

POLICY Anti Bribery



Document File Name

LEG-001 Anti Bribery Policy V1 7 220105



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January 2022 V1 7 220105

Subject to change. This policy should be reviewed annually but may be amended or replaced at any time.



Owner

Department: Legal

Position: General Counsel



Applies to

Unless otherwise indicated, this policy applies to all staff, officers, directors, consultants, contractors, part or fixed-term employees, casual and agency staff and volunteers (collectively referred to as “staff” in this document. They do not form part of the terms of your contract.



Jurisdictional Coverage

All

Mandatory

Breaches of this policy may result in disciplinary action, up to and including dismissal.

Anti Bribery Policy

Genel Energy plc. (“Genel”) is committed to conducting business in compliance with all applicable laws and regulations and in accordance with the highest ethical standards.

In recognition of the foregoing commitment, Genel has adopted a zero tolerance for bribery in both the public and private sectors. We would rather lose a particular piece of business than engage in illegal or unethical conduct.

This Anti Bribery Policy (“AB Policy”) applies to all Genel subsidiaries as well as all joint ventures in which Genel or any of Genel’s affiliated companies have a majority interest or control. Where Genel has a minority interest or does not have control of another entity in which it retains an interest, Genel will make good faith efforts to convince the Board or management of the entity to implement an anti bribery policy consistent with this AB Policy.

This AB Policy also applies to all Genel directors, officers, employees, contract employees, and agents (“associates”). Every associate is personally responsible for understanding and complying with the laws prohibiting bribery to which Genel and its associates are subject as well as this AB Policy and the Genel Energy Anti Bribery Procedures that will implement this AB Policy which include the Banking, Payments and Accounting Procedure.

Severe civil and criminal penalties can be imposed on Genel as well as any associate involved in violating any of the anti bribery laws to which Genel and its associates are subject. The penalties include fines and, so far as associates are concerned, lengthy jail terms.

In addition, violation of the applicable anti bribery laws or this AB Policy can lead to disciplinary action by Genel, up to and including termination of employment.

Further information about the laws prohibiting bribery that apply to our business can be obtained from the legal department. Associates should consult with the legal department in the event they have any questions about what is required by the applicable laws, this AB Policy, or the Anti Bribery Procedures that Genel has adopted to implement this AB Policy.

Bribery Prohibitions

Associates must not – directly or indirectly – offer, promise or give anything of value to anyone in the public or private sector with the intention to:

1. influence someone to obtain or retain business or an advantage in violation of applicable law; or
2. cause or reward improper performance of official, business, or professional obligations.

Further, associates must not – directly or indirectly – request, agree to receive or accept anything of value as an incentive or reward for acting improperly, in violation of their duty of loyalty to Genel.

Facilitation Payments

Public officials sometimes request payments, often small in value, or other gratuities to expedite or speed up government actions (such as issuing licenses and permits, clearing items through customs or obtaining a visa) to which we or an associate are legally entitled. These payments are commonly referred to as “facilitation payments.”

Facilitation payments are a form of bribery. They therefore must not be offered, promised, paid or authorised by anyone on behalf of Genel.

If you receive a request for a facilitation payment, you must notify the Legal Department as soon as possible. That will enable Genel to take appropriate action to prevent future facilitation payment requests.

Anti Bribery Policy

Health and Safety Payments

Paying a public official to counter a credible threat of physical harm to or unlawful detention of a person is not a bribe. Such payments are not prohibited by the applicable laws or this AB Policy so long as the associate believes in good faith that the threat is imminent, serious and credible. A minor delay or minor personal inconvenience does not justify the payment of a bribe.

As soon as possible after a health and safety payment is demanded or made, an accurate written record must be made of the reason for the payment, if a payment actually is made; the person demanding the payment; the amount demanded and paid; the date and place of the demand/payment; and any other relevant facts. This record should be forwarded promptly to the legal department. That will enable Genel to take appropriate actions to prevent recurrence.

Business Courtesies

While business courtesies (which include gifts, meals, entertainment, transportation, lodging or per diems) that promote cordial relations or demonstrate products or services can be legitimate, some business courtesies can constitute bribes in certain circumstances. Therefore, before offering or accepting any business courtesy, you must consider carefully whether the business courtesy is appropriate and follow the requirements below:

- The business courtesy must be permissible under all applicable laws or regulations, including any internal rules or policies of the recipient's organisation or agency (that is, we must be allowed to provide and the recipient must be allowed to accept what is being offered);
- The business courtesy must be offered, given or received for a legitimate business purpose;
- The business courtesy must not be too frequent when combined with all other business courtesies provided to a particular recipient or accepted by you over the course of twelve months;
- The business courtesy must be given or received openly (*i.e.*, not hidden from the superiors of the recipient or from others);
- The business courtesy must not be lavish or extravagant;
- Cash or cash equivalent gifts are never permissible; and
- Certain proposed business courtesies must be approved in writing before they are offered or accepted as specified in the Anti Bribery Procedures.

Business Partners

It is sometimes appropriate to engage individuals or entities to act for us on certain matters. Business partners include joint venture partners, agents, brokers, representatives, consultants, contractors, distributors, lobbyists and other service providers that interact with others on behalf of Genel. We need to ensure that business partners adhere to the same ethical and legal standards as Associates whenever they are acting on our behalf. Accordingly, the following requirements must be satisfied:

- In accordance with the Anti Bribery Procedures appropriate due diligence must be carried out before (i) any new business partner is engaged and (ii) before any services are performed and (iii) before any payments are made.
- The activities of business partners must be monitored in an appropriate manner, taking into account the services or activities that the business partner is providing and the bribery risk profile of the pertinent country or countries.
- Business partners must be engaged for legitimate business purposes and on commercially reasonable terms
The legal department must approve all business partners and a written contract containing anti bribery provisions approved by the Legal Department must be signed.

Donations and Community Investments

Genel recognises that making donations (which include education benefits such as scholarships) and investing in the communities in which we operate are an important part of our corporate responsibility. Such donations and investments also help us create and maintain links with local communities, which benefits Genel as well as the communities themselves. Accordingly, Genel is committed to making donations and investing in worthwhile community projects.

At the same time, Genel must ensure that all of its donations and community investments are appropriate. Therefore, the following is required:

- Donations and community investments must be approved in advance, in writing, by the Legal Department in accordance with the Anti Bribery Procedures.
- Donations and community investments must never be made in cash.
- Donations and community investments should be made only to organisations that can be relied upon to use the donation or community investment in the manner intended by Genel.
- Donations and political contributions to public officials – including political parties, political party officials and candidates for public office – are prohibited.
- A donation or community investment should not be made if a public official is likely to benefit disproportionately from the donation or community investment.
- Appropriate documentation evidencing the donation or community investment is required.
- Donations and community investments must be described accurately and in reasonable detail in the books and records of the Genel entity making the donation or community investment.

Recruitment

No public official, close relative of a public official or business associate of a public official may be hired or retained without the advance approval, in writing, of the legal department.

For the purposes of this AB Policy, public officials include anyone employed by or acting on behalf of, whether on a full or part time basis, a national, regional or local government; government owned or controlled company or other entity; employees or agents of public international organisations (such as the United Nations, European Union, World Bank and other international development organisations); political parties, political party officials and candidates for public office; and anyone else acting in an official capacity for or on behalf of a government agency or entity, including persons holding a legislative, administrative or judicial post and members of the military and police.

Corporate Transactions

Proposed corporate transactions, including joint ventures, investments and asset acquisitions, must be referred to and reviewed for anti bribery purposes by the legal department as soon as possible but in any event before the transaction is completed.

Books and Records

All payments by and transactions involving Genel must be recorded accurately and in reasonable detail in the Genel books and records. Adequate financial controls also must be implemented to ensure that no disposition of Genel funds or other assets can be made except in accordance with management instructions.

Anti Bribery Policy

Records Retention

To document compliance with the applicable anti bribery laws and this AB Policy, appropriate bribery-related compliance records must be made and retained.

Reporting Violations and Disciplinary Action

Failing to comply with the laws prohibiting public and private sector bribery, this AB Policy and related policies and procedures may result in disciplinary action that can include termination of employment by Genel. All reports of possible non-compliance will be taken seriously and appropriate remedial action will be taken as needed.

Any associate who learns of possible bribery involving Genel must report his or her concerns immediately, preferably in writing, to his or her immediate supervisor, the legal department or through the employee "hotline" that Genel has established. Failure to make a timely report may itself be grounds for disciplinary action, up to and including termination of employment by Genel.

No retaliation will be permitted against any associate who reports in good faith a possible bribery problem involving Genel.

Training

Training on the applicable anti bribery laws, this AB Policy and the related policies and procedures will be provided as part of each new associate's induction and thereafter in accordance with the training programme devised by the legal department. The method of training will depend on the position and location of the Associate. Appropriate anti bribery training may also be provided to high risk business partners as determined by the Legal Department.

Monitoring and Audit

The Legal and Finance departments should monitor implementation of the anti bribery requirements imposed by applicable laws, this AB Policy and the related policies and procedures. The Legal Department working with the businesses should conduct risk assessments. The Risk Management Procedure contains anti bribery components that are assessed annually. Anti bribery risk assessments will be undertaken periodically when risk levels may change such as with new country entry, completed corporate transactions, or new exploration programs.

Where To Go For Help

If you have any questions about the applicable anti bribery laws, this AB Policy and/or the related policies and procedures, you should confer with your manager or the legal department.

Legal Department and Designated Resources

Where reference is made in this anti bribery policy to the legal department, this will include a member of the legal department or an external legal counsel as designated by the general counsel.

ATTACHMENT TO ANTI BRIBERY POLICY

Anti Bribery Policy

Anti Bribery Training

Anti Bribery Policy Requirements: Training on the applicable anti bribery laws, this AB Policy and the related policies and procedures will be provided as part of each new employee's induction as well as periodically thereafter.

Method of Training

There are two methods of anti bribery training – on-line and in-person. All new employees and contract employees will receive on-line training as part of their induction. Human resources will provide the names and positions of all new starters and employees changing roles to the legal department.

Thereafter, the legal department will identify those that require in-person training based on the criteria below. The legal department will contact the identified personnel with details of the scheduled in-person training session with a copy to the relevant Manager.

In-person training sessions will focus on different subject areas depending upon the audience. Focus areas include business partners, business courtesies, community development, and books and records and internal controls.

Criteria for In-Person Training:

1. Business Leadership (ExCo members, Heads, Managers)
2. Business Development
3. Government Relations
4. Community Development
5. Finance and Accounting
6. Procurement

Frequency

- a. On-line – Every year for all employees
- b. In-Person – Every 2 Years for certain employees identified by the Legal Department

Type of Employee	Method of Training	Timing of Training
New Starters	On-line	Within 30 days of hiring
Positions satisfying AB Criteria	In Person	Within first year of entering role and every 2 years thereafter
All employees	On-line	Every Year

Business Partners

Business partners identified as “higher risk” by the legal department may receive appropriate training. Criteria for the determination of “higher risk” include: 1) frequent interaction with Public Officials; 2) prior bribery allegations or settlements; 3) lack of anti bribery policy and procedures; and 4) affiliation with public officials including recommendations from a public official.

The legal department will determine the method of training and coordinate with the relevant business owner in order to schedule the training, if applicable. Depending on the number and kind of higher risk criteria, the legal department may designate in-person, on-line, or provision of training materials.

Criminal Tax Evasion and Facilitation

Evading taxes and deliberately and dishonestly assisting someone else to evade taxes is an offence in most countries with potentially significant fines and/or imprisonment being imposed on the tax evader and/or the facilitator. In some countries, companies, including Genel Energy, also face criminal exposure where tax evasion is facilitated by persons working for and on behalf of them (“Associated Persons”) anywhere in the world. Genel Energy is committed to ensuring that tax evasion and the facilitation of tax evasion offences are not being committed during the conduct of Genel Energy business by its staff or third parties in any part of its business and therefore each of us, as an Associated Person, is expected to have the same commitment wherever we are working for and on behalf of Genel Energy. Failure to comply could make Genel Energy criminally liable for the failure to prevent the deliberate and dishonest facilitation of tax evasion and can have severe consequences for Genel Energy and for those with whom we do business. Should any staff member have a suspicion or concern with regard to tax evasion or facilitation of tax evasion at any time they must report that suspicion or concern to their line manager and the Legal Department. Alternatively, any staff member can call our Speak Up number on a confidential basis (see table below).

Genel Energy Speak Up
UK : 0800 041 8176
Turkey : 0800 621 2397
Kurdistan : 00 964 751 799 3594
Webpage for online reporting : Genel Energy Speak Up (deloitte-halo.com)

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Versions of the document			
Version No.	Effective Date	Author	Comments/Modifications
1.5	9 October 2019	Katie Irving	Insertion of updated Speak Up/Whistleblowing contact numbers
1.6	30 October 2020	Katie Irving	Updated whistleblowing contact details
1.7	5 January 2022	Katie Irving	Updated whistleblowing contact details