



KONTROLMATİK TEKNOLOJİ, ENERJİ VE MÜHENDİSLİK A.Ş.

ETHICS COMMITTEE REGULATION ON WORKING PRINCIPLES AND PROCEDURES	DOCUMENT NO	: KM.2023.005
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1. ESTABLISHMENT

As per the resolution of the Board of Directors of the Company dated May 4, 2023 and numbered 21, within the framework of the Turkish Commercial Code (TCC) and the Corporate Governance Principles of the Capital Markets Board (CMB) and the recommendations of international institutions (WBG, OECD, EU, EBRD), the Ethics Committee (“EC” or “Committee”) has been established to make suggestions and recommendations to the Board of Directors in order to establish and improve the Company’s Corporate Ethical Principles & Standard practices.

2. PURPOSE

Under the framework of the regulations, provisions and principles set forth in the Turkish Commercial Code (TCC) and the “Corporate Governance Principles” of the Capital Markets Board (CMB) and the recommendations of international institutions (WBG, OECD, EU, EBRD); this document has been prepared by the Company’s Board of Directors to determine the formation and working principles and procedures of the Ethics Committee, which will be elected by the Company's Board of Directors from among its members and relevant departments to assist it in monitoring and auditing compliance with the Ethical Principles & Standards and to carry out improvement activities in this regard.

3. DUTIES

The duties of the Ethics Committee include, *but are not limited to*, the followings:

- 3.1 to oversee that the Company's executives, shareholders, personnel and customers work in compliance with ethical principles and rules. To determine the basic rules to be followed in order to protect the sustainability of the Company, to prevent and resolve any conflicts of interest and disputes that arise/may arise between the Company and individuals;
- 3.2 to make recommendations to the Board of Directors to improve corporate governance practices by determining whether the Corporate Governance and Ethical Principles are implemented or not, and if not, the reason thereof and the conflicts of interest that have arisen/may arise due to failure to fully comply with these principles;
- 3.3 the Committee shall assist and advise the Board of Directors in establishing and overseeing the Ethical Policy and in ensuring and monitoring the overall ethical health of the Company and compliance with professional ethical standards;



- 3.4 to provide oversight of the culture of Integrity and to monitor the “*Tone at the Top*” set across the Company by the Senior Executives, Officers and Board of Directors;
- 3.5 to evaluate and challenge the adequacy of the ongoing measures adopted by the Company to ensure that an appropriate culture, underpinned by the Company’s values, prevails throughout the Company;
- 3.6 to assess the adequacy of the Company’s Code of Ethical Conduct and the proposed Annual Ethics Program for the Company;
- 3.7 The Committee shall review key risks on ethical issues and monitor mitigation activities and controls through *information technology*;
- 3.8 to assess what key metrics, including whistleblower/reporter reports, disciplinary and grievance, member conduct issues, staff feedback and other relevant metrics as defined from time to time, indicate about the Company’s overall Ethical Health and Culture;
- 3.9 to take action (*including potential sanctions and/or other interventions*) and to monitor individual cases where serious ethical “**Common Conduct**” issues are identified;
- 3.10 Assess the adequacy of the Company’s response to trends and characteristics indicated by *Key Performance Indicators (KPI)*;
- 3.11 Ensure that an “**Effective Training Program**” on Ethics is organized and delivered to the Company at all levels;
- 3.12 Establishing an “**Effective Communication Strategy**” for the Ethics Program that reinforces “**Ethical Values and Good Practices**” and condemns unacceptable practices, informing the Company personnel through information technologies and ensuring its safe functioning;
- 3.13 Review and recommend to the Board of Directors any amendments to the **Code of Ethical Conduct** and ensure that;
- 3.13.1 **Compliance with Professional and Ethical Principles & Standards**
- (i) The Committee shall ensure the oversight of the policies and procedures adopted by the Company in relation to the Ethical Principles & Standards through information technologies and evaluate their effectiveness in the light of Key Performance Indicators (KPI) and present them to the Board of Directors;
- (ii) to monitor the Company’s overall compliance with these policies, including any adverse findings related to ethical compliance resulting from external regulatory audits or the



Company's own internal compliance program, as well as any identified violations of the revised Ethical Principles & Standards of the applicable legislations;

- (iii) To monitor the adequacy of measures taken to ensure that there is an effective and established “Speak Up” Culture that facilitates the reporting of any matters of concern;
- (iv) to evaluate the adequacy of reports and subsequent actions following allegations of misconduct or violations of the ethics policy framework;
- (v) to comply with the principles and methodologies arising from international initiatives to which the Company is a signatory or declares its support;
- (vi) not to engage in behaviors and activities that are contrary to the rules regulated by the Company’s competent bodies regarding the operation of the Company and not to engage in activities that are incompatible with the interests and benefits of the sector;

3.13.2 Issues with Potential Ethical Reputation Impact

- (i) In considering ethical issues, the Committee will take into account matters of significant public interest or those that may have a wider potential reputational impact on the Company and will raise such matters with the Board as necessary;
- (ii) The Committee shall monitor the Company’s overall compliance with these policies, including any adverse findings related to ethical compliance resulting from external regulatory audits or the Company's own internal compliance program, as well as any identified violations of the revised Ethical Standards of the applicable legislations;
- (iii) annually assess evidence supporting compliance with the Code of Ethical Conduct;

3.14 To monitor the **International Ethical Principles & Standards** and make recommendations to the Board of Directors for the implementation of the necessary elements within the Company;

3.15 In relations with **Public Authorities**, fulfill legal obligations and provide requested information and opinions in line with the *principles of honesty, accountability and transparency* in accordance with the applicable legislations;

The Committee notifies the Board of Directors in writing of its assessments and recommendations on the above-mentioned issues.

4. MEMBERSHIP CRITERIA

4.1 The Committee members are appointed by the Board of Directors and consist of at least two (2) members. It may consist of one (1) Board member and the Investor Relations Officer. The President of the Committee is elected among the independent members of the Board of Directors.

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The Chief Executive Officer and General Manager cannot serve on the Committee. In case the Committee consists of two (2) members, both of them, and in case the Committee has more than two (2) members, the majority of its members may consist of members of the Board of Directors who do not directly undertake executive functions. When necessary, people who are not members of the Board of Directors, but who are experts in their fields may be included in the Committee.

- 4.2 The Board of Directors shall appoint a person it deems appropriate to act as President of the Committee. In the absence of the President of the Committee and/or an appointed deputy, the other members present shall elect one of their number to chair the meeting.
- 4.3 When the new Board of Directors is elected at the Ordinary General Assembly meeting, the Board of Directors shall appoint the members of the Committee in parallel with its term of office. The duties of the former Committee members shall continue until their replacements are elected.
- 4.4 Only Committee members have the right to attend Committee meetings. The Committee may invite any manager it deems necessary to its meetings and receive their opinions. The Chairman of the Board of Directors, Chief Executive Officer/General Manager, Chief Financial Officer, General Secretary, Chief Legal Counsel, Compliance officer, Internal Auditor, representatives from other directors and functions and other relevant persons may be invited to attend all or part of any meeting as appropriate.
- 4.5 The Board of Directors shall provide the Committee with all necessary resources and support to fulfill its duties. The Committee shall benefit from the opinions of independent experts on the matters it deems necessary in relation to its activities. The cost of the consultancy services required by the Committee shall be covered by the Company.

5. GENERAL SECRETARY

The Company Secretary General or a nominee appointed by the President of the Committee shall act as the Secretary of the Committee.

6. FREQUENCY OF MEETING AND QUORUM

- 6.1 The Committee meets at least four (4) times a year. It may also convene as often as required by the task assigned to it in reporting and audit processes.
- 6.2 The decisions of the Committee are advisory to the Board of Directors, and the Board of Directors is the final decision-making authority on relevant matters.
- 6.3 The quorum necessary for the transaction of business shall be two (2). A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.



6.4 Meetings shall be held at the Company headquarters. The Committee may also hold its meetings in person or in electronic media or by conference call without actually coming together. In this case, the minutes shall be signed by the Committee members. In addition, the decisions of the Committee may be taken by circulation, and the minutes signed by all members shall be valid.

7. NOTICE OF MEETING

7.1 Meetings of the Committee shall be summoned by the Secretary or President of the Committee at the request of any of its members.

7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no later than two (2) working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

8. MEETING MINUTES AND REPORTING PROCEDURE

8.1 At the beginning of each meeting, the Secretary General shall determine whether there is any conflict of interest and record the minutes accordingly.

8.2 The minutes of the meeting shall include at least the following

- (i) the date of the meeting;
- (ii) the names, surnames and titles of those who attended the meeting;
- (iii) information on the matters considered at the meeting; and
- (iv) the decisions taken and their nature.

8.3 The decisions of the Committee shall be signed and archived by the members of the Committee after being written down.

8.4 Once approved, the minutes of the decisions of the Committee shall be submitted to the Board of Directors.

8.5 The Secretary General shall be responsible for the preparation and storage of the Committee's reports.

9. ANNUAL GENERAL MEETING (AGM)

The President of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.



10. RESPONSIBILITIES

The Committee should fulfill the following responsibilities as appropriate for the Company (*and its subsidiaries and associates, and the Group as a whole*):

10.1 Prohibition of Abuse

Misconduct (*fraud, corruption, collusion and coercive practices*) shall be clearly stated in the code of conduct or similar document or communication and any visible Misconduct (*fraud, corruption, collusion and coercive practices*) is prohibited. All reports and written or oral statements regarding the Company must be truthful and not misleading. Attempts to deceive customers, suppliers, shareholders, auditors or other persons with whom we communicate or do business are strictly prohibited.

10.2 Special Responsibility

Establish and maintain an inclusive “Corporate Culture” based on trust that promotes ethical behavior, the obligation to comply with the law and a culture where Misconduct is not tolerated;

10.2.1 Leadership: The Company’s Integrity Compliance Program (Program) and its implementation in letter and spirit requires the strong, clear, visible and active support and commitment of the Board of Directors, Committees and Executives.

10.2.2 Individual Responsibility: Compliance with the Program is mandatory and the duty of all individuals at all levels of the Company.

10.2.3 Compliance Function: Oversight and management of the program is the duty of one or more senior company officials with a sufficient level of autonomy and sufficient resources and authority to implement it effectively.

10.3 Program Initiation, Risk Assessment and Review

In establishing an appropriate Program, an initial (or updated) comprehensive risk assessment of the potential for fraud, corruption or other Fraud to occur in the Company's business and operations, taking into account the Company’s size, business sector, locations of operations and other circumstances specific to the Company, and review and update this risk assessment periodically and as necessary based on changing circumstances. Senior management should implement a systematic approach to monitoring the Program and periodically review its appropriateness, adequacy and effectiveness in preventing, detecting, investigating and responding to any Fraud. It should also take into account relevant developments in the field of compliance and evolving international and national industry standards through information technologies. Where deficiencies are identified, the Company should take reasonable steps to prevent such deficiencies, including making necessary changes to the Program.



10.4 Policies to Prevent Abuses

Develop a practical and effective Program that clearly articulates the values, policies and procedures that will be used to prevent, detect, investigate and correct all forms of Misconduct in all activities under the effective control of the Company.

10.4.1 Staff Due Diligence: Current and future personnel, including Committee and Board members, who have any decision-making authority or are in a position to influence business results, should be reviewed to determine whether they have engaged in Misconduct or other conduct inconsistent with an effective Integrity Compliance Program.

10.4.2 Restricting Dealings with Former Public Officials: After their resignation or retirement, the Company should impose restrictions on the employment or other compensation arrangements with officials and their associated or affiliated entities, organizations and persons, where such activities or employment relate directly to functions that such officials undertook or supervised during their tenure in office or functions over which they exercised or continue to exercise significant influence.

10.4.3 Gifts, Entertainment, Entertainment, Travel and Expenses: Establish controls and procedures to ensure that gifts, entertainment, entertainment, travel or other expenditures are reasonable and do not improperly influence the outcome of a business transaction or otherwise result in an improper advantage.

10.4.4 Political Contributions: Take appropriate steps to make contributions to political parties, party officials and candidates only in accordance with applicable law and to publicly disclose all political contributions (*unless confidentiality or secrecy is required by law*).

10.4.5 Charitable Donations and Sponsorships: To ensure that charitable contributions are not used as a cover for Misconduct, the Company must take measures within the Company's power to publicly disclose all charitable contributions and sponsorships, unless confidentiality or secrecy is legally required.

10.4.6 Facilitation Payments: The Company must not make facilitation payments.

10.4.7 Record Keeping: Whenever any payments are made for the matters or items listed in 10.4.3 to 10.4.6 above, the Company must keep appropriate records of all matters under the Program, including those payments.

10.4.8 Fraudulent, Collusive and Coercive Practices: Adopt specific measures, practices and procedures to detect and prevent not only corruption but also fraudulent, collusive and coercive practices.

10.5 Business Partners and Policies



- 10.5.1 Use the Company's best efforts to encourage *(and in the case of business partners that are controlled subsidiaries, joint ventures, unincorporated associations or similar entities, to compel them to adopt, to the extent possible)* all business partners with whom the Company has a material business relationship or over whom the Company has influence to adopt an equivalent commitment to prevent, detect, investigate and remedy Fraud. This includes agents, consultants, representatives, distributors, contractors, subcontractors, suppliers, joint venture partners and other third parties.
- 10.5.2 **Due Diligence on Business Partners:** Properly documented, risk-based due diligence *(including identification of unrecorded beneficiaries or other beneficiaries)* should be conducted prior to engaging with a business partner and on an ongoing basis. Refrain from doing business with contractors, suppliers and other business partners who are known or reasonably suspected *(except in extraordinary circumstances and where appropriate mitigating measures have been taken)* to have engaged in misconduct.
- 10.5.3 **Inform Business Partner about the Integrity Compliance Program:** Disclose the Company's Program to all business partners and make clear that the Company expects all activities conducted on its behalf to comply with its Program.
- 10.5.4 **Mutual Commitment:** A mutual commitment to compliance should be required from the Company's business partners. If business partners do not have an integrity compliance program, the party should refer to their activities and circumstances and encourage them to adopt a robust and effective program.
- 10.5.5 **Appropriate Documentation:** The Company's relationship with its business partners should be fully documented.
- 10.5.6 **Appropriate Remuneration:** Ensure that payment to any business partner represents appropriate and justifiable remuneration for legitimate services performed or goods provided by that business partner and is paid through bona fide channels.
- 10.5.7 **Monitoring/Supervision:** The Company shall monitor the execution of all contracts to which it is a party to ensure, to the extent reasonable, that there is no Fraud in their execution. The Company shall also monitor the programs and performance of its business partners as part of a regular review of its relationship with them.

10.6 Internal Controls

- 10.6.1 **Financial:** Establish and maintain an effective system of internal controls, including financial and organizational checks and balances over the Party's finances, accounting and recordkeeping practices and other business processes. The Party shall subject its internal control systems, in



particular its accounting and recordkeeping practices, to regular, independent, internal and external audits to provide objective assurance on their design, implementation and effectiveness and to uncover any transactions contrary to the Program.

10.6.2 Contractual Obligations: Employment and business partner contracts must include clear contractual obligations, remedies and/or penalties for Misconduct (*including, in the case of business partners, an exit plan from the arrangement, such as a contractual right of termination if the business partner commits Misconduct*).

10.6.3 Decision Making Process: A decision making process should be established where the decision process and the seniority of the decision maker is appropriate to the value of the transaction and the perceived risk of each type of Fraud.

10.7 Education and Communication

Take reasonable, practical steps to communicate its Program periodically and provide and document effective training tailored to the needs, circumstances, roles and responsibilities relevant to the Program to all levels of the Company (*particularly those involved in “high risk” activities*) and, where appropriate, to business partners. In addition, the Company's management should make statements in its annual reports or publicly disclose or disseminate information about the Program.

10.8 Incentives

10.8.1 Positive: Promote the Program throughout the party by adopting appropriate incentives to encourage adherence to the Program at all levels of the party and to ensure positive support; and

10.8.2 Disciplinary Measures: Take appropriate disciplinary action (including termination) against all persons at all levels of the Company, including officers and directors, who are involved in Fraud or other Program violations.

10.9 Whistleblowing/Reporting

10.9.1 Duty to report: To inform staff that they have a duty to promptly report any concerns they may have about the Program, whether related to their own actions or the actions of others;

10.9.2 Advice: Prepare and adopt effective measures and mechanisms to provide guidance and advice to management, staff and (where appropriate) business partners on compliance with the Company's Program, including where they need urgent advice on difficult situations in national and international jurisdictions;

10.9.3 Whistleblower/Reporter Hotline: Provide and protect communication channels (*including*

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confidential channels) for persons who do not wish to violate the Program under the direction or pressure of hierarchical superiors, as well as for persons who wish to report violations of the Program occurring within the Company. Based on such reports, the Committee should take corrective measures in accordance with Article 11.

10.9.4 Periodic Certification: All relevant personnel with decision-making authority or in a position to influence business results must periodically (at least annually) certify in writing that they have reviewed the Company's code of conduct, have complied with the Program, and have communicated any information they may have regarding a possible violation of the Program by other corporate personnel or business partners to the designated corporate officer responsible for integrity compliance matters.

10.10 Correcting Abuse

10.10.1 Investigation Procedures: The party shall establish and implement procedures for the investigation of Fraud and other violations of its Program encountered, reported or discovered by the party.

10.10.2 Responding: When Fraud is identified, the party must take reasonable steps to respond with appropriate corrective actions and to prevent further or similar Fraud and other violations of its Program.

10.11 Collective Action

Where particularly appropriate for SMEs and other entities without well-established Programmes and larger corporate entities with well-established Programmes, trade associations and similar voluntary organizations should seek to work with business associations, industry groups, professional associations and non-governmental organizations to encourage and assist other entities to develop Abuse prevention programs.

10.12 Responsibilities Towards Personnel

10.12.1 To internalize our Ethical Principles and Code of Conduct and to work in harmony with exemplary cooperation;

10.12.2 Provide its employees with a fair, equitable and safe workplace where human and employee rights are respected. The Company respects and supports internationally recognized human rights.

10.12.3 The Company shall not be a party to human rights violations under the UN and ECHR in any of its activities. The Company shall take into account the impact on human rights in the performance of its duties; any suspected violations shall be immediately reported to the relevant managers to ensure that the necessary measures and actions are taken;



- 10.12.4 To take care to fulfill the requirements of international conventions to which our country is a party, in particular the fundamental principles of the International Labor Organization (ILO) such as labor rights and social justice, and not to discriminate among staff on the basis of race, origin, language, belief and other grounds;
- 10.12.5 To share our human resources processes such as recruitment, career management, wage management, performance management and termination of employment in an open and transparent manner, prioritizing the principle of equal opportunity; to organize regular training activities to support professional and personal development, improve competencies and increase personal development through training and continuous feedback by adopting a high performance culture;
- 10.12.6 Ensure that actions that may lead to any kind of ill-treatment, discrimination or harassment are avoided and that such cases are reported through the designated communication channels;
- 10.12.7 Not to make false statements that offend the honor, decency and dignity of individuals, institutions and organizations, not to make unfounded denunciations or complaints, and not to make accusations without a concrete basis in the nature of attacking their rights and dignity protected by law;
- 10.12.8 Considering the manpower capital/staff working with sincere effort and faith at all levels as the most valuable asset, ensuring that they act in accordance with their duties and responsibilities in cooperation and attaching importance to the health, peace and happiness of their personnel;
- 10.12.9 To evaluate the personal rights of the personnel such as relocation and promotion/promotion according to predetermined rules and principles; objectively, in accordance with performance and efficiency criteria;
- 10.12.10 To submit the information and documents requested by the official authorities in a timely manner and in accordance with the regulations specified in the laws, by obtaining the opinion of the legal department when necessary;
- 10.12.11 To process personal data to which the Company has access due to its duties in accordance with the Law on the Protection of Personal Data (GDPR) and information security legislations;
- 10.12.12 To work in accordance with the legal legislation on occupational health and safety; to always provide a safer and healthier working environment and conditions for personnel, shareholders and customers, to adopt as a basic principle to take all necessary measures in this regard, and to work in accordance with the legal legislation, Occupational Health and Safety Policy and other relevant regulations in this context;
- 10.12.13 To ensure that the personnel behave in a manner befitting the Company's reputation in all internal and external relations;
- 10.12.14 To work to increase the motivation of Company managers and personnel and to provide services under better conditions;



10.12.15 To ensure that managers are impartial, balanced, egalitarian and prudent in their dispositions towards personnel, and that they prioritize mutual respect and human dignity in their communications.

10.12 Responsibilities to Shareholders

10.13.1 As a publicly traded Company, the principle of equal treatment among the Company's shareholders is essential.

10.13.2 In line with the objective of creating value for its shareholders by giving primary importance to the sustainability of the Company, making operational decisions based on known economic criteria, giving importance to the most efficient management of resources with an understanding of financial discipline and accountability;

10.13.3 Provide timely, accurate, complete and understandable information on the Company's financial statements, strategies, investments and risk profile in disclosures made to shareholders and Public Disclosure Platform (PDP);

10.13.4 All meetings to be held with investors, financial analysts, members of the press, etc. are regulated by the relevant internal regulations, and not to make verbal or written statements on behalf of the Company unless authorized to do so;

10.13.5 To ensure that all books, commercial and financial records, accounts and financial statements of the Company are kept in accordance with national and international standards and legal regulations and in accordance with the accounting standards and period, and to ensure that the Company's transactions are duly reflected;

10.13.6 Ensure that the Company's assets are used in a manner that is appropriate for the main business purpose.

10.14 Responsibilities Towards Business Partners, Suppliers and Customers

10.14.1 To provide the most appropriate information to Business Partners, Suppliers and Customers in the most appropriate time by establishing simple and understandable communication with them;

10.14.2 To never deviate from the line of courtesy, seriousness and professionalism in these relations and to maintain credibility;

10.14.3 To finalize complaints in the shortest possible time/proactively and reasonably, taking into account the interests of the Company;

10.14.4 To select its suppliers with objective criteria from among companies that fulfill their legal obligations completely, do not have a negative reputation, and are experts in their fields of business;

10.14.5 To act fairly and respectfully as expected from a good customer, to show due diligence to fulfill its obligations on time, and to carefully protect the confidential information of the persons and organizations with whom it does business and our business partners.



10.15 Responsibilities Towards Competitors

- 10.15.1 The Company shall not engage in agreements and behaviors aimed at preventing, distorting or restricting competition, directly or indirectly, with competitors or other persons and organizations in the areas in which the Company operates;
- 10.15.2 The Company shall never allow anti-competitive situations such as working or cooperating for market and price determination or exchanging information;
- 10.15.3 Arrangements with competitors, customers and suppliers that violate Competition laws and monopolistic or unfair trade practices are prohibited. Competition laws respect restraints on trade, including certain types of agreements or conduct involving competitors, customers or suppliers, or even a single company with a dominant market position.

10.16 Responsibilities in Corporate Communications, Media, Social and Political Relation

- 10.16.1 To represent the Company's brand communication in a way that does not harm its reputation in the eyes of the society and to carry out activities to increase its reputation;
- 10.16.2 To inform the Corporate Communications Department about sponsorships, events, conferences, etc. and other private or professional meetings and negotiations attended on behalf of the Company;
- 10.16.3 To act in accordance with the corporate identity in the preparation of all digital and written materials such as the correct use of the Company logo, font, color usage, presentation works in all communication activities that include the Company brand;
- 10.16.4 To consider sensitivities regarding other sector companies, related parties, business partners, other personnel, suppliers and other third parties on social media platforms;
- 10.16.5 To observe copyrights and all kinds of rights of individuals protected by law, and not to engage in discourse and behavior that may contravene the law;
- 10.16.6 Not to give articles, statements or information about confidential information related to the Company brand to media organs or persons who may be related to them without the knowledge of the Corporate Communications Department, or not to perform such actions on the internet or similar communication media;
- 10.16.7 The Company shall not make donations to political parties, politicians or political candidates, institutions and shall not allow demonstrations, propaganda and similar activities within the boundaries of the workplace and shall not allocate Company resources (*such as vehicles, computers, e-mails*) to political activities;
- 10.16.8 Membership to an appropriate non-governmental organization representing the Company and/or participation in its activities within the knowledge of the Company.

10.17 Prohibition of Trading in Company Shares

It is possible for the personnel to carry out investment transactions with the Company shares on the stock exchange under the conditions specified in the CMB legislation. However, the personnel are informed that using any confidential information belonging to the Company or giving it to third parties and attempting to obtain any benefit, including direct or indirect share trading on the stock

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exchange, is *insider trading* and that such behavior is considered a crime by law.

Internal procedures established for implementation in the CMB legislations are implemented with sensitivity. It must be ensured that the personnel included in the “insider” list are in full compliance with the relevant legislations, policies and procedures.

10.18 Prevention of Money Laundering and Terrorizm Financing

The Company fully and timely fulfills the requirements for the prevention of money laundering and terrorist financing transactions. By following the national and international legislation on this subject, it is necessary to cooperate with authorized institutions and organizations in this context.

10.19 Fight Against Bribery and Corruption

The Company adopts a *zero-tolerance policy* against bribery and corruption.

10.20 Gift and Hospitality Policy

The Company “Gift and Hospitality Policy” on this subject, which must be complied with by all personnel, must be prepared and informed.

Personnel should not ask for gifts, benefits, assistance, hospitality, special discounts, commissions or discounts for their own benefit, which may affect their impartiality, decisions and behaviors, or should not accept such offers.

Gifts from persons or institutions with whom the Company has a commercial relationship, including customers, suppliers and dealers, are not accepted, except for gifts that are given in accordance with commercial traditions, customs and traditions or in the form of promotions/souvenirs and whose approximate value does not exceed ¼ of the net minimum wage.

You may accept or offer normal entertainment, such as lunch, dinner, theater or sporting events, as long as it is reasonable, infrequent, a genuine business meeting or an event to discuss business matters or develop better working relationships. Extraordinary events or entertainment that require overnight travel (*e.g. tickets to World Cup matches or weekend breaks*) are generally not considered eligible.

Gifts that have to be accepted due to commercial relations and do not meet the above-mentioned criteria must be reported to the Ethics Committee and then recorded in the Company’s fixed asset book.

10.21 MOBBING and HARASSMENT at WORKPLACE

The Company do not allow any behavior, verbal harassment, name-calling, behaviors that may disrupt the peace and harmony of the workplace and we expect all our employees to comply with these rules.

Any behavior that may lead to harassment and mobbing, verbal, physical or visual behaviors that create an uncomfortable, hostile and humiliating environment are meticulously investigated and no



type of harassment is tolerated.

It is also forbidden to make offensive jokes or insults of a racist, ethnic, religious, age or sexual nature; to distribute offensive pictures or cartoons; or to use voice mail, e-mail or other electronic means to transmit derogatory or discriminatory information.

10.22 PROHIBITION OF ALCOHOL and DRUGS

Drugs and alcohol can be a safety hazard and have no place in the work environment. It is forbidden to use, possess, sell, manufacture, distribute, dispense, distribute or purchase alcohol or drugs (other than medicines prescribed by a doctor with a valid and legal prescription) during work or on company property. It is also prohibited for staff to perform work under the influence of these substances. Under certain circumstances, alcoholic beverages may be served on the premises with the approval of senior management. Staff attending such events are expected to demonstrate appropriate and professional behavior.

10.23 REQUESTS FOR INFORMATION FROM LAWYERS or GOVERNMENT AGENCIES

If you are approached by a lawyer seeking to obtain Company information or documents about a potential or existing lawsuit or investigation, the Company Legal Department must be notified immediately. This is required even if the questions do not relate to an incident involving the Company. If you receive a subpoena, summons or other document that legally requires you to appear or respond by a certain date, you must promptly notify the Company Legal Department.

10.24 TRADE SANCTIONS

International trade sanctions laws place restrictions on our ability to do business with specific individuals, organizations or countries as a whole. These laws support governments' foreign policy objectives, including priorities such as protecting national security interests, combating terrorism, preventing the proliferation of weapons of mass destruction and promoting human rights and the rule of law.

10.25 ENVIRONMENT PROTECTION

Support initiatives to improve the environment and strive to reduce our negative impact on the environment. Our Company is sensitive and committed to its impact on the environment through the use of energy and paper, the use of printing and production technologies and the recycling of waste.

In line with this commitment; (i) sustainable and recyclable resources and materials that generate minimal waste, (ii) where possible, technologies, materials and processes that have the least impact on the environment, and (iii) suppliers and subcontractors with the same goals.



11. MANAGEMENT OF COMPLIANCE WITH ETHICAL PRINCIPLES AND RULES

11.1 Reporting/Whistleblowing Notification and Procedure

Whistleblowing/Reporting channels should be organized and a system established. This may be an e-mail or phone hotline, or a fillable form on the official website.

The whistleblowing process must be carried out in accordance with the Ethical Principles and Standards, the Company's policies and internal rules, and national and international law and regulations. In case of violation or suspected violation of these regulations, the basic principles and procedures regarding the notifications to be made to the Company are given below.

11.2 Privacy and Principles of Notification

Privacy of notifications is essential and the identity of the person making the notification is kept confidential, unless the person making the notification requests that his/her name be disclosed. In the event that the Company personnel conveys his/her suspicion about the violation of the legislations by his/her behavior to her/his manager or to the authorized units of the Company, the principles regarding the confidentiality of the notification apply. Confidentiality principles also apply to notifications made by 3rd parties

Notifications can also be made anonymously. However, notifications made anonymously may make it difficult to reveal the actions and/or perpetrators that cause the violation of the legislation, and it may not be possible to take measures to protect the notifier. In this case, no responsibility can be attributed to the Company.

In order to fulfill the requirements of the notifications, the notification must be in sufficient clarity and detail and contain the necessary information. Allegations that contain vague statements and do not contain explanations that reveal sufficient suspicion may cause the investigations to be made to be inconclusive. In this case, it is obligatory to provide the Company with sufficient explanations and information upon request.

Personnel or 3rd parties who have doubts that the behavior constitutes a violation of the legislation have the right to consult their manager or the responsible unit specified in the “Notification Channels”. In case of consultation, the procedures and principles regarding notification, especially confidentiality, apply.

Notification must be made through the communication channels specified below. Apart from these channels, the Company personnel and/or units to whom the notification is made are obliged to transfer the relevant notification to the specified communication channels without delay and within the framework of confidentiality principles.



11.3 Ethics Hotline

Within the framework of these principles, they can notify the Company via the e-mail and telephone hotline specified below:

Ethics Reporting/Whistleblowing e-mail: etik@kontrolmatik.com

Ethics hotline : **+90 212 659 24 41**

Notification Channels are published on the Company's corporate website, which is open to the access of employees, customers and all other relevant parties.

11.4 Decision Making Process

All personnel are obliged to make the necessary notification in case of any suspicion or information regarding the violation of the Ethical Principles and Rules.

Regarding the notifications communicated via the Ethics Line, as a result of the evaluations made by the Committee in an impartial and independent manner, it may be decided to conduct an investigation on the subject or to transfer the notification to the relevant units of the Company for evaluation, examination and finalization. Notifications communicated via the Ethics Line are recorded by the Committee team.

All notifications containing sufficient explanations and information are handled with due care by the Committee. The person who made the report is informed that the report is being evaluated through the contact information they shared.

The Committee keeps the identity of notifications/complaints or complainants confidential. The Committee adopts a policy to prevent possible retaliatory attitudes and behaviors against employees or persons who report ethical violations, and conducts the investigation within the framework of confidentiality principles.

The Committee is authorized to request information, documents and evidence related to the investigation directly from the unit in question. It may examine all kinds of information and documents it obtains only limited to the subject of the investigation. The investigation shall be handled urgently, the results shall be reached as quickly as possible, the relevant authorities shall be informed about the results and the decisions taken by the Committee shall be implemented immediately. The investigation process shall be recorded in a written report from the beginning and information, evidence and documents shall be attached to the report and signed.

While fulfilling their duties, the Committee acts independently and without being influenced by the department managers and the hierarchy within the organization. No pressure or suggestion can be made to the Committee on this matter.



12. OTHER MATTERS

The Committee shall:

- (i) have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
- (ii) be provided with appropriate and timely training, both in the form of an induction program for new members and on an ongoing basis for all members;
- (iii) give due consideration to laws and regulations and the requirements of the national (TTK, SPK, BIST) and international (WBG, OECD, EU, EBRD) rules as appropriate;
- (iv) oversee any investigation of activities which are within its Working Principles and Procedures; and
- (v) at least once a year, review its own performance, constitution and Working Principles and Procedures to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

The Committee notifies the Board of Directors in writing of its assessments and recommendations on the above-mentioned issues.

13. AUTHORITY

The powers that the Committee may exercise when necessary are as follows:

- 13.1 To seek any information it requires from any personnel of the Company in order to perform its duties;
- 13.2 to call any employee to be questioned at a meeting of the Committee as and when required.
- 13.3 When necessary, to obtain independent expert opinions on matters deemed necessary in relation to the Committee's activities.

14. AMENDMENT

The Committee shall review this Working Principles and Procedures every year and recommend to the Board of Directors any changes it deems necessary. The Board of Directors is authorized to review and update the working principles.

15. EFFECTIVE DATE

This Regulation on Working Principles and Procedures of the Ethics Committee have been approved by the Board of Directors' resolution dated May 4, 2023 and numbered 21 and are in force.

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