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Compliance Manager

Approved By

CEO

## Anti Bribery / Corruption and Improper Payments Policy

### 1. POLICY STATEMENT

1. It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to Bribery and Corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.
- 1.2 We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. We remain bound by local and national laws.

### 2. INTRODUCTION

Zeymarine,(together, "Zeymarine Agencies" or the "Company") is committed to acting ethically and in full compliance with applicable anti-bribery & corruption laws and regulations at all times. As part of this commitment, it is the fundamental policy of Zeymarine to prohibit the direct or indirect giving or receiving of improper payments or other benefits for purposes of obtaining or retaining any business advantage.

This Policy applies to all Zeymarine directors, officers, and employees, wherever located, with respect to their activities on behalf of Zeymarine. This policy also applies to business partners, including any joint venture partners, sub agents, contractors, consultants and any other third-party representative that acts on behalf of Zeymarine. The purpose of this Policy is to ensure that all Employees and Business Partners of Zeymarine understand and adhere to the requirements of all applicable anti-corruption laws. INC

Employees should not take any actions for the purpose of evading these requirements. For example, an Employee should not ask or otherwise use a Business Partner or other third party to do anything that is forbidden by this Policy.

Any employee who believes any conduct contrary to this Policy has occurred or may occur has a duty immediately to bring such matter to the attention of the Compliance Manager of the company.

### 3. DEFINITIONS

**3.1 "Agent":** Any individual acting as an agent, paid by the company, acting on the company's behalf in negotiating with Third Parties.

**3.2 "Bribery" / "Corruption":** Bribery occurs when one person offers, pays, seeks or accepts a payment, gift, favor, or a financial or other advantage from another to influence a business outcome improperly, to induce or reward improper conduct or to gain any commercial, contractual, regulatory or personal advantage. It can be direct or indirect through Third Parties.

**3.3 "Company":** Zeymarine Ship Agency.

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**3.4 "Donation":** A Donation is a voluntary contribution in the form of monetary or non-monetary gifts to a fund or cause for which no return service or payment is expected or made. Contributions to industry associations or fees for memberships in organizations that serve business interests are not necessarily considered Donations.

**3.5 "Employee":** For the purposes of this policy this includes all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or joint ventures or their employees, wherever they are located.

**3.6 "Facilitation Payments":** A form of Bribery in which small payments are made with the purpose of expediting or facilitating the performance by a Public Official of a routine governmental action and not to obtain or retain business or any other undue advantage. Facilitation payments are typically demanded by low level and low income Public Officials in exchange for providing services to which one is legally entitled without such payments.

**3.7 "Gifts & Hospitality":** Invitations given or received to social functions, sporting events, meals and entertainment, gifts or customary tokens of appreciation.

**3.8 "Kickback":** A bribe to obtain an undue advantage, where a portion of the undue advantage is 'kicked backed' to the person who gave, or is supposed to give, the undue advantage.

**3.9 "Public Official":** Officials or employees of any government or other public body, agency or legal entity, at any level, including officers or employees of state-owned enterprises and officers or employees of enterprises which are mandated by a public body or a state-owned enterprise to administrate public functions.

**3.10 "Third Party":** Any individual or organization you come into contact with during the course of your work for us. This includes actual and potential customers, suppliers, business contacts, Intermediaries, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

**3.11 "Improper Payment" :** any payment, offer, gift or promise to pay or authorization of the payment or transfer of other things of value, including without limitation any portion of the compensation, fees or reimbursements received hereunder or the provision of any service, gift or entertainment, directly or indirectly to (i) a Government Official; (ii) any director, officer, employee or commercial partner of a Party or its Affiliates; or, (iii) any other person at the suggestion, request or direction or for the benefit of any of the above-described persons and entities, for

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purposes of obtaining or influencing official actions or decisions or securing any improper advantage in order to obtain, retain or direct business;

#### **4. SCOPE**

4.1 This policy applies to all Employees and relevant Third Parties of the Company and shall be communicated to them at the outset of our business relationship and as appropriate thereafter.

4.2 This policy applies in all locations where the Company operates. Where local customs, standards, laws or other local policies apply that are stricter than the provision of this policy, the stricter rules must be complied with. However, if this policy stipulates stricter rules than local customs, standards, laws or other local policies, the stricter provisions of this policy shall apply.

#### **5. GENERAL REQUIREMENTS TO PREVENT BRIBERY, CORRUPTION AND IMPROPER PAYMENTS**

You may not directly or indirectly make, promise, approve, authorize or offer to give to anyone or accept or solicit from anyone /anything of value (including but not limited to cash payments) if the purpose or effect is to improperly induce the recipient to take (or to refrain from taking) action that would bestow a commercial benefit or business advantage on the company or any other party.

Giving things of value to family members, close associates or favoured organisations of those with whom we do business, those with whom we would like to do business, or public (government) officials should follow the same limitations set forth herein, as such actions may be interpreted as attempts to evade these rules or otherwise influence the conduct of third parties.

The attached "user manuals" explain how the Zeymarine policy prohibiting bribery, corruption and improper payments applies to the following types of activities:

- a) giving or receiving gifts;
- b) business entertainment/hospitality; and
- c) engaging business partners to act on behalf of Zeymarine.

Each of these activities is discussed in more detail in the accompanying user manuals to this policy. All such activities also must be conducted in accordance with all other applicable Zeymarine.

#### **6. DEALING WITH GOVERNMENT OR PUBLIC OFFICIALS**

While it is the policy of Zeymarine to prohibit the provision of improper payments or other things of value to all individuals (in both the private and public sectors), interactions with government or public officials must be monitored especially closely due to the increased risk for violations of applicable anti-corruption laws. Bribery of government officials or public officials is against the law in every country, and often carries criminal penalties for both the employee and the company. Bribery is broadly defined and should be construed

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as the provision of anything of value to a government or public official. For such reasons any direct or indirect dealings with government or public officials that involve the provision of anything of value, including but not limited to the provision of any gifts or entertainment/hospitality, will be scrutinised with particular care and must be approved in writing in advance by the Compliance Manager of the company.

Many countries have laws prohibiting the bribery of government or public officials in countries other than their own. The U.S. Foreign Corrupt Practices Act and the UK Bribery Act and Turkish Notification of Goods, Bribery and Anti Corruption Law are three examples of such laws. Therefore, it is important to remember that under certain circumstances a bribe, improper payment or provision of anything of value may create problems for you and for Zeymarine in more than one legal jurisdiction (including outside of the jurisdiction in which you work or where the conduct occurs). Accordingly, all interactions with government officials should be consistent with this Policy in order to avoid even any appearance of impropriety.

For the purposes of this Policy, a government or public official is:

- a) Any officer or employee of a government or any department, agency or instrumentality thereof (which includes a government-owned or government-controlled state enterprise) or of a public international organisation, such as the United Nations;
- b) Any person acting in an official capacity for or on behalf of a government or government entity or of a public international organisation, any political party or party official or any candidate for political office (including, for example, consultants who hold government positions, employees of companies owned or controlled by governments, civil servants, administrative and judicial officers, political candidates and members of the military; and
- c) Family members and close personal friends of any of the foregoing, even if they are not otherwise associated with a government or public office (hereinafter collectively referred to as "Government Official").

## **7. ACCOUNTING BOOKS AND RECORDS**

Compliance with the accounting and internal accounting control procedures of the Company is mandatory. The books and records of the Company shall at all times be maintained and recorded in compliance with local law. All accounting records, expenditures, expense reports, invoices, vouchers, gifts, business entertainment, and any other business expenses must be accurately and reliably reported and recorded. False or misleading entries or invoices are prohibited.

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All payments by or on behalf of the Company may only be made pursuant to existing approval authorities and other internal control requirements, and only based on appropriate supporting documentation and for the purposes specified in the documentation. Such purposes shall be recorded in accordance with applicable corporate procedures.

## **8. CHARITABLE DONATIONS**

Zeymarine only makes charitable donations that are legal and ethical under local laws and practices.

## **9. FACILITATION PAYMENTS & KICKBACKS**

In many jurisdictions, making Facilitation Payments is illegal. We do not make, and will not accept, Facilitation Payments or Kickbacks of any kind anywhere in the world. Where the facilitation payment is being extorted or you are being coerced to pay it and your safety or liberty is under threat or you feel you have no alternative but to pay for personal or family peace of mind, then pay the Facilitation Payment and report this to your line manager as soon as possible.

## **10. Employee Responsibilities In Support of This Policy**

### **10.1 Code of Practice**

Zeymarine has developed a Code of Practice that every director, officer and employee will receive training on to ensure a clear understanding of the key principals that apply throughout Zeymarine's business activities. It is the responsibility of every director, officer and employee of the Company to read and understand this code of practice, as it is also the responsibility of senior management to ensure proper training around those key principals.

### **10.2 Responsibility for Assuring Compliance with this Policy**

It is the responsibility of every director, officer and employee of the Company to assure compliance with this Policy. It is the responsibility of the Compliance Manager of the company to ensure that this Policy is made known to all employees, that appropriate training occurs with respect to this Policy, and that all questions or issues raised with respect to this policy and compliance with its requirements are fully addressed. Responsibility for the actual compliance with the requirements of this Policy rests with the management of the Company. All Company personnel with business management responsibility, from the Chief Executive Officer down to subordinate members of Company management, shall be responsible for assuring the compliance with the requirements of this Policy by Employees and Business Partners for whom they have supervisory responsibility. The Board of Directors periodically shall assess the way Company senior management is discharging such responsibility, and Company senior management



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periodically shall assess the way subordinate members of Company management similarly are discharging such responsibility.

### **10.3 Awareness**

To promote this Policy, Zeymarine requires that all directors, officers, senior managers, and other business unit heads, undergo periodic compliance training when and as determined by the Company. The Company will provide and make available appropriate educational and training programs and resources as well as through direct face-to-face training. It shall be the responsibility of Zeymarine Senior Personnel to identify those employees who should be considered for training and to ensure that such persons receive compliance training upon hiring and at appropriate intervals thereafter.

### **10.4 Competence**

All Senior Personnel will be required to complete and sign, on not less than an annual basis, a certification that he/she fully understands our Company Code of Practice, fully acknowledges his/her commitment to comply with same, confirms his/her compliance with the Code of Practice and included Policies and the accompanying User Manuals, and identifies any deviations from the Code of Conduct and Policies and user manuals on the parts of other Company employees or Business Partners. Further, to ensure that we continue to enjoy a reputation for integrity and fairness in conducting business, Zeymarine Senior Personnel shall make sure that this Code of Practice and Policies and the accompanying User Manuals are clearly understood by third parties acting on behalf of Zeymarine, including Business Partners. In addition, all employees will be required to sign a declaration to confirm that they have received, read, understand and will comply with Zeymarine's Code of Practice. Each declaration shall form a part of the personnel file of each employee.

### **10.5 Red Flag Reporting Obligation**

Senior Personnel must make an immediate report of any suspected or actual violations (whether or not based on personal knowledge) of applicable law or regulations or of this Policy and the accompanying User Manuals. Reports should be made to the Compliance Manager of the company, either directly or by making use of our Compliance Email Inbox. Once the person has made a report, there is still a continuing obligation to update the report as new information comes into his/her possession.

### **10.6 No Reprisal**

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Under no circumstances shall the reporting of any such information or possible impropriety made in good faith serve as a basis for any retaliatory actions to be taken against any employee making the report.

Any questions regarding this Policy should be raised with the Compliance Manager of the company, or alternatively, directly to the Managing Director.

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## **11. USER MANUAL ABOUT GIFTS**

### **11.1 Gifts to Non-Government Officials**

A gift of nominal value provided as a courtesy, token of regard, or expression of gratitude, in accordance with the customs of the local country, may be appropriate in certain limited circumstances. However, an inappropriate gift can create an appearance of impropriety or worse. A gift may be anything of value and includes but is not limited to money, stored-value cards, gratuities, commissions, rebates, loans, loan guarantees, payment of debts, transportation, use of property, charitable donations, medical treatments, entertainment or other favours, or the provision of any other thing of value.

Accordingly, it is important that any gift be tasteful and appropriate for the occasion, modest in value and unequivocally customary. As a general rule, the gift should be for business, rather than personal use. The intent of the gift should always be to promote, foster, and/or expand the relationship of the Company with its customers. The giving of a gift to a customer with this intent would be reimbursable by the Company, provided that proper documentation, including receipts, as well as an explanation as to business purpose, are furnished. Gifts should be made only with the advance approval of an employee's supervisor.

Except in the limited circumstances described in these Guidelines, you must not directly or indirectly make, promise, approve, authorise or offer to give a gift or provide anything of value to anyone – or accept or solicit a gift from anyone – with whom Zeymarine conducts business or may potentially conduct business.

This prohibition shall apply in all circumstances except the following limited situations. Gifts that meet most/all of the following criteria generally will be permitted but still must

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be recorded properly in Zeymarine books and records and must comply with any other Zeymarine policy that regulates the level and type of permissible business gift/entertainment/hospitality expenses.

- a) The gift is not for a Government Official.
- b) The gift is unsolicited.
- c) The gift is of nominal value. Examples of inappropriate gifts include luxury goods,
- d) The gift does not violate any laws or any internal rules or policies applicable to the recipient.
- e) No more than two such gifts per person per year are permitted to any one recipient.
- f) The gift is not intended to influence any person regarding any matter or transaction involving Zeymarine.
- g) The gift is given seasonally (for example, during celebrations of the Indian Diwali holiday) or on a special occasion (for example, promotion, retirement, marriage, new-born), where failure to give/accept the gift could be perceived as impolite.
- h) Generally the gift should either be a consumable product (like fruit or chocolate) customarily given on a particular occasion, or a mass-produced product bearing the Zeymarine Agencies logo.
- i) Gifts of cash or cash-equivalents (for example, gift certificates, coupons, securities, disbursement vouchers, club membership or other items that can be readily exchanged for cash) are never permitted.

**SHIP AGENCIES & SERVICES CO INC**

Before giving any gift, you must decide that, in your considered judgment:

- a) Both you and Zeymarine would be comfortable seeing the gift reported publicly in the press; and
- b) You would be comfortable justifying this gift to Zeymarine management.

Before making any gift that does not comply with all of the aforementioned criteria, written approval is required from the Compliance Officer in country or to the Compliance Manager.

**11.2 Gifts to Government or Public Officials Are Strongly Discouraged**

Gifts of any kind to a Government Official generally are not permitted. Regardless of their value, gifts to a Government Official always require advance approval in writing by the Compliance Manager. Approval requests will be considered with respect to the criteria set forth below:

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- a) The gift is not cash or a cash-equivalent;
- b) The Government Official has not received more than one other gift from Zeymarine in the preceding year;
- c) The gift is not provided immediately before or after the submission of a public tender or proposal, or while regulatory approvals or decisions are pending, when the recipient or his/her agency might have a role or influence in the evaluation, selection or administration of a tender, contract, or other approval or decision involving or affecting the company's business interests;
- d) The gift complies with all applicable law and all aspects of this Policy; and
- e) The gift is one of the following:
  1. given seasonally or on a special occasion;
  2. a consumable product; or
  3. a mass-produced product bearing a Zeymarine logo.

Never give or accept a gift when to do so is:

1. Prohibited under local law, including the rules and regulations applicable to the government or public official in his/her capacity as such; or
2. Could be viewed as something that was done for the purpose of influencing a business decision.

All gifts that you receive in the course of Zeymarine's business dealings must be reported to your supervisor. All gifts received from a Government Official also must be reported to the Compliance Manager.

## **12. USER MANUAL ABOUT BUSINESS ENTERTAINMENT AND HOSPITALITY**

Reasonable business entertainment can play an important role in strengthening relationships and promoting the Company's services. Nevertheless, the provision of business entertainment, if abused, can create the appearance of impropriety, if not worse.

The principal guide in providing business entertainment is a rule of reasonableness. The Company should be cautious and conservative, and ensure that such expenditures conform to generally accepted local custom, and are permitted under local law and the customer's organisational guidelines. You must not provide or accept business entertainment/hospitality that is excessive in nature or frequency, prohibited under local law, or otherwise inappropriate to any person.



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## **12.1 Business Entertainment or Hospitality Not Involving Government or Public Officials**

In providing business entertainment to employees of current or prospective commercial customers, the following guidelines must be followed:

- a) The contemplated entertainment must be unequivocally ordinary and reasonable.
- b) The business entertainment expenditures should be commensurate with local custom and practice.
- c) The business entertainment expenditures should avoid even the appearance of impropriety.
- d) The type and expense of entertainment should be permissible under customer guidelines.
- e) The expenditure should be properly recorded in the Company's books and records.

As with gift giving, determining the acceptability of a particular form and cost of business entertainment/hospitality requires the exercise of judgment. In making this judgment, it should be the case that:

- a) Both you and Zeymarine would be comfortable seeing details of the entertainment/hospitality reported publicly in the press; and
- b) You would be comfortable justifying this entertainment/hospitality to Zeymarine' senior management.

Business entertainment/hospitality expenses that do not comply with these Guidelines and other relevant Zeymarine policies are prohibited and will not be reimbursed.

## **12.2 Business Entertainment/Hospitality Involving Government or Public Officials**

Providing business entertainment or hospitality of any kind to a Government Official generally is not permitted. Any business entertainment or hospitality of any kind to be provided to a Government Official will be subject to particular scrutiny and always requires advance approval in writing by the Compliance Manager.

## **13. USER MANUAL FOR ENGAGING BUSINESS PARTNERS**

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Zeymarine's Anti Bribery / Corruption and Improper Payments Policy shall be communicated to all third-parties with whom Zeymarine has business dealings.

a) Sales and purchases

Zeymarine shall ensure that in contracting for the sale/purchase of goods or for the supply of services by/to Zeymarine that these transactions are conducted in an honest, fair and transparent manner. Zeymarine shall endeavour to contract with parties who have similar policies in place.

b) Contractors

All contractors shall be required to adhere to Zeymarine's Anti Bribery / Corruption and Improper Payments Policy and a copy shall be provided to them. Where appropriate contractors shall be required to participate in Zeymarine's induction programme and receive training. Contracts shall contain provisions requiring adherence to these policies and sanctions in the event of a breach of this policy including permission to immediately terminate the contract.

Zeymarine may be held liable for the actions of Business Partners, including Short-Term Business Partners and Long-Term Business Partners, acting on its behalf. Thus, a Zeymarine Business Partner – defined as anyone who acts on behalf of Zeymarine, including but not limited to a joint venture partner, agent, contractor, distributor or consultant – may not engage in activities that a Zeymarine **employee** may not do directly. To minimise the risk of potential liability stemming from the acts of others, it is important to follow these User Manuals when engaging Business Partners to act on behalf of Zeymarine

Zeymarine engages with Business Partners for varying periods of time. Business Partners include both "Short-Term Business Partners," with whom Zeymarine conducts business for a period less than one year, and "Long-Term Business Partners," with whom Zeymarine conducts business for a period of one year or more.

Before Retaining a Business Partner. No one may engage a Business Partner on behalf of Zeymarine without following these User Manuals. Before engaging a Business Partner to act on behalf of Zeymarine, you must:

- a) Determine that there is a legitimate business-related reason for engaging the Business Partner's services;
- b) Conduct appropriate due diligence to ensure that the any Business Partner is reputable (e.g., obtain independent business references);

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- c) Inquire whether the proposed Business Partner is related to, closely associated with, or was recommended to Zeymarine by a government or party official;
- d) Confirm that the Business Partner is qualified to perform the desired service and has sufficient capacity to do so;
- e) Ensure that the Business Partner's proposed compensation is based on prevailing industry standards and is commensurate with his/her experience and the services to be rendered; and
- f) Ensure that payments to the Business Partner are made into a business bank account in the Business Partner's name, in either the country where the service will take place or where the Business Partner is located, in accordance with appropriate Zeymarine' policies.

Before Engaging a Long-Term Business Partner, in addition to the due diligence described above (which is required for all Business Partners), Zeymarine requires the following additional diligence to be performed:

- a) Senior Personnel shall complete the Suggestion for Assignment of Third Party Form for a Long-Term Business Partner (Form numarası yazılacak);
- b) Generally, an in-person interview is required and, depending on the circumstances, a visit to the Long-Term Business Partner's premises may be needed; and
- c) For any Long-Term Business Partner, obtain from the candidate third party a completed Supplier Evaluation Form (Form adı yazılacak).

Senior Personnel are responsible for ensuring that these User Manuals are followed and for selecting and retaining Business Partners in keeping with the Policy and these User Manuals.

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If a potential Business Partner is in any way connected to, or recommended by, a Government Official, the engagement of such Business Partner must be reviewed and approved in advance in writing by the Compliance Manager.

When Retaining a Business Partner. When engaging a Business Partner to act on behalf of Zeymarine, you must require the Business Partner to:

- a) Provide the necessary information to conduct adequate due diligence regarding anti-corruption compliance;
- b) Have or to establish a legally-organised bank account, in the name of the company, in the country in which the business operates or in which the services in question will be performed.
  1. Unless otherwise approved in writing, all payments to the Business Partner must be made into this bank account.
  2. Unusual payments (for example, cash payments, payments made to bank accounts in other countries or of other parties, unusually high payments, or last-minute requests to increase payments) may not be made without prior written approval from the Compliance Manager.

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- c) Certify to adhere to the Zeymarine Policy Prohibiting Bribery, Corruption and Improper Payments (Form adı yazılacak) (both the Business Partner's Certification and the Policy should be included in the contract); and
- d) Agree that they may be terminated for non-compliance and may be audited by Zeymarine at times of Zeymarine' choosing.

All contracts with a Business Partner should contain language requiring compliance with applicable laws, and incorporate anti-bribery compliance provisions. (Form adı yazılacak)

After Retaining a Business Partner. After engaging a Business Partner to act on behalf of Zeymarine, it shall be the responsibility of a designated Company employee to actively supervise and monitor the Business Partner's actions and activities on behalf of Zeymarine.

Complete and accurate documentation concerning the steps taken to comply with these User Manuals must be prepared by the designated employee, shared with the Compliance Officer in country or to the Group Compliance Officer, and maintained in accordance with the Company's record keeping procedures.

**13. MONITORING AND AUDIT**

It is the responsibility of each BU Manger, in conjunction with the BU Director, to monitor that their department is adhering to this policy.

The BU Director, shall devise any internal control procedures deemed necessary which shall be implemented by the CEO. These may include, but are not limited to supply chain monitoring.

The CEO shall also update the policies and procedures to reflect changes in Zeymarine's business or environment and conduct analysis of incidents and violations of the policies. If appropriate, the CEO shall obtain external verification (testing the effectiveness of the measures in place and assurance of the adequacy of the design and implementation of the Policies).

**14. REVIEW**

Reports on the results of regular monitoring summarising the findings of internal audits, identified deficiencies, initiated actions and recommendations should be submitted to the CEO, who shall decide whether such actions are appropriate to deal with the risks and to improve the effectiveness of the Anti Bribery / Corruption and Improper Payments Policy and consider as to whether external verification would be appropriate. This should form the basis of regular reports to the board of directors highlighting deficiencies and serious matters.

Code

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Ultimate responsibility for overseeing the implementation and review of the Anti Bribery / Corruption and Improper Payments Policy lies with the board of shareholders. The board shall receive regular reports on the implementation of the programme, the findings of the review process and of any incidents or allegations of bribery and actions taken to correct deficiencies. The board may consider, if appropriate, disclosing the findings and recommendations of a report on the adequacy of the Anti Bribery / Corruption and Improper Payments Policy in the organisation's Annual Report to shareholders.

If Zeymarine becomes aware of an allegation or incident of bribery, then legal advice shall be sought.



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