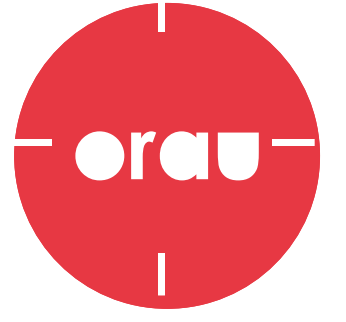


ORAU ORHAN OTOMOTİV KONTROL SİSTEMLERİ A.Ş.



# CODE OF ORAU BUSINESS ETHICS

# Foreword

My Dear Colleagues,

While doing our job as ORAU Orhan Otomotiv, we determine our priority to be in an approach that takes care of our environment, society and people. We care about creating long-term, sustainable benefit, producing, providing employment and being in a mutually beneficial and sharing cooperation with our development focus.

From our establishment to the present, working on the basis of integrity, honesty, responsibility, mutual trust and respect is at the core of our corporate culture. Naturally, It is the most fundamental responsibility of all of us to continue our work with our stakeholders, with whom we cooperate both internally and externally, by adhering to ethical rules.

It is of great importance for all of us that the ORAU Code of Ethics is adopted without exception and that it continues to guide us as a fundamental guide that reflects our company's values into practice. Therefore, on behalf of our Board of Directors, we would like to thank all of you for your sensitivity towards the implementation of our Code of Ethics. While doing our job, I would like to emphasize our confidence that you will carry our company to better points with the awareness of ethical responsibility.

Best Regards,

**Ayşegül Orhan**

Chair of the Board

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# I. OUR CODE OF BUSINESS ETHICS

## A. Integrity

Integrity and honesty are our core values in all our business processes and interactions. We act with integrity and honesty in all our relations with the employees and stakeholders.

## B. Confidentiality

Private and confidential information; it covers the information belongs to ORAU that might lead to a competitive disadvantage, trade secrets, financial and other information that has not been publicly disclosed, employee personal information and information within the framework of "confidentiality agreements" enacted with third parties.

As ORAU employees, we give utmost importance to protecting the privacy of our customers, employees and other associated individuals and companies and the confidentiality of their information. We protect confidential information regarding the activities of ORAU, use this information only for the purposes of ORAU, and share this information only with relevant authorized parties. We strictly forbid gaining any financial or commercial interest through disclosing confidential information belonging to ORAU. When ending our employment with the company, we do not take with us confidential documents, projects, regulations, etc. that were confined to us due to our position.

## C. Conflict of Interest

As ORAU employees, we take responsibility to avoid situations and relationships that involve conflict of interest. We do not use our present position to obtain any benefits personally or through our families and relatives, from people and companies with whom we have business relations. We do not engage ourselves in any business activity aimed to gain personal financial benefit outside ORAU which leads or may lead to conflict of interest. We refrain from using the name and power of ORAU and our ORAU identity to gain personal benefit. In cases of potential conflicts of interest, when we believe that interests of the relevant parties may be safely protected by legal and ethical methods, we adopt these methods. When in doubt, we consult our manager, the Human Resources Department, the General Manager or the Ethics Board.

## D. Our Responsibilities

In addition to our legal responsibilities, we give utmost importance to fulfill the following responsibilities our customers, employees, stakeholders, suppliers and business partners, competitors, the community, humanity, and to the name of ORAU.

**Question:** I bought cookies from the patisserie for a business meeting. I also bought my daughter's favorite chocolate bar for 2TL. The patisserie registered both items in the same receipt since I paid with my credit card. So, I had to submit this whole receipt for reimbursement as a business expense. Will this create a problem?

**Answer:** Yes, although the price of the chocolate bar is low, what you have done violates our principles. In such cases you should ask for two separate receipts in principle. If this is not possible, deduct your personal expenses from the total of the receipt and only then claim reimbursement of business expenses.

## 1. Legal Responsibilities

We execute all our domestic and international activities and procedures within the framework of the laws of the country we are operating in and international laws; and we submit all required information to regulatory authorities and institutions in a correct, complete, clear and timely manner.

In executing all activities and procedures, we do not expect any benefit from, and keep an equal distance to all public institutions and organizations, administrative bodies, non-governmental organizations, and political parties; and we fulfil our liabilities with this sense of responsibility.

## 2. Responsibilities towards Customers

We adopt an approach which is focused on customer satisfaction and proactive in responding to customers' needs and demands in an appropriate and timely manner. We deliver our services on time and under the promised conditions; we approach our customers with respect, honour, fairness, equality, and courtesy.

## 3. Responsibilities towards Employees

We ensure the full and correct use of our employees' personal rights. We treat our employees honestly and fairly, and we are committed to a non-discriminatory, safe and healthy working environment. We make the necessary efforts for the individual development of our employees, support them to volunteer for appropriate social and community activities in which they will take part with the awareness of social responsibility, and observe the balance between business life and private life. ORAU recognizes and acknowledges the freedom of association of its employees in accordance with local laws.

## 4. Responsibilities towards Suppliers/ Business Partners

We act fairly and respectfully, as expected from a good customer, and take the necessary care to fulfill our obligations on time. ORAU will select suppliers/ business partners on the basis of total value, including quality, price and services offered. We approach all our suppliers and business partners with honesty, integrity and fairness. We carefully protect the

confidential information of the people and organizations we do business with and our business partners.

## **5. Responsibilities towards Competitors**

We compete effectively, only in areas that are legal and ethical, and avoid unfair competition. All ORAU employees must not collaborate with competitors to restrain competition in areas such as; price, credit terms, discounts, service, delivery, production capacity, product quality, or costs. Avoid unnecessary contacts with competitors. We always comply with local legal regulations regarding the pricing of the same product to different competing customers or the pricing that a customer will apply when selling the product, including terms and service guarantees.

We make sure that the information given to potential customers is accurate when submitting bids, preparing tender offers or negotiating contracts. Once the tender is won or the contract is signed, all agreements/contracts are executed in accordance with the terms of the contract. Once the tender is won or the contract is signed, all agreements/contracts are executed in accordance with the terms of the contract. Our employees who are authorized to engage in business dealings with governments and public institutions must have sufficient knowledge of the special rules applicable to public tenders and contracts.

We support all efforts to construct a competitive structure targeted within the society.

## **6. Responsibilities towards the Community, Society and Environment**

We are sensitive to the countries and societies in which we live, do business and carry out our international projects, and their customs and cultures, and we conduct our business within this framework. We do not accept gifts, products or services beyond generally accepted limits and do not pay bribes.

ORAU has a long-standing heritage of respect for our environment. ORAU employees work to minimize waste, prevent pollution, and conserve energy. Every ORAU facility/plant/office must have and comply with all permits and authorizations and abide by ORAU global environmental standards and requirements. All plant materials and wastes must be handled in strict compliance with all governmental and ORAU requirements including storage, labeling, handling, disposal, reuse, reporting, training, and record-keeping.

## **7. Responsibilities Concerning the "ORAU" Name**

Our business partners, customers, and other stakeholders trust us due to our professional competence and integrity. We strive to keep our reputation at the highest level. We offer our services within the framework of company policies, professional standards, our commitments and ethical codes; and we ensure to fulfill our liabilities. We aim to provide services in the areas where we believe we are and will be professionally competent, and we strive to work with customers, partners, and employees who adhere to the criteria of honesty and legitimacy. We do not collaborate with those impairing social ethics, and damaging the environment or public well-being.

We do not express our personal opinions, and only communicate our company's view in public, and in areas where we are perceived as representing our company.

When faced with complicated situations that may jeopardize ORAU, we consult first with the relevant personnel, following the appropriate technical and administrative consulting procedures.

## II. POLICIES SUPPORTING CODE OF BUSINESS ETHICS

### A. Conflict of Interest Policy

Employees of ORAU are required to avoid situations and relationships that involve actual or possible conflict of interest. It is the foremost responsibility of all employees to ensure that the company's resources, name, identity, and strength are not used for personal gain and to avoid situations that would negatively affect the organization's reputation and image. The following principles of practice establish the situations of conflict of interest that ORAU employees may encounter in their private lives while performing their duties or due to business relationships and define the principles to be applied in such situations.

### RULES OF PRACTICE

#### 1. Activities that Might Create Conflict of Interest

All ORAU employees are required to fully comply with the situations which are defined below as activities that might create conflict of interest, and the below established principles. ORAU employees undertake the necessary efforts to encourage other employees to abide by these principles.

#### I. Engaging in Activities that Might Create Conflict of Interest

Employees shall in no way enter a business relationship with their family members, friends, or third parties that offers them reciprocal or non-reciprocal benefit.

For example, an employee with purchasing authority should avoid doing business with a supplier where a family member is employed. Exceptional circumstances require the knowledge and approval of Chair of Board. In the same respect, Company employees should also be careful against possible conflict of interest that may arise due to family members working for the competitor.

ORAU employees should not engage in activities that would directly or indirectly classify them as "merchants" or "tradesmen". Regardless of the name under which it occurs, it is essential that they do not work for another person and/or institution, either during or outside of working hours, in exchange for payment or similar benefits. However, employees may work for another person (family member, friend, other third party) and/or institution for a wage or similar benefit outside working hours, provided the following conditions are met:

- Does not create any conflict of interest with their current role in the company and the other practices of ORAU,
- Complies with the other business ethic codes and with the policies supporting these codes,
- Does not have a negative impact on their performance at the company,
- Written approval from management is obtained.

**Written Approval:** For the General Manager and all positions reporting to the General Manager, it is given by the Chairman of the ORAU Board of Directors with the opinion of the Ethics Committee, following the opinion of the manager he is affiliated with, and for other employees by the General Manager with the opinion of the Ethics Committee, Human Resources Director.

Employees of ORAU may not act as a member of the board or auditor in organizations other than the Group Companies without the approval of the ORAU management; and shall not accept positions with a competitor or companies with whom ORAU has business relations.



They may work at universities and non-governmental organization for social responsibility and charity purposes upon written approval of the management, as long as it does not hinder employee's responsibilities at the ORAU. Managers making employment decisions shall not employ their spouses, close relatives, and relatives of these people.

Employees may give speeches and write professional articles in topics that are not related to the company or its operations, and that are not in conflict with the company's policies. Approval of the Chairman of the company's board of directors or General Manager is needed to use ORAU name in these activities. Employees may personally offer financial or non-financial charity to third persons outside ORAU and may be active in charity organizations.

## **II. Professional Misconduct**

Any employee action that results in harm to the Company through the use of ones authority with neglect and for ones own and/or relatives' interest shall not be tolerated.

Employees shall not obtain direct or indirect personal benefit from purchasing and sales activities and contracts that the Company is a party to.

Employees may not engage in actions or conduct that is immoral, illegal, or that is in conflict with the Company discipline.

## **III. Utilization of Resources**

In utilizing resources in the name of the Company, the interests of the Company shall be considered. The Company's assets, resources, and personnel shall not be used outside the Company under whatever name, or for the benefit of whoever unless The Company's interests are ensured. All personnel shall abide by the principle of "economy on all resources".

Correct utilization of resources in the interests of the Company also requires proper utilization of time. During working hours, employees utilize their time effectively, and do not spend their time for personal business. Managers shall not assign personal tasks to employees.

In principle, guests and personal appointments are not welcomed during working hours.

Employees should conduct meetings and interviews with essential visitors in accordance with the subject of the visit, and within a reasonable time not disrupting the business flow.

## **IV. Relation with Other Individuals and/ or Organizations with Whom ORAU Has Commercial Relations**

Company customers, subcontractors, or suppliers, and individuals and/or organizations with whom the Company has commercial relationships cannot enter into personal business relationships, borrow money and/or goods/services for personal purposes, and cannot lend money and/or goods/services to individuals and/or organizations with whom the Company has commercial relationships.

The following factors should be considered in relationships with customers; even when the customer's benefit is concerned, no transaction may be conducted without the customer's knowledge and approval; and even when company's benefit is concerned, customer's vulnerabilities shall not be exploited and profit shall not be assumed through providing incomplete or incorrect information to the customer.

Employees shall not request or imply for gifts from any person and/or organization with which there is a business relationship, shall not accept any gifts, money, checks, properties, free holidays, special discounts, etc. that may put the Company under any obligation.



Personal aid or donations cannot be accepted from any person or organization having business relations with the Company. Under these circumstances, the Policy on Giving and Accepting Gifts shall be followed.

## **V. Relations with the Media**

In relationships with the media, all actions should be in accordance with the Company Communication Protocol.

Giving statements or interviews to any media organization, participating in seminars, conferences, etc. as a speaker requires approval from company's top management. It is against ORAU Code of Ethics to say that one is speaking on behalf of ORAU while expressing personal opinions in public places, during professional or cultural activities, or on different platforms (on social media, facebook, X, blogger, etc.) without the approval of the company. No personal gains shall be received from such activities.

## **VI. Representing the Company**

Any fees that are due because of work done in representation of ORAU in any association, in employers' unions and similar NGOs shall be donated to relevant institution or other channels as directed by the institution.

Payments made by third parties to ORAU employee for making a speech at seminars or similar services on behalf of Orhan Holding are also donated to the organization, or to channels as directed by the organization. These persons may receive awards, plaques, etc. with symbolic value given as commemoration of the day.

## **B. Giving and Accepting Gifts Policy**

Employees of ORAU and Group Companies shall refrain from accepting gifts or benefits that might influence their impartiality, decisions, and conduct; and from offering such gifts and benefits to third party persons and organizations. The rules of practice defined below, define the framework around exchanging of gifts between ORAU employees and third-party individuals and organizations with whom a business relationship exist, and establish relevant principles to be followed by employees in such situations. While modest gifts can contribute to making business meetings more humane and cordial, it is important to exercise discretion when it comes to any gift.

### **RULES OF PRACTISE**

1. ORAU employees are prohibited to receive any kind of benefits or gifts ("Gift"), with or without an economic value, that influence or might influence their impartiality, performance, and decision-making while carrying out their duties.

Except if,

- The gift is of symbolic nature; and
- The total value of the Gift received in each calendar year from each individual/company does not exceed US\$100/ or equivalent. Under any circumstances, employees shall disclose acceptance of the Gift to its line manager and consult the Company Ethics Committee with respect to situations where the offered Gift does not conform to the above requirements.

2. Receiving gifts or benefits implicitly or explicitly tied to any benefit is prohibited.
3. Receiving, giving, or suggesting bribes and/ or commissions is not acceptable under any circumstance. ORAU avoids improper payments. Bribes, kickbacks or other improper payments may not be offered or paid by any ORAU employee anywhere in the world. ORAU employees shall not accept any such payments either.
4. It is forbidden for ORAU employees to accept unrequited money or to borrow money from sub-employers, suppliers, consultants, competitors or customers; or to request or accept these people and/or organizations to pay their travel expenses, activity expenses, or similar expenditures.
5. Gifts and promotional material supplied by ORAU for customers, dealers, or other third parties in business relationships should be approved by ORAU top management. Distribution of approved gifts and promotional materials does not require an additional approval.
6. With the condition that the terms stated in Article 1 are met, ORAU may accept appropriate products and services as gifts; and products and services viewed appropriate for the culture of the recipient and ethical values may be given as gifts with the knowledge and approval of ORAU top management.
7. In exceptional cases where local culture requires exchange of gifts that are above the values established by company policy, these gifts may only be accepted in the name of the ORAU, and upon the approval of ORAU top management. In all cases, exchange of gifts should be done in accordance with local culture.

**Question:** We are persistently asked to make donations to public agencies in consideration for getting some public contracts. Are we allowed to make donations to such public agencies and reimburse such monies as business expenses?

**Answer:** Providing money under the name of a donation in exchange for obtaining a job is prohibited both by the laws and ORAU's Code of Ethics.

**Question:** I work in a managerial position in the Machinery Maintenance Department of my company. I am responsible for drafting the specifications for new machinery and spare parts. A new supplier sent me a stereo worth 750 dollars with the delivery of the first party of the machine tool we have ordered. How shall I proceed?

**Answer:** Call the supplier and thank them. Tell them that ORAU Business Ethics Rules and Gifting Policy does not allow you to accept such a gift even on behalf of the company. Then either send the gift back or donate it to a charity organization and notify the supplier.

**Question:** One of our suppliers who lives in another city visits our headquarters at least twice a month and insists on taking me out to lunch after our business meeting. I generally do not refuse him because he is a very nice person to talk with. My colleagues and line managers know that I get important information regarding the competition and market during these lunches. "Employees are allowed to receive entertainment, gifts and food in line with business goals of the company at standards that are acceptable according to customary business practices" according to the Gifting Policy. Thus, am I allowed to go out to lunch with this supplier?

**Answer:** The frequency of these lunches may be considered as beyond "standards that are acceptable according to customary business practices". Please provide him with our Gifting Policy and ask him to pay the cost of these lunches alternately.

### C. Protecting Confidential Information Policy

Information and 'know-how' are some of the most crucial assets that ORAU will use on its path to realizing its vision. Therefore, effective use of information, sharing it appropriately, and preserving its confidentiality, integrity, and accessibility are the joint responsibility of all our companies and employees. The compatibility of the management systems established, and processes implemented to manage information and its confidentiality is very important in maximizing the benefit of ORAU. Details of practices regarding this issue are defined in ORAU Information Security Policy and associated documents. The following rules of practice define confidential information for ORAU and establish the principles that the employees must embrace concerning confidential information.

#### RULES OF PRACTICE

Confidential information includes, but is not limited to, ORAU's intellectual property rights, such as trademarks, all kinds of innovations, including those written, discovered, developed, created, or implemented by staff, databases, printed communication materials, processes, advertising, product packaging and labels, as well as plans (marketing, product, technical), business strategies, strategic partnerships, and information related to partners, financial information, personnel data, customer lists, product designs, know-how, specifications, the identity of potential and actual customers, information related to suppliers, and any kind of written, graphic, or machine-readable information.

1. This information may not be disclosed to third parties unless so required by the Official Authorities or Regulations in which case the disclosing party shall first consult with ORAU as to the scope of expected disclosure and allow ORAU the opportunity to object to the disclosure in accordance with applicable laws.

2. This information may not be copied, destroyed or changed. Necessary measures are taken to preserve, store, and protect them. Modifications to the information are recorded with dates.

3. Confidential files may not be taken out from the Organization. For those confidential documents that have to be taken away from office, approval of the person responsible or of the top management should be obtained.
4. Passwords, user codes, and similar identifying data used for access to company information are kept confidential and not disclosed to anyone other than authorized users.
5. Confidential information belonging to the company is not discussed in food halls, cafeterias, lifts, transport service vehicles or similar public places.
6. Confidential information is classified in accordance with the degree of confidentiality, and this is clearly mentioned in the content of the information. ORAU employee know the degree of confidentiality of the information received in line with their duties, and act accordingly. In case where there is hesitation concerning the degree of confidentiality, higher level of confidentiality is adopted, and the relevant manager is consulted as seen necessary.
7. If for the interests of ORAU, sharing of company information with third party individuals and/or organizations is in question, a confidentiality agreement concerning information sharing is signed or a written pledge of confidentiality is received from the other party before the confidential information is disclosed, in order to ensure that these parties are aware of their responsibility in terms of the security and protection of those assets.
8. There shall be no unfounded statements and/or gossip made concerning individuals or organizations.
9. Wages/ salaries, side benefits, and similar personnel information reflecting the company policy and that is private to individuals is confidential and may not be disclosed to anyone other than authorized people. Information concerning personnel are delivered in a way as to be private to the individual. It is strictly forbidden for the personnel to disclose these to others, or to apply pressure on other employees to have this information disclosed.

**Question:** I work at the development department of the company. I have developed a training program, graphic presentation forms and questionnaires during my working hours and spare time with a view to facilitating and improving the activities of my department. Am I allowed to share these with friends working for other companies and take them with me to use in my new job when I leave the company?

**Answer:** No, you are not allowed to do that. All documents and forms developed by you regarding your job during your working hours or spare time (outside working hours) when working for a company are intellectual property of that company. When you are recruited by a company, you are paid in consideration for your knowledge, skills and creativity. You cannot share these documents with others or use them when you are transferred to another company without written consent of our senior management. What you create here is the property of this company.

**Question:** Traditionally employees working at the same department are curious to learn each other's salary increases at year endings. This is my first year in the company. My colleagues also ask me about my salary and the increase I received. Am I allowed to tell them about my salary?

**Answer:** Of course not. The Safeguarding Confidential Information Policy states that "Personal information of employees such as salaries, fringe benefits and the like that reflect the company policy and that are of private nature is confidential. Such information is provided to each employee in private. It is strictly prohibited for employees to disclose this information to others or to force others to disclose this information". Still, if you feel that you are forced to disclose such information, please contact the Human Resources Department or your line manager.

#### **D. Establishing and Preserving a Safe and Fair Working Environment Policy**

ORAU considers the establishment and maintenance of a fair working environment for its employees as one of its top priorities. The goal is to create a fair, respectful, healthy, and safe working environment in compliance with all relevant laws and regulations, with the aim of enhancing employee success, development, and commitment. The following principles of practice establish the fundamental principles for creating and maintaining a fair working environment at ORAU.

##### **RULES OF PRACTICE**

1. ORAU practices are in accordance with all current laws and regulations concerning employment and working conditions. ORAU employees fulfill all legal requirements within the context of their activities, and act in accordance with legislation.
2. ORAU human resources policies and practices ensure that all employment practices including recruitment, promotion-transfer-rotation, compensation, remuneration, social benefits, etc. are fair.
3. ORAU is an equal opportunity employer. Any discrimination among employees within the organization based on language, race, colour, gender, political opinion, creed, religion, sect, age, physical challenge and similar causes are not tolerated.
4. No employee may demand any privilege based on a different gender, religion, language, race, etc.; no one shall be privileged and be subject to special treatment. Giving or obtaining concessions because of differences in gender, religion, language, race, etc. is not accepted.
5. ORAU will comply with all applicable employment laws. It will not employ children under the age of sixteen even if such conduct is legally permissible, unless such employment is part of a valid apprenticeship or work-study program.

6. A positive and harmonious work environment is established within the ORAU to promote cooperation, and people with different creeds, beliefs, and opinions are enabled to work in harmony. A healthy and safe physical working environment and conditions shall be established for all employees. Accidents or injuries on the job, and environmental and safety concerns, should be reported to the supervisor immediately.

7. ORAU will also not utilize any forced or similar involuntary labour. ORAU is committed to wage and benefit levels that address the basic needs of its people in light of local conditions. ORAU abides by all applicable laws related to limits on regular and overtime working hours and compensation.

8. Private lives and personal spaces of employees are respected.

- Communications between individuals may not be violated by non-parties.
- Even if recorded legally, it is forbidden to give/ distribute/ obtain personal data illegally.
- Personal information concerning personnel which are basis to and continuity of the employment relation may not be used outside their purpose and context or shared with third persons without the individual's consent.
- Private and family lives of all employees are respected.

**Question:** The observation that female employees tend to leave their jobs due to family reasons after working for a while is noted. The problems arising from the unexpected departure of female employees, whom the company's senior management has invested significant effort in training, are evident. For these reasons, I am considering not placing female employees in roles with long-term development plans. Can my behavior, based solely on rational reasons and for the sake of job efficiency, be interpreted as discrimination?

**Answer:** This kind of action is definitely discriminative. "Human resources policies and practices of Orhan Holding Group ensures that all recruitment, promotion-transfer-rotation and salary procedures are performed fairly". It is unacceptable to engage in discriminating behaviour on the basis of gender or otherwise within the organization of the company.

## E. Protecting Privacies of Employees, Harassment-free Working Environment

In addition to all privacies of employees, physical, sexual, and emotional privacies are also protected.

- Violation of employees' privacies through any form of harassment or mobbing in the workplace or in any other environment gathered for work purposes is against the laws and ethical codes; and ORAU will in no way tolerate this offense. The goal here is to enable employees to work in a harassment free environment.
- Violating an individual's physical integrity by sexual advancements and/or sexually harassing an individual verbally without physical contact is defined as sexual harassment. Accordingly, it is forbidden to display any behaviour that can be defined within this context.
- Furthermore, persons who display a negative attitude or behaviour towards those that file a harassment complaint/notifications or towards those who cooperate in such an investigation shall similarly not be tolerated.

## F. Violence in the Workplace, Abuse of Substances & Alcohol, Carrying Weapons

- Providing a safe, healthy working environment and conditions for all employees is our priority.
- It is forbidden to come to work under the effect of alcohol or substances altering behaviour (drug) as well as to hold, consume, offer or give for whatever reason any of the above mentioned at work and in the workplace.
- It's not allowed to use threats, intimidation or other violence at work, or to bring weapons – including those carried for sporting purposes – onto company premises. (Except weapons authorized to the company security personnel).

## G. Safety, Health and Environment Policy

- **Safety and Health:** ORAU considers the safety and health of its employees as a core value. In addition, there are extensive local and national laws designed to promote a safe workplace. These laws are strictly enforced at ORAU. Extensive and continuous training and regular safety audits are essential for understanding and complying with safety laws.
- **Protection of Environment:** Governments at all levels and in many countries have enacted strict laws for the protection of the environment. Moreover, enforcement authorities have shown a strong tendency to enforce criminal laws against corporations and their employees for serious environment offenses. Environmental laws also govern several aspects of ORAU operations, especially those that might cause emissions of materials to air, land or water. Many incidents such as accidental releases and spills or newly acquired information indicating that chemicals used or produced may pose a



health threat, must be reported to government agencies. Also, many governments require advance notification before the Company manufactures or imports new chemicals. Extensive and continuous employee training programs and effective programs for auditing environmental performances is essential.

## RULES OF PRACTICE

1. ORAU shall adhere to the highest standards for the safe operation of facilities and the protection of our environment, our employees, our customers and the people of the communities in which we do business. ORAU shall strengthen its businesses by making safety, health and environmental issues an integral part of all business activities and by continuously striving to align its businesses with public expectations.

2. ORAU believes that all injuries and occupational illnesses, as well as safety and environmental incidents, are preventable, and our goal for all of them is zero. ORAU promotes off-the-job safety for its employees. ORAU assesses the environmental impact of each facility it proposes to construct and will design, build, operate and maintain all facilities and transportation equipment so they are safe and acceptable to local communities; appropriate and environmentally friendly as recorded in local legislation. ORAU shall be prepared for emergencies and will provide leadership to assist its local communities to improve their emergency preparedness.

3. ORAU will drive toward zero waste generation at the source. Materials will be reused and recycled to minimize the need for treatment or disposal and to conserve resources. Where waste is generated, it will be handled and disposed of safely and responsibly. ORAU will drive toward zero emissions, giving priority to those that may present the greatest potential risk to health or the environment.

4. ORAU aims for the most efficient use of coal, oil, natural gas, water minerals, and other natural resources. ORAU will manage its lands in a way that enriches the habitat suitable for wildlife.

**Question:** One of our colleagues recently retired from our company after working for years with strict loyalty and founded a consulting firm. He asked me to give him a copy of the questionnaire form, which was developed with intensive effort and input from him. This questionnaire is a classified document. How shall I proceed?

**Answer:** Our Code of Business Ethics includes Confidentiality. Information that provides a competitive advantage to our Group, and information systems that may cause a disadvantage if disclosed to the outside are within the scope of confidentiality. These pieces of information are used solely for ORAU's purposes, and we only share them with relevant individuals within the authorized permissions. This form, which has been created with great effort, constitutes company know-how and falls within the realm of confidentiality. If the form falls under ORAU's know-how, you should not provide it. If you are unsure about what to do, please discuss the matter in detail with your manager.

**Question:** An acquaintance of mine, working for a sub-contractor of ORAU, told me that his employer does not pay social security premiums of his employees regularly and thus is able to quote lower prices. Can our company be held liable for unlawful practices of its sub-contractor? Shall I share this information with my company?

**Answer:** Yes, you must. Unlawful practices of this subcontractor might be detrimental to the reputation of our group. We cannot continue to work with companies, who, to the best of our knowledge, violate ORAU's Business Ethics Rules. ORAU "aims at working with business partners that meet integrity and legitimacy criteria".

### III. REGULATIONS TO BE ENFORCED

ORAU may conduct business in international markets and therefore, company operations might be subject to laws and regulations of different countries. When there are concerns about ethical practices in doing business in different countries, the regulations established in the country where the business is conducted should be followed as a priority. If complying with the regulations in the country and/ or countries of operation shall have adverse consequences concerning the ethical values adopted by ORAU, then we should seek solutions within our existing code of ethics and procedures.

## IV. RESPONSIBILITIES

### A. Responsibilities of Employees

ORAU-ETHICS and its relevant policies and procedures establish the ethical codes on how we should act and how we should do our jobs in detail. It is the primary responsibility of all employees to abide by these codes. Hence, all employees of ORAU have the responsibility to;

- Act in accordance with laws and regulations under all circumstances,
- Read ORAU Code of Business Ethics, learn, understand, internalize, and act in accordance with the codes, principles, and values therein,
- Learn the general and business-specific policies and procedures valid for ORAU,
- Consult their manager or Human Resources about potential violations concerning self or others,
- Urgently report potential violations by self or others; notify manager, Human Resources or the Ethics Board verbally or in writing either by disclosing ones identity or keeping it confidential;
- Follow the "Procedures and Methods to be Followed While Making an Ethical Decision" which is defined to guide behaviours and actions as to the codes and problem solving,
- Collaborating with the Ethics Committee in ethical investigations and maintaining the responsibility of keeping information about the investigation confidential.

### B. Responsibilities of Managers

ORAU managers have additional responsibilities, further to those defined for employees within the framework of ORAU-ETHICS. Accordingly, it is the managers' responsibility to;

- Create and preserve a company culture and working environment that promotes the ethics codes,
- Be a role model in practicing the ethics codes; educate their personnel on the ethics codes,
- Support their employees in expressing their questions, complaints, notifications concerning the ethics codes,
- Offer guidance regarding what should be done when consulted, diligently consider all ethical concerns raised, and forward them to the Ethics Board at the shortest possible time when deemed necessary,
- Structure all work processes under his/her responsibility in a way as to minimize ethical risks and implement necessary methods and approaches to ensure compliance with the ethics codes.

### C. Other Responsibilities

- ORAU top management is responsible for effective enforcement of the ORAU-Code of Business Ethics or the company-specific Code of Business Ethics created within this context, and a culture to promote these codes.
- The Ethics Codes and all policies concerning the Code of Business Ethics are reviewed, revised and documented by the ORAU Human Resources Director upon the recommendations of the Ethics Board, and the revisions are announced to ORAU upon the approval of the Chairman of the Board of Directors.
- Human Resources Directorate has the responsibility to;

Providing employees with information about the Business Ethics Rules, conducting training at specific intervals to ensure the clarity of policies and rules, and maintaining continuous communication with employees on the subject of business ethics.

Ensure the newly employed personnel read the Code of Ethics, inform them in this subject, and ensure that they sign the Employee Declaration;

At the beginning of each year, ensure all employees sign the Business Ethics Compliance Form and update their declarations.

- ORAU managements, in cooperation with the Ethics Board, have the responsibility to;

Ensure confidentiality of complaints/notifications made within the framework of the Code of Ethics, and protect individuals after filing such complaints,

Provide job security for the employee who filed complaints/notifications,

Ensure that complaints and notifications are investigated timely and in a fair, consistent and sensitive manner; and resolutely take necessary actions against violations.

**Question:** My brother, who lives in Scotland, is coming to Türkiye this weekend and he will stay for a week. And I will stay at a hotel for a week for training. Is there anything against the Ethical Principles of the Holding if I, to soothe my conscience, lend him the car I was given by the company?

**Answer:** All resources allocated to the personnel by the company can be used based on local procedures and general policies. Vehicles, which are allocated to you by the company for your business and private use, cannot be given to people outside the company.

## V. RESOLUTION OF NON-COMPLIANCES WITH THE CODE OF ETHICS

Those who violate the Code of Business Ethics and/ or company policies and procedures shall be subject to disciplinary actions up to and including termination of employment. Disciplinary actions shall also be applied to those approving or directing inappropriate conduct and actions violating the ethics code, as well as to those who fail to raise a concern or report a possible violation that they are aware of.

### A. Ethics Board

The Ethics Board has the responsibility to investigate and resolve all complaints and notifications concerning violation of the Code of Ethics of ORAU and related policies. The Ethics Board reports directly to the Chair of the Board of Directors and is composed of the following position holders:

**Ethics Board Consists of two Members;**

**Chair: Ahmet Soner Güleç (Board Member)**

**Member: Cem Kabak (Board Member)**

### B. Working Principles of the Ethics Board

**The Ethics Board conducts its activities within the framework of the principles stated below:**

- Keeps the complaints/ notifications and the identity of the complainant confidential.
- Conducts the investigation with confidentiality as much as possible.
- Has the authority to request information, documents, and evidence concerning the investigation directly from the related department. May analyse all information and documents only within the subject limits of the investigation.
- The investigation process is recorded in writing. Information, evidence, and documents are added to the record.
- The record is signed by the chairman and members of the Ethics Board.
- The investigation is handled in urgency and resolved as rapidly as possible.
- Resolutions of the Ethics Board are executed immediately.
- Relevant departments and authorities are informed of the outcome.
- While discharging their duties, the chairman and members of the Ethics Board act independently of, and without being influenced by their department superiors and the organizational hierarchy. They may not be subjected to any pressure or suggestions on the subject.
- If deemed necessary by the Ethics Board, "expert opinion" may be sought, and experts may be consulted ensuring the confidentiality.

## VI. PROCEDURES AND METHODS WHILE MAKING AN ETHICAL DECISION

You should follow the steps defined below and ask yourselves the following questions as a guideline for deciding on an action plan.

### 1. Determining the Issue, Decision or Problem

- Have you been asked to do something that you think may be wrong?
- Are you aware of a situation, in ORAU or concerning its business associates, that may potentially be illegal or not in compliance with business ethics?
- Are you trying to make a decision but have doubts as to how you should behave in compliance with the business ethics?

### 2. Think Before You Decide

- Try to define and summarize the problem or your question clearly.
- Ask yourself why there is a dilemma.
- Think about the options and outcomes.
- Think who may be affected.
- Consult others.

### 3. Decide Upon an Action Plan

- Define your responsibilities.
- Review all relevant facts and information.
- Consult relevant company policies, procedures, and professional standards.
- Assess the risks and think about how you can reduce them.
- Try to define the best action plan.
- Consult others.

### 4. Test Your Decision

- Review questions that should be asked ethically.
- Review your decisions within the context of company core values.
- Make sure you have considered company policies, laws, and professional standards.
- Consult others and consider their opinions within the formulated action plan.

### 5. Proceed with Resolution

- Share your decision and its reasons with relevant people.
- Share what you have learned.
- Share your success story with others.

**Question:** There are colleagues in the company who ask me for my own password to access shared folders, because they have forgotten their passwords. Is it a problem to share my password with colleagues?

**Answer:** Yes, those passwords are personal. Any mistake made with your password will make you personally responsible. "Passwords for accessing company information, user codes and similar descriptive information shall be kept confidential and shall not be revealed to people other than authorized users."

**Question:** I believe that what my superior asks me is against company rules and moreover maybe against laws. I am hesitating to tell this to my superior. If I inform the Ethical Committee about this he/she will understand that it was me and I fear his/her reaction. What should I do?

**Answer:** There may be people that think or act wrongly. If you believe that what was requested from you is against our Business Ethic Rules or Policies or even laws share your suspicion properly with your superiors. Our rules and policies indicate that "People that are aware of any incorrect actions and conduct and do not make necessary notice will face the same sanctions to those carrying out the improper action or conduct." ORAU managements are responsible for guaranteeing the confidentiality of complaints or notices, which are carried out in the scope of Ethical Rules and to protect individuals after they make such complaints and notices in ORAU's principles and in cooperation with the Ethical Committee

**Question:** Last night, when I went to take the print out of my report, I've seen documents that had employee information including wages in the photocopy machine/printer. There were no others than me in the Office. I do not want to put anyone in trouble but I do not think that such information, including information about me, should not be left around. What should I do?

**Answer:** Ethical rules indicate that "Necessary precautions shall be taken to safeguard, hide and keep confidential information hidden." Put those reports in an envelope and give it to relevant authorities the first thing in the morning.

**Question:** I receive some e-mail messages containing useful and sometimes funny information about our competitors. May I share these with my friends?

**Answer:** Statements regarding legal or real person, the source or accuracy of which are not verified or hearsay information shall not be sent or distributed using the e-mail accounts of the company. Since they will be communicated through your corporate e-mail address, these kinds of messages might be detrimental to the reputation of our competitors or other companies that are mentioned in the content of such messages, even if they are correct. Additionally, you or the company might be sued by such companies or competitors. You are not allowed to communicate such "spam" messages through the e-mail system of the group.



**Question:** I work as the procurement officer of my company. My brother-in-law was appointed as the general manager of a company one month ago and now that company is willing to serve us as a supplier. That company had worked with us previously. How shall I proceed?

**Answer:** Our Conflict of Interest Policy prohibits employees from entering into a business relationship with their family members, friends or related 3rd parties, inuring mutual or unilateral benefits." Example: "An employee who is entitled to make procurement for the company shall avoid working with a supplier employing a member of his/her family member. Exceptional cases are subject to consent by the Chairman of the Board of Directors. You should explain the situation to your General Manager and shall not participate in the board that will decide on the issue.

**Question:** I work at the Project Management department of the company. My house needs some modification work. I learned that one of the companies that were recommended to me for this task provides modification services to our company. The owner of that company told me that he will carry out the modification work with utmost care for a very convenient price. How shall I proceed?

**Answer:** Our Conflict of Interest Policy stipulates that "It is prohibited to enter into personal business relationship with the customers, sub-contractors or suppliers of the ORAU or with other real or legal persons with whom the ORAU has entered into business relationships and to procure goods/services for personal use." You can accept that offer if the price quoted by the company is compatible with current market rates and if you are not solely authorized to place work orders with that company. We recommend you to notify your line manager about this business relationship in writing. If the price quoted by the company is way below market rates we recommend you to contract the work to another company.

**Question:** I plan to open a boutique with my spouse to sell products that are in demand in this neighborhood. I intend to make use of my talents that are not required at my job in ORAU. Is it against ORAU Rules to open this boutique which will be run by my spouse during working hours and to support my wife in running it?

**Answer:** Yes, it is, with the exception of circumstances stipulated in our Business Ethics Rules. "Employees are not allowed to engage in activities that will qualify them as "merchants" or "artisans", directly or indirectly, or to work in consideration for remuneration or other benefits within or outside working hours for any other person or company under any name whatsoever".

**Question:** I feel uncomfortable with the attitude of my line manager towards me. He asks me to go out for dinner and he speaks of extramarital relationships when we are alone. How shall I proceed?

**Answer:** Exposure of bodily inviolability of a person to sexual acts or to sexual jokes or expressions without physical contact is defined as harassment. Accordingly, all employees are prohibited to engage in any act that falls within this definition. Furthermore, anyone engaging in negative attitudes and behaviors towards individuals who have filed complaints or reports about harassment or who assist in the investigation during such a case will not be tolerated. If you believe that your line manager or another colleague engage in sexual acts that are considered as harassment, contact the Human Resources Department or the Ethics Board.

**Question:** I always complete the tasks assigned to me in a timely manner. However, my line manager is obsessed with untidiness of my desk. This is how I work. He/she started to intimidate me by threatening to report this in my personal file if I continue like this. I consider this behaviour as "violation of privacy" or "mobbing". What do you think?

**Answer:** You cannot consider insistence of your line manager to enforce company policies as harassment. Your manager is only asking you to observe company policies governing confidentiality and productivity as a person who is responsible for ensuring and maintaining efficiency and effectiveness at the workplace. Your line manager is responsible for keeping the books and documents of the company in an orderly manner, maintaining an effective archiving system and maintaining confidential information in accordance with the rules. Thus, you should consider the persistence of your line manager in enforcement of tidy desk policy as an official warning regarding your job rather than violation of privacy.

## VII. 4 ESSENTIAL QUESTIONS (ETHICS SIEVE)

### 1. Compliance with Standards

- Is this behaviour in line with laws, rules and traditions?

### 2. Fairness

- Is this behaviour well-reasoned and fair?

### 3. Impact

- Would this behaviour cause discomfort if it is known publicly?

### 4. Perceived Reality

- What kind of perceptions could this behavior lead to?

For questions or to raise any concerns regarding possible violations, you may directly contact the Ethics Board through the following e-mail, mail addresses:

**E-mail : [etikkurul@orau.com.tr](mailto:etikkurul@orau.com.tr)**

**Phone : +90 224 280 66 00**

**Address : Minareliçavuş Meşe Cd. No:6 16159 Nilüfer/Bursa**

