

**Setur Marinas**

**Supply Chain Compliance Policy**

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## 1. PURPOSE AND SCOPE

The purpose of this Supply Chain Compliance Policy (the “**Policy**”) is to communicate Setur Marinas’ principles and values to our Business Partners and provide them with the necessary guidance as to the standards we expect them to follow.

This Policy also aims to provide direction to Koç Group companies for their Business Partner selection and monitoring processes.

All employees, directors, officers of Setur Marinas shall comply with this Policy, which is an integral part of Setur Marinas Code of Ethics. Each Koç Group company is expected to take necessary steps to ensure that all its Business Partners is aware of and acts in line with this Policy.

## 2. DEFINITIONS

“**Bribery**” means offering, promising, or giving any valuable thing to a public official (directly or to another person designated by them) or any third party, with the intent to obtain an improper advantage in a commercial transaction or relationship, to induce them to perform or refrain from performing an act required by their position, thereby encouraging the other party to engage in corruption. The term “valuable thing” in this definition includes, but is not limited to, money, gifts, and entertainment of the following nature:

- That is of a nature that partially or completely affects or could affect impartiality, performance, and decision-making ability,
- That could cause a reputation risk if learned by the public,
- That could lead to a violation of applicable legislation,
- That could give rise to the perception that a bribery offense has been committed, or
- Any action that results in preferential treatment for the performance of a specific task.

“**Business Partners**” includes suppliers, other third parties with whom the company has a business relationship, any representative acting on behalf of and for the account of the company, subcontractors, consultants, etc., as well as the employees and representatives of the aforementioned parties.

“**Corruption**” means the misuse of one's authority for personal gain.

“**Export Control Regulations**” refers to the relevant country legislation that regulates and restricts the import, export, and re-export of technologies, information, products, and services for reasons of trade, foreign policy, and national security.

“**Government/Public Official**” generally includes, but is not limited to:

- Employees of any public institution or public economic enterprise in a local or foreign country,
- Employees of any political party located in a local or foreign country, all political candidates,
- Persons holding office in any legislative, executive, or judicial body in a local or foreign country,
- Judges, jurors, or other judicial officials serving in national, international, or foreign state courts,
- Officials or representatives working in national or international parliaments;

- Arbitrators serving in arbitration proceedings initiated for the resolution of a legal dispute.

**“Human Rights Universal Declaration”**<sup>1</sup> refers to the rights inherent to all human beings, regardless of gender, race, color, religion, language, age, nationality, differences in opinion, or differences in wealth, and includes the right to an equal, free, and dignified life. The Universal Declaration of Human Rights (UDHR) is a landmark document in the history of human rights. Prepared by representatives from all regions of the world with different legal and cultural backgrounds, this Declaration was proclaimed by the UN General Assembly in Paris on December 10, 1948, as a common standard of achievement for all peoples and all nations, and is the first document to emphasize the universal protection of fundamental human rights.

**“ILO”** refers to the International Labor Organization.

**“ILO Declaration on Fundamental Principles and Rights at Work”**<sup>2</sup> The ILO Declaration states that all member countries are obliged to respect, promote, and uphold the following four principles in good faith, even if they have not ratified the relevant conventions:

- Effective recognition of the freedom of association and the right to collective bargaining,
- The elimination of all forms of forced or compulsory labor,
- The prevention of child labor,
- The elimination of discrimination in respect of employment and occupation.

**“Koç Group”** refers to all companies directly or indirectly controlled by Koç Holding A.Ş., either alone or jointly, and joint ventures included in the financial statements of Koç Holding A.Ş.

**“Money Laundering”** is the integration of income obtained from illegal activities into the financial system as if it were obtained legally, in other words, concealing the fact that this income was obtained from illegal activities.

**“Politically Exposed Person (PEP)”**<sup>3</sup> means high-level individuals who, currently or in the past, within the country or in a foreign country, have been entrusted with an important public function through election or appointment, as well as members of the board of directors, senior managers, and assistant managers of international organizations, and other persons performing equivalent functions, senior politicians, senior officials of political parties, senior judicial, administrative, or military officials, senior managers of public economic enterprises, and the spouses, first-degree relatives (mother, father, and children), and close relatives of all these persons.

**“Sanction Target”;**

- Any person, entity, vessel, or government that is the target of sanctions (**“Listed Persons”**) (e.g., those included in the OFAC, Specifically Designated Nationals and Blocked Persons (**“SDN”**) list);

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<sup>1</sup> <https://www.un.org/en/universal-declaration-human-rights/>

<sup>2</sup> <https://www.ilo.org/declaration/lang--en/index.htm>

<sup>3</sup> <https://www.fatf-gafi.org/documents/documents/peps-r12-r22.html>

- Companies in which Listed Persons directly or indirectly own 50% or more;
- Natural persons residing in countries or regions subject to comprehensive sanctions at the date of approval of this Policy, such as Ukraine's Crimea and Sevastopol regions, Cuba, Iran, North Korea, and Syria (“Embargoed Countries”), and legal entities registered in these countries; and
- Refers to persons or companies owned or controlled by the governments of Embargoed Countries or the Government of Venezuela, or acting as their representatives.

“**Sanctions**” are restrictions imposed by one or more countries or organizations on financial or commercial transactions targeting another country, region, sector, organization, or individual.

“**Setur Marinas**”, Tek-Art Kalamış and Fenerbahçe Marmara Tourism Facilities Inc. and its subsidiaries (marinas), Demre Marina Management Inc., Setur Yalova Marina Management Inc., Ayvalık Marina and Yacht Management Industry Trade Inc., Setur Antalya Marina Management Inc., which are subsidiaries of Tek-Art Kalamış and Fenerbahçe Marmara Tourism Facilities Inc., Makmarin Kaş Marina Management Tourism and Trade Inc., and all companies directly or indirectly controlled by Tek-Art Kalamış and Fenerbahçe Marmara Tourism Facilities Inc. or the other companies listed above, either individually or jointly, and the joint ventures included in the consolidated financial statements of these companies. New marina branches and companies that will be directly or indirectly controlled by the companies listed above during the period in which this Policy remains in effect are also included in the definition of “Setur Marinas.”

“**The UN**” means the United Nations.

“**The UN Guiding Principles on Business and Human Rights**”<sup>4</sup> is a set of guidelines for states and companies to prevent, address and remedy human rights abuses committed in business operations.

“**UN Global Compact**”<sup>5</sup> refers to the agreement based on universally accepted UN declarations on social responsibility and sustainability practices, addressing 10 core areas of corporate responsibility in the fields of human rights, labor standards, the environment, and anti-corruption.

### 3. GENERAL PRINCIPLES

Setur Marinas selects its Business Partners based on criteria such as technical competence, quality of products and services, pricing, corporate reputation and financial soundness. In addition, Setur Marinas evaluates compliance risks associated with its Business Partners through a risk-based approach in order to ensure compliance with the principles set out in this Policy. Within the scope of this approach, the following principles are adopted:

- Taking the necessary measures to effectively manage risks related to Sanctions and Export Control Regulations.<sup>6</sup>

<sup>4</sup> [https://www.ohchr.org/Documents/Publications/GuidingPrinciplesBusinessHR\\_EN.pdf](https://www.ohchr.org/Documents/Publications/GuidingPrinciplesBusinessHR_EN.pdf)

<sup>5</sup> <https://www.unglobalcompact.org/what-is-gc/mission/principles>

<sup>6</sup> For more details, please refer to Setur Marinas’ Sanctions and Export Controls Policy.

- Ensuring that Business Partners are not directly or indirectly a Sanctions Target and that there is no adverse intelligence concerning them regarding Bribery, Corruption, Money Laundering, the financing of terrorism and weapons of mass destruction, human rights violations, etc., and identifying other potential compliance risks by conducting Due Diligence on a regular basis both prior to entering into any business relationship with a Business Partner and throughout the duration of the ongoing business relationship. Such Due Diligence shall be conducted in full compliance with the personal data protection legislation applicable in the countries where Setur Marinas operates, by fulfilling the obligation to inform, obtaining explicit consent where necessary, and securing all required undertakings from persons acting on behalf of the Business Partner to ensure that screening processes are duly carried out.<sup>7</sup>
- Auditing Business Partners where necessary in order to determine whether they comply with the applicable legislation, contractual obligations and Setur Marinas Code of Ethics, in particular the Guiding Principles for Business Partners (“Principles”) explained in detail below.
- Providing the necessary training to Business Partners, where required, in order to ensure compliance with the expected standards.

### ***Business Partner Acceptance Process***

Business and operational units, acting as the first line role<sup>8</sup>, are responsible, prior to establishing any business relationship with a new Business Partner, for identifying potential risks related to Sanctions and Export Control Regulations, ensuring that the relevant party is not a Sanctions Target, and identifying compliance and other reputational risks such as Bribery, Corruption, Money Laundering, the financing of terrorism and weapons of mass destruction, human rights violations, etc. For this purpose, and by obtaining all necessary undertakings in full compliance with the personal data protection legislation in force in the countries where Setur Marinas operates, a prohibited list screening shall be conducted through a screening tool (“Due Diligence”)<sup>9</sup>, and the compliance of the relevant parties with Setur Marinas Guiding Principles<sup>10</sup> for Business Partners shall be assessed. In addition, it must be verified through internet searches, media screening and other databases whether the relevant Business Partner is a Public Official or a Politically Exposed Person (PEP).

The Due Diligence process is carried out by the business and operational units in coordination with the Legal and Compliance Department, in accordance with the second line role<sup>11</sup>, and is

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<sup>7</sup> For more details, please refer to Setur Marinas’ Sanctions and Export Controls Policy.

<sup>8</sup> Front-line roles refer to the business units responsible for delivering products and/or services to the organization’s customers. In these processes—which can also be described as operational matters—each front-line employee is responsible for conducting their own self-assessment regarding the risk controls they are required to perform.

<sup>9</sup> For details, please refer to Setur Marinas Group Sanctions and Export Controls Policy.

<sup>10</sup> For details, please refer to the section titled “4. Guiding Principles for Business Partners” in the Policy.

<sup>11</sup> The Compliance Function, referred to as the second line and closely linked to the processes of the first line, supports the first line in managing compliance risks and ensures the necessary coordination among business units. In addition to continuous monitoring activities, it proposes action plans to prevent the occurrence or recurrence of risks and supports the first line by ensuring their implementation.

monitored at regular intervals. If the Due Diligence process includes any red flags indicating a compliance risk, or if it is determined that the Business Partner is a Public Official or a Politically Exposed Person, the Legal and Compliance Department shall be immediately informed. In such a case, the Legal and Compliance Department may decide to suspend the transaction or conduct Enhanced Due Diligence (“EDD”) regarding the relevant persons. In such circumstances, the identified compliance risks, their potential impact on Setur Marinas, and a recommendation regarding the establishment of a business relationship or the termination of an existing business relationship, or the measures that may be taken if the existing business relationship continues, shall be reported to the General Manager of Setur Marinas. Taking into account the evaluations and recommendations set out in the report, the General Manager decides whether to initiate, continue or terminate the business relationship. Decisions approved by the General Manager are regularly reported by Setur Marinas Legal and Compliance Department to the Koç Holding Legal and Compliance Department, and the entire process may be subject to internal audit<sup>12</sup> where deemed necessary.

When entering into any contract with a Business Partner, Setur Marinas companies reserve the right to terminate the relevant contract or apply other possible sanctions if any violation of this Policy or the Principles set forth herein is detected. Provisions regarding the obligation to comply with this Policy and the Principles, as well as Setur Marinas’ right to audit the relevant party, are included in the relevant contracts.

#### **4. GUIDING PRINCIPLES FOR BUSINESS PARTNERS**

Setur Marinas Guiding Principles for Business Partners (“Principles”) have been established as part of this Policy and Setur Marinas Compliance Program and have been prepared in accordance with the United Nations Global Compact. All Business Partners of Setur Marinas are expected to comply with these Principles.

##### **4.1. Legal Regulations**

Business Partners of Setur Marinas are expected to act in compliance with all applicable legislation related to their activities and sectors, including but not limited to competition laws, regulations on the prevention of Money Laundering and the financing of terrorism and weapons of mass destruction, data privacy regulations, and anti-bribery and anti-corruption legislation.

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<sup>12</sup> In its role as the third line, internal audit aims to provide independent and objective assurance and recommendations regarding the adequacy and effectiveness of governance and risk management, based on findings from past reviews.

## **4.2. Anti-Bribery and Anti-Corruption and the Prevention of Money Laundering and the Financing of Terrorism and Weapons of Mass Destruction**

Business Partners are expected to comply with the applicable legislation regarding anti-bribery and anti-corruption and the prevention of Money Laundering and the financing of terrorism and weapons of mass destruction while carrying out their activities on behalf of Setur Marinas.

Any form of bribery intended to obtain an unfair advantage or to influence impartial decision-making processes, as well as the direct or indirect offering or receiving of anything of value to or from any third party, is unacceptable. Any activity that may lead to Money Laundering or the financing of terrorism or weapons of mass destruction, whether intentional or not, is illegal and unacceptable.

All transactions must be accurately recorded in statutory books and records in a transparent manner and with adequate explanations.

## **4.3. Human Rights**

Business Partners are expected to conduct their commercial activities in accordance with Setur Marinas Human Rights Policy.

### **4.3.1. Employment**

Business Partners must ensure that their activities are not associated with child labor, forced labor or labor exploitation.

In addition, Business Partners are expected to adopt a “zero tolerance” approach towards slavery and human trafficking in accordance with ILO Conventions and Recommendations, the Universal Declaration of Human Rights and the United Nations Global Compact.

### **4.3.2. Compliance with Labor Laws**

Business Partners are expected to comply with the labor laws of the countries in which they operate.

The wage determination process must be competitive with respect to the relevant sectors and the local labor market and, where applicable, must be determined in accordance with the terms of collective bargaining agreements. All wages, including social benefits, must be paid in compliance with the applicable laws and regulations.

### **4.3.3. Prevention of Harassment and Violence**

Business Partners are expected to provide a working environment free from violence, harassment, and other unsafe or disturbing conditions arising from internal or external threats. No form of physical, verbal, sexual or psychological harassment, bullying, abuse or threats will be tolerated.

#### **4.3.4. Non-Discrimination**

Business Partners are expected to provide a working environment where no discrimination is accepted, employees are treated fairly and discrimination is not tolerated on the basis of race, gender, color, national or social origin, ethnic origin, religion, age, disability, sexual orientation, gender identity or political opinions.

#### **4.3.5. Freedom of Association and Collective Bargaining**

Business Partners must respect the rights and freedoms of their employees to join a trade union and engage in collective bargaining without fear of retaliation.

#### **4.4. Health and Safety**

Business Partners are expected to provide a safe and healthy working environment, comply with all relevant legal regulations, and take and implement all necessary safety measures for all workplaces. When unsafe conditions or behaviors arise, Business Partners must immediately take the necessary measures to minimize the risk of injury and accidents.

#### **4.5. Environment**

Setur Marinas expects its Business Partners to make every effort to protect and preserve the environment. In this regard, Setur Marinas supports its Business Partners in the following areas:

- Complying with all applicable environmental regulations, including Setur Marinas Health, Safety and Environmental Management System Procedure
- Continuously improving their environmental performance and resource efficiency
- Reducing their environmental impacts by addressing greenhouse gas emissions and energy consumption, water management, waste management, pollution prevention and biodiversity protection
- Having effective monitoring systems and procedures against industrial accidents and other emergency situations
- Encouraging their own business partners and third parties to improve their environmental performance

#### **4.6. Compliance with Ethical Principles and International Conventions**

Setur Marinas expects its Business Partners to conduct their business fairly, honestly and in compliance with applicable legislation, as well as with the Koç Group Code of Ethics and Setur Marinas Code of Ethics.

Setur Marinas expects its Business Partners to conduct all their activities and transactions in compliance with the laws, the international conventions to which the Republic of Türkiye is a party, the United Nations Universal Declaration of Human Rights, and the United Nations Global Compact,

and to act in accordance with the principles of fairness, integrity, honesty, responsibility, trust, accountability, transparency and respect in all their business activities.

#### **4.7. Conflict of Interest**

Business Partners must not engage in personal relationships with Koç Group employees that may create or be perceived as creating a conflict of interest and that may harm the reputation of Setur Marinas.

Any person, entity or Koç Group employee who has, or may have, a kinship, friendship or similar close relationship with individuals or entities that may have a business relationship with the Koç Group, or with those who provide business to such individuals or entities, approve their work or make decisions regarding them, is obliged to inform the Legal and Compliance Department of the situation.

Before establishing any direct or indirect business relationship between a former Koç Group employee and a Koç Group company, the department that will establish the business relationship shall inform the department or officer responsible for compliance regarding the matter, and the necessary approval process shall be carried out in accordance with the internal company procedures.

#### **4.8. Reporting**

Business Partners are expected to establish effective communication channels in order to report violations and take necessary measures in a timely manner. Business Partners and their employees must be able to report their concerns through these communication channels without fear of retaliation or reprisal. In addition, Business Partners and their employees may also report their concerns directly to the Ethics Line.

#### **4.9. Training and Development**

Setur Marinas encourages Business Partners to provide training programs and tools to their employees in order to enable them to acquire additional skills and competencies.

#### **4.10. Management Systems**

Business Partners are expected to have effective and functioning management systems in place to ensure that their activities are conducted in compliance with applicable laws, regulations and the Principles set out in this Policy.

### **5. AUTHORITY AND RESPONSIBILITIES**

All employees and managers of Setur Marinas are responsible for complying with this Policy and for implementing and supporting the relevant procedures and controls of the relevant Setur Marinas company in line with the requirements of this Policy. Each Setur Marinas company expects all Business Partners to act in compliance with this Policy to the extent applicable to the relevant party and transaction and takes the necessary steps to ensure such compliance.

In the event of any discrepancy between this Policy and the local legislation in force in the countries where Setur Marinas operates, the more restrictive provision of either the Policy or the legislation

shall prevail, provided that the relevant practice does not constitute a violation of the local legislation.

If you become aware of any action that you believe violates this Policy, the applicable legislation, the Koç Group Code of Ethics, or Setur Marinas Code of Ethics, you may consult with or report the matter to your immediate manager. Alternatively, you may submit a notification to the Ethics Line at “koc.com.tr/ihbarbildirim”.

Setur Marinas employees may consult Setur Marinas Legal and Compliance Counsel regarding any questions related to this Policy and its implementation. A violation of this Policy by an employee may result in significant disciplinary actions, including termination of employment. If any third party that is expected to comply with this Policy acts in violation of this Policy, the relevant contracts may be terminated.

## 6. REVISION HISTORY

This Policy, adopted by Setur Marinas, entered into force with the approval of the Board of Directors on 31.01.2023, and Setur Marinas Legal and Compliance Counsel is responsible for updating the Policy.

<b>Revision</b>	<b>Date</b>	<b>Comment</b>
No:1	13.05.2024	Missing expressions have been added to the definitions, statements causing ambiguity have been improved, and references have been made to the Prevention of Money Laundering, the Financing of Terrorism and Weapons of Mass Destruction.