

CODE OF ETHICS



MANUAL

This manual aims to guide employees to act in compliance with the company's codes of ethical conduct and to ensure that the company's codes of ethical conduct are embraced by the customers, suppliers and other parties outside the company.

ESBAS

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A- OUR VIEW AND PURPOSE OF THE CODE OF ETHICS

ESBAS aims to contribute to the economy of the country and to be aware of its social and environmental responsibilities while ensuring satisfaction of all users and practice of values that are common to all internal and external stakeholders.

Courage, Perseverance, Excellence, Integrity, Commitment and **Innovation** are the primary values in reaching our targets. We strive to establish strong, transparent and sustainable relationships based on trust and mutual benefits with our stakeholders, in a perpetual effort to maximize the abilities of our stakeholders and, in particular, our employees.

Our employees are our most valuable assets. We are committed to creating a safe and healthy work environment that is cognizant of the personal and professional skills of our employees while promoting a balance between work and personal life.

ESBAS Code of Ethics is established to sustain the success of our company, to show how humanitarian values are reflected in our employees and to ensure economic, social and environmental sustainability. Our rules of business ethics are a statement of who we are and how we work. This code of ethics comprises all internal and external stakeholders of ESBAS.

ESBAS Ethics Committee is established to guarantee compliance with Ethical Values. The purpose of this Committee is to find a middle ground while preserving these ethical values, to avoid problems with a preventive approach in our relationships and to produce fair and reasonable solutions to any problems that may arise in the natural flow of life.

As we act in compliance with this code of ethics, we expect all of our stakeholders to embrace and practice these values as well.



B- CODE OF ETHICS

1-CODE OF ESBAS BINDING FOR ESBAS

A. HONESTY, SINCERITY AND RELIABILITY

ESBAS adheres to its principles of honesty and sincerity in its relationships with all stakeholders in doing business. ESBAS adopts an understanding of mutual trust in all business processes and relationships while reinforcing reliability by providing clear and accurate information to all parties.

B. CORPORATE INTEGRITY, CONSISTENCY AND IMPARTIALITY

ESBAS takes a consistent stand towards all of its stakeholders. ESBAS stands up for a business model that is based on mutual trust and reinforces this model with its impartiality. ESBAS does not discriminate anyone and abstains from bias.

C. TRANSPARENCY

ESBAS is transparent and clear towards its stakeholders, and acts within the framework of financial discipline and accountability. ESBAS shares the results concerning its development with the public.

D. CONFIDENTIALITY AND PRIVACY OF BUSINESS SECRETS

ESBAS accentuates the confidentiality of business secrets that might create competitive disadvantage, financial or other information that is not yet disclosed to the public, as well as all other information pursuant to “confidentiality agreements” with third parties. This information can only be used for purposes of the company and shared within the limits of specific Powers.

E. CONFLICT OF INTEREST

ESBAS refrains from all relationships or situations involving potential or real conflicts of interest. ESBAS takes notice of its stakeholders’ expectations and acquisitions and acts in accordance with win-win principle.

F. BUSINESS ETHICS AND BEHAVIORS

ESBAS adheres to the principles of mutual respect and trust in its bilateral relationships.

Business partners, customers and other stakeholders trust ESBAS by virtue of its Professional efficiency and honesty. ESBAS strives to keep this reputation at a maximum level.

ESBAS keeps to company policies, relevant standards, promises and rules of ethics in providing services and is devoted to meeting its obligations.



ESBAS tries to provide services in areas of its professional competency, and aims to work with customers and business partners who are in compliance with its criteria of honesty and legitimacy. ESBAS Works with organizations who are sensitive to the society, environment and social health.

G. EQUALITY OF OPPORTUNITIES

ESBAS is fair to all of its stakeholders and provides equal opportunities.

H. LIABILITIES

1. LEGAL LIABILITIES

ESBAS operates in line with the Free Zones Legislation as well as the other laws and agreements and presents full and accurate information to regulatory institutions and organizations. ESBAS treats all institutions, organizations, government bodies, non-governmental organizations and political parties equally with no expectation of any interests whatsoever.

2. LIABILITIES OF ESBAS TOWARDS EMPLOYEES

IDEAL WORK ENVIRONMENT

ESBAS aims to create a fair, respectful, healthy and safe work environment that is in compliance with all laws and regulations; and to increase the employees' performance, development and sense of belonging.

EQUAL OPPORTUNITIES

ESBAS offers equal opportunities to all employees, and does not discriminate on the basis of age, race, language, nationality, religion, political views, or physical or mental disabilities.

COMPLIANCE WITH WORK LIFE RELATED LAWS

ESBAS fulfills requirements of all laws and regulations related to work life.

FAIRNESS IN HUMAN RESOURCES PRACTICES

ESBAS is fair in human resources policies, recruitments, rotations, termination of contract, leaves, salaries, social benefits and educations.

TRANSPARENCY

ESBAS is transparent in all areas and practices regarding the employees as a whole. ESBAS can always justify employee related practices.

FREEDOM OF SPEECH

ESBAS gives all employees freedom of speech.



TAKING PART IN SOCIAL RESPONSIBILITY PROJECTS

ESBAS encourages its employees to take part in social responsibility projects and establishes the conditions for social responsibility project activities.

SOCIAL RESPONSIBILITY TOWARDS EMPLOYEES

ESBAS ensures that employee rights are exercised in a full and accurate manner. ESBAS is in a continuous effort for personal improvement of the employees and advocates work-life balance.

RESPECT

ESBAS creates an environment where employees are respectful to each other.

PROTECTING EMPLOYEES FROM CUSTOMER AND SUPPLIER HARRASSMENT

ESBAS contacts the relevant institutions for solutions should employees be subject to any sort of harassment or ill-treatment from customers or suppliers.

PROVIDING RESOURCES

ESBAS offers convenient and efficient resources to its employees and ensures proper utilization of these resources. ESBAS encourages and guides its employees to be economical and efficient.

PRESENTS

ESBAS gives rewards, presents and other gifts to its employees as specified in regulations and other documents.

PRIVACY

ESBAS respects the privacy of its employees' personal information (such as records, photos and home addresses) and does not share such information with third parties except for legal obligations.

SOCIAL LIFE

ESBAS strives to increase welfare levels of its employees through its policies and strategies. ESBAS also organizes activities to increase motivation and encourages participation in such events.

3. LIABILITIES TOWARDS CUSTOMERS

ESBAS answers the needs and demands of its customers as timely and accurate as possible and works in a customer-focused approach. ESBAS offers its services on time and under the conditions as promised. ESBAS treats its customers with respect, dignity, justice and courtesy.

4. LIABILITIES TOWARDS SHAREHOLDERS

ESBAS aims for sustainable profitability in line with its objective to create value and carries out the required analyses and audits for risk management. ESBAS has a sense of efficiency in management of the working hours and all resources of the company.



5. LIABILITIES TOWARDS SUPPLIERS/BUSINESS PARTNERS

ESBAS is fair and respectful in business relationships and is careful in fulfilling its obligations on time. ESBAS is scrupulous in protection of information that belongs to suppliers and business partners.

6. LIABILITIES TOWARDS THE INDUSTRY AND COMPETITORS

ESBAS competes effectively within the legal and ethical boundaries only, and avoids unfair competition. ESBAS does not use illegal or unethical methods or does not make unfounded or misleading statements to gain competitive power.

7. LIABILITIES TOWARDS THE ENVIRONMENT

In pursuit of “sustainable life, sustainable environment” understanding, ESBAS takes part in activities to prevent pollution, raise awareness of individuals and society to protect the environment and to maximally meet environmental standards. ESBAS also works to minimize the negative environmental impacts of all processes within the value chain.

8. CORPORATE AND SOCIAL LIABILITIES

ESBAS acts as a leader in economic development as well as improvement of social life, and fulfills its social responsibilities in education, environment, culture-art, health, sports and other areas.

a. GLOBAL LIABILITIES

ESBAS acknowledges the mutual effects of institutions, organizations and people on each other in terms of the economic, social, cultural, political and ecological equilibriums in today’s ever-changing world and acts with a sense of responsibility.

In all actions and decisions of ESBAS, human and environmental benefits come before profitability.

10. GIVING PRESENTS

ESBAS may give presents to external stakeholders with no expectations of something in return and only within the framework of the principles laid out by the company administration. These presents may not be used for relatives, families or friends.

11. WELCOMING GUESTS AND MAKING VISITS

ESBAS does not accept visitors who aim to influence company decisions and choices, and refuses any other visits with similar intentions. Similarly, ESBAS does not make visits with the same intentions of affecting third party decisions or choices.

2-ETHICAL RULES BINDING FOR EMPLOYEES

ESBAS employees;

A- BUSINESS ETHICS AND PROPER BEHAVIOR

- Act in compliance with the general rules of business ethics in their daily work lives.
- Are always accountable and responsible for their actions.
- Act in an understanding of mutual respect, trust and cooperation in their bilateral relationships.
- Follow the general rules of ethics in their personal relationships and behaviors.
- Do not – directly or indirectly – profit or borrow from third parties that are in direct or indirect relationship with ESBAS.



B- RELIABILITY

- Are righteous and honest in all business related processes.
- Are committed to being honest and reliable towards internal and external customers and suppliers.

C- CONFIDENTIALITY

- Do not disclose any information that is specified as confidential by ESBAS Administration.
- Do not disclose confidential and private information, commercial secrets, and undisclosed financial or other type of information or documents of ESBAS to third parties.
- Do not give information or documentation to third parties outside their province even if there is no harm in it.

D- RESPONSIBILITY

- Adhere to all legal regulations in their area of responsibility.
- Are respectful to the environment and try to minimize the negative environmental impacts of their activities.
- Provide full and accurate information to each other and to third parties; they do not cause other employees to make mistakes due to lack of information.
- Do not despise their colleagues' works, and they show respect.
- Avoid any behaviors or actions that might endanger the health of their colleagues.

E- SETTING AN EXAMPLE

- Set an example to other ESBAS or non-ESBAS employees with their behaviors and the way they perform their duties.
- Administrators at ESBAS support self-improvement of their employees.
- Employees discourage their colleagues from breaking the rules and getting involved in prohibited actions.

F- BORROWING AND LENDING RELATIONSHIP

- Administrators at ESBAS do not borrow money from their subordinates.
- Employees do not act against the code of ethics should they engage in a borrowing-lending relationship with each other.
- Employees do not engage in borrowing-lending relationships with customers and suppliers or the employees therein.

G- USE OF RESOURCES

- Employees are efficient in utilization of both natural and company resources.
- Use working hours efficiently and allocate minimum time for personal issues.
- ESBAS employees do not use other employees for their personal business and disrupt the works of the company without their consent during or outside the working hours.
- Personal use of the company resources are subject to the consent of the Director.

H- CONFLICT OF INTEREST

- Avoid any relationships or situations that may involve potential or real conflicts of interest.
- ESBAS employees cannot use their duties to gain personal benefit from people or institutions who are engaged in business relations with the employees themselves, their relatives or friends.



- Avoid using the name and power of ESBAS to gain personal benefits in a way that will harm the reputation of ESBAS.

I- EMPLOYEE-SUPPLIER RELATIONSHIP

Employees cannot purchase any products or services from their relatives regardless of the degree of their relationship. Service/product purchases are subject to a written permission of the CEO.

J- EXTERNAL RELATIONSHIPS

ACTIVITIES ON BEHALF OF ESBAS

Employees of ESBAS shall get the permission of the CEO, with the information of the Corporate Communication Department before they can speak to any media organization, give interviews, or attend seminars and conferences as a speaker. They are not to gain any personal interests through such activities.

Any payment to the ESBAS employees for speaking at seminars or similar services shall be donated to strategically convenient organizations for social benefits. Employees can accept symbolic awards, gifts and plaques in memory of the day.

PERSONAL BUSINESSES

Employees do not engage in personal businesses (education, consultancy, etc.) during working hours.

K- MAKING PROPOGANDA

ESBAS employees do not organize meetings for political or religious propaganda under the roof of ESBAS and do not engage in such activities.

L- RELATIVES

ESBAS employees related to each other do not work in superior-subordinate relationships. If such relationship comes into being afterwards, "rotation" can be considered as an option. If rotation is not an option, employment of one of the parties shall be terminated.

M- HIERCHICAL RESPECT

ESBAS employees are respectful towards their subordinates and superiors. Superiors are aware of the fact that they supervise and may instruct their own subordinates only. They may only receive information from the employees of other departments, however cannot give them instructions.

N- GOSSIP

ESBAS employees do not gossip and do not allow others to gossip.

O. ACCEPTING PRESENTS

ESBAS employees may accept presents of up to 250 TL financial value. Anything that exceeds the financial limit of 250 TL shall be reported to the Human Resources Department for their assessment. Presents are classified into four groups as:



- Presents allowed for personal use of the employee
- Presents allowed for use of the employee's department
- Presents allowed for overall use of the company
- Presents to be donated

ESBAS employees do not grant privileges to any individuals or institutions with whom they are engaged in business relations.

C- ETHICS COMMITTEE OPERATING PROCEDURES

A. METHODS AND PROCEDURES TO FOLLOW IN ETHICAL DECISIONS

Please answer the below questions before reporting a case to the Ethics Committee. If you can answer YES to at least one question, follow section B for reports to the Ethics Committee.

1. Did someone ask you to do something that you consider to be against ESBAS Code of Ethics?
2. Did someone ask you for something illegal?
3. Is one of your internal or external stakeholders acting against the code of ethics?
4. Is one of your internal or external stakeholders engaged in illegal activities?

Do you have doubts even though you have answered YES to at least one question?

1. Try to identify and write the case or the problem,
2. Read the Code of Ethics again. Is this case or problem mentioned in ESBAS Code of Ethics?
3. Question the reliability of the source of this information if you have not personally witnessed this issue, or if you have heard it as a rumor.
4. Submit your case to the Ethics Committee if you still have doubts.
5. Please follow section B for reports to the Ethics Committee.

B. REPORTING TO THE ETHICS COMMITTEE

Please fill out the ETHICS COMMITTEE CASE REPORT FORM, which is found on the ESBIS System, for questions or case reports. If computers are unavailable, please write a petition regarding your complaint or report and submit it to a member of the Ethics Committee.

It is essential that the applicants disclose their full names to make sure that the assessment of the Ethics Committee is based on objective evidence.

Electronic reports to the Ethics Committee are automatically sent to Human Resources Manager and Accounting Director as well.

If a member of Ethics Committee committed the violation, then the case should be reported to the other member. If the Chairman of the Executive Committee has committed the violation, the case should be reported to the Human Resources Manager. .

C. STRUCTURE OF THE ETHICS COMMITTEE

The Ethics Committee is responsible for investigating and resolving complaints or reports of ethical violations pursuant to ESBAS Code of Ethics. ESBAS Ethics Committee consists of three members:



- Human Resources Manager,
- Accounting Director
- Group Director of the department that the employee under assessment belongs to, or a counterpart

CEO and the company lawyer may act as a consultant to the Committee when required.

D. PRINCIPLES OF THE ETHICS COMMITTEE

The Ethics Committee operates within the framework of below principles:

- Reports and complaints are kept confidential.
- The Ethics Committee decides whether to accept or deny anonymous reports to the committee.
- Identities of the reporters or complainants are kept confidential.
- Ethics Committee has the authority to request and inspect all information, documents and evidences with respect to the relevant investigation.
- If necessary, the committee may consult to specialists in a manner that will not violate the principles of confidentiality.
- Ethics Committee is independent of the hierarchical structure.

E. ETHICS COMMITTEE ASSESSMENT MEETINGS

CEO summons the Ethics Committee for violations reported to the Chairman of the Executive Committee. Ethics Committee assesses the reported cases within no later than 5 working days and sends written feedback to both the applicant and the person claimed to be involved in violation. Should the Ethics Committee be unable to come to a final decision during this period, it reaches an interim decision providing its reasons and sends it to the applicant in writing.

The Ethics Committee meets every six months to review the working system in place.

F. APPROVAL AND IMPLEMENTATION OF ETHICS COMMITTEE DECISIONS

Decisions by the Committee shall be put into effect immediately. Pursuant to the relevant legal regulations and/or ESBAŞ Disciplinary Code, the Ethics Committee may impose a verbal warning, termination of contract and termination of the business relations with the external stakeholder, depending on the severity and degree of the case. CEO is notified of the situation and the reporter of the case is informed of the result in writing.

