

**Code of Conduct  
For Suppliers of  
Garanti BBVA International**

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## **1. INTRODUCTION**

At Garanti BBVA International (GBI) we want to contribute positively to the development of the companies with which we work. We understand that integrating ethical, social and environmental factors in our supply chain is part of our responsibility. For this reason, this Code sets out the minimum standards of ethical, social and environmental conduct that we expect our suppliers to comply with when providing products and services to us. We recognise that many of our suppliers have already adopted such standards and we hope that those who have yet to do so will design and implement appropriate internal procedures to ensure that they comply with such standards.

The BBVA Group promotes the application of such standards in accordance with the International Bill of Human Rights, the United Nations Global Compact and the principles of action and recommendations for the conduct of business activity issued by the United Nations, the Organization for Economic Cooperation and Development and the International Labour Organization.

This Code should be read in conjunction with the provisions governing the legal relationship between the supplier and GBI (general terms & conditions, agreements, etc.).

GBI will periodically review this Code and will make any necessary changes. Suppliers must be aware of its content at all times, which is available on our website [www.garantibank.eu](http://www.garantibank.eu).

If any significant changes are made to this Code and the supplier does not agree with or is otherwise unable to comply with them, the supplier shall notify GBI.

## **2. PURPOSE**

This code sets out the basic principles that must be respected by all suppliers with whom GBI has relations.

We expect our suppliers to adopt the necessary policies and procedures to ensure compliance with this Code and to take any necessary communication and training actions to ensure that their employees and their supply chain read, understand and act in accordance with the provisions of this Code.

## **3. SCOPE**

This Code applies to all suppliers who in the course of their business activities have relations with GBI when providing goods or services, irrespective of their nationality and the place of supply of the services.

## **4. BASIC PRINCIPLES**

### **4.1 Legal Compliance**

The suppliers of GBI undertake to strictly comply with any applicable legislation. Likewise, they shall comply with any international regulations to which GBI is subject in the conduct of its activities, which will be identified in the provisions governing the relationship between the GBI and its suppliers (general terms & conditions, agreements, etc.).

### **4.2 Commitment to Human Rights**

GBI strives to advance human rights in its relations with suppliers. For this reason, GBI aims to work with those suppliers who have human rights policies and procedures in place

In particular, suppliers shall:

- Ensure that they hire their employees in compliance with the applicable employment and migration law, international conventions and other regulatory and legal provisions of an employment nature, irrespective of their home or host jurisdiction.
- Guarantee that their employees are treated with respect and dignity, ensuring a work environment which promotes diversity and inclusion and which does not tolerate discriminatory attitudes.
- Encourage respect for and compliance with the rules on occupational health and safety in accordance with the applicable legislation, providing employees with a safe and health risk free environment and promoting the prevention of accidents among all of their employees.
- Provide their employees with a fair salary that is at least equal to the minimum wage or to the salary established by collective bargaining agreement if this is higher.
- Respect the work schedule of their employees so that this does not exceed the maximum number of hours permitted by the applicable legislation.
- Respect the freedom of association of their employees, especially with regard to collective bargaining, ensuring that their exercise of such right does not result in adverse consequences or reprisals.
- Ensure that they comply with the Minimum Age Convention No. 138 and Convention No. 182 on the Worst Forms of Child Labour of the International Labour Organization and that in accordance with such conventions they do not hire children.

GBI will strive to work alongside the supplier when it is found that the latter has committed serious violations of human rights , however GBI shall refrain from operating with those suppliers who do not show progress in this regard.

#### **4.3 Commitment to the environment**

The protection of the environment, sustainability and the drive towards “eco-efficiency” are a priority for GBI, who supports the main international commitments in this regard:

- United Nations Global Compact
- UNEP-FI
- The Equator Principles
- CDP (Carbon Disclosure Project)
- Principles for Responsible Investment

The suppliers of GBI are expected to show sensitivity not to engage in environmental actions that breach not only the provisions of the applicable legislation but also the provisions of the aforementioned international agreements.

#### **4.4 Supply chain (subcontracting)**

Unless permitted by the provisions governing the legal relationship between the supplier and GBI (general terms & conditions, agreements, etc.), the use of subcontractors by the supplier is not permitted. In those cases where this is permitted, suppliers shall ensure that when their supply chain supplies products or services to GBI, such supply chain knows, understands and complies with the standards set out in this Code. For such purpose, suppliers shall take any measures that they deem necessary for monitoring their supply chain and mitigating any possible negative impact on GBI's reputation and integrity.

Additionally, GBI may request to certain suppliers posing greater risk that they establish additional controls in the provisions governing their legal relationship, which depending on the circumstances, may include the following:

- The right to carry out audits in relation to compliance with the undertakings set out in this Code.
- The right to visit the supplier's premises.

#### **4.5 Combatting Corruption**

GBI does not tolerate any form of corruption or bribery in any of the activities conducted by it and we also expect no such tolerance from our suppliers.

GBI has appropriate internal policies, procedures and controls to fulfil the obligations established by the different legal systems in relation to the prevention of corruption and does not permit its employees to offer, promote or make, either directly or indirectly, any kind of payment, gift, bonus, donation, offers of employment, sponsorship, preferential treatment or benefit of any kind, intended for influencing or attempting to influence, in order to obtain an unfair benefit or advantage, the decisions of third parties, individuals, public employees or authorities, in respect of GBI's activity, or in respect of the persons who work at GBI. Such prohibition also applies to so-called facilitation payments<sup>1</sup>.

In relation to the supply of goods and services to GBI, suppliers undertake to implement adequate policies and procedures in order to comply with the applicable legislation in this regard and to:

- a. Not offer, promote or make, either directly or indirectly, any kind of payment, gift, bonus, donation, offers of employment, sponsorship, preferential treatment or benefit of any kind, intended for influencing or attempting to influence, in order to obtain an unfair benefit or advantage, the decisions of third parties, public employees or authorities or GBI's employees.
- b. Not accept gifts, payments, commissions or any other personal benefits from other third parties or GBI's employees.
- c. Keep a suitable system of accounting records of all transactions, expenses and income, without omitting, concealing or altering any data or information, so that the accounting and operational records provide a true and fair view of their business.
- d. Not make facilitation payments.

#### **4.6 Prevention of money laundering and financing of terrorist activities**

GBI has the duty and the legal obligation to prevent funds of illegal origin from entering and using the financial system. To fulfil such duty, in the conduct of its ordinary financial activity, GBI has implemented a model for the prevention of money laundering and financing of terrorist activities in accordance with the applicable legislation and best international practice in this regard.

Suppliers should be equally committed to ensuring that their actions do not constitute money laundering and terrorist financing. For such purpose, they shall ensure that they adopt the necessary measures to prevent such risk.

Additionally, GBI has procedures and systems in place to comply with the economic sanctions and embargos imposed by the international community and by some legislations to restrict business with certain countries, entities and persons. Suppliers should share this commitment, adopting the measures that they deem appropriate so that their operations do not violate the aforementioned sanctions and embargos, exposing GBI to this kind of risks. The suppliers to whom the aforementioned legislation applies shall implement policies and procedures to comply with the aforementioned economic sanctions and embargos and to prevent illegal funds from entering and using the financial system.

#### **4.7 Political contributions**

At GBI we conduct our business activity respecting the political pluralism of the companies with which we work. GBI does not make contributions to electoral campaigns or donations to political parties.

GBI's suppliers shall comply with the applicable legislation in this regard and shall not make political contributions on GBI's behalf.

#### **4.8 Conflicts of interest**

A conflict of interest exists when a personal or family situation, friendship or any other external circumstance may affect the professional objectiveness of GBI's employees in their supply related decisions.

GBI has internal regulations in place that make it necessary for its employees to report such situations to their superior, prior to any action, and to refrain from participating in any decisions regarding matters affected by the conflict of interest or from influencing the persons responsible for taking such decisions.

Likewise, in order to ensure their full independence, GBI's suppliers must maintain internal procedures for checking and verifying possible situations of conflicts of interest and report to GBI immediately about any situation of conflict of interest, actual or potential, that arises in any supply process that they intend to carry out with GBI, due to their personal or professional relations with GBI's customers, suppliers, competitors or employees.

Suppliers must notify GBI, at the beginning of each contracting processes of services or purchasing any goods, if any (i) shareholder (ii) member of its management body or (iii) any of its employees related to such contract or purchase has been an employee of any company or entity of BBVA Group, including Garanti BBVA and its subsidiaries or GBI, within the last three years. Suppliers shall further notify GBI if the relevant individual involved in the hiring or purchase process proposed by GBI is providing his/her services to the supplier under a commercial relationship.

#### **4.9 Free Competition**

The business activity of GBI's suppliers must be conducted respecting the principle of free competition and avoiding any practices which illegally restrict such competition or which may be regarded as unfair competition, including, among others, the following:

- Negotiating or entering into agreements with competitors regarding prices, product offers, production levels, customer distribution, markets or market shares, boycotts of certain customers or suppliers or any other anti-competitive practice.
- Actions that may imply an abuse of dominant position.
- Damaging the reputation of competitors.

#### **4.10 Confidentiality**

Any information of GBI, its customers, employees or any third party is confidential. Regarding access to and the storage of such information the provisions of the legislation applicable at the time and the provisions governing the relationship between the supplier and GBI (general terms & conditions, agreements, etc.) shall apply.

## **5. COMPLAINTS CHANNEL**

As a supplier of GBI, if you observe any conduct or situation related to GBI that may breach the applicable legal provisions or the standards set out in this Code, please report the incident through the Whistleblowing Channel by email on [GBIWhistleblowingchannel@garantibank.eu](mailto:GBIWhistleblowingchannel@garantibank.eu) or by telephone on +31205539795.

If you consider, for whatever reason, that it is not appropriate or opportune to use this channel, or if you are unsure whether it is the most suitable way to resolve the situation, report the incident through the Garanti BBVA Whistleblowing Channel by email on [etikbildirim@garantibbva.com.tr](mailto:etikbildirim@garantibbva.com.tr) or by telephone on +90 216 6625156.

If you consider, for whatever reason, that it is not appropriate or opportune to use this channel, or if you are unsure whether it is the most suitable way to resolve the situation, please use the Corporate Whistleblowing Channel, reporting the incident to Compliance Holding BBVA by email on [canaldenuncia@bbva.com](mailto:canaldenuncia@bbva.com) or by telephone on (34) 91 537 7222.

The information given will be reviewed on an objective, impartial and confidential basis. Any suppliers who report events or conduct in good faith to this Complaints Channel will suffer no reprisals or any other adverse consequence as a result of making the complaint.

All complaints will be treated with due care and in a timely manner, ensuring their investigation and taking the necessary steps to resolve them.

## **6. COMPLIANCE WITH AND MONITORING OF THE CODE**

This Code is applicable on a mandatory basis to suppliers in relation to their activities for the supply of goods and services to GBI. GBI expects its suppliers to monitor internally their compliance with this Code and to report to GBI any breach thereof, as well as to comply with any request for information regarding compliance with the Code.