



Cengiz Holding A.S.

Ethical Principles Guide

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1. Purpose and Scope

Cengiz Holding A.Ş. and its Group Companies (“Cengiz Holding”, the “Holding” or the “Group”) are committed to conducting their activities in line with the core values of integrity, transparency, fairness, and responsibility. This Code of Ethics (“the Code”) serves as a guiding compass for the decisions and actions of all our employees, managers, and business partners.

The purpose of the Code is not only to ensure that our business processes comply with legal regulations but also to embed our ethical values as an integral part of our corporate culture, thereby guaranteeing a business approach that is sensitive and responsible towards society, the environment, and all our stakeholders.

It is mandatory for all Cengiz Holding employees to comply with the principles and rules set out in this Code. In addition to employees, customers, suppliers, contractors, subcontractors, consultants, and other third parties acting on behalf of the Holding are also expected to act in accordance with the spirit and provisions of the Code. Any conduct in violation of the provisions of the Code may result in the termination of the business relationship.

The dissemination and adoption of the Code of Ethics by employees and third parties is among the core responsibilities of Cengiz Holding’s managers. Each employee is obliged to take these principles as a guide in their daily activities and to make business decisions accordingly.

2. Our Core Values

At Cengiz Holding, we embrace the responsibility of being a leading industry and infrastructure group; in every project, we prioritise not only commercial success but also ethical values and the creation of social benefit. By strengthening our deep-rooted domestic experience with our international investments, we are moving forward with determination on the path to becoming a global value.

Since 1978, we have built our activities on the principles of trust, quality, and service. These values define not only our business approach but also our corporate culture. We adopt customer satisfaction as an unconditional principle and conduct all our stakeholder relationships on the basis of transparency, fairness, and mutual respect.

While supporting the continuous development of our employees, we also see it as our duty to contribute to social progress. Through social responsibility projects in various fields, we create value for the communities we are part of.

Working in full compliance with the highest national and international standards, principles, and regulations in every sector, and carrying out our projects with precision and reliability, is for us not merely an obligation but an inseparable part of our corporate identity. We measure our success not only by meeting today’s needs but also by leaving a sustainable legacy for future generations.

Our vision is not only to be a leader in our fields of operation but also to make a difference through our pioneering practices and to be a globally trusted brand that never compromises on our ethical values.

3. Our Business Ethics Principles

3.1. Compliance with Legal Regulations

At Cengiz Holding, our fundamental principle is to ensure full compliance with national and international legislation, the treaties to which the Republic of Türkiye is a party, and our internal regulations in the conduct of all our activities. Compliance with this principle is not only the responsibility of the management units but also of all our employees and business partners.

3.1.1. Anti-Bribery and Anti-Corruption

All forms of bribery, commissions, facilitation payments, improper gifts, and hospitality are strictly prohibited. Any such actions by Cengiz Holding employees or third parties acting on behalf of the Holding are contrary not only to the law but also to our values.

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

3.1.2. Economic Sanctions and Export Controls

While conducting our activities on a global scale, we ensure full compliance with the sanction and export control regimes of the European Union, the United Nations, the United States, the United Kingdom, and other regulatory authorities. No business relationship is established with parties subject to sanctions, and risks within this scope are screened through independent sources.

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

3.1.3. Anti-Money Laundering

Cengiz Holding acts in accordance with national and international regulations in combating money laundering and the financing of terrorism. Due diligence processes are applied for all parties with whom business relationships are established, and necessary preventive actions are taken when suspicious transactions are detected.

For detailed information, please refer to the *Cengiz Holding's Anti-Money Laundering Policy*.

3.1.4. Compliance with Competition Rules

Preserving fair and free competition in the markets is one of our fundamental principles. Entering into agreements with competitors or third parties that restrict competition, sharing information, or engaging in anti-competitive conduct is prohibited.

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

3.1.5. Confidentiality of Information

Personal and commercial information belonging to our employees, customers, third parties, and business partners is kept confidential and shared only to the extent required by our duties and in compliance with legislation.

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

3.2. Respect for Human Rights and Employee Rights

Cengiz Holding adopts respect for human rights and employee rights as a fundamental principle in conducting its activities, in line with the Universal Declaration of Human Rights of the United Nations, the Core Labour Conventions of the International Labour Organization (ILO), and the international treaties to which the Republic of Türkiye is a party.

In this context:

- We respect freedom of association and the right to collective bargaining, and we do not prevent our employees from participating in trade union activities.
- We are strictly opposed to child labour and forced labour; we expect the same approach from our suppliers and business partners.
- We do not allow any discrimination against our employees or third parties on the basis of race, language, religion, sect, ethnic origin, gender, sexual orientation, age, disability, or any other similar reason.
- We apply a zero-tolerance policy against harassment, mobbing, bullying, or any kind of abuse. We aim to create a safe, respectful, and inclusive working environment for all our employees.
- We oppose all forms of modern slavery and human trafficking, and act in compliance with international standards, including the requirements of the United Kingdom Modern Slavery Act.
- We safeguard our employees' fundamental rights such as fair wages, the right to rest, and occupational health and safety

As Cengiz Holding, we do not permit practices that violate human rights or employee rights; in the event that such a situation is identified, necessary sanctions are applied against those responsible, and our business relationship with the relevant parties is reviewed.

3.3. Occupational Health and Safety

Cengiz Holding regards the health and safety of its employees as the highest priority and conducts all its activities with a “people first” approach. Maximum measures are taken in the field of Occupational Health and Safety (“OHS”) in line with national legislation, international standards, and best practices.

In this context:

- A preventive approach is adopted; risks are identified in advance and brought under control to prevent occupational accidents and diseases before they occur.
- Employees are required to enter work sites with appropriate personal protective equipment (helmets, gloves, shoes, vests, etc.). This equipment is provided in full by managers, maintained regularly, and replaced when necessary.
- Access to work areas by unauthorised persons is restricted; work sites are protected in accordance with safety protocols.
- Regular OHS trainings are provided to develop employees' safe behaviour habits; awareness and a safety culture at work sites are continuously strengthened.
- Drills are carried out, teams are trained, and necessary equipment is kept accessible to ensure preparedness for emergencies.

- Employees' health checks are carried out regularly, and all risk factors that may affect their health are monitored.

As Cengiz Holding, we are committed to creating a safe, healthy, and sustainable working environment for all our employees, with the understanding that “no job is more important than human health and safety.

3.4. Environmental Protection

At Cengiz Holding, we consider minimising the environmental impact of our activities and contributing to the preservation of natural resources as a corporate responsibility. While carrying out operations in all our projects, we commit not only to complying with legal regulations and requirements but also to adhering to international environmental standards.

In this context:

- We identify the environmental impacts of our activities in advance and take measures to mitigate potential risks.
- We ensure the efficient use of natural resources such as water, electricity, and natural gas.
- We develop plans to reduce waste, separate it according to type and category, and encourage recycling and reuse.
- We invest in the rehabilitation of closed mining sites, afforestation projects, and initiatives aimed at reducing greenhouse gas emissions.
- We support the use of environmentally friendly technologies and equipment to prevent the release of hazardous and harmful substances into nature.
- We respect the environmental rights of communities in the regions where we operate and conduct environmental impact assessments with transparency and a participatory approach.
- We expect all our employees, contractors, and business partners to fully comply with the policies, procedures, and instructions we have established to protect the environment, and to remain committed to our principles

For Cengiz Holding, protecting the environment is not only a legal obligation but also the most important legacy we will leave to future generations.

3.5. Sustainability

At Cengiz Holding, we conduct our activities not only to meet today's needs but also with the aim of leaving a more liveable world for future generations. In this regard, sustainability – encompassing environmental, social, and governance requirements and dimensions – is an integral part of all our business processes.

- Contributing to social development and welfare in addition to protecting the environment,
- Supporting the health, safety, and continuous development of our employees,
- Building a responsible and transparent value chain together with our business partners,
- Refraining from compromising good governance, accountability, and ethical business practices in carrying out our activities,

- Adopting a roadmap aligned with international sustainability standards and the United Nations Sustainable Development Goals,

are considered among our corporate priorities.

Cengiz Holding regards its sustainability approach not only as a principle but also as the foundation of long-term corporate success and stakeholder trust.

3.6. Avoidance of Conflicts of Interest

At Cengiz Holding, ensuring that all our decisions are impartial, fair, and transparent is one of our top priorities. Any situation in which the personal interests of our employees or third parties may conflict with the interests of Cengiz Holding is considered a conflict of interest. A conflict of interest creates a risk not only when it actually occurs but also when it creates the perception of such a situation. Therefore, our employees must never place their personal interests above the interests of the Holding while performing their duties.

Our employees shall not use confidential information obtained through their duties for their own benefit or that of their relatives, nor shall they share such information with third parties. No decision within the Holding may be influenced in a way that supports the financial or personal interests of employees or their relatives.

Any situation that may give rise to a potential conflict of interest must be reported immediately to the relevant manager and, if deemed necessary, to the Ethics and Compliance Committee. We expect our employees to avoid not only direct conflicts of interest but also any relationships that could call their impartiality into question.

Examples of situations that may constitute a conflict of interest include:

- Engaging in commercial transactions on behalf of the Holding with close relatives, friends, or individuals with whom there is a personal interest,
- Holding shares in, generating income from, or working for competitors or business partners,
- Carrying out a second job during working hours that interferes with professional responsibilities,
- Accepting gifts, hospitality, or privileges from customers, suppliers, or business partners that could hinder impartial decision-making,
- Entering into personal debt/credit relationships with colleagues or business partners.

Cengiz Holding adopts a culture of open and transparent communication to prevent conflicts of interest and expects its employees to act in the same manner. In this context, employees are obliged to report any conflict of interest risks they encounter without delay.

3.7. Gifts and Hospitality

At Cengiz Holding, transparency, honesty, and fairness are our core principles in business relationships. For this reason, any gifts or hospitality that may influence decision-making processes or create a conflict of interest are strictly prohibited.

Only symbolic gifts, offered or accepted as a gesture of corporate courtesy, are permissible. Any other gifts are refused, regardless of whether or not they are intended to influence the business relationship.

All gifts and hospitality offered or received must comply with the following principles:

- **Compliance with Regulations:** They must comply with all local and international laws and regulations.
- **Prohibition of Corruption:** They must not constitute a bribe, facilitation payment, or an improper advantage.
- **Transparency:** They must be provided in an open and formal manner to avoid misunderstandings.
- **Protection of Reputation:** They must not undermine the credibility of Cengiz Holding if disclosed publicly.
- **Record-Keeping:** They must be documented in a clear, understandable, and detailed manner.

Even if they remain below the monetary thresholds determined annually by senior management, no gifts or hospitality that contradict the above principles may be accepted.

At Cengiz Holding, we uphold honesty and fairness in all business relationships. These principles are strictly applied to our approach to gifts and hospitality.

For further details, please refer to the *Cengiz Holding Gifts and Hospitality Policy*.

3.8. Donations and Sponsorships

Cengiz Holding conducts its donation and sponsorship processes in line with the principles of transparency, accountability, and adherence to ethical values. The purpose of donations and sponsorships is to benefit society, and such activities can under no circumstances be used as a means of obtaining improper advantage, creating conflicts of interest, or exerting political influence.

Donations and sponsorships are made only to non-profit organisations and in defined areas of need. No donations or sponsorships shall be provided to organisations with unclear activities, unethical practices, or associations with human rights violations.

All donation and sponsorship activities must comply with the following principles:

- They must not contradict human, animal, or environmental rights.
- They must not serve discrimination, abuse, corruption, or illegal purposes.
- They must not be made to any political party, politically exposed person, or organisations linked to such persons.
- They must not influence relationships with third parties or affect decision-making processes.
- They must not create conflicts of interest involving company employees.
- They must comply with all local and international regulations.

Furthermore, no donations or sponsorships may be provided under any circumstances to government officials, political parties, politically exposed persons, or their relatives; nor may Group resources (such as vehicles, computers, or telephones) be allocated for the use of such individuals or entities.

Cengiz Holding carries out its donations and sponsorship activities in line with the objectives of public benefit and sustainable development.

For detailed information, please refer to the *Cengiz Holding Donations and Sponsorships Policy*.

3.9. Political Activities and Neutrality

At Cengiz Holding, we remain impartial and maintain an equal distance towards all political views, parties, and actors. The Holding has no direct or indirect relationship of donations, sponsorships, or support with any political party, candidate, public official, or political organisation.

We recognise and respect the individual political rights and freedoms of our employees. Employees may voluntarily and entirely at their own discretion participate in political activities, make donations, or take part in candidacy processes. However, such activities must take place outside of working hours, be carried out with personal resources, and must not involve the name, brand, or reputation of the Holding.

No employee may use their duties or powers to exert political pressure on colleagues or third parties, impose political views, or engage in discrimination. The working environment must remain neutral, inclusive, and respectful towards all political views.

Cengiz Holding's financial, physical, or digital resources (such as company vehicles, email addresses, logos, facilities, or budget) may under no circumstances be used for political purposes. Any direct or indirect requests from politically exposed persons or public officials must likewise be declined and reported to the relevant managers or the Legal Department

3.10. Responsibilities Towards Competitors

At Cengiz Holding, we support fair, transparent, and honest competition in all markets where we operate. In line with our ethical values, we regard full compliance with competition regulations not only as a legal obligation but also as an integral part of our way of doing business.

Any violation of competition law may expose both the Holding and employees individually to severe monetary fines and legal sanctions, while also causing irreparable damage to the Holding's reputation and brand value. For this reason, all employees are expected to exercise the utmost care and diligence in complying with competition rules while performing their duties.

In all interactions with competitors or other stakeholders in the sector, employees must strictly avoid any conduct that could distort competition, such as price fixing, market sharing, customer allocation, or bid rigging. If employees encounter individuals or organisations inviting them to such actions, they must immediately decline the proposal in an appropriate manner and report the situation to their managers.

At Cengiz Holding, we not only comply with the law but also adopt the principle of fostering a healthy competitive environment to create value for all our stakeholders.

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

3.11. Protection of Intellectual Property

At Cengiz Holding, we regard the protection of intellectual property rights and the safeguarding of confidentiality as a fundamental obligation in all our activities. We do not tolerate any

unauthorised use, imitation, or unlawful acquisition of intellectual and industrial property rights belonging to third parties.

The personal, commercial, and technical information of our employees, customers, and business partners must only be used to the extent required by duties and responsibilities; any unlawful processing, unauthorised sharing, or access to such data is strictly prohibited. In this respect, technical and administrative measures in compliance with national and international legislation are implemented to protect all trade secrets, including personal data.

All confidential information acquired within the Holding (such as trade secrets, strategic plans, financial data, employee information, contract provisions, etc.) may only be accessed and used by relevant and authorised persons. Any disclosure or sharing of this information is permissible solely within the framework of legal obligations and limited to competent authorities.

Since violations of intellectual property and confidential information protection may result not only in legal sanctions but also in severe reputational damage, all our employees are expected to demonstrate the highest level of diligence in this regard

3.12. Confidentiality of Information and Data Protection

At Cengiz Holding, protecting the confidentiality of all information obtained during our activities and ensuring full compliance with applicable legislation on personal data processing (such as KVKK, GDPR, etc.) is among our core responsibilities. In this context, the personal, commercial, financial, or technical information of our employees, customers, business partners, and third parties may only be used within the scope of business requirements and by authorised individuals.

Protecting information is not only a legal obligation but also the foundation of our trust relationship. Therefore:

- **Personal Data:** All personal data is processed and stored solely for explicit purposes, with the knowledge and consent of the data subject, and in compliance with applicable legislation.
- **Commercial and Financial Information:** Trade secrets, contractual information, and financial records belonging to our business partners, customers, and employees are not shared with third parties without authorisation.
- **Digital Security:** Access to company systems is limited to authorised personnel. Secure password usage, access control, and cybersecurity measures are the responsibility of all our employees.
- **Unauthorised Access and Sharing:** The disclosure of confidential information to unauthorised persons or improper sharing with third parties is strictly prohibited.

Our employees are expected to respect the confidentiality of all information they access during their duties, to access such information only as required by their role, and not to use it for any personal or third-party benefit.

For detailed information, please refer to the *Cengiz Holding Confidentiality Policy* and the *Information Notice* on the Protection of Personal Data.

3.13. Social Media and Communication

At Cengiz Holding, we recognise that social media is a powerful communication tool. It must be remembered that posts made from both corporate and personal accounts can directly affect not only our employees but also the reputation of the Holding. Therefore, it is essential that social media use is always careful, responsible, and aligned with ethical values.

Our employees must strictly avoid using expressions that could be associated with the Holding, sharing content that may harm our reputation, or posting discriminatory, hate speech, harassing, or offensive material from their personal accounts. Confidential information, trade secrets, financial data, and personal information belonging to customers or employees must never be shared on social media.

All official statements on behalf of Cengiz Holding may only be made by spokespersons authorised by the Board of Directors and after the necessary approval processes have been completed. Individuals without such authority are prohibited from making public statements on behalf of the company.

Passwords and access rights for corporate social media accounts are shared with a limited number of employees; in cases of role changes or termination of employment, such rights are revoked immediately. Transparency, accuracy, respect, and compliance with legal regulations are the principles that underpin all communications.

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

3.14. Use of Company Resources

As employees of Cengiz Holding, we use all tangible and intangible resources entrusted to us (such as vehicles, equipment, office supplies, information systems, software, brand and reputation) solely within the scope of our duties and responsibilities and for business purposes. The use of these resources for personal gain, gifts, donations, or political activities is strictly prohibited.

It is everyone's responsibility to ensure the effective, efficient, and economical use of company resources. When using company resources, our employees must:

- Avoid practices that may cause waste or be considered inappropriate spending,
- Refrain from seeking personal benefit in business relationships or entering into agreements that provide advantages to relatives,
- Not use the company's brand value, reputation, or information for personal gain.

Employees leaving the company are obliged to return all vehicles, equipment, electronic devices, documents, and other resources allocated to them in full. Even after leaving employment, employees remain responsible for safeguarding confidential information obtained during their tenure and for protecting the reputation of the Holding.

4. Internal Reporting System and Ethics Hotline

Cengiz Holding supports all employees, suppliers, contractors, consultants, and other third parties in reporting situations they believe to be contrary to laws, regulations, ethical rules, or internal procedures in a safe, confidential, and transparent manner.

The Holding protects all bona fide reports; whistleblowers are safeguarded against retaliation, threats, termination of employment, prevention of promotion, or any adverse treatment. However, knowingly and deliberately making false reports or engaging in defamatory actions is considered a violation of this Guide and may result in disciplinary sanctions.

4.1. Reporting Channels

Reports can be made with the reporter's identity disclosed or anonymously. If whistleblowers share their contact details, they will be informed about the process and may be contacted for additional information if necessary.

Available channels:

- **Department Managers:** Employees Reports may first report situations they witness or suspect to their direct managers. However, if the report concerns the manager or no resolution is provided, the other channels below should be used.
- **Legal Department:** Reports can be submitted directly via email or through in-person applications.
- **Whistleblowing Email Address:** Reports sent to uyum@cengiz.com.tr are accessible only to managers of the Legal Department. All reports made through this address are recorded and kept confidential.
- **Ethics Hotline (Hotline):** Reports sent to cengizinfo@cengiz.com.tr are accessible only to managers of the Legal Department. All reports made through this address are recorded and kept confidential.

4.2. Prohibition of Retaliation

No person who makes a good-faith report shall be subjected to any form of retaliation, including dismissal, change of position, adverse impact on salary/promotion, mobbing, threats, or indirect pressure. Acts of retaliation are also subject to disciplinary procedures.

4.3. Examples of Reportable Matters

The following headings are illustrative and not exhaustive:

- Violations of laws and regulations,
- Violations of the Holding's Ethical Principles and policies,
- Bribery, corruption, money laundering, theft, embezzlement,
- Conflicts of interest, improper gifts and hospitality,
- Occupational health and safety violations, practices that harm the environment, breaches of sustainability commitments,
- Human rights violations, child labor, forced labor, discrimination, harassment, mobbing,
- Irregularities in accounting and financial records, misuse of confidential information or personal data,
- Improper use of Group resources,
- Any activity that could damage the company's reputation.

4.4. Process and Evaluation

Reports are recorded by the Ethics and Compliance Officer and reviewed by the Ethics and Compliance Committee. All reports will be evaluated by the Ethics and Compliance Committee and, where necessary, reported to the Board of Directors.

If the reporter's contact information is available, feedback about the process will be provided within legal limits and within a reasonable time. All processes are carried out in accordance with the principles of confidentiality, impartiality, and data protection.

For detailed information, please refer to *Cengiz Holding's Whistleblowing Policy*.

5. Compliance Trainings and Awareness

Cengiz Holding conducts regular compliance training for all employees, managers, and third parties engaged in business relations, in order to ensure that the ethics and compliance culture is permanent and sustainable. The training covers the Holding's ethical values, policies and procedures, the Code of Ethical Principles, and the use of the Internal Reporting System.

5.1. Scope and Organisation of Trainings

The training is prepared and delivered by the Cengiz Holding Compliance Manager and relevant departments (Legal, Human Resources, Corporate Communications). Training content is updated by taking into account national and international regulations, industry standards, the risk profiles of the geographies in which the Holding operates, and the issues highlighted in reports received through the Ethics Hotline. Training sessions may be conducted face-to-face, via online platforms, or through e-learning modules.

5.2. Mandatory Participation

All employees, regardless of their role or position, are required to participate in compliance training. Failure to attend without a valid excuse may be considered under the Disciplinary Regulation.

5.3. New Employees

All employees, regardless of their role or position, are required to participate in compliance training. Failure to attend without a valid excuse may be considered under the Disciplinary Regulation.

5.4. Awareness and Continuity

In addition to training, regular information notes, announcements, and reminder campaigns are carried out to maintain a high level of awareness among employees regarding ethical principles. The effectiveness of training and awareness activities is measured periodically, and content is updated where necessary.

6. Entry Into Force and Updates

This Guide enters into force as of the date of its publication and is binding for all Cengiz Holding employees and business partners. The Guide is reviewed at regular intervals and updated in line with changes in legislation, international standards, internal policies, and practices. All updates made are communicated to employees and business partners through appropriate methods. Updates take immediate effect to ensure the continuity of the ethics and compliance culture.