

2025



ODAS'S CODE OF ETHICS

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01 Purpose and Scope

ODAŞ's Code of Ethics ("Code" or "Principles") have been established to ensure full compliance with ethical values, applicable laws and regulations, and internal corporate procedures in all operations of ODAŞ Elektrik Üretim Sanayi Ticaret A.Ş. and its affiliates ("ODAŞ"). The Code serves as a guiding framework that embodies ODAŞ's commitment to human rights, transparency, justice, environment-focused management approach, sustainability, and responsibility at the corporate level, ensuring that all operations are conducted in accordance with the Code.

The Code provides an ethical and compliance framework based on binding rules and principles for employees, managers, and business partners at all levels in the industries where ODAŞ operates. The Code also describes the governance structure needed to foster a culture of conduct aligned with our corporate values, to prevent and detect potential violations, and to address them in a manner consistent with ODAŞ's dynamic and proactive structure.

The Code is intended to:

01

Incorporate ODAŞ's ethical values and rules of conduct into the corporate culture,

02

Ensure full compliance with applicable laws and international norms and agreements (e.g., UN Universal Declaration of Human Rights (UDHR), ILO Conventions, UN Global Compact Principles),

03

Establish ethical standards in fundamental areas such as business ethics, child labor, forced labor, bribery and corruption, discrimination, fair competition, information confidentiality and security, and conflicts of interest,

04

Define the governance framework required for the most effective and dynamic operation of the internal compliance structure, risk analyses, disciplinary processes, and audit mechanisms,

05

Maintain an independent, anonymous, and secure reporting system that allows for the reporting of violations,

06

Manage detailed implementation rules in separate documents, by referencing relevant policies and procedures for all these areas.

The Code shall be considered as a whole together with the policy documents listed below:



Human Rights Policy



People and Culture Policy



Policy on Fighting Against Money Laundering, Bribery, and Corruption



Policy on the Protection of Personal Data and Information Security



Policy on Donations, Sponsorships, Gifts, and Hospitality



Corporate Governance Policy



Policy on the Compliance of Supply Chain



Policy on Compliance with Sanctions, Export Controls and International Regulations



Policy on ODAŞ Ethics Hotline



Environmental Policy



Policy on Business Ethics, Conflicts of Interest, and Competition



**Occupational Health and Safety Policy
Corporate Communication Policy**

The relevant policies, procedures, disciplinary regulations, and legal obligations of the Company shall be taken as the basis in the implementation of these Principles. The Principles apply not only to all employees and business partners of ODAŞ, but also to all employees and business partners of its affiliates.

02 Values, Vision, and Ethical Stance of ODAŞ

As ODAŞ, we are not only committed to generating economic value in the industries in which we operate; we also act in a sustainable and ethical manner, with a sense of responsibility towards society and the environment, and with transparency. Since our date of establishment, we have been operating with a dynamic, innovative, agile, environmentally-conscious growth approach focused on contributing to society across every field we operate in.

ODAŞ builds value in line with its corporate vision, based on the principles of transparency, integrity, accountability, and respect for human rights. This approach is not only integral to our strategic goals, but also to our day-to-day operations.

At ODAŞ, we believe that our high production capacity, dynamic and agile approach, and growing business volume, supported by our expanding investments and portfolio, are only possible in a work environment where ethical principles are adopted. In this regard, we expect all our employees and business partners to comply fully with the company's ethical values and applicable legal regulations. ODAŞ does not tolerate any behavior that could damage the work environment, such as discrimination, harassment, psychological intimidation (workplace bullying), or violence. We prioritize ensuring that employees work in an environment that respects human dignity, with equal opportunities and in a secure setting.

Our corporate culture is shaped by embracing universal values such as human dignity, the right to work, environmental sustainability, and equal opportunity. In this regard, the protection of confidentiality, prevention of conflicts of interest, responsible use of company assets, and ensuring information security are meticulously pursued throughout the entire organization.

At ODAŞ, we consider compliance with regulations in all our operations not only as a legal obligation but also as a natural reflection of our corporate values and ethical stance.

ODAŞ's ethical stance is not merely a set of rules of conduct; it is the core of a dynamic and proactive corporate culture that permeates all decision-making and implementation processes. In this regard, all our managers, in particular senior management, are expected to demonstrate ethical leadership and drive the development of an ethical culture within the company.

Compliance with all principles defined under the Code is crucial not only for the company's reputation but also for the well-being and safety of all our employees and stakeholders.

03 Commitment to Respect and Compliance with Human Rights

ODAŞ commits to creating a corporate culture that respects human dignity and values people and life in all its operations. ODAŞ operates in full compliance with international standards, including the United Nations Universal Declaration of Human Rights (UDHR), the UN Global Compact, the ILO Fundamental Conventions, and the OECD Guidelines for Multinational Enterprises, in addition to the national legislation.

Our approach to human rights is not limited to our own field of operations; it also applies to our entire value chain, including our business partners, suppliers, and affiliates. In this regard, the appropriate reporting systems are operated to prevent, detect, and rectify potential human rights violations.

Within the scope of this commitment, ODAŞ adopts a zero-tolerance policy to all human rights violations, including forced labor, child labor, discrimination, harassment, and abuse. In order to improve working conditions for employees, fundamental rights such as representation and participation, fair remuneration, and a safe working environment are ensured.

Risks to human rights are identified through regular assessments, and appropriate preventive measures are taken, particularly in high-risk operation areas. The Code also apply to the relationships with suppliers, and provisions on human rights are integrated into the contracts.

In cases where a violation is detected, corrective action plans are drafted to remediate the harm and prevent recurrence of the violation. Also, policies and practices related to human rights are regularly reviewed and shared transparently with the public on an annual reporting basis. ODAŞ's Human Rights Policy provides the details of the implementation guidelines in this area and is clearly communicated to all stakeholders, including employees.

04 Prohibition of Child Labour

ODAŞ adopts a zero-tolerance policy to child labor in all areas of its operations and throughout its supply chain.

In this regard, ODAŞ implements a written, documented, and enforced policy to prevent child labor applicable not only to its own employees but also to all suppliers and business partners. In the fight against child labor, ODAŞ commits to full compliance with the following international standards in addition to national legislation:

- **ILO Convention No. 138** (Minimum Age Convention)
- **ILO Convention No. 182** (Prohibition of the Worst Forms of Child Labour)
- **United Nations Convention on the Rights of the Child (CRC)**

Under the Principles, ODAŞ and all its suppliers strictly prohibit the employment of any child under the legal minimum age. Where local regulations are more stringent, these higher standards shall apply. Clear and binding provisions prohibiting child labor are added to contracts with suppliers; and a written commitment is obtained from each supplier to comply with this prohibition.

Oversight systems implemented as part of the fight against child labor include regular field visits and unannounced inspections. Special controls are applied to suppliers operating in industries with a high risk of child labor, such as agriculture and construction. The company considers membership in national and international industry initiatives fighting against child labor and supports collective prevention projects carried out in collaboration with NGOs, public institutions, and actors in the relevant industries.

In the event that child labor is detected at any supplier, education and rehabilitation for the child are prioritized. In this process, the supplier is allowed a certain period of time and is requested to implement the corrective actions required. However, if the efforts for improvement are unsuccessful, ODAŞ reserves the right to terminate the business relationship. All actions taken, audits conducted, and results obtained throughout this process are reported annually in a transparent manner.

The details of the implementation of this matter are further defined within the framework of ODAŞ's Human Rights Policy and the Policy on the Compliance of Supply Chain.

05 Prevention of Forced Labour

ODAŞ adopts a zero-tolerance policy against all forms of forced labor. This principle applies not only to its own organization, but also to its entire supply chain, subcontractors, consultants, agencies, and business partners. ODAŞ offers a dynamic work environment where employees work with their free will, their rights are protected, and they are not exploited.

Our conduct regarding the prohibition of forced labor is consistent with national legal regulations as well as the following international principles:

- **ILO Conventions Nos. 29 and 105**
(Prevention of Forced Labour),
- **United Nations Global Compact,**
- **Universal Declaration of Human Rights.**

Within the scope of the Principles, ODAŞ strictly prohibits all forms of forced labor, including debt bondage, prison labor, and the exploitation of migrant workers. It is not permitted to force any employee to work through threats, punishment, debt pressure, threats to family members, or similar means. It is a fundamental principle that every employee should work of their own free will and have the right to leave employment whenever they wish.

5.1. Employment of Migrant Workers

In the event that migrant workers are to be employed through agencies, recruitment fees and agency fees shall be covered by ODAŞ without any cost to the employee in any way. The costs of moving and relocation are again the responsibility of ODAŞ. Personal documents such as identity documents, passports, and work permits shall not be withheld from the employee unless there is a legal requirement to do so. Furthermore, coercive practices such as deposits, sureties, and insurance deductions imposed on employees are strictly prohibited.

5.2. Practices for Suppliers

ODAŞ adds explicit provisions on the prohibition of forced labor to all supplier contracts and receives written commitments from suppliers expressing their full adherence to this principle. Regular and unannounced inspections are conducted for suppliers operating in high-risk industries, such as agriculture, construction, and textiles. Audits by independent third parties are utilized when necessary.

A corrective action plan is developed immediately when forced labor violations are identified. The primary objective in this process is to protect the rights of the victimized employee and compensate them for the damage they have suffered. If the efforts for improvement are unsuccessful, ODAŞ reserves the right to terminate the business relationship with the relevant supplier.

Regular training programs are conducted for both employees and suppliers to prevent forced labor. A secure, impartial, and independent ethics hotline has been established within the Company to allow for the reporting of suspicious cases. Employees may contact the ODAŞ Ethics Hotline under the principles of anonymity and confidentiality.

ODAŞ commits to reporting on its processes, training, and oversight mechanisms aimed at preventing forced labor on an annual basis. The details of the practices are further regulated under the ODAŞ's Human Rights Policy.

06 Respect for Fair Competition and Intellectual Property Rights

ODAŞ is strictly committed not only to legal obligations but also to the principles of ethical trade in all markets where it operates. Recognizing that competition is a driving force for sustainable development and innovation, ODAŞ considers supporting fair competition a corporate responsibility.

In this regard, ODAŞ adheres to the principles of honesty, transparency, and fair conduct in all its commercial operations. Avoids any behavior that restricts competition. Absolutely does not engage in illegal and unethical practices such as price-fixing agreements, market or customer allocation, collusion with competitors, and monopolistic practices.

ODAŞ fully respects the intellectual property rights of competitors and third parties, such as patents, trademarks, and copyrights; any infringement of these rights is clearly against ODAŞ's Code of Ethics. By the same token, all employees are expected to demonstrate honest, fair, and ethical conduct in their dealings with customers and suppliers.

To ensure that these principles are internalized throughout the company, regular training programs are conducted for employees on competition law, ethical trade, intellectual property rights, and how to report unethical behavior. In order to ensure that any violation of the Code of Ethics can be detected, secure and effective reporting mechanisms have been established. The rules of fair competition and ethical conduct are defined in detail under the Policy on Business Ethics, Conflicts of Interest, and Competition.

07 Fighting Against Money Laundering, Bribery, and Corruption

ODAŞ adopts a zero-tolerance policy against bribery, corruption, commission, illegal gain, and similar unethical practices in all its operations. This principle is binding not only for the Company itself, but also for its affiliates, all of their employees, and third parties with whom the Company works (such as suppliers, consultants, subcontractors, etc.). The Company's commitment in this regard is not limited to "legal compliance"; it also involves establishment of anti-corruption mechanisms proactively within the framework of business ethics, transparency, and corporate responsibility.

7.1. Prohibited Practices

ODAŞ strictly prohibits any practices that may lead to bribery, improper payments, commissions, undue advantages, or conflicts of interest, whether directly or indirectly, such as giving gifts or provision of hospitality. Nobody acting on behalf of the company may provide any improper benefits to third parties, including customers, public officials, or representatives of the private sector. In particular, any attempts to gain an advantage in public tenders, licensing procedures, incentive or audit processes are expressly prohibited.

7.2. Rules for the Employees and Managers

Employees and managers of ODAŞ may not accept or offer any gifts, hospitality, payments, or benefits that could influence their duties. Integrity, objectivity, and transparency are essential in all business relationships. In the event that any circumstances that could lead to a conflict of interest are identified, the employee is obligated to immediately report this matter to their manager or to the Company's ethics reporting mechanisms.

7.3. Relationships with Third Parties

Explicit and binding provisions regarding the fight against bribery and corruption are included in all contracts with suppliers, consultants, subcontractors, and other third parties. Written commitments are obtained from these individuals and organizations that they will comply with ethical principles and the zero-tolerance policy. Specific training sessions to raise awareness are also conducted for these parties when deemed necessary.

7.4. Reporting and Sanction Mechanisms

Cases of suspected bribery or corruption can be reported by employees through secure and anonymous reporting lines, ethical communication channels, or the Ethics Committee. Reports are assessed on the principle of confidentiality, and an investigation process is initiated if deemed appropriate. Disciplinary measures (warning, suspension, termination of employment, etc.) may be implemented depending on the nature of the violation; furthermore, legal proceedings may be initiated by referring the matter to the competent authorities if necessary.

At ODAŞ, practices are regularly monitored, risks of violation are analyzed, and preventive measures are developed to minimize these risks. Practices related to fighting against bribery and corruption, as well as gift and hospitality practices, are detailed within the scope of ODAŞ's Policy on Fighting Against Money Laundering, Bribery, and Corruption, and its Policy on Donations, Sponsorships, Gifts, and Hospitality.

08 Business Ethics and Code of Conduct

ODAŞ expects all employees to perform their duties with the principles of integrity, ethical responsibility, reliability, and professionalism. Our approach to business ethics is not limited to prohibiting certain conduct; it also establishes the value system that employees will use as a reference when making decisions and implementing them.

Practices and case studies related to business ethics are detailed under the Policy on Business Ethics, Conflicts of Interest, and Competition.

8.1. Prevention of Conflicts of Interest

One of the key conditions of business ethics is preventing conflicts of interest. No employee may use their position and authority at ODAŞ to gain personal benefits for themselves, their family, or their close associates. Employees are obligated to report any relationship or circumstance that could cause a conflict of interest with the company during the course of their duties to their managers or the company's ethics reporting channels immediately.

8.2. Utilization of Company Assets and Information

ODAŞ stipulates that company assets, resources, and information may only be used for business purposes. It is expected that all physical and digital resources will be utilized in an ethical and responsible manner. Company information shall be protected in accordance with the rules of confidentiality, and trade secrets shall not be shared with third parties. It is absolutely unethical to compete with the company or use the opportunities offered by the company for personal gain.

8.3. Integrity and Transparency

A zero-tolerance policy is adopted against all unethical behavior, such as providing misleading information, forging documents, and similar actions. Such practices are not permitted under any circumstances.

8.4. Duty to Report and Protection

Any employee who comes across a violation of ethical rules is obligated to report this matter to the Ethics Committee, the ODAŞ Ethics Hotline, or their manager directly. The identity information of reporting employees is kept confidential; they are guaranteed not to suffer any adverse treatment as a result of their report.

8.5. Disciplinary Process and Legal Actions

Disciplinary proceedings are initiated promptly against employees who engage in unethical behavior. Depending on the nature of the violation, this process may involve different actions, ranging from a written warning to termination of the employment contract. Legal proceedings are also initiated when deemed necessary.

8.6. Promoting an Ethical Culture

ODAŞ adopts a dynamic and proactive educational approach to foster and sustain an ethical culture within the Company. In this regard, ODAŞ regularly conducts ethical awareness campaigns under the leadership of senior management to establish an ethical culture throughout the organization and provides training programs to its employees on ethical principles. Ethical rules are periodically reviewed, updated, and communicated to all employees in an accessible manner.

09 Compliance with Sanctions, Export Controls and International Regulations

ODAŞ is committed to full compliance with laws, international regulations, industry standards, and applicable sanctions rules in all areas of its operations, while maintaining an environmentally-conscious and sustainable business model. ODAŞ demonstrates compliance not only with national legislation but also with global compliance obligations such as sanctions lists, export controls, competition and trade rules established by international organizations.

ODAŞ employees shall always act in accordance with national and international legislation, principles for combating climate change, sectoral restrictions, and licensing obligations, if any, while performing their duties. The company refrains from any transactions that violate country-specific embargo lists, export restrictions, trade bans, and financial sanctions. In particular, it is mandatory to conduct preliminary assessments and compliance inspections for commercial activities to be carried out with countries or regions subject to sanctions.

No employee or agent of the Company may intentionally or negligently provide commercial facilitation, directly or indirectly, to individuals, institutions, or countries subject to sanctions. Such transactions may expose the Company to not only legal risks but also significant financial and reputational risks.

To minimize these risks, ODAŞ provides regular training to all employees on legal compliance and international sanctions. External consultants specializing in international trade, law, and auditing are engaged when deemed necessary. Each department is guided by checklists and procedural guidelines specific to its area of operation.

Compliance with regulations and sanctions is regularly monitored and reported by the relevant business units. Furthermore, any non-compliance identified by employees can be reported to the Ethics Committee via the Ethics Hotline and will be subject to an assessment process.

The principles, responsibilities, and implementation guidelines outlined in this section are further detailed in the Sub-Policy Document titled the Policy on Compliance with Sanctions, Export Controls, and International Regulations.

10 People and Culture Approach

ODAŞ views its employees as its most valuable asset and considers the development and well-being of its human resources as one of the key pillars of sustainable and dynamic growth. In this regard, it has been adopted as a key principle that all processes related to employees are managed in a fair, transparent, inclusive manner, and in line with strategic objectives.

ODAŞ considers respect for diversity, equal opportunity, and continuous improvement as key principles in People and Culture processes such as recruitment, career development, remuneration, performance management, occupational health and safety, ethical processes, and work culture. The People and Culture Policy established within this framework includes practices tailored to the needs of all business families and aims to foster an agile work environment where every employee can realize their potential.

ODAŞ provides a collaborative, dynamic, reliable and innovative work environment focused on development, in line with the values that form the foundation of its corporate culture and its corporate capabilities. People and Culture processes not only contribute to employee satisfaction and engagement, but are also structured to support to ethical principles, occupational health and safety rules, and sustainability goals.

The career paths, training and development plans, performance, and motivation of employees are regularly monitored and supported by transparent feedback mechanisms. All managers are responsible for ensuring compliance with these principles within their teams and for continuously improving the work environment.

The opportunities provided to the employees at ODAŞ are not limited to professional life; the employees are also supported by practices that promote the work-life balance, social events, volunteer projects, and ethical reporting mechanisms. All these elements that contribute to employee engagement and sense of belonging reflect the Company's approach to corporate responsibility and sustainability.

The principles, implementation guidelines, and management framework outlined in this section are defined in the sub-policy document titled People and Culture Policy, where they are further detailed.

11 Policy on the Protection of Personal Data and Information Security

ODAŞ recognizes information security and personal data protection processes in all industries in which it operates as an integral part of its corporate responsibility and sustainability approach. ODAŞ commits to securing the confidentiality, integrity, and availability of information assets while processing the personal data of our employees, customers, and all stakeholders in a lawful, transparent, and secure manner.

Within this regard, ODAŞ operates in compliance with national and international regulations, in particular the TS ISO/IEC 27001 Information Security Management Systems and TS ISO/IEC 27019 Information Security Controls for the Energy Utility Industry Standard, as well as the Personal Data Protection Law No. 6698, GDPR, and CCPA. The Company strictly adheres to the principles of the law, rules of integrity, data minimization, and purpose limitation in personal data processing procedures.

All personal data is stored on secure servers, kept accessible only to authorized personnel, and access is controlled according to roles. It is protected by advanced technical measures such as AES-256 encryption, multi-factor authentication, firewalls, IDS/IPS systems, and log records. Data is deleted, destroyed, or anonymized in accordance with applicable legislation once the data processing period has ended.

ODAŞ promotes a culture of information security through regular training and awareness programs for its employees and relevant parties; and requires the same level of security and confidentiality standards in collaborations with third parties. Information security and data protection processes are audited internally and/or externally at least once a year; business continuity plans are drafted for potential risks and tested for feasibility.

The principles, responsibilities, and procedural guidelines regarding the protection of personal data and information security practices are defined in the sub-policy document titled "Policy on the Protection of Personal Data and Information Security," which provides further details.

12 ODAŞ Ethics Hotline and Implementation Processes

ODAŞ has established an ethics hotline that provides employees and business partners with easy access to a reliable and transparent channel for reporting concerns, with the aim of ensuring compliance with ethical principles and preventing unethical behavior. The aim of this system is not only to detect violations but also to continuously improve the company's ethical framework.

12.1. ODAŞ Ethics Hotline:

All employees, subcontractors, consultants, and stakeholders who encounter or suspect a violation of ethical principles may report it anonymously to the ODAŞ Ethics Hotline via phone, online platform, or email address. All channels of the ODAŞ Ethics Hotline have been implemented by an independent third-party provider in a way that they can be easily accessed by employees. ODAŞ Ethics Hotline is regularly reviewed and its effectiveness is assessed.

The principles of confidentiality and anonymity are strictly applied in every aspect of the ODAŞ Ethics Hotline. The identity information of the reporting individuals is kept strictly confidential upon request.

No negative actions such as discrimination, termination of employment, transfer, or obstruction of compensation or promotion rights may be taken against an employee who makes a report in good faith at any level of the company. Such actions are considered as “retaliation” and a disciplinary process is initiated immediately.

12.2. Management of the Process

The receipt and management of ethics-violation reports occurs as follows:

1. Receipt of an Application:

All reports received via email, telephone, or the online system are logged in the ODAŞ Ethics Hotline. The report is forwarded to the Ethics Committee with the personal details of the reporting individuals anonymized upon their request.

2. Initial Assessment:

The Ethics Committee conducts an initial assessment and review based on the scope and content of the report and decides whether to initiate an investigation.

3. Investigation Process:

An internal investigation is initiated when it is deemed appropriate by the Ethics Committee. In this process, information and documents are collected from relevant individuals, necessary interviews are conducted, and they are recorded.

4. Decision Stage:

If the Ethics Committee determines that a violation has occurred, corrective actions are identified. Depending on the nature of the case, disciplinary proceedings or legal recourse mechanisms are initiated.

5. Feedback:

The outcome of the process conducted by the Ethics Committee is communicated to the reporting individual in a manner that does not compromise the principle of anonymity.

6. Recording and Monitoring:

All reports submitted to the ODAŞ Ethics Hotline and their outcomes are recorded, monitored through periodic analysis, reported to the Board of Directors, and a systematic improvement process is implemented.

ODAŞ works with independent third-party service providers to ensure that the Ethics Hotline is operated in accordance with the principles of impartiality, anonymity, and security. The infrastructure of the Ethics and Reporting Hotline is developed in accordance with the principles of routing, recording, and transparency based on the nature of the report.

Ethical processes are monitored by the ODAŞ Ethics Committee, and a comprehensive report is submitted to the Board of Directors at least once a year. These reports contribute to the improvement of corporate transparency by being integrated into the Company’s internal audit plans and sustainability reporting. Documents and application mechanisms for the ethical processes are published on the Company’s intranet system in an accessible manner for employees.

Detailed provisions on the functioning of ethical reporting processes are also defined in Policy on ODAŞ Ethics Hotline and its Policy on Business Ethics, Conflicts of Interest, and Competition.

13 The Relationship Between the Code and Policies and the Governance Structure

ODAŞ’s Code of Ethics is a comprehensive umbrella document that outlines the Company’s ethical values, approach to human rights, and understanding of business ethics. These Principles are implemented in line with various policy documents that contain procedural details regarding their application.

These policy documents detail how the commitments outlined in ODAŞ’s Code of Ethics are implemented, how the responsibilities are allocated, and how the processes are managed.

13.1. Responsibility for Policy and Updates

The applicability, currency, and transparency of the policy documents included in this text, along with ODAŞ’s Code of Ethics, are the responsibility of the ODAŞ Ethics Committee. Policy documents are reviewed at least annually to ensure they remain aligned with the dynamic nature of the world; and revised as necessary and submitted to the Board of Directors for approval. Updated documents are published via internal digital systems and the corporate website in an easily accessible manner for both company employees and other stakeholders.

13.2. The Structure of the ODAŞ Ethics Committee

ODAŞ Ethics Committee has been established to ensure the implementation of ODAŞ’s Code of Ethics in an agile and effective manner, to review ethical violations, to promote initiatives aimed at establishing an ethical culture, and to conduct regular reporting.

The Ethics Committee is the review and investigation body that upholds the Company’s ethical stance and compliance systems. The Committee’s duties and responsibilities are set out in the Policy on ODAŞ Ethics Hotline and come into effect upon approval by the Board of Directors.

The composition of the Committee:

The Ethics Committee consists of representatives from the following departments:

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| ODAŞ Executive Board | Directorate of Legal and Archival Affairs | Directorate of Finance and Investor Relations | People and Culture Committees |
| 2 Full Members | 1 Full Member | 1 Full Member | 1 Full Member |
| The Ethics Committee undertakes the task of carrying out the administrative and coordination duties of the Committee. Relevant departments or external consultants may be invited to meetings to obtain expert opinions when necessary. Committee members are selected and perform their duties in accordance with the principles of transparency, impartiality, confidentiality, and commitment to ethical principles. Members of the Committee are appointed by the Board of | | | |

The duties and powers of the Committee are:

- 01 To assess reports of cases that violate ethical principles and initiate the necessary procedures.**
- 02 To ensure that a preliminary review or internal investigation is conducted regarding ethical violations.**
- 03 To develop suggestions regarding the disciplinary processes to be implemented.**
- 04 To ensure that independent investigations are conducted or to recommend external audits when necessary.**
- 05 To make recommendations regarding the updating of Code of Ethics and related policy documents.**
- 06 To coordinate awareness and training activities in order to promote the company's ethical and compliance culture.**
- 07 To report periodically to the Board of Directors on the implementation of ethical processes.**
- 08 To supervise the recording and confidential storage of ethical reports.**
- 09 To ensure the review of third-party reports and external complaints.**

13.3. Rules of Procedure of the Committee

The Ethics Committee meets regularly at least once every two months. Extraordinary meetings may be held when deemed necessary. Decisions are passed by a simple majority of the Committee members. All meetings are recorded in writing and stored in secure archiving systems. Legal proceedings, disciplinary processes, or external reporting processes are initiated as necessary, in accordance with the decisions of the Committee.

14 Enforcement and Monitoring Mechanism

ODAŞ's Code of Ethics has entered into force as of 11.07.2025 in accordance with the Board of Directors' decision dated 11.07.2025 and numbered 2025/8, and shall apply to all employees, managers, affiliates, and third parties working with ODAŞ. The effective date and version information of ODAŞ's Code of Ethics shall be clearly stated in the document. Principles and related policy documents are published and made available on internal systems and the corporate website.

ODAŞ Ethics Committee is responsible for implementing, monitoring, and assessing the effectiveness of ODAŞ's Code of Ethics. Within this scope, Ethics Committee identifies risks in the implementation of policies, reviews the received ethics reports, monitors the system's effectiveness regarding addressing violations, and recommends corrective actions when necessary.

ODAŞ's Code of Ethics are reviewed and assessed at least once a year. Circumstances where updates are required are determined based on regulatory changes, requirements for compliance with international standards, findings from internal audits, and operational difficulties encountered. Recommendations for revisions are prepared by the Ethics Committee and come into effect upon approval by the Board of Directors. Updated versions of the Policy are clearly communicated to all employees and relevant stakeholders.

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