

# **Netsel Marina**

## **Gift and Hospitality Policy**

**Contents**

- 1. PURPOSE AND SCOPE..... 2
- 2. DEFINITIONS..... 3
- 3. GENERAL PRINCIPLES..... 3
- 4. IMPLEMENTATION OF THE POLICY..... 4
  - 4.1. Gifts ..... 5
  - 4.2. Hospitality Activities ..... 5
  - 4.3. Relations with Publi Officials/Politically Exposed Persons ..... 6
- 5. AUTHORITY AND RESPONSIBILITIES..... 6
- 6. REVISION HISTORY..... 6

## 1. PURPOSE AND SCOPE

The purpose of this Gift and Hospitality Policy (“**Policy**”) is to determine the rules and standards that must be followed when receiving or giving gifts, hosting guests, accepting a hospitality invitation or carrying out similar activities while acting on behalf of Netsel Marina.

All employees and managers of Netsel Marina are obliged to act in accordance with this Policy, which is an integral part of the Netsel Marina Code of Ethics. Each Netsel Marina company also expects all Business Partners to act in compliance with this Policy to the extent applicable to the relevant party and/or transaction and takes the necessary steps to ensure such compliance.

## 2. DEFINITIONS

*For terms used in this Policy but not defined herein, please refer to the Netsel Marina Anti-Bribery and Anti-Corruption Policy.<sup>1</sup>*

“**Business Partners**” include suppliers, other third parties with whom business relations are established, and any representatives, subcontractors, consultants acting on behalf of the company, as well as their employees and representatives.

“**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), fuel coupons, and any tickets or similar documents representing a certain value.

“**Gift**” means any item or benefit with monetary value such as discounts, gift cards, promotional products, employment promises, cash and cash equivalents, credit, memberships, services or privileges that are given or received directly or through intermediaries.

“**Hospitality**” includes meals, short- or long-term accommodation, travel and transportation, and social events organized for sporting, cultural or other purposes.

“**Politically Exposed Person (PEP)**”<sup>2</sup> refers to senior individuals who currently hold or have previously held prominent public functions domestically or in a foreign country through election or appointment, as well as board members, senior executives and deputy executives of international organizations or persons performing equivalent duties, 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 (parents and children) and close associates of all such persons.

“**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.”

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<sup>1</sup> You can access Netsel Marina’s Anti-Bribery and Anti-Corruption Policy at [www.netselmarina.com](http://www.netselmarina.com).

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

**“State / Public Official”** generally includes, but is not limited to, the following:

- Employees of any public institution or state-owned enterprise in a local or foreign country,
- Employees of any political party in a local or foreign country and all political candidates,
- Individuals performing administrative or judicial duties in any legislative body in a local or foreign country,
- Judges, jurors or other judicial officers serving in national, international or foreign state courts,
- Officials or representatives working in national or international parliaments,
- Arbitrators appointed in arbitration proceedings for the resolution of legal disputes.

### **3. GENERAL PRINCIPLES**

Gift and hospitality activities are commonly used in establishing and strengthening business relationships. However, they are legitimate only when they comply with the following criteria:

- They are explainable, infrequent and of reasonable value,
- They are recorded accurately and transparently in books and records,
- They comply with generally accepted business practices (not intended to provide bribery<sup>3</sup> or improper benefits and not in the nature of commissions/shares),
- They comply with applicable legislation.

Any Gift or Hospitality activity must be offered or accepted in good faith. The purposes, outcomes and effects of such activities must be carefully evaluated. In this respect, employees must pay attention to the following when offering or accepting a Gift or Hospitality activity:

- The activity must not influence, or create the perception of influencing, the decision-making mechanisms of Netsel Marina or third parties,
- It must not harm the reputation of Netsel Marina if it becomes publicly known,
- It must not create any conflict of interest.

All gift and hospitality activities within Netsel Marina must be carried out in accordance with the above principles and the limitations set forth in this Policy, in line with the Anti-Bribery and Anti-Corruption Policy and detailed procedures.

Approvals and adequate explanations regarding gift and hospitality activities must be properly documented, and the relevant transactions must be recorded accurately and transparently in books and records.

If there is any doubt about whether a Gift and/or Hospitality activity complies with this Policy, employees must consult the Netsel Marina Legal and Compliance Counsel.

### **4. IMPLEMENTATION OF THE POLICY**

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<sup>3</sup> For more information, please refer to Netsel Marina’s Anti-Bribery and Anti-Corruption Policy.

## 4.1. Gifts

Netsel Marina employees must not give or accept cash, cash equivalents, services, promotions, memberships, employment promises or similar monetary or non-monetary gifts.

Netsel Marina has set the gift limit given to or accepted from a single source<sup>4</sup> at USD 200 per year or its equivalent. However, any gift that may create the impression of a conflict of interest, negatively affect fair and impartial decision-making, or be considered contrary to generally accepted commercial practices must be rejected regardless of the monetary limit, even if it falls below the specified threshold.

If there is any doubt regarding whether the giving or receiving of a gift, or the offering or acceptance of hospitality, is appropriate due to its reason, frequency or any other factor in terms of customs, traditions, commercial practices or this Policy, the Netsel Marina Legal and Compliance Counsel may be consulted.

Employees may give or receive gifts of very limited value within the scope of routine activities. These may include promotional items such as calendars, keychains or similar materials preferably bearing the company logo. However, gifts of a personal nature, such as engraved watches or pens bearing the recipient's initials, should be avoided.

Employees may only accept gifts within the limits set forth in this Policy and in line with the general principles. If employees are offered gifts that cannot be accepted under this Policy, such gifts must be rejected by returning them together with a note or email referring to this Policy. Regardless of whether they accept them or not, Netsel Marina employees must inform the Legal and Compliance Department appropriately about gifts offered to them or given to third parties.

## 4.2. Hospitality Activities

Business meals and events are common practices in business life. While working effectively on a project or conducting operational activities, Netsel Marina companies and Business Partners may cover each other's meal, travel and accommodation expenses.

However, in order to prevent any situation that may violate legislation, this Policy or other relevant Netsel Marina policies, the following criteria must be met:

- There must be a legitimate business interest related to an ongoing or potential business relationship with the counterparty,
- The event must be a one-time occurrence and not repeated regularly,
- The event must not be excessive or disproportionate (for example where the value or nature of the event is disproportionate to the business relationship) and must not be held in inappropriate venues,
- The entertainment activity must not negatively influence fair and impartial decision-making or cause others to perceive it negatively.

Participation in meals and other hospitality activities meeting the above criteria may be considered appropriate.

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<sup>4</sup> The definition of the term "single source" encompasses all relevant parties, including but not limited to customers, suppliers, authorized representatives, managers, and their staff.

Documentation relating to hospitality activities must include all details explaining the participating parties, the relevant business relationship (business purpose), as well as descriptions of the event and supporting documents. The related expenses must be recorded accurately and transparently in books and records under expense accounts related to the business relationship.

Employees conducting hospitality activities must submit the supporting documents to the accounting department for recordkeeping.

**4.3. Relations with Public Officials and Politically Exposed Persons**

Communication with Public Officials and Politically Exposed Persons is subject to strict regulations. Both local and international regulations prohibit providing anything of value to Public Officials or Politically Exposed Persons in order to conduct business.

Giving gifts to Public Officials or Politically Exposed Persons or engaging in hospitality activities may raise suspicions of bribery or corruption. Therefore, such gifts, hospitality and other entertainment activities must be conducted reasonably and in compliance with applicable regulations and must not be perceived as bribery or an improper benefit.

If any doubt arises within this scope, the Legal and Compliance Department may be consulted.

**5. AUTHORITY AND RESPONSIBILITIES**

All employees and managers of Netsel Marina are responsible for complying with this Policy and for implementing and supporting the procedures and controls in line with the requirements of this Policy. Netsel Marina expects all Business Partners to comply with this Policy to the extent applicable to the relevant party and transaction and takes the necessary steps to ensure such compliance.

If there is any discrepancy between this Policy and the applicable local legislation in the countries where Netsel Marina operates, the stricter rule between the Policy and the legislation shall prevail to the extent that it does not conflict with local law.

If you become aware of any action that you believe violates this Policy, applicable legislation, Netsel Marina Code of Ethics, you may consult or report the matter to your immediate supervisor. Alternatively, you may submit a report through the Ethics Line at [netselmarina.com/hotline](https://netselmarina.com/hotline).

Netsel Marina employees may consult the Legal and Compliance Counsel regarding questions about this Policy and its implementation. A violation of this Policy by an employee may result in significant disciplinary sanctions, including termination of employment. If any third party expected to comply with this Policy acts contrary to it, the relevant 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.

