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# CORPORATE CODE OF CONDUCT POLICY

ONUR TAAHHÜT TAŞIMACILIK  
İNŞAAT TİCARET VE SANAYİ A.Ş.

Our company has gained respect and reputation in many countries around the world, including Turkey, on the basis of our professional competence in construction and engineering services and for our efforts for the welfare of our employees. This reputation is our most valuable asset and our commitment to perform our work with the highest quality with honesty, integrity and fairness as the foundation of all our values.

Our primary goal with all our employees is to protect and maintain our values, credibility and reputation in an honest and fair manner for all our stakeholders. Based on these values, we define the responsibilities and obligations of all employees, regardless of their employment contracts or titles, with this **Corporate Code of Conduct Policy**.

As an international construction company, we aim to provide work, products and services of universal quality and standards, contribute to economic and social development, and do our best to combat corruption and bribery, using natural resources efficiently, nationally and globally. As a responsible and ethical entity, we are committed to respecting human / labor rights and taking all reasonable steps to ensure that modern slavery (in any form) does not take place in our area of influence. Acting for the benefit of our country and the world together with our stakeholders is among our corporate goals.

We are proud of what we have achieved and of our employees.

I believe that you will pay utmost attention to the principles of our Company's **Corporate Code of Conduct Policy** while performing your job, and I wish you success in your work.

ONUR ÇETİNCEVİZ

Chairman of the Board of Directors

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# CORPORATE CODE OF CONDUCT POLICY

## 1. INTRODUCTION

Onur Taahhüt Taşımacılık İnşaat Ticaret ve Sanayi Anonim Şirketi ("**ONUR**") is a well-known construction company providing admirable construction projects and engineering services to its clients worldwide.

This Corporate Code of Conduct Policy has been prepared by ONUR in the light of ONUR's core ethical values, which ONUR and ONUR Companies have valued throughout its more than 40-year operating history. With this Policy, ONUR wishes to strengthen its reputation as a company that conducts business according to the highest ethical principles and to demonstrate that ONUR places honesty and ethics at the center of its business.

Therefore, the rules contained in this Policy are designed to provide guidance to all ONUR's subsidiaries, organizations and project managers, as well as a reference for all employees, customers, employer partners, colleagues and the community to connect with ONUR's values in their daily business activities and to establish positive expectations in their daily behavior. This Policy is where everyone who works for ONUR and ONUR Companies finds direction on how to conduct their business.

As a Turkish company, ONUR is obliged to act in compliance with the laws of the Republic of Turkey. These legal requirements include laws and regulations related to corruption and bribery, such as the Turkish Criminal Code No. 5237 and the Turkish Misdemeanor Law No. 5326. In addition, ONUR undertakes various construction projects in a number of different countries; therefore, ONUR is also subject to the legal requirements of the jurisdictions in which it operates. Thus, ONUR may also be subject to the UK Bribery Act 2010 and the US Foreign Corrupt Practices Act. These laws prohibit a wide range of conduct in relation to business with private individuals and public officials and reinforce ONUR's commitment to conduct its business honestly, with respect for integrity and in compliance with all applicable domestic and foreign laws.

ONUR is committed to undertake global construction projects with integrity, honesty and good faith, respecting the highest ethical standards. Therefore, it is a

necessary condition for employment at ONUR that ONUR employees understand and comply with this Corporate Code of Conduct and consult with the Compliance Director in case of any doubt as to whether an activity is permitted or not.

ONUR maintains a zero-tolerance policy against bribery and corruption. If ONUR determines that there is evidence indicating a violation or possible breach of applicable anti-corruption laws, accordingly ONUR will initiate an investigation. Based on the results of the investigation, ONUR will take appropriate disciplinary measures in line with the violating act.

## 2. DEFINITIONS

**Employee:** Refers to any director, officer, employee, agent or representative of ONUR and ONUR Companies.

**Gift(s):** Refers to discounts, gift cards, and promotional products, promises of employment, cash, credits, memberships, services, and privileges, of tangible value, given or received directly or through intermediaries.

**HR Department** Refers to the human resources department of ONUR.

**Business Partners:** Refers to contractors, subcontractors, agents, joint venture partners, suppliers, uncontrolled subsidiaries, consortium partners, representatives, intermediaries, customs brokers, natural persons or legal entities, would-be subcontractors, consultants, lawyers and other intermediaries who have a business relationship with ONUR and ONUR Companies.

**Public Official(s):** Refers to any person, regardless of nationality, including employees of publicly owned companies, who participates in the conduct of public activities by appointment, election or otherwise, for a permanent, limited or temporary period.

Within the framework of this Policy,

- 1- Representatives of organizations with the character of public institutions;
  - 2- Representatives of companies established through the participation of public institutions and organizations or professional organizations with the character of public institutions;
  - 3- Representatives of foundations operating under the supervision of the same organization;
  - 4- Representatives of associations working in the public interest;
  - 5- Representatives of cooperatives;
  - 6- Representatives of public benefit associations and publicly traded companies;
  - 7- Their family members and close aides of Public Officials,
- Are also considered Public Officials regardless of their identity.

**Hospitality:** Refers to social organizations for short or long-term accommodation, travel and transport, sports, cultural or other purposes.

<p><b>Critical Third Parties:</b> Refers to ONUR and ONUR Companies' agents, consultants and other third party business partners who may interact with Public Officials on a continuous basis.</p>
<p><b>Board:</b> Refers to the Board of Directors of ONUR.</p>
<p><b>Accounting Department:</b> Refers to the accounting department of ONUR.</p>
<p><b>Cash Equivalent:</b> Without limitation; refers to money, gift vouchers, gift cards, discounts, bargain instruments, coupons for the purchase of gold or fuel, and any tickets and similar documents containing a specific value.</p>
<p><b>ONUR Companies:</b> Refers to companies owned or controlled by ONUR and any company owned or controlled by the same ultimate beneficial owner as ONUR.</p>
<p><b>ONUR</b> Refers to Onur Taahhüt Taşımacılık İnşaat Tic. ve San. A.Ş.</p>
<p><b>Private Persons:</b> Refers to any person other than a "Public Official" (as defined below in this Policy) with whom Employees work on any matter related to ONUR's business.</p>
<p><b>PACI Principles:</b> Refers to the Partnership Against Corruption / <i>Anti-Bribery Principles</i> published by the Partnership Against Corruption Initiative, an initiative of the World Economic Forum in partnership with Transparency International and the Basel Governance Institute.</p>
<p><b>Policy</b> Refers to this <b>Corporate Code of Conduct</b> Policy of ONUR.</p>
<p><b>Politically Exposed Person:</b> Refers to Public Officials such as person who has an important function or is entrusted with such functions, such as senior politicians, senior government, judicial or military officials, senior executives of state-owned companies, key political party officials. For the purposes of this Policy, family members and close associates of these individuals are also considered Politically Exposed Persons, regardless of their identity.</p>
<p><b>Law on Political Parties:</b> Refers to Law No. 2820 on Political Parties.</p>
<p><b>Turkish Criminal Code:</b> Refers to the Turkish Criminal Code No. 5237.</p>
<p><b>Turkish Commercial Code:</b> Refers to the Turkish Commercial Code No. 6102.</p>



**Compliance Director:** Refers to the senior employee of ONUR who ensures that ONUR and ONUR Companies comply with all applicable legal and regulatory requirements and internal policies. The Compliance Director also takes care of training related to the Policy and provides clarifications on the interpretation of this Policy when necessary. The Compliance Director reports to ONUR's Board of Directors.

**Compliance Officer:** Refers to the senior employee of ONUR Companies who ensures that ONUR Companies comply with all applicable legal and regulatory requirements and internal policies. The Compliance Officer also takes care of training related to the Policy and provides clarifications on the interpretation of this Policy when necessary. The Compliance Officer reports to the Compliance Director.

**Third Party (Parties):** Refers to any person or legal entity that is not a Business Partner with which ONUR and ONUR Companies interact.

**Prohibited Acts includes:**

- 1- Corrupt practices,
- 2- Fraudulent practices,
- 3- Coercive practices and
- 4- Collusive practices.

**A corrupt practice** is offering, giving, receiving or soliciting anything of value, directly or indirectly, to improperly influence the actions of another party.

**A fraudulent practice** is any act or omission, including misrepresentation that knowingly or recklessly misleads or attempts to mislead a party.

**A coercive practice** is to harm or threaten to harm, directly or indirectly, any party or the party's property in order to improperly influence a party's actions.

**Collusive practice** is an arrangement between two or more parties designed to achieve an improper purpose, including improperly influencing the actions of another party.

### **3. WHAT IS THE CORPORATE CODE OF BUSINESS CONDUCT?**

Ethical values include the concepts of justice (acting fairly), integrity, honesty (artlessness), impartiality and responsibility. In short, acting ethically refers to doing the right thing on moral grounds, which is an indispensable duty of everyone acting on behalf of ONUR and ONUR Companies.

Employees are obliged to do what is right for themselves and for ONUR and ONUR Companies. In this context, Employees are responsible for their behavior and are expected to exhibit behaviors that support the values, principles and standards of ONUR and ONUR Companies. These rules aim to provide clear guidance on how Employees should behave as representatives of ONUR and ONUR Companies.

These rules constitute a basic framework for the responsibilities of Employees towards ONUR and ONUR Companies and other stakeholders (customers, suppliers, consumers, authorities and media organizations). Parts of this Policy may refer to specific policies that regulate the subject matter in more detail. Employees are expected to be familiar with this Policy and the policies referred to herein.

Please note that while this Code is intended to act as a framework to regulate the behavior and actions of Employees, it may not foresee every ethical or legal dilemma that Employees may experience in the course of carrying out their daily duties and operations. Therefore, ONUR and ONUR Companies encourage Employees to discuss and ask questions to the Compliance Director when in doubt in a manner consistent with the values of ONUR and ONUR Companies.

### **4. WHO IS SUBJECT TO THIS POLICY?**

This Policy applies to all Employees regardless of their positions. The referrals made to Employees pursuant to this Policy also apply to the employees of ONUR's affiliates (and other companies having the same ultimate beneficial owner as ONUR).

All Employees are required to sign the statement attached in Annex-1 in which they undertake to comply with all internal policies and directives of ONUR, including this Policy, and not to have any existing conflict of interest with ONUR, ONUR Companies or Employees.

## **5. PRIORITY BETWEEN POLICY AND LEGISLATION**

Employees are expected to act in accordance with applicable laws. In the event of any conflict or inconsistency or difference of interpretation between the provisions of this Policy and applicable laws, the applicable laws shall prevail.

In case this Policy is stricter than the applicable laws, ONUR and ONUR Companies expect Employees to comply with this Policy.

## **6. ZERO TOLERANCE FOR ILLEGAL ACTIVITIES AND ADHERENCE TO INTERNATIONAL STANDARDS**

ONUR and ONUR Companies adhere to the PACI Principles and adopt a "zero tolerance" policy on bribery and corruption. ONUR and ONUR Companies do not tolerate illegal activities carried out by Employees in connection with their professional behavior. ONUR and ONUR Companies also adopt the Anti-Bribery Principles of Transparency International.

## **7. ANTI-CORRUPTION COMMITMENT**

In order to comply with all applicable anti-corruption laws, ONUR and ONUR Companies recognize the need for an anti-corruption policy that articulates in clear and reasonable detail the values, policies and procedures that prevent bribery and all forms of corruption from occurring in all activities under its effective control. The Compliance Director is responsible for preparing such an anti-corruption policy and the Board is responsible for ensuring its adoption and implementation.

This anti-corruption policy is based on the principles set out in this Policy and is consistent with all anti-bribery and anti-corruption laws in all jurisdictions where ONUR and ONUR Companies operate and with the values and principles of ONUR and ONUR Companies. The Compliance Director oversees the implementation of the anti-corruption program and is responsible for reviewing the program when necessary. ONUR and ONUR Companies will ensure that all Employees comply with the anti-corruption policy.

## **8. PROHIBITION OF BRIBERY**

As stated herein, ONUR and ONUR Companies operate with a zero-tolerance approach to bribery. All operations involving ONUR and ONUR Companies must be concluded only on the basis of high ethical standards. Therefore, ONUR prohibits business relationships involving bribery and facilitation payments. In accordance with ONUR and ONUR Companies' zero-tolerance approach to bribery, Employees are prohibited from directly or indirectly offering, providing or receiving anything of value as a means of bribing a Public Official.

In this context, Employees are prohibited from giving or receiving bribes in any form, directly or indirectly, including contractual payments made in whole or in part, through any means or channel, to provide improper benefits to customers, agents, contractors, suppliers or employees, in all business operation, directly or through third parties. In particular, involving Business Partners or other intermediaries under their effective control.

Under the Turkish Criminal Code, bribery is the offering, promising, giving or authorizing, demanding or accepting, directly or indirectly, any undue advantage, money, gift, thing of value or financial or other benefit to any of the following in order to obtain, retain or direct business or to provide any other improper advantage in the conduct of business.

- Public Servant,
- Political candidate, party or party official or
- Any private sector employee (including a person who manages or works for a private sector organization in any capacity),

This bribery prohibition applies regardless of the nationality of the above-mentioned persons. The mere promise of an advantage is sufficient to violate the bribery prohibition and the actual payment of a bribe is not required.

A "financial or other advantage" is likely to be interpreted broadly and should be considered to include not only direct monetary benefits but also less tangible advantages (e.g. offering employment or work experience to the son or daughter of a Public Official or business representative).

Special risks arise in dealings with Public Officials doing official business with ONUR and ONUR Companies, for example during a tender process. Employees must not attempt to influence such decisions by offering or withholding any financial advantage, explicitly or implicitly, to the relevant Public Official or any other person. No advantage, whether financial or non-financial, may be provided to any Public Official, or at the request of such Public Official or with the Public Official's approval/consent, where the Public Official is involved in the determination of any performance made by ONUR or ONUR Companies, unless it complies with the Gifts and Hospitality Policy.

It is important to note that this Policy does not prohibit legitimate operations with current or former Public Officials or other persons with whom ONUR and ONUR Companies do business. For example, ONUR and ONUR Companies may hire former Public Officials as employees, consultants or board members in accordance with the relevant applicable legislation, including but not limited to Law No. 2531 on Prohibition of Commercial Activities of Former Public Officials, following an appropriate assessment of the risks thereof.

Employees are encouraged to speak with the Compliance Director if they have any doubts about whether an activity is permissible. Any Employee who believes that a Bribe has been paid or will be paid, by or offered to an Employee, shall immediately raise the matter or suspicion through the ONUR hotline set forth in Section 24 of this Policy or through the Compliance Director.

No Employee shall be subject to demotions, penalties or other adverse consequences for refusing to give or receive a bribe, even if it results in the loss of business for ONUR and ONUR Companies.

## **9. FACILITATION PAYMENTS**

Employees are strictly prohibited from making any facilitation payments. Facilitation payments are not only unethical but also illegal under most countries' anti-bribery laws. In Turkey, facilitation payments can be considered bribery.

### **What is a facilitation payment?**

Facilitation payments are generally small, informal, non-transparent payments requested by Public Officials in some countries to perform or expedite routine

governmental actions to which ONUR and ONUR Companies are entitled, e.g. to provide customs clearance or to expedite a licensing procedure.

### **What should you do when a facilitation payment is requested?**

If you receive a request for facilitation payment from a Public Official:

- Deny the request, explaining that you cannot make such a payment because it is prohibited by this Policy and
- Immediately inform the Compliance Director.

### **What should you do when you are asked for a payment and you suspect it is a facilitation payment?**

When a payment is requested and you suspect it is facilitation payment, taking the following steps can help determine whether the requested payment is legitimate and, if not, may persuade the Public Official to stop requesting the payment:

- Questioning the legitimacy of the request, for example by asking for the purpose for which the payment is being requested, and asking for a reference to the relevant rules or guidelines that say the payment is necessary.
- Ask if a receipt can be provided;
- Requesting the identity documents of the requesting Public Official;
- Asking to discuss the matter with the Public Official's superiors;
- State that cash payments are prohibited under ONUR's policy and ask if payment can be made through another official channel if necessary.

If you are unsure whether a requested payment constitutes a facilitating payment, you should not make the payment, but should immediately notify the Compliance Director and obtain approval to make any payment before it is made.

## **10. POLITICAL CONTRIBUTION**

### **There is no political affiliation.**

ONUR and ONUR Companies do not support or lean towards any political view or political party. ONUR and ONUR Companies do not take any action with any political motive.

Employees must act with this non-political stance on every platform where they represent ONUR or ONUR Companies. Accordingly, employees must refrain from expressing their personal political views and behaviors in this direction in the workplace.

### **No political contribution**

Employees must acknowledge that demonstrations, propaganda or similar activities related to the above-mentioned issues are not permitted within ONUR or ONUR Companies or where Employees act or are identified as company personnel.

Employees and business partners acting on behalf of ONUR or ONUR Companies must not make direct or indirect contributions to political parties, party officials, Politically Exposed Persons, candidates, organizations or persons engaged in politics as a bribery scheme.

However, as long as employees are not directly or indirectly involved in the interests of ONUR or ONUR Companies, they may donate to political parties independently of ONUR's or ONUR Companies' activities with their personal decisions. All political contributions must be transparent and made only in accordance with applicable laws, including but not limited to the Law on Political Parties.

Any suspicion of improper political contributions by any Employee using ONUR's or ONUR Companies' assets or fraudulent bribery must be reported directly to the Compliance Director via ONUR's hotline.

Employees are encouraged to consult with the Compliance Director when they have questions about political donations and the limits permitted under local law.

## **11. CHARITABLE CONTRIBUTIONS AND SPONSORSHIPS**

Charitable contributions and sponsorships may not be used as a ploy for bribery. All charitable contributions and sponsorships must be transparent and made in accordance with the Donation and Sponsorship Policy and in compliance with the applicable laws of the relevant jurisdiction.

All donations and sponsorships must be provided in accordance with ONUR's vision, mission, ethical values and principles. All ONUR and ONUR Companies will provide donations and sponsorships to benefit the society.

Improper payments related to charitable contributions and sponsorships (i.e., donations made or sponsorships provided to obtain any benefit or facilitate any action or make political contributions for the benefit of ONUR or ONUR Companies) must be reported through ONUR's hotline. Those who fail to report improper donations or sponsorships may face disciplinary measures, up to and including termination of employment.<sup>1</sup>

All written requests for charitable contributions and sponsorships are reviewed by the Compliance Director and approved by the Board. No donation or sponsorship may be provided without prior reasonable third-party due diligence by the Compliance Director or Compliance Officer.

## **12. GIFTS AND HOSPITALITY (ENTERTAINMENT, ACCOMMODATION AND TRAVEL) EXPENSES**

ONUR and ONUR Companies recognize that business gifts and hospitality, as a courtesy, are designed to build business relationships, not to gain unfair advantages or bribes. In this context, ONUR and ONUR Companies recognize that certain business situations may require the provision of gifts and hospitality. However, these should not be material and frequent beyond what traditional customs allow. Gifts and hospitality may include, but are not limited to, objects, meals, services, favors, travel, accommodation or discounts.

Offering, receiving and providing gifts and hospitality are prohibited where such arrangements may improperly influence or be perceived to improperly influence the outcome of a procurement process or other business transaction and are not reasonable or bona fide expenditures. In all cases, gifts and hospitality provided must comply with all applicable legal requirements and be reasonable.

Details of all gifts and hospitality given to third parties must be fully recorded in the books and records of ONUR or the relevant ONUR Companies in accordance with applicable laws. The Compliance Director, with the assistance of the Accounting

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<sup>1</sup> Please see Section 8 of Charitable Contributions and Sponsorships for prohibited charitable donations and sponsorships.



Department, has a duty to routinely audit records to ensure that ONUR and ONUR Companies continue to comply with this Policy and all applicable laws.

ONUR and ONUR Companies take strict measures to ensure that Employees obtain approval for all gifts and hospitality. To provide guidance on acceptable gifts and hospitality, ONUR has adopted the Gifts and Hospitality Policy. In this context, Employees and Business Partners can always refer to ONUR's Gifts and Hospitality Policy for rules and procedures regarding approval, review, reporting procedures and threshold amounts related to gifts and hospitality. Employees are required to obtain the approval of the Compliance Director and the Board of Directors before giving gifts or providing hospitality in excess of the thresholds set forth in the Gifts and Hospitality Policy.

All Employees must carefully review the Gifts and Hospitality Policy and obtain the necessary approvals before making any gift or hospitality expenditure or receiving any gift or hospitality.

Anyone who suspects that an Employee or Business Partner has violated this Policy, the Gifts and Hospitality Policy and other applicable laws governing the giving and receiving of gifts and hospitality should immediately notify ONUR's hotline or directly to the Compliance Director.

### **13. INTERACTIONS WITH PUBLIC OFFICIALS**

ONUR and ONUR Companies interact with Public Officials due to their business activities. ONUR and ONUR Companies are aware that direct or indirect communications of Employees and Business Partners (including Critical Third Parties) with public officials may reflect the reputation and reliability of ONUR and ONUR Companies in the sector. Therefore, Employees and Business Partners (including Critical Third Parties) are expected to act in accordance with the values described in this Policy and the internal policies of ONUR and ONUR Companies, including but not limited to all applicable laws.

In this regard, Employees and Business Partners (including Critical Third Parties) are prohibited from engaging in practices involving bribery and other forms of corruption and their conduct must comply with the provisions of the Anti-Corruption Policy. Furthermore, when providing gifts and hospitality, Employees and Business Partners

(including Critical Third Parties) must comply with the rules set forth under the Gifts and Hospitality Policy to prevent the appearance of impropriety.

In addition, Employees and Business Partners (including Critical Third Parties) must avoid conflicts of interest when interacting with Public Officials. If an Employee or Business Partner faces a conflict of interest, they should consult with their Compliance Officer or the Compliance Director before continuing the relationship.

Public Officials, directly or indirectly, sometimes through Employees or Third Parties, may request financial or other advantages from ONUR and ONUR Companies. Those who receive such a request from Public Officials must immediately inform the Compliance Officer or Compliance Director before fulfilling the request of the relevant Public Official. After receiving written confirmation from the Compliance Officer or Compliance Director that the request is in compliance with applicable laws and the ethical values of ONUR and ONUR Companies, the relevant Employee may forward the request.

Under no circumstances shall Employees and Business Partners use their personal relationships (i.e. family, friendship, business or political) to exert undue influence over a Public Official in order to achieve a result in favor of ONUR and ONUR Companies.

It is very important to underline that ONUR and ONUR Companies operate in various countries around the world, including but not limited to the Republic of Turkey, Ukraine, Poland, Moldova and the Kingdom of Saudi Arabia. Therefore, all Employees and Business Partners (including Critical Third Parties) must operate in compliance with relevant legislation.

All interactions with Public Officials must comply with the Anti-Corruption Policy of ONUR and ONUR Companies, and Employees and Business Partners must always comply with the ethical standards and values of ONUR and ONUR Companies.

Anyone with questions about interactions with Public Officials can always consult the Compliance Officer or the Compliance Director.

## **14. PUBLIC TENDERS**

ONUR and ONUR Companies are aware that public procurement procedures are very vulnerable to corruption. In this context, ONUR and ONUR Companies are aware

that special care must be taken to avoid any corrupt behavior and the appearance of unethical practices, taking into account the frequent involvement of ONUR and ONUR Companies in public procurement procedures due to their commercial activities.

As ONUR and ONUR Companies operate worldwide, Employees engaged in procurement activities must at all times comply with the standards, legal and ethical practices described in the laws of the relevant jurisdiction, including but not limited to the laws of the Republic of Turkey, Ukraine, Poland, Moldova and the Kingdom of Saudi Arabia.

Employees are responsible for ensuring that ONUR and ONUR Companies do not engage in any procurement procedures that could lead to a conflict of interest. A conflict of interest may arise when Employees and Business Partners get to know bidders or responsible procurement officers over time, or when personal interests, such as providing gifts and hospitality, are involved, or when potential future employment opportunities arise for the relevant procurement officers responsible for procurement processes at ONUR and ONUR Companies or Business Partners. Employees must immediately inform the Compliance Officer if a conflict of interest arises. The Compliance Officer will evaluate the matter related to the conflict of interest and make a decision in writing, consulting the Compliance Director where necessary.

In addition, Employees and Business Partners, while acting on behalf of ONUR and ONUR Companies, must not engage in any activities that involve bid rigging through activities, including, but not limited to, securing, rotating or suppressing bids or other procurement fraud offenses.

In this context, Employees and Business Partners must avoid violating competition and public procurement regulations at all costs. Anyone who is aware of such violations committed by other Employees or Business Partners should immediately inform the Compliance Officer or Compliance Director or file a complaint via the hotline.

If you have any questions about public procurement, you can always consult the Compliance Officer or the Compliance Director.

## **15. ORIENTATION TRAINING**

ONUR and ONUR Companies are committed to ensuring that Employees conduct their daily operations in accordance with this Policy. Therefore, to realize this

commitment, ONUR and ONUR Companies provide appropriate periodic trainings to Employees explaining their obligations and responsibilities under this Policy and the internal policies referenced herein. The Compliance Director is responsible for organizing periodic trainings under this Policy.

In this context, the Compliance Director provides specialized compliance training tailored to the relevant needs of the Employees according to their seniority and positions and the relevant risks that Employees face as part of their daily operations.

In this context, compliance training topics include, but are not limited to, anti-corruption, anti-bribery, principles regarding interactions with public officials, gifts, hospitality, donations and sponsorships provided in accordance with applicable laws, and other matters specified in this Policy.

ONUR and ONUR Companies provide orientation training to all new employees as part of their orientation programs. Employees, regardless of their position, must attend the training. Those who do not attend the training without a valid reason are subject to disciplinary action.

Where appropriate, ONUR and ONUR Companies also provide compliance trainings to Business Partners, especially Critical Third Parties, regarding this Policy. Refusal to participate in these trainings without a valid reason will be subject to termination of the business relationship without any compensation.

Different training will be provided for Employees who face different compliance risks (e.g. specialized training for those dealing with customs clearance, public procurement and sales or marketing employees). Compliance Officers will receive specific compliance training on their duties and responsibilities, in addition to the training received by regular Employees.

The Compliance Director periodically reviews compliance training and updates it according to the needs and requirements of ONUR and ONUR Companies. The Compliance Director will pay special attention to Employees working in "high risk" departments such as sales, tender and marketing departments. In addition, the Compliance Director will provide these Employees with specialized training tailored to the risk they face as part of their daily operations.

Face-to-face compliance training will be provided to employees as much as possible. Where face-to-face training is not possible, Employees will be trained online. In addition, translation into different languages will be provided, if necessary.

The Compliance Director is responsible for the preparation and provision of compliance training and may request assistance from Compliance Officers or any Employee within ONUR or ONUR Companies.

## **16. RECRUITING NEW EMPLOYEES**

The basic principle of ONUR and ONUR Companies regarding recruitment applications is equal opportunity and non-discrimination.

ONUR and ONUR Companies are willing to hire new employees who can contribute to ONUR's integrity and ethical culture. Therefore, before hiring a new employee, ONUR requires candidates to submit criminal records obtained from the relevant governmental authority. In addition, where appropriate, before entering into a new employment relationship with a candidate, ONUR conducts a conflict check to ensure that there is no conflict of interest between the candidate and ONUR and ONUR Companies. Candidates are also required to sign the declaration attached in Annex-1 in which they undertake to comply with all internal policies and guidelines of ONUR, including this Policy, and declare that they have no existing conflict of interest with other employees, ONUR and ONUR Companies.

## **17. SELECTION OF EMPLOYEES INVOLVED IN TENDER PREPARATIONS**

Onur and Onur Companies must take special care when selecting Employees involved in tender preparations.

When hiring a new employee for the tender department, ONUR and ONUR Companies shall first evaluate the existing employees within ONUR and ONUR Companies. If candidates for the tender department are nominated within ONUR and ONUR Companies, personnel records shall be examined. Relatives and/or relations of the relevant Employees with current Business Partners and public officials are

investigated as much as possible. Appropriate candidates are then recommended to the management.

Before ONUR and ONUR Companies employ any person from external sources in the procurement department, a detailed examination is carried out by directly contacting the candidate's references and previous workplaces. Candidates with positive results are notified to ONUR management or the relevant ONUR Company for approval.

## **18. INTERACTIONS WITH THIRD PARTIES AND THIRD PARTY DUE DILIGENCE**

ONUR and ONUR Companies value their partnerships with Business Partners as they are important stakeholders of ONUR and ONUR Companies. Employees must act honestly, respectfully and fairly, and must always protect the mutual interests of ONUR and ONUR Companies and Business Partners. ONUR and ONUR Companies must use the anti-corruption program in their relations with Business Partners and other third parties with whom they have business relations.

Before engaging with any Business Partner, ONUR and ONUR Companies will conduct third party due diligence.

The Compliance Director is responsible for conducting third party due diligence in light of the rules and procedures adopted by ONUR and ONUR Companies.

Within the scope of third party due diligence, the Compliance Director will review and determine whether the potential Business Partner in question complies with the code of ethics and all applicable anti-corruption regulations. The Compliance Director, ONUR and ONUR Companies are obliged to conduct this due diligence process prior to entering into any legal relationship, including but not limited to acquiring shares in a company, entering into a joint venture or partnership, and on an ongoing basis as required by the circumstances.

The Compliance Officer retains all documentation related to the due diligence review and other material aspects of the relationship with Business Partners for five years.

Employees must always monitor the behavior of Business Partners and are responsible for conducting ONUR and ONUR Companies' procurement practices in a fair and transparent manner.

In addition to the rules and procedures described in the Third Party Due Diligence Policy, the following items will be used to assess risks related to third party Business Partners.

During due diligence,

- Red flags and sanctions arrangements will be assessed, such as relationships with government officials or historical violations of anti-corruption laws.
- High corruption risks will be assessed.
- Negative environment control should be done.
- Payment controls will be carried out and implemented (i.e. only payments made to the country where the services are provided or only payments made to the country of incorporation of the Onur Companies concerned will be accepted, unless otherwise approved by the Compliance Director).

## **19. SPECIAL APPROVAL SYSTEM FOR CRITICAL THIRD PARTIES**

Employees are required to pay special attention to their relationships with Critical Third Parties. Onur and Onur Companies and their Employees must monitor the behavior of Critical Third Parties.

ONUR and ONUR Companies have adopted a special approval system for Critical Third Parties. According to this approval system, certain limits regarding the approval of Critical Third Parties are determined by a Board decision. These limits may be updated periodically by adopting a new Board resolution.

The approval of the relevant Compliance Officer and the Compliance Director is required for the hiring of any Critical Third Party for contracts up to certain limits specified in the relevant Board decision, once third party due diligence has been performed.

In addition to the approval by the Compliance Officer, the Board's approval is required for any contract to be signed with Critical Third Parties, following the approval of

the Compliance Director, for the signing of a contract for amounts higher than the limits previously set by the relevant Board decision.

Any contract to be signed with Critical Third Parties and worth more than the upper limit mentioned above and predetermined by the ONUR board of directors will require the approval of the CEO of Onur in addition to the approval of the Compliance Officer and the Compliance Director. The Compliance Officer will report and file all agent and consultant contracts with the Compliance Director.

Employees are required to ensure that compensation paid to Critical Third Parties is appropriate and justifiable compensation for legitimate services rendered and is paid through good faith channels.

## **20. LETTER OF COMMITMENT FOR CRITICAL THIRD PARTIES**

ONUR and ONUR Companies communicate this Policy and the commitment to Critical Third Parties not to engage in Prohibited Practices. Critical Third Parties are required to sign the Letter of Commitment for Third Parties attached in Annex-2, in which they agree to comply with the rules in this Policy. Critical Third Parties will be provided with sufficient information explaining this obligation.

- No relationship will be established without obtaining a signed copy of the Letter of Commitment for Third Parties from Critical Third Parties,
- Without due diligence and
- Before obtaining approval from the Board where necessary.

## **21. AGREEMENTS TO BE MADE WITH BUSINESS PARTNERS**

Any contract between Business Partners and ONUR or other ONUR Companies shall include anti-bribery guarantees, audit rights and termination rights.

Anti-bribery guarantees will include provisions for compensation for damages caused to ONUR and ONUR Companies as a result of misconduct. In addition, during the renewal of existing agreements, these provisions will also be included in the existing agreements.



## **22. PREDISPOSITION TO PROHIBITED PRACTICES**

The Compliance Director is obliged to review the activities of ONUR and ONUR Companies and identify those activities that pose a high risk of susceptibility to engage in Prohibited Practices. Following this review, the Compliance Director will take the necessary measures to address and minimize these risks of non-compliance.

Within the scope of this Policy, Employees are required to comply with the following rules:

- Not giving, offering, receiving or accepting bribes,
- Not engaging in and tolerating unethical behavior,
- Not engaging in Illegal Activities, not engaging in Prohibited Practices
- Not displaying unethical behavior,
- Not making or offering facilitating payments,
- Not displaying a political stance within the scope of his duty in ONUR and ONUR Companies,
- Not to make political contributions on behalf of ONUR and ONUR Companies,
- Not to engage in any conflict of interest,
- To always act with honesty, integrity and reliability as these are the fundamental values and principles of ONUR and ONUR Companies,
- To raise concerns about violations of this Policy and the relevant internal policies referred to herein at any time through ONUR's hotline,
- Seek guidance from the Compliance Officer when needed.

## **23. QUESTIONS RELATED TO THIS POLICY**

Employees, Business Parties and Critical Third Parties may submit questions or concerns about this Code to the Compliance Director, who will listen carefully and give the questioner the utmost attention. The Compliance Director may ask for clarification and then respond to their questions. If any investigation into these concerns needs to be initiated, the Compliance Director will conduct the investigation in a confidential manner with the assistance of the Compliance Officer.

## 24. RAISING CONCERNS

All Employees are obliged to keep the ethical standards of ONUR and ONUR Companies high. If any Employee notices or suspects a violation of this Policy, he/she is expected to report the above-mentioned situation through ONUR's hotline.

ONUR and ONUR Companies encourage all Employees to raise concerns and report suspicious situations through ONUR's hotline as soon as possible. Upon notification of any concern, ONUR and ONUR Companies will address the matter and find the most appropriate resolution without violating applicable laws or risking the health, safety or reputation of the reporter.

## 25. HOTLINE

ONUR and ONUR Companies are aware of their obligation to provide safe and accessible channels through which Employees and others (e.g. Business Partners) can raise concerns and report suspicious situations in confidence and without risk of retaliation as employer that care about ethical values. In this context, ONUR and ONUR Companies protect their employees who honestly express their concerns. To this end, ONUR and ONUR Companies have established a hotline where all Employees can easily and anonymously raise their concerns.

Employees can also reach out to the Compliance Director to raise concerns by sending an email to the address below:

Name-Surname	Contact details
Serkan Dođuđ	sdoguc@onurgroup.com

Please note that the hotline and the Compliance Director are always available for others seeking advice or suggesting improvements to this Policy and related internal policies. Please consult the Compliance Director with any questions.

Please note that those who fail to report violations of this Policy may face disciplinary action, up to and including termination of employment.

## **26. PROTECTION OF THE INFORMANT**

All Employees are encouraged to report suspicions of misconduct in good faith in a "fearless" environment, which guarantees that they will not be subject to any retaliation by ONUR and ONUR Companies, other Employees, contractors or agents. In this context, ONUR and ONUR Companies define good faith reporting as describing and explaining a situation in good faith. Threats of retaliation or retaliation against any Employee who reports an incident or suspicion of a violation of this Policy constitute a violation of this Policy.

All complaints submitted to the hotline will be treated confidentially. The name of the informant will not be disclosed under any circumstances.

## **27. INVESTIGATION**

ONUR and ONUR Companies take seriously any reports of possible inappropriate behavior and violations of this Policy and related internal policies.

Therefore, in this regard, the Compliance Director shall immediately initiate an internal investigation in case of suspected violations of this Policy, relevant internal policies and any applicable law. The Compliance Director will conduct the investigation with the assistance of the Compliance Officer.

The Compliance Director, with the assistance of the Compliance Officer, shall confidentially investigate the suspicious situation and determine whether there has been a violation of this Policy or relevant internal policies or any law and take appropriate corrective action.

Any person participating in an investigation related to this Policy and related internal policies must cooperate by answering all questions truthfully and honestly and keeping all relevant discussions and information confidential. To this end, ONUR and ONUR Companies will ensure that those who cooperate truthfully and honestly with any investigation will not be subject to any form of retaliation.

## **28. VIOLATION OF POLICY**

ONUR and ONUR Companies do not tolerate unethical behavior, illegal activities and prohibited practices.

Those involved in unethical behavior, illegal activities, prohibited practices, including but not limited to bribery or other forms of corruption and misconduct, face disciplinary measures, including termination of employment.

Employees are required to immediately report such situations and violations of this Policy, the relevant internal policies referenced herein and applicable laws through ONUR's hotline or the Compliance Director. The Compliance Director or the person designated by the Compliance Director will review the report sent through ONUR's hotline and create a file for allegations received by phone, mail or e-mail.

Persons who do not work at ONUR or any of the ONUR Companies and who wish to make a report may report their allegations to any Employee. The relevant Employee receiving the allegation should report the matter to the Compliance Director as soon as possible.

Following the report, the Compliance Director will review the report, the information and evidence provided and decide whether an investigation and/or inquiry is needed. If the Compliance Director decides that an investigation and/or inquiry are needed, the Compliance Director, with the assistance of the Compliance Officer, will examine the allegation in detail and prepare an investigation report. The Compliance Director will then submit the investigation report to the Board for review.

If there is insufficient information or evidence in the complaint, or if the Compliance Director does not find other substantial evidence of a violation of this Policy, the relevant internal policies referenced herein, and applicable law, the Compliance Director may close the investigation. However, the Compliance Director is obliged to prepare an investigation file explaining the reasons behind the decision to close the investigation.

Those who fail to report unethical activities, illegal activities and prohibited practices, incidents of violations of this Policy, relevant internal policies referenced herein, and applicable laws may face disciplinary measures, including potential termination of employment.

Onur and Onur Companies protect their Employees who honestly express their concerns. However, deliberately making a false accusation, not telling the truth, interfering with an investigation or refusing to cooperate is considered a violation of the Policy.

Violators of this Policy may face disciplinary action up to and including termination of their employment contract.

## **29. RESPONSIBILITIES OF THE BOARD**

The Compliance Director and the Board are responsible for overseeing the development and implementation of this Policy. In addition, the Board, together with the Compliance Director, is responsible for ensuring that this Policy and related internal policies referenced herein are executed in a manner consistent with clear lines of authority. In this context, the Compliance Director has direct reporting authority to the Board.

With the assistance of the Compliance Director, the Board ensures that the compliance program is reviewed for effectiveness and that appropriate corrective action is taken when deficiencies are identified.

## **30. PETTY CASH USAGE**

ONUR and ONUR Companies apply strict rules for the use of petty cash.

As a general rule, all payments within ONUR and ONUR Companies are made using bank accounts. However, ONUR and ONUR Companies may use petty cash accounts in some cases, such as when working conditions require it.

Considering the economic and working conditions of the countries in which ONUR and ONUR Companies operate, the banking system, the distance of the construction sites or offices to the banks and the security conditions of the workplaces, the Board is solely authorized to decide on the maximum amount of cash that ONUR and ONUR Companies may keep in their safes. The Board is authorized to determine the maximum amount of cash payments that can be transferred at once.

## **31. MEDIA RELATIONS AND EXTERNAL COMMUNICATION**

In relations with the media, Employees must act in accordance with the following principles:

- Employees should be very careful in conversations with journalists or when giving opinions or information at an event where journalists are present. Especially in

informal situations where members of the media are present, it is important to remember that nothing said in a circle of friends will remain anonymous and that topics of conversation should be chosen sensitively.

- ONUR's logo must be present on all written and visual materials that Employees submit to an authority other than ONUR and ONUR Companies.
- When Onur and Onur Companies plan to organize an event by inviting people outside of Onur and Onur Companies, the Compliance Officer must be contacted and planned.
- Employees should contact the Compliance Officer to verify whether information can be shared on social media accounts (e.g. Facebook, blogs, Twitter, LinkedIn) before sharing.
- Organizations such as sponsorship, charity and social responsibility projects that ONUR and ONUR Companies wish to participate in or sponsor must be planned and carried out with the knowledge of the Compliance Director.
- The advertising campaigns of ONUR and ONUR Companies must be planned and realized within the knowledge of the Compliance Director.
- Making statements on behalf of ONUR and ONUR Companies or representing ONUR and ONUR Companies before any institution, making interviews and participating as a speaker in seminars or conferences are subject to the approval of the Board.

## **32. BEHAVIOR EXPECTED FROM ALL EMPLOYEES**

All Employees are obliged to act in accordance with the Policy under all circumstances and to be aware of their obligation to read and truly understand this Policy and the values, rules and principles of ONUR and ONUR Companies.

In case of doubt about any behavior, Employees should ask themselves the following questions:

- Is the situation in line with the Policy?
- Does it look right?
- Is it ethical?

- Is it legal?
- Does it coincide with the values and vision of ONUR and ONUR Companies?
- Is this situation stable and fair?
- Who else may be affected by this situation? Will it have a negative impact on ONUR and ONUR Companies or on me? Will the stakeholders of ONUR and ONUR Companies be disturbed by this?
- Do I want to read it in a newspaper? How will it be reflected in newspapers? Would Employees and Business Partners feel comfortable if they read it in a newspaper?

If an Employee answers "no" to any of the above questions, that Employee should not engage in this activity. If you as an Employee are still unsure, you should consult with the Compliance Officer.

If there is an investigation into the matter, Employees should remember to keep the information confidential.

### **33. BEHAVIOR EXPECTED FROM THE MANAGERS OF ONUR AND ALL ONUR COMPANIES**

#### **33.1. MANAGEMENT APPROACH OF ONUR AND ONUR COMPANIES**

All executives of ONUR and ONUR Companies are required to do the following:

- Read and understand ethical values and act in accordance with this Policy and applicable laws in all circumstances;
- Adopting a management culture based on open communication;
- Providing an environment where employees can easily and comfortably express their views;
- As a senior management that believes in the importance of healthy communication, we strive to be a role model for our employees;
- To be careful against any behavior that violates this Policy and the values of ONUR and ONUR Companies in the workplace and to act diligently to avoid such violations;

- Not using "fear" as a means of sanction or suppression;
- Being objective, fair and equal, paying attention to the consistency between what they say and what they do, without forgetting that building trust is one of their responsibilities;
- Protecting the dignity and legal rights of employees;
- To create quality, safe and healthy working environments for employees and to ensure that they work peacefully and efficiently;
- Privilege of personal life.

### **33.2. PROMOTING CULTURE OF ETHICAL BEHAVIOR**

Managers should always act as role models for appropriate behavior. All managers are required to:

- Ensure that all Employees under their supervision understand their responsibilities under this Policy and other relevant internal policies,
- To provide an opportunity to discuss this Policy and support Employees on the importance of Code of Conduct,
- Providing an environment where employees can express their views easily and comfortably,
- Take this Policy and other internal policies into account when evaluating employees,
- Not incentivize Employees to achieve results in order to compromise ethical values, this Policy, relevant internal policies referenced herein, or any law under any circumstances,
- Not allow Employees under their supervision to violate this Policy, relevant internal policies referenced herein, or applicable law.

### **33.3. WORKING STANDARDS**

Managers are obliged to ensure that Employees, who are the most valuable assets of ONUR and ONUR Companies, enjoy all basic human rights and laws.



Managers provide Employees with the opportunity to develop themselves and create an environment in accordance with the principle of open communication.

The health and safety of the working environment is always a priority for employees. ONUR and ONUR Companies provide all Employees with the necessary training and resources related to their jobs.

All Employees are free to join or not join associations of their choice, in accordance with applicable law.

There is no place for forced labor or modern slavery in ONUR and ONUR Companies. Each Employee is free to resign in accordance with the notice period and conditions specified in the relevant legislation and the employment contract. ONUR and ONUR Companies do not allow child labor and fully comply with the minimum working age specified in legal regulations. Unless a higher age is specified in regional regulations, ONUR and ONUR Companies do not employ anyone who has not completed compulsory education or is under the age of 15. Furthermore, ONUR and ONUR Companies do not assign tasks to Employees under the age of 18 that are dangerous or unsuitable for their self-development.

### **34. BEING HONEST AND TRUSTWORTHY**

Honesty and reliability are the fundamental principles of ONUR and ONUR Companies. In addition, the principles of ONUR and ONUR Companies, which are based on the values of honesty and reliability, include professional excellence, quality, and consistency, improving customer satisfaction, respect for investor rights, respect for employees, ensuring the safety of employees and respect for the environment.

### **35. MANAGEMENT AND FINANCIAL RECORDS**

The Accounting Department is responsible for ensuring and maintaining the accuracy and precision of administrative and financial records. In addition, all Employees must ensure the accuracy of all administrative and financial records of ONUR and ONUR Companies. Therefore, not only accounting and finance personnel, but all Employees are responsible for the accuracy of records.

Management and financial records consist of quality reports, timesheets, expense reports and CVs, together with accounting records.

- Employees always record operations within the appropriate accounting period and account.
- Assumptions and assessments are supported by appropriate documentation and are based on the most appropriately revised projections of Staff.
- Employees submit their reports to public authorities after verifying their accuracy, honesty, truthfulness, timeliness and comprehensibility.
- Employees neither falsify any document nor accept any document that they believe has been falsified.
- Employees never authorize any effort to take bribes or evade taxes for any purpose or to violate local currency legislation.
- Employees do not use forged signatures.

## **36. CORPORATE ASSETS**

Employees protect the assets of ONUR and ONUR Companies and use them appropriately using their common sense. In this context, all Employees must show respect and care for the tangible and intangible assets of ONUR and ONUR Companies.

Employees shall not use or allow the use of ONUR and ONUR Companies' assets for their personal interests or the interests of third parties. Employees must comply with the principle of economy when using the assets of ONUR and ONUR Companies.

Theft of ONUR and ONUR Companies' assets (unauthorized removal of ONUR and ONUR Companies' products, equipment or information, physical theft such as defamation or intentional misrepresentation regarding time and expenses) will result in termination of the Employee's employment and criminal prosecution. In the event of theft of an Employee's assets, ONUR and ONUR Companies will take the same actions as for company assets.

## **37. USE OF TIME, EQUIPMENT AND OTHER ASSETS**

During working hours, Employees must not participate in any matter that may interfere with the performance of their personal duties or job responsibilities.

Employees do not receive personal visitors during working hours. However, in emergencies and with the knowledge of their managers, Employees may receive personal visitors for a reasonable period of time and in a manner that does not interfere with their performance.

Employees must not use company computers for illegal or unethical activities.

Employees should not utilize the assets or information they have obtained due to their position within ONUR and ONUR Companies to obtain financial income from ONUR and ONUR Companies.

### **38. USE OF INFORMATION**

Employees must protect all information belonging to ONUR and ONUR Companies, including information related to contracts and prices, technical specifications and employee records.

Employees shall not disclose any information about ONUR and ONUR Companies to unauthorized third parties, including family and friends, unless it is necessary for work. Employees take necessary measures, such as signing confidentiality agreements, to prevent misuse of information.

Employees must not share company information with other employees unless authorized to do so. In addition, Employees are obliged to protect ONUR and ONUR Companies' information outside the office and during working hours.

To avoid legal risks, Employees must keep all records, especially records of a legal nature, in accordance with their department's record keeping procedure.

### **39. CONFIDENTIALITY**

Confidential information includes information that may be disadvantageous for ONUR and ONUR Companies in terms of competition, trade secrets, financial and other information that has not yet been made public, personal rights of employees and information obtained within the framework of "confidentiality agreements" made with third parties.

Employees must take care to protect the private and personal information of Employees and other persons and organizations they work with.

Employees must be careful about the protection of confidential information regarding the activities of ONUR and ONUR Companies, use the aforementioned information only for the purposes of ONUR and ONUR Companies and share it only with the relevant persons.

When leaving the office, employees must not remove any confidential information, documents, projects or regulations provided to them as part of their duties.

#### **40. LEGAL OBLIGATIONS OF EMPLOYEES, ONUR AND ONUR COMPANIES**

All activities of ONUR and ONUR Companies must be conducted in accordance with applicable laws and regulations, including those of the Republic of Turkey. Furthermore, as ONUR and ONUR Companies undertake various projects in various different countries, ONUR may also be subject to the legal requirements of the jurisdictions in which it operates. Therefore, ONUR may also be subject to the UK Bribery Act 2010 and the US Foreign Corrupt Practices Act.

While fulfilling all legal responsibilities related to any activity, employees should approach all institutions and organizations without expectation of profit, and treat all non-governmental organizations and political parties equally.

All reports, financial statements and records prepared by ONUR and ONUR Companies must be kept in accordance with national and international accounting principles determined in accordance with the applicable regulations.

Personal rights of employees are provided accurately and precisely. ONUR and ONUR Companies provide their employees with a fair, non-discriminatory, safe and healthy working environment in accordance with applicable laws.

Within the framework of financial discipline and accountability, in line with the goal of creating value for ONUR and ONUR Companies' Business Partners, Employees aim for profitability and avoid unnecessary risks.

#### **41. RELATIONS WITH COMPETITORS**

ONUR and ONUR Companies compete and act in accordance with applicable laws regulating competition, including but not limited to Law No. 4054 on the Protection of Competition. The collection and use of information about competitors must be conducted in a legal and ethical manner.

#### **41.1. ACCEPTABLE ACQUISITION OF INFORMATION**

- Files open to the public and made available to officials of public authorities
- Public speeches by executives of ONUR and ONUR Companies
- Publicly shared annual reports
- News, articles, publications and web pages of trade journals

#### **41.2. ACTIVITIES TO AVOID**

- Employees must not engage in any illegal or improper activity while collecting information about ONUR and ONUR Companies' competitors. These activities include theft, trespass, insider trading, eavesdropping, wiretapping, computer privacy, bribery, misrepresentation, coercion, espionage, side bidding, collusion with competitors, and threats.
- Employees shall not accept, share or use any information about ONUR and ONUR Companies' competitors that they believe has been disclosed as a result of a breach of a confidentiality agreement.
- Employees do not share or use any information about ONUR and ONUR Companies' competitors with third parties using terms such as "private" or "confidential".

## **42. RESPONSIBILITIES TOWARDS SOCIETY AND THE ENVIRONMENT**

Employees internalize the awareness and efforts of ONUR and ONUR Companies to "carry out activities related to the growth of the economy and increasing welfare in a way that protects the environment, society and quality of life in order to realize sustainable development" and raise the working standards of ONUR and ONUR Companies. Employees support the social activities of ONUR and ONUR Companies within the framework of corporate social citizenship approach.

## **ANNEX-1: COMMITMENT TO COMPLIANCE WITH POLICIES AND DECLARATION OF NO CONFLICT OF INTEREST**

DECLARING TO UNDERTAKE TO COMPLY WITH ONUR'S POLICIES AND THERE IS  
NO CONFLICT OF INTEREST

I, as an employee of Onur Taahhüt Taşımacılık İnşaat Ticaret ve Sanayi Anonim Şirketi ("ONUR"), have read and understood ONUR's Corporate Code of Conduct Policy and all of ONUR's internal policies and guidelines, including the policies set forth herein. I hereby undertake to comply with these policies and guidelines, including any amendments that may be made from time to time, and to report any unethical behavior or violations immediately through the ONUR hotline.

I also undertake to notify ONUR's Compliance Director directly or through ONUR's hotline if there is any suspicion that a Prohibited Practice, as defined in ONUR's Corporate Code of Conduct Policy, has occurred.

I declare that I am not in any current conflict of interest with ONUR, ONUR Companies, their employees or any of the companies owned or controlled directly or indirectly by ONUR and its shareholders.

I accept that failure to comply with these rules is subject to disciplinary action by ONUR up to unilateral termination of my employment contract for just cause.

[Employee's name]

[Date]

[Signature of the relevant employee]

## ANNEX-2: LETTER OF UNDERTAKING FOR THIRD PARTIES

### LETTER OF COMMITMENT FOR THIRD PARTIES

[Full title or name of third party]

- 1- Undertakes to comply with all ethical rules,
- 2- Anti-corruption legislation in force, including but not limited to the Turkish Criminal Code No. 5237,
- 3- The Corporate Code of Conduct Policy of Onur Taahhüt Taşımacılık İnşaat Ticaret ve Sanayi Anonim Şirketi ("ONUR").

[Full title or name of third party] represents and agrees that: [**Third party's full title or name**] is liable for all damages resulting from [**Third party's full title or name**]'s unethical or illegal activities or violations of the aforementioned rules and for all damages of ONUR.

Furthermore, [**Full title or name of the third party**] agrees and declares that in the event that ONUR suffers any loss or any adverse consequence due to the breach of this letter of undertaking, [**Full title or name of the third party**] shall fully indemnify ONUR against all liabilities, costs, expenses, claims and proceedings related to the breach of this letter of undertaking.

[Full title or name of the third party] also agrees that in the event of non-compliance with the above-mentioned rules, ONUR is entitled to unilaterally terminate the relationship and the contract between them without having to pay compensation.

[Full title or name of third party]

[Authorized representative(s) of the third party, if any]

[Signature]