



Competition Law Compliance Policy





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Competition Law Compliance Policy

1 - Purpose and Scope

The purpose of Saya Holding's Competition Law Compliance Policy ("Policy") is to establish the principles and guidelines for ensuring that all activities within Saya and its Group Companies are conducted in compliance with competition law regulations. This Policy aims to ensure the compliance of all processes and practices of Saya and its Group Companies with competition law and to raise awareness in this regard.

All employees of Saya and its Group Companies are obliged to act in accordance with this Policy. Business Partners are also expected to act in line with the principles and rules set out in this Policy during relevant transactions.

2 - Definitions

"Dominant Position" The power of one or more undertakings in a particular market to determine economic parameters such as price, supply, production, and distribution quantities independently from competitors and customers.

"Abuse of Dominant Position" The misuse of power by undertakings in a dominant position in a way that restricts competition in the market.

"Business Partners" Suppliers, distributors, customers, dealers, and other third parties involved in business relations, including any representatives, subcontractors, consultants acting on behalf of these third parties, as well as their employees and representatives.

"Saya and Group Companies" Refers to Saya Holding and all its subsidiaries and affiliated companies.

"Anti-Competitive Agreement" Explicit or implicit, written or verbal understandings between undertakings, including agreements on price fixing, determining production quantities, and market/customer allocation.

"Competition-Sensitive Information" Any information that may distort or restrict competition or has the potential to do so if shared with competitors.

"Undertaking" Natural or legal persons who produce, market, or sell goods or services in the market, and units that can make independent decisions and form an economic entity.

"Concerted Practice" Direct or indirect relations between undertakings that provide coordination or practical cooperation replacing independent behavior in the absence of an agreement.

3 - General Principles

Saya and its Group Companies operate under a "ZERO RISK" policy regarding compliance with Competition Law. Within this framework, they adopt the principle of avoiding any action that may pose a risk from a competition law perspective and ensuring awareness in this regard.

Employees of Saya and its Group Companies, as well as their Business Partners, are expected to carry out their work in accordance with local laws of the countries they operate in, Saya Holding's ethical principles, and this Policy. Compliance with competition law regulations is an integral part of their duties and responsibilities.

Avoid Anti-Competitive Agreements, Refrain from Concerted Practices with competitors,
Not act on anti-competitive decisions of trade associations,
Not share information that could raise concerns under competition law with competitors,
Be diligent in avoiding Abuse of Dominant Position.

Violations of this Policy may lead to severe legal, administrative, and, depending on local laws, criminal consequences for Saya and its Group Companies, their employees, and Business Partners.

Within the scope of general principles, Saya and its Holding Companies;

- Regularly monitor the compliance of their activities with competition law,
- Take necessary actions to manage competition law compliance risks,
- Conduct training and audits to raise awareness among employees and managers on competition law.

4- Implementation of the Policy

4.1 - Rules to Follow in Relations with Competitors

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It is prohibited to enter into agreements or engage in concerted practices with competitors that aim to or may result in preventing, distorting, or restricting competition. Specifically, competitors must not;

- Engage in market or customer allocation, supply restrictions, or collusive behavior in tenders,
- Make any written or verbal "gentlemen's agreements,"
- Agree on geographical or customer-based market sharing or supply limitations,
- Discuss prices, cost elements, or any competition-sensitive issues before or during participation in tenders,
- Act together to eliminate a competitor and/or customer from the market.

Special care must be taken in internal communications and in conversations or correspondences with competitors to avoid sharing Competition-Sensitive Information.

In all contacts with competitors, the principles of this Policy must be observed. If competitors discuss anti-competitive matters at associations, foundations, conferences, or similar gatherings, immediate warnings should be given. If discussions continue, the meeting should be left, the incident documented, and Saya Holding's Legal Department informed immediately.

Any requests from competitors that may carry the risk of violating competition rules should not be responded to without consulting Saya Holding's Legal Department. Silence should not be interpreted as approval. A written statement must be issued indicating that such requests are incompatible with competition rules and no positive response will be given.

Competitor-related information may only be obtained from public sources such as press releases, publicly available annual reports, official records, trade journals, and public speeches by executives.

Any use of such information in reports or presentations must clearly indicate the legal source of the information.

4.2 - Rules to Follow When in a Dominant Position

If Saya and its Group Companies hold a dominant position in a particular market, they must avoid the following practices that could be considered abusive:

- Pricing strategies that exclude competitors or discriminate against certain customers,
- Tying the sale of one product to the purchase of another,
- Refusing to supply goods or services without objective justification,
- Engaging in activities that prevent competitors from entering or operating in the market,
- Offering different terms for similar transactions to customers in equivalent situations,
- Charging excessive prices and/or offering contracts with unfair commercial terms.

4.3 - Rules for Corporate Communication

Employees of Saya and its Group Companies must exercise due care in their communications through the press, social media, and other channels. Confidential information, trade secrets, customer data that may provide competitors an advantage, and Competition-Sensitive Information must not be shared.

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Mergers, acquisitions, or joint ventures may require prior approval from competition authorities. No transaction requiring approval should be completed without obtaining such approval in advance. Otherwise, there is a risk of legal invalidity and/or administrative fines. Planned transactions should be reported in advance to Saya Holding's Legal Department.

4.4 - Communication with Competition Authority Officials

If a competition law investigation is initiated concerning Saya and its Group Companies, full cooperation with the competent Competition Authority officials is essential. During a potential on-site inspection or if contacted by the authority:

- Record the names, institutions, date, and time of the visiting officials,
- Inform Saya Holding's Legal Department immediately and by the fastest means,
- Direct officials first to Saya Holding's Legal Department or a senior manager as requested,
- Do not hinder, delay, or obstruct the officials' work or requests,
- If contacted by phone/email with questions or information requests, immediately refer the official to Saya Holding's Legal Department.

4.5 - Training and Monitoring

As part of the competition law compliance process, Saya Holding's Legal Department regularly provides necessary competition law training to employees of Saya and its Group Companies.

5 - Enforcement and Effectiveness

In cases where this Policy conflicts with local laws in countries where Saya and its Group Companies operate, the stricter provisions that are not contrary to local law will apply.

Any situations contrary to legislation or Saya Holding's ethical principles must be reported to a senior manager and Saya Holding's Legal Department under this Policy. Alternatively, reports may be made through Saya Holding's Ethics Line.

This Policy may be adapted to meet the company's needs when necessary, and additional procedures may be prepared.

For questions and suggestions regarding this Policy and its implementation, Saya Holding's Legal Department should be consulted.