

Setur Marinas

Conflict of Interest Policy

Table of Contents

1	PURPOSE AND SCOPE	3
2	DEFINITIONS	3
3	GENERAL PRINCIPLES	5
4	APPLICATION OF THE POLICY	5
5	AUTHORITY AND RESPONSIBILITIES	6
6	REVISION HISTORY	7

1 PURPOSE AND SCOPE

The purpose of this Conflict of Interest Prevention Policy (the “**Policy**”) is to prevent, identify, manage and document actual, potential or perceived conflicts of interest that may arise between the personal interests of Setur Marinas employees and the interests of the Group.

All employees of Setur Marinas are required to comply with this Policy, which forms an integral part of the Setur Marinas Code of Ethics. Setur Marinas shall establish appropriate practices and controls, taking into account its business activities and organizational structure, to prevent, identify, manage and document conflicts of interest. Business Partners are expected to comply with this Policy to the extent applicable to the relevant party and/or transaction.

This Policy shall be read and applied together with other policies and internal rules in force within Setur Marinas that address conflict of interest risks. The Setur Marinas Donations and Sponsorship Policy, Setur Marinas Gifts and Hospitality Policy and Setur Marinas Non-Retaliation Policy complement this Policy and shall be considered and applied concurrently in their respective areas.

2 DEFINITIONS

“**Business Partners**” includes suppliers, distributors, dealers, authorized services and other third parties with whom the company has a business relationship and all kinds of representatives, subcontractors, consultants, etc. acting on behalf of the company, as well as their employees and representatives.

“**Close Relationship**” includes, without limitation, an employee’s spouse; former spouse where an ongoing financial, legal or personal relationship exists; cohabiting partner or fiancé(e); parents, children and siblings; the parents and siblings of the employee’s spouse; persons living in the same household; and other relatives or persons with whom the employee has a sufficiently close personal, emotional, social or financial relationship that may influence the employee’s decisions or reasonably create such a perception.

“**Conflict of Interest**” means any situation in which an employee’s personal interests may conflict with the employee’s responsibilities and duty of loyalty to Setur Marinas, may impair or appear to impair the employee’s objectivity in decisions made in the course of their role and responsibilities, or may provide or appear to provide a benefit to the employee or persons close to the employee.

“**Disclosure**” means the advance or immediate disclosure by the relevant employee, via e-mail or a designated system, of any situation that constitutes or may constitute a Conflict of Interest to management, the department or officer responsible for Compliance, or, in cases governed by the Working Life Policy, the Human Resources Department.

“**Donation**” means voluntary contributions in money or in kind (including goods or services etc.) to individuals or charitable entities (such as foundations, associations and other nonprofit organizations); universities and other schools; and other private or public legal entities or organizations etc. to advocate a philanthropic cause, serve the public interest and help achieve a social goal, without a consideration received in return.

“Ethics Hotline” means the 24/7 reporting channel operated by independent service providers through which suspected or actual violations of the Setur Marinas Code of Ethics and this Policy may be reported.

“Gift” means any item of value, whether given or received directly or indirectly, such as discounts, gift cards, promotions, promise of employment, cash, loans, memberships, services, favors, presents or goods.

“Hospitality” includes meals, short or long-term accommodation, travel and transport, social events for sporting, cultural or other purposes.

“Koç Group” means Koç Holding A.Ş., companies which are controlled directly or indirectly, jointly or individually by Koç Holding A.Ş. and the joint venture companies listed in its latest consolidated financial report.

“Setur Marinas” means Tek-Art Kalamış ve Fenerbahçe Marmara Turizm Tesisleri A.Ş. and its branches (marinas); Demre Marina İşletmeciliği A.Ş., Setur Yalova Marina İşletmeciliği A.Ş., Ayvalık Marina ve Yat İşletmeciliği Sanayi Ticaret A.Ş., Setur Antalya Marina İşletmeciliği A.Ş., Makmarin Kaş Marina İşletmeciliği Turizm ve Ticaret A.Ş., and Beta Marina Liman Yat ve Çekrek İşletmeciliği A.Ş.; all companies directly or indirectly controlled, individually or jointly, by Tek-Art Kalamış ve Fenerbahçe Marmara Turizm Tesisleri A.Ş., Beta Marina Liman Yat ve Çekrek İşletmeciliği A.Ş. or the other companies listed above; and the joint ventures included in the consolidated financial statements of such companies. Any new marina branches and companies directly or indirectly controlled by the companies listed above while this Policy remains in force are also included within the definition of “Setur Marinas”.

“Politically Exposed Person (PEP)” refers to individuals who are currently or in the past, either domestically or in a foreign country, elected or appointed to an important public function; board members, senior executives and deputy executives of international organisations and other persons holding equivalent positions; senior politicians; senior officials of political parties; senior judicial, administrative or military officials; senior executives of state-owned enterprises; and the spouses, first-degree relatives (mother, father and children) and relatives of all such persons.

“Report” means the communication, in accordance with this Policy, of observations or concerns regarding conduct suspected of constituting or potentially constituting a violation of applicable law, the Setur Marinas Code of Ethics, or relevant company policies, procedures, regulations or other internal rules.

“Retaliation” means any adverse action taken against a Reporter or any other person contributing to an Investigation, or against a person close to them, for making a Report or supporting an Investigation, including, without limitation, demotion, disciplinary action, dismissal, reduction in compensation, or changes to duties or shifts.

“Sponsorship” means contribution in money or in kind (including goods, or services, etc.) given to an entity or group, for staging an artistic, social, sports or cultural activity etc. in return for an institutional benefit reflected in the form of visibility to target audiences, under a sponsorship agreement or whatsoever name, to the extent the nature of the relationship is as defined herein.

GENERAL PRINCIPLES

All employees of Koç Group and/or Setur Marinas shall perform their duties with integrity, objectivity and professionalism and shall avoid directly or indirectly causing conduct that may give rise to a Conflict of Interest. Where such a situation arises, employees shall act in accordance with this Policy, the Koç Group and/or Setur Marinas Code of Ethics and applicable Compliance Policies. Business Partners are likewise expected to uphold the same ethical standards in their dealings with Koç Group and/or Setur Marinas, avoid conduct that may give rise to Conflicts of Interest and comply with the standards of Koç Group and Setur Marinas.

Where a Close Relationship exists or may exist between Business Partners, or another person or entity with which Koç Group and/or Setur Marinas has or may establish a business relationship, and an employee of Koç Group and/or Setur Marinas who engages such person or entity, approves work performed by them or participates in decisions concerning them, the relevant relationship must be disclosed.

Before any direct or indirect business relationship is established between a former employee of Koç Group and/or Setur Marinas and a Koç Group and/or Setur Marinas company, the department seeking to establish the relationship shall inform the department or officer responsible for Compliance and complete the required approval process in accordance with applicable internal procedures.

In addition, employees may report, through the other channels set out in the Whistleblowing Policy, actual or potential Conflicts of Interest involving third parties or other persons that do not fall within the employee's own disclosure obligations, as well as circumstances giving rise to serious concerns of such a conflict. Koç Group and/or Setur Marinas has zero tolerance for Retaliation against any person who makes a good-faith report through the Ethics Hotline or other reporting channels, or who contributes to a review process. Any conduct constituting Retaliation shall also be addressed under the Non-Retaliation Policy.

APPLICATION OF THE POLICY

Conflicts of Interest may arise in different forms and over time during activities carried out within Setur Marinas. Accordingly, Conflicts of Interest shall be assessed and managed not only when they have materialized, but also where they are actual, potential or may reasonably be perceived to exist.

Conflicts of Interest may not always involve an explicit or direct personal benefit. The following are illustrative examples of circumstances that may give rise to a Conflict of Interest; the list is not exhaustive:

- **Personal and family relationships:** an employee working in the same department as, or having a reporting relationship with, a person with whom the employee has a Close Relationship.
- **Financial interests and investments:** the employee, or a person with whom the employee has a Close Relationship, holding a material ownership interest, management role or other

financial interest in a supplier, customer or competitor that has or may have a business relationship with Setur Marinas.

- **External Professional Engagements and Activities:** an employee undertaking paid or unpaid outside employment, consulting engagements, board memberships or similar activities that adversely affect the employee's duties, objectivity, performance or the time required to be devoted to Setur Marinas.
- **Company assets and information:** using or disclosing confidential, commercially sensitive or non-public information obtained through one's role for personal benefit, or exploiting business opportunities belonging to Koç Group for personal gain.
- **Gifts, Hospitality and incentives:** Gifts, Hospitality or similar benefits offered or accepted in connection with decision-making processes that impair, or create the perception of impairing, objectivity, even where otherwise permitted under applicable policies.
- **Relationships with Politically Exposed Persons:** the employee or the employee's family members holding public office, or the employee having close relationships with Politically Exposed Persons that may affect Setur Marinas' activities.

Without limitation to the examples above, where an employee believes that any circumstance may give rise to an actual, potential or perceived Conflict of Interest, the employee must disclose the matter promptly.

As circumstances giving rise to a Conflict of Interest may change over time, any changes occurring after a previous disclosure must also be disclosed separately and without delay.

Where a Conflict of Interest cannot be fully eliminated, appropriate mitigation measures shall be implemented in accordance with applicable internal procedures, considering the nature and impact of the risk and with a view to protecting the interests of Koç Group and/or Setur Marinas. Such measures may include recusal of the relevant person from specific decision-making processes, reassignment of duties and responsibilities, or the introduction of additional approval mechanisms. Where mitigation measures are insufficient, or the Conflict of Interest presents an unacceptable risk to the legitimate interests of Koç Group and/or Setur Marinas, the relevant activity, role or business relationship shall be terminated.

Employees who are uncertain as to whether a situation constitutes a Conflict of Interest may consult the department or officer responsible for Compliance or, in cases specified in the Working Life Policy, the Human Resources Department. Employees are required to complete conflict of interest training upon joining and periodically throughout their employment, and to submit an annual Conflict of Interest disclosure.

5 AUTHORITY AND RESPONSIBILITIES

All employees and directors of Setur Marinas are responsible for complying with this Policy and for implementing and supporting Setur Marinas' relevant procedures and controls in accordance with the requirements of this Policy. Setur Marinas expects all Business Partners, to the extent applicable to the relevant party and transaction, to comply with and/or act in accordance with this Policy and takes the necessary steps for this purpose.

If there is a discrepancy between this Policy and the local laws and regulations applicable in the countries where Setur Marinas operates, the stricter of the Policy or the applicable legislation shall prevail, provided that the relevant practice does not violate local laws and regulations.

If you become aware of any action that you believe is inconsistent with this Policy, applicable law or the Setur Marinas Code of Ethics, you may seek guidance from or report the matter to your line manager. Alternatively, you may submit a report to the Setur Marinas Ethics Hotline at <https://www.seturmarinas.com/en/ethical-principles-and-compliance-policies>.

Setur Marinas employees may contact the Setur Marinas Legal and Compliance Department with questions regarding this Policy and its application. Violation of this Policy by an employee may result in significant disciplinary action, including dismissal. If a third party expected to comply with this Policy acts in breach of it, the relevant contracts may be terminated.

6 REVISION HISTORY

This Policy entered into force pursuant to the Board of Directors Resolution dated 01.10.2025 and numbered 2025-20, and the Setur Marinas Legal and Compliance Department is responsible for updating the Policy.

Revision	Date	Comment