

YILDIRIM GROUP

Code Of Conduct



YILDIRIM
GROUP OF COMPANIES

Dear Colleagues,

At YILDIRIM, our acclaimed reputation is based on our employees, who are the builders of our success. YILDIRIM started as a family-owned business, but it has grown due to the trust of our customers, business partners, and employees. We must maintain this trust by acting ethically and with integrity in all our endeavors.

We remind ourselves every day that our work is not just about our accomplishments and successes, but also about how we achieve them. The way we conduct our business is just as important as the products we market and the services we offer. That means we must comply with the laws and regulations of the communities around the globe where we conduct business. But, we must go beyond compliance with the law. Every colleague who works at YILDIRIM is expected to act consistently with our values. We expect our employees to act with integrity. By working this way, each one of us plays a crucial role in shaping our culture, building trust, and making it possible for us to achieve our purpose and reach our potential as a company.

Our Code of Conduct complements YILDIRIM's values in terms of how we conduct business, and reflects our key values. The Code applies to all, including Board Members, chief officers, mid-level executives, and every YILDIRIM employee no matter their seniority. We also expect our business partners to embrace our values and meet our high standards. Our values are integrated into the foundation of our daily activities and outline our expectations for our colleagues, as is reflected in this Code of Conduct and various YILDIRIM policies.

I invite you to study this Code of Conduct in detail. You are encouraged to refer to the Code whenever possible. Let it guide you to make honest and fair decisions, and to comply with the laws, regulations, and policies that apply to our global business. Kindly remember that we are all responsible for protecting our reputation and success. We must act with transparency, independence, and a sense of responsibility in our daily business. We must dedicate ourselves to upholding the principles of this Code, our internal policies, and all applicable laws and regulations. Finally, I always encourage you to do the right thing, and to speak up whenever you witness misconduct or have concerns.

I would like to extend my gratitude to all of my YILDIRIM colleagues for your commitment and hard work to ensure our sustainable growth and success.

Robert Yüksel YILDIRIM
President & CEO
YILDIRIM Group of Companies



Fundamentals Of Code Of Conduct

- Fair Working Conditions
- Occupational Health and Safety
- Avoiding Conflicts of Interest
- Preventing Bribery and Corruption
- Confidentiality and Data Protection
- Fair Business Conduct
- Working with Third Parties
- Protection of the Environment



Fundamentals Of Code Of Conduct

Our Code applies to all YILDIRIM employees, directors, officers, as well as contractors, suppliers, and individuals or entities under YILDIRIM's direct supervision, working on behalf of or for a YILDIRIM Group Company or asset directly or indirectly controlled by YILDIRIM (collectively, "Employees"). We require you to comply with and perform all your obligations in accordance with this Code. Our Code is translated into multiple languages so that our Employees can easily understand it.

We also expect our business partners and intermediaries, referred to here as "Third Parties," and defined as any individual or entity that works with, or on behalf of YILDIRIM, to act with integrity and honor our values. It is the responsibility of all YILDIRIM Employees to properly vet and manage the Third Parties with whom we do business. This includes conducting appropriate due diligence based on a risk-based assessment as well as continued monitoring of our Third Party partners. Please carefully review our Working with Third Parties Policy for more information on Employee responsibilities with respect to managing Third Parties. Specific requirements for YILDIRIM suppliers are included in the Supplier Code of Conduct and incorporated into our contracts with suppliers.

YILDIRIM will review and modify the content of our Code of Conduct as needed.

YILDIRIM Employees are expected to:



Before You Act, Ask These Questions

- Is it legal?
- Is it ethical?
- Is it consistent with our values and Code?
- Is it in YILDIRIM's best interest?

If the answer to any of these is "No," do not do it. If you are not sure of the answer, reach out to your manager or to Compliance for guidance.



- **Follow the law.** Learn about the laws that apply to your role and our business.
- **Know our Code and live our values.** Read our Code and understand how it and all Company policies apply to your job. Employees must complete all required training on our Code and policies and acknowledge that they have read and understand them.



Role of Managers

Leaders at YILDIRIM have a duty to promote integrity and build trust. If you manage or supervise others, YILDIRIM expects you to:

- 1- Set goals and expectations consistent with our values.
- 2- Listen to other Employees who seek advice or raise concerns. Handle questions and concerns sincerely and properly, and report any issues when appropriate.
- 3- Take reports of misconduct seriously.
- 4- Take a firm stand against all forms of harassment, intimidation, and retaliation.



- **Act in YILDIRIM's best interest.** Acting, every day, in accordance with the Company's expectations of you. Your actions are critical to protecting our good name. Never allow personal interests to impact the business decisions you make as a YILDIRIM Employee.
- **Be honest.** Be transparent and truthful in your actions and make decisions that reflect our Company values.
- **When in doubt – Speak up!** If you have questions or concerns, or see something that leads you to believe there has been a violation of this Code, our policies, or the law, speak up. Do not hesitate, and let Compliance know immediately.
- **Know the consequences.** We take breaches of our policies seriously. Employees who violate our Code, policies, or the law may be subject to disciplinary actions up to and including termination. Where appropriate, YILDIRIM may refer the matter to relevant law enforcement authorities.

Fair Working Conditions

YILDIRIM is committed to a workplace that is free of harassment and discrimination. We do not tolerate any behavior that diminishes the dignity of a person, inappropriately or unreasonably interferes with work performance, or creates an intimidating, hostile, or otherwise offensive work environment. We also have a zero-tolerance policy for retaliation against anyone who raises a concern in good faith about harassment or discrimination.

- **YILDIRIM** respects the diversity of ideas and encourages an atmosphere of trust, fairness, and candor.
- **YILDIRIM** expects all Employees to be fair and respectful to each other, customers, suppliers, and partners who work with YILDIRIM.
- **YILDIRIM** places a high value on a tolerant, respectful work environment.
- **YILDIRIM** ensures equal opportunities to all of its Employees in the recruitment, hiring, training, and promotion of the qualified candidates, regardless of their gender, race, nationality, religion, age, marital status, disability, appearance, background, or any other legally protected status. We comply with all employment discrimination laws in the countries in which we operate.
- **YILDIRIM** has zero-tolerance towards any form of discrimination, bullying, harassment, insult, or physical abuse. YILDIRIM expects Employees to speak up and report harassment or discrimination to your Manager, Human Resources, or Compliance.
- **YILDIRIM** Group of Companies respects and follows all applicable labor and employment laws where we do business, and prohibits child and forced labor, as well as violations of wage and hour laws.
- **YILDIRIM** respects and follows all applicable immigration laws where we do business, and requires the inspection, verification, and documentation of the identity and employment authorization of every new Employee, as required by relevant laws and regulations.

Occupational Health and Safety

Making YILDIRIM a safe place to work builds trust with our Employees, customers, partners, and within the global business community. And, it is the right thing to do. If you see something that could put someone's health or safety at risk, report it immediately and take action to keep yourself and others safe.

- **YILDIRIM** values and prioritizes the health and safety of each Employee. Employees must follow all safety procedures while conducting Company business.
- **YILDIRIM** prohibits Employees from working under the influence of alcohol or illegal drugs. Alcohol and the improper use of drugs can affect your work and the safety of people around you. Each Employee, regardless of their role, is responsible for taking immediate action when they notice a situation that could put others at risk.
- **YILDIRIM** has zero-tolerance for workplace violence, mobbing, threats, or any other actions which can cause another individual to feel threatened or unsafe in the workplace.



Create a Safe Place to Work

- **Stop a task if conditions are unsafe and report the concern.** Watch for hazards that could harm you or others.
- **Protect yourself.** Use proper safety protocol and follow all training and procedures. Know what to do in case of an injury or emergency.
- **Follow health and safety laws and our policies.** Know the health and safety procedures that apply to your role and follow them.
- **Zero tolerance for violence and threats.** Immediately report concerning behavior to your manager, Human Resources, or the Compliance Department.



Avoiding Conflicts of Interest

Fair and objective decisions build trust with our Employees, customers, and business partners. When making business decisions, we put YILDIRIM's interests before our personal interests. A conflict of interest occurs when personal interests interfere with, or may appear to interfere with, our work at YILDIRIM. It is important to know and avoid the common situations that could create a conflict or the perception of a conflict. Outside employment, financial investments, gifts and entertainment, and personal relationships are areas where conflicts can arise.

If you realize an activity or situation could influence or appear to influence your ability to make objective business decisions, let Compliance know. They can help you take steps to avoid or resolve any conflicts.

- **YILDIRIM** Group of Companies expects Employees to act in the best interest of the Company in all cases.
- **YILDIRIM** requires that all Employees understand and avoid situations that could result in an actual or potential conflict of interest. A conflict of interest exists or may arise when an Employee's personal, financial, or other interests in conflict with the best interest of the Company. Examples include personal, financial, or other interests that may compromise an Employee's ability to make sound and objective decisions that are in the best interest of the Company.
- **YILDIRIM** prohibits Employees from using their position at the Company, Company property, or internal Company information to solicit, obtain, or receive personal opportunities, benefits, or preferential treatment.
- **YILDIRIM** mandates that Employees immediately report any personal relationship, investment or financial interest, opportunity, or position that could compromise or even appear to compromise your duty of loyalty to the Company to compliance@yildirimgroup.com.
- **YILDIRIM** requires Employees to carefully review the Conflicts of Interest Policy for more information about potential conflicts and how to address them.

“ Recognize and Avoid Conflicts of Interest Potential conflicts of interest include:

- You or a member of your family have a financial investment in one of our suppliers, customers, business partners or competitors.
- You have an outside employment opportunity for a company that competes, does business, or wants to do business with our Company.
- You sit in an advisory capacity or on a Board of Directors for a company that competes, does business, or wants to do business with our Company.
- You hold an elected position within a government agency that has an ability to influence business or operational decisions.
- You explore a business opportunity that is meant for the Company, even if you think the Company wouldn't want the opportunity.
- You have a close personal friend or family member who works for a supplier or prospective supplier over which you have influence.

Think About It

Ask these questions when you are unsure about whether a situation may lead to a conflict of interest or the perception of a conflict of interest:

- 1- Could this influence my objectivity or judgment in business decisions?
- 2- Could this appear to others to be a conflict of interest?

If the answer to either of these questions is "Yes," or if you are not sure of the answer, reach out to Compliance.



“ What is bribery?

A bribe is receiving, offering to pay, paying, promising to pay, or authorizing the payment of money or anything of value to improperly influence any act or decision or to secure an improper advantage in order to obtain or retain business.

Bribes are not limited to cash payments. A bribe can be in the form of gifts, travel, meals, entertainment, offers of employment, and charitable or political contributions.

Bribery Red Flags

Excessive commission payments

- Large discounts
- Vague consulting or other service agreements without deliverables
- Offers or request for lavish entertainment or luxury gifts.

Third Parties

A Third Party is any person of company acting on YILDIRIM's behalf, directly or indirectly. Third Parties are subject to YILDIRIM's strict due diligence, contracting, and risk-based monitoring requirements.

When in Doubt – Speak Up!

If you suspect that one of our customers, suppliers, vendors, business partners, or any Third Party is potentially engaging in bribery or corrupt behavior, immediately report your concerns to Compliance. ”

Preventing Bribery and Corruption

YILDIRIM competes fairly and honestly everywhere we do business around the world. We never attempt to gain a business advantage through bribery, and we do not tolerate bribery or corruption in any form.

- **YILDIRIM** is committed to following all applicable laws regarding the prevention of bribery and corruption.
- **YILDIRIM** has a strict policy against bribery and corruption. Bribes are illegal, unethical, and strictly prohibited.
- **YILDIRIM** prohibits both the offering or acceptance of bribes. Laws in some countries make a distinction between bribing a government official and bribing a non-government official. YILDIRIM does not rely on those distinctions – we prohibit bribery of anyone, at any organization, and at any level.
- **YILDIRIM** prohibits Third Parties from engaging in bribery or any corrupt behavior on the Company's behalf.

- **YILDIRIM** prohibits Employees and Third Parties from making any kind of improper payment, including kickbacks, facilitation or “grease” payments, or extortion or embezzlement payments.
- **YILDIRIM** requires all Employees to obtain proper approval through the appropriate departments and to adhere to all due diligence policies and procedures when engaging a Third Party or when entering into any agreement with a government agency or entity. See Working With Third Parties Policy.
- **YILDIRIM** requires that any exchange of gifts, entertainment, or business courtesies be for a legitimate business interest, reasonable and customary, infrequent, given openly and transparently, and properly recorded in our books and records. Gifts, entertainment, or other business courtesies should never be given for the purpose of influencing a business decision. Please see the Gifts and Entertainment Policy for more detailed information on specific limits and prohibitions.
- **YILDIRIM** prohibits the exchange of any gifts, entertainment, travel, or hospitality with Government Officials. Please see the Gifts and Entertainment Policy for more detailed information on specific limits and prohibitions.
- **YILDIRIM** prohibits the use of Company funds to make political contributions.
- **YILDIRIM** requires Employees to immediately report allegations of bribery or attempted or suspected bribery directly to Compliance.
- **YILDIRIM** requires Employees to carefully review and comply with the detailed requirements explained in our Anti-Bribery and Anti-Corruption Policy and Gifts and Entertainment Policy.



What if?

Customs officers have stopped a shipment of product and say they will delay the shipment unless they receive a cash payment. Is this allowed?

No. We do not allow any improper payments to influence government officials at any level, whether they are a high-level Minister or a lower-level customs officer. This rule applies to both cash payments and any items of value. Report this immediately to Compliance.

A new port facility is scheduled to open, pending the receipt of certain government licenses. To expedite the process a government official has requested we hire a company that will "take care of it." Is this allowed?

No. We do not hire specific third parties at the request of any government. We do not allow any improper payments or actions to influence a government official or entity's decisions. This rule also applies to any company or individual acting on our behalf, such as consultants, vendors, or service providers. Report this immediately to Compliance.

High Risk Relationships

When YILDIRIM or any Third Party acting on behalf of the Company engages with government officials or entities, there is higher risk of corruption and bribery or the perception thereof. Therefore, YILDIRIM implements enhanced controls and monitoring when dealing or interacting with any government officials or entities. Please be aware of these heightened risks and report any concerns to Compliance.

What is a Government Official? The definition of a “Government Official” (or “public official”) is broad and includes individuals and entities that you may not realize are owned or controlled by the government. For example, a government official may include, but is not limited to:

- Any officer or employee of a government entity or subdivision, including elected officials;
- Any political party official;
- Any private person acting on behalf of a government entity;
- Any officer or employee of a company that is owned or controlled by the government;
- Any candidate for political office; or
- Any officer or employee of public international organizations, such as the United Nations or World Bank.

If in doubt, ask the Compliance team for guidance





Confidentiality and Data Protection

YILDIRIM is committed to using data and technology in a respectful and ethical manner. When our customers and business partners share data and information with us, we understand the importance of keeping it safe and using it ethically and transparently. We will maintain and grow the trust people have in us by respectfully using technology, respecting privacy, and protecting our data and the data of others.

- **YILDIRIM** requires Employees to protect any internal information they receive about the Company or its business operations and that Employees strictly use that information solely for the fulfilment of their duties and to support legitimate business activities of the Company.
- **YILDIRIM** prohibits Employees from making any statements using social media, newspaper or public speaking opportunities on behalf of the Company unless specifically authorized to do so.
- **YILDIRIM** only uses personal data for legitimate business purposes and protects the privacy of any personal data collected, accessed, used, stored, shared, transferred, or disposed of.
- **YILDIRIM** is transparent about its practices around personal data and provides choices to individuals regarding their privacy preferences.
- **YILDIRIM** requires Employees to conduct businesses in compliance with relevant laws and regulations to ensure that data is stored and transferred securely to protect it from unauthorized access or disclosure.
- **YILDIRIM** requires Employees to report any known or suspected unauthorized access or disclosure of Company, customer, or personal data immediately to the Legal Department.

Fair Business Conduct

YILDIRIM's success is rooted in offering quality products and services through free and fair competition. Anti-competitive practices harm our customers, and in some cases, violate the law. Fair competition leads to strong innovation, competitive pricing, and better quality.

- **YILDIRIM** requires Employees to deal fairly with customers, suppliers, partners and competitors, and to conduct all businesses in accordance with all applicable competition laws.
- **YILDIRIM** prohibits Employees from sharing sensitive or confidential Company information with competitors.
- **YILDIRIM** prohibits Employees from using or sharing any confidential competitor information, even if it was accidentally received.

“ Fair Business Conduct means:

- We will not mislead anyone about our products or services through our marketing materials.
- We will not use a competitor's trade secret or other confidential business information to our advantage.
- We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.
- We will not agree on pricing with our competitors.
- We will not engage in bid rigging with our competitors.
- We will not agree to allocate markets or customers with our competitors.
- We will not make agreements with our competitors to boycott a supplier or customer.

What is sensitive or confidential information?

- Examples include:
- Pricing or cost information
- Bid submissions
- Strategy documents
- Product roadmaps
- Financial data
- Sales projections
- Merger or acquisition activity
- Research or technical data

”

“ **Follow International Trade Rules**

- If your work in the supply chain involves moving goods or services across international borders, know and follow the laws of the countries where you do business. We are an international company, and as a result, the laws of multiple countries often apply to our business activities.
- Prior to engaging a Third Party to assist in the movement of goods or services across international borders, ensure that such Third Parties have all necessary internal approvals (for example, Third Party due diligence).

Follow Sanctions Laws and Our Policies

- Before sourcing from a country, confirm that doing so is permitted under applicable law. Many countries keep a list of countries and people with whom companies cannot do business. These lists often change on a weekly or even daily basis.
- Subject to applicable laws, do not conduct business with companies or people if YILDIRIM would be prohibited from doing so.
- **When in doubt – Speak Up!** If you have questions or concerns, contact Compliance. ”

Global Trade

YILDIRIM's business involves the movement of products, services, information, and technology around the world, including across international borders. We are committed to sourcing, importing, and exporting products, services, and other items the right way. It is critical for the Company to conduct our international trade activities in a proper and legal manner in order to maintain trust in our business and to allow us to continue serving and supporting our customers around the world.

- **YILDIRIM** complies with all applicable laws and regulations related to trade compliance, including restrictions on imports, exports, and other dealings with certain countries, persons, or groups. The Company screens all customers, partners, vendors, and suppliers to confirm that they are not subject to applicable sanctions, including those imposed by the United States, the European Union, and the United Kingdom.
- **YILDIRIM** and its Employees provide accurate information related to classification, valuation, country of origin, and other applicable data required by governmental regulatory agencies.
- **YILDIRIM** requires Employees to seek and receive appropriate internal approvals prior to negotiating international transactions.

Working With Third Parties

YILDIRIM expects every Employee to choose our Third Parties carefully because YILDIRIM's reputation is tied to the actions of those with whom we choose to do business. As a result, Employees are expected ensure that we only do business with Third Parties that have a solid reputation in the marketplace, are qualified to do the work that we are hiring them to do, and are paid fair market value for the products or services they are providing. Employees must comply with all applicable Procurement Policies and Procedures as well as the Company's Working with Third Parties Policy when engaging any Third Party to do work on the Company's behalf. YILDIRIM also expects Employees responsible for Third Party relationships to conduct continuing risk-based monitoring as necessary.

- **YILDIRIM** values its reputation and only engages in business with trusted partners, vendors, and suppliers that operate in a manner consistent with Company expectations as outlined in this Code.
- **YILDIRIM** requires Employees to immediately inform your manager or Compliance if you suspect that a Third Party may be engaging in bribery, corruption, money laundering or any other improper behavior that violates this Code, any Company policy, or applicable laws and regulations. When in doubt – speak up.
- **YILDIRIM** seeks to mitigate risks of working with Third Parties that may interact with any government official or entity on the Company's behalf, and implements enhanced due diligence requirements, contractual requirements, and auditing processes for such relationships.
- **YILDIRIM** respects and follows all applicable immigration laws where we do business, and requires the inspection, verification, and documentation of the identity and employment authorization of every new Employee, as required by relevant laws and regulations.



Know the Signs – Money Laundering Red Flags

Examples of money laundering red flags include:

- The Company receives large cash payments to satisfy invoices.
- The Company receives payment for an invoice by someone who is not a party to our contract
- The Company receives an offer to pay more than what was agreed to in the contract.
- The Company receives payment in a currency different than what was agreed to in the contract.
- The Company receives payment from a bank account that is different from the account specified in the contract.





Protection of the Environment

YILDIRIM cares about the communities in which we do business, and the Company and our Employees have a role to play in protecting the environment. YILDIRIM is committed to operating our business responsibly and consistent with environmental obligations, which helps us sustain our resources and care for our planet.

- **YILDIRIM** continually strives to be environmentally responsible and encourages the use of environmentally-friendly processes and technologies.
- **YILDIRIM** complies with all applicable environmental laws pertaining to sustainability, pollution, the handling of hazardous items and materials, and environmental protection as they relate to Company operations.
- **YILDIRIM** manages waste of any form (e.g. hazardous, non-hazardous, industrial, solid/ liquid/ gaseous) in accordance with applicable laws. YILDIRIM requires Employees to appropriately transport, handle, and dispose of waste items in compliance with hazardous materials and hazardous waste laws and regulations.
- **YILDIRIM** requires Employees to know and follow environmental laws and policies relevant to their roles and to report suspected environmental hazards to management.

A construction worker wearing a white hard hat, safety glasses, and a high-visibility vest is looking at a mobile device. The background shows a construction site with signs for 'PORT' and 'QC3'.

Speaking Up: Reporting Suspected Violations

YILDIRIM Employees are responsible for ensuring that we enforce our commitment to a culture of compliance. The Company expects Employees to speak up and raise concerns about possible misconduct, unethical or illegal behavior, or violations of this Code of Conduct, any Company policy, or the law with their manager, supervisor, or through other available reporting channels. When in doubt, speak up. Suspected misconduct or breaches of policy may be reported to 0080049240880036 or compliance@yildirimgroup.com. If you wish to make an anonymous report, you can do so through the reporting platform yildirimgroup.ethicspoint.com. The Company takes your concerns seriously and is committed to investigating and handling such issues promptly.

Regardless of how you choose to report suspected misconduct (through the anonymous reporting link, directly to Compliance, or through another channel), YILDIRIM is committed to maintaining the confidentiality of anyone who, in good faith, raises a suspected violation. In addition, the Company will investigate all allegations of misconduct in a timely manner and will take appropriate action at the conclusion of an investigation. YILDIRIM has zero tolerance for retaliation against anyone who speaks up and speaks openly about conduct they believe is unethical, illegal, or a breach of our Code of Conduct and policies – even if the concern is not substantiated, as long as they have not knowingly and intentionally made a false report. The Company will protect any individual who, in good faith, raises a complaint or cooperates with any investigation. Please see the Speak Up Policy for more information.

