

1. PURPOSE AND SCOPE

Purpose: This 'Conflict of Interest' Policy set out the necessary matters for the detection and prevention of the potential conflicts of interests.

Scope: This Policy, which constitutes an integral part of Aras Kargo's Code of Conduct and Ethics, applies to Aras Kargo Yurt İçi Yurt Dışı Taşımacılık A.Ş ("Aras Kargo") and all of its affiliates over which it has control ("Affiliates") and all of its and sub-employer's personnel, directors, officers, agency employees and/ or representatives ("Employees"), advisors/consultants, service/product suppliers, contracted lawyers, and any representatives act in the name and on behalf of Aras Kargo. Aras Kargo and Affiliates and its business partners are expected to comply with this Policy.

2. GENERAL PRINCIPLES

Aras Kargo should be cautious that its investments do not lead to any conflict of interest or impair its objective decision-making capabilities. Making investments in other companies or establishing business relations with close relatives and friends may cause conflicts of interest and may create situations which are contrary to Aras Kargo's Code of Conduct and Ethics.

Professional and private interests should always be kept separate in order to avoid any conflict which would have a negative impact on Aras Kargo. It is crucial that situations in which personal, family, political or financial interests could conflict with Aras Kargo's interests are avoided. Any impression that business decisions are influenced by personal interests is expected to be avoided. Yet, if we are compelled to conduct business with persons with whom we have a personal relationship, such conflict of interest should be disclosed and reported via the Ethics Reporting Communication Channels specified below.

In the event that any conflict of interest related to the procurement process is suspected (including but not limited to those listed below), the Compliance Consultancy Unit should be informed thereof in order to enable the conducting of an evaluation thereon. If, as a result of the evaluation to be carried out by the Compliance Consultancy Unit, it is evaluated that there is an actual or potential conflict of interest, the procurement process shall be ceased in terms of the supplier concerned.

I. Conflicts of Interest Related to Procurement:

Prior to the procurement of any product or service for Aras Kargo, the following matters should be disclosed to the Procurement and Real Estate Management Unit:

- any Employee holds an equity interest in a potential supplier and such shareholding exceeds 5%. This is also applicable to holdings of Employees' close relatives (e.g. spouses, registered partners, children, siblings, parents);
- there is a personal close relationship (next of kin, close friend) between the Employees and the potential supplier;
- the procurement and sales aspects of the potential business relationship cannot be segregated (customer becomes a supplier or supplier becomes a customer).

II. Conflict of Interest Related to Sponsorship:

Prior to the executing of any sponsorship agreement, the following matters should be disclosed to the Marketing Unit:

- a personal or financial relationship between the party executing the sponsorship agreement either with the sponsor or the sponsored party;
- the activities or reputation of the sponsors being incompatible with the values or image of the sponsored party;
- the acceptance of a sponsorship from a company with a poor reputation.

III. Conflicts of Interest in the Workplace:

The Human Resources department should be definitely informed if there is a close personal relationship (spouse, children, sibling, parent, nephew/niece) between two Employees and also:

- there is a power of instruction or supervision of one party on the other;
- there is a collaboration on accounting and settlement processes or on cash or material management;
- it leads to collaboration in decisions related to the selection of staff.

IV. Conflicts of Interests due to Secondary Employment:

All types of secondary employment should be reported to the Human Resources Department and the Compliance Consultancy Unit. Office personnel (excl. part-time employees) cannot work at a second job. Secondary employment includes but is not limited to any employment relationship, quasi-freelance employment relationship, self-employed work under a business license, freelance work, membership in a supervisory board and position in corporate bodies as well as (unpaid) time-consuming voluntary activity.

V. Conflicts of Interests Related to the Use of Company Resources:

It is essential that the buildings and equipment which are provided for business use, as well as business, stationery and office supplies are used in a proper and sustainable manner. The Company resources/equipment should not be used for private use or for activities which do not serve the Company's purpose. However, this does not apply to the contractually agreed private use of Company property (e.g. company vehicles). Nevertheless, the equipment which were used or are being used in operation activities, even if not constituting a Company resource (e.g. pallets, cases etc. which are not requested to be returned to corporate customers) should not be used for private use or for activities which do not serve the Company's purpose.

3. POWERS AND RESPONSIBILITIES

It is essential that Aras Kargo acts in compliance with the Code of Conduct and Ethics and in conformity with the basic ethical values in matters which are not expressly regulated in this Policy, the Code of Conduct and Ethics or any sub-policy in connection therewith. In case of any doubt on any matter, the opinion of the Compliance Consultancy Unit should be sought.

Any and all alleged violations of this Policy shall be investigated in the strictest confidentiality and solemnly, according to the procedures laid down by Aras Kargo, and the disciplinary processes shall be conducted accordingly. If any violation of this Policy is detected, the agreements of any business partner or supplier shall be terminated.

In case of any discrepancy between the legislation and the practice defined in this Policy, the more stringent provisions in the legislation or the Policy, to the extent not contrary to the applicable legislation, shall prevail.

If you become aware of any conduct which you consider to be contrary to this Policy, applicable laws or Aras Kargo's Code of Conduct and Ethics, please make a reporting via the Aras Kargo's Ethics Reporting Communication Channels as provided below.

All alleged violations of this Policy shall be handled and investigated thoroughly and as confidential. In addition, the individuals reporting any alleged violation of this Policy shall be kept anonymous, unless otherwise requested.

Aras Kargo Ethics Reporting Communication Channels:

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4. DOCUMENTS

PR.DNT-01: Code of Conduct and Ethics