



FRAPORT TAV
ANTALYA TERMINAL MANAGEMENT INC.



CONFLICT OF INTEREST
(Şirket Çıkarlarına Aykırılık)

Prepared by	Controlled by	Approved by	Approved by
LCO	Quality Manager	General Manager	General Manager

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1. PURPOSE, SCOPE

1.1 Purpose

The purpose of the Conflict of Interest Guide is to set forth general rules and principles for all employees to ensure that there is no conflict between their work and the Fraport TAV's interests, and to define how to resolve it when it occurs.

1.2 Scope

This Guideline covers all matters that may create a conflict of interest between Fraport TAV employees and managers with the company. It complies with the CMS Guide and CoC-Employees Guide rules.

2. CONFLICTS OF INTEREST

2.1 Commitment To Company Interests

Our employees are required to pay attention to the following rules:

- The employee, who is a party to the contract, who deals with the purchasing transactions, or who directly follows or manages the business, must declare the commercial interest of himself, his relatives up to 3rd degree and other relatives, with any supplier company.
- No employee can have a significant share/earnings in a company competing with Fraport TAV or in its subsidiaries without prior permission. An employee who directly or indirectly owns a significant share/earnings in a company doing business with Fraport TAV or in a subsidiary of such company must submit a written statement stating this situation.
- It is forbidden to give company information (except for those made public) to third parties. Employees must keep the internal affairs of the company confidential to all parties inside and outside the company.
- Employees should refrain from any behavior that may harm the image of the company.
- In places where Fraport TAV is represented (conference, panel, panel discussion, written and oral media, social media environments, etc.), only corporate policies and opinions can be expressed. In these environments, the corporate title and functions should be used as they are.

2.2 What Are Conflict of Interests?

A conflict of interest means that any employee has to choose between the requirements of his job and his own private interests.

Another approach is to exhibit behavior aimed at providing personal benefit. Personal benefit, is the benefit that the employee provides privately to himself, which is contrary to the benefit of the company. Personal benefit can be obtained directly or indirectly through friends, family members up to third degree or companies owned by them. Personal benefits; economic, financial, political, professional, sectarian, emotional etc, can happen in different situations.

Conflicts of interest can arise in a variety of ways, such as procurement processes, financial interests in a supplier, customer or business partner (this includes the subcontractor), in the context of secondary employment, or through personal relationships between employees at work and with business partners.

Under this topic, a systematic approach has been adopted for the prevention and management of illegal and unethical behaviors that are likely to harm the Organization.

The following regulations support the identification and appropriate handling of existing or potential conflicts of interest. It also guides employees in situations of conflict of interest.

2.3 Framework Of Conflict Of Interest

The rules regarding conflict of interest cover all Fraport TAV employees and their relatives up to the 3rd degree and situations related to obtaining personal benefits as a result of the transactions handled in all processes. Therefore:

- While making business decisions, no employee may pursue personal interests that conflict with the Company's interests or personally take advantage of business opportunities to which the Company is entitled.
- The employee cannot borrow money from the companies with which he/she does business or have a commercial relationship.
- The Organization that is in the decision-making process is prohibited from making direct commercial contracts with companies owned by the family of the employee-manager or by persons with a close relationship up to the third degree, as this may create a conflict of interest. Example: The Quality Manager cannot sign a contract with his uncle's firm.

2.4 In Which Situations a Conflict Of Interest May Occur?

Conflict of interest can arise in a variety of ways and can be very difficult to foresee. However, considering the process interactions, it can be foreseen that the conflict of interest may arise in (but not limited to) the following environments:

- a) **Conflicts of Interest in Procurement Processes and Prohibitions of Participation:** Direct and indirect activity in a procurement process on the part of the contracting authority and part of the contractor is prohibited. Personal relationships, financial interests or participations in the business of a customer, supplier or business partner must not lead to preferential treatment of this business partner or applicant.
- b) **In the management processes of outsourced services:** Flexibility in contract terms, unfair use of population,
- c) **In financial relations between customers or business partners:** The existence of transactions such as postponing receivables, flexibility in legal processes, exchange differences, interest rights, etc.,
- d) **In supplier relations:** relations process such as receiving offers, contract, work delivery, payment,
- e) **In gifts and invitations:** Accepting gifts presented to or received from persons with whom the company operates or in business relations, employees, family members of the employee, friends, relatives or business partners,
- f) **In donations and sponsorships:** While making donations and sponsorships, expectations such as waiting in return and providing a personal population,
- g) **In secondary job statements;** Working without a job declaration, using company information to benefit oneself in a secondary job, requesting to work in a second job in competitive companies.

Official interests are always impaired if the secondary employment is carried out in an area that belongs to the area of responsibility of Fraport TAV.

- h) **Disagreements in the organization:** In cases where the decision processes are managed by a manager who has created a trust problem and cannot use his/her authorization well,
- i) **Control Functions over Related Parties:** An employee may not act in an auditing, supervisory or controlling capacity with respect to a related party within the scope of corporate governance functions such as auditing, compliance, risk management and internal control system.
- j) Personal relationships between employees and management,
- k) Situations where changes occur in the duties and authorities of the employee,
- l) Situations where the employee-manager has life and habits outside the ordinary course of life or is a party to such negative relationships,
- m) The state of being followed by the public due to extraordinary indebtedness (in an amount that cannot be paid within 1 year with salary) of the executives in the decision-making position and in the senior titles.
- n) Positions where transactions that will create financial results are frequently performed, as per their job descriptions.

The situations listed above have been determined as high-risk situations in terms of conflict of interest and are audited by the Compliance Manager with the assignment of the general managers or upon request by Compliance Manager.

The situations listed above have been determined as high-risk situations in terms of conflict of interest and can be audited by the Compliance Manager upon the appointment of the General Managers or upon the request of the Compliance Manager by the approval of the General Managers.

2.5 Measures Taken to Prevent Of Conflicts Of Interest

The following situations are arranged to prevent conflict of interest.

- Any remunerated **secondary employment** must be reported to Company HR Department in writing before it is taken up. A remunerated employment includes not only remuneration in money, but the granting of any benefit of monetary value. The secondary business cannot compete with the current business, and sharing company information is not allowed.
- **Shareholdings in Competitors, Business Partners or other Companies related to Fraport TAV.** Employees must disclose their direct or indirect shareholding in a competitor or business partner of Fraport TAV - such as, in particular, customers, suppliers, dealers, commercial agents, consultants, service providers or other companies - with a connection to Fraport TAV, insofar as these are relevant. The duty to disclose also exists if not the employee himself, but a related party holds a corresponding shareholding, insofar as this is known to the employee.
- **Private Commissioning of Suppliers.** Private and professional matters must be kept strictly separate. Employees may not have private orders carried out by companies with which they have business dealings if this results in personal advantages for them.
- All employees are informed about the conflict of interest, documents are provided, they are encouraged to use a notification system, and they are supported by responsible persons such as

LCO and/or Ethics Consulting. Employees are informed as changes occur within the scope of conflict of interest.

- The employee or manager, who is a contracting party, cannot act in an audit, supervision or control capacity regarding the related party.
- If there is a possibility of conflict of interest, it is ensured that the person concerned is withdrawn from the meeting, negotiation, voting or decision-making process. In such cases, Fraport TAV Management prevents the person concerned from doing business with any company, institution or organization with which the person's relatives or close relatives are related.

2.6 How Do I Handle a Conflict Of Interest?

First of all, the conflict of interest should be clearly defined and the parties should be clearly identified. The process should then be managed by authorized persons. If it is understood that a conflict of interest exists, the Ethics Committee is authorized to take the necessary measures.

2.6.1 Disclosure Of The Conflict Of Interest

A disclosure must be made as soon as the employee becomes aware that a conflict of interest may exist. The conflict of interest must be disclosed as soon as possible and in any case before the employee engages in the action in question.

Businesses are dynamic and as circumstances change, existing disclosures may no longer be accurate or complete. In such a case, the employee concerned must redisclose the conflict of interest or report that a conflict of interest no longer exists.

2.6.2 Disclosure To Fraport TAV Compliance

If a conflict of interest exists or could exist, the employee concerned must inform Fraport TAV Compliance Manager in writing. The notification of a conflict of interest must be made in written. The employee is responsible for documenting the process.

All Fraport TAV Management are responsible for ensuring compliance with this guideline within their area of responsibility. They must lead by example and provide guidance and direction to employees who report to them.

2.6.3 Conducting Conflict Of Interest

In the event of a conflict of interest, the responsible person must take appropriate measures in accordance with the principle of proportionality. The Ethics Committee has the right to take the necessary measures to eliminate the occurrence of a conflict of interest.

In this context, if a conflict of interest situation arises or is likely to arise, the relevant employee-manager should withdraw from any meeting, reconciliation, negotiation, voting, bargaining, voting or decision-making process against the possibility of affecting the situation.

Suggested conflict management methods include, but are not limited to:

- Removing the relevant employee from the relevant discussions and actual decisions,
- Giving employees only clearly identifiable tasks,
- Not sharing confidential information (including contracts, draft contracts, planning data, financial data, personnel information and all other business matters),
- Changing reporting requirements in case of conflict of interest,
- Implementation of the 4- eyes principle, increasing the frequency of control and inspection,

- Elimination of the conflict-creating situation,
- Resignation or dismissal of those in conflict,
- Modification of reporting requirements if there is a conflict of interest with a supervisor-auditor,
- Current and active implementation of risk management,
- Communicate the decision and its justification to the employee,
- Ensure that the employee complies with the regulations.

2.7 Responsibilities In Conflict Of Interest

All employees must comply with the applicable laws and the principles and rules regarding the handling of conflicts of interest set forth in this guide. These rules are binding on all employees. As the contact information is clearly defined in the CMS Guide, LCO and/or Ethics Consulting is responsible for responding to all requests regarding compliance.

Compliance Manager (LCO) responsibilities;

- To determine, develop and implement a conflict of interest policy,
- To increase awareness to avoid conflicts of interest,
- Establishing a mechanism to notify about conflicts of interest,
- Handling the information disclosed by the employees confidentially and without prejudice, and presenting them to the Ethics Committee if necessary,
- To convey the decision and its justification to the employee,
- Planning, implementing and reporting audits in required areas.

Ethical Consulting responsibilities;

- To provide enlightening information to employees on conflict of interest issues.

Manager responsibilities;

- Informing employees to prevent conflicts of interest, encouraging them to make notifications,
- Addressing risks related to conflicts of interest and evaluating risk mitigation measures,
- To forward the received notifications to the LCO and to support the research process.

Ethics Committee responsibilities;

- In case of doubt, assign the LCO to assess the facts,
- To take measures, including the exclusion of the relevant person during the investigation process, in case of any conflict of interest,
- Evaluating the results of the investigation and making a decision.

Employee responsibilities;

All Fraport TAV employees are responsible for complying with and applying the conflict of interest rules included in the Company's Code of Ethical Conduct.

Supplier responsibilities;

All Fraport TAV suppliers are responsible for complying with the conflict of interest rules included in the Code of Ethical Conduct.

2.8 Legal Basis For Conflict Of Interest

Conflict of interest rule and policy has been prepared by taking into account national and international (Sapin-II Anti-Corruption Law, US Bribery Prevention and Foreign Corrupt Practices Law, It has been prepared taking into account the UK Bribery Act..) legislation in order to ensure that Fraport TAV employees fulfill their duties and responsibilities in accordance with general business and ethical rules, applicable laws, internal procedures, corporate values and company culture.

In case of conflict of interest, the Company's Disciplinary Procedure, when necessary, the Labor Law No. 4857, Declaration of Property, Anti-Bribery and Corruption Law, Turkish Penal Code No. 5237 and some special laws are the legal basis.

3. COMMUNICATION AND REPORTING

In order to prevent potential, apparent or real conflicts of interest, all employees and business partners must notify employees as soon as possible, through the following methods or directly.

3.1 Communication Channels and Contact Persons

All employees must report as soon as they learn of a conflict of interest or potential.

Notification can be made via BKMS with/without name or via e-mail or directly to LCO or Ethical Consultants. Any notification received is first evaluated by the LCO and reported to the General Managers. If necessary, it is handled by the Ethics Committee. The Ethics Committee decides within the scope of the LCO report, Compliance Guide and Disciplinary Procedure.

All matters related to conflict of interest are recorded by the Compliance Manager, and if the disciplinary procedure is followed, the resulting decisions are recorded by the HR Department. When an issue regarding conflict of interest or inconvenient occurrence is raised, employees shall also contact with:

- Own manager or
- Company Compliance Officer (LCO) or
- Ethics Consultant

You can reach the Compliance Officer and Ethical Consultants through the contact information below.

Compliance Officer and Lawyer = LCO

Mobile: 0530 498 46 59

Tel: 0242 315 1037 Internal: 1037

pinar.gursu@antalya-airports.aero

HR & Org.Development Director

Mobil: 0532 341 65 30

Tel: 0242 315 1501 Dahili: 1501 & 1502

tuncay.arici@antalya-airport.aero

Employees or business partners employees can report any identified or potential conflict of interest directly via BKMS, publicly or anonymously. BKMS system can be accessed via intranet and internet.

The internet-based Business Keeper Monitoring System (BKMS®) can be accessed via the following hyper-link:

<https://www.bkms-system.net/bkwebanon/report/clientInfo?cin=9icf36&c=-1&language=eng>

3.2 Reporting

Within the scope of CMS regular reporting is made twice a year. Conflict of interest is also part of the report. However, an incident investigation report is prepared for individual notifications and shared with the Ethics Committee if necessary. Feedback is given to those who report through any channel after the case evaluation. The process and documentation are carried out in coordination with HR and the requirements of the Personal Data Protection Law are taken into account.

4. EXECUTION

Fraport TAV management and employees are responsible for the implementation of the scope of the Conflict of Interest Guideline.

5. REVISION

Conflict of Interest Guideline revision are made by the Quality Department in accordance with the Document Control Procedure, publish and distribute again.

6. ENFORCEMENT

Conflict of Interest Guideline will be in force with the approval of the General Manager.