

## **PROCEDURE OF COMBAT AGAINST BRIBERY AND CORRUPTION**

### **1. PURPOSE**

As MLP Sağlık Hizmetleri A.Ş. ("MLP"), within the scope of our corporate responsibility notion, we strive to prevent bribery and corruption.

This Procedure of Combat Against Bribery and Corruption (the "**Procedure**") is aimed at declaring the approach of MLP towards bribery and corruption in a clear and precise manner. With this procedure, we aim to ensure compliance with not only the anti-bribery and anti-corruption laws and regulations, but also with the ethical and professional principles and universal rules.

### **2. SCOPE**

This Procedure covers:

- Members of the Board of Directors of MLP;
- Executives and employees of MLP;
- MLP's subsidiaries, liaison offices abroad and their respective employees;
- Companies from which we supply goods and services and their employees; and
- External firms from which we obtain services, persons and institutions performing tasks for MLP, including , inter alia, consultants, lawyers and external auditors ("**Business Partners**").

### **3. DUTIES AND RESPONSIBILITIES**

#### **Board of Directors**

The Board of Directors of MLP:

- Shall ensure the environment necessary for the implementation of the anti-bribery and anti-corruption policies;
- Is responsible for the entry into force of this Procedure within the company and the implementation of all future amendments to this Procedure;
- Shall ensure the establishment of the communication channels necessary for reporting violations of this Procedure, and take measures aimed at ensuring the confidentiality and security of the persons reporting such violations.

#### **Discipline Committee**

The Discipline Committee monitors the implementation of the Procedure, conducts studies and expresses opinions aimed at eliminating the problems faced during the implementation of the Procedure. In order to ensure that the persons who fall within the scope of this Procedure comply with this

Procedure, the Discipline Committee shall take the necessary and reasonable steps, such as auditing of the employees, for discovering acts which do not comply with the Procedure.

The Discipline Committee carefully examines the complaints and reports it receives and initiates the necessary investigations. In the event that the Discipline Committee establishes any violation, it takes the necessary actions.

The Discipline Committee conducts routine assessments to ascertain whether or not the Procedure is effectively implemented. In case of a need to amend the Procedure due to changes in the legislation or for the purpose of making the Procedure more effective, the Discipline Committee submits its amendment proposals regarding the Procedure to MLP's Board of Directors.

The Discipline Committee presents a quarterly report to MLP's Board of Directors, indicating the steps taken in the relevant quarter in order to ensure compliance with this Procedure.

They may also report electronically by sending an email to.

MLP employees encountering unethical behaviour in the workplace can express themselves anonymously without revealing their identity and contact information by sending an e-mail to [Etikihbar@mlpcare.com](mailto:Etikihbar@mlpcare.com) address.

## **Human Resources**

Human Resources is responsible for establishing the procedures aimed at creating the necessary awareness and consciousness, and taking the measures necessary to ensure compliance with such procedures throughout all human resources processes.

## **Executives and Employees**

All employees accept this Procedure and shall act in compliance with the principles set forth in this Procedure.

Executives shall ensure that the principles set forth in this Procedure are understood and implemented by the Business Partners that they are responsible for and the employees thereof.

The employees may under no circumstances be forced by any person to violate the Procedure.

All employees must report the acts violating the Procedure to their executives and/or the Discipline Committee.

## **4. PRINCIPLES OF IMPLEMENTATION**

### **4.1. Corruption and Bribery**

As MLP, it is our principle to comply with the universal rules of law, anti-bribery and anti-corruption laws and the ethical and professional principles.

For the purposes of this Procedure, “bribery” shall mean the deriving of benefits in one’s own favour or in favour of third parties, by agreeing with a third person to cause such third person to violate the requirements of his/her duty by performing, not performing, accelerating or slowing down his/her duties.

For the purposes of this Procedure, bribery also covers the offering, promising or granting of an incentive or reward in order to gain a commercial, contractual, regulatory (in relation to the legislation) or personal benefit. Money or any offer, promise, present or benefit may fall within the scope of bribery. In order for the benefit to be considered as bribery, it does not have to be of a substantial monetary value. Agreement of the parties on the benefit to be provided suffices for the occurrence of the crime of bribery; whether or not the benefit is actually provided is of no importance.

Incentive programs, bonuses for commencement of work or excessive payments to public institutions may be considered as bribery. In addition, abstract benefits such as the provision of information, advice or assistance for the consummation of a commercial transaction may also be considered as bribery. To summarize, bribery refers to (i) any financial or other benefit that is proposed, provided, permitted, required or obtained as an incentive or reward in order to ensure that a person performs his/her relevant duties in an inappropriate manner, or refrains from appropriately performing his/her duties; or (ii) to the acceptance of a benefit that is itself inappropriate.

For the purposes of this Procedure, “corruption” refers to the abuse of a person’s authority stemming from his/her position in order to provide a direct or indirect benefit to himself/herself or to a third party.

MLP employees:

- May not obtain any monetary benefits as commission or under any other name whatsoever when performing their duties, nor may make any proposal to that effect.
- May not offer any advantages to public or private persons and entities, whether directly or through any agent, for the purpose of providing any advantage, whether related to business or not, nor may they enter into any oral or written agreement aimed at the foregoing.
- May not create any advantageous position against the provision of privileges in dealings with third parties and institutions, nor accept offers to that effect.
- Shall pay utmost attention to ensure that even an act of himself/herself based on another intention does not create any doubt or impression within this scope.

#### **4.2. Dealings with the Public**

The term “public” refers to all levels and sub-divisions of governments (local, regional or national administrative, legislative and executive bodies). The term “public officer” refers to any person who, without regard to his/her nationality and country of origin, takes part in the carrying out of public activities through permanent or temporary appointment, election or otherwise (“**Public Officer**”). For the purposes of this Procedure, representatives of (i) professional associations that are considered as

public entities, (ii) companies incorporated with the participation of public institutions or entities, or professional associations that are considered as public entities, (ii) foundations operating within public institutions or entities, or within professional associations that are considered as public entities; (iv) associations that operate for public benefit, (v) cooperatives, (vi) publicly held joint stock companies, and (vii) public companies are considered as Public Officers, regardless of their identities.

MLP employees and Business Partners may not make any inappropriate payment to a Public Officer, even if it is in favour of MLP, nor may they offer such a payment. They may also not directly or indirectly give anything of value to Public Officers for the purpose of influencing an official act or decision.

#### **4.3. Facilitation Payments**

“Facilitation payment” refers to an unofficial and non-transparent payment of a low amount to a Public Officer for ensuring the performance or facilitation of a routine and mandatory governmental act. Persons and entities within the scope of this Procedure are prohibited from offering any facilitation payment in order to secure or accelerate a routine process (such as getting a permission or license, obtaining a document etc.) before governmental entities.

In case you are not certain as to whether or not a payment that is required to be made constitutes a facilitation payment, you must suspend such payment and first report the matter to the Discipline Committee and obtain the approval of the Discipline Committee.

#### **4.4. Presents and Entertainment**

“Present” refers to an item that does not require a payment, and is generally presented by persons or patients with whom a business relationship exists, in order to express gratitude or as part of commercial courtesy.

Offering or accepting any present, treat, entertainment (diversion, accommodation, travel etc.) or benefit which has, or is suitable to have an inappropriate effect on the outcome of a transaction are prohibited. Any kind of inappropriate present, treat or entertainment offer must be immediately reported to the Discipline Committee.

Expenses for presents and treatments must be duly recorded in the books and records of MLP, and their compliance with this Procedure and MLP's policies must be regularly audited. Furthermore, all MLP employees shall report to the Discipline Committee on a quarterly basis a list of all presents accepted by them within the permitted limits, together with their estimated values.

When giving presents to Public Officers and private persons, MLP employees must obtain the approval of the Discipline Committee. No presents may be given without having obtained such approval. Furthermore, food or entertainment expenditures by MLP employees for third parties without obtaining the prior approval of the Discipline Committee are prohibited. Providing accommodation to Public Officers is possible only upon obtaining the prior approval of the Discipline Committee.

Accommodation may be provided to private persons upon obtaining the approval of the Discipline Committee. Travel (such as airplane or train costs) may be offered to third parties only upon obtaining the prior approval of the Discipline Committee.

In any event, MLP employees:

- Must act with caution when receiving and giving presents.
- May not require presents from the persons and entities with whom they have a commercial relationship and/or the patients, nor may they imply that they have such an expectation.
- May not offer or accept any present or privilege which might influence his/her impartial decisions or acts.
- May not, under any circumstances, accept money as present.
- May only accept presents having a value not exceeding USD 100.-, which are not detrimental to the corporate reputation and relations, and are in line with the nature of the business.

#### **4.5 Donations**

In MLP, no payments or contributions in cash and/or in kind may be made or provided to political parties, politicians or institutions for any facilitating act relating to the company.

The Board of Directors is the authorized body in respect of donations and aids for social responsibility projects and matters relating to the company's representation, which do not fall within the scope of those specified above. In any event, MLP and all employees of MLP must act in accordance with MLP's Donations and Aids Policy.

MLP does not restrict the support to be provided to charities by its employees independently from their jobs.

#### **4.6 Compliance with Commerce Related Legislation**

Pursuant to the principle of preventing the laundering of proceeds of crime and the financing of terrorism, MLP acts in compliance with the applicable legislation in our country as well as in other countries where MLP operates, which require the proper and accurate registration and keeping of the information regarding our patients.

#### **4.7 Relations with Business Partners**

Business Partners are contractors, sub-contractors, agents, joint venture partners, suppliers (including companies supplying medicine and medical equipment), subsidiaries, representatives, brokers, customs agents who have entered into agency, cooperation or similar agreements with MLP, and sub-contractors, consultants, attorneys and other agents who are in a business relation with MLP.

MLP values its relations with its Business Partners. The employees of MLP must at all times act in an honest, respectful and fair manner and protect the mutual interests of MLP and its Business Partners. MLP must apply the rules stipulated in this Procedure to its dealings with its Business Partners and other third parties, with whom MLP has commercial relations.

In order to establish whether a certain person complies with the ethical rules and the anti-corruption legislation in effect, an examination must be carried out by the Discipline Committee or by a third party under the supervision of the Discipline Committee prior to conducting business with any Business Partner. Such a third party examination must also be carried out prior to acquiring the shares of a company or entering into a joint venture.

To the extent practically possible, all kinds of agreements to be entered into between MLP and its Business Partners and franchisees shall, in line with the opinion of the Discipline Committee, include anti-bribery undertakings, auditing rights and rights of termination. The anti-bribery undertakings will be inclusive of provisions requiring MLP to be indemnified for direct and indirect damages stemming from the violation of such undertakings. In addition to the foregoing, when renewing or amending the existing agreements, such provisions shall be inserted into them to the extent practically possible.

#### **4.8 Error-free Recording**

MLP and MLP employees shall at all times keep all commercial documents in accordance with the local legislation. All kinds of accounts, invoices and documents regarding relations with third parties (patients, suppliers, other services providers etc.) must be recorded and kept in a precise and reliable manner.

Accounting records or similar commercial records relating to any transaction may not be subjected to changes and the facts therein may not be distorted.

Accounting records and/or payments to patients/companies which have been made erroneously but in good will shall not be considered to fall within the scope of this Procedure.

Protecting the accuracy and precision of the administrative and financial records is the responsibility of not only the accounting and finance staff but the entire MLP staff. MLP employees shall:

- at all times record their transactions in accordance with appropriate accounting periods and accounts;
- support these transactions with appropriate documentation;
- not falsify any official documents and also shall not accept any documents, which they believe to have been falsified;
- under no circumstances allow attempts of violating the law for tax evasion or bribery or any other purpose;

- not use illegal signatures.

#### **4.9 Training and Communication**

This Procedure has been announced to MLP employees and it is also easily and constantly accessible to MLP employees via <http://mlpcareakademi.com/anasayfa> .

Trainings are organized in order to ensure the awareness of our employees regarding anti-bribery and anti-corruption practices. These trainings are given to the employees and senior executives of MLP at its headquarters, depending on their needs and their respective positions. The trainings are regularly repeated based on the need for them. Changes to the applicable legislation and changes to this Procedure are notified to MLP employees and trainings aimed at the aforementioned MLP employees are organized.

The Discipline Committee is responsible for the preparation and provision of these trainings and may, during these stages, require assistance from the human resources department.

These trainings are included in the orientation programs applicable to the new employees specified above, whose employments are about to commence.

#### **4.10 Policy Violations**

In the event that there are any doubts regarding the violation of the Procedure by an employee or by a person acting on behalf of MLP, the matter must be reported to the Discipline Committee.

On occasions that violate or are likely to violate the procedure, the matter is evaluated by the Discipline Committee, without risking the health, security and reputation of the person reporting the matter, and in case a violation is established, sanctions are imposed.

Companies providing external services are expected to act in compliance with this Procedure.

Employees who report to the Discipline Committee are not harmed in any manner and their identities are kept confidential.

#### **4.11 Sanctions Applicable to Acts and Attitudes Violating the Procedure**

This Procedure shall be adopted by all employees and shall be fully implemented. This Procedure is distributed to all MLP employees and their written declarations confirming that they have read and understood this Procedure shall be obtained. These written declarations are kept in the personnel files of the employees. MLP does not tolerate or accommodate non-ethical behaviour, illegal activities, prohibited practices, and persons attempting to prevent the reporting of potential violations, have a non-ethical attitude or engage in interfering acts.

In the event that any act violating this Procedure is discovered, the employees shall be subjected to discipline measures, including the termination of their employment contract pursuant to Article 25/2 of the Labour Law.

Violation of the Procedure by the firms providing external services gives rise to the termination of their services.

The aforementioned acts and violations regarding the ethical principles, illegal activities and prohibited practices must be immediately reported by MLP employees to the Discipline Committee. Persons who do not report non-ethical behaviour, illegal activities and prohibited practices may face discipline measures, including the termination of their employment contract.

#### **4.12 Queries Regarding the Procedure**

In case you have queries and concerns regarding the Procedure, you may report them to the Human Resources Director, who shall listen to you carefully and pay utmost attention, or directly to the Discipline Committee.

#### **4.13 Compliance with Commercial Sanctions**

To the extent applicable to it, MLP pays attention to complying with the commercial sanctions imposed by the Republic of Turkey, the United States of America, the United Kingdom and the European Union. MLP shall take the measures necessary to ensure that these sanctions are adhered to by MLP and MLP employees, such as producing the procedures and control mechanisms within the company.