

## PROCEDURE Anti Bribery



### Document File Name

LEG-002 Anti Bribery Procedure V2.4 200224



### Date Approved by Owner/Revisions made

24 February 2020 V2.4

Subject to change. This procedure 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 procedure 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 procedure may result in disciplinary action, up to and including dismissal.

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Any documentation relating to any approvals under these procedures must be provided to the legal department - [katie.irving@genelenergy.com](mailto:katie.irving@genelenergy.com) or [monia.joshi@genelenergy.com](mailto:monia.joshi@genelenergy.com)

The following procedures are designed to ensure compliance with Genel's Anti Bribery Policy.

Legal may pre-approve types, categories, amounts and frequency of business courtesies ("block approvals") to facilitate business. Please contact Legal in advance to obtain any such block approvals to allow appropriate time for review.

## Anti Bribery Procedure

### Business Courtesies

In all circumstances business courtesies should be:

- 1) Permissible under all applicable laws and regulations
- 2) Infrequent when combined with all other business courtesies provided to a particular recipient or accepted by you over the course of 12 months (**consult with the Legal Department if more than 6 business courtesies have been provided to the same proposed recipient in the prior 12 months**)
- 3) Given or received openly
- 4) Not lavish or extravagant
- 5) Not in the form of cash or a cash equivalent (e.g. gift certificates)
- 6) Related directly to a legitimate business purpose

The following internal approvals are required in writing for the giving and receiving of business courtesies where the value per person or frequency exceeds the thresholds outlined below:

	Value	Approvals
<b>GIVING</b>		
Gifts	Over US\$75 (Maximum value US \$200)*	- One up Manager
Meals/Entertainment	Over US\$150	- One up Manager
Accommodation * (per night)	Over US\$250	- One up Manager - Legal
Travel Expenses **	Any value	- One up Manager - Legal
Per Diems***	Any value	- One up Manager - External Legal Counsel - Legal
Six or more Business Courtesies have been provided to the proposed recipient in the prior 12 months	Over US\$75	- One up Manager - Legal
<b>RECEIVING</b>		
Gifts	Over US\$50	- One up Manager
Anything else	Over US\$200	- One up Manager

A template approval form can be obtained from the Legal Department.

If the actual spend exceeds the approved value by 10%, notify the Legal Department.

\*Any exception to this maximum limit must be pre-approved in writing by the General Counsel

\*\* Reimbursement of accommodation and travel expenses for a private sector service provider is not subject to these approvals, providing the reimbursement is expressly provided for in the relevant contract

\*\*\* Per Diems request is to be reviewed by External Legal Counsel before Legal approval

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### Community Investments, Donations, Sponsorships and Scholarships

The following internal approvals are required for the giving of the following items of value:

	Value	Approvals
Community Investments	Any value	One up Manager Legal
Donations	Over US\$100	One up Manager Legal
Sponsorships	Over US\$1,000	One up Manager Legal
Scholarships	Any value	One up Manager Legal

\* Any political donation must be approved by the Board of Directors of Genel Energy plc.

A Community Investment, Donations, Sponsorship and Scholarship Request Form is located on the Portal and must be submitted first to your One Up Manager and then to Legal for approval.

Any documentation evidencing the donation or community investment should be provided to the Legal Department.

The Legal Department will maintain a register of all Community Investments, Donations, Sponsorships, and Scholarships.

### Business Partners

A "Business Partner" is any joint venture partner or any individual or entity that acts for Genel and interacts with others. Examples would include agents, brokers, representatives, consultants, contractors, distributors, lobbyists, and any other service provider that interacts with others on behalf of Genel.

As the legal liability for bribes paid by a Business Partner will fall on Genel (as the entity for whose benefit the Business Partner was engaged) legal approval is required before any Business Partner performs services for Genel. The purpose of this approval is to ensure adequate (and risk based) due diligence has been carried out on the Business Partner and to ensure that contracts with Business Partners contain appropriate anti bribery provisions that are satisfactory given the potential risk profile of the engagement.

Before engaging a vendor, consult with the Legal Department. If the proposed vendor will be a Business Partner as determined by the Legal Department, you will submit a Request Form that is located on the Portal. In addition, you will request that the proposed Business Partner complete a questionnaire that is also located on the Portal. This information will enable Genel to evaluate the risks associated with using that Business Partner and additional research may be conducted by the Legal Department.

Genel's expectations for compliance on each Business Partner are attached at Appendix A and should be provided to each Business Partner. A certification to be signed by a higher risk Business Partner as determined by the Legal Department is attached at Appendix B.

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Vendors who provide goods only are not Business Partners for these purposes.

	Value	Approvals
Business Partners	Any value	<ul style="list-style-type: none"> <li>- Legal</li> <li>- One up Manager where engagement of a Business Partner could lead to reputational concerns / adverse exposure as determined by the Legal Department</li> </ul>
Payments in cash to Business Partners	Any value	<ul style="list-style-type: none"> <li>- Legal</li> <li>- CFO</li> </ul>

## APPENDIX A: CODE OF CONDUCT FOR BUSINESS PARTNERS

Genel (the “Company”) requires that all of its business operations observe certain basic standards of conduct. Also, the Company must ensure that its business partners will comply with the requirements of certain laws, including those of Turkey and the United Kingdom that impose on the Company standards of conduct for its business throughout the world.

The following standards of conduct and legal requirements shall be observed by party(ies) providing services to, or interacting with, others on behalf of the Company (“Business Partners”):

1. The Company, customers, employees, suppliers, and other persons, organisations, and governments will be dealt with in a fair manner with honesty and integrity, observing high standards of personal and business ethics.
2. Business books and records will be maintained in a proper, responsible, and honest manner. All payments, in cash or in kind, on behalf of Company will be properly recorded.
3. Business Partners will comply with all applicable laws regarding bribery and corruption. These laws prohibit directly or indirectly offering, promising or giving 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.

The laws also prohibit receiving or accepting anything of value as an incentive or reward for improperly performing official, business or professional obligations.

4. Business Partners will comply with applicable competition laws.
5. Business Partners will comply with applicable sanctions and export controls laws.
6. Confidential or proprietary information will not be disclosed at any time to persons outside the Business Partner without proper authorisation.

**APPENDIX B: BUSINESS PARTNERS COMPLIANCE CERTIFICATION**

I, \_\_\_\_\_ [name and title], a duly authorised representative of \_\_\_\_\_ (“Business Partner”), confirm and certify that Business Partner and its directors, officers, employees, agents and representatives are aware of and understand Genel’s Code of Conduct and Anti Bribery Policy and that Business Partner and its directors, officers, employees, agents and representatives will act in accordance with the principles of Genel’s Code of Conduct and Anti Bribery Policy in connection with any and all contracts, services or business activities involving or carried out on behalf of Genel.

Business Partner also represents and warrants that neither Business Partner nor its directors, officers, employees, agents and representatives will violate or cause Genel to violate any applicable laws or regulations, including the U.K. Bribery Act 2010 and any other applicable anti-corruption laws, in connection with any contracts, services or business activities involving or carried out on behalf of Genel.

Business Partner agrees and undertakes to comply with all anti bribery, anti-money laundering and similar anti-corruption laws which are applicable to Business Partner and/or Genel, including such anti-corruption laws of the U.K., Turkey and the country or region in which operations or business activities are carried out. In addition, Business Partner confirms that in connection with any contracts with and/or the performance of services for Genel, Business Partner and its directors, officers, employees, agents and representatives have not and will not authorise, offer, promise or give anything of value to anyone in the public or private sector with the intention to (i) influence someone to obtain or retain business or an advantage in violation of applicable law or (ii) cause or reward improper performance of official, business or professional obligations. Business Partner also agrees and undertakes that in connection with any contracts with and/or the performance of services for Genel, neither Business Partner nor any of its directors, officers, employees, agents or representatives will request, agree to receive or accept any payment, gift or other advantage or thing of value which is contrary to or inconsistent with any of the aforesaid anti-corruption laws.

Business Partner understands that Genel prohibits the payment of facilitation payments and we will not make any facilitation payments in connection with any contracts with and/or the performance of services for Genel.

If Business Partner or any of its directors, officers, employees, agents or representatives acquire or have information or documents regarding any improper or corrupt offers, promises or payments, or any other violation of the aforesaid anti-corruption laws or of Genel’s Code of Conduct or Anti Bribery Policy that in any way involves any contracts with and/or the performance of services for Genel, we will immediately advise Genel’s Legal Department of our knowledge or suspicion and we will cooperate fully with any legal review or investigation that Genel deems appropriate in the circumstances.

[Business Partner]

By: \_\_\_\_\_

Title: \_\_\_\_\_

Signature/Stamp \_\_\_\_\_

Date: \_\_\_\_\_

Company: \_\_\_\_\_

## Anti Bribery Procedure

Versions of the document			
Version No.	Effective Date	Author	Comments/Modifications
v.2 4	15.11.2019	Katie Irving	Updated to include Monia Joshi email address
	07.02.2020	Monia Joshi	Updated Per Diem approval procedure