

Cengiz Holding A.Ş.

**Ethical Principles
Guide**

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1. Objective and Scope

As Cengiz Holding A.Ş. and its Group Companies ("**Cengiz Holding**", "**Holding**" or the "**Group**"), we carry out our activities by means of adopting basic ethical values and act by adhering to ethical principles in our relations with all our employees, customers, suppliers and all other third parties. Cengiz Holding has prepared this Ethical Principles Guide (the "**Guide**") to create a common corporate culture regarding compliance with ethical principles, to have the code of conduct available in written form, to increase the awareness of its employees and all business partners, and to provide a guiding document for all parties to ensure that they act in accordance with the laws and ethical principles in their decisions and actions while performing their duties.

All our employees shall be obliged to comply with the rules in the Guide, and third parties who are in contact with the Holding will be expected to act in accordance with this Guide. Notifying the Code of Business Ethics to all employees is among the duties and responsibilities of the managers employed at Cengiz Holding.

2. Our Core Values

As Cengiz Holding, we continue to grow in the sectors where we operate with the responsibility of being a leading industrial and infrastructure group and to be a pioneer with each project we lead. Our group is taking firm steps towards becoming a global value with its investments abroad.

As Cengiz Holding, we have been conducting our activities in accordance with the legislation and ethical principles in the light of our basic values since 1978. In this context, we maintain transparent and fair relations with all our stakeholders while ensuring unconditional customer satisfaction. While contributing to the continuous development of our employees, we also strive to realize social responsibility projects for the development of the society we are in.

As Cengiz Holding, we are obliged to conduct our work in the best manner, in accordance with international standards and legislation, in all sectors where we operate, and to be an example and a pioneer. We initiate our work with this basic approach and complete our projects without compromising this approach.

We carry out our activities with our **vision** to be not only a leader but also a pioneer by means of adding new achievements with our overseas projects to the ones we have made in our country and becoming a global brand, and with our **mission** to ensure that our "**Trust, Quality, Service**" values are fully included in all our activities.

3. Our Code of Business Ethics

3.1. Compliance with Legal Regulations

As Cengiz Holding, while acting in accordance with all national legislation, international conventions, and those to which the Republic of Türkiye is a party as well as internal policies and regulations, we consider the principles contained in this Guide if such legislation is not clear enough.

It is the responsibility of all employees, not just the board of directors, legal/supervisory units, or the managers, to comply with the legislation. In this context, we provide our employees with the basic training on legal regulations related to their duties and responsibilities, but we do not expect our employees to have a good command of all relevant legal regulations. However, we expect our employees to know that if there is any unclear point regarding legal regulations or ethical principles, they refer to the relevant Legal and Business Development teams.

Anti-Bribery and Anti-Corruption

It is prohibited to perform or offer/undertake any activity that constitutes bribery or that may be perceived as bribery by Cengiz Holding employees. As Cengiz Holding, we do not provide or offer bribe, commission, facilitation payments, inappropriate gifts, and entertainment to or accept from any government official or third parties regardless of local practices, traditions and customary ways of doing business in any country.

Our employees are prohibited from taking such actions and it is not acceptable for the third parties authorized by and acting on behalf of the Holding to engage in any bribery and corruption activities.

As Cengiz Holding, we stand against all kinds of bribery and corruption not only for preventing illicit operations, but also for the prevention of damage on our social values.

For detailed information, please refer to the *Cengiz Holding Anti-Corruption Policy*.

Economic Sanctions and Export Controls

Expanding its operations globally, our Group takes the necessary measures to effectively manage the risks associated with sanctions and export control regulations. In this context, due diligence studies including negative news research and screenings against sanctions lists will be carried out for the parties with whom a business relationship has been established. No business relationship is established with the parties about whom a decision of sanction is present.

For detailed information, please refer to the *Cengiz Sanctions and Export Controls Policy*.

Prevention of Laundering Proceeds of Crime

Laundering proceeds of crime is defined as a crime with the sanctions determined within the scope of national and international legal regulations. In this respect, we, as Cengiz Holding, perform the necessary works meticulously by means of following the existing laws and regulations to prevent the laundering proceeds of crime in our activities both in our domestic and overseas locations. In this context, we take preventive actions within the scope of laundering proceeds of crime by conducting due diligence studies to the extent specified by legal regulations and standards for our customers and third parties.

For detailed information, please refer to the *Cengiz Holding Policy on the Prevention of Laundering Proceeds of Crime.*

Compliance with the Rules of Competition

As Cengiz Holding, we conduct our activities in accordance with the Law on the Protection of Competition No. 4054 and the relevant national legislation and international conventions and we do not take any actions that will distort competition in the market. We avoid agreements, behaviors and discourses that directly or indirectly prevent or limit competition with competing companies or third parties within the sector.

We do not make discourses restricting or preventing competition in professional and private meetings such as panels, meetings, conferences held with competitor companies. Even if there is another company official who mentions such issues, we warn these people in an appropriate language and demand that necessary care be taken to avoid the repetition of such situations.

For detailed information, please refer to the *Cengiz Holding Competition Policy.*

Confidentiality of Information

We only use personal, commercial, technical, and confidential information of the employees, employee candidates, customers, visitors and all persons and institutions with whom a business relationship has been established as a third party to the extent required by our duties and responsibilities. We may share information that is a trade secret or personal data only if required and within the rules specified in the legislation.

For detailed information, please refer to the *Cengiz Holding Policy on the Confidentiality of Information.*

3.2.Respect for Human Rights

We comply with the regulations of the International Labor Organization (ILO) regarding freedom of association and collective bargaining, forced labor and the prohibition of child labor, and we expect our suppliers, business partners and all third parties to comply with such regulations. We do not enter business relationships with individuals and organizations acting contrary to these regulations.

We strive to establish a corporate culture that respects human rights for our employees by supporting the United Nations Universal Declaration of Human Rights. We aim to ensure that our employees are in a healthy and reliable working environment by showing zero tolerance for all kinds of actions that will be considered as harassment.

As Cengiz Holding, we stand against modern slavery, which is contrary to the Universal Declaration of Human Rights, and we are committed to complying with the requirements of the Modern Slavery Act UK. In this context, we avoid offering our employees working environments that restrict their fundamental rights and freedoms.

We do not allow the employees and employee candidates to be discriminated in any matter such as race, language, religion, ethnicity, gender, sexual orientation, age, level of education, and we

offer equal working conditions by adopting an impartial and fair approach under any circumstances.

3.3. Use of Company Resources

As the employees of Cengiz Holding, we take utmost care when using any Group resources, whether tangible or not, and we are aware of the fact that these resources cannot be utilized for personal use, expenses, gifts, donations and political assistance.

Entering personal relationships with customers, persons and organizations conducting business on behalf of the Holding, observing personal interests in the transactions performed on behalf of the Holding, trying to provide benefits to our relatives with the agreements concluded shall indicate improper use of Group resources.

The personnel leaving the position should transfer all kinds of tools, valuable documents and files allocated to their side as required by their duty and all written documents in their possession to the relevant manager. Employees who leave their position know that their responsibilities towards Cengiz Holding and its stakeholders continue and act accordingly.

3.4. Donations and Sponsorships

Cengiz Holding handles all donation and sponsorship processes transparently and ensures that donations and sponsorships are carried out in accordance with what they are intended for. The Holding does not provide donations and sponsorships to institutions and organizations whose activities cannot be defined.

Cengiz Holding makes donations and provides sponsorships only to non-profit persons or institutions for the required areas determined by considering the situation of the geography where it operates.

Donation and sponsorship activities may be performed if they comply with the following conditions:

- Not being used for any human or animal rights and environmental violations or for promoting harmful substances such as alcohol and tobacco,
- The relevant institution not being involved in any human rights violations and no discriminatory practices being applied,
- The organization having no affinity to any political party,
- Not performing the activities for the purpose of obtaining a commercial gain; they're not being used as a tool in any act of corruption and abuse,
- Being performed to provide benefit the society,
- Not affecting the relations with third parties and decision-making processes,
- Any employee in the donation and sponsorship decision processes in Cengiz Holding not having any conflict of interest with the relevant organization,
- Being in compliance with the legislation.

Donations and sponsorships provided to any government officials, politicians or politically exposed persons and associations, foundations, and organizations to which these persons are affiliated will be prohibited and no Group resources (tools, computers, telephones, etc.) should be allocated to such persons and organizations.

For detailed information, please refer to the [Cengiz Holding Donation and Sponsorship Policy](#).

3.5. Gifts and Entertainment

Cengiz Holding has prohibited taking, giving, and hosting of such gifts that may have an impact on the decision-making process in business relations or cause a conflict of interest. Only corporate gifts of no commercial value can be accepted and offered.

Gifts and entertainment received or given may be considered reasonable as long as they comply with the following conditions:

- They should comply with the local and international legislation.
- They should not be given for the purpose of bribery or corruption.
- They should be given transparently to avoid misunderstandings.
- When learned by the public, Cengiz Holding should not be left in a difficult situation.
- Should be entered in the records clearly and in detail.

The upper limit for the gifts received from a single source or given to a single source within one year shall be determined by the senior management or the relevant manager and any gift that is not in compliance with the above-mentioned principles may not be accepted or given to the other party even if it is within this limit.

For detailed information, please refer to the *Cengiz Holding Gifts and Entertainment Policy*.

3.6.Conflict of Interest

The reverse relationship between company interests and personal interests and inter-customer interests will be defined as a conflict of interest.

None of our employees will keep their personal interests beyond the interests of the Holding and will not use their position and information obtained within the Holding for their personal interests. In this context;

- We do not share any information that we have acquired due to our duty and that may constitute benefit for ourselves or our relatives and do not use the same for personal purposes.
- We do not enter any personal debt/receivable relationship with our colleagues and Holding stakeholders.
- In the case our suppliers or customers are our who are in a decision-making position, we will report this issue to our manager and related teams.

Examples of conflicts of interest can be given as follows:

- Establishing a commercial relationship with our relatives on behalf of the holding,
- Holding shares in competitor or stakeholder companies or to generate an income from these companies,
- Engaging in other personal works that may prevent us from performing our duties during working hours,
- Receiving gifts that may affect our impartial and fair decision-making mechanism.

3.7.Social Media and Communication

It should be noted that the posts we share when using our personal social media accounts may affect both our institution and us. For this reason, we should act by considering the possibility of a positive or negative effect of everything we share, and any posts to be shared that will damage the reputation of Cengiz Holding should be avoided.

All statements to be made to the public on behalf of Cengiz Holding should be made with the approval of the Board of Directors or the General Manager, and in their absence, such statements should be made with the approval of the senior manager acting on behalf of the General Manager.

For detailed information, please refer to the *Cengiz Holding Social Media and Communication Policy*.

3.8. Workplace Safety

Cengiz Holding takes all necessary measures within the scope of occupational safety in its offices, construction sites and facilities.

In order to prevent occupational accidents that may arise from daily activities, our employees should enter the facilities by taking maximum measures (wearing helmets, gloves, appropriate shoes, etc.). The tools and equipment required by our employees pursuant to their duties and responsibilities should be fully provided by the managers. Furthermore, these tools and equipment should be regularly maintained, and if they cannot be maintained, worn-out items should be replaced with the new ones and made available to the personnel.

In order to ensure safety at the work premises, attention should be paid to the entry and exit of unauthorized persons.

3.9. Political Activities

As Cengiz Holding, we stand at an equal distance from all political opinions and politicians. As Cengiz Holding, we do not make donations and provide assistance to any political party, person or candidate while respecting the support and donations that our employees will make individually and voluntarily without using the resources of the Holding.

3.10. Our Responsibilities towards Competitors

We take care to act in accordance with the competition regulations in force in the geographies where we operate in accordance with our ethical values.

As the result of possible violations of the competition legislation, both the Holding and our employees may encounter various fines individually, as well as the reputation and brand value of the Holding may be seriously affected as the result of such violations. Pursuant to this, all our employees are expected to know the rules of competition and to act in accordance with such rules.

For detailed information, please refer to the *Cengiz Holding Competition Policy*.

3.11. Intellectual Property

We do not tolerate unlawful use of third-party intellectual property rights or unauthorized use of confidential information. In this context, we do not allow the unlawful processing of personal and commercial data of our employees, customers and business partners, breach of intellectual and industrial property rights and the access of unauthorized persons to such data, and we take the required technical and administrative measures to ensure the required level of security for the protection of personal data.

We will not engage in any activities that will violate any applicable laws or agreements concluded with third parties. Pursuant to this, we show utmost care and sensitivity to carefully

keep and not to disclose confidential information (trade secret information, employee information, intellectual and industrial property rights, etc.).

4. Internal Reporting System and Communication Line

All Cengiz Holding employees shall be obliged to comply with the principles in the Guide and if they witness a situation contradicting these principles, they will be required to report the situation to the Legal or Business Development Department without any delay. It is under the responsibility of the employees to notify this communication line of any behavior and discourse that may damage the reputation of Cengiz Holding.

Issues that may be reported include, but are not limited to the following:

- Situations contrary to local or cross-border legislation,
- Situations contrary to Holding Business Ethics Principles and policies,
- Abuse of the position (mobbing, discrimination, etc.),
- Money laundering, corruption, bribery, theft, misconduct,
- Conflict of interest,
- Illegal use of group resources,
- Harassment, insult, physical assault,
- Health and safety hazard,
- Child labor,
- Forced labor,
- Infringement of human rights,
- Irregularity in accounting records,
- Sharing confidential information,
- Other activities affecting occupational conditions and safety,
- Any activity that could jeopardize the company's reputation.

For detailed information, please refer to the *Cengiz Holding Notification Policy*.