sponsorships that are legal and ethical, in compliance with the relevant communiqué provisions of the Capital Markets Law and the Company's Articles of Association, Donation and Aid Policy and related procedures. The Company does not make political payments or provide in-kind assistance to support any political activity, party or candidate. The authorities and limits in the "Donation and Aid Policy" are respected in the donations, aids and sponsorships to be made on behalf of the Company.

7 Conflict of Interest

Conflict of interest arise when an employee's personal relationships, involvement in external activities, or interest in another enterprise influence or may be perceived to influence their decisions.

- Employees should avoid conflicts of interest. Conflicts can jeopardize the Company's and their reputation.
- Employees should notify their managers of any matter that may affect or be perceived to affect the decisions or actions they take on behalf of the Company.
- Employees should disclose all relevant facts to their managers if they believe there is an actual or potential conflict of interest.

8 Practices of the Parties in Business Relationship

The Company may be held liable for improper payments allegedly made on behalf of the Company by parties the Company has a business relationship.

Therefore, it is extremely important that the counterparties are reputable, have adequate anti-corruption policies and embrace the Company's values in this regard. In addition to the usual due diligence process of the counterparty's expertise, experience and qualifications, efforts should be made to ensure compliance with anti-bribery policies, applicable laws, regulations and fair business practices. Detailed due diligence procedures involving counterparties include:

- Employees must conduct a risk assessment before and periodically after the contract to ascertain the competence and reputation of all Counterparties.
- Employees must immediately notify the Company's Senior Management of possible non-compliance.
- Employees must not accept or offer high amounts of payments, such as commissions, or consultancy fees, which are unreasonable within the scope of ordinary commercial operations.

9 Employment

Employment decisions must be based on merit and should never be used for the purpose of improperly obtaining benefits or inciting public officials or business partners to corruption. Company hiring policies must evaluate the individual in all aspects (to the extent necessary).

10 Records

All records regarding the transactions must be kept in an accurate, complete, clear and timely manner. Transactions must be recorded in accordance with the applicable legislation and relevant standards and guidelines. Records must be supported by necessary and factual documentation.

Records and documents must be reliable and clear enough to evidently reveal the nature of the transactions when examined by a third party.

It is unacceptable to carry out transactions without creating records and change recorded transactions without adhering to proper procedures.

11 Responsibilities and Disclosure

It is the responsibility of the Company and everyone working under its control to prevent, detect and disclose bribery and other forms of corruption. All Employees are required to refrain from any activity that may result in a violation of this policy.

If employees believe or suspect that a violation of this policy has occurred or may occur in the future, or if they are offered to pay or take a bribe, or if they suspect to encounter such a situation in the future, or if they believe that they are the victim of some other type of illegal activity, they must disclose it to the Company or the Senior Management as soon as possible.

Any Employee violating this policy could face disciplinary action, which may result in dismissal for misconduct. The Company's contract with non-employee parties may be terminated if they violate this policy. Policy violation includes threat or retaliation by an Employee against another Employee who refuses to commit bribery or corruption or raises concerns under this policy.

Non-compliance notification regarding bribery and corruption, the ethical reporting line and relevant processes are set down in BİM Birleşik Mağazalar A.Ş. Whistle Blowing Policy.

12 Training and Communication

This policy and the changes in the policy are announced to all Employees by the Senior Management and the necessary training will be provided. The Company's zero tolerance policy and policy towards bribery and corruption is communicated to suppliers, contractors and business partners at the beginning of the business relationship.

13 Audit and Review

The Company's Board of Directors has overall responsibility for the operation and implementation of this policy. The Company reviews the adequacy, effectiveness and implementation of this policy at appropriate intervals. Improvement actions identified during the reviews will be promptly implemented. Internal control systems and procedures are also regularly reviewed by the Internal Audit Directorship to provide assurance that they are effective in anti-bribery and anti-corruption. Evaluations on this matter are submitted to the Board of Directors through the Audit Committee.

All Employees are aware they have a responsibility in realizing the objective of this policy and they must adhere to this policy in revealing any suspected threat or misconduct.