



ETHICS AND COMPLIANCE

ATU CODE OF CONDUCT



INTRODUCTION

Distinguished members of the ATU family,

ATU currently serves approximately 60 million passengers per year in 7 countries, with a service area of 32 thousand sqm. Having started in Atatürk Airport, our journey continues with Istanbul Airport; our domestic operations are located in Izmir, Ankara, Bodrum, Gazipaşa, and international operations in Georgia, Macedonia, Tunisia, Riga, Medina, and Salalah.

While operating at the international level, we have demonstrated full compliance with the relevant legislations and culture of each country; and we have never compromised on universal ethical values. We have achieved this success together with you and our shareholders.

The "Ethics and Compliance" concept in summary, encompasses the highest degree of respect for ATU's values and compliance with the laws and regulations of all the countries in which we operate. As an outcome of our sensitivity, we established our Ethics and Compliance Department. In order to align our company culture with the ethical and compliance values, our relevant department has set forth the "ATU Code of Conduct". These rules are now our Constitution. I expect the highest level of respect and compliance with this Constitution from all of my colleagues.

Our goal is to further reinforce the value that our company attributes to the principles of honesty, respect, trust, and responsibility in order to be one step ahead in the global competition, by internalizing the international compliance standards and adopting the right code of conduct in every decision we make in our daily working lives. This is the expectation of our shareholders and business partners.

Our company established the E-Learning program so that all our employees can become the ambassadors of the culture of Ethics and Compliance. This training program will be accompanied by a series of presentations and awareness-raising measures.

I firmly believe that each and every one of you will successfully complete these trainings. In addition to all these, we will establish our Orang-Ethics Club, which will help us with their activities in promoting our culture of Ethics and Compliance. I wholeheartedly encourage you to become volunteers of this club. I will be very happy to meet and chat with the club volunteers from time to time on the occasion of lunch meetings.

Dear Colleagues, I especially would like you to know that this issue is of paramount importance to me personally. The Code of Conduct constitutes a reference tool which will help us act with integrity, by questioning ourselves in situations we would face at work. The Ethics and Compliance Department and I will always be available for you on this issue. I would like to thank each of you in advance for your support, contribution, and importance you will attribute to ATU's stance and determination on this issue.

Warmest greetings to all of you.
Sincerely,

CEO
Ersan Arcan

OUR ETHICAL CULTURE ALLOWS US TO TAKE THE RIGHT PATH!

Ethics and Compliance for ATU involve compliance with the laws, regulations, and values of the countries in which the company operates.

In order to be able to realize the necessary changes in procedures, Ethics and Compliance must primarily be rooted in cultural change. Every ATU employee supports this cultural change by implementing ATU's values in their daily working life.

Having a solid ethical culture allows us to take the right path!



Our Ethical Heroes at ATU will always be on our side to promote our ethical culture.

LOYALTY: A MUTUAL COMMITMENT

When the employee and the employer sign an employment contract (open-ended, fixed-term, internship, etc.) they are committed to carrying out their duties with integrity and loyalty.

DUTY OF LOYALTY:

Unless otherwise specified, the duty of loyalty applies to all employees during their employment contract, when the work stops, during periods of leave, and holidays.

Employee's duty of loyalty;

- Not to cause harm or humiliation to the employer, customers, suppliers, partners, etc.
- Not to share confidential information.
- Not to accept assignments constituting competition without prior permission.

Employer's duty of loyalty;

- Paying the salaries owed and complying with the payment dates.
- Providing employees with the work that has been agreed upon.
- Providing employees with sufficient resources so that they can do the work expected of them.

The duty of loyalty covers a wide range of actions that may prevent one of the parties from being unfairly harmed.

OUR ETHICAL CULTURE



A culture of Ethics and Compliance is an element of trust for our company and its stakeholders. Each employee must be an active participant in this process and must serve as an ambassador of our ethical culture in the relations they establish with the stakeholders.

ATU Ethics and Compliance Program encompasses all local and international locations. The fundamental tools of this program are awareness and education. Our Ethics and Compliance rules are based on four pillars: integrity, respect, trust, and responsibility. These principles should also be adopted by all functions and subcontractors of the company. It is essential that employees at every level support their subordinates in adopting these principles. When these rules are violated, ATU might take action in accordance with the nature of the said violation and underlying conditions by taking disciplinary precautions.

Hence, it is extremely important that you share any sensitive situation with your supervisors or with the Ethics and Compliance Officer (see page 18). Thinking about and discussing these issues, developing the right reflexes, finding appropriate solutions, identifying potentially risky situations, and directing them appropriately to the relevant parties are crucial steps of the process.

OUR ETHICS AND COMPLIANCE DEFINITION	IMPORTANT OUTCOMES OF ETHICS AND COMPLIANCE CULTURE	THE MEANING AND IMPLEMENTATION OF THE CODE OF CONDUCT	ESTABLISH COMMUNICATION IN ORDER TO ASK A QUESTION OR SHARE SENSITIVE SITUATIONS
The Ethics and Compliance concept for ATU, means complying with the laws and regulations, as well as the values.	Ethics and Compliance have become a universal necessity in business relations; and have direct impact on our stakeholders' trust in us and our performance. Some ethical violations might result in monetary penalties for the company and its employees, and even more severe punishments. The purpose of Ethics and Compliance culture is to protect our company and its employees who are its natural stakeholders.	ATU operates in a challenging business environment where even the slightest wrongdoing might result in costly outcomes (including monetary penalties, imprisonment, business sanctions, and loss of reputation). For this reason ATU decided to lay down the Code of Conduct very clearly. The purpose of these rules is to protect both the company and its employees by providing concrete examples that would enable our employees to internalize these principles and implement them in every aspect of their working life.	It is vitally important that you share your worries in case you have a question, or if you come across a sensitive situation! Establishing communication and discussing these issues would shed light on them, would help us identify the risks, and would help us find the appropriate solutions together with your supervisor (see page 18). You may also get in touch with us via the "Speakup System" we established at ATU.

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COMPLIANCE WITH LAWS AND REGULATIONS

Ethics involves a close-knit relationship with compliance with laws and regulations.

All employees must strictly comply with laws, regulations, and any contractual obligations that may arise when performing their duties.

For example:

I have been recently promoted to a new position. My new job description covers customs clearance, and my team informed me that we had to comply with a special arrangement that I didn't know about. What should I do?

You should discuss the situation with your supervisor and consult the Legal Department to get relevant information.

* ATU's operations are subject to the relevant Customs Legislations in the respective countries they operate. In carrying out our daily operations, it is very important to master the Customs Legislation together with the general laws and to fully comply with these rules.



COMPLY

- Discuss the legal information about your position with your supervisor.
- Have at least some basic information about the laws and regulations regarding your position.

BE AWARE

- Discuss the matter with your supervisor and your colleagues in the department.
- Consult the matter with the Legal Department and the Compliance Officer.

NEVER

- Make any decisions involving legal risks without consulting your supervisor or the Legal Department.
- Make any commitments on behalf of the company when the company or the shareholders have concerns about compliance with laws and regulations.

FIGHT AGAINST FRAUDULENT BEHAVIOR

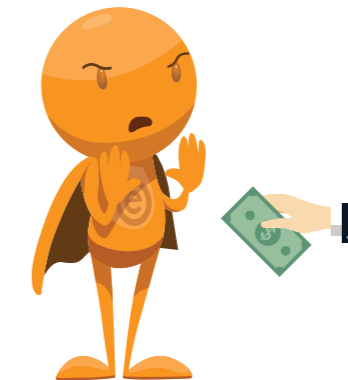
A fraudulent behavior is any act of misrepresentation carried out with the intent to obtain an improper or illegal benefit.

Fraudulent behavior could be subject to investigation. Fraudulent conduct includes theft, extortion, embezzlement, abuse of trust, illegal trade, money laundering, corruption (see page 8), favoritism, illegal benefits, abuse of public resources, leaking insider information, misuse of company assets, and usurpation of identity/duty.

For example:

As I filled out my expense form, I noticed that I had received the change missing, and immediately corrected the figure by falsifying it on the receipt. Is this an acceptable behavior?

This is an abuse of trust. You should never falsify or misrepresent documents, under any circumstances.



COMPLY

- Be proactive in preventing fraudulent behavior.
- Apply all relevant policies and procedures.
- Protect the assets and inventory of the company (facilities, equipment, etc.)
- Monitor all of the transactions and keep all supporting documents.

BE AWARE

- Absolutely inform your supervisor, the Legal Department, or the Ethics and Compliance Officer if you suspect fraud.
- Do not offer monetary refund, discount, or financial favors without following the right policy.

NEVER

- Accept to neglect the policies of the company.

CORRUPTION PREVENTION



Corruption is a benefit (gifts, hospitality, money, information, services, etc.) given to a public or private entity, in order to make them act or refrain from acting in the desired manner. Corruption can be in the active (by the person who commits corruption) or passive form (by the person who is the subject of corruption).

**Even intent alone is enough to make this a crime!
ATU will always be on the side of ethical employees who reject every form of corruption or bribery.**

COMPLY

- Conduct daily operations with openness, fairness, integrity, and in accordance with ATU's standard operating procedures.
- Inform our partners about our commitment to fighting corruption.
- In the event of suspected or attempted corruption, inform your supervisor or Ethics and Compliance Officer.

BE AWARE

- Be aware of situations where you would feel indebted after receiving an advantage or benefit from a partner.
- Do not engage with intermediaries without sharing our anti-corruption commitments or safeguarding the latter with contractual guarantees.
- Do not accept or offer a gift or hospitality without questioning the terms. (see page 11).

NEVER

- Offer or accept bribery, gifts, hospitality, services, etc. in order to be invited to tenders, or obtain confidential company information.
- Accept using an intermediary designated by a client or a prospect, in order to secure an agreement.
- Approve a service or order invoice from a supplier with a lower or higher value than the actual merit, in order to provide benefits to the supplier or to other parties.
- Consider entering into business relations without checking the relevant third parties (suppliers, clients, etc.) (see our policy on third party assessment).
- Make any facilitation payments to facilitate or accelerate the grant of authorizations.

The only exception to the Anti-Corruption Policies: There is a share of tolerance if the physical safety of the person or their family is under threat. If this is the case, you must immediately inform your supervisor, the Legal Department, or the Ethics and Compliance Officer.

For example:

I work in the duty-free sector at an airport. A local airport manager offers to give me a free plane ticket if I agree to hire his son. Is that acceptable?

This is a bribery attempt that constitutes crime according to the law and according to ATU. I reject the offer and I inform my supervisor or the Ethics and Compliance Officer about the matter.

PRUDENCE ABOUT GIFTS AND HOSPITALITY

Gifts and hospitality can easily be seen as attempts at bribery or corruption. For this reason, these should remain rare events. In such cases, the employees and the company may face the same risks.

ATU employees may occasionally offer or accept gifts or hospitality as a courtesy that would lead to good business relationships, however it is important to follow the rules set out in the gifts and hospitality procedure when offering and/or accepting such acts of kindness.



COMPLY

- Analyze the gift or hospitality offered or accepted based on the following 4 criteria.
- Prefer promotional gifts or gifts having a symbolic value.
- Be informed about ATU's approach to fund transportation and accommodations for third parties that would be relevant for its operations.
- Always get your supervisor's written approval for all kinds of gifts / hospitality with a value higher than Eur 60*.

BE AWARE

- Avoid all gifts or hospitality that may lead an outside observer to question the integrity of the gift giver or the recipient.
- Avoid any gifts or hospitality that may affect the impartiality of any decision an employee should make in the interests of the ATU.

NEVER

- Accept any monetary value even under the form of loans or guarantees, movable assets, property, equipment, travels, or services provided by a third party offered free of charge to you or your family, friends, or colleagues.
- Accept gifts or hospitality which would make you feel indebted to the person giving this gift or hospitality.
- Accept gifts or hospitality at a strategically important time (ex. tender invitation).

* The total value of all gifts and hospitality (see the Policy on Gifts and Hospitality)

GIFT AND HOSPITALITY INDICATORS

4 context analysis criteria:

1. Check with the Legal Department to see if there is a specific framework in the local law.
2. Consider strategic conditions, if any; do not accept or offer gifts/hospitality during tender invitations, voting periods, negotiations, etc.
3. Remain in the professional level and don't get involved in private life. Examples of non-professional situations are listed below:
 - Any hospitality involving friends or family not directly associated with the project.
 - More free time in seminars and professional events than work-related time.
4. Determine whether the value of gifts/hospitality is reasonable.
 - Reciprocity test: Am I authorized to offer gifts/hospitality of the same value within the parameters of my work?
 - When addressing value, consider all of the other past gifts/hospitality (add them up yearly or quarterly - see chart below).

SUMMARY

Gifts / hospitality
Amount > 200 € per year
cumulative total
 Higher than 200 euros
 cumulative total

Prior written approval of your supervisor and Deputy General Manager / General Manager is required.

Gifts / hospitality
200 € > Amount > 60 € per year
cumulative total
 Higher than 60 euros
 cumulative total

Your supervisor's prior written approval is required via email.

Gifts / hospitality
Amount < € 60 per year
cumulative total
 less than € 60
 cumulative total

No approvals needed.
 The employee is required to keep his / her own gift / hospitality record during the year.



IDENTIFICATION AND RESOLUTION OF CONFLICTS OF INTEREST

Conflicts of interest arise when the personal interests of an employee or a person close to them, conflict with the employee's job description or task defined by the company. The employee cannot be trusted to make impartial and professional decisions in this situation. A conflict of interest is not a crime in itself; but is mostly caused by a sensitive situation that could lead to real crimes.

A conflict of interest can occur at any time and in any situation: in relationships with an external partner, within a team, when hiring someone you know, etc.

COMPLY

- Strictly observe the interests of the company when carrying out your tasks and never base them on your personal interests.
- Know how to identify potential or actual conflicts of interest.
- Inform your supervisor or the Ethics and Compliance Officer about all actual or suspected conflicts of interest.

BE AWARE

- Be aware of your friends, family, or employees who may have business or personal relationships or even financial interests with ATU's suppliers, competitors, or customers.

NEVER

- Conceal a conflict of interest that may harm ATU or an employee.

For example:

I'm in a supplier selection process. My brother works for an applicant company. What should I do?

There may be a conflict of interest depending on my brother's work at that company and the financial consequences that the business can create. The only way to decide whether the situation is acceptable, is to discuss the situation honestly and openly with your supervisor and find a solution that would protect you and ATU.

PROTECTING PERSONAL DATA AND INFORMATION

ATU's daily operations require sharing and processing a wide range of information, including company-specific data, activities, statistics, and studies. These types of information as a whole are considered valuable assets. The company would be at risk if these assets are compromised, mishandled, or mismanaged.

Our data assets must be protected to ensure the future growth and competitiveness of the company. It is vital that we protect and manage ATU's sensitive and confidential data, regardless of its type, format, or location.

ATU has developed the Company Data Protection Policy* for this purpose. All employees are responsible for systematically implementing this policy on a daily basis. All employees must engage actively to ensure compliance with the policy.

* For further information, please contact the IT department, responsible for security and risk management.



SPECIAL CASE: PERSONAL DATA

All information that can be used to identify a particular individual (e.g. name and last name) or to identify a person through cross examination of various data elements (phone number, record number, registration number, etc.) is considered personal data.

Subsets of personal data are handled as sensitive personal data (such as genetic and biometric data, health information, information about membership in associations, foundations, or trade unions, race-ethnicity information, criminal convictions and security measures, data on political opinion, philosophical belief, religion, sect, or other beliefs, costume and clothing etc.). All applicable regulations, in particular the requirements of the Law on the Protection of Personal Data (GDPR) must be followed when using such personal data.

PROTECTING PERSONAL DATA AND INFORMATION

COMPLY

- Provide maximum vigilance and confidentiality when working on data associated with the company, both inside and outside the company.
- When working on confidential information, use only the equipment of the company and never carry out such work in public places, so that your surroundings are always safe.
- When sharing CONFIDENTIAL or CLASSIFIED information (verbally, in writing, or digitally), be sure to contact only known and identified persons; if these are not from ATU or the data has CLASSIFIED status, be sure to enter into a confidentiality agreement.
- Store and destroy documents you are working on according to confidentiality categories (protected cabinet, paper shredder machine, etc.).

Protecting personal data

- As soon as you start a project, identify the personal data that you will work on as required by your task.
- Follow local regulations and internal rules on data protection (registration, collection...).
- When you're done with the data clean your personal storage and take them away from your environment.

For example:

During a conference, a colleague from another Duty Free company said that they wanted to discuss the best market practices with me. As this sounded like a useful idea, we decided to send informative emails to each other every month.

Is that acceptable?

The disclosure of current or future confidential commercial information, which is not publicly available, is strictly prohibited and may result in disciplinary action. Such data include pricing strategies, costs, and company policies associated with other Duty Free companies. Discuss the matter with the Legal Department and get their advice.

BE AWARE

- Follow ATU's guideline principles and rules when working from home.
- Follow ATU's regulations when you go to another location on mission.

Protecting personal data:

- If you suspect data theft or loss (e.g. on a USB), or know about it; or if the data has been altered (e.g. computer hacking) inform your IT department immediately

NEVER

- Share any information, documents or files, including current or planned projects or studies, or any secrets and processes related to the work of any ATU affiliate in any form without reasonable justification and without appropriate protective measures.
- Share private information about projects you are currently working on or you previously worked on through social media.
- Provide strategic information directly or indirectly to competitor Duty Free companies.
- Facilitate directly or indirectly the disclosure of confidential business information between competitor customers, commercial operators, or suppliers.

Protecting personal data:

- Violate the requirements of local regulations or internal rules on personal data protection.

* For further information, please contact the IT department, responsible for security and risk management.

PROTECTING PERSONAL DATA AND INFORMATION

COMPUTERS AND DATA PROTECTION

PASSWORDS Use complex passwords Refrain from using the same password in different places never disclose a password.	SAVE AND BACKUPS Save your work data in the storage environment of the company only.	UPDATES Apply the updates required by the Information Systems Department on your devices as soon as possible.
FLASH DRIVE Try to avoid using flash drives / USB sticks and never use them to store confidential data (high risk of spreading harmful software or malware), use the existing sharing platforms of the company for file transfers.	E-MAIL Report suspicious messages to the relevant department responsible for data protection and check the links and attachments before clicking on them.	DATA DOWNLOAD If you have doubt about security, consult the department in charge of data protection to check the download links.
CIRCULATION Never store your work data on your PC; always use company-provided storage options and privacy filters.	WORK / PERSONAL PURPOSE Keep your professional and personal use separate, including email, devices, storage, etc.	MALWARE Turn-off your workstation immediately if it behaves in an unusual manner and contact IT support.

iletisim_bimproblem@atu.com.tr

RESPECT FOR OUR EMPLOYEES, COLLEAGUES, AND PARTNERS

Respecting our employees improves their well-being and contributes to our success. Moving from this principle, it is especially important to fight against discrimination and harassment. Showing the same respect to our partners improves cooperation and trust.

- | | | |
|---|--|---|
| <div style="display: flex; align-items: center;"> <div style="width: 15px; height: 15px; background-color: #008000; margin-right: 5px;"></div> COMPLY </div> <ul style="list-style-type: none"> • Be mindful of your colleagues and treat them fairly. • Create an environment that promotes mutual trust and dialog in order to better manage sensitive situations within departments. • Inform your supervisor or the Ethics and Compliance Officer in case of harassment and/or discrimination. • Inform our partners about the general principles of our ethical commitments and be prepared to discuss these matters with them. | <div style="display: flex; align-items: center;"> <div style="width: 15px; height: 15px; background-color: #FFA500; margin-right: 5px;"></div> BE AWARE </div> <ul style="list-style-type: none"> • Pay attention to the tips and indicators showing that your colleagues might be in an uncomfortable situation. • Detect every situation where our partners deviate from our ethical principles and inform relevant officers. | <div style="display: flex; align-items: center;"> <div style="width: 15px; height: 15px; background-color: #FF0000; margin-right: 5px;"></div> NEVER </div> <ul style="list-style-type: none"> • Apply discrimination directly or indirectly, especially in hiring or promotion processes. • Act in manners which could be interpreted as harassment or sexist behavior. |
|---|--|---|

For example:
My department manager keeps unfairly criticizing and dispraising the work of a colleague who is doing a decent job, and as a result s/he has lost self-confidence, although s/he has been known for her/his competence in the past.
What should I do?
 An important part of a manager's task is to encourage and motivate their team, which also requires them to treat each co-worker objectively and fairly. The manager sets an example and is expected to treat the team members (individually and as a group) with respect and fairness. If you are aware of such an incident, please report it to your supervisor, HR representative, Ethics and Compliance Officer, or report it via the "Speakup System".

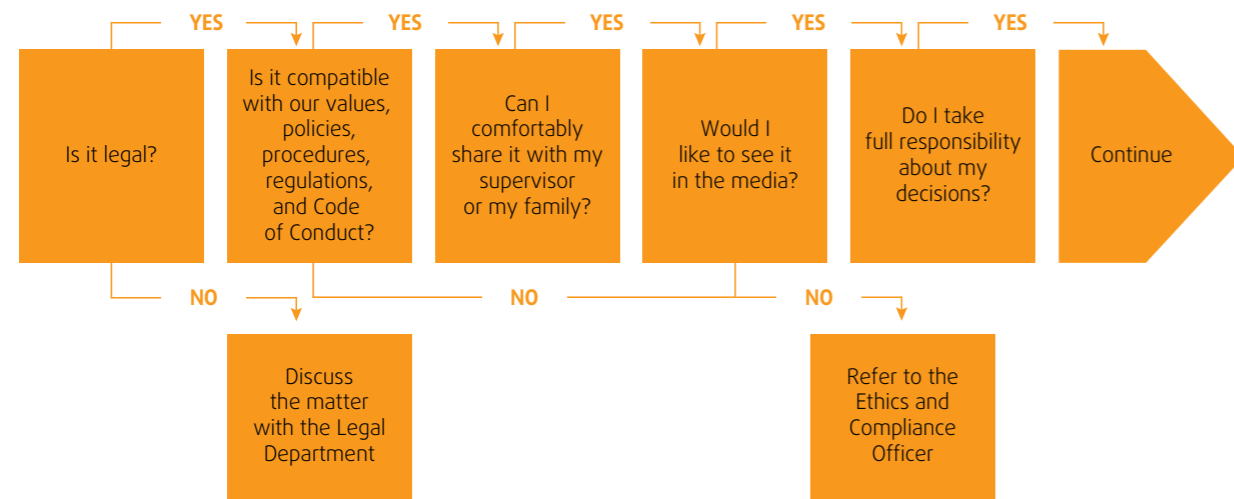
If you have witnessed or been subjected to mental and/or sexual abuse, do not keep it a secret. Please be sure to talk to your HR representative or Ethics and Compliance Officer.



Compliance with procedures and ethical conduct is also needed in the fight against epidemics. In the context of social responsibility, our ethical conduct in dealing with epidemics is very clear. Follow the policies our company has published on this issue and inform your supervisor or Human Resources Department if you or your relatives are showing signs of an epidemic disease.

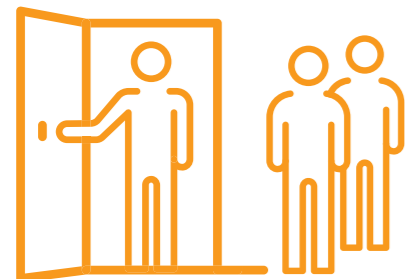
COPING WITH SENSITIVE SITUATIONS

Ask yourself the following questions:



If you have questions or would like to share a Code of Conduct violation incident, please contact the relevant persons.

1. Your supervisor
2. Relevant Department: Human Resources Department, Legal Department, etc.
3. Ethics and Compliance Officer
4. You can also use the "Speakup System" platform, which is managed by a fully independent firm.



Web : www.remedetikhat.com.tr
Username : atudutyfree
Password : atu2000

Phone : 0212 401 30 95
E-mail : speakup@atu.com.tr

Ethics and Compliance ATU Code of Conduct Website:
[ATU Code of Conduct](#)

COPING WITH SENSITIVE SITUATIONS

Do not hesitate to refer partners and stakeholders to this website for further information about our Code of Conduct.

Maintaining ATU's good reputation is vital for both its growth and performance. Each employee contributes in some way to ATU's reputation through their discourse and behavior. Sharing problems allows ATU to take a growth-oriented approach while protecting its own interests as well the interest of its employees.

Am I protected if I use the Speakup System?

The system is designed to protect the person who reports problems with honesty, by ensuring that their identity and information will be kept confidential. The person who reports the problems is protected during and after the investigation of their report. Violation of this privacy by those responsible for the investigation may lead to sanctions. Notifications to the Speakup System can also be made anonymously.

Everyone has the right to use the Speakup System without the prior permission or knowledge of their supervisor. Any attempt to interfere with or prevent the Speakup System report could lead to sanctions.

Frivolous (malicious) use of the Speakup System may also be subject to disciplinary action.

