



Conflict of Interest Policy





FROM TODAY
TO THE FUTURE

Saya Holding Conflict of Interest Policy

1. PURPOSE AND SCOPE

This policy includes the principles and regulations regarding the identification, declaration, notification and management of conflicts of interest that may arise in Saya Holding and its subsidiaries. This policy covers all employees, managers and members of the Board of Directors within Saya Holding and its subsidiaries.

2. DEFINITION AND TYPES OF CONFLICTS OF INTEREST

A conflict of interest is a direct or indirect conflict between the duties and responsibilities of an employee or any person acting on behalf of the company and his/her personal interests. Conflicts of interest are handled in two main groups:

2.1 Potential Conflict of Interest

Situations that may lead to a conflict of interest in the future, even if it has not yet materialised. For example, in the procurement process, the information regarding a supplier with whom there is a relationship of closeness, friendship or kinship is not notified to the relevant authorities, and this supplier is directed in a way to provide an advantage to this supplier.

2.2 Actual Conflict of Interest

In an existing situation, there is a clear conflict between the personal interests of the employee and the interests of the Company. For example, if an employee uses the Company's confidential information for personal gain, this is a real conflict of interest.

3. POTENTIAL SITUATIONS THAT MAY LEAD TO CONFLICTS OF INTEREST

This policy includes the principles and regulations regarding the identification, declaration, notification and management of conflicts of interest that may arise in Saya Holding and its subsidiaries. This policy covers all employees, managers and members of the Board of Directors within Saya Holding and its subsidiaries.

3.1 External Activities of Employees – Second Duty Prohibition

Our employees:

- They cannot work in a second job for another organisation and/or person in return for a wage or similar benefit during or outside working hours.
- They may not directly or indirectly engage in activities that require them to be regarded as merchants or tradesmen ("Commercial Enterprise" or "Tradesman Enterprise").
- Without obtaining the written approval of the Chairman of the Board of Directors and the General Manager of the company to which they are affiliated, they may not serve as a board member or auditor in companies other than the Holding and its subsidiaries.

- They cannot take office in companies with which the Holding and its subsidiaries have a business relationship and/or in competitor companies.
- Provided that the written permission of the Chairman of the Board of Directors and the General Manager of the affiliated company is obtained, they can take part in public or private educational institutions, associations related to cultural, professional and social aid activities.
- In the event that they receive offers to participate in external events as a paid or unpaid speaker or trainer with the experience they have gained throughout their business life, they obtain the approval of the General Manager and Chairman of the Board of Directors of the company to which they are affiliated for the evaluation of the said offer. If the training coincides with working hours, they take care not to exceed a total of 4 hours in a week. Outside working hours, they can carry out trainer/speaker duties in a way that does not interfere with their work. If they earn a fee from the training/seminars, it is recommended that they donate this fee to an educational institution.
- If they have a shareholding or partnership in any line of business before starting to work at the Holding or its Subsidiaries, they inform the Human Resources and Culture Manager about this situation during the first recruitment process. In the event that our employees have a shareholding or partnership in a competitive sector, the employment contract will not be continued or initiated. In case of shareholding/partnership etc. in non-competitive sectors after starting work, the employee notifies the Human Resources and Culture Manager, and written approval is obtained from the General Manager and the Chairman of the Board of Directors.

3.2 Conflicts of Interest that may arise from Personal Interests

- They may not borrow money and/or goods/services from other persons and/or organisations with whom the Company has commercial relations for personal purposes and may not lend money and/or goods/services.
- Our employees may not accept gifts or benefits that may affect their impartiality, decisions and behaviours, and may not attempt to provide gifts and benefits to third parties and organisations that may create such effects.
- Our employees must use the information they have access to in the course of their duties for business purposes only and must not manipulate, conceal or use such information to serve personal or third party interests.
- Our employees may not use any information about the company that has not been disclosed to the public in order to gain benefits for themselves or third parties.
- Our employees cannot collect personal donations or aid at the workplace or by using company resources; such requests are forwarded to the Human and Culture Department and evaluated in accordance with company policies.
- All resources provided by the Company (tools, devices, e-mail systems, information systems, etc.) are used exclusively for business purposes. The use of these resources for personal business is prohibited.

3.3 Commercial Relations of Terminated Employees with Saya Holding and its Subsidiaries

- In the event that our employees establish a commercial relationship (salesmanship, contracting, consultancy, brokerage, representation, dealership, etc.) with Saya Holding and its subsidiaries by establishing a company or becoming a partner in a company after leaving their duties, they must observe the interests of the Holding and its subsidiaries throughout the process, comply with moral and ethical rules and avoid conflicts of interest.
- When our departing employees plan to establish a business relationship with Saya Holding and its subsidiaries, they must submit their intentions, service details, target sector information and other relevant information to the relevant department manager in writing in a complete and accurate manner.
- In order for a departing employee to do business with the company as a supplier (excluding the supply of services), at least 2 years must have passed since the date of departure.
- The intention of a departing employee to establish a new business relationship (including the provision of services) is first evaluated by the company's Board of Directors and then communicated to the Ethics Committee. The Ethics Committee evaluates potential conflicts of interest and submits its recommendation to the relevant company's Board of Directors for approval. The granting of a dealership also requires the approval of the Saya Board of Directors.

3.4 Conflicts of Interest arising from Personal Relationships

Our employees;

- They cannot work in a subordinate–superior relationship with their relatives.
- They cannot play an influential or assisting role in the recruitment, dismissal, promotion or rewarding of their relatives or relatives.
- They may not enter into debt-credit relations with other colleagues or persons in a subordinate–superior relationship.
- In the event that other companies where their relatives work are in business relations with Holding subsidiaries, they cannot take part in any decision-making process regarding these companies. In these cases, they must inform their senior managers.
- Cannot establish a business relationship with family members, friends or related third parties. For example, an employee with purchasing authority should avoid doing business with a supplier where a family member works. For exceptional cases, the written approval of the General Manager and the Chairman of the Board of Directors must be obtained.

- Persons in the same department or hierarchical structure who are in a direct reporting relationship, approval hierarchy or cross-control mechanism cannot be related by blood or marriage. If such a relationship exists, the People and Culture Department is notified in writing. The reporting relationship can be maintained with the written approval of the General Manager and the Chairman of the Board of Directors.

3.5 Conflicts of Interest that may arise from Corporate Opportunities

Our employees;

- They may not seek to benefit from private and legal persons due to their duties,
- They may not use the titles and authorities they hold within the Holding/subsidiary to gain benefits in favour of themselves, their relatives or third parties,
- They may not use any opportunity that may be in the interest of the organisation for themselves personally by using the holding/affiliate information, name and/or resources,
- They may not use trade secrets or sensitive information they have learnt in the course of their duties for their personal benefit, and may not share this information with third parties.

The above examples do not cover all situations that may create a conflict of interest. Employees should avoid any situation that may lead to a conflict of personal interests with the interests of the company and in case of doubt, they should report the situation to their managers or the relevant department.

- The above situations involving shareholders and family members are reviewed and assessed by the Shareholder Rights Committee.

4. RESPONSIBILITIES

- Members of the Board of Directors are obliged to ensure that the decisions taken during their duties are not affected by conflicts of interest. Managers are obliged to identify, prevent and manage conflicts of interest in their areas of responsibility. The Company's main responsibilities are to raise employee awareness, monitor intra- and inter-functional risks, take necessary precautions, demonstrate ethical leadership and encourage participation in conflict of interest trainings. Employees should be aware of the risks of conflicts of interest and manage these risks in their areas of authority. They must act in accordance with the principles of integrity and impartiality, complete conflict of interest training, report risks and avoid using company information for personal gain.

5. REPORTING VIOLATIONS & SANCTIONS

Our employees can report any situation they see as a conflict of interest through the following channels:

- Ethics Hotline: +90 531 101 15 55
- Ethics Whistleblowing Email: etik@sayaholding.com
- Ethical Whistleblowing Website:
yere <https://sayaholding.com/about/ethical-principles-and-declaration>

- Company Ethics Representative
 - Saya Ethics Committee
 - Employee's Manager
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- The person who receives the report is obliged to report the situation to the Ethics Representative or the Ethics Committee without delay. All notifications made are kept confidential.
 - In the event that a conflict of interest is detected or recognised, failure to report or ignoring the contrary situation will be considered within the scope of conflict of interest violation and the necessary disciplinary process may be initiated against those concerned.
 - In case of a breach of this policy, the matter is examined by the Internal Audit and Risk Management Directorate. In case a conflict of interest is detected, a disciplinary investigation is initiated and sanctions are applied within the scope of the Labour Law and the disciplinary regulation in force, if necessary.