

COMPLIANCE POLICY

1. Purpose

Esenyel & Partners Lawyers & Consultants (“Esenyel Partners”) has established this Compliance Policy (the “Policy”) as the cornerstone of its compliance programme (the “Programme”). The Policy sets out the minimum standards and guidelines through which Esenyel Partners identifies, mitigates and manages the legal, regulatory and reputational risks arising from bribery and corruption, breaches of economic and financial sanctions, and money laundering and the financing of terrorism, as well as the risks associated with entering into professional engagements with sanctioned, high-risk or otherwise prohibited persons and entities.

As a fundamental principle, Esenyel Partners is committed to conducting its practice in accordance with this Programme and to ensuring compliance with the Attorneys Act No. 1136, the professional and ethical rules of the Union of Turkish Bar Associations and the Istanbul Bar Association, the Law on Prevention of Laundering Proceeds of Crime No. 5549 and the secondary legislation of the Financial Crimes Investigation Board (“MASAK”), and the economic, financial and export-control regimes administered by the Republic of Türkiye, the United Nations (“UN”), the European Union (“EU”), the United States Department of the Treasury’s Office of Foreign Assets Control (“OFAC”), the United Kingdom (“UK Sanctions”), and other relevant authorities.

This Policy is designed to safeguard compliance with national and international law, protect the reputation and independence of Esenyel Partners and its attorneys, manage counterparty risk, and enable a swift and effective response in the event of a potential or actual breach.

2. Scope

This Policy applies to all partners, attorneys, trainee lawyers, of-counsel, consultants, administrative staff and any other person acting for or on behalf of Esenyel Partners (collectively, “the Personnel”), and extends to all direct and indirect professional activities of Esenyel Partners, including its clients, prospective clients, referral sources, business partners, suppliers, sub-contractors and other counterparties. Esenyel Partners ensures compliance with all applicable sanctions and regulatory requirements in every jurisdiction in which it operates or in which its engagements have effect, integrating the relevant requirements and guidance into its day-to-day practice. The principal authorities whose measures Esenyel Partners observes include, without limitation:

- The Republic of Türkiye (relevant official authorities, including MASAK);
- The United States (OFAC);
- The United Nations (UN);
- The European Union (EU); and
- The United Kingdom (UK Sanctions, administered through the Office of Financial Sanctions Implementation – OFSI).

Esenyel Partners continuously monitors updates to the measures issued by these authorities and ensures that its practice remains compliant with the most current regulations.

2.1. Professional Scope

This Policy applies to all matters and engagements undertaken by Esenyel Partners and to all relationships supporting them. The following areas are, in particular, covered:

- Acceptance of new clients and matters, and the continuation of existing engagements;
- Cross-border advisory, transactional and dispute-resolution work, including matters with a foreign or sanctions nexus;
- Client onboarding, identification and beneficial-ownership verification;
- Handling of client funds, fee arrangements, invoicing and payment processing;
- Engagement of suppliers, vendors, experts, correspondents and sub-contractors; and
- Training and awareness programmes on anti-bribery, sanctions and AML/CFT obligations.

3. General Principles

Esenyel Partners regards its ethical values — integrity, loyalty, reliability, fairness, respect for human rights, and independence of professional judgment — as an integral part of its institutional culture. Esenyel Partners' code of conduct is founded upon applicable national and international law, its internal guidelines, and these core ethical values.

Esenyel Partners' compliance posture is preventive in nature: it is designed to identify compliance risks and potential violations at the earliest possible stage and to respond appropriately. Accordingly, Esenyel Partners is committed to full compliance with the Attorneys Act No. 1136 and the rules of professional ethics, with Law No. 5549 and the MASAK secondary legislation, and with all applicable sanctions measures imposed by Türkiye, the UN, the EU, OFAC and the UK Sanctions regime. To give effect to these commitments, Esenyel Partners:

- Conducts client and counterparty due diligence against applicable national and international sanctions lists;
- Adheres to national and international law, the rules of the legal profession, its ethical values and the relevant sanctions policies;
- Maintains the accuracy of its financial and engagement records while securing compliance with its sanctions and AML/CFT obligations;
- Keeps secure and orderly records of relevant activities and makes them available to the competent authorities where legally required; and
- Performs risk assessments before, and throughout, any relationship that may carry sanctions, money-laundering or corruption exposure.

4. Anti-Bribery and Anti-Corruption Commitment

Esenyel Partners fully understands and recognises the importance of abiding by local laws and international conventions to combat corruption, which is damaging to legitimate legal interests and to the administration of justice. In this respect, Esenyel Partners values its reputation for the highest quality of legal services and maintains a zero-tolerance policy towards bribery and corruption in any form.

Esenyel Partners warrants and represents that all transactions engaged in by its attorneys and personnel on behalf of Esenyel Partners, or on behalf of its clients, are conducted in full compliance with the relevant regulations; that none of its personnel offers, promises, authorises, solicits or accepts

any undue pecuniary or other advantage — or implies that they will or might do so at any time in the future — in any manner connected with Esenyel Partners’ dealings with public officials or private counterparties; and that Esenyel Partners has taken reasonable measures to prevent its agents and any other third parties subject to its control or determining influence from doing so.

Esenyel Partners further warrants and represents that it is committed to the highest standards of transparency and accountability, and that it renders its legal services in a responsible, open and transparent manner. The Personnel, whether currently engaged or to be engaged in the future, agree and acknowledge that they will fully abide by Esenyel Partners’ ethical-conduct policy and its commitment to transparency, and that they will report any possible offer, solicitation or action that may violate these policies to the Managing Partner immediately. Everyone at Esenyel Partners has an obligation to act with integrity and to understand and comply with this Policy.

Esenyel Partners is committed to the absolute prevention of bribery and corrupt practices in order to reassure its clients, its attorneys and the judiciary, and operates a zero-tolerance policy on all bribery and corruption matters. The Personnel and all parties communicating with Esenyel Partners are hereby informed that any message sent to or by any member of Esenyel Partners may be monitored at any time, to the extent permitted by applicable law and subject to the protection of attorney-client privilege, in order to ensure compliance with the law and with applicable policies, to ensure ethical conduct, and to protect the legitimate interests and continuity of Esenyel Partners’ practice.

Esenyel Partners takes pride in its reputation and values, in the ethical values of each of its attorneys, and in its collective commitment to acting with integrity. Esenyel Partners encourages other Turkish law firms and businesses to make a comparable declaration on their own behalf, and thereby to take a step towards a cleaner, more transparent and merit-based future.

5. Sanctions Compliance Framework

The leadership and all personnel of Esenyel Partners commit to adhering to the following core principles in relation to economic and financial sanctions.

5.1. Compliant Operations

- Ensuring full compliance with the obligations of the Republic of Türkiye, with the Specially Designated Nationals and Blocked Persons List (the “SDN List”) and other lists published by OFAC, and with the economic sanctions and export-control obligations imposed by the UN, the EU, the UK Sanctions regime and other relevant jurisdictions; and
- Acting in compliance with national and international sanctions regulations in every region in which Esenyel Partners operates or in which its engagements have effect.

5.2. Recognised International Standards

Esenyel Partners’ sanctions and AML/CFT procedures are further informed by the leading international standards in the field, most notably the Recommendations of the Financial Action Task Force (“FATF”), the standards of the Council of Europe’s MONEYVAL committee, the EU AML/CFT directives insofar as relevant to cross-border engagements, the targeted financial sanctions adopted by the UN Security Council (“UN Sanctions”), the sanctions programmes administered by OFAC, and the UK Sanctions regime implemented under the Sanctions and Anti-Money Laundering Act 2018 and its secondary

legislation. Where a client is subject to any additional foreign or sector-specific regulatory regime, the scope and depth of the due-diligence measures are calibrated commensurately.

5.3. Reputation Protection

- Strengthening Esenyel Partners' reputation and reliability in international legal practice by complying with national and international law; and
- Minimising reputational risk by declining to cooperate with parties reasonably suspected of being subject to, or of seeking to evade, sanctions.

5.4. Prohibited Engagements

In the conduct of its practice, Esenyel Partners is committed to full compliance with all national and international sanctions regulations. The following are accordingly prohibited and will not be undertaken under any circumstances:

- Accepting instructions from, or otherwise dealing with, individuals, companies or other legal entities listed on the OFAC SDN List or on any other sanctions list published by OFAC;
- Engaging with persons or entities designated on the sanctions lists of the UN, the EU, the UK or the Republic of Türkiye;
- Establishing direct financial relationships, entering into engagement agreements, or rendering any service to sanctioned persons, whether directly or indirectly;
- Conducting business or financial transactions with comprehensively sanctioned countries, or with the governments, state institutions or designated entities of such countries, whether directly or indirectly; and
- Establishing any relationship in respect of assets owned or controlled by a sanctioned entity.

Avoiding prohibited dealings is regarded by Esenyel Partners as essential to full compliance with the applicable sanctions regimes and to the preservation of its credibility and reputation in international legal practice. Any professional dealing of this nature is treated as legally prohibited given the serious risks it poses to Esenyel Partners' compliance obligations and standing.

6. AML/CFT and Client Due Diligence

In accordance with Law No. 5549, the Regulation on Measures Regarding Prevention of Laundering Proceeds of Crime and Financing of Terrorism, the Regulation on the Programme of Compliance Obligations, and the secondary legislation, communiqués and guidelines issued by MASAK, Esenyel Partners applies risk-based client identification and verification measures in respect of every prospective and existing client, with particular rigour in relation to those engagements and transactions in which attorneys act as obliged parties under the applicable Turkish AML/CFT legislation.

6.1. List Screening and Ongoing Monitoring

- Clients, counterparties and other business partners are screened against the OFAC SDN List and all other applicable national and international sanctions lists before any engagement or service commences, so that Esenyel Partners does not act for, or deal with, sanctioned persons; and
- Screening is performed not only at onboarding but on a continuing basis, ensuring that every relationship remains consistent with the most current sanctions measures.

6.2. Know Your Client (“KYC”)

- Comprehensive KYC procedures are applied to all engagements, in particular those with an international element; clients are required to provide identity-verification information, details of ownership and control structures, the nature of their activities, source-of-funds and source-of-wealth information, and any other necessary documentation; and
- KYC measures serve not only to satisfy legal requirements but also as a critical means of identifying and mitigating risk and of protecting the reputation and independence of Esenyel Partners.

6.3. Transaction and Engagement Monitoring

- Esenyel Partners monitors its engagements and the associated financial flows on a continuing basis in order to detect suspicious activity and to prevent conduct that would breach national or international regulations;
- Where a suspicious matter or transaction is identified, an internal review is initiated without delay and the matter is assessed in accordance with Esenyel Partners’ compliance policies; and
- Reports are made as required, and effective measures are taken to prevent potential sanctions or money-laundering violations, subject always to the limits afforded by professional secrecy and attorney-client confidentiality under the Attorneys Act No. 1136.

7. Roles and Responsibilities

For this Policy to be implemented effectively, the Personnel at all levels have defined duties and responsibilities.

7.1. Duties of the Practice Groups and Support Functions

The practice groups and support functions of Esenyel Partners contribute to the implementation of this Policy by:

- Identifying matters, clients and counterparties carrying potential sanctions or compliance risk;
- Verifying compliance in respect of new clients and new regions of activity;
- Ensuring that appropriate compliance and sanctions clauses are incorporated into engagement letters and contracts;
- Reporting suspicious payments and transactions to the related public authorities so that potential breaches can be detected in good time; and
- Reviewing financial transactions for consistency with the Policy and taking the measures necessary to prevent sanctions or AML/CFT violations.

8. Reputation Management

To protect and strengthen its reputation in international legal practice, Esenyel Partners:

- Declines to act for clients or on matters that are listed on sanctions lists, that involve suspicious activity, or that pose a reputational risk, thereby protecting Esenyl Partners' standing and avoiding legal exposure;
- Conducts regular audits to ensure that the compliance measures are implemented effectively and that breaches are detected and prevented at an early stage; and
- Seeks to be a reliable and respected participant in international legal practice, conducting its work to recognised professional standards and applying high ethical and compliance standards throughout.

9. Counterparty Risk Management

Esenyl Partners manages counterparty risk through the following measures:

- Clients and counterparties are screened on a regular basis using appropriate systems that check consistency with sanctions lists and other applicable regulations;
- Esenyl Partners does not act for high-risk parties or in respect of sanctioned persons or jurisdictions, thereby limiting its financial, operational and legal exposure;
- The results of risk analyses are reported to Esenyl Partners' management on a regular basis and inform the strategies that guide Esenyl Partners' acceptance and continuation of work, so that potential risks are identified early and addressed;
- Regular risk assessments are carried out to identify areas that may be exposed to sanctions violations and to secure the integrity of Esenyl Partners' processes; and
- Where appropriate, Esenyl Partners draws on specialist external advice to manage complex compliance questions and to reduce the risk of sanctions breaches or non-compliance.

10. Non-Compliance with the Policy

If Esenyl Partners is instructed to undertake work that is contrary to the applicable sanctions controls, or if, following the commencement of an engagement, it is determined as a result of new sanctions measures that the service to be provided would be contrary to those controls, Esenyl Partners reserves the right to decline, suspend or terminate the engagement without penalty, subject to the rules of the legal profession governing withdrawal from representation. Esenyl Partners further reserves the right to decline, suspend or terminate any engagement where the KYC information provided cannot be satisfactorily verified, where the engagement is irreconcilable with Esenyl Partners' internal compliance policies or with any applicable legislative provision, or where Esenyl Partners becomes aware of any circumstance giving rise to a refraining, asset-freezing or reporting obligation under the applicable AML/CFT legislation or under the UN Sanctions, OFAC or UK Sanctions regimes.

Esenyl Partners is committed to taking disciplinary action against any personnel who act in breach of this Policy and to implementing all necessary measures to ensure compliance. The acceptance of an engagement by Esenyl Partners shall in no event be construed as a waiver of, or a limitation upon, the statutory obligations incumbent upon Esenyl Partners under Law No. 5549 and related legislation, including, subject to the protections of professional secrecy and attorney-client confidentiality

enshrined in the Attorneys Act No. 1136, its obligation to file suspicious-transaction reports with MASAK.

11. Emergency Controls and Measures

To respond swiftly and effectively to potential non-compliance and suspicious transactions, Esenyel Partners applies the following procedures:

- Where a suspicious transaction is detected, the relevant matter is suspended, and a detailed risk assessment is carried out before the appropriate action is determined;
- Potential breaches are reported to the competent domestic or international authorities according to the severity of the matter and subject to applicable confidentiality protections;
- In the event of non-compliance, existing processes are examined to identify root causes, and corrective action is taken to prevent recurrence and to strengthen Esenyel Partners' adherence to legal and ethical standards; and
- The Personnel are provided with adequate training on the compliance policies and procedures, including changes in the applicable regulations and the detection and management of non-compliance, so as to reinforce a strong culture of compliance across Esenyel Partners.

This Policy serves as the principal guide for ensuring that the practice of Esenyel Partners complies with national and international law, minimises potential risks, protects the reputation and independence of Esenyel Partners, and supports a sustainable and responsible model of legal practice.