

Anti-Corruption and Anti-Bribery Policy

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Statement

D-Market Elektronik Hizmetler ve Ticaret A.Ş. ("Hepsiburada") and its subsidiaries (collectively, the "Hepsiburada Group" or the "Group") have adopted this **Anti-Corruption and Anti-Bribery Policy** (the "Policy") as a key element of the Group's Compliance Program.

This Policy applies to all internal and external stakeholders acting on behalf of the Hepsiburada Group. It is designed to:

- **Reaffirm the Group's zero-tolerance approach** to corruption, bribery, and other unethical practices;
- **Establish clear and consistent standards** for ethical behavior in all business dealings;
- **Provide guidance** on identifying, preventing, and addressing potential corruption and bribery risks;
- **Outline reporting mechanisms** for suspected or actual violations; and
- **Support the prevention and deterrence** of bribery, corrupt practices, and other unethical conduct.

The Hepsiburada Group is committed to conducting business with the highest levels of integrity and transparency. All directors, officers, employees, and representatives are expected to act honestly, responsibly, and in accordance with applicable anti-corruption and anti-bribery laws and regulations in all activities conducted on behalf of the Group.

1. Scope

This Policy applies to all areas of the Group's business operations. All employees, directors, and parties acting on behalf of the Group or providing goods and services are required to act in full compliance with this Policy. Business processes and related procedures are developed, implemented, and audited in accordance with the standards set forth in this Policy. All internal and external stakeholders should recognize that the Group may be legally accountable and/or face reputational risks if they engage in illegal, unethical, or non-compliant behavior.

When establishing business relationships, the Group assesses the compliance of potential partners and third parties with the principles outlined in this Policy. No business relationship is initiated with individuals or entities found to pose a risk of involvement in corruption or bribery. To ensure compliance, the Group Risk and Compliance Unit conducts the necessary investigations and assessments in coordination with relevant departments. When establishing business relationships, the Group takes into account the Code of Ethics and Business Conduct, as well as all relevant policies and procedures, to ensure that potential partners and external stakeholders act in full compliance with the Group's standards.

All managers are responsible for ensuring that the principles and requirements of this Policy are embedded into the operations of the units they oversee. They must also ensure that any instances of non-compliance are addressed promptly and decisively, reinforcing a culture of ethical conduct and accountability across the Group.

2. Definitions

Hepsiburada Group – a group of legal entities comprising of Hepsiburada, its subsidiaries and organizations in which Hepsiburada has a significant control in the capital;

Group Risk and Compliance Unit- the unit consisting of the Group Compliance Officer, Compliance Managers of separate Group companies, Anti-Corruption Officer, Internal-Fraud Manager, Anti-Fraud Officer, Risk Officer, Risk Manager and compliance specialists.

Group Compliance Officer- also appointed as the Anti-Corruption Officer and Anti-Fraud Officer, responsible for the implementation of this Policy and other relevant policy and procedures across all Group ensuring that the Group's practices comply with anti-bribery and anti-corruption laws while holding a second-line of defense role that establishes the related controls regarding the fraud prevention framework.

Internal Fraud Manager- is a member of the Group Risk and Compliance Unit who is authorized to conduct internal investigations, access all information relevant to such investigations, and receive, assess, and address ethics hotline complaints in a timely and strictly confidential manner.

Corruption- The abuse of entrusted power for private gain, including bribery, facilitation payments, or other improper advantages.

Official Bribery refers to the provision, directly or through intermediaries, of money, gifts, or other benefits to a public official of any country, or to their family members or relatives, with the intent to obtain or retain business, secure an unfair advantage, or influence the official's performance or non-performance of their duties.

Commercial Bribery occurs when an employee or representative of a company receives money, gifts, or other benefits, directly or through intermediaries, without the knowledge or authorization of the employer, in order to obtain or retain business, gain an unfair advantage, or influence the performance or non-performance of duties. Unlike official bribery, the benefit in commercial bribery is provided to a company employee or representative to influence a business decision.

A **bribe** also includes the direct or indirect donation, offer, or promise of anything of value with the purpose of gaining an advantage or influencing a decision regarding the Group. For corruption to occur, actual transfer of value is not required; even the offer or implication of a bribe constitutes a compliance breach.

Examples of "anything of value" include, but are not limited to:

- Cash or cash equivalents, gifts, or rewards
- Job offers or promises of employment
- Unfair price reductions or favorable commercial terms
- Accommodation, hospitality, or travel arrangements
- Use of vehicles or provision of housing
- Tickets, discounts, or access to events

Facilitation Payments- Facilitation payments are recognized as a form of bribery and are prohibited under most international anti-corruption conventions and the laws of many countries. A facilitation payment is an unauthorized or improper payment made to a low-ranking public official to secure or expedite the performance of a routine or necessary action to which the payer is legally entitled.

Public Official- For the purposes of this Policy, a public official is broadly defined and includes, but is not limited to:

- Any public employee, regardless of rank
- Any individual involved in performing public functions, whether appointed, elected, permanently employed, temporarily engaged, or for a fixed term
- Individuals working for state-owned or state-controlled companies or commercial organizations
- Employees of international or supranational public organizations established under international treaties
- Judges, arbitrators, jury members, or other personnel working in national, international, or supranational courts or arbitral tribunals
- Members of national, international, or supranational parliaments
- Political candidates, political party employees, or party officials
- Private individuals acting on behalf of or under the authority of a state or public international organization (e.g., official advisers to the government)

Hospitality- Hospitality refers to the provision of food, beverages, cultural, or sporting activities in situations where at least one Group employee is either the host or the guest. If hospitality occurs without the participation of any Group employee, it is considered a gift and is subject to the rules governing gifts.

Gift- A gift is defined as any product, benefit, or item of value, including but not limited to goods, money, or jewelry, that is given or received for commercial courtesy or appreciation purposes. Gifts typically occur between individuals,

units, or departments within a business relationship and are provided without expectation of material or immaterial return.

Internal Stakeholders- Internal stakeholders are individuals or groups within the organization who play a role in, contribute to, or are affected by the company's operations and decisions. This includes all Group employees, supervisors, managers, Board of Directors and C-Level executives.

External Stakeholders- External stakeholders are persons or entities outside the organization who have an interest in, are impacted by, or may influence the company's activities, performance, or compliance obligations. This includes, but is not limited to, customers, suppliers, contractors, regulators, community groups, industry partners, and the general public.

Conflict of Interest- Any economic and/or personal interest that is detrimental to the Group or may arise under changing circumstances in an employee's decision-making or in the performance of his/her duties. In certain cases, an employee's actions that negatively affect the employer may not be for his/her own benefit, but for the benefit of a relative or a third party.

Form of Declaration- The form made available to all employees via the intranet and approved as Annex-3 to the Conflict of Interest Management Procedure, which is used for declaring any conflict-of-interest matters to the Group Risk and Compliance Unit.

Donation- The gratuitous transfer of property to another party. A donation may be made in kind or in cash.

Standard Contractual Provisions- approved standard contractual clause that must be included in every contract as "*(*)*, its affiliates, employees, or intermediaries undertake that, during the performance of this Agreement and/or in connection with it, they shall not, directly or indirectly, offer, promise, give, request, or accept any bribe, commission, benefit, facilitation payment, or any other improper advantage. *(*)*, agree to act in full compliance with all applicable anti-bribery and anti-corruption laws and regulations, including, but not limited to, the relevant provisions of the Turkish Penal Code No. 5237, as well as the U.S. Foreign Corrupt Practices Act ("FCPA"), the UK Bribery Act, and any other similar legislation applicable in foreign jurisdictions. In the event that *(*)* breaches this clause, D-MARKET shall have the right to immediately terminate this Agreement and/or claim compensation.

*Upon the performance of the obligations under the Agreement, *(*)*, its affiliates, employees or intermediaries does not carry out activities that are qualified by the legislation applicable to the Agreement as giving/receiving a bribe, commercial bribery, or acts, violating the requirements of applicable legislation and international acts on counteraction to the legalization (laundering) of proceeds of crime, the financing of terrorism and the financing of the proliferation of weapons of mass destruction.*

*In case of a breach of any of the undertakings set forth in this Article, D-MARKET shall be entitled to terminate this Agreement, in whole or in part, immediately and without any compensation. *(*)*, shall be liable for and indemnify D-MARKET against all losses and damages that D-MARKET may incur as a result thereof."*

3. Roles and Responsibilities

Board of Directors and Senior Management are accountable and committed to full compliance of this Policy. Therefore, the Board of Directors has appointed a Group Compliance Officer who also holds Anti-Corruption Officer/ Anti-Fraud Officer roles in order to oversee the Group's activities regarding this Policy and to ensure compliance with relevant policy and procedures.

Senior management has the following responsibilities:

- Ensure that sufficient and effective resources, systems and processes operating across Group are available to support the Group Risk and Compliance Unit to mitigate the risks that may rise from the anti-corruption and anti-bribery matters.
- Ensure that the Group Risk and Compliance Unit has sufficient authority and autonomy to deploy and execute this Policy and relevant procedures;
- Ensure 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.

Group Compliance Officer- responsible for ensuring ensuring compliance with anti-bribery and anti-corruption laws, Group's Anti-Corruption and Anti-Bribery Policy and promoting integrity in all business practices while holding a second-line of defense role that establishes the fraud prevention framework, defines related controls, and monitors their implementation by business units. Group Compliance Officer is also appointed as the Group's Anti-Corruption Officer and Anti-Fraud Officer responsible for drafting necessary reports regarding the Group's practices regarding the prevention of corruption and/or bribery.

Internal Fraud Manager- operates independently, with appropriate authority and access to information, and reports to the Group Compliance Officer. Responsible for receiving the ethics hotline complaints, prevention, detection, investigation, and management of fraud risks within the organization. This role oversees the implementation of the Anti-Fraud Policy, coordinates fraud-related activities, ensures timely reporting and escalation of suspected or confirmed fraud, and supports the organization in maintaining effective fraud risk controls and compliance with applicable laws and regulations. Internal Fraud Manager is also responsible to carry out internal investigations together with the Group Compliance Officer and deliver assessments regarding the relevant matters.

Group Risk and Compliance Unit is responsible for safeguarding the organization's integrity by proactively identifying, investigating, and mitigating instances of internal fraud, corruption, bribery and any related unethical conduct. The Unit operates under the principles of transparency, accountability, confidentiality and strict adherence to legal and regulatory requirements along with the Group's policy and procedures, thereby supporting the company's commitment to maintaining a robust ethical culture. Key Responsibilities are developing and implementing comprehensive anti-bribery and anti-corruption detection mechanisms and controls to identify potentially noncompliant activities within the Group and assess the employee declarations and activities by reviewing and approving/rejecting several forms presented on the intranet such as the Form of Declaration, Donations Forms etc. If necessary, preparing detailed reports and communicate findings to Group Compliance Officer.

4. Policy

The fundamental principles outlined in this Policy comply with all applicable local laws, the U.S. Foreign Corrupt Practices Act (FCPA), and the OECD Anti-Bribery Convention. No bribe or item of material or immaterial value (i.e., anything of value) may be offered, promised, given, or implied—directly or indirectly—to any officer, employee, institution, or private individual, through any act or decision, in order to:

- Obtain or retain business,
- Avoid financial or criminal liability, or
- Gain an unfair advantage for the Group.

In line with this, the Group maintains a zero-tolerance policy toward all forms of corruption and bribery. Any corrupt offer, promise, receipt, or provision of anything of value—not limited to cash—is considered a bribe. Bribery may take many forms, including but not limited to:

- Cash received from cash deposit boxes
- Facilitation payments
- Gifts, travel, and accommodation
- Charitable and political donations

- Fraudulent tenders
- Illegal payments via intermediaries or third parties
- Undue extra commissions
- Incentives
- Consultancy fees
- Unfair discounts and exemptions
- In-kind aids and services
- Hiring relatives or providing benefits to family members
- Sales and marketing expenses
- After-sales service fees
- Payments related to logistics activities
- Derecognition of assets
- Supplier payments
- Transactions between related parties
- Free products or samples
- Miscellaneous expenses

All employees are required to adhere strictly to these principles to protect the integrity, reputation, and legal compliance of the Group.

When entering into a business relationship with any third party, the agreement must include the Standard Contractual Provisions.

The assessment of the specific case shall be carried out by taking this Policy into consideration together with the Anti-Fraud Policy.

External Stakeholder Relationships and Record-Keeping: No individual, representative, consultant, agent, agency, supplier, or subcontractor working for or on behalf of the Group may offer, promise, or accept bribes under any circumstances. Should such a situation arise, the Group will terminate the business relationship with the third party immediately. The Group maintains accurate and complete books and records that faithfully reflect all transactions and assets. All official records are maintained in compliance with applicable laws, regulations, and codes, as well as the Company's internal control systems. Any discrepancies or irregularities in the records must be reported immediately to the Group Compliance Officer.

5. Conflict of Interest

The personal interests of any Group employee must never influence their business judgment or decisions made on behalf of the Group. Secondary Employment and External Activities;

- Employees are not permitted to hold a second job or engage in any business relationship with suppliers, customers, or competitors of the Group.
- Employees must not establish a competing business or engage in any activity that conflicts with the Group's interests.
- Employees must not accept personal benefits from the Group's suppliers, customers, or competitors that are not available to all Group employees.

Employees must obtain prior approval from the Group Compliance Officer for the following situations:

- Purchasing shares in any organization that is a supplier, customer, or competitor of the Group.
- Serving as a member of the board of directors, scientific advisory board, or similar boards in another organization.

Employees must promptly report the following situations, including but not limited to, to the Group Risk and Compliance Unit through the approved Form of Declaration attached to Conflict of Interest Management Procedure as Annex-3, which is also made available to all employees on the Group intranet:

- Engaging in a partnership with a family member of a company that is a supplier, customer, or competitor of the Group.
- Having a family member who serves as an officer or advisor in a government agency with regulatory or supervisory authority over the Group.
- 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.

The employment of family members of employees is prohibited in the following circumstances:

- If the employee is responsible for making the hiring decision regarding the family member.
- If the employee will have a management, supervisory, or subordinate relationship with the family member.

If an actual or potential conflict of interest arises between the employee and the employed family member, it must be reported to Group Risk and Compliance Unit through groupcompliance@hepsiburada.com or the Form of Declaration. Reasonable efforts will be made by the relevant units to minimize the risk of conflict, including reassigning the family member to another position.

Details on the assessment of Conflict-of-Interest matters are stipulated in the Group Conflict of Interest Management Procedure made available on the intranet to all employees.

6. Commission, Gratuity, Gifts, Representation and Hospitality

No employee of the Group, nor any of their family members, may request or receive gratuities, commissions, or any other benefits from a supplier, customer, or competitor of the Group. Except as otherwise permitted under this Policy, gifts offered by current or potential suppliers, customers, or competitors may not be accepted by employees. Hospitality that is customary and recognized in ordinary business practice may be accepted. However, employees must refuse any hospitality or treat if they believe it could influence their objectivity or judgment in decision-making. Any hospitality, gifts, or treats provided by employees must comply with the provisions of this Policy.

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 frequent, and must be duly recognized in the Group's records. 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. Under no circumstances may Group employees request representation, gifts or hospitality from persons with whom the Group has business relations. No gifts shall be accepted or offered from customers or suppliers from whom the unit in charge purchases goods or services. Cash gifts, precious metals such as gold and diamonds or gifts that are easily convertible into cash are strictly prohibited. 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. No gift shall be accepted if its acceptance would lead the giver to expect preferential treatment or privileges. 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 Group Risk and Compliance Unit shall immediately be notified.

In no circumstances, gifts and hospitality outside the limits and rules set out in the Gifts and Hospitality Procedure and Travel and Expense Regulations shall be accepted or offered. 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.

These representations and entertainments shall be recorded by specifying information such as date, place, counterparty information and expenditure amounts. The Group authorizes the reimbursement of certain travel and accommodation expenses for its visitors and employees, subject to the following conditions.

- If it is suitable for company purposes,
- If it is appropriate to the level and seniority of the guest or staff,
- If it is compulsory to participate in the company activity.

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 cases shall be reported to groupcompliance@hepsiburada.com and their records shall be kept.

All gifts, invitations or hospitality 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", and/or "Approval Request Form for Hospitality and Sponsored Travels" presented on the Group's intranet.

Representations, gifts and hospitality that are not in accordance with Group policy and procedures should not be accepted and must be returned to the offeror with a thank you letter prepared with the knowledge of the Group Risk and Compliance Unit.

7. Use of Group Assets and Trade Secrets for Personal Business

Employees are not permitted to use Group assets for personal purposes. Employees are prohibited from using the Group's trade secrets for personal gain, and insider trading is strictly forbidden. For further details, please refer to the Insider Trading Policy.

8. Donations

The primary purpose of donations is to fulfill our social responsibilities, foster awareness of corporate responsibility, meet social needs, and contribute to the public good. In this context, we support initiatives and projects that promote social development. Donations must never be provided with the intention of influencing a business relationship.

Donations may be given to individuals, non-governmental organizations, associations, foundations, universities, or public institutions and organizations operating in the fields of education, culture, arts, environment, and sports. All such activities must comply with the Group's vision, mission, ethical principles, and policies, and must be properly recorded in the Group's official records.

Group Risk and Compliance Unit is responsible and authorized to approve the donations within the monetary limits established by the General Assembly and stipulated in the Donations Procedure. Any donations exceeding the monetary limits are subject to the prior written approval of Chief Executive Officer (CEO) and the Chief Financial Officer (CFO). For donations exceeding the limits, the Group Compliance Officer must inform the Corporate Governance Committee along with the written approvals of the CEO and CFO. All donations must be offered within the knowledge of the CEO and the CFO. The overall limit for donations within each accounting period is determined by the Board of Directors.

Political donations made on behalf of the Group are strictly prohibited. Furthermore, no donation must be provided to public officials, or to any individual or organization in which a public official, institution, customer, or supplier has a direct or indirect authority or interest.

All donations offered must be declared to the Group Risk and Compliance Unit through the Donations Form made available on the Group's intranet. Details on the assessment of donations are stipulated in the Group Donations Procedure made available on the intranet to all employees.

9. Exceptions

This Policy is not open to exceptions. In the event of an unforeseen situation where full compliance cannot be achieved, the Group Compliance Officer and/or Group Risk and Compliance Unit must be informed without delay. A comprehensive report on the circumstances should be prepared as soon as reasonably possible, and under the supervision of the Risk Committee, appropriate measures must be implemented to prevent a recurrence of the same situation in the future.

10. Policy Compliance

All policies, procedures, and regulations are prepared within the scope of, and in full alignment with, the Group Code of Ethics and Business Conduct. Compliance with this Policy constitutes a permanent and integral part of the overall compliance framework and reporting process. Adherence to the Policy is regularly evaluated and monitored through internal controls, compliance assessments, and self-assessment tools to ensure continuous alignment with the Group's ethical and operational standards by the Group Risk and Compliance Unit.

11. Training

A copy of the Policy has been made available to all employees and it is ensured that all employees have access to the Policy at all times. As part of the Group's general training framework, all employees and managers are required to complete anti-corruption and anti-bribery training programs. These programs, are mandatory in addition to the orientation training provided following the recruitment process.

12. Communication Channels

All internal and external stakeholders are required to report any suspicious behavior or situation they encounter, even if it involves their managers or senior colleagues to the Internal Fraud Manager through www.hepsiburada.com/etikhat and etikhat@hepsiburada.com are in place for all external stakeholders.

Employees should first report the issue to their immediate supervisor. If the matter concerns the supervisor directly, or if no response has been received within two business days, the issue must be reported to the Group Risk and Compliance Unit through groupcompliance@hepsiburada.com. In such cases, these authorities will coordinate the necessary actions.

If there are concerns regarding confidentiality or any other reason preventing direct reporting, employees and other stakeholders should follow the procedure defined in the Code of Ethics and Business Conduct or Ethics Hotline Procedure in order to send notifications anonymously through www.hepsiburada.com/etikhat.

All stakeholders are expected to fully cooperate in the investigation of any ethical issue, fraudulent activity and/or misconduct. Employees who provide misleading or false information during an investigation will be considered complicit in the violation if such behavior is detected and will be subject to disciplinary measures accordingly.

13. Penalty and Sanctions

Internal and external stakeholders of the Group are subject to disciplinary action in the event of non-compliance with the principles and standards set forth in this Policy. Such non-compliance may result in sanctions in accordance with applicable disciplinary regulations, including but not limited to termination of employment or commercial contracts, as well as suspension or termination of ongoing projects.

Any such termination or disciplinary measure does not preclude, nor is it a prerequisite for, the Group from exercising its legal rights against the party in violation before the relevant judicial authorities. Therefore, any party found guilty of violating the Policy requirements may face civil, administrative, or criminal liability.

14. Performance Measurement and Reporting

At the end of each year, performance shall be assessed through internal controls, notifications, training outcomes, and departmental interviews, with an annual report prepared by the Group Compliance Officer. Based on the findings and indicators of this report, a new risk plan shall be developed to address identified areas of concern and reported to the Risk Committee and Board of Directors.

Guided by the principles of continuous improvement and sustainability, business processes will be managed in full compliance with the Group's Ethics and Compliance requirements.

15. Coordination and Management

The coordination of this Policy is the responsibility of the Group Risk and Compliance Unit. All managers and employees are responsible for ensuring that the business processes under their administrative and operational functions are conducted in full compliance with the principles and requirements outlined in this Policy.

16. Policy Reviews, Amendments and Approvals

Adequacy and effectiveness of this Policy must be reviewed annually or whenever necessary by the Group Risk and Compliance Unit. The Group Risk and Compliance Unit is responsible to ensure that this Policy is valid and updated. This Policy is approved by the Board of Directors with the prior approval of Risk Committee. All updates and revisions shall be carried out under the coordination of the Group Compliance Officer.

Amendments and revisions should be recorded with Annex-1 and submitted to the Group Risk and Compliance Unit for publishing at the Company web-site. Any amendments must be approved by the Board of Directors with the prior approval of Risk Committee.

17. Effective Date

This Policy takes effect as of the date stated in the Revision and Review Form.

18. References / Related Documents

- Code of Ethics and Business Conduct
- Group Anti-Fraud Policy
- Insider Trading Policy
- Conflict of Interest Management Procedure
- Group Ethics Hotline Procedure
- Donations Procedure
- Gifts, Travels and Hospitality Procedure