



**FAYDASIÇOK HOLDİNG AND ITS COMPANIES
PRINCIPLES OF BUSINESS ETHICS**

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Letter from the President

Our Values

What is Business Ethics?

Who must comply with Principles of Business Ethics and Why?

Our Policies that promote Business Ethics

Conflict of Interest – Misconduct

Efficient use of Company's Resources

Accuracy in Financial and Commercial Records

Gifts, Entertainment and Hospitality

Protection of Confidential Information

Harassment and Physical Violence

Equality of Opportunity

Healthy and Safe Working Environment

Privacy

Our responsibilities toward our Stakeholders

Results

Our Ethics Board

Working Principles of Ethics Board



A. Naci Faydasıcok
Faydasıcok Holding
Chairman of the Board
of Directors

Dear Colleagues,

FAYDASIÇOK HOLDING and it's companies, since the day they were established, have always been a corporation that have internalized their VALUES in all business processes and relations and that have acted with a sense of responsibility. Complying with our VALUES that we have adopted in our relations with our stakeholders and law-abidingness has always been our basic principle in the formation of our corporate culture.

In accordance with our institutionalization process, we have gathered together our course of conduct that extend back a long time and put in writing under the heading "Our Business Ethics Principles". We believe that our Business Ethics Principles that aim to bring a behavior model that will be reflected on our entire stakeholder relations will be guiding us in all aspects of our business.

We believe that our corporate culture will be the greatest heritage we will be leaving to the coming generations. Acting in the light of these principles will bring us respectability and more important than law-abidingness, a working environment that incorporate mutual respect and cooperation.

With warmest regards,

OUR VALUES

Customer Orientation

In all sectors that we are operating, customer is our benefactor. Therefore, responding to our customers' current and future expectations, easing their lives and becoming their solution partner are our duties.

Competitiveness

We aim to provide more efficient and effective services in all areas of operation. Therefore, realizing high capacity and technological investments and using technology in all areas of activity are our targets.

Making a difference

Our disposition is being open to change, innovative and solution oriented. We aim to evaluate and realize opportunities in existing and different sectors and achieving success beyond expectations.

Reliability

Reliability among stakeholders is very important for us. Rendering reliability from business perspective with our product and service quality is one of our basic values. Moreover, fairness in our mutually reliable relations with our employees and customers is one of our basic principles.

Employee-Oriented Corporate Culture

Our most important resource is our employees. Supporting their training and development continuously is our duty. Enabling our employees to take initiative and become a solution partner and by doing so, keeping their satisfaction and motivation at the highest level is our course of conduct.

Contribution to Society

Our social conscience motivates us to support our employees' participation in social responsibility projects. Accordingly, our respect to the environment and enabling contribution to the society is our basic duty.

In brief;

BENEFITS FOR THE SOCIETY SHOULD BE A LOT.

WHAT ARE OUR BUSINESS ETHICS PRINCIPLES?

Business Ethics Principles are the basic principles that are based on the “VALUES” that were generated by Faydasıcok Family, during their business background since 1968. Its compulsory for all employees to internalize these values and adopt these principles.

Business Ethics Principles sets up the standards related to the actions that should be followed by employees working in accordance with “our values” as individuals with a sense of responsibility and provides a guide on how to approach to important ethical questions.

WHO MUST COMPLY WITH PRINCIPLES OF BUSINESS ETHICS AND WHY?

Employees of Faydasıcok Holding and its Companies are responsible for complying with the Principles of Business Ethics and the policies that promote them, with all laws and regulations and all policies and internal regulations prepared by our Companies. We also hold our suppliers for complying with the same.

Managers are responsible for conveying these principles to the persons they work together, for ensuring that they have comprehended them well and that they comply with them and for creating an environment where employees can freely discuss ethical and legal issues. In addition to the above, managers show the way how stipulated principles and policies will be followed, personally exemplifies with his actions in order to promote compliance with the principles, provides necessary training and guidance to team members to ensure their compliance with Principles of Business Ethics, listens to issues that are concerned about and supports those who bring forward such concerns. Ethical Board is responsible for the follow-up and supervision of the implementation, dissemination and internalization of our values and principles of business ethics.

OUR POLICIES THAT PROMOTE BUSINESS ETHICS

- **CONFLICT OF INTEREST – MISCONDUCT**
- **EFFICIENT USE OF COMPANY'S RESOURCES**
- **ACCURACY IN FINANCIAL AND COMMERCIAL RECORDS**
- **GIFTS, ENTERTAINMENT AND HOSPITALITY**
- **PROTECTION OF CONFIDENTIAL INFORMATION**
- **HARASSMENT AND PHYSICAL VIOLENCE**
- **EQUALITY OF OPPORTUNITY**
- **HEALTHY AND SAFE WORKING ENVIRONMENT**
- **PRIVACY**
- **OUR RESPONSIBILITIES TOWARDS OUR STAKEHOLDERS**



CONFLICT OF INTEREST – MISCONDUCT

We look out for and prevent situations where our personal interests and holding's interests conflict with each other.

We never establish personal lending-borrowing relations with parties that are directly or indirectly related to our duty. We do not take advantage of any personal interests from such parties or persons and we do not accept any interests offered to us by these parties or persons. We refrain from all types of action and behavior that can be considered as taking advantage for us or for relatives by using the name of our company, its resources, prestige or our position in the company.

We do not use the information we have obtained due to our duty and powers for the benefit of us or of our relatives.

WITHIN THIS SCOPE:

- Do I, or any person related to me is taking advantage of any benefit due to the relationship I have established with the parties that my company is making business with?
- Could the decisions I take at my company be affected?
- Do I feel any obligation due to the relation I have established with the parties my Company is making business with?
- How would I feel if any person from Faydasıcok Holding or its Companies hears about this transaction?
- How would other customers or suppliers evaluate this situation? Would they think that I am not acting neutrally and fair?

If the answer to one or more questions above is “yes” or “maybe” you might be breaching our Principles of Business Ethics. If you are in doubt, you can consult Faydasıcok Holding Ethical Board.

We avoid Conflict of Interest. We carry out our duties in line with the principles of accountability and transparency.

EFFICIENT USE OF COMPANY'S RESOURCES

We are responsible for maintaining and strengthening the name and prestige of Faydasıcok Holding and its Companies and using its resources efficiently. We refrain from appearances, behavior and action that might damage this responsibility and that could put us in a difficult situation. While performing our duties, we act with the conscience and responsibility of producing more than we consume and economizing.

WITHIN THIS SCOPE:

- As a general rule, we avoid personal use of Company's assets.
- We exert necessary prudence and effort while performing our duties. We take profitability and productivity principles into consideration. We refrain from all types of action and procedures that might cause a loss for the company.
- We refrain from inappropriate use of computer systems, corporate e-mail accounts and internet.
- During working hours we use time efficiently and productively.

The purpose of Company resources is aiding us to realize our business targets.

Company resources, including our time, that we use improperly or lavishly will do harm to all of us and Faydasıcok Holding and its Companies' financial and work performance.

ACCURACY IN FINANCIAL AND COMMERCIAL RECORDS

We prepare and save all types of reports, presentations, financial tables and footnotes that we disclose to the public and submit to authorities in full accordance with laws, regulations, our internal regulations and our Principles of Business Ethics in an accurate, understandable and transparent manner in connection with all important issues.

WITHIN THIS SCOPE:

- We do our share to ensure that our financial and commercial records are always accurate.
- We maintain our records in a secure manner and comply with the rules regarding record keeping and maintenance.
- We cooperate with our internal and independent auditors.

Please do not forget: If you have any doubts about financial accuracy, do not keep it to yourself. Evaluate the matter with your own manager or with our Ethical Board.

Accuracy is the most important element for a successful business and it represents the basic part of the sustainability of carrying out of a company's activities legally, fairly and efficiently.

Accurate record keeping and reporting will be reflected on Company's reputation and reliability in a positive way and enable the Company to fulfill its responsibilities pertaining to law and regulations.

GIFTS, ENTERTAINMENT AND HOSPITALITY

Our employees should not accept gifts or advantages that could affect their neutrality, decisions and behavior. Gifts that might be sent by parties that this rule is not within their knowledge should be refused by the related employee appropriately and related manager should be informed about the matter. It is also essential that no attempt should be exerted to give gifts or advantages that could create a similar effect on third persons or institutions.

WITHIN THIS SCOPE:

For our employees, accepting gifts and any type of benefits that affect or might affect their neutrality, performance and decision making during their work is forbidden.

Taking or giving bribes or commissions or offering of the same under any circumstances is not acceptable.

For our employees, accepting money from sub-contractors, suppliers, consultants, competitors or customers, whether unrequited or borrowed, or having them pay travel expenses, event expenses and cover similar payments is forbidden.

Type of promotion materials that may be given to third persons is determined by the upper management of the company. Obtaining a special permission is not required for the distribution of stipulated promotion materials.

Giving and taking gifts reciprocally, providing entertainment and hospitality may help development of relations, however, it may also lead to a conflict of interest between personal interests and professional duties.

PROTECTION OF CONFIDENTIAL INFORMATION

WHAT IS CONFIDENTIAL INFORMATION?

Including, but not limited with the following;

- Customer information
- Commercial secrets and know-how
- Strategic plans and business plans,
- Financial information
- Information regarding suppliers
- R&D studies
- Information about personnel's salary, fringe benefits, training and similar personnel information
- All types of information regarding facilities and production
- Undisclosed information about Faydasıcok Holding and Companies.

We might have access to private and confidential information about the holding and our companies, our colleagues, customers and suppliers. We use such private and confidential information only for professional purposes that are required by our job and duty in accordance with law and regulations and we share them only with authorized persons related to that particular matter.

- We do not disclose confidential information to third parties unless their disclosure is compulsory due to authorities or law and regulations.
- We do not change, copy or destroy confidential information. We take necessary precautions for careful retaining, maintaining and preventing becoming known of confidential information.
- We keep the passwords that we use for accessing information, user's codes and similar defining information confidential and we do not disclose them to any third person other than authorized users.
- We do not make any baseless statements regarding persons or organizations.
- Salaries, fringe benefits and similar personnel information that reflect company policy, which are our classified information, are also confidential and we do not disclose them to third persons other than authorities.
- We do not share commercially sensitive information that might interest competitors, including customer and product information.

Unauthorized disclosure of confidential information and its inappropriate use may hurt activities of Faydasıcok Holding and its companies, affect their operational and financial performance negatively and may damage its reputation.

Confidentiality and secrecy of all commercial and personal information related to employees, customers and suppliers of Faydasıcok Holding and its companies are essential.

HARASSMENT AND PHYSICAL VIOLENCE

Any behavior or action that could violate a right, or that would prevent us feeling ourselves valuable or distressful, especially any form of harassment or physical violence is not acceptable.

- Harassment or physical violence of any form is not acceptable for us.
- We do not intimidate and humiliate. We do not exhibit any behavior that would cause any person to feel threatened or insecure; including verbal assaults, threats and all types of hostilities, commination and offensiveness.
- We do not exhibit humiliating, offending, derogatory or intimidating behavior towards each other.

We all have the right to be respected and human dignity. This principle constitutes the basis of main form of working of Faydasıcok Holding and its Companies.

EQUALITY OF OPPORTUNITY

- We definitely separate our beliefs, vision of the world and political evaluations from our work environment and the duties and responsibilities of the work we are carrying out.
- Without making a distinction of language, race, color, nationality, gender, age, physical disabilities or other elements that are being protected by law and have equal opportunities of employment and development.

As employees of Faydasıcok Holding and its companies, we have the right to be treated equally and fairly, without any discrimination.

HEALTHY AND SAFE WORKING ENVIRONMENT

- We act in a manner that would promote vocational health and safety and environmental culture and we comply with these rules.
- We fight against unacceptable and potentially dangerous behaviors and we warn people who exhibit such behavior.

Most valuable value at Faydasıcok Holding and its companies is the employees. In line with this value, a healthy and safe work environment is provided to our employees.

PRIVACY

We all have the right to privacy.

- We respect the privacy and personal space of each other.

We all have the right to privacy.

OUR RESPONSIBILITIES TOWARDS OUR STAKEHOLDERS

OUR VARIOUS RESPONSIBILITIES

Our Responsibilities towards our Customers

In all sectors that we are operating, our customers are our patrons. With this point of view, we work with a work understanding that responds to customers' needs and demands at the soonest and in the most correct way. We provide our services on time and at the terms we have promised. Being fair in mutual trust relationship with our customers is one of our basic principles.

Our Responsibilities towards our Employees

Our most important resource is our employees. Therefore, protecting the personnel rights of our employees, supporting their training and development continuously is our duty.

Our Responsibilities towards the Society and Humanity

We act sensitively towards social matters and try to play a role in services for public interest. Taking a part in social responsibility projects together with our employees through HAFEV (Hasan Faydasıçok Education Foundation) activities represents our social conscience. Moreover, in line with our respect to environment, contributing to the society is our main duty.

Our Responsibilities towards our Partners

We primarily give priority to the sustainability of Faydasıçok Holding and its Companies and we aim profitability. Therefore, we act within the scope of accountability.

Our Responsibilities towards our Suppliers

We behave in a respectful and fair manner towards our suppliers and we act with necessary care and attention for fulfilling our obligations on time.

Our Responsibilities towards our Competitors

We aim to provide more productive and efficient services in the fields of our activities. We support studies directed to the attainment of competitive structure within the scope of competition act.

Our Responsibilities towards “Faydasıçok” Name

All of our stakeholders have confidence in us in virtue of our open-to-change, innovative and solution oriented approach. We try to keep our reputation at the highest level.

RESULT

It is not possible to define all forms of unethical behavior or illegal business processes and include them within the scope of Ethical Principles. Your most correct guides are your personal conscience, common sense, conventional wisdom and your understanding of unconditional complying with values and policies of Faydasıcok Holding and its Companies and law and regulations and obligations arising from contracts.

Confrontation, retaliation and bringing an action against an employee who reports a an action that is against Ethical Principles is definitely forbidden.

Infringement of law and regulations, Ethical Principles of Faydasıcok Holding and its Companies and other company policies or company procedures and internal regulations and rules might result with penal sanctions that could lead to the cancellation of your work contract. This also applies for the upper level managers who have overlooked such actions or who gave permission for such action or who have not realized preventive measures.

No individual working for Faydasıcok Holding and its Companies may bring forward as an excuse that he or she has committed an illegal or inappropriate behavior that is against Ethical Principles in line with the orders of any upper level manager.

OUR ETHICAL BOARD

Ethical Board is responsible for investigating and solving complaints and notices regarding the violation of ethical rules within the scope of Faydasıçok Holding and its Companies Business Ethics Principles.

Ethical Board that will be working under Faydasıçok Holding Board of Directors consists of the person at the following positions:

President - Chairman of the Board of Directors

Member - General Manager of the related company

Member - Chief Financial Officer (CFO)

Member - Legal Consultant

Member - Internal Auditing Manager

Member - Human Resources Manager

WORK PRINCIPLES OF THE ETHICAL BOARD

Ethical Board carries out its works in the framework of the principles stipulated below:

- During the examination of the possible violation of business ethics principles, no action of any kind may be made against the person who have made a notice of violation or who participates or assists the investigation (saving for the situations in which the notice itself or the information provided was deliberately wrong).
- Notices and complaints and the identification of the persons who made the complaint are held confidential.
- Members of the ethical board will not participate in board meetings if the violation is related to their person or their department.
- Investigation is carried out in secrecy and confidentiality rules to the extent it is possible.
- Ethical Board is authorized to demand all related information, documents and evidence from the existing unit directly.
- Investigation process is written to minutes from beginning to the end. Information, evidence and documents are attached to the minutes.
- Minutes is signed by the president and members of the board.
- Related departments and authorities are informed about the result.
- Ethical Board submits a report to the Board of Directors once in every 3 month period under normal circumstances and instantly in extraordinary circumstances.
- President and members of the ethical board act independent of the organizational hierarchy and without any impressionability while performing their duties on a subject. No pressure or inducement may be exposed to them about the subject.
- Ethical Board may request an expert opinion if considers necessary and may make use of experts after taking necessary precautions to ensure that confidentiality principles are not violated during investigation.



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WHAT SHOULD I DO IF I SUSPECT THAT PRINCIPLES OF BUSINESS ETHICS ARE BEING VIOLATED?

We must convey our doubts regarding the violation of law and Principles of Business Ethics and policies that support them, especially findings related to misconduct (theft, bribery, commission, etc.) to Ethical Board.

Mail Address: You can send to the below address, for the attention of Ethical Board.

TOSB Otomotiv Yan Sanayi İhtisas Organize Sanayi Bölgesi,
1. Cad. No:17, Şekerpınar - Çayırova – Kocaeli

COMMUNICATION
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