



# DOĞAN GROUP

## CODE OF ETHICS



## 1. SUBJECT AND SCOPE

Code of ethics includes the principles that our employees have to comply with when they do their duty and other principles regarding work order. The purpose of these principles is to outline the basic rules that must be adhered to and prevent any conflicts of interest that may arise between employees, business partners, customers and our company.

## 2. CORE PRINCIPLES

Managers and employees must ensure that they carry out their daily activities and dealings with others in compliance with the basic principles mentioned in this document to maintain the reputation of the Doğan Group and its shareholders. In circumstances not covered by these rules, our employees must not neglect their duties of care and loyalty.

Code of Ethics is grouped under three main headings in this document:

- Conflicts of interest
- Relations with shareholders
- Flow of information

## 3. DEFINITIONS AND ABBREVIATIONS

This section briefly explains the special terms and phrases, concepts and acronyms mentioned in this policy.

- 3.1. Doğan Holding** refers to Doğan Şirketler Grubu Holding A.Ş.
- 3.2. Doğan Group** refers to the Doğan Şirketler Grubu Holding A.Ş. and its affiliates, subsidiaries as well as its business partnerships
- 3.3. Senior Management** refers to the Doğan Holding Executive Board, Chief Executive Officer, and C Level Managers (General Manager in case our associates are not represented by such high level management).
- 3.4. Document** refers to the procedures and all kinds of other similar texts which contain the policies, regulations, procedures and work processes of Doğan Holding and which are accessible to the relevant employees.
- 3.5. Name of the Document** refers to the topic of the document.
- 3.6. Employee** refers to Doğan Group personnel.
- 3.7. Service Provider** refers to the employee of the company which provides services to Doğan Group and/or which Doğan Group provides services to (supplier, subcontractor, customer, etc.)



## 4. ROLES AND RESPONSIBILITIES

### 4.1 Board of Directors

The Board of Directors is responsible for the supervision of the establishment and enforcement of the reporting, inspection and enforcement mechanisms put into place in case of failure to comply with the policy, rules and regulations.

### 4.2 Executive Committee

Our Code of Ethics has been approved by the Executive Committee. The Executive Committee is responsible for preparing, developing, executing and, where necessary, updating the policy.

The Executive Committee is responsible for

- a. taking the necessary measures to ensure the compliance of employees with the principles of this policy,
- b. reporting to the Internal Audit Department for the review of matters contrary to the policy,
- c. taking the necessary measures to ensure the compliance of the external service providers and business partners with the policy.

### 4.3 Vice Presidency of Human Resources

Vice Presidency of Human Resources is responsible for preparing, developing and updating this policy. The Vice Presidency of Human Resources reviews this policy, when necessary, in terms of its actuality and need for development and makes suggestions to the Senior Management.

Vice Presidency of Human Resources is responsible for executing this policy and working to develop it, where necessary.

### 4.4 Doğan Group Employees

All Doğan Group employees are responsible for

- a. adhering to and complying with the Doğan Group policies, regulations and procedures,
- b. working in accordance with the legislation in force,
- c. reporting any conduct, activity or practice contrary to the policy to the Internal Audit Department.

### 4.5 External Service Providers and Business Partners

External Service Providers and business partners must comply with the principles of the policy and other relevant regulations. All relations are terminated with non-compliant persons and/or institutions.



#### **4.6 Directorate of Information Systems**

Doğan Holding Information Systems Manager is responsible for publishing the prepared document on the corporate portal.

#### **4.7 Vice Presidency of Corporate Communication**

Doğan Holding Corporate Communications Manager is responsible for the in-house distribution of the prepared document.

#### **4.8 Directorate of Investor Relations**

Within the framework of this policy, the Directorate of Investor Relations is responsible for regulating the relations between the corporate investors, portfolio managers, analysts, current and potential investors of the Doğan Group and for carrying out public disclosure practices in a transparent way notifying all the concerned parties simultaneously. The Head of Doğan Holding Investor Relations is responsible for publishing the prepared document on the company website.

### **5. PRINCIPLES OF IMPLEMENTATION**

#### **5.1. Conflict of Interest**

The basic principles on the conflicts of interest and the management thereof have been provided below.

- Our employees may not use their duties and powers for their own, families' or 3rd parties' benefits to gain personal and private interests in any manner whatsoever.
- Our employees may not accept direct or indirect gifts and obtain benefits in relation with the company business, and accept debts from persons or companies that the company has business relations with.
- Our employees may not give gifts, or provide benefits, to third parties and entities which will influence their impartiality, decisions, and behaviors.
- The resources and the means of the company may not be used for the purpose of supporting political activities; no political activities may be carried out at the company, no donations may be made to political parties or the candidates thereof, and political campaigns may not be supported.

The details about the articles listed above are presented below.

##### **5.1.1. Gifts Allowed To Be Given**

Employees must make sure that the gifts to be given to parties with which we have business relations are in line with the rules set forth in



this document. The below rules have been identified for the gifts that may be given accordingly.

- The basic rule here is not to make any amount of payments in cash, or give gifts that can easily be converted into cash. However, as per our traditions and customs, the gifts that our employees may give due to private or general celebrations (weddings, engagement ceremonies, birthdays, etc.), in accordance with their status and position are outside of this scope.
- The value of the gift given may not exceed 500 TL. The approval of the most senior executive of the department is required for exceptions.
- The gifts given must not be for affecting the impartiality, decisions, and behaviors of the other party with regards to any business dealing, agreement, or bureaucratic transaction that the company is involved in.

#### **5.1.2. Gifts That Can Be Accepted**

Our employees may not ask for any personal payments or gifts from 3rd parties that have business dealings with the company, nor may act in a manner as to imply such requests. Provided that the rules of honesty and good intentions are complied with, gifts may be accepted only as per the following rules.

- Our employees may not accept payments in any manner and quantity whatsoever. This includes instruments that can easily be converted into cash (gift cheques, etc.).
- Gifts may be accepted provided that they are not payments that they do not exceed 500 TL, are not related with any business or agreement that concerns the company, and that it is clear that they are not given for the purpose of influencing our employee.
- In case they encounter non-cash gifts or offerings the value of which exceeds 500 TL, the employee should not accept such gift as a principle. However, exceptionally, in case of a gift that is presented in such a manner and reason as to not lead to a conflict of interest, such gifts may be accepted with the written approval of the management. Written approvals are obtained from the most senior executive of the relevant department of the employee. Approvals indicating that the gifts may be accepted must be kept by the party obtaining the permission.

#### **5.1.3. Gifts That Can Be Given to Public Officials**

When an employee wishes to give gifts to any public official or public employee, action must be taken as per the current decision



of the Ethic Committee of the Prime Ministry at the address of <http://www.etik.gov.tr>

#### **5.1.4. Business Lunches and Dinners**

When inviting someone for, or attending to, a lunch or dinner invitation, employees must be careful to ensure that the invitation is suitable for the purpose. As a principle, an invitation extended as a business lunch/dinner must be at a location that is suitable for the concept of a business lunch/dinner, and the positions of the attendees.

#### **5.1.5. Activities of Political Content**

Doğan Holding respects the rights of the employees to individually take part in political events; however those who take part in political events must clearly specify that they are not representing the company. The following are expected from our employees who take part in political events:

- To clearly reveal the fact that they are not representing the Company in any manner whatsoever.
- To absolutely avoid from using Company resources in fulfilling or supporting personal political activities (including Company time, telephones, papers, e-mail and other assets).

#### **5.1.6. Sideline/Second Jobs**

Company employees may not work at a second job with remuneration neither during work days, weekends, national holidays, and general holidays, nor during their annual paid leave days. The Human Resources Department shall be informed for the works carried out in return for royalties through cultural, artistic, or scientific work.

Furthermore, in case our employees receive an offer that requires them to receive remuneration, such as consultancy, or a similar position, or in case they hold direct or indirect shares at a company, they must obtain the written approval of the Chief Executive Officer.

In addition, our employees may carry out volunteer activities in such a manner as to not disrupt their duties and responsibilities at the company (charities, foundations, or non-government organizations, etc. founded legally). However, they may not use corporate titles and positions during the course of such activities.



### 5.1.7. Personal Investments

When our employees are managing their personal investments, they may not make personal investments with the shares of the companies or other investment instruments, which will create any possible conflict of interest with their duties and responsibilities at the company.

## 5.2. Relations with the Stakeholders

The basic principles that the employees must take into consideration with regards to their relations with each other, business partners, customers, suppliers, etc. stakeholders are listed below.

- The principles of honesty, trust, consistency, professionalism, long term relations, and respect for mutual interests are regarded in relations with the customers, suppliers, and other persons and organizations that the company has business relations with.
- The objectives are superior quality, and meeting the needs and expectations of the customers fully with regards to services and products.
- Competitors' products may not be slandered, and misleading advertising is not allowed.
- In Human Resources Management, no discrimination is allowed due to race, ethnic origin, nationality, religion, and gender; equal opportunities are offered for people under equal conditions; performance and efficiency are taken as the basis for remuneration and promotions, and an "open door policy" is embraced.
- The employees are offered a secure and healthy working environment, and an opportunity to develop their careers at the work place.
- Sensitivity for the protection of environment and natural life, consumer rights, and public health as well as compliance with the regulations thereon is essential.
- Known or suspected breaches of the code must be presented for the attention of the Department Manager or the Human Resources Management prior to taking any personal measures.
- Employees must dress in a manner that is suitable for business environment, simple, and elegant, and they must absolutely avoid from clothes that are not in line with the seriousness of the company, and that represent a certain political, religious, or a social view.



- Employees only regard the interests of the company with priority rather than individual and family concerns when making business related decisions. Furthermore, in case of encountering an uncertainty at the decision making stage, the priority should be given to public welfare.
- Employees shall exercise maximum care with regards to company expenditures, and act with an awareness of savings and costs. They shall also exert maximum efforts for the protection of the Company assets.
- Unless expressly authorized, employees may not undertake any commitments, and make statements on behalf of the company.
- Company activities are carried out taking into account the legislation in effect, the articles of association of the company; internal regulations, and the policies created. The deadlines and other restrictions set forth in the information requests received from the public authorities are complied with.
- Employees carry out their duties in an equitable, transparent, accountable, and responsible manner.
- Mutual respect, trust, and cooperation are essential in relations between employees.
- All employees fulfill their responsibilities to protect and further the prestigious image of the company. Accordingly, all employees ensure that their personal attitude and behavior are in compliance with the law and the general code of ethics.
- The Company is sensitive about its social responsibilities. It complies with the regulations concerning the environment, consumers, and public health. The Company supports and respects internationally recognized human rights. It fights with all sorts of corruption, including dishonesty and bribery.

#### **5.2.1. Communication**

Giving wrong, misleading, and exaggerated information during contact with our customers or other organizations should absolutely be avoided.

#### **5.2.2. Media Researches and Interview Requests**

Any and all kinds of interviews or disclosure requests to be used in the media shall be coordinated and replied as per the written "Public Disclosure Policy" of the Company.

Employees may not make any disclosures to any media, written, verbal, or visual, on the relevant topics with regards to the





company, without the permission of the Chief Executive Officer or the Chairman of the Board of Directors.

Speaking, presenting documents, or becoming a panelist in meetings held by others, such as congresses, conferences, and seminars; require the written approval of the most senior executive of the relevant department. Likewise, no articles, writings, or pictures may be prepared using the titles at the company, without approval.

### **5.2.3. Pricing**

For the pricing of all products and services delivered by the company, our employees are obliged to comply with the internal regulations as well as the relevant legal obligations. Compliance with the rules set forth in this document hereby as well as the reputation of the company is taken into consideration with regards to pricing.

### **5.2.4. Complaints of Customer**

Any and all complaints of our customers with regards to corporate products and services must be directed to the required channels in order to ensure a fast and proper solution. Any and all serious and extraordinary complaints, which may affect the reputation of our Company, must be conveyed to the Executive Committee through the relevant Department Manager without delay.

### **5.2.5. Legal Requests Regarding Stakeholders**

Information requested by the competent authorities regarding stakeholders may only be given with the approval of the Legal Consultancy.

### **5.2.6. Transactions Against the Competition Law**

Under any conditions our employees may not, act in a way, or be involved in agreements, with the competitors that may create a dominant position in the market or that may influence the pricing and the marketing policies, and that may violate the competition regulations. In case of uncertainties, action shall be taken pursuant to the opinions of the Legal Consultancy.

### **5.2.7. Legal Matters**

In case our employees are involved in a penal or an administrative interrogation, taken under custody, arrested, taken into interrogation or convicted due to any reason whatsoever (to be heard as witnesses or as the accused party), they must inform their



Managers and the Human Resources Management in written, or in cases that is not possible, verbally. The Human Resources Management shall inform the Legal Consultancy, and where necessary, it will be ensured that they receive the support of an Attorney.

### **5.3. Flow of Information**

#### **5.3.1. Security of Information**

All company related information is subject to the principle of confidentiality, and it is forbidden to convey such information to 3rd parties and trade such information. Accordingly;

- Any and all kinds of company information as well as the personal information of the employees, customers and business partners are kept confidential.
- Employees may not disclose any confidential and non-public information about the Company, nor may they use such information in their own favor and in the favor of others.
- Care is exercised with regards to restrictions concerning royalties, commercial brands, commercial secrets, and patents.
- Information related to the customers of the Company is kept confidential within the context of protection of personal data. They are not provided to third parties by any means, except for the written orders of competent authorities.

#### **5.3.2. Information Regarding the Company**

Proprietary commercial secrets, financial information, customer-employee information, and all information acquired during the working time, materials, programs and documents, computer and telecommunication systems, hardware-software, and all other arrangements and practices as well as all works by the employees in the company, agreements, and products developed are confidential, and are owned by the Company. The information related with 3rd parties acquired during such works is also within this scope.

It is absolutely forbidden to use such document for personal or private interests or for the benefit of third parties, entities, and organization, while working at the company, or afterwards upon leaving work. The patent rights of inventions belongs to the company.



### **5.3.3. Prohibition of Insider Trading**

It is absolutely forbidden for our employees, who possess any and all confidential information on the Company, its customers, or transactions, to use such information when buying and selling any capital market instruments, financial instruments, including shares to gain personal interests or to convey this information to 3<sup>rd</sup> parties to confer benefits on 3<sup>rd</sup> parties.

### **5.3.4. Information Systems**

No software that has been developed within the company or procured externally may be used without authorization and permission regardless of the purpose of such use, whether personal or business related, may not be allowed to be used by the 3<sup>rd</sup> parties, and may not be copied.

### **5.3.5. Confidentiality of Electronic Documents or Other Information**

Essentially, our employees should not use the equipment, system, or e-mail systems of the company to prepare, store, or send personal and private information. However, in case of such use they will have waived the confidentiality of their personal information, and the employees responsible for the supervision and the security of the company will be entitled to examine such information.

### **5.3.6. Other**

Any violations of information security, the details of which are provided in the Information Security Policy, other than those mentioned above, shall be considered to be against the Code of Ethics.

## **6. PRACTICE**

Our employees are expected to comply with the principles set forth within the scope of Code of Ethics. Accordingly;

- Action is taken as per the Labor Law, other relevant legislation, and the provisions of the internal procedures about those who violate the rules set forth in this document hereby.
- Employees who know/suspect of any rule violations, but do not inform the Department Manager or the Executive Committee about this issue are assessed in the same manner with the employee who is in violation.