



Conflict of Interest Policy





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TO THE FUTURE

Saya Holding Conflict of Interest Policy

1. PURPOSE AND SCOPE

This policy outlines the principles and regulations regarding the identification, declaration, notification, and management of potential and actual conflicts of interest that may arise within Saya Holding and its subsidiaries.

It applies to all employees, managers, and members of the Board of Directors within Saya Holding and its affiliated companies.

2. DEFINITION AND TYPES OF CONFLICTS OF INTEREST

A conflict of interest arises when an employee or any individual acting on behalf of the company faces a direct or indirect contradiction between their duties/responsibilities and their personal interests. Conflicts of interest are categorized into two main groups:

2.1 Potential Conflict of Interest

Situations that may lead to a conflict of interest in the future, even if they have not yet materialized.

For example: During a procurement process, if a person has a close personal relationship with a supplier (family or friendship) and directs the decision-making in favor of that supplier without proper disclosure, this creates a potential conflict.

2.2 Actual Conflict of Interest

When there is a clear contradiction between an employee's personal interests and the company's interests.

For example: If an employee uses the company's confidential information for personal gain, this constitutes an actual conflict of interest.

3. POTENTIAL SITUATIONS THAT MAY LEAD TO CONFLICTS OF INTEREST

This policy provides the framework for identifying, declaring, notifying, and managing potential conflicts of interest within Saya Holding and its subsidiaries. It applies to all employees, managers, and board members.

3.1 External Activities of Employees – Prohibition of Secondary Employment

Employees:

- Cannot engage in paid or unpaid work for another organization or individual during or outside of working hours.
- Cannot engage in commercial activities that would legally classify them as merchants or tradesmen.
- Cannot serve as board members or auditors in companies outside Saya Holding and its subsidiaries without the written approval of the Company Chairman and CEO
- Cannot work for competitors or companies in a business relationship with Saya Holding or its subsidiaries.

- With prior written approval from the Company Chairman and CEO, employees may serve in educational institutions or associations related to cultural, professional, or social aid activities.
- Employees who wish to participate as speakers or trainers at external events must obtain prior approval. If these activities occur during working hours, they should not exceed four hours per week. If outside working hours, they must not interfere with the employee's job responsibilities. Any remuneration received for such activities is recommended to be donated to an educational institution.
- If an employee holds any shares or has a partnership in any business line prior to starting employment at the Holding or its subsidiaries, this situation must be reported to the People and Culture Manager during the initial onboarding process. In cases where the employee holds shares or partnerships in a sector that creates competition, the employment contract will not be initiated or will be terminated
- If, after starting employment, an employee acquires shares or forms a partnership in a non-competing sector, they must inform the People and Culture Manager in writing within 15 days. The notification must include detailed information such as the share ratio, sector, shareholding status, and the start date of the shareholding. The People and Culture Manager will submit the information to the General Manager and the Chairman of the Board for evaluation. Following this assessment, the decision will be communicated to the employee in writing by the People and Culture Manager.

3.2 Personal Benefits Leading to Conflicts of Interest

- Employees cannot borrow money or accept goods/services for personal purposes from individuals or organizations that have a business relationship with the company.
- Employees cannot accept gifts or benefits that may influence their decisions, nor offer such gifts or benefits to third parties.
- Confidential information obtained through their duties must only be used for business purposes and not for personal or third-party interests.
- Employees cannot use unpublished company information for personal gain or third-party benefit.
- Employees are prohibited from fundraising for personal causes within the workplace. Any such requests must be submitted to the Human Resources Department for evaluation.
- All company resources (vehicles, devices, email systems, etc.) are strictly for business use.

3.3 Former Employees' Commercial Relations with Saya Holding

- Former employees wishing to engage in commercial activities with Saya Holding (as suppliers, contractors, consultants, etc.) must avoid conflicts of interest and adhere to ethical guidelines.

- Any business relationship must be disclosed in writing, including details of services and sectors.
- Former employees cannot engage as suppliers (excluding services) until two years after their departure.
- All proposed partnerships or supplier relationships must be reviewed by the Ethics Committee and approved by the Board of Directors.

3.4 Conflicts of Interest Arising from Personal Relationships

- Employees cannot work in direct reporting lines with family members.
- Employees cannot influence hiring, dismissal, promotion, or rewards involving relatives.
- Employees cannot engage in lending/borrowing relationships with colleagues in a supervisory capacity.
- Employees cannot participate in decisions involving companies where relatives work if those companies do business with Saya Holding.
- Romantic or familial relationships must be disclosed if they involve hierarchical reporting or control mechanisms.

3.5 Corporate Opportunities and Resources

- Employees cannot use their position or authority for personal gain or that of relatives/third parties.
- Employees cannot exploit opportunities discovered in the course of their duties for personal benefit.
- Sensitive information and trade secrets must not be shared or used for personal interests.

4. RESPONSIBILITIES

- Board Members must ensure decisions are free from conflicts of interest.
- Managers are responsible for identifying and managing conflicts within their areas of responsibility.
- Employees must avoid situations that may lead to conflicts of interest and promptly report any concerns.

5. REPORTING VIOLATIONS & SANCTIONS

Employees can report conflicts of interest via the following channels:

- Ethics Hotline: +90 531 101 15 55
- Ethics Email: etik@sayaholding.com
- Ethics Website: Saya Holding Ethics Page
- Ethics Representative
- Ethics Committee
- Direct Manager

Reports will be kept confidential. Any violations may result in disciplinary action, including potential termination, in accordance with the Labor Law and applicable regulations.