



DUYGU CONTRACTING AND CONSTRUCTION INC.

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Code of Ethics

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1. Purpose and Scope

This Guide applies to Duygu Contracting and Construction Inc. and all subsidiaries, affiliates and group companies directly or indirectly controlled by it. It is an overarching regulation and is binding on all companies within Duygu Construction.

Duygu Contracting and Construction Inc. and its Group Companies undertake to conduct their activities in accordance with the core values of integrity, transparency, fairness and responsibility. This Code of Ethics is the principal compass guiding the decisions and actions of all employees, managers and business partners.

The purpose of this Guide is not only to ensure legal compliance in our business processes, but also to make ethical values an integral part of our corporate culture and secure a responsible way of doing business that is sensitive to society, the environment and all stakeholders.

All Duygu Construction employees must comply with the principles and rules in this Guide. Customers, suppliers, contractors, subcontractors, consultants and other third parties acting on behalf of the Company are also expected to act in accordance with its spirit and provisions. Conduct contrary to the Guide may result in termination of the business relationship.

Communicating the Code of Ethics to employees and third parties and ensuring that it is understood and adopted are among the primary responsibilities of Duygu Construction managers. Every employee must use these principles as a guide in daily activities and take business decisions accordingly.

2. Our Core Values

As Duygu Construction, we carry the responsibility of being a leading industrial and infrastructure group and prioritise not only commercial success but also ethical values and social benefit in every project. By strengthening our long-standing domestic experience through international investments, we continue decisively toward becoming a global value.

Since 1980, we have built our activities on the principles of trust, quality and service. These values define not only our business approach but also our corporate culture. We adopt customer satisfaction as an unconditional principle and conduct relations with all stakeholders on the basis of transparency, fairness and mutual respect.

While supporting the continuous development of our employees, we also regard contributing to social development as a duty. We add value to the communities in which we operate by developing social responsibility projects in various fields.

Working in every sector in accordance with the highest national and international standards, principles and legislation and implementing our projects completely and safely are more than obligations; they are integral parts of our corporate identity. We measure success not only by meeting today's needs but also by leaving a sustainable legacy for future generations.

Our vision is not only to lead in the fields in which we operate, but also to make a difference through pioneering practices and become a globally trusted brand without compromising our ethical values.

3. Our Business Ethics Principles

3.1 Compliance with Laws and Regulations

Full compliance with national and international legislation, treaties to which the Republic of Türkiye is a party and our internal rules is a fundamental principle in all Duygu Construction activities. Compliance is the responsibility not only of management units but of all employees and business partners.

3.1.1 Anti-Bribery and Anti-Corruption

All forms of bribery, commissions, facilitation payments, inappropriate gifts and hospitality are strictly prohibited. Such conduct by Duygu Construction employees or third parties acting on its behalf is contrary not only to law but also to our values.

For further information, please refer to the Duygu Construction Anti-Bribery and Anti-Corruption Policy.

3.1.2 Economic Sanctions and Export Controls

In conducting our activities globally, we fully comply with sanctions and export control regimes of the European Union, United Nations, United States, United Kingdom and other regulatory authorities. No business relationship is established with sanctioned parties, and relevant risks are screened using independent sources.

For further information, please refer to the Duygu Construction Sanctions and Export Controls Policy.

3.1.3 Prevention of Money Laundering

Duygu Construction acts in accordance with national and international regulations in combating money laundering and terrorist financing. Due diligence is conducted for all parties with whom a business relationship is established, and necessary preventive steps are taken when suspicious transactions are identified.

For further information, please refer to the Duygu Construction Anti-Money Laundering and Counter-Terrorist Financing Policy.

3.1.4 Compliance with Competition Rules

Protecting fair and free competition in markets is a fundamental principle. Agreements that restrict competition, information sharing with competitors or third parties, and conduct that prevents competition are prohibited.

For further information, please refer to the Duygu Construction Competition Policy.

3.1.5 Confidentiality of Information

Personal and commercial information belonging to employees, customers, third parties and business partners is kept confidential and shared only to the extent required by duties and in accordance with law.

For further information, please refer to the Duygu Construction Information Confidentiality Policy.

3.2. Respect for Human and Employee Rights

In conducting its activities, Duygu Construction adopts respect for human and employee rights as a fundamental principle within the framework of the Universal Declaration of Human Rights, the core conventions of the International Labour Organization (ILO) and international conventions to which the Republic of Türkiye is a party.

Accordingly:

- We respect freedom of association and the right to collective bargaining and do not prevent employees from participating in trade-union activities.
- We are strictly opposed to child labour and forced labour and expect the same approach from suppliers and business partners.
- We do not permit discrimination against employees or third parties on grounds such as race, language, religion, denomination, ethnic origin, gender, sexual orientation, age or disability.
- We apply zero tolerance to harassment, workplace bullying, intimidation and all forms of abuse. We aim to create a safe, respectful and inclusive working environment for all employees.
- We oppose all forms of modern slavery and human trafficking and act in accordance with international standards, including the requirements of the UK Modern Slavery Act.
- We protect employees' fundamental rights, including fair pay, rest and occupational health and safety.

Duygu Construction does not permit practices contrary to human and employee rights. Where such conduct is identified, necessary sanctions are applied to those responsible and the relevant business relationships are reviewed.

3.3. Occupational Health and Safety

Duygu Construction regards employee health and safety as its highest priority and conducts all activities with a “people first” approach. Maximum precautions are taken in occupational health and safety in accordance with national legislation, international standards and best practices.

Accordingly:

- A preventive approach is adopted; risks are identified and controlled in advance to prevent occupational accidents and diseases before they occur.
- Employees must enter work sites using appropriate personal protective equipment such as helmets, gloves, safety footwear and vests. Managers provide the equipment in full, ensure regular maintenance and replace it when necessary.
- Unauthorised access to work areas is prevented, and work sites are protected in accordance with safety protocols.
- Regular occupational health and safety training is provided so employees develop safe working habits, and awareness and a safety culture are continuously strengthened at work sites.
- Emergency drills are conducted, teams are trained and necessary equipment is kept accessible.
- Employee health examinations are conducted regularly and all risk factors that may affect health are monitored.

Duygu Construction undertakes to create a safe, healthy and sustainable working environment for all employees on the basis that “no work is more important than human health and safety”.

3.4. Environmental Protection

Duygu Construction regards minimising the environmental impact of its activities and contributing to the protection of natural resources as a corporate responsibility. In all projects, we undertake to comply not only with legal requirements but also with international environmental standards.

Accordingly:

- We identify the environmental impacts of our activities in advance and take measures to reduce potential risks.
- We ensure efficient use of natural resources such as water, electricity and natural gas.
- We prepare plans to reduce waste, separate waste by type and class, and promote recycling and reuse.
- We invest in rehabilitation of closed mining sites, reforestation and reduction of greenhouse-gas emissions.
- We support the use of environmentally friendly technologies and equipment to prevent release of hazardous and harmful substances into nature.
- We respect the environmental rights of communities in the regions where we operate and conduct environmental impact assessments transparently and with participation.
- We expect all employees, contractors and business partners to comply fully with our environmental policies, procedures and instructions and to uphold our principles.

For Duygu Construction, environmental protection is not merely a legal obligation but the most important legacy we can leave to future generations.

3.5. Sustainability

Duygu Construction conducts its activities not only to meet today’s needs but also to leave a more liveable world to future generations. Sustainability, covering environmental, social and governance requirements and dimensions, is therefore an integral part of all business processes.

- We regard contributing to social development and welfare, as well as protecting the environment,
- supporting the health, safety and continuous development of employees,
- creating a responsible and transparent value chain together with business partners,
- maintaining good governance, accountability and ethical business practices in all activities, and
- adopting a roadmap aligned with international sustainability standards and the United Nations Sustainable Development Goals

as corporate priorities.

Duygu Construction regards sustainability not merely as a principle, but as the foundation of long-term corporate success and stakeholder trust.

3.6. Avoiding Conflicts of Interest

Ensuring that all decisions are impartial, fair and transparent is one of Duygu Construction’s highest priorities. Any situation in which the personal interests of employees or third parties may conflict with those of Duygu Construction is considered a conflict of interest. Risk arises

not only when an actual conflict occurs but also where the appearance of a conflict may be created. Employees must never place personal interests ahead of the Company's interests when performing their duties.

Employees must not use confidential information obtained through their duties for their own benefit or the benefit of relatives and must not share such information with third parties. No Company decision may be directed in a way that supports the financial or personal interests of employees or their relatives.

Any potential conflict of interest must be reported immediately to the relevant manager and, where necessary, to the Ethics and Compliance Committee. Employees are expected to avoid not only direct conflicts but also relationships that may call their impartiality into question.

Examples of conflicts of interest include:

- conducting business on behalf of the Company with close relatives, friends or persons with whom there is a personal-benefit relationship;
- holding shares in, receiving income from or serving in competitor or business-partner companies;
- performing a second job during working hours that interferes with business responsibilities;
- accepting gifts, hospitality or privileges from customers, suppliers or business partners that may impair impartial decision-making; and
- entering into personal lending or borrowing relationships with colleagues or business partners.

Duygu Construction adopts a culture of open and transparent communication to prevent conflicts of interest and expects employees to act accordingly. Employees must report any conflict-of-interest risk they encounter without delay.

3.7. Gifts and Hospitality

Transparency, integrity and fairness are fundamental principles in Duygu Construction's business relationships. Any gift or hospitality that may influence decision-making or create a conflict of interest is therefore strictly prohibited.

Only gifts of symbolic value offered as a matter of corporate courtesy may be accepted or given. All other gifts are refused, regardless of whether they are intended to influence the business relationship.

Gifts given or received and hospitality must comply with the following principles:

- **Legal Compliance:** They must comply with all local and international laws and regulations.
- **Prohibition of Corruption:** They must not be intended as bribery, facilitation payments or improper benefits.
- **Transparency:** They must be offered openly and officially to avoid misunderstanding.
- **Protection of Reputation:** They must not undermine Duygu Construction's credibility if made public.
- **Recordkeeping:** They must be documented clearly, understandably and in detail.

No gift or hospitality contrary to the principles above may be accepted even if its value is below the monetary limits set annually by senior management.

Duygu Construction bases all business relationships on integrity and fairness and does not compromise these principles in gifts and hospitality practices.

For further information, please refer to the Duygu Construction Gifts and Hospitality Policy.

3.8. Donations and Sponsorships

Duygu Construction acts with transparency, accountability and commitment to ethical values in donation and sponsorship processes. Their purpose is to benefit society; they may never be used to obtain improper benefits, create conflicts of interest or exercise political influence.

Donations and sponsorships are made only to non-profit organisations and for defined areas of need. No donation or sponsorship may be provided to organisations whose activities are unclear, unethical or associated with human-rights violations.

All donations and sponsorships must comply with the following principles:

- They must not violate human, animal or environmental rights.
- They must not serve discrimination, abuse, corruption or unlawful purposes.
- They must not be made to any political party, politically exposed person or affiliated organisation.
- They must not influence relations with third parties or decision-making processes.
- They must not create conflicts of interest for Company employees.
- They must comply with all local and international legislation.

No support may be provided under the guise of a donation or sponsorship to any public official, political party, politically exposed person or their relatives, and Company resources such as vehicles, computers or telephones may not be allocated for their use.

Duygu Construction conducts donation and sponsorship activities in line with public benefit and sustainable development objectives.

For further information, please refer to the Duygu Construction Donations and Sponsorships Policy.

3.9. Political Activities and Neutrality

Duygu Construction remains impartial and equidistant from all political views, parties and actors. The Company has no direct or indirect donation, sponsorship or support relationship with any political party, candidate, public official or political organisation.

We recognise and respect employees' individual political rights and freedoms. Employees may voluntarily and on their own initiative participate in political activities, make donations or engage in candidacy processes. Such activities must, however, take place outside working hours, use personal resources and not use the Company's name, brand or reputation.

No employee may use their duties or authority to exert political pressure on colleagues or third parties, impose political views or discriminate. The working environment must remain neutral, inclusive and respectful toward all political views.

Duygu Construction's financial, physical and digital resources, including Company vehicles, e-mail addresses, logos, facilities and budget, may not be used for political purposes. Direct or

indirect requests from politically exposed persons or public officials must be rejected and reported to relevant managers or the Legal Department.

3.10. Responsibilities Toward Competitors

Duygu Construction supports fair, transparent and honest competition in all markets in which it operates. In line with our ethical values, full compliance with competition rules is not only a legal obligation but an integral part of how we do business.

Violations of competition law may expose both the Company and individual employees to serious fines and legal sanctions and may irreversibly damage the Company's reputation and brand value. Employees are therefore expected to exercise the greatest care in complying with competition rules.

In all contact with competitors or other industry stakeholders, conduct that distorts competition, including price fixing, market sharing, customer allocation and bid coordination, must be strictly avoided. Employees approached to participate in such conduct must reject the proposal immediately and appropriately and report it to their managers.

Duygu Construction not only complies with the law but also seeks to create value for all stakeholders by promoting a healthy competitive environment.

For further information, please refer to the Duygu Construction Competition Policy.

3.11. Protection of Intellectual Property

Duygu Construction regards protection of intellectual property rights and confidentiality as fundamental obligations in all activities. We do not tolerate unauthorised use, imitation or unlawful acquisition of intellectual and industrial property rights belonging to third parties.

Personal, commercial and technical information belonging to employees, customers and business partners may be used only to the extent required by duties and responsibilities. Unlawful processing, unauthorised disclosure or unauthorised access is strictly prohibited. Technical and administrative measures are implemented in accordance with national and international legislation to protect all trade secrets, including personal data.

All confidential information obtained within the Company, including trade secrets, strategic plans, financial data, employee information and contractual terms, may be used only by relevant authorised persons. Unauthorised sharing or disclosure is permitted only where required by law and only to competent authorities.

Because violations involving intellectual property or confidential information may lead not only to legal sanctions but also to serious reputational damage, all employees are expected to exercise the highest level of care.

3.12. Confidentiality of Information and Data Protection

Duygu Construction has a fundamental responsibility to protect the confidentiality of all information obtained during its activities and to comply fully with applicable personal-data legislation such as KVKK and GDPR. Personal, commercial, financial or technical information belonging to employees, customers, business partners and third parties may be used only by authorised persons and only as required by the business.

Protecting information is not only a legal obligation but also the foundation of trust. Accordingly:

- **Personal Data:** All personal data are processed and retained only for explicit purposes, with the relevant person's knowledge and consent and in accordance with law.
- **Commercial and Financial Information:** Trade secrets, contractual information and financial records belonging to business partners, customers and employees are not shared with third parties without authorisation.
- **Digital Security:** Access to Company systems is restricted to authorised persons. All employees are responsible for secure password use, access control and cybersecurity measures.
- **Unauthorised Access and Sharing:** Disclosure of confidential information to unauthorised persons or improper sharing with third parties is strictly prohibited.

Employees must respect the confidentiality of all information accessed during their duties, access it only to the extent required by the business and not use it for personal or third-party benefit.

For further information, please refer to the Duygu Construction Information Confidentiality Policy and the Personal Data Protection Notice.

3.13. Social Media and Communications

Duygu Construction recognises that social media is a powerful communication tool. Posts made through both corporate and personal accounts may directly affect the reputation of employees and the Company. Social media must therefore always be used carefully, responsibly and in accordance with ethical values.

When posting through personal accounts, employees must avoid wording that may be associated with the Company, content that may damage the Company's reputation, and content involving discrimination, hate speech, harassment or insults. Confidential information, trade secrets, financial data and personal information belonging to customers or employees must never be shared on social media.

All official statements on behalf of Duygu Construction may be made only by spokespersons authorised by the Board of Directors and after completion of required approval processes. Unauthorised persons may not make public statements on behalf of the Company.

Passwords and access rights for corporate social media accounts are shared only with a limited number of employees and are revoked immediately when duties change or employment ends. All posts must be transparent, accurate, respectful and compliant with law.

For further information, please refer to the Duygu Construction Social Media and Communications Policy.

3.14. Use of Company Resources

Duygu Construction employees use all tangible and intangible resources entrusted to them, including vehicles, equipment, office supplies, information systems, software, brand and reputation, only for business purposes and within their duties and responsibilities. Use of these resources for personal benefit, gifts, donations or political activities is strictly prohibited.

Effective, efficient and economical use of Company resources is everyone's responsibility. When using Company resources, employees must:

- avoid wasteful practices or inappropriate expenditure;
- not pursue personal interests in business relationships or enter into arrangements that provide advantages to relatives; and
- not use the Company's brand value, reputation or information for personal benefit.

Employees leaving their roles must return in full all allocated vehicles, equipment, electronic devices, documents and other resources. Even after leaving employment, employees remain responsible for protecting confidential information obtained during their duties and safeguarding the Company's reputation.

4. Internal Reporting System and Ethics Line

Duygu Construction supports all employees, suppliers, contractors, consultants and other third parties in reporting safely, confidentially and transparently any circumstances they believe to be contrary to laws, regulations, ethical rules or internal requirements. The Company protects all good-faith reports, and reporting persons are safeguarded against retaliation, threats, termination of employment, blocked promotion and adverse treatment. Knowingly making a false or defamatory report, however, is a violation of this Guide and may lead to disciplinary sanctions.

4.1 Reporting Channels

Reports may be made under the reporting person's name or anonymously. Where contact details are shared, reporting persons may be informed about the process or contacted for additional information when necessary.

Available channels include:

- **Department Managers: Employees may first report matters they witness or suspect to their line managers. Where the report concerns the manager or no solution is achieved, the other channels below may be used.**
- **Legal Department: Reports may be submitted directly by e-mail or in person.**
- **Whistleblowing E-mail Address: Reports sent to uyum@duygugroup.com are accessible only to managers of the Legal Department. All reports through this address are recorded and retained confidentially.**
- **Ethics Line (Whistleblowing Line): An online platform managed by an independent company, available 24/7 to employees and third parties and allowing anonymous reports, may be used.**

4.2. Prohibition of Retaliation

No person who reports in good faith may be subjected to retaliation, including dismissal, reassignment, adverse impact on pay or promotion, workplace bullying, threats or indirect pressure. Retaliatory conduct is itself subject to disciplinary proceedings.

4.3. Examples of Reportable Matters

The following are examples and are not exhaustive:

- violations of laws and regulations;
- violations of the Company's ethical principles and policies;
- bribery, corruption, money laundering, theft and fraud;
- conflicts of interest and inappropriate gifts or hospitality;

- occupational health and safety violations, environmentally harmful practices and breaches of sustainability commitments;
- human-rights violations, child labour, forced labour, discrimination, harassment and workplace bullying;
- irregularities in accounting and financial records, or misuse of confidential information or personal data;
- improper use of Group resources; and
- any activity that may damage the Company's reputation.

4.4. Process and Assessment

Reports are recorded by the Ethics and Compliance Officer and reviewed by the Ethics and Compliance Committee. All reports are evaluated by the Committee and, where necessary, reported to the Board of Directors.

Where the reporting person's contact details are available, feedback is provided within legal limits and a reasonable period. All processes are conducted in accordance with confidentiality, impartiality and data-protection principles.

For further information, please refer to the Duygu Construction Whistleblowing Policy.

5. Compliance Training and Awareness

To ensure a permanent and sustainable culture of ethics and compliance, Duygu Construction provides regular compliance training to all employees, managers and third parties in business relationships. Training covers the Company's ethical values, policies and procedures, this Code of Ethics and use of the Internal Reporting System.

5.1 Scope and Delivery of Training

Training is prepared and delivered by the Ethics and Compliance Committee and relevant units. Content is updated based on national and international legislation, industry standards, risk profiles of the geographies in which the Company operates and prominent matters reported through the Ethics Line. Training may be delivered in person, through online platforms or through e-learning modules.

5.2. Mandatory Participation

All employees must participate in compliance training regardless of role or position. Failure to attend without a valid excuse may be assessed under the Disciplinary Regulation.

5.3. New Employees

Compliance training is an integral part of the orientation programme for all new employees, ensuring that ethical and compliance culture is adopted from the first day of employment.

5.4. Awareness and Continuity

In addition to training, information notes, announcements and reminder campaigns are issued regularly to maintain employee awareness of ethical principles. The effectiveness of training and awareness activities is measured periodically and content is updated where necessary.

6. Entry into Force and Updates

This Guide enters into force on its publication date and is binding on all Duygu Construction employees and business partners. It is reviewed regularly and updated in line with changes in legislation, international standards, internal policies and practices. All updates are communicated to employees and business partners through appropriate methods and take effect immediately to ensure continuity of the ethics and compliance culture.