

COMPANY: SÖĞÜT İNŞAAT A.Ş.

DOCUMENT NO: SGT-KRY-POL-007

DOCUMENT TITLE: POLICY ON COMPETITION LAW COMPLIANCE

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1. PURPOSE AND SCOPE

This Policy on Competition Law Compliance ("Policy") aims to stipulate the principles and the rules regarding maintenance of operations in accordance with Competition legislation, to inform Employees of Competition Law, to prevent antitrust violations, to ensure compliance of Söğüt İnşaat with Competition Law regulations, and to increase awareness of competition law within the company.

Söğüt İnşaat is committed to carrying out its operations in compliance with all applicable laws, regulations, and rules pertaining to antitrust legislation. This is applicable to all Employees, particularly to an Employee who:

- i. Could contact clients, subcontractors, suppliers, and/or competitors;
- ii. Could attend trade fairs, participate in meetings of associations, or participate in meetings where subcontractors, suppliers, and/or competitors could attend; and/or
- iii. Supervises and/or manages an employee as described in (i) or (ii).

Söğüt İnşaat's Board of Directors is responsible for the oversight of the Policy, and the Legal Department is responsible for the overall implementation.

Definitions and Abbreviations

- **Anti-competitive Agreement:** Explicit or implicit, written or oral agreements between undertakings/companies on price fixing, controlling the amount of supply, market and customer allocation, sharing, and controlling of market resources.
- **Association of Undertakings:** Refers to any kind of associations with or without a legal personality, which are formed by undertakings to accomplish particular goals, such as chambers of industry, trade associations, unions, and bars.
- **Competition:** The contest between undertakings in markets for goods and services, which enables them to take economic decisions freely.
- **Competition Authority:** A government institution of a country that is responsible for the implementation and enforcement of competition law and policy.

- **Competitively Sensitive (Strategic) Information:** The type of information that would lead to the prevention, distortion, or restriction of competition directly or indirectly in a particular market. Examples include prices, price terms, offers, bids, strategic and marketing plans, detailed cost information, customer lists, capacity, and research and development plans.
- **Concerted Practices:** A form of coordination or collaboration between undertakings/companies to avoid competing with each other without a formal agreement or decision. It is sufficient if the parties have expressed their joint intention to behave in a particular way (e.g., in a meeting, a telephone call, or an exchange of emails or WhatsApp messages).
- **Control:** In relation to a company, the ability of any person directly or indirectly to (i) appoint and/or remove a majority of the board of directors; (ii) exercise, or direct the exercise of, more than 50% of the voting rights of that company; or (iii) exert control by virtue of special shareholder rights.
- **Dominant Position:** Refers to the power of one or more undertakings in a particular market to determine economic parameters such as price, supply, production, and distribution by acting independently of their competitors and customers.
- **Employee:** All employees of Söğüt İnşaat A.Ş., including managers, directors, representatives, and board members.
- **Legal Department:** Söğüt İnşaat A.Ş.'s legal team.
- **Söğüt İnşaat or Group:** Söğüt İnşaat A.Ş. along with its subsidiaries.

2. GENERAL PRINCIPLES

2.1. Obligations

2.1.1. Relations with Competitors

Employees:

- Do not enter into written or oral agreements with competitors on prices, pricing policies, supply conditions, offers, or bids that restrict competition;
- Do not engage in geo-based market sharing or supply constraints with competitors;
- Do not act together with competitors to ensure that other competitors are excluded from the market;
- Do not enter into any written or verbal agreements with competitors that could be called gentleman's agreements;
- Do not enter into any written or oral communications with competitors before and after public procurements or private tenders;

- vi. Do not become a part of any communication, behavior, or discussion with competitors on prices, pricing policies, sales, offers, bids, profitability, costs, capacities, revenues, and market shares that could be described as Concerted Practices;
- vii. Do not exchange Competitively Sensitive Information with competitors;
- viii. Obtain information only from publicly available sources in accordance with the legislation and clearly indicate the source;
- ix. Inform the company and ensure necessary legal measures are taken if Competitively Sensitive Information is delivered to them by competitors;
- x. Inform the Legal Department before attending an association meeting and request a meeting agenda prior to the meetings;
- xi. Keep minutes of meetings in respect of meetings held in associations of undertakings;
- xii. If Competitively Sensitive Information is shared or discussed during association meetings, promptly and absolutely leave the meeting, ensure that the departure is duly recorded in the minutes, and immediately notify the Legal Department;
- xiii. Inform in writing that a positive response cannot be given by consulting the Legal Department before responding to non-compliant requests from competitors; and
- xiv. Receive guidance from the Legal Department in cases where there is a doubt that they may be in violation of competition legislation.

2.1.2. Dominant Position

Söğüt İnşaat may become in a dominant position in some of the markets it operates. Employees must refrain from abusing a Dominant Position. Therefore, Employees shall:

- i. Not engage in activities or collaborations aimed at preventing competitors from accessing the market or excluding existing competitors;
- ii. Not put unfair pressure on competitors or subcontractors by abusing a dominant position;
- iii. Not apply different conditions to third parties in similar positions, and not refuse sales and/or supply without reasonable justification;
- iv. Avoid fraudulent or deceptive practices aimed at abusing dominance or harming competitors and comply with the principle of fair treatment.

2.1.3. Mergers, Acquisitions and Joint Ventures

Changes of control or the incorporation of a joint venture may require clearance from Competition Authorities. Employees involved in such transactions should inform the Legal Department in the preliminary stages of a planned transaction.

2.2. Investigation Process of Competition Authority

The Competition Authority has the right to conduct on-site investigations. All Employees should cooperate with the Competition Authority, understanding that severe sanctions may be imposed for obstruction, resistance, or the deletion of any correspondence (including SMS, WhatsApp messages). Requisite internal steps to ensure no rights are breached include:

- i. Requesting to see and have a copy of the authorization documents of the officials in charge;
- ii. Contacting the Legal Department immediately and directing the officials to a senior executive or the legal team.

2.3. Potential Consequences of a Violation

Violations of this Policy may result in disciplinary sanctions up to and including termination of employment, as well as legal liability including fines for both Söğüt İnşaat and the individual Employees involved.

2.4. Company Implementations

Söğüt İnşaat undertakes to provide regular trainings to Employees on competition law and implements competition law-related discipline and incentive practices.

3. REPORTING OF VIOLATIONS

Each Employee and Third Party engaged in a business relationship with Söğüt İnşaat is required to immediately report any actual or suspected violation in compliance with this Policy through one of the channels identified below:

- **Email:** etik@sogut-insaat.com.tr
- **Web:** sogut-insaat.com.tr/ethics
- **Ethics Hotline:** 0312 287 33 13

Söğüt İnşaat takes all reports seriously. All reports received are kept confidential unless there is a legal obligation to disclose them.

Please refer to Söğüt İnşaat Whistleblowing Policy (SGT-KRY-POL-002) for details.

Ahmet KAPUSUZ

Company Manager / Şirket Müdürü