



ER-KIM GLOBAL POLICY

ANTI-CORRUPTION POLICY

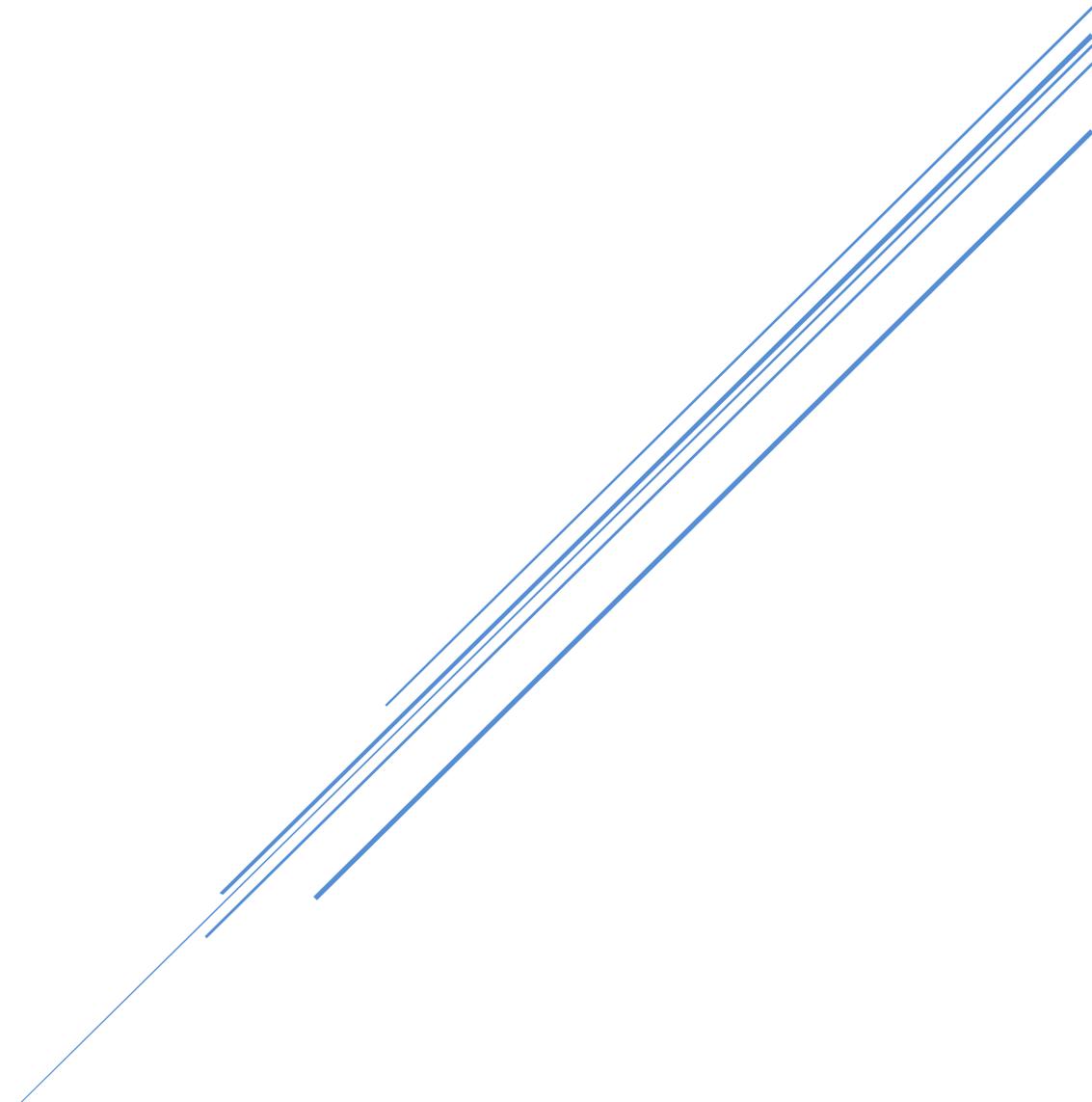




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1. INTRODUCTION

It is our policy to exhibit honest, ethical, and legal behavior by adhering to the Business Ethics Principles and with the same ethical perspective, and in this respect, bribery, corruption, or unethical behavior is not tolerated by our company. Company activities are carried out in full compliance with our professional and ethical business principles and local legislation. This includes implementing and enforcing effective anti-bribery systems. Compliance with this policy will help protect the reputation and future of our organization.

The purpose of this policy is:

- a. Clarify the responsibilities of both our organization and third parties working for ER-KIM¹ to monitor, avoid and defend our position with respect to bribery and corruption risks; and
- b. To provide information and guidance to those working for ER-KIM on how to understand and address bribery and corruption issues.

2. SCOPE AND APPLICABILITY

This policy applies to all Members² or third parties connected with ER-KIM in any business relationship.

Interaction with Healthcare Professionals ("HCPs") and other government officials and the use of other intermediaries are one of the most significant risk areas. Compliance with our internal policies and procedures will help prevent bribery and corruption involving Healthcare Professionals, Government officials, and intermediaries.

In this policy, **third party** means any person or organization you come into contact with while working for ER-KIM, including actual or potential customers, suppliers, distributors, business contacts, agents, consultants, public and governmental institutions and their advisors, representatives, officials, politicians and political parties.

ER-KIM expects third parties acting on its behalf to fully comply with the ER-KIM Code of Business Ethics and all applicable laws.

3. WHAT IS A BRIBE?

A bribe is any benefit, reward or inducement offered, promised or provided for any commercial, contractual, regulatory or personal benefit.

¹ "Er-Kim" refers to Er-Kim İlaç Sanayi ve Ticaret Anonim Şirketi ("Er-Kim Turkey") and its affiliates. "Affiliate" means a company directly or indirectly controlled by Er-Kim Turkey. For the purposes of the preceding sentence, "Control" means the power to hold, directly or indirectly, a majority of the voting shares of a company, or the power to exercise, directly or indirectly, by contract or otherwise, those rights, so as to influence the management and administration of the company.

² "Member" or "Members" refers to the senior executives, directors, managers and employees of all Er-Kim Turkey and its affiliated companies.



Offering a bribe (or authorizing someone to offer, give or promise a bribe) means providing or promising, directly or indirectly, an improper benefit to someone for the purpose of influencing or rewarding them to obtain or retain a business advantage.

Bribery can take various forms, such as offering or giving money or anything of value. Indeed, even common business customs or social activities, such as gift-giving or hospitality, may in some cases constitute bribery.

ER-KIM does not discriminate between public officials and private individuals, and bribery is not tolerated regardless of the status of the recipient.

ER-KIM agrees that third parties will only act on its behalf for genuine business reasons. Payments to third parties for services should be reasonable and at market value. Third parties may never improperly influence a person's decision or action, obtain a benefit or ensure that a business is done or prevented through ER-KIM. ER-KIM cannot make indirect transactions through third parties with persons and institutions with whom it cannot make direct transactions.

Always ask yourself before offering, giving or promising anything of value to anyone: "Can what you are thinking about and acting towards be seen as an illegitimate goal?" If the answer is yes, you should not continue. If you are in any doubt, always consult with the Legal and Compliance Department before proceeding.

4. GIFTS AND HOSPITALITY

4.1. GENERAL RULES

Gifts are any benefit given to a person as a sign of appreciation or friendship, without the expectation of receiving something in return. Gifts include "courtesy gifts", which are small gifts given on culturally recognized occasions (e.g. weddings, funerals) or at special times of the year (e.g. Christmas, New Year).

Hospitality usually includes treats, meals and accommodation. Entertainment usually includes participation in games, concerts and sporting events.

Rules in this section,

- ER-KIM employees receiving or giving gifts to third parties in the work environment,
- It applies when ER-KIM employees, on behalf of ER-KIM, invite individuals who are not ER-KIM employees to hospitality events (personal hospitality events or hospitality events between ER-KIM employees are excluded from this section) or when employees representing ER-KIM are invited to hospitality events by individuals who are not ER-KIM employees.

In certain specific cases and provided that they are not prohibited by the local legislation of the territory concerned, invitations to and acceptance of invitations to meals, small company events, offers for sporting or cultural events may be accepted if they are infrequent and do not exceed a certain amount.

However, if gift offers, hospitality and travel are frequent or costly, they may create potential conflicts of interest between the parties or may be inconsistent with local and global laws and regulations.



Therefore, providing or accepting gifts and hospitality to or from third parties may only take place where no benefit is expected from the other party.

This policy does not prohibit gifts and hospitality made by third parties or our company, which may be considered reasonable and appropriate according to the local legislation of the relevant region. The fair value is determined by the Board of Directors, taking into account the local regulations of each region.

Our Company considers it appropriate to receive and give gifts or to accept or provide hospitality if the following conditions are met:

- Gifts/promises should not be in the form of cash, cash-like services or promises of employment.
- Decisions on offering/accepting gifts or hospitality,
 - Comply with local laws and regulations;
 - It must not influence ER-KIM's business decision-making processes, must not be intended to influence a third party to provide business or benefits to ER-KIM, or to reward others for providing business or benefits to ER-KIM;
 - Such gifts and hospitality should be made on behalf of ER-KIM, not on behalf of the individual;
 - It must be of an appropriate type, of an appropriate value and given at an appropriate time, taking into account the purpose of the gift; it must be given publicly and by usual means, not in secret;
 - It must not be designed to compel an individual to act inappropriately in the context of ER-KIM's business activities,
 - It should not affect or create the perception of affecting ER-KIM's relationship with a third party,
 - It should not affect ER-KIM's independence, performance or decision-making ability,
 - It must not be provided for the purpose of providing an improper financial benefit to ER-KIM or a relevant third party or for the purpose of obtaining/maintaining a business, such as providing an advantageous tax arrangement or rewarding/maintaining a business.
 - Gifts and hospitality offered/accepted should be recorded.
- Gifts or hospitality or their nominal value,
 - It must not be prohibited by laws and regulations (such as FCPA, UKBA) or Anti-Corruption Policy (such as bribery, kickbacks, improper payments),
 - It should not harm the integrity and reliability of ER-KIM's business relationship with third parties,



- If disclosed to the public, it should not damage ER-KIM's reputation.
- It must not have been obtained or awarded in a bidding or competitive tendering process,
- It should not be perceived as a bribe or kickback,
- It should not be the equivalent of preferential treatment for the performance of a specific task.

The criteria to be considered here are whether the gift or hospitality is acceptable in accordance with the Company's Code of Business Conduct and local legislation, and the intention behind the action.

4.2. HOSPITALITY FOR HEALTHCARE PROFESSIONALS

Hospitality for Healthcare Professionals can only be provided in connection with scientific events, congresses and service activities. The standard of travel and accommodation must not exceed the limits of local law and industry rules and must comply with ER-KIM's internal policy.

No gifts may be given to Healthcare Professionals for the purpose of prescribing or promoting products. Entertainment activities cannot be offered to Healthcare Professionals. The actions to be taken by the Company in this regard must always be within the framework of the Anti-Corruption Policy and Business Ethics Principles.

Food and beverages offered to the Health Professional should be provided in connection with legitimate interactions, e.g. scientific meetings and promotional and educational events.

The hospitality conditions should be secondary to the main purpose of the event. The time allocated to hospitality should not be longer than the time allocated to the scientific activity. The location of the hospitality should be appropriate to the type and purpose of the event.

Event-related hospitality costs should be limited to travel, meals, accommodation and the bare registration fee for the scientific part of the event. Hospitality or support should not provide healthcare professionals with vacations, participation in sporting events or entertainment.

Care should be taken to ensure that the support offered and costs incurred are reasonable and within the scope of local legislation; they should not be at a level that participants, health professionals and the public may find excessive. As a general rule, hospitality costs should not be above the level that the invitees themselves can afford to pay.

Hospitality cannot include spouses or relatives, only officials whose attendance is considered legitimate.

For meetings to be held outside the country of residence, consideration should be given to whether the meeting is of an international nature, whether it is logistically preferable to hold the meeting abroad for logistical reasons due to the fact that the majority of participants (invitees) will come from other countries, or whether the resources/studies related to the subject or purpose of the meeting make it logistically preferable to hold the meeting in another country.



5. WHAT IS NOT ACCEPTED?

For you or those acting on your behalf, the following situations are not acceptable;

- Giving gifts, entertainment, or promising or offering to give/offer to give with the expectation or hope of obtaining business or other benefits;
- Rewarding or promising a payment, gift or hospitality to an official, agent or representative to expedite or "facilitate" a routine procedure;
- Offering, giving or promising gifts, payments or hospitality to Healthcare Professionals in violation of the provisions of the legislation and rules governing the promotion of medicines (e.g. giving a gift or promotional material or providing a prescription medicine to Healthcare Professionals or officials in administrative units in connection with a promotion in a way that could be perceived as an incentive to benefit)
- Accepting payments from third parties who are known or suspected to expect to provide a business benefit;
- Accepting gifts or hospitality from third parties who are known or suspected to expect to receive a business benefit from ER-KIM in return;
- Threatening or retaliating against a person who has refused to commit a bribery offense or raised concerns under this policy;
- Engaging in any activity that may be contrary to this Policy.

6. THIRD PARTIES

"Third Party Service Providers" are persons or organizations that provide procurement services to ER-KIM, but are not an organic part or employer of ER-KIM. Working with Third Parties is an area where special care must be taken, as there is a possibility that ER-KIM may be held liable for their activities.

Third Party Service Providers can be categorized in 2 groups:

- Third party vendors
- Third party intermediaries

Before engaging any Third Party Service Provider, a due diligence exercise should be conducted to familiarize oneself with that party and to determine whether the nature of the business relationship is high risk.

In addition, the Legal and Compliance Department should be consulted to ensure that appropriate contractual provisions are included in contracts.



7. RULES FOR PUBLIC OFFICIALS

"Public Official" includes elected and appointed officials of national or local governments. These include government departments (advisors to reimbursement committees) agencies or institutions, doctors, nurses, hospital pharmacists and other health professionals, academics employed by public hospitals or universities, officials and employees of public organizations (such as WHO or UNICEF), and political parties, party members and candidates for political office.

ER-KIM does not distinguish between public officials and employees of private sector organizations when it comes to bribery; however, it is important to recognize that public officials are often subject to rules and restrictions that do not apply to individuals operating in the private sector.

Any relationship with public officials must comply with applicable rules and regulations (any rules or regulations applicable in a relevant country and/or prescribed by the institution to which the public official belongs). All transactions with the Public Official must be transparent, properly documented and accountable.

Providing gifts or hospitality to a public official is only permitted in the following cases:

- The transaction complies with local laws and regulations,
- Gifts or entertainment are not perceived as bribes, improper payments or kickbacks,
- The value and frequency of gifts or hospitality should be symbolic and not excessive,
- The reason for the gift or hospitality is identified and documented, including approvals from the Legal and Compliance Department,
- Recording the transaction in accordance with the accounting books and records.

8. YOUR RESPONSIBILITIES

All employees are responsible for the daily monitoring of this policy and compliance with its content. Members of the Board of Directors, managers and those authorized to sign on behalf of ER-KIM are responsible for the fulfillment of the legal and moral obligations of this policy and the compliance of those under their control with this policy. Violation of this Policy may result in various sanctions, including termination of employment.

You must ensure that you read, understand, are trained on the issues contained herein and comply with this policy.

It is the responsibility of all ER-KIM employees and Third Parties acting on behalf of ER-KIM to prevent, detect and report bribery and other forms of corruption. ER-KIM Members are obliged to prevent any activity that may contradict this policy or that is within this possibility.

If you believe that a situation inconsistent with this Anti-Corruption Policy has occurred or is likely to occur, you must report it in accordance with Section 10. The potential "red flags" identified in the chart that indicate bribery or corruption should also be examined in this context.



Any employee who violates this policy will face disciplinary action, up to and including dismissal for misconduct. We reserve the right to terminate the employment contract with Contracted Third Parties if they violate this policy.

In addition, it is clear that if an individual willfully violates anti-corruption legislation, he or she is subject to criminal prosecution. In such a case, ER-KIM shall not be liable to pay any fines or expenses in connection with this practice.

9. RECORD KEEPING

Our financial records must be transparent and internal controls must be carried out accordingly, whereby the justification for making payments to third parties must be proven.

Written records of hospitality and gift items that are subject to management review should be kept and available for submission when required. In case of gift-giving or hospitality related to healthcare professionals, specific procedures regarding these activities should be followed, and the Legal and Compliance Department should be consulted regarding any issues that are considered to be open. Hospitality or gifts provided to third parties should be separately documented according to the nature and amount of the expense. All payments, invoices and internal correspondence related to agreements with third parties such as customers, suppliers, consultants, and business intermediaries must be complete and accurate.

10. VOICING A PROBLEM

ER-KIM offers its support in raising any issues related to misconduct as soon as possible.

Such cases can be communicated to the following departments:

- Your First Supervisor,
- Your Department Head,
- Legal and Compliance Department

Applications can be made to the Company's Legal and Compliance Department at etik@er-kim.com.tr, as described in the Notification, Consultation and Whistleblowing Policy and Procedure. Alternatively, it can be reported anonymously through the Ethics Hotline ([+90 212 401 59 19](tel:+902124015919)).

11. WHAT TO DO IF YOU ARE A VICTIM OF CORRUPTION AND BRIBERY

As described above, it is important that you report any bribery and corruption situation/risk. You are expected to report promptly if you have been offered or requested to pay a bribe by a third party, or if you suspect that such a bribe is likely to occur, or if you believe that you have otherwise been the victim of unlawful activity.

12. PROTECTION

People who raise this issue by refusing to take or give bribes, or who report someone else's behavior, sometimes fear possible repercussions. ER-KIM always supports anyone who raises suspicions openly



and in good faith, even if the information provided turns out to be incorrect as a result of the investigation.

At ER-KIM, our aim is to ensure that no one will be subjected to detrimental treatment as a result of refusing to be a party to bribery or corruption or responsibly reporting actual or potential bribery or corruption. Harmful treatment includes dismissal, disciplinary action, threats or negative behavior related to raising an issue. If you believe you have been subjected to such treatment, you should immediately report it to a member of the local management team with whom you are most comfortable in accordance with our Anti-Retaliation Policy. If the matter is not resolved, you should report it separately to the Legal and Compliance Department.

13. TRAINING AND COMMUNICATION

The Legal and Compliance Department is responsible for ensuring that this policy is understood and that adequate and regular training is provided on this topic. Those at all levels of management are responsible for ensuring that this policy is understood and that adequate and regular training is provided.

Training on this policy forms part of the orientation period for all new employees. Existing employees should receive regular training on how to implement and comply with this policy. Violation of this Policy may result in various sanctions, including termination of employment.

In accordance with the principle of continuous improvement, ER-KIM will be in constant communication and discussion with its employees in order to understand this Policy and to develop and improve it in the future.

Our zero-tolerance approach to bribery and corruption must be disclosed to all Third Party Vendors and Third Party Intermediaries at the outset of our business relationships and, as appropriate, at a later stage. A copy of this policy should be sent to them.

14. MONITORING AND REVIEW

The Legal and Compliance Department will measure and regularly monitor and review the effectiveness, appropriateness and adequacy of this policy. Any improvements to be identified will be made as soon as possible. Internal audit systems and procedures will be subject to regular audit to ensure effectiveness in combating bribery and corruption.

All employees are responsible for the success of this policy and are therefore expected to raise any suspicions of danger or misconduct.

Employees are asked to comment on this policy and make suggestions on how to improve it. Such comments, suggestions and questions should be directed to the Legal and Compliance Department.

This policy does not constitute a part of the employee's employment contract and may be changed by ER-KIM at any time.


ANNEX 1 DOCUMENT HISTORY AND VERSION CONTROL RECORD

Document Name	Anti-Corruption Policy
Author	Bilge KIYAK, Legal and Compliance Manager
Approved by	CEM ZORLULAR, Chairman of the Board
Published by	Ahu ÖZGÜR, Quality Manager
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Version No	Version Date	Amendment details
00	November 5, 2019	Anti-Bribery and Anti-Corruption Policy First Edition
01	December 23, 2019	Changes in title and preparing party
02	September 29, 2020	The Anti-Bribery and Anti-Corruption Policy was repealed due to its non-compliance with Company standards. This policy has been established.
00	May 9, 2022	The numbering system changed in accordance with DK-2022-0001. The Anti-Corruption Policy was revised to be valid for all ER-KIM Affiliates and to cover the Gift and Hospitality Policy. Gifts and Hospitality Policy Canceled.



CHART

POTENTIAL RISK SCENARIOS: "RED FLAGS"

The potential red flag issues under various anti-bribery and anti-corruption laws are listed. This list is not intended to illustrate limited situations and is for illustrative purposes only.

If you encounter red flag level issues listed below while working for ER-KIM, you should report them as described in section 10 of this Policy.

<u>Reputation</u>	<u>Compensation</u>
<ul style="list-style-type: none"> • The country has a bad reputation for corruption (see the Corruption Perceptions index published annually by the International Transparency Authority). • The fact that Third-Party Intermediaries have a bad reputation for unethical behavior • Third Party Intermediaries have a finalized court decision for disgraceful crimes • Termination of contracts by other companies due to inappropriate behavior of Third Party Intermediaries <p><u>Links with the State</u></p> <ul style="list-style-type: none"> • Third Party Intermediaries have family or business connections to the government • Third Party Intermediaries often make major political contributions • Third Party Intermediaries are recommended by a government official <p><u>Capacity</u></p> <ul style="list-style-type: none"> • No significant work is expected from Third Party Intermediaries • Third Party Intermediaries do not have the facilities or personnel to perform the required work • Third Party Intermediaries do not have relevant industrial/technical experience or have not been in the business for a very long time • Poor financial stability or reputation of Third Party Intermediaries 	<ul style="list-style-type: none"> • Third Party Intermediaries demanding a significant amount of above-market commissions or similar payments, or demanding prepayments without business justification • Third Party Intermediaries requesting payments in cash. • Third Party Intermediaries request payment to be made through a third party or in a third country • Third Party Intermediaries request invoicing above the actual cost of the services provided • Third Party Intermediaries refuse or fail to properly document costs <p><u>Suspicious Circumstances</u></p> <ul style="list-style-type: none"> • Third Party Intermediaries request that the real name/title of the Third Party Intermediaries be withheld or the relationship be kept confidential • Third Party Intermediaries fail to cooperate in due diligence or refuse to make representations and commitments • Third Party Intermediaries making questionable statements/commitments that they "need money to get the business" or "will make the necessary arrangements", • You are offered a generous gift or very expensive hospitality