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ODAS'S POLICY ON FIGHTING AGAINST MONEY LAUNDERING, BRIBERY, AND CORRUPTION

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01 Purpose and Scope

ODAŞ's Policy on Fighting Against Money Laundering, Bribery, and Corruption ("Policy") has been drafted to ensure that ODAŞ Elektrik Üretim Sanayi Ticaret A.Ş. ("ODAŞ") and its affiliates operate in accordance with the principles of transparency, ethical integrity, legal compliance, and corporate responsibility in all their operations. This Policy defines ODAŞ's fundamental principles, obligations, and dynamic corporate approach to the prevention of money laundering, bribery, and corruption.

The Policy applies to all industries and regions in which ODAŞ operates. Employees, managers, affiliates, subcontractors, suppliers, business partners of the Company, and other third parties are bound by the provisions of this Policy. In this regard, all practices, from relations with public officials to the payments made to third parties, from sponsorships and donations to registration processes, shall be conducted within the ethical and legal boundaries defined in this Policy.

ODAŞ undertakes to act in accordance with local legislation, particularly Law No. 6415 on the Prevention of the Financing of Terrorism and Law No. 5549 on the Prevention of Money Laundering, relevant national regulations, international best practice standards, and corporate culture. Fighting against money laundering, bribery, and corruption is not only a legal obligation; it is also considered an integral part of ODAŞ's approach to sustainability, corporate reputation, and business ethics.

Within this scope, ODAŞ continuously updates and strengthens its internal control mechanisms that mitigate all risks, detect suspicious conditions in a timely manner, and enable swift action to be taken in cases of a violation. Compliance with these principles by employees and business partners is supported through regular audits, training programs, and the ODAŞ Ethics Hotline.

02 Definitions

The following definitions will be used with the meanings specified below throughout this Policy:

- **Money Laundering:** The process of incorporating income derived from illegal activities into the financial system by presenting it as if it were obtained from legitimate channels. This process is carried out by concealing or legitimizing the source, location, owner, transfer, or intended use of the money.
- **Bribery:** Directly or indirectly offering, providing, or promising a benefit to a public official or any third party in order to induce them to perform or refrain from performing an act in the course of their duties. Bribery may include any monetary or non-monetary benefit, such as money, gifts, travel, accommodation, discounts, or favors.
- **Corruption:** The abuse of authority or position by a person to gain unjust advantage for themselves or others. This definition covers any illegal benefit provided in exchange for a duty and any breach of duty.
- **Facilitation Payments:** Informal and undue payments made to public officials for the purpose of accelerating or securing administrative procedures that shall be carried out at present.



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- **Cash and Cash Equivalents:** Refers to money, checks, gift cards, precious metals, valuable documents, or similar items that serve as a substitute for cash.
- **Public Official:** Individuals serving in the legislative, executive, or judicial bodies of any country, or in public institutions and organizations, as well as representatives of national or international organizations.
- **Politically Exposed Person (PEP):** Individuals who currently hold or have previously held an important public office, members of political parties, candidates, and their close relatives and family members of the first degree.
- **Business Partners:** Third parties acting on behalf of ODAŞ or having a business relationship with ODAŞ, such as suppliers, subcontractors, dealers, agents, and consultants.
- **Legislation for the Prevention of Bribery and Corruption:** Particularly the Turkish Criminal Code No. 5237, and the Law on the Prevention of the Financing of Terrorism No. 6415, the Law on the Prevention of Money Laundering No. 5549, national legislation and any applicable international regulations based on the nature of the business, as well as the UN Global Compact, FCPA (Foreign Corrupt Practices Act), UKBA (UK Bribery Act), and other anti-corruption norms.
- **Ultimate Beneficial Owner (UBO):** A person who has ultimate control over a legal entity or organization and benefits from its decisions and profits.

03 Guiding Principles and Commitments

ODAŞ adopts the fight against corruption, the prevention of money laundering and bribery as a fundamental corporate commitment in all its operations. The company commits to comply fully with high ethical standards and applicable regulations in line with its principles of sustainability and transparency. Acts of money laundering, bribery, and corruption are unacceptable under any circumstances. Any form of facilitation payment, undue advantage, improper gift, and off-the-books transaction is strictly prohibited. In this regard, integrity, accountability, and traceability are fundamental in relations with public officials and third parties.

ODAŞ requires all employees and business partners to fully comply with these principles. In order to identify higher-risk conditions in a timely manner, internal audit mechanisms are strengthened; and employees are provided with regular training. The company's goal is to be capable of quickly responding to violation risks with its agile organizational structure. All financial records are kept accurately, completely, and in an auditable manner. To maintain ethical conduct in business relationships, the Company expects a similar standard of sensitivity from third parties; written commitments are obtained and auditing processes are implemented when necessary.

These principles are part of an integrated structure that is intended to protect ODAŞ's corporate dynamism, reputation, and long-term trust relationships.



04 Implementation Principles

ODAŞ establishes agile, traceable, and effective implementation mechanisms to put the principles and rules specified in this Policy into practice. In this regard, all processes related to the fight against money laundering, bribery, and corruption are managed in accordance with applicable law and international standards.

All employees are obliged to comply with this Policy in accordance with the scope of their job descriptions. The ODAŞ Ethics Committee has primary responsibility for establishing reporting and oversight mechanisms and maintaining these mechanisms. Regular training programs are planned to raise employee awareness and encourage best practices.

Operational areas, business partners, and high-risk transactions are identified in advance; detailed controls and, where necessary, enhanced approval mechanisms are applied in these areas. ODAŞ closely monitors cash and cash equivalent transactions, relationships established with public officials, and gifting and sponsorship practices.

Provisions on anti-money laundering, bribery, and corruption are incorporated into contracts with business partners. Due diligence processes, including steps such as identifying the ultimate beneficial owner, determining the purpose of the business relationship, and verifying the source of funds, are carried out to ensure the preliminary identification and reporting of risks. In case of any suspicious circumstance, employees are obligated to report this without delay via the ODAŞ Ethics Hotline. Reporting employees are protected against any potential retaliation in response to their reports.

All reporting, assessment, and action processes are recorded; the effectiveness of the Policy is reviewed at least once a year and updated as necessary. In this respect, ODAŞ aims to maintain a sustainable compliance culture.

05 Prohibited Actions and Conditions

ODAŞ adopts a zero-tolerance policy against corruption, bribery, and money laundering. In this respect, the actions and practices detailed below are strictly prohibited by the ODAŞ. These prohibitions apply to all employees, managers, suppliers, subcontractors, business partners, and other third parties.

5.1 Bribery and Corruption

ODAŞ expressly prohibits the provision or solicitation of benefits, either directly or indirectly, in all stakeholder relationships, including those with public officials and private sector representatives. Acts prohibited in this regard are as follows:



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- Giving, offering, or accepting money, valuables, gifts, travel, accommodation, donations, or any other facilitating advantage in connection with the duty,
- Sponsorships or other indirect benefits provided with the purpose of influencing decision-making processes,
- Execution of gift-giving and representation activities in an inappropriate, excessive manner, or without recordkeeping,
- Any improper interaction that could compromise impartiality, fairness, or objectivity in commercial activities,
- Off-the-books payments, improper commissions, or concealment of expenses,
- Actions involving the falsification of accounting records, concealment of information, or alteration of documents.

ODAŞ does not allow even low-value payments known as facilitation payments, which are intended to accelerate routine public procedures. Such actions are strictly prohibited both because they are unethical and because they could result in more serious violations in the future. Relationships established with public officials shall only be conducted in a legal, transparent, and documented manner. Any attempt to secure preferential treatment in public tenders, permits, inspections, or other official dealings is considered a violation of this Policy.

5.2 Money Laundering

ODAŞ exercises heightened attention and diligence to prevent the laundering of criminal proceeds through its business activities. Money laundering is not only a legal risk; it also poses a direct threat to the company's reputation and sustainable corporate structure. In this context:

- The source, purpose, and ultimate beneficial owner of funds received from business partners or customers are identified in a manner that leaves no room for doubt.
- Any unusual, inconsistent, or difficult-to-explain cases in financial transactions are immediately reported to the relevant institutions and departments and investigated.
- It is strictly prohibited to conceal the ultimate beneficial owner (UBO), make false statements, or conduct indirect transactions through third parties.
- Additional examination procedures are applied to payments originating from high-risk regions, politically exposed persons (PEPs), or institutions with low transparency.

All financial records are kept in a complete, accurate, and auditable manner. Practices such as generation of unrecorded income, splitting transactions to keep amounts below thresholds (structuring), making payments or issuing invoices without providing documentation raise suspicions about money laundering and trigger internal disciplinary processes at ODAŞ; where necessary, ODAŞ will file the required complaints and reports to fulfill its legal obligations. ODAŞ promptly performs the necessary reporting and analysis when it detects suspicious financial activity; and takes technical and managerial measures to prevent the risk from recurring. It is essential that procedures are carried out dynamically.



06 Duties and Responsibilities

It is essential for ODAŞ that duties and responsibilities are clearly defined and implemented throughout the entire organization to ensure the effective implementation of this Policy. In this respect, the Board of Directors, the Odaş Ethics Committee, and relevant departments are responsible for ensuring that the processes of fighting against money laundering, bribery, and corruption are carried out in a sustainable, dynamic, and transparent manner. The Board of Directors, the Odaş Ethics Committee, and relevant departments ensure the integration of policy provisions into daily operations, allocation of resources, establishment of risk-based control systems, and active participation of employees in the process.

The ODAŞ Ethics Committee is responsible for the assessment of any suspicious cases reported through the ODAŞ Ethics Hotline. The Odaş Ethics Committee coordinates with relevant departments to plan internal audit and training activities and to update the Policy in line with legal developments; and undertakes to periodically review practices and measure the effectiveness of processes.

All employees are obliged to act in accordance with the provisions of this Policy and to report any suspicious conditions they encounter without delay. The personal responsibility of each employee, within the scope of their job descriptions, is considered one of the most essential components of corporate integrity.

07 Relationships with Business Partners and Management of the Supply Chain

ODAŞ expects all third parties it collaborates with while conducting its operations to fully comply with the principles of fighting against money laundering, bribery, and corruption. In this regard, transparency, traceability, and integrity are considered essential in all relationships established with business partners, suppliers, distributors, agents, and service providers.

In the processes for the selection of business partners and the conclusion of contracts, the past compliance performance, approach to ethical standards, and observance of legal obligations of the relevant person or institution are taken into account. Additional due diligence processes are carried out for parties operating in high-risk areas or having relationships with politically exposed persons.

Within the context of supply chain management, written commitments are obtained from third parties to comply with the principles set out in this Policy. Confidentiality agreements, ethics declarations, and data processing protocols are also implemented when necessary. These documents shall clearly state that any conduct by the parties that violates their obligations to fight against money laundering, bribery, and corruption shall constitute a breach of contract.

Oversight and auditing activities are maintained throughout the duration of the business relationship.



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In cases where non-compliance is detected, appropriate sanctions are applied, and all options, including termination of the employment relationship, are considered. ODAŞ builds long-term partnerships with parties that demonstrate not only financial strength but also high ethical and compliance performance, for the purpose of creating an agile and sustainable supply model.

08 Reporting Mechanism and Principles for Protection

ODAŞ adopts the establishment of a robust reporting system and ensuring that employees can use this system with confidence as a fundamental principle in order to ensure effectiveness in the processes of fighting against money laundering, bribery, and corruption. Reporting any suspected violations in a timely manner is critical to ODAŞ's integrity, sustainability, and its compliance with legal obligations.

Employees may report any concerns regarding unethical or illegal actions directly to their managers or to the ODAŞ Ethics Hotline. For individuals who wish to remain anonymous, the ODAŞ Ethics Hotline system also offers the option of anonymous reporting.

ODAŞ protects the individuals reporting in good faith from retaliation. Employees reporting concerns shall not be subjected to retaliation, discrimination, or pressure in any way. This principle of protection remains valid even if a report made in good faith turns out to be incorrect. Any act of retaliation is subject to disciplinary proceedings.

Reports are reviewed by the ODAŞ Ethics Committee in an objective and impartial manner, in accordance with the principle of confidentiality. An internal audit process is initiated when necessary, and appropriate disciplinary or legal actions are taken. All processes are conducted transparently and within an auditable framework.

09 Training, Audit, and Reporting

ODAŞ considers regular training activities as a corporate responsibility to ensure that all employees understand and effectively implement obligations related to fighting against money laundering, bribery, and corruption. In this regard, awareness levels of the employees are raised through training that begins with the recruitment process and continues throughout the term of employment.

Training programs are designed in accordance with employees' job descriptions and risk levels; and their content is revised and enriched as necessary. The main focus of the training sessions is on ODAŞ's Code of Ethics, reporting mechanisms, risks associated with third parties, and the consequences of policy violations. Interactive learning environments are maintained using modern methods such as digital training content and case studies, in line with ODAŞ's dynamic corporate structure.



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ODAŞ conducts regular internal audit activities to assess the applicability and effectiveness of the Policy. Audit activities are conducted within the framework of defined control points and a risk-based approach. Corrective and preventive actions are taken for nonconformities identified as a result of audits; and continuous improvement of processes is ensured.

10 Enforcement

ODAŞ's Policy on Fighting Against Money Laundering, Bribery, and Corruption has entered into force as of 25.07.2025, pursuant to the Board of Directors' Decision dated 25.07.2025 and numbered 2025/10. The effective date and version information of the Policy shall be clearly stated in the document. The Policy is published and made available on internal company systems and the corporate website.

ODAŞ Ethics Committee is responsible for implementing, monitoring, and assessing the effectiveness of the Policy. Within this scope, ODAŞ Ethics Committee identifies risks in the implementation of policies, reviews the ethics reports received, monitors the system's effectiveness regarding violations, and recommends corrective actions when necessary. Recommendations for revisions are prepared by the ODAŞ Ethics Committee and implemented by the Board of Directors. Updated versions of the Policy are clearly communicated to all employees and relevant stakeholders.



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