



ANADOLU GROUP

AG ANADOLU GRUBU HOLDING CODE OF BUSINESS ETHICS AND NON-COMPLIANCE NOTIFICATION REGULATION

1. Purpose

This Code of Business Ethics and Non-Compliance Notification Regulation (“**Code of Ethics**”) aims to increase transparency in AG Anadolu Grubu Holding A.Ş. (“**AGHOL**”), enhance compliance with the existing codes of conduct and preserve the reputation of Anadolu Group, which AGHOL represents; reveal violations of the law, general ethical principles and existing written AGHOL codes; ensure that any non-compliance is notified to the authorized persons within AGHOL; and establish the necessary functions and rules to examine these notifications.

The AGHOL Board of Directors provides leadership and support towards the goal set in this article and ensures the allocation of necessary resources.

2. Scope

This Code of Ethics defines the business ethics adopted by AGHOL as well as issues of non-compliance and the responsibility of Employees towards AGHOL and towards each other; sets forth the structure of the AGHOL Ethics Committee, notification channels to be used in cases of non-compliance and the rights and responsibilities of the notifier.

The Code of Ethics is binding for all Employees, Stakeholders and the AGHOL Board of Directors.

3. Definitions

Anadolu Group: All affiliates of AGHOL of which AGHOL is a direct or indirect shareholder.

AGHOL Ethics Committee: The committee established within AGHOL and working under Anadolu Group CEO, responsible for all the ethical processes of AGHOL that are within the scope of the Code of Ethics, authorized to examine Non-Compliances by all Employees and Stakeholders, and the annual reports sent by the ethics committees established within Anadolu Group companies and to take the necessary actions.



Employees: Real persons who have signed an employment contract with AGHOL pursuant to the Labor Law No. 4857 and are working in accordance with this employment contract.

Stakeholders: Persons who have a commercial, financial, legal, administrative or other similar relationships with AGHOL and who are expected to comply with the Code of Ethics. Business partners, suppliers, agents, intermediaries, consultants, contractors are among the stakeholders.

Non-Compliance: Actions and misconducts that are against national and relevant international regulations, codes of conduct, the Code of Ethics, and AGHOL codes and procedures.

Notifier: A person who notifies a non-compliance or possible non-compliance by any AGHOL employee or Stakeholder that is related to AGHOL, using any one of the notification channels determined under the Code of Ethics.

4. Non-Compliance Categories

Notifications to be made pursuant to the Code of Ethics must be related to at least one of the following categories.

- **Practices against law and relevant regulations:** Practices that are against the law and relevant national and international regulations.
- **Practices against AGHOL codes and procedures:** Practices that are against the codes, procedures and rules published within AGHOL.
- **Unethical Practices:** Practices that are against universal ethical values such as general moral principles, respectability, honesty, social responsibility, transparency, equality, accountability, justice and the principles determined under the Code of Ethics, even if these are not specified under the law and AGHOL codes.
- **Misconduct:** Using AGHOL resources and facilities in a way that damages the finances or harms reputation of AGHOL, and using these resources and facilities to achieve personal gain.



5. Principles

The majority of the situations described under the principles title are regulated in law as well as national and international regulations and are defined as offenses. Complete compliance with the law and relevant regulations is mandatory for the persons that are within the scope of this Code of Ethics. In case of doubt, the opinion of the authorized person or unit should be obtained.

Human Rights, Discrimination and Abuse

AGHOL treasures and promotes diversity. Decisions pertaining to recruitment, promotions or the appointment of staff are made solely based on the qualities and skills necessary for the position. AGHOL's wage and promotion policy is based on the qualities and performances of the Employees.

AGHOL does not tolerate discrimination. It treats all Employees fairly and equally irrespective of sex, marital status, age, religion, race, political views, socioeconomic status, language, ethnicity, nationality, sexual orientation or disability.

The workplace is kept free of bad behaviors; physical, sexual, racist, psychological or verbal abuse and "mobbing" attempts are not tolerated.

AGHOL neither employs children nor uses forced labor.

Environmental Responsibility

AGHOL places environmental sustainability at the center of its operations and contributes to environmental sustainability both for its business success and for society. AGHOL contributes to the fight against climate change by closely monitoring its electricity and water usage, making efforts to reduce its air and water emissions, reducing waste, increasing recycling, reducing its carbon emissions and, therefore, continuing to significantly minimize its environmental impact.

AGHOL carries out all of its activities regarding the environment in accordance with the regulations. In the absence of regulations, AGHOL creates its own standards and ensures that its environmental impact is minimal.



Responsible Communication

AGHOL creates employment in a region where the products of Anadolu Group reach millions of consumers, and carries out production and sales through the Anadolu Group companies.

As an organization with a strong commitment to social responsibility, AGHOL does not limit itself to the regulations on communication activities and possesses a deeper awareness regarding responsible communication.

Occupational Health and Safety

AGHOL is determined to establish and pursue an effective health and safety management system to facilitate a safe, healthy and incident-free work environment for all of its Employees and Stakeholders. In this respect, AGHOL carries out its activities in accordance with the regulations on occupational health and safety that are in effect.

All Employees are expected to comply with the policies and regulations regarding occupational health and safety and to follow the emergency procedures at the workplace. The Stakeholders are also expected to follow the instructions related to occupational health and safety.

Commercial and Financial Records

Pursuant to existing regulations and its status as a prudent merchant, the accuracy of all commercial and financial records is extremely important for AGHOL. These records include quality records, timetables, cost reports, progress payment forms and other records, including accounting.

Employees must at all times enlist transactions during the appropriate accounting period under the appropriate account and department and classify them accordingly. They should not delay or speed up the registration of income and costs to meet budget targets. Accurate registration and recording reflects positively on AGHOL's reputation and credibility, and helps AGHOL significantly in fulfilling its obligations under the law.

All books, records, accounts and financial statements of AGHOL must be kept in accordance with the conditions set forth under the law. The transactions must be duly reflected and



should be submitted to authorities immediately when necessary pursuant to the existing regulations, and they should be in compliance with both the legal requirements and the internal control system. There should be no forgery on any document and the real nature of transactions should not be hidden.

Company Assets

Protecting AGHOL's assets and ensuring their effective use is the responsibility of all Employees. Additionally, the resources must be used in a cautious and professional manner for their primary business purpose (unless another purpose is expressly specified).

Company assets also include the company's cash, products, the time Employees spend at work, company assets that can be subject to intellectual property rights, computer systems and software, phones, wireless communication devices, photocopy machines, motor vehicles, information belonging to the company and company brands.

Social Media

Employees (i) should not share any confidential or strategic information relating to AGHOL and AGHOL's activities including but not limited to trade secrets on their personal accounts on social media/networks; (ii) should not share any negative content that can harm the reputation of AGHOL on social media/networks; (iii) should not answer questions from the media and other institutions regarding AGHOL and should not make any comments; (iv) should not share any content that includes discrimination based on religion, political view, religious sect, language, race or sex, and (v) should not share any content constituting or with the potential to constitute an incitement or offense, or any content praising an offense or a criminal.

Confidential Information

AGHOL respects the confidential information of others. Disclosing confidential information related to AGHOL, Employees or Stakeholders or disclosing any information that is expected to be unknown by the public without authorization could damage AGHOL and is, therefore, forbidden.



Confidential information includes but is not limited to inventions, contracts, personal data of Employees, strategic plans and business plans, new products, projects, technical specifications, quotations, offers, financial data and product costs.

All Employees must protect the confidentiality of this kind of information, only use it for their intended purposes, only disclose it to relevant authorized persons and obtain the necessary approvals from the relevant legal and/or real persons and the senior management of the company before sharing the information.

In this respect, all Employees must refrain from using or disclosing confidential information to gain economic or commercial benefits.

Protection of Personal Data

AGHOL follows the regulations in effect while processing the personal data of Employees and real persons.

Employees who process personal data belonging to real persons are responsible for: (i) acting in accordance with the legislation concerning the protection of personal data and AGHOL policies; (ii) collecting, using and processing such data only for valid business purposes; (iii) obtaining the legally required consent from persons; (iv) limiting access to the data to persons who have a valid business purpose for viewing them; and (v) protecting personal data.

Insider Trading

As a publicly traded company, AGHOL must treat all stakeholders equally, including minority shareholders and foreign shareholders, in accordance with the Capital Market Law and relevant regulations. This means all stakeholders must be able to reach the same information at the same time.

In this respect, all Employees must comply with the Capital Market Law and related regulations and refrain from insider trading.



Conflicts of Interest

A conflict of interest is a situation that arises when the personal interests of a person affects or seems to affect company interests in any way. Personal interests and relations should not stand in the way of the ability to make decisions which will yield the best results in terms of company interests.

If there are clients, suppliers or competitors among the family members or other close relatives of the employee, the employee must immediately inform their managers about the situation. In principle, it is forbidden for Employees to employ their close/first-degree relatives and to do business with the relatives of Employees.

A conflict of interest does not necessarily constitute non-compliance. However, failing to notify of the situation does constitute a conflict of interest. The important thing is to act in an honest, accountable and transparent manner, and to inform the managers about any existing or potential conflicts of interest. This way, a resolution that is acceptable for both the person and the company can be reached.

Payments to Make Transactions Easier or Faster

Making payments to any real or legal person in order to make transactions easier or faster is forbidden. When faced with such a request, the senior management must be notified immediately.

Anti-Bribery and Anti-Corruption

Accepting or offering bribes and corruption is forbidden at AGHOL under any circumstances and there is zero tolerance on these issues. This prohibition includes all the activities of AGHOL. All Employees and third persons acting on behalf of AGHOL are obligated to follow the anti-bribery and anticorruption rules and the relevant national and international law and regulations.

The definition of the bribery offense is determined under the Turkish Criminal Code and binding international regulations. Without prejudice to this regulation and within the scope of this code, bribery is defined as providing a public servant, or a person referenced by them, benefits directly or through intermediaries to coerce them to do or not do something relating



to the performance of their work. Even when the benefit is not provided or accepted, if a bribe is offered or a deal is made then bribery is considered to have taken place.

It is also considered bribery when an inappropriate payment is made by or through third persons.

On the other hand, corruption is accepted as the misuse of authority, whether actual or implied, to gain benefits for themselves or someone else, or to prevent the rightful benefit or potential benefit that AGHOL would otherwise achieve. Corruption is the actions that are determined as offenses under law and binding international regulations.¹

The violation of law and other regulations on anti-bribery and anti-corruption will have legal and penal consequences and may significantly harm the reputation of AGHOL. Therefore, AGHOL has a policy of non-retaliation against employees who refuses to give a bribe.

¹Some examples of corruption include but are not limited to the actions which are specified as offenses or penalized under the Turkish Criminal Code in sections titled "Offenses Against Property; Offenses Against Public Confidence; Offenses in the fields of Economy, Industry and Trading; Offenses in the field of Data Processing Systems; Offences Against the Reliability and Functioning of the Public Administration; Offences Against the Judicial Bodies or Court, under other law and binding international regulations.

Other examples include some of the actions defined under the Banking Law, the Capital Market Law, the Tax Procedure Law, the Law on the Prevention of Laundering Proceeds of Crime, the Anti-Smuggling Law, the Law on the Declaration of Property and Fight Against Bribery and Corruption, the Insurance Supervision Law, the Private Pension Savings and Investment System Law, the Law on the Protection of Competition, the Bank Cards and Credit Cards Law

Gifts and Entertainment

AGHOL forbids its employees from any actions that may create the impression of affecting the business relationship in an unfair way, such as offering or accepting gifts or entertainment from all third persons including clients, suppliers, business partners, vendors or authorized services.

The following rules should be followed in regard to relationships with private or public persons and organizations seeking to engage in or maintain a business relationship with AGHOL:



Gifts and entertainment are only acceptable when they are in line with the generally accepted business practices and will not create a negative impression on the other party.

Employees must be careful about giving gifts and providing entertainment, and carefully consider the generally accepted business practices. When deciding whether a gift or entertainment is within the borders of generally accepted business practices, Employees should consult their managers.

Employees should not demand, accept, offer or provide any gifts or entertainment that promotes, supports or rewards an inappropriate behavior regarding a work AGHOL is currently or expected to be involved in. Situations where the gift or entertainment might look like they are provided to affect the decisions of the receiving party in a negative way can be given as examples.

The following behaviors are “Always Wrong”:

- Giving or receiving cash or gifts equivalent to cash (such as gift cards/certificates, stocks or stock options);
- Any gift or entertainment that is against public morality or could negatively affect the reputation or respectability of the company;
- Any gift or entertainment that could be interpreted as a bribe or a payment for special favors;
- Any gift or entertainment that is against the law or the rules of the institution of which the receiving party is a member;
- Promising or making an agreement in exchange for gift or entertainment offers;
- Any gift or entertainment that could have a significant effect on a business transaction that AGHOL has initiated or might initiate or cause a conflict of interest in any other way;

Humble gifts and entertainment can be generally offered or accepted provided that there is no expectation of a reciprocal gift or gesture.

Gifts and entertainment include those defined within the categories below. The maximum values below can be increased or decreased by the CEO.



- T-shirts, calendars, agendas, pens and promotional materials such as samples not exceeding [_500_] Turkish lira in value;
- Common treats such as beverages, drinks and food that will be presented on occasions of business meetings that are in line with the procedures not exceeding [_500_] Turkish lira in value;
- Meals with business associates that do not exceed [_500_] Turkish lira in value per person;
- Participating in entertainment activities such as musical performances, theater or sports competitions not exceeding [_500_] Turkish lira in value;
- Business trip expenses that are in line with the procedures and agreements not exceeding [_2,500_] Turkish lira in value.

Employees should refrain from requesting or soliciting gifts from any person or organization other than AGHOL.

Participation in Political Groups and Nongovernmental Organizations

AGHOL does not donate to politicians or political parties.

Political propaganda or similar activities are forbidden at AGHOL. Company assets cannot be used for or allocated to political activities.

Within the limits of its support to social development, AGHOL can initiate projects with various legal organizations such as nongovernmental organizations, and provide them sponsorships and donations. These contributions cannot be directly or indirectly related with any political activity and all of the contributions must be declared to the public through appropriate platforms such as the sustainability reports.

Relations with Business Partners

AGHOL aims to make positive contributions to society by developing and implementing responsible ways of doing business. It values relationships with Stakeholders and other business partners. AGHOL treats business partners with respect and expects the same in return.



Stakeholders and other business partners are expected to comply with the principles set forth in the Code of Ethics and to act in line with our standards regarding these principles.

Compliance with Competition Rules

The Law on the Protection of Competition sets its scope as “agreements, decisions and practices that prevent, distort or restrict competition between any undertakings operating in or affecting markets for goods and services, and the abuse of dominance by the undertakings dominant in the market, and any kind of legal transactions and behavior resembling mergers and acquisitions, which decrease competition to a significant extent.” There must be full compliance to protect competition as defined above.

AGHOL competes fairly and acts in accordance with all competition regulations at all locations where it does business. Competition regulations are typically complicated and vary significantly from country to country in terms content and regional scope. Actions permitted in one country may be illegal in another. The penalty for violating competition rules may be serious; AGHOL could be sentenced to pay a significant compensation or damage its reputation, and those involved could even face prison sentences.

All competition rules in effect that are relevant for AGHOL and its activities must be understood and followed by all Employees.

All around the world, regulations regarding the protection of competition prohibit agreements between competitors on the following issues (but prohibited matters are not limited to these): (i) determining prices or other terms and conditions; limiting production; sharing markets or customers; or refusing to do business with customers or suppliers; (II) exchanging information that constitutes trade secrets with competitors; and (III) imposing a minimum or fixed retail price on customers.

6. Non-Compliance Notification Method

AGHOL has established the following notification channels for the notifying of any Non-Compliance regarding Employees and Stakeholders through the Ethics Committee.



AGHOL:

- **Email:** anadolugrubu@etikhat.com
etik@anadolugrubu.com.tr
- **Ethics Hotline** +90 (212) 401 30 66
- **Website:** <http://www.anadolugrubuetikhat.com>

Rights and Obligations of the Notifier

- The Notifier accepts that they are basing the notification made through the notification channels on honest (not personal) reasons and that it does not constitute slander.
- Where possible, the Notifier is expected to submit all kinds of information and documents supporting their claims to assist the inspection team.
- The Notifier has the right to keep their identity anonymous if he/she so wishes. The anonymity of the notification does not hinder the evaluation process. The same attention shown to the evaluation of notifications where the Notifier shares his/her details will be shown to the evaluation of anonymous notifications.
- The Notifier is guaranteed that no sanction will be imposed on him/her.
- If the Notifier provides his/her identity information, this information will be kept confidential during and after the investigation. Furthermore, the AGHOL Ethics Committee undertakes that it will take the necessary measures to prevent negative consequences and protect the job security and career plan of the Notifier.
- If the AGHOL Ethics Committee is convinced that the Notification is made in good faith, no retaliatory action will be taken against the Notifier, even if the notification is determined to be untrue at the close of the inspection. However, if at the end of the investigation it is found that the Notifier has made an untrue notification in bad faith, the necessary inspection regarding the relevant person will be initiated by the AGHOL Ethics Committee.
- If the Notifier is found to have participated in the act of Non-Compliance of which he/she have notified, necessary sanctions must also be imposed on him/her. However, when deciding on the sanction, the Notifier's contributions in revealing the event, preventing damages or removing the consequences will be taken into account. Furthermore, if the Notifier's participation occurred only through his/her adherence to managerial orders then the AGHOL Ethics Committee will factor this into his/her consideration.



- If the Notifier shares his/her identity and contact information during the notification process, the result of the inspection and evaluation by the AGHOL Ethics Committee; the result of the investigation, if an investigation is deemed necessary; and the final decision will be shared with the Notifier in accordance with the confidentiality principle.

7. Working Principles of the AGHOL Ethics Committee

Inspection, evaluation and, if the notification requires one, the investigation and the final decision of the Non-Compliance notification conveyed through the notification channels defined above will be carried out by the AGHOL Ethics Committee.

7.1 The AGHOL Ethics Committee

- The primary purpose of the AGHOL Ethics Committee is to support the development of a strong ethics culture in AGHOL through the Codes of Ethics, ensure that claims of Non-Compliance with the Code of Ethics are properly evaluated and investigated, and, if the claims are found to be true, to take the necessary rectifying measures and determine the necessary penalties for the relevant persons. During its meetings, the AGHOL Ethics Committee makes decisions and takes actions regarding all the NonCompliance notifications it receives and evaluates the “annual reports” sent from the ethics committees of Anadolu Group companies.
- The AGHOL Ethics Committee consists of the Chairman of the Ethics Committee and the members of the Ethics Committee, who are appointed by the AGHOL Board of Directors.
- The AGHOL Ethics Committee meets regularly every 4 (four) months upon the call of the chairman of the Ethics Committee.
- In addition to the regular meetings every four months, the AGHOL Ethics Committee may convene extraordinarily during emergencies upon the request of one of the Ethics Committee members. In these meetings, the urgent Non-Compliance notification will be discussed and the actions to be taken will be determined. Urgent Non-Compliance notifications are those that involve financial loss and/or serious tax-related or legal risks.
- The AGHOL Ethics Committee takes decisions with the “majority” of the members attending the meeting. If there is are equal votes, the vote of the Chairman of the Ethics Committee will be counted as two votes.



- If, as a result of its investigation and evaluation, the AGHOL Ethics Committee reaches the conclusion that there has been a violation of the Code of Ethics and the notified Non-Compliance has taken place, its decision regarding the persons who have committed the Non-Compliance will be conveyed to the Human Resources Department for execution and to the Anadolu Group CEO for their information.
- If there is a notification that claims that the Code of Ethics has been violated by the Anadolu Group CEO, a temporary committee to be appointed by the Chairman of the AGHOL Board of Directors will act as the AGHOL Ethics Committee, carry out the necessary investigations, inspections and evaluations and submit its report to the AGHOL Board of Directors. The AGHOL Board of Directors has the authority to make decisions in accordance with the report.
- During the last meeting held at the end of every calendar year, the “AG NonCompliance Notification Annual Report” prepared by the Chairman of the Ethics Committee will be discussed and finalized by the AGHOL Ethics Committee. This report explicitly includes all Non-Compliances notified to the AGHOL Ethics Committee, the decisions and actions taken regarding them, and the relevant documents. The “AG Non-Compliance Notification Annual Report” is presented to the Anadolu Group CEO once at the end of every calendar year.

7.2 Chairman of the Ethics Committee

- The AGHOL Board of Directors appoints the Anadolu Group CEO as the Chairman of the Ethics Committee. However, the Chairman of the Ethics Committee may also transfer this task to a senior manager directly reporting to the Anadolu Group CEO.
- In all Non-Compliances not involving an offense, financial loss and/or tax-related or legal risks, the Chairman of the Ethics Committee has the authority to determine whether the Non-Compliance subject to the notification requires an investigation, and, if it so deems it necessary, to carry out the investigation process.
- If the Non-Compliance involves an offense, financial loss and/or tax-related or legal risks then the Chairman of the Ethics Committee must call an extraordinary meeting to bring the matter to the attention of the Ethics Committee and carry out the necessary investigation.
- The Chairman of the Ethics Committee will evaluate the notifications and, if it so deems is necessary, establish an “investigation team” to initiate the investigation and



evaluate the Non-Compliance. This team consists of company employees and the number of employees will be determined in such a way that the confidentiality of the investigation is not compromised. The investigation team works solely under the direction of the Chairman of the Ethics Committee, and it is terminated after submitting the investigation report to the Chairman of the Ethics Committee.

- The Chairman of the Ethics Committee is responsible to the AGHOL Ethics Committee regarding the actions and decisions they take. The Chairman of the Ethics Committee is obligated to prepare the “AG Non-Compliance Notification Annual Report” once every calendar year and present it to the Anadolu Group CEO.
- After completing the relevant process for the notified Non-Compliance and taking the necessary actions, if the Notifier has shared his/her identity and contact information, the Chairman informs this person about the results of his/her notification.
- If, in regards this Non-Compliance notification, the Chairman of the Ethics Committee is the subject of a Non-Compliance notification all processes detailed above will be carried out by the Vice Chairman of the Ethics Committee and the Vice Chairman of the Ethics Committee will call the AGHOL Ethics Committee meeting. In such a case, the Chairman of the Ethics Committee cannot participate in the meetings where this Non-Compliance notification will be discussed and cannot vote on the decision.

7.3 Members of the Ethics Committee

- The members of the AGHOL Ethics Committee will be selected by the AGHOL Board of Directors among the managers who report directly to the Anadolu Group CEO. The Chairman of the Ethics Committee will appoint the Vice Chairman of the Ethics Committee from among the chosen members.
- If any members of the Ethics Committee or an Employee who directly reports to one of the members of the Ethics Committee is the subject of a Non-Compliance notification, the relevant Ethics Committee member cannot participate in the meetings where the Non-Compliance notification will be discussed and cannot vote on the decisions.

8. Improving, Monitoring and Reporting the Business Ethics Capacity

- This Code of Ethics and amendments will be notified to the Employees, and will be delivered to new Employees in exchange for their signature.
- The Employees will receive training at regular intervals.



- If other stakeholders request or at the beginning of the business relationship, a copy of the Code of Ethics will be provided to them to facilitate an understanding of the AGHOL values.
- The AGHOL Board of Directors supervises the commitment of AGHOL to compliance with the Code of Ethics, through the Audit Committee of the Board of Directors.
- Compliance with the Code of Ethics and relevant processes will also be included in the scope of the internal audit and will be regularly monitored by the AGHOL Audit Department.
- Internal audit findings on compliance with the Code of Ethics and relevant processes will be regularly reported to the senior management and the Audit Committee of the Board of Directors, along with any recommendations. Information on the processes regarding the matters in this Code of Ethics will be declared to the public through appropriate platforms such as the sustainability report.

9. Entry into Effect

This Code of Ethics is published upon the resolution of the AGHOL Board of Directors dated May 14, 2020, and enters into effect as of May 14, 2020.

This Code of Ethics is amended and restated upon the resolution of AGHOL Board of Directors dated 01/06/2021.