

CENGİZ HOLDİNG A.Ş.

Code of Ethics and Business Conduct For Third Parties

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INTRODUCTION

At Cengiz Holding, we place equal importance not only on the results achieved in strategic sectors such as construction, energy, mining, and aviation, but also on the means by which those results are attained.

Our fundamental principle is to conduct all activities without compromising our ethical values, legal responsibilities, and sustainability objectives.

This Code of Ethics and Business Conduct reflects the ethical culture and business approach of Cengiz Holding and its subsidiaries; it also defines the framework of responsible conduct expected from all our business partners.

The adoption of these values by all parties collaborating with us forms the foundation of our long-term, trust-based relationships. Therefore, this Code serves as a binding point of reference for our business partners.

1. PURPOSE AND SCOPE

At Cengiz Holding and its subsidiaries, we consider it a fundamental principle to conduct all our activities in line with the highest ethical, moral, and professional standards.

This Code of Ethics and Business Conduct has been prepared to ensure that our business processes are carried out in full compliance with:

- National and international regulations,
- Our corporate policies,
- The ethical values and sustainability objectives we have adopted.

The Code applies to all our business partners who have a direct or indirect business relationship with Cengiz Holding, as well as their employees, representatives, and subcontractors. Compliance with these rules is expected during the execution of work and must become an integral part of daily operations.

Compliance and Violations

Our business partners are expected to fully comply with these rules

In cases of minor violations (such as missing documentation or delayed training), the business partner will be given a reasonable timeframe to make the necessary corrections.

In cases of serious violations (such as bribery, sanctions breaches, child labor, or major occupational health and safety violations), Cengiz Holding reserves the right to immediately terminate the contract without compensation.

This approach both supports long-term cooperation and ensures the preservation of the ethical culture that underpins our business.

2. INTEGRITY AND COMPLIANCE

Our business partners commit to full compliance with this Code of Ethics and Business Conduct.

Compliance with the Code is not merely a written obligation but the foundation of our long-term cooperation and trust-based relationship.

Cengiz Holding reserves the right to monitor compliance with these rules and, when necessary, to request explanations or corrective actions from its business partners.

3. KEY DEFINITIONS

For ease of understanding, some of the terms used in these Rules are briefly explained below:

Business Partners	: Refers to suppliers, subcontractors, contractors, consultants, partners, and their employees who have a direct or indirect business relationship with Cengiz Holding.
Business	: Refers to the activities, services, or obligations carried out by Business Partners with Cengiz Holding.
Confidential Information	: Refers to all technical data, commercial information, customer and personnel data, project information, contractual terms, and any information sensitive from a competition standpoint belonging to Cengiz Holding or its business partners.
Public Official	: Refers to individuals working in government agencies, public institutions, or state-controlled companies, as well as employees of international organizations and political party officials.
Ethics Hotline	: Refers to Cengiz Holding's independent communication channel that allows business partners to confidentially and securely report any identified or suspected ethical violations.
Sanctions Lists	: Refers to the lists of prohibited persons, entities, and countries published by national and international authorities.

4. PRINCIPLES EXPECTED FROM BUSINESS PARTNERS

4.1. Honesty and Reliability

Our business partners must adhere to the principles of honesty, accuracy, and fairness in all their activities. In their relationships with Cengiz Holding, as well as in all interactions with third parties within the scope of such relationships, they are expected to refrain from providing misleading, incomplete, or false information, concealing the truth, or engaging in any manipulative behavior.

Business partners should demonstrate their reliability by keeping their commitments and fulfilling their obligations in a timely manner. It is essential that they act truthfully, transparently, and accountably in all verbal and written statements.

This approach forms the basis of long-term cooperation and strengthens mutual trust.

4.2. Professional Business Conduct and Ethical Values

Our business partners must uphold high standards of business ethics in their activities; act not only in compliance with the law but also in alignment with universal ethical values; and adopt a transparent, accountable, fair, and respectful approach.

Cengiz Holding's corporate identity, trade name, or reputation must never be used for personal or commercial gain.

Unethical practices such as submitting falsified documents, manipulating information, or

creating conflicts of interest are strictly prohibited. Business partners are also expected to guide their employees in this regard and ensure that they receive the necessary ethics training.

4.3. Respect for Human Rights and Fair Working Conditions

Our business partners must conduct all their activities with respect for human rights and in full compliance with national legislation and international standards.

Accordingly, our business partners are expected to:

- Comply with the principles that recognize human rights, particularly the United Nations Universal Declaration of Human Rights and the ILO Core Conventions.
- Reject any form of discrimination based on race, color, gender, language, religion, belief, ethnic origin, age, disability, marital status, sexual orientation, political opinion, or any similar ground.
- Apply a zero-tolerance policy against forced labor, child labor, harassment, coercion, and violence.
- Respect employees' rights to organize, form unions, and engage in collective bargaining, and refrain from exerting any pressure on those who exercise these rights.
- Refrain from employing anyone below the legal minimum age and ensure a fair, safe, and healthy working environment for all employees.

Cengiz Holding expects its business partners to comply with these standards and may, where necessary, request supporting documents (e.g., payrolls, social security records, audit reports, certificates) to demonstrate compliance.

Business partners are obliged to immediately report to Cengiz Holding any situation that violates human rights.

Child labor, forced labor, human trafficking, harassment, or violence are considered severe violations and may result in the immediate termination of the contract without compensation.

4.4. Compliance with Laws and Compliance Policies

Our business partners must conduct all their activities in full compliance with applicable national and international laws, international standards, and Cengiz Holding's Compliance Policies.

In this context, our business partners are expected to:

- Comply with all legislation in the countries where they operate regarding trade, product safety, environment, occupational health and safety, data privacy, and employment.
- Act in accordance with international standards, sectoral regulations, and best practices.
- Adhere to the Cengiz Holding Policies and Rules published at <https://www.cengizholding.com.tr/en/sustainability/reports-policies>

The deliberate violation of legal requirements (e.g., disregarding occupational health and safety rules, knowingly circumventing sanctions or export control restrictions) shall be considered a severe violation and may result in the immediate termination of the

contract without compensation.

4.5. Anti-Bribery, Anti-Corruption and Anti-Money Laundering

Our business partners are required to operate in line with the principle of zero tolerance toward bribery, corruption, improper donations and sponsorships, money laundering, and the financing of terrorism.

4.5.1. Prohibited Practices

Our business partners must not, directly, indirectly, or through any intermediary:

- Provide, offer, or promise any financial or non-financial advantage to a public official or a private sector employee for the purpose of obtaining or retaining business or influencing a decision.
- Make improper payments, even under the name of “facilitation” or “expediting” payments.
- Carry out financial transactions for the purpose of money laundering or maintain records in a misleading manner.
- Derive benefits through improper donations, sponsorships, representation, or hospitality activities

4.5.2. Accuracy of Records

All transactions must be documented in a transparent, traceable, and complete manner. Any manipulation of financial records or books is strictly prohibited

4.5.3. Internal Control and Compliance

Our business partners are expected to establish and maintain adequate internal control mechanisms within their own organizations to prevent bribery and corruption. Due diligence should be carried out before entering into business relationships and periodically throughout the course of cooperation.

Cengiz Holding reserves the right to request relevant documents and information from its business partners and to conduct audits where deemed necessary.

Any act connected with bribery, corruption, money laundering, or the financing of terrorism shall be regarded as a severe violation and may result in the immediate termination of the contract without compensation.

4.6. Avoiding of Conflicts of Interest

Our business partners must avoid conflicts of interest in the conduct of their activities and must refrain from any actions that could compromise Cengiz Holding’s impartial decision-making processes.

In this context, our business partners are expected to:

- Not place their own personal or commercial interests ahead of their business relationship with Cengiz Holding.
- Disclose in advance and transparently any potential conflict of interest arising from transactions involving family members, close friends, or affiliated companies.
- Not attempt to influence decisions by providing gifts, benefits, or advantages to company employees.

- Take necessary measures to ensure that relevant parties are able to make independent and impartial decisions in situations where a conflict of interest may arise

Undisclosed or concealed conflicts of interest—particularly those involving the granting of improper benefits or attempts to influence the impartiality of company employees—will be considered a serious violation and may result in immediate termination of the contract.

4.7. Environment, Occupational Health and Safety

Cengiz Holding regards the protection of the environment and the health and safety of employees as a fundamental responsibility. Our business partners are expected to act with the same diligence.

In this regard, our business partners must:

- Act in line with the Cengiz Holding Environmental Policy, measure the environmental impacts of their activities, and take necessary measures to minimize them.
- Manage and dispose of wastewater, chemicals, and hazardous waste in compliance with environmental legislation.
- Implement necessary occupational health and safety measures against vital risks such as fire, explosion, or building collapse (including provision of PPE, emergency response plans, regular inspections, etc.).
- Provide all employees with a fair, healthy, and safe working environment, and must not allow forced labor, unsafe working conditions, or inappropriate working hours.

Causing significant environmental damage or neglecting health and safety rules resulting in serious injury or death will be considered a serious violation and may result in immediate termination of the contract without compensation.

4.8. Sustainability

Our business partners are required to consider environmental, social, and economic sustainability in their operations. In this context, they must:

- Use natural resources efficiently, take measures to reduce their carbon footprint, and manage waste in compliance with environmental legislation.
- Take into account not only economic benefits but also environmental and social balance in their business processes.
- Shape their strategic decisions in line with the principles of transparency, accountability, ethical responsibility, and public interest.

4.9. Protection of Personal Data, Confidentiality and Trade Secrets

Our business partners are obliged to process personal data shared by Cengiz Holding strictly in accordance with applicable legal regulations and the instructions provided.

In addition, they must:

- Safeguard Cengiz Holding's confidential information, non-public data, and intellectual property rights.

- Refrain from using such information for their own benefit or disclosing it to unauthorized persons.
- Fully comply with cybersecurity requirements and system integrity whenever they have access to Cengiz Holding's information systems

Business partners are expected to act in compliance with the Law on the Protection of Personal Data No. 6698 (KVKK), as well as Cengiz Holding's Data Privacy Policy and other applicable regulations

4.10. Supply Chain Responsibility

Our business partners must make decisions when selecting individuals and entities to work with based on objective criteria. In these selections, respect for human rights, anti-bribery and anti-corruption, protection of personal data, and compliance with legal obligations must be the fundamental benchmarks.

Business partners are expected to:

- Establish honest, fair, respectful, and good-faith relationships with all parties in the supply chain.
- Ensure that the parties they work with also act in accordance with these Business Ethics and Code of Conduct.
- Cooperate with Cengiz Holding when necessary, by providing information and documents related to the supply chain

If parties within the supply chain engage in serious violations such as child labor, forced labor, bribery, or similar misconduct, and if such practices are tolerated, the responsibility will also be attributed to the business partner and may result in termination of the contract.

4.11. Compliance with Competition Law

Our business partners must support fair and free competition in all markets where they operate and must refrain from restrictive, manipulative, or misleading practices.

In this context, business partners are expected to:

- Strictly avoid unlawful practices such as price-fixing, market sharing, or bid rigging with competitors.
- Conduct commercial activities in a transparent, honest, and competition law-compliant manner.

Acts that violate competition law (such as, forming cartels, price agreements, bid manipulation) are considered serious breaches and will result in immediate termination of the contract.

4.12. Economic Sanctions and Export Controls

Our business partners are required to fully comply with sanctions, embargoes, export controls, and Sanctions Lists issued by the Republic of Türkiye, the European Union, the United Nations Security Council, the United States, the United Kingdom, and other competent authorities.

In this context, business partners are expected to:

- Check whether the relevant individual or entity is listed on national or

international sanctions lists before entering into a business relationship.

- Refrain from establishing direct or indirect business relationships with individuals, entities, or countries subject to sanctions or embargoes.
- Immediately notify Cengiz Holding and provide the necessary information if a sanctions-related risk arises.

Engaging in business relationships with individuals, entities, or countries included in sanctions lists, or violating sanctions/embargoes, is considered a serious breach and will result in immediate termination of the contract without compensation.

5. RIGHT TO AUDIT AND COMPLIANCE OVERSIGHT

Cengiz Holding reserves the right to monitor and audit the compliance of its business partners with these Business Ethics and Code of Conduct, applicable laws and regulations, and company policies.

In this context, our business partners are expected to:

- Be open to on-site or remote audits conducted by Cengiz Holding.
- Provide the requested information, documents, and records in a timely and complete manner.
- Fully cooperate during the audit process.
- Implement necessary corrective and preventive measures in a timely manner based on audit results.

6. ETHICS HOTLINE AND REPORTING OF VIOLATIONS

Our business partners are required to promptly report to Cengiz Holding any situation that may be in violation of, or appear suspicious under, these rules.

For this purpose, an independent and confidential Ethics Hotline has been established for all business partners. Reports are received securely and impartially, evaluated on the basis of confidentiality, and protected against retaliation.

Our business partners are expected to:

- Immediately report any suspected or actual ethical violation through etikdestekhatti.com
- Share the necessary information in a clear and accurate manner.
- Ensure that reports are made honestly, in good faith, and without misuse

Failure to disclose or report ethical violations, or retaliation against those who make such reports, will be considered a serious breach and will result in immediate termination of the contract.

7. SANCTIONS AND CONSEQUENCES

In the event that our business partners act in violation of these Business Ethics and Code of Conduct or applicable legislation, Cengiz Holding reserves the right to take necessary measures.

Sanctions that may be applied include:

- Suspension or termination of the business relationship,
- Suspension of payments,

- Termination of future cooperation,
- Compensation for damages incurred.

Serious violations (such as bribery, money laundering, sanctions breaches, child labor, or serious occupational health and safety violations) may result in immediate termination of the contract without compensation.

The scope and application of sanctions shall be determined in accordance with the relevant contractual provisions.

8. UPDATES AND ENFORCEMENT

This Code of Ethics and Business Conduct is reviewed regularly. Updates are communicated to all business partners through appropriate means. The current version is always the one published on Cengiz Holding's official website.