

ÇANAKKALE MOTORWAY AND BRIDGE

CONFLICT OF INTEREST POLICY



1915 ÇANAKKALE

INTRODUCTION

With this Policy, Çanakkale Otoyol ve Köprüsü İnşaat Yatırım ve İşletme Anonim Şirketi (“ÇOK A.Ş.”) aims to ensure that all stakeholders protect and prioritize the interests of ÇOK A.Ş. within the scope of ethical values in all business processes. Therefore, it encourages all stakeholders to identify and disclose conflicts of interest in order to help minimize the associated risk.

Conflict of interest refers to the situation where personal interests, relationships or activities may interfere with an employee’s ability to make objective and fair decisions on behalf of ÇOK A.Ş. while performing their duties. Any situation that makes it difficult for an employee to fulfill his/her duties independently, impartially and objectively or that creates a negative perception in this direction may constitute a conflict of interest.

It is important to acknowledge that conflicts of interest are not inherently unethical and may arise naturally in many situations. Recognizing that such situations can happen to anyone at any time, ÇOK A.Ş. encourages a culture of transparency and integrity. Employees are expected to proactively disclose any actual, potential or perceived conflicts of interest as soon as they become aware, so that appropriate steps can be taken to manage or mitigate them.

This conflict may arise when an employee acts directly to protect their own interests or the interests of their close circle, which has the potential to harm the interests of the Company. In order to prevent existing or potential risks, ÇOK A.Ş. expects all its stakeholders to act in accordance with the ÇOK A.Ş. Code of Ethical Conduct, its policies and all applicable legislation.

WHAT IS THE PURPOSE OF THIS POLICY?

The purpose of this policy is to define expectations regarding actual or potential conflicts of interest that may arise in the activities carried out and to establish basic principles and standards for managing such situations. Effectively handling conflicts of interest is necessary to ensure harmony between the personal interests of employees and corporate interests and to maintain transparent processes.

WHO IS COVERED BY THIS POLICY?

All stakeholders listed below are obliged to act in accordance with this Policy and to harmonize their business processes with the rules in this policy:

- ÇOK A.Ş. employees and managers
- ÇOK A.Ş. suppliers
- All other third parties (consultants, intermediaries, etc.)

This Policy demonstrates ÇOK A.Ş.’s commitment to ethical business practices and assigns a clear responsibility to senior management to collaborate with all internal and external stakeholders.

GENERAL PRINCIPLES

ÇOK A.Ş. aims to eliminate the risk of personal interests negatively affecting business decisions or the Company’s reputation while employees are performing their duties and making decisions. Accordingly, the Company is committed to providing a transparent, fair, and honest working environment to protect the independence and professional integrity of its employees.

Employees take due care to ensure that their direct or indirect personal interests do not influence their decisions while performing their duties.

Employees are responsible for identifying, assessing, managing, recording and mitigating potential conflicts of interest. They must take the right approach by questioning situations where they are in doubt and act fairly and honestly in all services and activities.

Conflicts of interest may arise in various guises, including but not limited to the following. In this context, all stakeholders obliged to act in accordance with the Policy are expected to act with the highest level of care and attention expected from them in the following matters:

- Labor Relations and Employment: Employees must not engage in any relationship that may create a conflict of interest with persons or organizations that are current

or potential suppliers, contractors, consultants or competitors of the Company. They must not work in such organizations, paid or unpaid, assume a managerial or director position, and may not obtain any gain in a manner that would provide personal benefit.

- **Gifts and Hospitality:** Employees must refrain from offering or accepting any gifts or hospitality that could compromise impartiality—whether their own or that of the other party—or create such a perception while performing their duties. Any form of gift, hospitality, travel, event invitation, or similar benefit exchanged with business partners (e.g., suppliers, contractors, or consultants) carries a potential risk of conflict of interest.

Under general principles:

- Only gifts that are clearly symbolic and of low value may be accepted or offered.
- Offers of hospitality should be reasonably infrequent, of modest value and aligned with the requirements of the role.
- Cash or cash equivalents (checks, vouchers, gift cards, etc.) must never be accepted or offered.
- In all cases, if there is any doubt regarding the acceptance, or offering of gifts or hospitality, the matter must be reported to the relevant department manager or the Ethics and Compliance Committee.
- In particular, any offer made to public officials, audit, institutions, or decision-makers must be carefully evaluated.

Accordingly, employees are expected to carefully assess any gifts or hospitality that may influence their own or the other party's decisions or affect the Company's resources, and to avoid situations that may give rise to a conflict of interest by reporting such cases when necessary.

Due to ÇOK A.Ş.'s support for transparency in business relationships, if gifts or hospitality offered to employees exceed reasonable limits, such gifts will not be accepted in accordance with company policies, and the Ethics and Compliance Committee will be informed of the situation. In order to avoid damaging relationships, a letter of refusal will be prepared along with a letter of appreciation, and the gift will be returned to the sender with a clear and polite explanation of the company's policy. If possible, a delivery receipt will be issued during the return process. This approach

aims to protect ÇOK A.Ş.'s ethical standards while maintaining business relationships based on mutual respect.

Trade Secrets and Information Security: Confidentiality and information security are among the cornerstones of this Policy. Employees must use any confidential information obtained during business processes strictly within the scope required by their duties, ensure its protection, and refrain from disclosing it to unauthorized persons. The improper sharing of trade secrets or insider information may result in a conflict of interest and harm the Company's reputation.

Employment of Family Members and Personal Connections: In situations that may give rise to a conflict of interest, employees are required to disclose the employment or business relationships of their family members or individuals with whom they have a close personal or emotional connection. The involvement of such individuals in commercial relationships with the Company's suppliers or competitors may impair the employee's ability to act impartially and objectively, or create the appearance of a conflict of interest.

Examples of situations that may be considered conflicts of interest include:

- The employee, a family member or a person with whom the employee has an emotional relationship being employed by the company, a supplier, or a competitor,
- Individuals with a close personal connection working on the same project or being in a direct reporting line,
- A romantic relationship between individuals in positions that may influence decisions such as recruitment, promotion, or salary increase.

Such situations must be reported in advance to the department manager or the Committee for evaluation by the Ethics and Compliance Committee. Managing such situations is of great importance to protect the integrity of both the employees and the company, and its commitment to ethical principles.

Relations with Public Officials and Their Relatives: Holding a public office that may directly or indirectly influence business processes, or having a kinship or close relationship with a public official or their relative, are matters that must be disclosed under this Policy.

REPORTING AND MANAGEMENT OF CONFLICTS OF INTEREST

Disclosing any conflict of interest is a fundamental duty of ÇOK A.Ş. employees.

When a conflict of interest or such potential arises or when employees believe that such a risk exists, they should disclose this by filling out the “Conflict of Interest Disclosure Form”.

The notification made with the “Conflict of Interest Disclosure Form” is first reviewed by the Ethics and Compliance Committee, and it is evaluated whether there is a actual or material conflict of interest.

If there is a conflict of interest, the Ethics and Compliance Committee will contact the SPV Directors with recommendations in order to move the process forward and decide on measures.

For effective management of the process, a decision must be taken within 30 days from the disclosure form.

OUR REPORTING RULES AND DISCLOSURE CHANNELS

ÇOK A.Ş. takes into account the views of its stakeholders. We have reporting mechanisms for customers, shareholders, employees and suppliers that encourage open feedback.

If you become aware of any action that you believe is inconsistent with this Policy, applicable legislation or the ÇOK A.Ş. Code of Ethical Conduct, we encourage you to report the incident through the following reporting channels:

Telephone: You may call **0212 800 65 81**

E-mail: You can send an e-mail to **cok.ethics@speak-hub.com**

Disclose Form: You can fill out the disclose form on **www.speak-hub.com/cok-ethics**

DISCIPLINE

Breach of this Policy may result in significant disciplinary action, up to and including dismissal. In the event of a breach of this Policy by third parties may result in termination of their contracts. In accordance with the principles and procedures set out in the ÇOK A.Ş. Disciplinary Policy, violations of this Policy will be evaluated and resolved by the he Ethics and Compliance Committee and the SPV Directors.

DOCUMENT UPDATE, STORAGE AND PUBLICATION

ÇOK A.Ş. ensures that this Policy is the most current version in force and is shared in publicly available sources. This Policy and its previous versions are retained in ÇOK A.Ş. document management systems indefinitely. ÇOK A.Ş. is responsible for ensuring that the current version of this Policy is in force. If this Policy requires an update, the Ethics and Compliance Committee is responsible for making the necessary revisions and for ensuring that all parties associated with this Policy are informed accordingly.

Failure to declare a conflict of interest is a violation of company policy. In case of doubt as to whether or not a situation encountered constitutes a conflict, the manager of the department or the Ethics and Compliance Committee should be contacted.

This Policy has entered into force by the decision of the SPV Directors dated [.....]

Revision: 1

Effective Date:

Notes: