

Policy No:	Policy Name: Anti-Corruption and Anti-Bribery Policy
Objective	<ol style="list-style-type: none"> <li>1. The Anti-Corruption and Anti-Bribery Policy ("<b>Policy</b>") aims to clearly demonstrate the zero-tolerance attitude of D-MARKET ELEKTRONİK HİZMETLER VE TİCARET A.Ş. ("<b>Hepsiburada</b>" or the "<b>Company</b>") and its subsidiaries (together as the "<b>Group</b>") towards bribery and corruption.</li> <li>2. The policy contains ethical principles that constitute the core of the contracts to be concluded with suppliers.</li> </ol>
Scope Responsibility	<ol style="list-style-type: none"> <li>3. The policy applies to all areas of the Group's business.</li> <li>4. Group employees, directors, parties acting on behalf of the Group, supplying goods or services shall act in accordance with the Policy.</li> <li>5. All business processes and related procedures are prepared, implemented and audited in accordance with the Policy.</li> <li>6. All internal and external stakeholders should bear in mind that the Group may be held legally liable and/or face reputational risk if they engage in illegal or unethical behavior.</li> <li>7. In the selection of the parties with whom a business relationship will be established, the compliance of the relevant persons with the rules in this Policy is taken into consideration. No business relationship is established with persons who are found to be problematic in relation to corruption and bribery. In order to determine this, the Ethics and Compliance Officer carries out the necessary investigations and examinations in coordination with other units.</li> <li>8. The Code of Conduct of the Group, all policies and procedures should be taken into consideration when determining the parties with whom a business relationship will be established, and it should be ensured that these parties act in accordance with the whole set of rules. In cases where the party with whom a business relationship will be established does not have an anti-corruption and anti-bribery policy equivalent to the protection provided by this Policy, necessary steps should be taken to include anti-corruption provisions in the contracts to be concluded with this party.</li> <li>9. All managers are responsible for ensuring that the principles and fundamentals of the Policy become the way of doing business of the units they direct and that the necessary steps are taken immediately and decisively in case of non-compliance.</li> </ol>
Definitions	<ol style="list-style-type: none"> <li>10. Corruption and Bribery <ol style="list-style-type: none"> <li>10.1 Corruption is the solicitation, offering, giving or accepting, directly or indirectly, of bribes or any other unlawful benefit that leads to deviations from the lawful performance of the duties or required behavior of the person who directly or indirectly obtains a bribe or other unlawful benefit.</li> <li>10.2 An official bribe is money or other benefits that a person intentionally provides, directly or through intermediaries, to a public official of any country, or to members of that official's family or relatives, in order to obtain or retain</li> </ol> </li> </ol>

	<p>business or an unfair advantage, and to induce the public official to perform or not to perform his or her duties.</p> <p>10.3 Commercial bribery is money or other benefits obtained by an employee, directly or through intermediaries, without the knowledge or authorization of the employer, for the purpose of obtaining or retaining a business or an unfair advantage, or for the performance or non-performance of his or her duties. In this type of bribery, rather than the action of a public official as in official bribery, a benefit is provided to a company employee in order to influence a business decision.</p> <p>10.4 A direct or indirect donation or offer of anything of value for the purpose of gaining an advantage or influencing a decision regarding the Group would be bribe.</p> <p>10.5 For corruption to occur, the value subject to bribery does not need to be transferred; the offer or implication of a bribe is sufficient for a breach of compliance.</p> <p>11. Anything of value (including but not limited to)</p> <ul style="list-style-type: none"> <li>- Everything that is given or received with the aim of gaining benefit</li> <li>- Cash or equivalent credit, gifts or rewards</li> <li>- Making or promising job offers</li> <li>- Unfair price reduction</li> <li>- Accommodation/hospitality</li> <li>- Use of a vehicle or provision of housing</li> <li>- Tickets or discounts for events</li> </ul> <p>12. Facilitating Payments</p> <p>12.1 Most international anti-corruption conventions and the laws of many countries recognize and prohibit facilitation payments as a form of bribery.</p> <p>12.2 A facilitation payment is an unofficial and improper payment made by any person to a low-ranked public official to secure or expedite the performance of a routine or necessary action to which that person is legally entitled.</p> <p>13. Public Official is broadly defined to include a variety of individuals, including but not limited to</p> <p>13.1 Any public employee, regardless of their ranks</p> <ul style="list-style-type: none"> <li>- A person who involves in carrying out a public activity by appointment or election or in any other way, permanently, for a specific period or temporarily,</li> <li>- A person involved in any publicly owned/controlled company or commercial organization,</li> <li>- A person working in international or supranational public organizations established under an international treaty.</li> <li>- Judge, arbitrator, jury member or other person working in national, international or supranational courts or arbitral tribunals</li> <li>- Member of a national, international or supranational parliament</li> </ul> <p>13.2 A political candidate, party employee or official</p>
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	<p>13.3 A private person, acting on behalf of or under the authority of a state or public international organization (such as an official adviser to the state)</p> <p>14. Hospitality</p> <p>14.1 In cases where at least one of the Group employees is hosted or is in the position of host, hospitality includes food and beverage, cultural or sportive activities.</p> <p>14.2 If there is no hospitality with any employee participation, this is considered a gift and is subject to the gift rules.</p> <p>15. Gift</p> <p>15.1 Products or benefits, including all kinds of goods, money, jewelry, etc., given and/or received for commercial courtesy or appreciation purposes, generally between persons, units or departments within the business relationship, which do not require a material or immaterial return.</p> <p>16. Conflict of Interest</p> <p>16.1 It covers any economic and/or personal interest that is to the detriment of the Group or that may arise under changing circumstances in the employee's decision-making or in the performance of his/her duties.</p> <p>16.2 In some cases, an employee's actions that adversely affect the employer may not be for his or her own benefit, but for the benefit of a relative or a third party.</p> <p>17. Donation</p> <p>17.1 It is the gratuitous assignment of a property to the other party. It can be made in kind or in cash.</p>
Policy	<p>18. The basic principles set out in this policy are in accordance with all local legislation to which the Group is subject, the Foreign Corrupt Practices Act (FCPA) and the OECD Anti-Bribery Convention.</p> <p>19. No bribe or object of material or immaterial value (anything of value) may be given, offered, proposed, offered or implied, directly or indirectly, to any officer or employee, or to any institution or private person, by any act or decision, in order to obtain or retain any business, to avoid financial/criminal liability or to gain an advantage for the Group. In this context, the Group has adopted a zero-tolerance attitude towards corruption and bribery.</p> <p>20. All forms of bribery are prohibited. The corrupt offer, promise, receipt or giving of anything of value, not just cash, is considered a bribe.</p> <p>21. Bribery can take many forms, including but not limited to the following.</p> <ul style="list-style-type: none"> <li>- Cash Received from Cash Deposit Box</li> <li>- Facilitating Payments</li> <li>- Gifts, Travel and Accommodation</li> <li>- Charity and Political Donations</li> <li>- Fraudulent Tender</li> <li>- Illegal payments made through intermediaries and third parties</li> </ul>

	<ul style="list-style-type: none"> <li>- Undeserved Extra Commissions</li> <li>- Incentives</li> <li>- Consultancy Fees</li> <li>- Unfair Discounts and Exemptions</li> <li>- In Kind Aids and Services</li> <li>- Hiring Relatives, Providing Benefits to Family Members</li> <li>- Sales and Marketing Expenses</li> <li>- After Sales Service Fees</li> <li>- Payments Related to Logistics Activities</li> <li>- Derecognition of Assets</li> <li>- Supplier Payments</li> <li>- Transactions Between Related Parties</li> <li>- Free Products, Samples</li> <li>- Miscellaneous Expenses</li> </ul> <p>22. No person, representative, consultant, agent, agency, supplier or subcontractor working for or on behalf of the Group may offer or accept bribes. If such a situation is detected, the business relationship with the 3rd party shall be terminated.</p> <p>22.1 Third party relations are carried out in accordance with the principles set out in the Third-Party Risk Management Guide attached to this policy.</p> <p>23. The Group maintains proper books and records that accurately reflect its transactions and assets. All official records are kept in accordance with applicable laws, regulations and codes and the Company's internal control systems. Any discrepancies in the records must be reported immediately to the Ethics and Compliance Officer.</p>
<p>Conflict of Interest</p>	<p>24. The personal interests of any Group employee must not influence their business judgement or decisions made on behalf of the Group.</p> <p>25. Personal interests/extra-company activities</p> <p>25.1 Employees cannot work in a second job and cannot engage in any business relationship with suppliers, customers or competitors.</p> <p>25.2 Employees may not establish a competing business or engage in activities that may conflict with the Group's interests.</p> <p>25.3 Employees may not receive personal benefits from the Group's suppliers, customers or competitors that are not available to all Group employees.</p> <p>25.4 Employees must obtain approval from the Ethics and Compliance Officer for the following situations.</p> <ul style="list-style-type: none"> <li>- Serving as an officer or consultant in a government agency with regulatory or supervisory authority over the Group,</li> <li>- Buying shares in any organization that is a supplier, customer or competitor of the Group,</li> <li>- Being a member of the board of directors, scientific advisory board or similar boards in another institution.</li> </ul>

	<p>25.5 Employees must report the following situations to the Ethics and Compliance Officer as soon as possible.</p> <ul style="list-style-type: none"> <li>- Serving as a director, officer or consultant in a charitable, educational or other non-profit organization that has a business relationship with the Group,</li> <li>- Partnering with a family member of a company that is a supplier, customer or competitor of the Group,</li> <li>- Having a family member who is an officer or counsellor in a government agency with regulatory or supervisory authority over the group,</li> <li>- Having a family member who owns 5% or more of the shares of any entity that is a supplier, customer or competitor of the Group.</li> </ul> <p>26. Commission, Gratuity, Gift and Hospitality</p> <p>26.1 None of the Group's employees or their family members may request or receive gratuity, commission or any other benefit from a supplier, customer or competitor of the Group.</p> <p>26.2 Except as otherwise provided in this Policy, gifts offered by current or potential suppliers, customers or competitors cannot be accepted by the employee.</p> <p>26.3 Hospitality recognized as a courtesy in the ordinary business world may be tolerated. However, an employee who accepts hospitality or treat should refuse hospitality or treat if he or she believes that such hospitality may affect his or her objectivity or judgement in decision-making.</p> <p>26.4 Hospitality, gifts and treats provided by the employee must comply with this policy.</p> <p>27. Employment of Family Members</p> <p>27.1 The employment of family members of employees is not permitted in the following cases:</p> <ul style="list-style-type: none"> <li>- If the employee is the decision-maker in hiring the family member</li> <li>- If the employee will have a management, supervision and subordinate-superior relationship with the family member</li> </ul> <p>27.2 If there is an actual or potential conflict of interest between the employee and the employed family member, this situation must be reported. Every reasonable effort will be made to minimize the risk of such a conflict of interest, including assigning a family member to another position.</p> <p>28. Use of Group assets and trade secrets for personal business</p> <p>28.1 The Group's assets are not permitted to be used by employees for their personal affairs.</p> <p>29. The use of the Group's trade secrets by employees and insider trading are prohibited. For more information, please see the <u>Insider Trading Policy</u>.</p>
Representation Gift Hospitality	<p>30. Representations, gifts or hospitality provided or accepted by the Group must be for legitimate business purposes, must be reasonable and customary, must not be excessive or too</p>

	<p>frequent, and must be duly recognized in the Group's books and records.</p> <p>31. No gifts shall be given or received for business purposes contrary to Group policies, even if they are in accordance with domestic or international legislation.</p> <p>32. Under no circumstances may Group employees request representation, gifts or hospitality from persons with whom the Group has business relations.</p> <p>33. No gifts shall be accepted or offered from customers or suppliers from whom the unit in charge purchases goods or services.</p> <p>34. Cash gifts, precious metals such as gold and diamonds or gifts that are easily convertible into cash are not accepted under any circumstances.</p> <p>35. Provided that they are not requested by the employee, gifts and promotions such as diaries, pens, calendars that can be given periodically and have a nominal value rather than a monetary value may be accepted.</p> <p>36. No gift shall be accepted if its acceptance would lead the giver to expect preferential treatment or privileges.</p> <p>37. In cases where the will of employees not to accept is not accepted by the other party and there is a risk of damage to the business relationship due to this reason, the Ethics and Compliance Officer shall immediately be notified.</p> <p>38. In no circumstances, gifts and hospitality outside the limits and rules set out in the Gift and Hospitality Procedure and Travel and Expense Regulations shall be accepted or offered.</p> <p>39. Employees may participate in or provide entertainment and catering for the purposes of representation and hospitality, provided that it is acceptable, reasonable and modest in the business world.</p> <p>40. These representations and entertainments shall be recorded by specifying information such as date, place, counterparty information and expenditure amounts.</p> <p>41. The Group authorizes the reimbursement of certain travel and accommodation expenses for its visitors and employees, subject to the following conditions.</p> <ul style="list-style-type: none"><li>- If it is suitable for company purposes,</li><li>- If it is appropriate to the level and seniority of the guest or staff,</li><li>- If it is compulsory to participate in the company activity,</li><li>- If the event in question consists of a weekday stay in a city hotel of 4 stars or less.</li></ul> <p>42. If the Group or any party acting on its behalf hosts an invitation, the travel and accommodation expenses of the guests shall be borne by the guests and the travel and accommodation expenses of the Group employees for the invitation and business purposes shall be borne by the company. In necessary, reasonable or explainable cases, the expenses may be paid by the company or the inviter. These</p>
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	<p>cases shall be reported to the Ethics and Compliance Officer and their records shall be kept.</p> <p>43. All gifts, invitations, hospitality or donations to be received or offered, which are stated to be subject to approval in accordance with the Gifts and Hospitality Procedure, shall be notified by employees via the "Gift Form" on the HR Portal "hepsihere" in accordance with the Gifts and Hospitality Procedure.</p> <p>44. Representations, gifts and hospitality that are not in accordance with Group policies and should not be accepted are returned by the persons to whom they are offered with a thank you letter prepared within the knowledge of the Ethics and Compliance Officer. The Corporate Governance Committee shall be informed about this issue by the Ethics and Compliance Officer.</p>
Donation Aid	<p>45. The main purpose of donations and aids is to fulfil our social responsibilities, to create an awareness of corporate responsibility, to meet social needs and to benefit the public. For this purpose, we support the realization of projects that will contribute to social development. Donations or aids cannot be made in order to influence a business relationship.</p> <p>46. Aid and donations can be made to individuals, non-governmental organizations, associations or foundations, universities, public institutions and organizations operating in the fields of education, culture, arts, environment and sports.</p> <p>47. All donations and grants are made in accordance with the Group's vision, mission, ethical principles and policies and duly reflected in the Group's records.</p> <p>48. The decision to make donations is under the authority of the Ethics and Compliance Officer, the Chief Executive Officer ("CEO") and the Corporate Governance Committee within the framework of the authorization and approval limits set by the General Assembly. In terms of each donation, donation decisions within the limits set in the signature circular can be taken by the Ethics and Compliance Officer and the CEO. For the donation decisions exceeding these limits, the Ethics and Compliance Officer must obtain the approval of the Corporate Governance Committee.</p> <p>49. The total limit of donations to be made in the accounting period is determined by the Board of Directors.</p> <p>50. Political donations and aids cannot be made in the name of the Group, unless the applicable law of the country, where the Group operates, explicitly permits. No donation or aid may be made to a public official, to persons or organizations in which a public official or an institution has direct or indirect authority or interest, or to persons or organizations with which Group customers or suppliers have direct or indirect authority or interest ties.</p>
Exceptions	51. The policy is not open to exceptions.

	<p>52. In the event of an unforeseeable situation where full compliance is not possible, the Ethics and Compliance Officer should be informed, a comprehensive report on the situation should be prepared as soon as reasonably possible and measures should be taken under the management of the Corporate Governance Committee to prevent the same situation from occurring in the future.</p>
Policy Compliance	<p>53. All policies, procedures and regulations have been prepared within the scope of and in accordance with the Group Code of Conduct.</p> <p>54. Compliance with this policy is a permanent and unchangeable part of the overall compliance report.</p> <p>55. Policy compliance is regularly measured and monitored through internal audit, compliance assessments and self-assessment tools.</p>
Education	<p>56. A copy of the Policy has been given to all employees and it is ensured that all employees have access to the Policy at all times. Within the scope of the general training plan to which the Group is subject, in addition to the orientation training during the recruitment process, anti-corruption and anti-bribery trainings to be determined within the scope of the training title in the directorial manual are mandatory for all employees and managers.</p>
Notification Approval	<p>57. All internal and external stakeholders are required to report any suspicious behavior when they encounter a suspicious situation, even if their managers or seniors are involved.</p> <p>58. The employee should first report the situation to his/her senior manager.</p> <p>59. If the situation is related to the senior manager himself or if the senior manager has not reverted back as to the situation within 7 business days, the situation should be reported to the Ethics and Compliance Officer and/or the Head of the Internal Audit Department. The Ethics and Compliance Officer and the Head of the Internal Audit Department shall coordinate in these situations.</p> <p>60. If there is a concern that the report will not be kept confidential, or for any other reason, employees or other stakeholders may report through the Notification and Whistleblowing Hotline.</p> <p>61. <b>Notification and Whistleblowing Hotline:</b> doletikhatti@kpmg.com.tr, +90 850 205 41 04.</p> <p>62. All stakeholders must co-operate in the investigation of any ethics issue.</p> <p>63. Employees who provide misleading answers during the investigation should be deemed to be complicit to the violation if detected and should be penalized accordingly.</p> <p>64. Reports made in good faith and anyone co-operating in an investigation are protected by the Anti-Retaliation provisions envisaged in the Notification, Consultation and Whistleblowing Policy of the Group.</p>



Penalty Sanctions	<p>65. The Group's internal and external stakeholders will be subject to disciplinary processes if they fail to comply with the principles and standards envisaged in the Policy.</p> <p>66. Non-compliance with the policy may result in sanctions pursuant to disciplinary regulations such as termination of employment or commercial contract, suspension or termination of existing projects.</p> <p>67. This termination is not an obstacle and/or a prerequisite for the Group to exercise its legal rights against the infringing party before the judiciary.</p>
Performance Measurement Reporting	<p>68. At the end of each year, performance shall be measured through internal controls, notifications, training outputs and interviews with departments and an annual report shall be prepared by the Ethics and Compliance Officer.</p> <p>69. A new risk plan should be prepared according to the report indicators.</p> <p>70. Acting with the principles of continuous improvement and sustainability, business processes shall be managed in accordance with Ethics and Compliance requirements.</p>
Coordination Management	<p>71. Coordination of the Policy is the responsibility of Ethics and Compliance Officer of the Group.</p> <p>72. All managers and employees of the Group are responsible for managing the business processes that are related to their administrative and commercial functions in accordance with the Policy.</p>
Effective Date Condition of Effectiveness	<p>73. No article of the Policy may contradict the relevant laws to which the Group is subject, nor may it include statements intended to minimize the Group's legal responsibility.</p> <p>74. Effective date: 03.11.2022</p> <p>75. Last revision date:</p>
Updates Changes Approvals	<p>76. The Corporate Governance Committee may review the Policy and may make recommendations for amendments on certain occasions and when it deems necessary.</p> <p>77. Amendments should be carried out under the coordination of the Ethics and Compliance Officer.</p> <p>78. Amendments and revisions should be recorded with Annex-1 and Annex-2 forms and submitted to the approval of the Ethics and Compliance Officer and Chief Executive Officer ("CEO").</p>
Linked Documents	<p>79. The documents listed below are documents linked to this Policy:</p> <ul style="list-style-type: none"> <li>- Code of Conduct</li> <li>- Notification, Consultation and Whistleblowing Policy</li> <li>- Gift and Hospitality Procedure</li> <li>- Third Party Risk Management Guide</li> <li>- Vehicle - Fuel Allocation and Utilization Procedure</li> <li>- Personnel Regulation</li> <li>- Purchase Procedure</li> <li>- Regulation on Travelling, Subsistence and Expenses</li> <li>- Recruitment Policy for Independent Auditors</li> <li>- Audit and Non-Audit Services Pre-Approval Policy</li> </ul>

	- Related Party Transactions Policy
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Annex-1 Revision and Review Form

Date	Revision No	Detail	Approval

Annex-2 Amendment Proposal Form

Recommendation	
Rationale	
Proposed by	