



CODE OF ETHICS AND VALUES POLICY

OBJECTIVE

This Code of Ethics and Values Policy is issued in order to determine the procedure and practices of Teklas in relation to Code of Ethics and Values, and to ensure that all stakeholders of Teklas comply with this Policy.

SCOPE

This Policy shall equally apply to all stakeholders of Teklas, including but not limited to its employees, customers, suppliers and employees of its subcontractors.

IMPLEMENTATION

- All stakeholders of Teklas are expected to act in conformity with the principles defined in this Policy, and to notify Teklas Ethics Committee via ethics@teklas.com.tr or by means of their superiors, for any behaviour that they deem not in conformity with or in violation of this Policy.
- The employees of Teklas approve that they read and understood this Policy and agree that they must act in conformity with the rules defined in this Policy.
- Teklas acknowledges its responsibility in supporting the employees to understand the scope of the Policy and its implementation. Teklas is required to give necessary trainings or make announcements (via brochures, intranet, e-mail or managers) regarding the below situations:
 - The first establishment of the procedure
 - The revision in the procedure
 - On-the-Job training
- The executives of Teklas acknowledge that conveying this Policy to the employees and supporting them to act in conformity with this Policy are among their main duties. They also acknowledge performing required studies and supporting the relevant activities. The managers shall interview with the employees for the implementation of this Policy at least once in a year and report the minutes of meetings to the Ethics Committee.

CODE OF ETHICS AND VALUES

1. HONESTY

Honesty is one of our top priorities in all workflows that take place within Teklas. Teklas acts attentive to be honest and true to its all stakeholders and expects the same from them.

2. PRIVACY AND CONFIDENTIALITY OF INFORMATION

- Teklas acknowledges its responsibility to protect the intellectual properties, such as patents, trade secrets, copyrights, names and trademarks etc., of its all stakeholders.
- Teklas also stands against the violation of any secret information of its competitors.
- The employees shall perform its activities within the knowledge that any types of intellectual and industrial property rights that may occur during the implementation of the duties by the employees of Teklas shall be under the ownership of Teklas, and therefore shall act sensitively towards violation of such rights.
- Teklas shall record and maintain all of the records according to the both international and local laws.

- In case any information, which is considered as confidential by the company, is required by another institution or person, such information and documents may not be provided without obtaining the approval of senior management.
- The employees shall be liable to keep confidential and protect any trade, financial and technological secrets of Teklas, information that may decrease the competitive power of Teklas, any data on personnel rights and information, and any contracts and agreements signed with the clients or suppliers of Teklas.
- The employees shall not be entitled to share any information and documents, which they may obtain in the workplace, with any unconcerned and unauthorized institutions or persons in or out of the company in any way whatsoever, and shall not be entitled to use the same, not even indirectly, for any speculative purpose.

3. COMPLIANCE and CONFORMITY TO LAWS

- Teklas shall act both according to the international laws and the local laws of the country where it is engaged in business activities.
- Teklas shall perform its activities in accordance with the code of ethics policies accepted internationally.
- Teklas shall not be engaged in any illegal activities in any way whatsoever, i.e. corruption, bribery, perverting the government in financial reports and tax evasion etc., and Teklas does not accept such activities in any way whatsoever.

4. ACCURATE FINANCIAL RECORDS

- All financial records, and the reports produced from such records, must be in accordance with all applicable laws.
- The records must not contain any materially false or intentionally misleading entries.
- The transactions must be supported by accurate documentation in reasonable detail and in all material respects to be recorded in the proper account and in the proper accounting period.

5. WRONGFUL CONDUCT&CONFLICT OF INTEREST

- The employees of Teklas are liable to avoid any behaviors that may prevent them from performing their duties objectively or that may make such effect on the same, no matter what their roles are, and that may provide any unfair advantage to their relatives or any third parties by using their titles and authorities.
- The employees are also liable to refrain from exhibiting any behaviors that may prevent any company personnel, who fulfill their duties according to the company rules and ethical values, from performing such duties objectively, and that may provide any material or personal interests.
- The employees may not be engaged in any conflict of interests with Teklas or any other stakeholders of Teklas.
- The employees of Teklas have responsibility to report situations or transactions that could lead to any conflict of interest. They may consult their managers, if they suspect that they are, or in the risk of becoming involved in such a conflict. In case the manager is unwilling or unable to make a decision, then they shall consult to the Ethics Committee via ethics@teklas.com.tr to prevent the occurrence of such a conflict.

6. BRIBERY AND ANTI-CORRUPTION

- Teklas stands against all kinds of bribery and corruption. Teklas expects its stakeholders to notify any bribery or corruption they suspect to Teklas
- Ethics Committee via “ethics@teklas.com.tr”
- The relationship between any stakeholder that is proven to be a bribe or corruption, will be terminated.

7. FAIR COMPETITION AND ANTI-TRUST

- Teklas pursues its activities in line with the competition rules and does not engage in any illicit behavior.
- Teklas encourages the free competition as the basis for all businesses and innovation, and includes a strict compliance program for the competition law that all stakeholders are must adhere to.
- Teklas complies within the legal framework of the respective country.
- The employees of Teklas must never engage in anti-competitive activities, such as illegal price fixing, market division, abuse of dominant position, or in other situations where free competition is unlawfully prevented, restricted or weakened.

8. GIFT POLICY

- It is prohibited for all employees of Teklas to accept or offer any gifts that have a value which may be perceived as a fraud.
- The excepted gifts from any stakeholder whether conducting business relationships or desire to establish a business relationship with Teklas are only promotion materials or gifts having no value.
- Even there is no desire to conduct a business in the future; accepting or offering any gifts that have value is prohibited.

9. HARASSMENT

- Harassment is any verbal or physical conduct designed to threaten, intimidate or coerce an employee, co-worker, or any stakeholder of Teklas.
- Teklas is strictly against harassment of any kind, including sexual harassment, and will take appropriate and immediate action in response to complaints or knowledge of such situation.
- The following examples of harassment are intended to be guidelines and are not exclusive when determining whether there has been a violation of this principle:
 - Verbal harassment includes comments that are offensive or unwelcome regarding a person's national origin, race, colour, religion, gender, sexual orientation, age, body, disability or appearance.
 - Nonverbal harassment includes distribution, display or discussion of any written or graphic material that ridicules, denigrates, insults, belittles or shows hostility, aversion or disrespect toward an individual or group because of national origin, race, colour, religion, age, gender, sexual orientation, pregnancy, appearance, disability, sexual identity, marital status or other protected status.

- Sexual harassment includes jokes with sexual nature, sexual propositions, requests for any type of sexual favour (includes repeated, unwelcome requests for dates); and verbal abuse or "kidding" that is oriented toward a prohibitive form of harassment, including that which is sexual in nature and unwelcome; any discussion that shows hostility toward an individual or group because of sex; unwelcome, unwanted physical contact, including touching, tickling, pinching, hugging, cornering, kissing, fondling, and forced sexual intercourse or assault.

10. DISCRIMINATION

- Discriminative act may be defined as taking race, color, national origin, age, religion, disability status, gender, sexual orientation, gender identity, genetic information or marital status into account.
- Teklas is strictly against to any discriminative act in the provision of employment opportunities, benefits or privileges, establishment of discriminatory work conditions, in general use of any discriminatory evaluative standards in the recruitment process.
- Teklas is also against to any discriminative act in any business operations by or to any of its stakeholders.

11. LABOR&HUMAN RIGHTS

- Teklas implements a fair wage system that is in accordance with the laws and that also increases the competition between the employees.
- Teklas is responsible to organize working hours in accordance with the laws as well as internationally accepted human rights standards. Teklas is responsible to make payment of the personal benefits of employees in full.
- Teklas acknowledges its responsibility to comply any legal and other liabilities related with occupational health and safety.
- Teklas is responsible to make studies on occupational health and safety, supply and ensure the usage of any type of work safety equipment that is required to protect the safety and health of its stakeholders.
- Teklas applies a proactive occupational safety approach in improvement of occupational health and safety issues by considering that such issues are under the responsibility of Teklas and its stakeholders jointly.
- The stakeholders of Teklas are not allowed to keep any goods or materials in the workplace that are illegal or which may pose hazard to the workplace and/or employees.
- Teklas is responsible to create opportunities for the employees to improve their creativity and skills, and support their personal development in a way to transform it into the benefit of the organization.
- Teklas measures the performances of all employees according to objective criteria and rewards any achievements.
- Teklas treats equally in case of intra-organizational horizontal or vertical promotions.
- Teklas acts in a way to ensure consistency of labour peace in the workplace, and establishes systems accordingly.
- Teklas is strictly against any forms of child labour.
- Teklas is strictly against any forced or compulsory labour and any kind of human trafficking activities.

12. PROTECTION OF IDENTITY AND NON-RETALIATION

- Employees of Teklas have the right to communicate problems, suggestions or issues to any manager.
- Non-retaliation policy applies to all official or unofficial reports.
- All complaints will be kept confidential and investigation will be as little disruptive as possible.

13. ENVIRONMENT

- Teklas shows maximum care in protecting the environment while performing its activities.
- Teklas organize training for its stakeholders on environment protection issues, and involves in activities that may increase the awareness in this respect.
- Teklas aims to minimize energy losses and wastes.
- Teklas implements the international standards related with the environment in order to ensure that such studies are conducted systematically and based on a plan.

14. STAKEHOLDERS

- All stakeholders of Teklas including its employees, customers, suppliers, employees of any subcontractors are expected to comply this procedure.
- Teklas is responsible to value to the values of such countries and societies that it conducts a business operation.
- Teklas conducts its activities within the framework of the awareness of social responsibility and supports its stakeholders in this manner.
- In the process of contracting for a product, a 3 offers policy should be applied and the most suitable offer should be chosen. In the contrary case, a technical report should be created in order to explain the rationale for evaluating the monetarily higher offer.
- Teklas is responsible to satisfy the demands of its customers with quality and timely deliveries, to keep their satisfaction at the forefront, to not to provide deceptive and defective information to the clients, and to establish a long-term environment of trust.

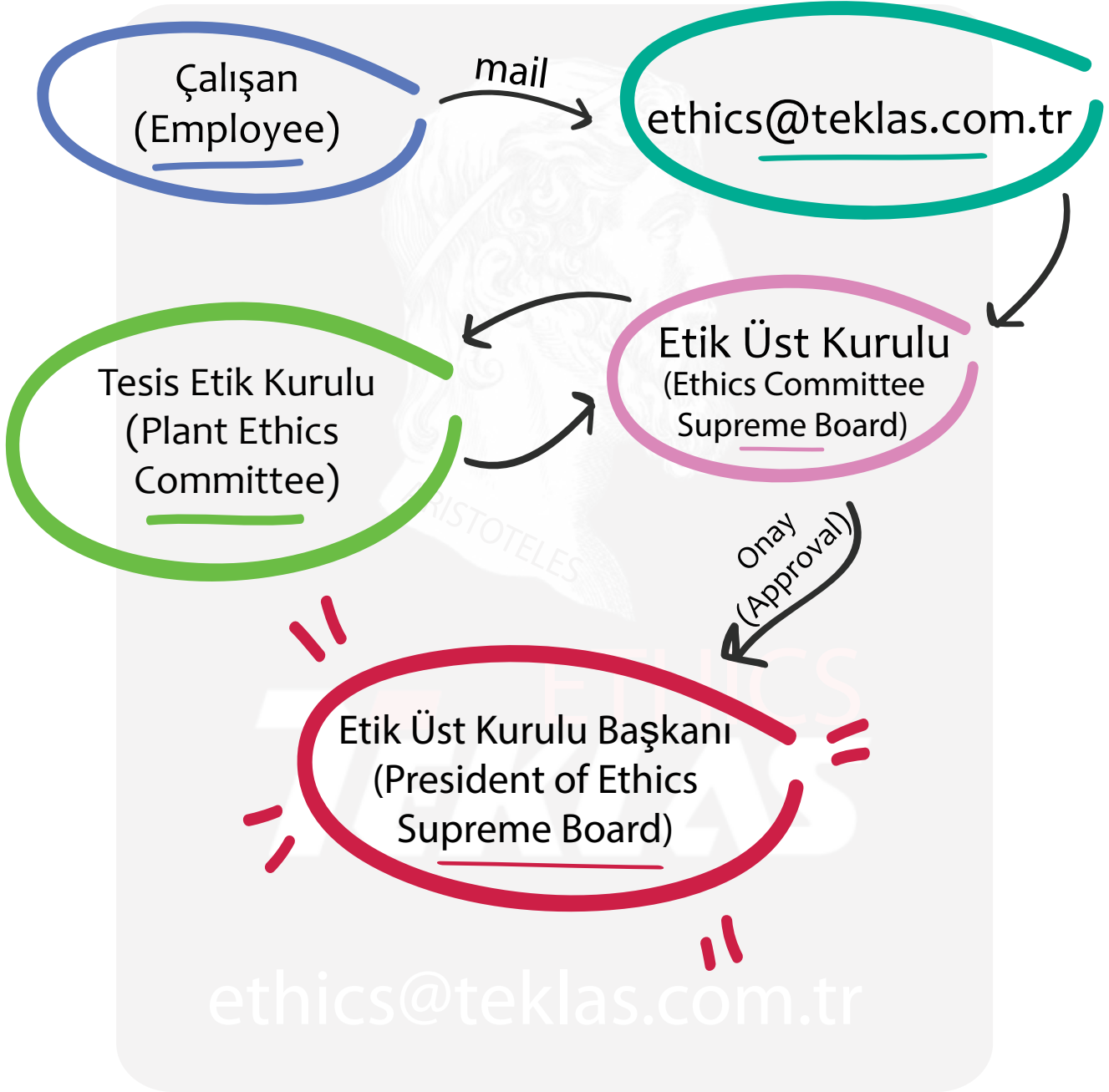
15. DISCLOSURE OF INFORMATION

In case it is required to make a public disclosure, Teklas shall ensure that such information is notified to the public by its legal representatives and according to the laws.

ethics@teklas.com.tr

TEKLAS CODE OF ETHICS COMPLIANCE WORKFLOW DIAGRAM

Workflow diagram of the procedure for code of ethics that are implemented in all of the facilities shall be implemented as indicated in "Teklas Code of Ethics Compliance Workflow Diagram".



TEKLAS ETHICS COMMITTEE

The Ethics Committee is entitled to investigate the employees and incidents that are reported as a violation of the ethical principles, and impose the measures it may deem necessary to eliminate the violations.

Working Principles of the Ethics Committee

- The protection of identity and non-retaliation principle is applied in case of compliant or investigation.
- The details of the investigation and the process are carried out as confidential as possible.
- The Ethics Committee is authorized to request any information and documents that are required for the investigation from all related departments.
- All details of the investigation are followed by official reports.
- The official reports shall be signed by the members of the Ethics Committee at the end of each investigation.
- Related persons and departments are informed about the result by the Ethics Committee.
- The members of the Ethics Committee act independently of the departments and positions to which they are affiliated, without being affected by the hierarchy.
- The Ethics Committee may consult experts and witnesses, when it is necessary, by respecting the confidentiality of the investigation.
- The Ethics Committee can also act as an Advisor to the employees when it is necessary. The Ethics Committee is the authority that an employee can consult whether the action to be taken inside or outside the company is ethically correct.

Ethics Committee Convening and Reporting Procedure

- The Committee convenes in case of need. In case of emergency meeting the participation of at least three members should be ensured.
- Ethics Committee reports to the Ethics Supreme Board once a month.
- Ethics Committees are headed by the employee, who manages the full responsibility of HR.
- Plant Managers take part in the board as a member.
Two blue-collar employees, men and women, and two white-collar employees, men and women are on the board.
- The decision made preferably with full participation should be submitted to the supreme board for the final decision.
- The Supreme Board takes the final decision with the approval of the President of the Supreme Board. The Chair of the Supreme Board has right to make a decision by his own.
- The decision will be decided upon 6 working days at most after the complaint is reached to the Ethics Committee.
- When there is a situation concerning two or more different locations, a new board will be created by equalizing the number of members of the related locations.
- Departments and parties that are related to the discussed subject at the Committee, become part of the investigation as witnesses.
- In case of an investigation which the members of the Ethics Committee are parties, that member(s) shall be excluded from the Committee. In an investigation regarding the President of the Ethics Supreme Board, the process is carried out with the Board of Management.
- The relevant information is provided to our Suppliers about the Teklas Code of Ethics at certain intervals, and meetings and visits are held.

TEKLAS ETHICS COMMITTEE

