

**Netsel Marina**

**Anti-Bribery and Corruption Policy**

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## 1 PURPOSE AND SCOPE

The purpose of this Anti-Bribery and Anti-Corruption Policy (“**Policy**”) is to establish the principles and rules to be applied within Netsel Marina, reflecting Netsel Marina's commitment to combating corruption and bribery.

All employees and managers of Netsel Marina are obligated to act in accordance with this Policy, which is an integral part of Netsel Marina Ethical Principles. Each Netsel Marina company expects its controlling shareholders and Business Partners to act in accordance with this Policy to the extent applicable to the relevant party and/or transaction, and takes the necessary steps to ensure this.

## 2 DEFINITIONS

“**Hospitality**” includes social events organized for purposes such as dining, short- or long-term accommodation, travel and transportation, sports, cultural activities, or other purposes.

“**Donation**” refers to monetary or in-kind (such as the provision of goods or services) assistance provided without expecting anything in return to individuals and institutions (such as associations, unions, and other non-profit organizations); universities, schools, and other private or public institutions and organizations for the purpose of serving the public interest and contributing to the achievement of a social goal.

“**The UN Global Compact**”<sup>1</sup> 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.

“**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, international or supranational courts,
- Officials or representatives working at national, international parliaments or supranational organizations;
- Citizens or foreign arbitrators resorted to, who have been entrusted with a task within the arbitration procedure, in order to resolve a legal dispute.

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<sup>1</sup> <https://www.unglobalcompact.org/what-is-gc/mission/principles>

**“Gift”** means any item or benefit of monetary value, such as a discount, gift card, promotional product, promise of employment, cash and cash equivalents, credit, membership, service, or privilege, whether given or received directly or through intermediaries.

**“Business Partner”** means suppliers, distributors, authorized service providers, representatives, independent contractors and consultants.

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

**“Cash and Cash Equivalents”** include, but are not limited to, money, gift certificates, gift cards, discounts, negotiable instruments, precious metals (e.g., gold, silver, or jewelry), coupons used to purchase fuel, and any tickets or similar documents that have a specific value.

**“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.

The **“Anti-Bribery and Anti-Corruption Legislation”** covers all legislation and international agreements, including laws of other countries related to bribery and corruption (e.g., FCPA - Foreign Corrupt Practices Act, UKBA - UK Bribery Act, etc.), to the extent applicable to the relevant transaction.

**“Netsel Marina”** refers to Netsel Tourism Investments A.Ş. and all companies directly or indirectly, solely or jointly controlled by Netsel Tourism Investments A.Ş., as well as the joint ventures included in the consolidated financial statements of these companies. Any new marina branches or companies that are directly or indirectly controlled by the companies listed above during the period this Policy remains in effect are also included in the definition of “Netsel Marina.”

**“Politically Exposed Persons (PEP)”** refers to individuals who are or have been entrusted with prominent public functions, senior politicians, senior government, judicial or military officials, senior executives of state-owned corporations, important political party officials, senior management of the international organizations, and family members and close associates of such persons.<sup>2</sup>

**“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.

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<sup>2</sup> <https://www.fatf-gafi.org/documents/documents/peps-r12-r22.html>

**“Improper Benefit”** refers to a benefit obtained by one party through improper means, by violating their duties and responsibilities, in order to provide a benefit to another party with whom they are associated.

**“Corruption”** is the misuse of authority for personal gain.

**“Incentivizing Corruption”** means improperly encouraging the other party to use their position and authority in a manner contrary to the law.

**3 GENERAL PRINCIPLES**

Netsel Marina, is committed to conducting business in conformity with the highest ethical standards. As a signatory to the UN Global Compact, Netsel Marina complies with and ensures that Netsel Marina act in compliance 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, Netsel Marina does not tolerate any kind of Bribery, Corruption, Facilitation Payments, giving or receiving inappropriate gifts to anyone involved in Netsel Marina’s business cycle.

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

Violation of ABC Rules may have severe consequences for Netsel Marina and their respective directors, officers and employees including imposition of civil and criminal penalties; invalidation of the licenses granted by public authorities; seizure of monetary and other assets; and most importantly, exposes Netsel Marina to significant reputational harm.

Violation of this Policy may also lead to disciplinary actions for employees, including dismissal. Furthermore, if the relevant actions is or may be deemed as a violation of applicable legislation, public authorities shall be notified by the Legal Department.

**4 APPLICATION OF THE POLICY**

**4.1. Third Parties and Due Diligence**

In order to mitigate the risk of Bribery and Corruption, it is not tolerated to conceal the transactions under the guise of legitimate payments, such as commissions or consulting fees.

Accordingly, Netsel Marina engage with Business Partners, only if:

- the Business Partner is confirmed upon the completion of the Third Party Due Diligence process;
- if a written contract including appropriate terms to ensure compliance with applicable ABC Rules is in place; and
- terms of such contract including the payments terms are not unusual or significantly above the market value, resulting in an impression that there is an intent to conceal the underlying transaction.

**4.2. Gifts, Hospitality and Entertainment**

Any gift, hospitality provided or offered must meet the following criteria:

- Permitted by ABC Rules,
- Not cash or cash equivalent,
- Reasonable, proportionate 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 frequency of prior gifts etc. to show an intention to improperly influence the recipient of the gift etc.

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

For details, please also see Netsel Marina Gifts and Entertainment Policy.

### **4.3. Contributions to Political Parties**

It is prohibited to make any political contributions on behalf of Netsel Marina.<sup>3</sup>

### **4.4. Sponsorships and Donations**

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

Donations and Sponsorships should only be made/provided, in line with rules and principles set forth in Netsel Marina Donations and Sponsorship Policy.<sup>4</sup>

### **4.5. Facilitation Payments**

Netsel Marina has a zero-tolerance approach towards Facilitation Payments. Employees and Business Partners are prohibited from making facilitation payments on behalf of a Netsel Marina.

### **4.6. Hiring or Engaging with Government Officials or PEP’s**

Employment decisions and hiring practices must be made ethically and should never be used as a means to encourage corruption or obtain improper benefits for a Public Official. In this regard, before establishing a business relationship and making employment decisions, it must be determined and confirmed whether all relevant persons are Public Officials or Persons with Public/Political Influence by conducting research via the internet, media scans, and other databases.

On the other hand, Public Officials or Persons with Public/Political Influence may be hired or a business relationship (e.g., Customer, Business Partner, etc.) may be established with them, provided that they meet the following criteria:

- The compliance risks identified by the Legal and Compliance Advisory Department through an Extended Due Diligence (“EDD”) study and the possible effects of these risks on Netsel Marina, as well as the recommendation to hire or establish a business relationship or terminate an existing business relationship, or what measures can be taken if the existing business relationship is to continue, must be reported to the General Manager of Netsel Marina and the

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<sup>3</sup> Please see Netsel Marina Donations and Sponsorship Policy for further details.

<sup>4</sup> Please see Netsel Marina Donations and Sponsorship Policy for further details.

General Manager of Netsel Marina making a decision to commence, continue, or terminate employment or the employment relationship, taking into account the assessments and recommendations contained in the report,

- Ensuring that the employment relationship serves a legitimate purpose and is periodically evaluated to take necessary reasonable measures,
- In terms of employment decisions, the individual must not give the impression that they were hired to obtain improper benefits or in exchange for performing an action contrary to the law.
- When evaluated objectively, the individual to be employed must possess the qualifications sought for the relevant position.
- Salary and other allowances must be determined in accordance with the job and the individual's qualifications.

#### **4.7. Training and Monitoring**

The Legal and Compliance Advisor is responsible for the following matters specifically related to this Policy:

- Ensuring that training on Anti-Bribery and Anti-Corruption Legislation is provided annually to all employees in coordination with the Legal and Compliance Advisory and in cooperation with Netsel Marina Human Resources Department,
- Adapting this Policy to Netsel Marina's needs and preparing related procedures, if necessary.
- Reviewing the content of this Policy and related training in coordination with the Legal and Compliance Advisory and, if necessary, Legal and Compliance Advisory, and following up on the completion of training provided to personnel.

#### **4.8. Transparency and Accuracy of Books and Records**

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

Accounts and invoices must have full and clear explanations and be maintained with supporting documentation where required. 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 cannot be falsified for any purpose.

Records must be periodically subject to risk-based audits.

## **5 AUTHORITY AND RESPONSIBILITIES**

All employees and directors of Netsel Marina are responsible for complying with this Policy, implementing procedures and controls in accordance with the requirements in this Policy.

Netsel Marina also expects and takes necessary steps to ensure that all its Business Partners to the extent applicable complies with and/or acts in line with this Policy.

If there is a discrepancy between the local regulations, applicable in the countries where Netsel Marina operates, and this Policy, subject to such practice not being a violation of the relevant local laws and regulations, the stricter of the two, supersede.

If you become aware of any action you believe to be inconsistent with this Policy, the applicable law or Netsel Marina Code of Ethics, you may seek guidance or report this incident to your line managers. You may alternatively report the incident to Netsel Marina’s Ethics Hotline via the following link: “[netselmarina.com/hotline](https://netselmarina.com/hotline)”

Netsel Marina employees may consult the Legal and Compliance Department in Netsel Marina for their questions related to 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, adopted by Netsel Marina, entered into force with the approval of the Board of Directors on \_\_\_\_\_2024, and is maintained by the Legal and Compliance Counsel.