

Cengiz Holding A.Ş.

**Gift and
Entertainment Policy**

Table of Contents

- 1. Objective and Scope.....2
- 2. Definitions2
- 3. General Principles.....2
- 4. Gifts and Entertainment3
- 5. Authorities and Responsibilities.....5
- 6. Revision History..... 5

1. Objective and Scope

Cengiz Holding A.Ş. and its Group Companies ("**Cengiz Holding**" or "**Group**") engage in mutual gifts and entertainment activities to strengthen their business relations with third parties. The objective of the Gift and Hospitality Policy ("**Policy**") is to provide guidance on setting of the standards for gift and hospitality activities for Cengiz Holding employees and third parties, compliance with relevant legal regulations and preventing conflicts of interest.

This policy shall apply to all employees of Cengiz Holding and all third parties will be expected to comply with this Policy. Group companies may adopt more stringent rules compared to those in this Policy, considering operational activities or the geography in which they are located, but cannot adopt more flexible rules.

2. Definitions

If the terms, words and expressions used in the policy have not been defined under this title, their meanings shall be taken from the applicable laws, regulations and sectoral meanings.

Hospitality: Shall refer to the participation of employees, customers or other third parties in various cultural, sporting or company activities, including but not limited to, dining invitations, accommodation, travel, etc.

Government Official: Shall refer to persons including but not limited to, officials (domestic or foreign) in public administration or government offices either assigned by election or appointment, political party representatives, military personnel, municipal officials.

FCPA: Shall refer to the "Foreign Corrupt Practices Act" in force in the United States to fight against corruption.

Gift: The term is used in the sense of anything of value given/received directly or indirectly such as cash, gift voucher, shopping coupon, discount, share stock, job/internship guarantee, membership, etc.

UKBA: It is the "UK Bribery Act" in force to fight against bribery.

Third Party: Shall refer to the supplier, contractor, subcontractor, dealer, distributor, broker or all representatives and consultants acting on behalf and on account of the Holding.

3. General Principles

Reasonable gifts and entertainment may be accepted or provided to strengthen relations with third parties. The reputation of Cengiz Holding may be damaged in cases where gifts and entertainment activities are carried out outside the determined rules or contrary to the laws.

Group employees should consider the company's ethical values such as integrity, efficiency, customer orientation, quality, reliability, justice, business ethics and goodwill when carrying out gift and entertainment activities and should respect the company image.

Gifts and entertainment should not be continuous and should be recorded in a manner that is clear, detailed, understandable, and demonstrable. Cengiz Holding employees must obtain

approval from the unit managers for the gift and hospitality activities they will provide or accept. Cengiz Holding employees should not make any payments with personal credit cards for gift and entertainment purposes without the knowledge of the accounting department.

Gift and hospitality activities should not be performed to influence the decision-making processes of Cengiz Holding and the related parties or to provide a benefit. The following issues can be given as examples to provide benefit:

- Facilitating processes
- Tax immunity
- Obtaining licenses, permits, approvals
- Making commercial gains
- Obtaining a positive evaluation report
- Requesting the acquisition or non-disclosure of confidential information
- Avoiding punishment or mitigating the same

All gifts and entertainment activities must comply with the principles stated in this Policy, the international and local laws, and sectoral regulations such as FCPA¹²/UKBA¹³.

The principles set out in this Policy shall apply to gifts received or given by Cengiz Holding employees or Third Parties, or to hospitality activities offered or accepted. In case of any questions, doubts or violations regarding the gift and hospitality process, the Legal Department should be contacted.

4. Gifts and Entertainment

Gifts

Gifts should not be of a nature similar to cash such as cash, gift vouchers, shopping vouchers or share stocks or should not be in the form of providing job/internship opportunities or granting membership. Gifts 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.
- Should not give the impression 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.

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

¹² <https://www.justice.gov/criminal-fraud/file/1292051/download>

¹³ https://www.legislation.gov.uk/ukpga/2010/23/pdfs/ukpga_20100023_en.pdf

that is not in compliance with the Policy principles may not be accepted or given to the other party even if it is within this limit.

Corporate gifts bearing a Company logo will be acceptable as long as they are of reasonable value.

Entertainment

Entertainment activities such as meals, travel, events, transportation can be provided to customers and other third parties within the framework of certain rules or invitations of third parties can be accepted by employees in order to strengthen business relations. It is necessary to pay attention to the following issues in entertainment activities:

- It must be suitable for the main purpose of the work, of reasonable value and only limited to third parties.
- It should not be performed for the purpose gaining advantage.
- Employees should avoid inappropriate behavior during the hospitality process to which they are invited, and the entertainment provided or accepted should not contain any illegal or inappropriate content.
- It must comply with the relevant local legislation.
- When learned by the public, Cengiz Holding should not be left in a difficult situation.
- It should be done with the approval of the senior managers.
- It should be recorded in a clear and detailed manner and documents should be kept and forwarded to the relevant department.

By complying with the above-mentioned conditions, Cengiz Holding may accept the entertainment process provided by its employees and third parties. When an entertainment process that does not comply with this Policy takes place, the situation should be reported to the senior managers without delay.

Relations with Government Officials

Cengiz Holding employees or Third Parties must not engage in any form of gifts and entertainment to Government Officials to provide any personal or commercial benefit. In accordance with cultural customs, gifts that can be given in meetings held with Government Officials or on special occasions should also be in accordance with the principles specified in this Policy and should not create any negative opinion on behalf of Cengiz Holding when evaluated by a third party.

All gifts and entertainment provided to Government Officials must be within the knowledge and approval of a senior manager and must be made sure to comply with the local laws of the country concerned.

The following is an example to Government Officials, regardless of whether they are domestic or foreign, and will not be limited to those listed herein.

- Officials and employees of a government or any government agency or local government (council members, soldiers, police officers, tax inspectors, customs officers, etc.)
- The board of directors and employees of a state-controlled company
- Officials and employees of an international public body (United Nations ('UN') and the World Trade Organization ('WTO'), etc.)
- Politicians or candidates
- Persons performing public functions on behalf of the above-mentioned persons (a government-appointed supervisory authority)

5. Authorities and Responsibilities

All Cengiz Holding employees shall be obliged to comply with this Policy and if they witness a situation contradicting the rules mentioned in the Policy, the situation must be forthwith reported to the

- Human Resources,
- Corporate Communications or
- Legal

departments.

The Corporate Communications, Human Resources and Legal Departments shall be responsible for communicating the requirements of this Policy to the employees and creating an internal control environment where the employees act in accordance with the Policy.

If the legal regulations under this Policy in the countries where Cengiz Holding operates are stricter than those of the Policy, the relevant legal regulations should be considered.

If the policy is not abided by, employees may face various disciplinary penalties, which may include termination of employment.

6. Revision History

This Policy has been approved and entered into force with the relevant Board of Directors Decision of the Company and it will be the joint responsibility of the Corporate Communications, Human Resources and Legal Departments to periodically update the Policy in line with the changing legislation and Group processes.

Revision	Date	Description
----------	------	-------------