DUYGU CONTRACTING AND CONSTRUCTION INC.

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Compliance Policy

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1. Purpose and Scope

This Compliance Policy (the "Policy") has been prepared to ensure that Duygu Contracting and Construction Inc. and all group companies affiliated with and/or related to the controlling shareholders of this company comply in all their activities with applicable laws and regulations, international standards, and internal Company policies and procedures. The Policy aims to embed a culture of compliance at every level of the organisation, manage risks effectively and create an ethical, transparent and accountable working environment.

The Policy covers not only compliance with applicable legal obligations but also the adoption and continuous improvement of international best practices. Employees, managers, business partners and third parties are therefore required to act in accordance with the rules set out in the Policy.

The Compliance Policy serves as an overarching reference for all policies, procedures and processes implemented within Duygu Construction and provides the fundamental framework for developing an ethical, responsible and sustainable business model.

2. Definitions

Terms, words and expressions used in the Policy that are not otherwise defined under this heading shall have the meanings assigned to them under applicable legislation, relevant regulations and industry practice.

Duygu Construction: Refers collectively to Duygu Contracting and Construction Inc. and all group companies affiliated with and/or related to the controlling shareholders of this company. All such companies are collectively referred to as "Duygu Construction" under this Policy.

Due Diligence: The process of researching and verifying matters such as the identity, ownership and partnership structure, sectors of activity and countries of operation of parties before a contract is signed or a business relationship is established.

Compliance: Adherence to laws, regulations, industry and institutional standards, voluntary commitments and contractual obligations, as well as ethical standards accepted by society.

Compliance Risk: Risks such as legal sanctions, administrative fines, financial loss and reputational damage to which Duygu Construction and its employees may be exposed as a result of employees or third parties failing to comply with laws, regulations, ethical standards and Company policies and procedures.

Compliance Program: The systematic structure and processes established to ensure that Duygu Construction's activities are conducted in accordance with national and international legislation, ethical principles and Company policies. The Program includes preparing policies and procedures, identifying and managing risks, providing training, operating whistleblowing mechanisms, and conducting regular monitoring and audit activities.

Third Party: Any supplier, contractor, subcontractor, dealer, distributor, intermediary, representative or consultant acting in the name and on behalf of the Company.

3. General Principles

Duygu Construction regards compliance not merely as an obligation but as an integral part of its corporate culture. It therefore aims to integrate compliance principles into every stage of its activities, anticipate and control risks, and establish a reliable business environment.

The Company has established a corporate framework for systematically identifying and analysing risks, establishing appropriate control points, regularly monitoring the effectiveness of existing controls, keeping policies and procedures up to date, and taking necessary corrective action in the event of a violation. Corrective actions are implemented under the coordination of the Legal Department in cooperation with the relevant units.

When assessing compliance risks, Company-specific factors are considered, including the sectors in which the Company operates, the products and services it provides, countries, customers, business partners, third parties, interactions with public officials, and gift and donation processes. Duygu Construction has thereby established a comprehensive Compliance Program applicable at all locations and undertakes to minimise risks through that Program.

Compliance is a shared responsibility of all employees, not only of the relevant departments. Each process owner must identify compliance risks arising from their activities, minimise those risks and act in accordance with the Company's high ethical standards.

4. Compliance Structure

The Ethics and Compliance Committee is responsible for operating and overseeing the Compliance Program at Duygu Construction. Reporting to the Board of Directors, the Committee is the decision-making body for determining the Company's compliance strategies, assessing risks, approving and developing policies and procedures, and resolving critical violation cases. The Committee consists of the Legal Counsel, Financial Affairs Coordinator and Personnel Manager. It meets regularly at least twice a year and may also hold extraordinary meetings where necessary.

Day-to-day compliance processes are effectively managed by the Compliance Officer appointed by the Board of Directors. The Compliance Officer is responsible for decision-making, development, implementation, monitoring and oversight activities under the Compliance Program.

The Compliance Officer has no responsibility for the Company's executive activities and is an independent function reporting directly to the Board of Directors. This structure ensures that management remains continuously informed about compliance processes and that the Compliance Officer can act independently.

The principal responsibilities of the Compliance Officer are:

- monitoring the laws and international standards applicable to Duygu Construction and identifying in advance the compliance risks to which it may be exposed;
- implementing Committee decisions, preparing policies and procedures, and making them accessible to all employees;
- providing employees with regular compliance training and conducting awareness activities;
- receiving and assessing reports from within the Company and from third parties and, where necessary, reporting them to the Ethics and Compliance Committee;
- identifying compliance risks, monitoring control mechanisms and measuring their effectiveness; and
- coordinating independent review processes when required and reporting to the Board of Directors.

The principal responsibilities of the Ethics and Compliance Committee are:

- establishing the overall strategy of the Compliance Program;
- approving policies and procedures;
- deliberating on critical compliance violations and taking final decisions;
- evaluating the Compliance Officer's reports and approving action plans; and
- ensuring that a compliance culture is adopted throughout the Company.

5. Stages of the Compliance Program

The Duygu Construction Compliance Program consists of three principal stages within the framework of national and international regulations, ethical standards and internal Company policies and procedures:

- Prevention
- Detection
- Response

This approach aims not only to identify compliance risks but also to prevent them proactively and to manage any potential violation effectively.

5.1 Prevention

The first stage of the Compliance Program aims to prevent potential risks before they arise.

Risk Assessment: All business units identify the compliance risks they may encounter in their activities and implement relevant controls. The process is supported by annual risk inventory studies and updated periodically by the Compliance Officer.
Due Diligence Process: Identity, ownership structure, countries of operation, adverse-media and sanctions-list screenings are conducted for customers, suppliers and other third parties with whom a business relationship is to be established. This process is integrated with the Anti-Bribery and Anti-Corruption, Prevention of Money Laundering, and Sanctions and Export Controls Policies.
Training and Communication: Periodic training, information notices and reminders are provided to increase employee awareness. Employees are responsible for attending training, and failure to attend is assessed under the Disciplinary Regulation.
Policies and Procedures: Fundamental compliance principles are established through policies and procedures. Where national or international legislation changes or risk analyses identify new needs, the relevant documents are updated without delay and communicated to employees.

5.2. Detection

The second stage of the Compliance Program covers effective monitoring of risks and potential violations. Applicable laws, regulations and sanctions regimes are closely monitored and Company policies are updated accordingly. Periodic controls following due diligence conducted before establishing business relationships are also carried out to identify potential non-compliance and take necessary action.

5.3. Response

The third stage of the Compliance Program is activated when a violation or suspected violation is identified. Following prevention and detection activities, where established rules are not followed, the Compliance Officer investigates the matter promptly using a fair, independent, reliable and evidence-based approach. The collected evidence and the decision memorandum concerning the alleged non-compliance are submitted to the Ethics and Compliance Committee, which takes the final decision.

Employees must report any unethical practice they encounter or experience, and any conduct or statement contrary to legal requirements, to the Duygu Construction Whistleblowing Channel in accordance with the Duygu Construction Whistleblowing Policy.

Duygu Construction strictly prohibits retaliation against reporting persons and undertakes to protect whistleblowers.

6. Authority and Responsibilities

All Duygu Construction employees and third parties must comply with this Policy. Any situation conflicting with the rules set out in the Policy must be reported without delay to the Ethics and Compliance Committee.

The Ethics and Compliance Committee is responsible for communicating the requirements of the Policy to employees and establishing an internal control environment demonstrating that employees act in accordance with the Policy.

Where the laws applicable in countries in which Duygu Construction operates are stricter than this Policy, the applicable legal requirements shall prevail.

Employees who fail to comply with the Policy may be subject to various disciplinary sanctions, including termination of employment.

The Ethics and Compliance Committee is responsible for updating the Policy periodically in parallel with changes in legislation and Group processes.

7. Revision History

This Policy has entered into force following approval by the Ethics and Compliance Committee pursuant to the relevant resolution of the Company's Board of Directors. The Ethics and Compliance Committee is responsible for reviewing the Policy at least annually in parallel with changes in legislation and international standards and updating it where necessary.