DUYGU CONTRACTING AND CONSTRUCTION INC.

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Contract Management Policy

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1. Purpose and Scope

The Contract Management Policy (the "Policy") has been prepared to establish the principles governing the preparation, review, approval, execution, termination, retention and audit of all contracts signed by Duygu Contracting and Construction Inc. and all group companies affiliated with and/or related to the controlling shareholders of this company.

This Policy aims to ensure that Duygu Construction employees comply with applicable legislation, international regulations, ethical principles and Company policies throughout contract processes, and to strengthen the principles of transparency, accountability, traceability and effective risk management in such processes.

The Policy applies to all employees of Duygu Construction and the Group Companies. Group Companies may adopt stricter rules in light of the geography, sector and legal requirements applicable to their activities, but may not apply more lenient rules.

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 by which the organisation identifies third parties and verifies such identification using reliable sources; determines the ultimate beneficial owner in financial transactions; obtains ownership information for legal entities and identifies who owns them; obtains information about the type and nature of the proposed transaction; and continues all such procedures periodically after the business relationship has been established.

Ultimate Beneficial Owner: The natural person who ultimately controls a business and/or the person on whose behalf a transaction is conducted.

Contract: A document executed between two or more parties in which the parties express mutually corresponding consent within the scope of a business relationship.

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

3. General Principles

The fundamental elements of a contract include the existence of two or more parties, the parties' obligations, responsibilities applying for specified periods and general terms. Accordingly, a contract must include at least the following elements:

- The full and complete names, surnames and titles of the parties and their residential addresses and/or registered offices,
- The signatures of the parties,
- The subject matter and purpose of the contract,
- The term of the contract,
- Terms and conditions relating to termination of the contract,

- Where payment is to be made, the amount, currency, payment method and due date,
- The consequences of default,
- The obligations and responsibilities of the parties throughout the term of the contract.

4. Implementation Principles

4.1. Matters to Be Considered When Preparing Contracts

Employees preparing contracts must observe the following principles:

- Contract wording must be clear and understandable and must accurately reflect the purpose of the contract.
- The contract must form a coherent whole and must not contain contradictory or ambiguous provisions.
- Contracts must be prepared and retained so that each party holds one copy.
- The names, titles and addresses of the parties must be stated in full exactly as they appear on identity cards, trade registry gazettes or other official documents.
- Stamp duty and other legal obligations arising from the contract must be taken into account.
- Abbreviations used must be explained, and technical matters and the meanings of terms must be clearly stated.
- Each page of a contract must be initialled by the parties and the final page must be signed.

Within the framework of national legislation and international regulations, Duygu Construction attaches importance to clearly defining the mutual obligations of the parties in contracts concluded with employees, customers and all third parties. The following compliance provisions should therefore be included in contracts:

- Commitments regarding the prevention of money laundering and terrorist financing and the combating of bribery and corruption,
- Compliance with human rights, labour rights, environmental protection and occupational health and safety standards,
- The parties' obligation to comply with the Duygu Construction Code of Ethics and applicable policies and procedures,
- Express provisions granting Duygu Construction audit and termination rights in the event of a suspected compliance violation.

Human Resources is responsible for ensuring that these compliance clauses are fully included in employment contracts, while process owners are responsible for their inclusion in contracts with third parties.

4.2. Due Diligence

Due diligence must be conducted on third parties in order to obtain sufficient information about the parties with which Duygu Construction enters into business relationships and to ensure that those parties meet the Company's ethical standards. Due diligence must be completed before a contract is signed and repeated periodically throughout the term of the contract. This includes identifying the parties' ultimate beneficial owners, screening them against sanctions lists and conducting adverse-media searches using publicly available sources.

Duygu Construction assesses third parties based on their compliance risk level and determines the frequency of periodic review according to the relevant party's risk level.

4.3. Review of Contracts

Once contracts have been prepared by the relevant department, they are sent to the appropriate commercial and technical teams for review of their content. After the commercial and technical teams have revised the contracts, the Legal Department reviews them for legal compliance. A contract must not be sent to the counterparty before the Legal Department has approved it.

The Finance Department performs the financial review of contracts. The relevant finance team evaluates insurance and payment terms and the contract's financial efficiency.

The Accounting Department reviews and evaluates taxes and other financial obligations arising from the contract.

4.4. Identification, Classification and Retention of Contracts

Contracts must be classified, retained, archived and destroyed in accordance with the Duygu Construction Records Retention Policy.

4.5. Contract Confidentiality

Duygu Construction concludes its contracts in accordance with the confidentiality requirements set out in its internal policies. The principles for maintaining contract confidentiality are detailed in the Duygu Construction Information Confidentiality Policy. The Company ensures that access to contract information is granted to other personnel only to the extent required to fulfil legal and contractual obligations.

4.6. Termination of Contracts

Contracts may be terminated where due diligence or reports received reveal and/or establish a breach of any of the following:

- Agreed terms and conditions,
- The Duygu Construction Code of Ethics,
- Duygu Construction Policies,
- Contractual obligations and legal requirements relating to matters such as preventing bribery and corruption, international sanctions and combating money laundering.

5. Authority and Responsibilities

All Duygu Construction employees must comply with this Policy. If employees encounter a situation contrary to the rules set out in the Policy, they must report it without delay through at least one of the following channels:

- Ethics and Compliance Committee
- Legal Department
- Purchasing Department

The Ethics and Compliance Committee is responsible for communicating the requirements of this 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.

6. 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.