

## Policy Statement

Catoni Group of Companies, and its subsidiaries are committed to achieving and maintaining the highest standards of openness, probity and accountability in the conduct of its business and affairs. We are also committed to ensuring concerns are treated seriously and handled and/or investigated in a manner that protects a whistleblower's identity. Identification of concerns allows us to take appropriate action that could prevent further misconduct and limit potential financial, reputational and other impacts.

The aims of this Policy are:

- To encourage staff to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated appropriately with their confidentiality respected at all times
- To provide all employees with guidance as to how to act in accordance with the highest standard of personal and professional integrity in all aspects of their activities and to comply with all applicable laws, regulations and Catoni Group policies
- To reassure all employees that they should be able to raise genuine concerns in good faith without fear of reprisals, even if they turn out to be mistaken

## What Is Whistleblowing?

Whistleblowing is the disclosure of information which relates to suspected wrongdoing or dangers at work.

Whistleblowing matters may include but are not confined to:

- Breach of legal or regulatory requirements
- Breach of our internal policies and procedures including the Catoni Group Code of Conduct
- Fraud, money laundering, theft or improper use of company property or funds
- Unlawful discrimination, workplace or sexual harassment
- Undeclared or mismanaged conflicts of interest
- Malpractice, impropriety or fraud relating to internal controls, accounting, auditing and financial matters
- Modern slavery and human rights breaches
- An act or omission which creates a substantial danger to the lives, health, or safety of employees, the public or the environment

## What is a Whistleblower?

A whistleblower is a person reporting information that he/she suspects on reasonable grounds to indicate any genuine concerns related to suspected wrongdoing or danger affecting any of Catoni Group's activities.

Whistleblower may be current or former employee, director, contractor, business partner (including supplier, customer and joint venture partner) of Catoni Group or the relatives, dependants or spouses of any of these people.

## Confidentiality

Catoni Group shall maintain confidentiality of the person making the disclosure to the fullest extent and reasonably practicable within the legitimate needs of law, and any ensuing evaluation or investigation. The identity of the whistleblower will not be divulged without his/her consent.

However, in some circumstances, it may be legally obliged to reveal the whistleblower's identity, for example, where an investigation leads to legal proceedings being initiated. In addition to this, in some circumstances, it may be obvious who has raised the concern and filed the Report, or the investigation process may lead to the point where a statement is required or the individual is called to provide evidence. If these are the case, Catoni Group will take all reasonable steps to ensure that the employee suffers no detriment. Harassment or victimization of a genuine whistle blower will be treated as gross misconduct, which if proven, may result in dismissal.

## **Anonymous Reports**

The investigation into allegations made anonymously is expected to be difficult as Catoni Group is not able to obtain additional information from the whistleblower. Such anonymous reports may also be made based on incomplete and inaccurate information. Under such circumstances, Catoni Group may wish to meet with the whistleblower making the report to clarify misconceptions/misunderstandings, if any. However it becomes impossible to obtain necessary feedback and rectify such misunderstandings where anonymous reports are brought forward. Therefore Catoni Group will not prioritize anonymous reports for investigation.

## **Untrue Allegations**

In making a disclosure, employee should exercise due care to ensure the accuracy of the information. No matter the allegations are being proven, employee will not be at risk of suffering any form of retribution as a result provided that he/she is acting in good faith and reasonable manner. On the other hand, disciplinary action may be taken against employee who is proven to raise false and malicious allegations deliberately.

## **Retaliation**

Retaliation is any actual or threatened detriment which a whistleblower may suffer because whistleblower has proposed to report a protected concern. Retaliation may include:

- Dismissal or adverse impact to employment
- Alteration of duties to whistleblower's disadvantage
- Discrimination between the whistleblower and other individuals
- Harassment or intimidation
- Damage to health, property, reputation or financial position

Catoni Group will not tolerate retaliation against a whistleblower. If Catoni Group identifies anyone involved in retaliation, all reasonable steps to protect whistleblower are taken and these individuals will be subject to disciplinary action, which may include dismissal.

## **Procedure**

### **Reporting Channel**

Employee who has a legitimate malpractice concern can inform the respective Department Manager of the concern. The Department Manager should then raise the matter with the Board of Directors. If the concern involves the relevant Department Manager, the employee may raise the matter direct with the Compliance Officer.

Employee of the subsidiaries who has a legitimate malpractice concern can inform the respective General Manager of the subsidiary concerned. The General Manager of the subsidiary should then raise the matter with Compliance Officer of Catoni Group. If the concern involves the General Manager of the subsidiary concerned, the employee may raise the matter direct with Compliance Officer of Catoni Group.

### **Reporting Format**

Disclosures can be made in person or in writing. If the disclosure is made in writing, it should be sent to the respective Department Manager or Compliance Officer as appropriate at the whistleblowing hotline mail address of Catoni Group in a sealed envelope clearly marked “Strictly Private and Confidential – To be Opened by Addressee” to ensure the confidentiality, or through sending email or by calling whistleblowing hotline given below.

Employees are required to put their name to any disclosures they make. Anonymous complaints would usually not be considered.

Catoni Group will hold it a serious disciplinary offence for any person to seek to prevent a communication of malpractice concern reaching to the Department Manager or Compliance Officer or the Board of Directors of Catoni Group or to impede any investigation which he/she or anyone on his/her behalf may make.

### **Investigation Procedure**

Catoni Group is committed to conducting any investigation in a timely, objective and thorough manner.

The purpose of an investigation is to gather facts that are relevant to a suspected wrongdoing, so that the Board of Directors can make a credible determination based on the information available. Investigations should be carried out without violating the local legislations and it should be structured in such a way as to minimize disruption to the business without compromising the quality of the investigation. External investigation, if any, carried out by an official State authority on the same subject, should not be disrupted or harmed.

Depending on the findings of the investigation, and subject to the provisions of the law or labour agreement, the Board of Directors will determine the appropriate course of action which can be, but is not limited to:

- Declaring the report inadmissible
- Taking corrective actions, which may take the form of disciplinary actions
- Developing additional measures, such as training, revising or adding new internal controls, creation of additional policies or other measures that aim to promote a culture of integrity and compliance

### **Outcome**

Catoni Group will aim to keep whistleblower informed of the progress of the investigation and its likely timescale. Whistleblower will be informed of the outcome of the investigation however, sometimes the need for confidentiality may prevent us giving any specific details of the investigation or any disciplinary action taken as a result.

The outcome whistleblower is seeking cannot always be guaranteed. It should be noted however that whistleblower's concern will be dealt with fairly and in an appropriate manner. If whistleblower is not satisfied with the manner in which whistleblower's concern has been handled, whistleblower may contact CEO of Catoni Group.

### Complaint Timeframe

Within six weeks from the date the employee submitted whistleblower's complaint, the whistleblower shall be notified on the position of the Compliance Officer with regards to the suspected wrongdoing, unless the report was made anonymously or handled by an official State authority.

If no position can be given within eight weeks, the employee shall be notified thereof by the Company Internal Auditor and be given an indication as to when he/she will be informed.

### Reporting Complaints and Investigations

Catoni Group Compliance Officer will maintain records of all complaints covered by these Procedures, tracking their receipt, investigation and resolution and shall prepare a periodic report to CEO of Catoni Group until the matter has been resolved to the satisfaction of the Board of Directors. Copies of all complaints and investigation records will be maintained in accordance with the Company's archiving procedure.

### Whistleblowing Hotline

- **Anonymous E-box:** hseq@catoni.com.tr
- **Phone:** +90 232 421 0002
- **Fax:** +90 212 293 83 14
- **Email address:** mesut.ozturk@catoni.com.tr
- **Website:** <https://www.catoni.com.tr/contact>
- **Mail:** Ömer Avni Mah. Inonu Caddesi, Devres Han, No: 50/3, Gümüşsuyu, 34427 Beyoğlu Istanbul Turkey

### Speak up Culture

Catoni Group expects its employees and contractors to speak openly and raise concerns about possible breaches of the Code of Conduct and this policy with their manager, supervisor or via other available reporting channels.

Our policies support our Code of Conduct and reflect what is important to us. Catoni Group takes concerns seriously and handles them promptly. Depending on the severity of the breach, consequences may range from a warning to termination of employment.