

# YAPI KREDİ WHISTLEBLOWING POLICY

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# 1. PURPOSE AND SCOPE

Purpose of this Yapı Kredi Whistleblowing Policy [**“the Policy”**] is to encourage employees and all stakeholders of Yapı Kredi, to report any activity they suspect to be contrary to Yapı Kredi Code of Ethics and Business Conduct [the Code of Ethics] and relevant policies or the legislation. It also aims to clearly and explicitly state how the employees of Yapı Kredi who, in good faith, made a notification shall be protected against any retaliation which they may be exposed to.

All employees and managers of Yapı Kredi shall be obliged to comply with this policy, which is an integral part of the Code of Ethics.

## 2. DEFINITIONS

**“Line Manager”** means the primary manager, to whom an employee is directly affiliated.

**“Ethics / Disciplinary Penalty”** refers to the type of punishment imposed due to behaviours in breach of employment contract and / or applicable legislation and / or Yapı Kredi Code of Ethics and / or Disciplinary Regulation, related policies, procedures, regulations, guidelines, etc. internal regulations of the company<sup>1</sup>.

**“Notification”** means sharing, in accordance with this policy, the observations and concerns about actions which shall be suspected to have violated / will violate the legislation, the Code of Ethics, the company’s relevant internal policies, procedures, guidelines or internal regulations.

**“Whistleblower”** means a person who reports notification. This definition covers persons who are or have been employed at the Yapı Kredi, customers, Business Partners and all other shareholders of Yapı Kredi.

**“Examination / Investigation”** refers to the works conducted in details and carefully, regarding related acts and behaviours to ascertain the reality.

**“Business Partners”** means the persons institutions with whom / which the company established business relations, including but not limited to the persons who fulfil the functions as consultant, contractor, sub-contractor, supplier, broker, service provider, representative, agent and similar duties and functions.

**“Koç Group”** means all of the companies which are controlled directly or indirectly, jointly or individually by Koç Holding A.Ş. and the joint venture companies listed in the consolidated financial report of Koç Holding A.Ş.

**“Retaliation”** means any negative action against an employee based on his / her notification, including but not limited to demotion, disciplinary action, firing, salary reduction, giving low score to the employee as a result of the performance evaluation, job or shift reassignment as a punishment.

**“Responsible Units”** mean the Ethics, Anti-Corruption and Conflict of Interest, Financial Group Combating Against Financial Crimes Units and the Internal Audit Department.

**“System Users”** mean the units set forth in the definition of responsible units and the authorised staff who work at those units.

**“Yapı Kredi”** means all companies controlled directly or indirectly, individually or jointly by Yapı ve Kredi Bankası A.Ş. and the joint ventures included in the consolidated financial report of Yapı ve Kredi Bankası A.Ş.

<sup>1</sup> For details, please refer to relevant Yapı Kredi Code of Ethics and Disciplinary Regulation.

### 3. GENERAL PRINCIPLES

Yapı Kredi attributes great importance to be fully compliant with applicable legislation, performs its activities with integrity and according to the highest ethical standards, and supports “open communication” and “accountability” culture to prevent unethical or illegal actions.

Therefore, Yapı Kredi expects its employees who witness, directly or indirectly, any illegal or unethical activity or unethical event relating to an employee or a Business Partner of Yapı Kredi, who gain information about such a situation through legal ways, or who suspect such situation; to express their concerns, and encourages their stakeholders to act in this manner.

Yapı Kredi assesses all notifications reported to it, and aims to provide investigation of allegations, as explained below. In this context, all examinations / investigations are conducted as soon as possible after a notification is received, by considering also the results of the preliminary assessment.

### 4. APPLICATION OF THE POLICY

#### 4.1 Whistleblowing Subjects

Any illegal or unethical behaviour or activity which are defined under the headings below (including but not limited to them), and which occurred in the past or which is continuing at the time of Whistleblowing, or is expected to occur in the future, may be the subject of Whistleblowing.<sup>2</sup>

##### i. Acts Against an Employee:

*Yapı Kredi provides a safe, peaceful and professional working environment for its employees. Therefore, any action against Yapı Kredi employees which may be contrary to the legislation, Code of Ethics or relevant policies, and which may jeopardize safe and peaceful nature of work environment, shall not be tolerated.*

##### ii. Acts Against Yapı Kredi:

*While performing their duties, all Yapı Kredi employees shall act according to our fundamental values and the Code of Ethics, and shall avoid behaviours and activities that may cause material and / or moral harm to Yapı Kredi, which they work for. And, this can only be achieved when values of Yapı Kredi are internalized and maintained by all employees. Therefore, any action by Yapı Kredi employees that violates our fundamental values, shall not be tolerated, regardless of the employee's seniority or professional title.*

##### iii. Non-compliant Actions of Business Partners:

*Yapı Kredi monitors and evaluates the risks associated with its Business Partners, in order to ensure compliance with the principles outlined in the Code of Ethics and related policies, in particular the Anti-bribery and Anti-Corruption Policy. Any behaviour by our Business Partners that violate our Code of Ethics and related policies, shall not be tolerated.*

##### iv. Breaches of Special Laws:

*Yapı Kredi complies with the regulations in the countries where it operates, and in cases where such regulations are unclear, encourages to consult experts to collect information, and expects its employees to act according to the Code of Ethics in all cases. The violation of local and or international laws, including but not limited to, sanctions controls, anti-bribery and corruption activities, prevention of laundering proceeds of crime and financing terrorism, protection of competition and personal data, and Capital Market legislation, shall not be tolerated.*

All matters explained in the sub-paragraphs (i), (ii), (iii) and (iv) above, shall be referred to as a “Whistleblowing Subject” individually, and as “Whistleblowing Subjects” jointly.

<sup>2</sup> In case customers' complaints relating to Yapı Kredi products and services, are not subject to a Whistleblowing declaration at the same time, they shall not be within the scope of this policy.

## 4.2. Whistleblowing Methods

For declaration, within the scope of Whistleblowing, any issues which are, or concerned to be, contrary to the legislation and policies, Yapı Kredi has established the Whistleblowing methods defined in this document.

Investigation Department	Phone	Mail	Post Address
Internal Audit Management Investigation Department	0 (212) 339 60 10	acikhat@yapikredi.com.tr	Yapı Kredi Bankası Head Office
Compliance, Internal Control and Risk Management Ethics, Anti Corruption and Conflicts of Interest	0 (212) 339 60 39	CikarCatismasi@yapikredi.com.tr	
	0 (212) 339 73 53	etik@yapikredi.com.tr	
	0 (212) 339 73 30	YolsuzluklaMucadele@yapikredi.com.tr	
Compliance, Internal Control and Risk Management Financial Group Combating Against Financial Crimes	0 (212) 339 87 78	yaptirimihlalbildirimleri@yapikredi.com.tr	

In addition to those specified above, Whistleblowers may use following alternative methods, to declare their concerns:

- S / he may reach out to his/her Line Manager,
- S / he may reach Koç Group Ethics Line, which is managed by independent service providers and which serves on 7 days 24 hours basis; via the national and toll-free phone number 0850 577 19 26 - 0850 220 38 45 and via [www.koc.com.tr](http://www.koc.com.tr) / notification web based reporting system, or
- S / he may apply via the reporting and declaration channels provided by external authorities.

In case an employee or manager [including the members of the Board of Directors] becomes aware of a Whistleblowing subject directly, and / or if someone else informs him / her about a Whistleblowing subject, s / he is expected to report the situation, without any delay and within the framework of confidentiality, according to the Whistleblowing methods defined in this policy, to ensure that reported issue is considered according to this policy, and that all information be consolidated.

To ensure that necessary examination or investigation can be conducted regarding a matter subject to Whistleblowing, it should contain sufficient information and details. In case the Whistleblower has any interest relating to a report which s / he is involved in, s / he should declare this<sup>3</sup>. In addition, who make a report in good faith despite their involvement in the reporting may be evaluated as a factor in favor of possible disciplinary processes.

In case intentional Whistleblowing notifications which are inaccurate and / or are in the nature of defamation, are detected, or in case situations contrary to the Code of Ethics, the legislation and other relevant policies, although distinguished, are not reported or ignored, this may also be deemed breach of the rules and there may be disciplinary penalties which may lead up to termination of the labour contract.

## 4.3. Whistleblowing Monitoring System

Independent from the Whistleblowing method employed, all notifications shall be recorded in the Whistleblowing monitoring screens which has technological infrastructure [the "System"]. Only the responsible unit and its authorised staff shall be authorised to have access to related screens. Data given by a Whistleblower may not be changed and deleted by the users who are authorised in the system. Authorised staff who works at the responsible unit, may examine, arrange and / or monitor the declarations by this method.

<sup>3</sup> For instance, in case, as a result of notification made, any situation occurs, or there is possibility of occurrence of any situation, in favour of the Whistleblower.

Responsible unit and the authorised staff who work at this unit, perform an independent duty during an examination / investigation and notifications shall be examined by persons who shall not give rise to conflict of interest. They may evaluate, periodically, the data included in the system [for instance type or frequency of the incidents, departments which are subject to reports regularly] and when required, may work jointly with other related departments and thereby, ensure that necessary actions be taken for the purpose of avoiding identified compliance risks.

Authorised staff who works at responsible unit, shall give information regarding reported situations, to the Audit Committee and to Koç Holding Legal and Compliance Consultancy Department, periodically to the extent permitted within the scope of legislation regarding Whistleblowing notifications.

For all details regarding management of notifications received via Koç Group Ethics Line, please refer to Koç Group Whistleblowing Policy.

#### **4.4. Confidentiality, Anonymity and Integrity**

Koç Group and Yapı Kredi respect Whistleblower's preference to remain anonymous. In this context, all kinds of information reported to Koç Group Ethics Line or Yapı Kredi, shall be kept confidential, to the extent permitted by the legislation and except for the cases specified below;

- Whistleblower explicitly consents disclosure of the information,
- According to the regulations in effect, it is required to disclose identity of the Whistleblower [in case requested information is necessary for investigations initiated by judicial authorities or for legal processes],
- In case disclosure of identities is necessary to eliminate or mitigate serious threats against health or security of Whistleblower.

Disclosure of the identity of a Whistleblower person or the information by which s / he can be identified, without any reason, except for the cases explained above; shall be deemed violation of sanctions intended to protect the Whistleblower and the persons who are involved in the incident.

Although it is preferred that the Whistleblower declares his / her identity, in case a notification is made as anonymous; if more information is needed regarding matters subject to notice, it may become difficult to conduct examination / investigation, it may not be possible to protect the Whistleblower.

Accordingly, to the extent permitted by the legislation, the details of a notification and all other information gathered during an examination / investigation shall be shared with persons who are authorized to [i] investigate, [ii] evaluate the subject, and [iii] take action, regarding a matter such person needs to know, provided that his / her name is not mentioned in the notification. For the avoidance of doubt, any person whose name is mentioned in a report / notification, shall not be authorized to have access or be involved in the assessment or examination / investigation process.

Confidentiality of the examination / investigation is essential and the department conducting the examination / investigation shall not be obligated to give any information about the progress and result of the examination / investigation, to the Whistleblowers.

All individuals who provide information during an examination / investigation shall have an obligation to keep the information they provide or any information they may learn during the examination / investigation, and to protect existence of the examination / investigation, its confidentiality, and individuals involved in the process, and to respect them.

A Whistleblower has the following options when reporting an incident:

- i. Not to share his / her name and contact information to remain anonymous,
- ii. To share his / her name and contact information, and to allow disclosure of this information only to authorized persons. In this case, the Whistleblower can be contacted directly to request any information needed during an examination / investigation.

#### 4.5. Zero Tolerance to Retaliation

Koç Group and Yapı Kredi encourage individuals to report their concerns and supports them. It is crucial that an employee who submits a notification should feel comfortable and safe and should not worry that his / her professional life will be adversely affected, as long as he / she acts honestly and in good faith. Therefore, the employment contract of an employee who reports an incident without remaining anonymous cannot be terminated with or without cause, s / he cannot be suspended, dismissed, forced to take paid or unpaid leave, or his position cannot be changed, or a similar action cannot be taken. Koç Group and Yapı Kredi do not tolerate any retaliation to a Whistleblower under any circumstances. Retaliations are considered an explicit violation of this policy and shall be considered within the scope of the Disciplinary Regulation.<sup>4</sup>

Koç Group and Yapı Kredi protect the Whistleblowers, even if accuracy of the incident could not be proved by an examination / investigation, so long as the notification is made in good faith, with reasonable grounds and without any intention to victimize or create disadvantages to others or gain a personal advantage. However, in case, in an examination / investigation process, it is determined that Whistleblower makes inaccurate declaration deliberately and malevolently, that employee may be subject to disciplinary process and disciplinary penalties. Therefore, it is extremely important that the notifications are based on observations and can be proved, if possible.

#### 4.6. Examination / Investigation Process

All reports communicated through the Whistleblowing methods, shall be evaluated, depending on the subject matter thereof, by the Ethics, Anti-Corruption and Conflict of Interest, Financial Group Financial Crimes Prevention Units and the Internal Audit Department.

In case subject of a Whistleblowing reported via the Whistleblowing methods, is an high risk issue which may cause pecuniary or non-pecuniary damages to Yapı Kredi or relates to an employee who holds the title of group director and above, regardless of whether subject of Whistleblowing is anonymous or not, in order to be evaluated within the framework confidentiality, it shall be shared if deemed necessary by the Senior Management [related Assistant General Manager and General Manager] and Responsible Units and authorised staff.

Authorised staff who works at the responsible unit and the Senior Management shall determine the initial actions [in other words, notifications to audit authorities and internal / external communication plan]. If deemed necessary, information shall be given to other related parties. Authorised staff who works at the Responsible Units, may take necessary actions for the purpose of avoiding similar violations in the future.

Information obtained by a Whistleblower through illegal ways, shall not be taken into account in the examination / investigation process.

All notices shall be considered and evaluated carefully and information may be given to the person who makes the notification, that it is being considered by Responsible Units and authorised staff.

Examinations / investigations are conducted by departments / persons that have necessary qualifications. To ensure that examination / investigation process is just and impartial, all convenient steps shall be taken. Taking explanations of the persons, referred to in evaluation, for the allegations regarding them giving them with the opportunity to defend themselves form related steps to activities which are not limited to these.

In examinations / investigations, in case there is any hierarchical or functional conflict of interest which may prejudice impartiality or giving independent decision and / or name of authorised department or persons working on these units are included in the notification, examination / investigation shall be conducted by the method which shall be determined by the Audit Committee.

Notifications shall be evaluated by responsible units, independently, using their own approaches and processes, depending on the nature of content. As a result of evaluation made by the unit in charge of the notification, examination / investigation report shall be prepared. Prepared report shall be enforced for taking necessary actions by the management, for which each unit is responsible.

<sup>4</sup>For details, please refer to Yapı Kredi Disciplinary Regulation.

Giving priority to confidentiality of the person who makes notification within the scope of Whistleblowing and the persons affected by reported situation, it shall be ensured that the process relating to notification, be finalised as soon as possible.

Responsible units, during the examination / investigation process, (i) in cases deemed necessary, other departments may be consulted for expert knowledge. In case it is alleged that a reported incident subject to notification, violates applicable laws [criminal law, labour law etc.], the Legal Department shall be responsible for giving support for the examination / investigation and making the applications / notifications deemed necessary, to relevant authorities in accordance with applicable laws.

Responsible units, in necessary situations in the examination / investigation processes, may inform other related department[s] and may obtain their opinions [if any]. In such case, departments, opinions of which are obtained, shall share their recommendations as soon as possible and in any case, without causing any delay in the process.

Taking into account effectiveness and efficiency of examination / investigation, if deemed necessary, employees subject to reported incident, may be suspended provisionally or may be laid off. At the same time, Whistleblower may request responsible units, to change his / her place of work provisionally, together with the reasons thereof.

Report prepared as a result of examination / investigation, shall be sent to responsible units of Yapı Kredi.

The Ethics, Anti-Corruption and Conflict of Interest Unit shall be responsible for examination of notifications within the scope of Ethical Principles and in necessary cases, for enforcement of Ethics penalty. In addition to this, in case the incidents which are contrary to Ethical Principles are contrary to the provisions of the Disciplinary Regulation as well and / or the same controversy is repeated during the validity period, it may be presented to the Disciplinary Committee directly, by the Ethics, Anti-Corruption and Conflict of Interest Unit.

Furthermore, research regarding notifications received regarding issues which are out of the scope of Code of Ethics and which are defined in the Disciplinary Regulation, shall be performed by the Internal Audit Department.

#### **4.7. Expectations from the Whistleblowers**

In order to ensure that Whistleblowing subject is well understood clearly and can be evaluated properly and fairly, the Whistleblower is expected to provide sufficient and detailed information, to the extent possible. Therefore, notification to be made by Whistleblowers must contain the answers to the questions below as much as possible:

- Names of the suspect[s],
- Detailed information about the subject;
  - When / where / among whom did the incident take place?
  - How many times did the incident take place? Is it recurring? When did it occur for the first time?
  - If it has not occurred yet, when is it expected to occur?
  - When did the Whistleblower become aware of the subject?
  - Who else is aware of the issue? If the managers know the issue, have they taken any measures to prevent it?
  - Did the Whistleblower directly witness the incident, or did s / he hear it from someone else?
  - Is there any evidence about the notified concern?



## 5. DATA PROTECTION AND DOCUMENTATION STORAGE

Records relating to notification, are confidential. Said records shall be kept in secure manner, in compliance with internal regulations issued by the company, relevant laws and legislation. Said records shall be kept by the units in charge of Whistleblowing process and only the persons who need to have access to these records and in necessary cases, shall be allowed to have access to these records.

## 6. AUTHORITY AND RESPONSIBILITIES

The Ethics, Anti-Corruption and Conflict of Interest Unit shall be responsible for publishing, monitoring, implementing this policy, ensuring coordination hereof, reporting and taking improving actions.

All employees and managers of Yapı Kredi shall be responsible for complying with the policy and implementing and supporting their relevant procedures and controls in accordance with the requirements in the policy. Yapı Kredi shall take necessary steps to ensure that all its Business Partners are informed about this policy.

In case of any discrepancy between this policy and the legislation, to the extent that relevant practice is not a violation of the legislation, among the policy or the legislation, the stricter of the two, shall be applicable.

Yapı Kredi employees may consult the Ethics, Anti-Corruption and Conflict of Interest Unit, for their questions relating to this policy and implementation hereof. Violation of this policy by employee, may lead to significant disciplinary penalties, including dismissal. In case a person expected to act in compliance with this policy, acts in breach of this policy, related agreements may be terminated.

## 7. EFFECTIVENESS AND REVISION

The policy shall come into force by approval of the Board of Directors.

Changes in the law and the sub-regulations issued in accordance with the law, shall be followed, their impact of the rules and processes shall be evaluated and necessary updates shall be made. Any update in the policy, shall be announced by way of announcement. At the same time, current version of the policy is accessible, constantly and easily, via the company's internal communication channels.

