

# ETHICS GUIDE

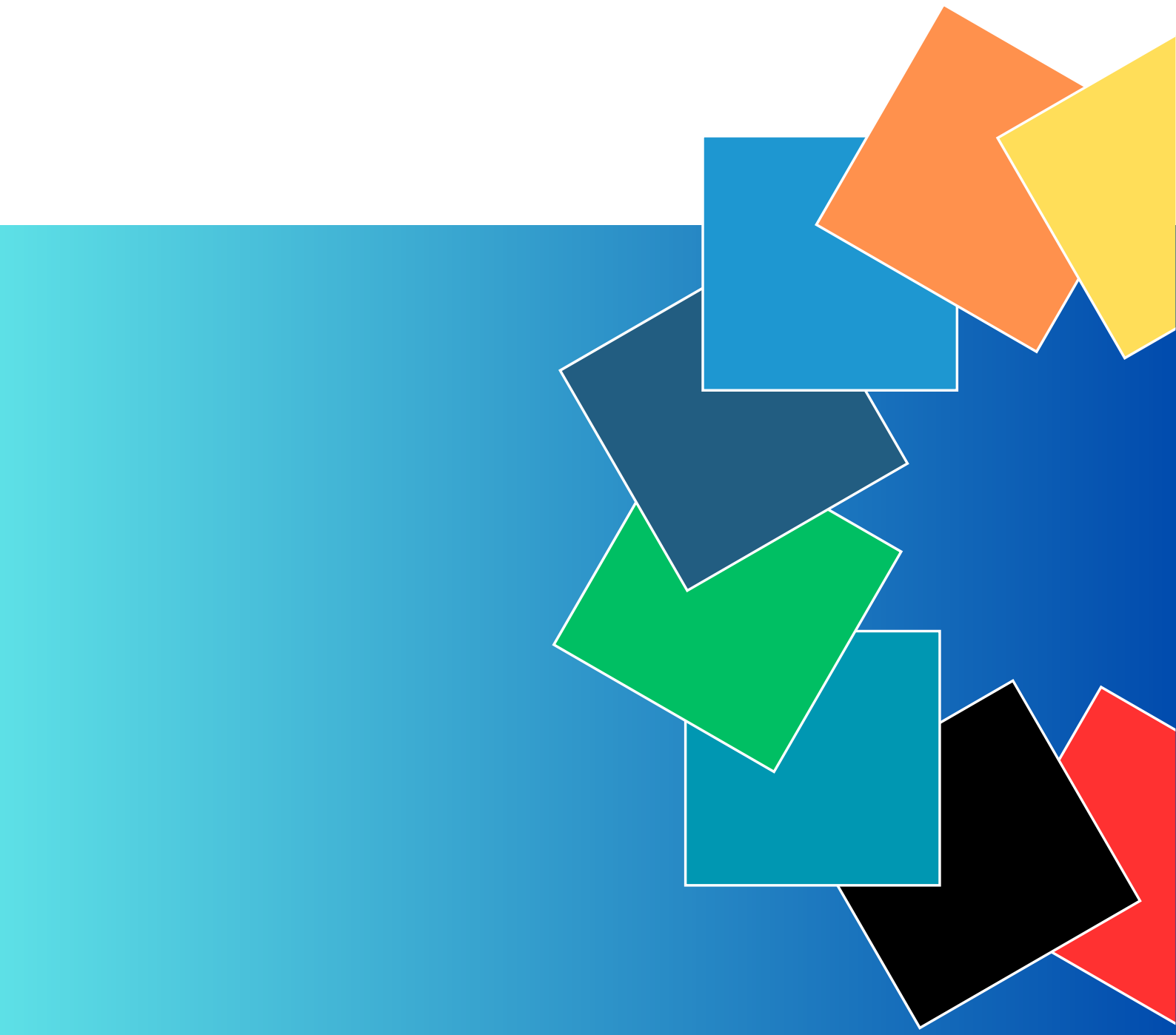


# PRESENT

As PRODE, our values have been determined and developed with the contributions of all of us. Our values create a culture built on transparency, honesty, reputation and quality. This culture increases our responsibilities towards the people, organizations and stakeholders with whom we cooperate. We wanted to present our code of ethics to you and all our stakeholders in a written document. Our Ethics Guide will always inspire us about the way we do business and our ethical approach. Wherever we are, whatever we do, our ethical principles will guide us whenever we experience the slightest hesitation. We believe that we will protect these principles to the end and do our best. The PRODE culture we have created with these values constantly reinforces the respect and trust we deserve from all our stakeholders. We would like to thank all of you for your efforts and support in creating this culture that will be sustainable and permanent together with our code of ethics. We firmly believe that you will keep your personal responsibilities alive as corporate responsibilities as well. With our respect and love...

**ProdeUSA**  
Warehouse Solutions

# GENERAL INFORMATION



The Ethics Guide should be read and owned by all stakeholders in PRODE, including employees, managers, business partners, suppliers, consultants, customers, etc. This guide has been prepared to identify behaviors that are in line with PRODE's corporate culture and can be a guide for anyone who wants to adopt a culture of doing business in line with our values.

As PRODE family, we want to gain the trust and respect of all our stakeholders by adopting ethical values and acting in accordance with our way of doing business and behavior.

## TO OUR EXECUTIVES

The Ethics Guide is essential for creating an ethical business culture. If everyone in your business follows ethical principles and is aware of them, it can lead to longer-term success for your business. Following legal regulations is also extremely important for your business, as compliance is essential to avoid legal issues and protect your business's reputation. Taking these steps can help you gain the trust of both employees and stakeholders in your business.

## DEDICATED TO OUR EMPLOYEES

As businesses must comply with legal regulations, it is important to monitor and understand these regulations. It is also important for businesses to understand and follow their specific policies and procedures. When in a dilemma, following the principles set out in the Ethics Guide can also help the business and employees to act in the right way. Reporting complaints or concerns is important to ensure compliance within the business. Informing all stakeholders about the PRODE Ethics Guide and ensuring compliance with the principles can also help the business raise its ethical standards.

## HOW SHOULD DENUNCIATIONS AND NOTIFICATIONS BE MADE?

As a result of the investigation, the provisions of the Disciplinary Regulation will apply to those who are found to have acted in violation of the Ethics Guidelines and to those who are found to have reported in bad faith. The following methods can be used to make reports and notifications:

- In writing to info@prode.com.tr,
- verbally or in writing to the Ethics and Compliance Manager, by calling the Prode Notification Line.

Notifications should include the name of the person concerned, a detailed description of the incident and evidence, if any. In anonymous reports, it is important to provide a detailed explanation.

**Furthermore, the identity and confidentiality of the reporting person will be protected.**

## PROTECTION AGAINST RETALIATION

PRODE has put in place a number of safeguards to prevent whistleblowers from being subjected to damaging behavior, such as retaliation or punishment. These measures include the following: Accepting anonymous reports: Employees can report concerns anonymously. This ensures that the identity of the whistleblower is not revealed and the risk of retaliation is minimized. Confidentiality: PRODE will only share the identity of the whistleblower with those necessary for the investigation. This prevents dissemination of the whistleblower's identity and reduces the risk of retaliation. Disciplinary proceedings: PRODE takes disciplinary action where a whistleblower faces a risk of retaliation.

This encourages employees to report honestly and openly without fear of retaliation or punishment. Training: PRODE informs and trains its employees about ethical reporting. This helps employees learn how to report, what safeguards are available, and how to mitigate the risks of retaliation. These safeguards demonstrate PRODE's commitment to the integrity and transparency of its employees. PRODE expects all employees to act ethically and to report any violations in an accurate and timely manner.

## CONCERNS AND NOTIFICATIONS

According to the Ethics Guidelines, all concerns and notifications can be made through the following methods:

- In writing to info@prode.com.tr, verbally or in writing to the Ethics and Compliance Manager, by calling the Prode Notification Line.
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When reporting, it is important to state information and details as clearly as possible. There is also the option to report anonymously, but this may result in less information being available and the investigation process may take longer.

## REVIEW

Reports of situations or concerns in violation of the Ethics Guide should be taken seriously and the investigation process should be carried out meticulously. This process should be transparent and relevant managers should be notified where necessary. Finally, it is important to provide feedback on the outcome of the investigation. All of these steps are part of PRODE's business ethics and compliance program and help our employees fulfill their ethical and legal responsibilities.

# HONESTY AND INTEGRITY AT WORK



## OCCUPATIONAL HEALTH AND SAFETY

PRODE attaches great importance to occupational health and safety in all business activities. Continuous efforts are made for the health and safety of employees, customers, suppliers, subcontractors and shareholders. To this end, occupational health and safety is integrated into all business processes and reporting of concerns is encouraged.

Personal safety and occupational safety are more important than simply following the rules. For this reason, all people working at PRODE need to learn how to act to avoid the risk of serious injury and death and how to be alert to safety risks. PRODE expects compliance with occupational health and safety rules and continuously works to ensure the implementation of these rules and to reduce negative impacts on occupational health.

## DEDICATED TO OUR EMPLOYEES

Since occupational health and safety is the responsibility of every employee, it is important that everyone plays their part. Accordingly, the following suggestions may help you to be more aware of occupational health and safety: Behave in a way that keeps yourself and others safe while working. Work in accordance with occupational health and safety policies and respect the law. Make sure you have adequate rest and a healthy body condition for your work.

**Familiarize yourself with your workplace emergency procedures and follow them when necessary.**

Do not work when you are in poor health after taking any medication or drugs. Immediately inform your employer or relevant persons about any accident, injury, illness or unhealthy conditions.

**Never hesitate to report risks or concerns.**

Do not enter work areas with firearms or weapons.

## INDIVIDUAL DIFFERENCES, EQUALITY AND RESPECT

Our attitude shows the importance of individual differences, equality and respect. Ignoring differences and treating everyone the same at work can increase employee motivation and job performance.

Therefore, it is important that differences are recognized and everyone is treated equally in the workplace. PRODE's attitude can also create an opportunity for increased diversity in the workplace. People from different cultures, religions, genders and age groups working together can help to generate new ideas and solutions in the workplace and make the workplace more successful.

## DEDICATED TO OUR EMPLOYEES

- Please do not engage in disruptive, intimidating, abusive, discriminatory or insulting behavior within the company. Refrain from behavior that could be considered sexual harassment. Do not make discriminatory or sexual insults, do not tell such jokes and avoid humiliating comments. Do not share or distribute inappropriate pictures, cartoons, etc. Remember that your personal information is confidential and limit it to authorized persons. Respect the confidentiality of people's personal information, do not share it with third parties and do not misuse the personal information you have. Ensure that third parties working on behalf of PRODE understand that child labor or forced labor is not permitted. Do not use child or forced labor. Threats or acts of violence are unacceptable in our company.

All employees must act with courtesy and respect and maintain a professional demeanor at all times when acting within our company, at customer meetings or when using company vehicles or interacting with the local community. Please refrain from violence, abusive behavior or intimidation policies.



## ASSET PROTECTION

### PRESERVATION OF PHYSICAL ASSETS

The preservation of physical assets is extremely important for the sustainability of a business. Therefore, a business like PRODE should take various measures to protect its physical assets. These may include technological measures such as security cameras, alarm systems, access control, fire prevention and extinguishing systems. However, the protection of physical assets is not limited to technological measures. PRODE expects its employees and stakeholders to take responsibility for the protection of these assets and therefore provides trainings and continues to raise awareness.

**PROTECTION OF COMPANY INFORMATION** PRODE's policies on the protection of company information are very important and must be complied with. In particular, it is forbidden to disclose important information such as company trade secrets, intellectual property rights, marketing strategies. Our employees are responsible for protecting such information and are obliged not to use the information of their former employers. Violation of these policies may adversely affect the company's reputation and competitiveness in the market and may result in serious legal consequences.

**EMPLOYEE AND THIRD PARTY PERSONAL DATA AND CONFIDENTIAL INFORMATION** Our employees are obliged to protect third party personal data. This personal data may belong to third parties such as customers, suppliers and business partners. This data must be processed, stored and destroyed in accordance with the Personal Data Protection Law.

In addition, in the course of business communications, our employees may have access to a lot of information about other companies, including customers, suppliers and competitors. However, obtaining this information must be within legal and ethical boundaries and must only be used for business purposes.

## DEDICATED TO OUR EMPLOYEES

**Protecting confidential information:** Our employees must keep customer, supplier, partner and company information confidential. This information should only be used by authorized persons and for business purposes. **Protecting ethical boundaries:** Our employees must take care to maintain legal and ethical boundaries while doing their jobs. **Preventing conflicts of interest:** Our employees must take due care to avoid conflicts between the interests of the company and their personal interests. In case of a conflict of interest, the situation must be reported to the company management. **Cooperation and teamwork:** Our employees should contribute to teamwork and help the company achieve its goals by working in cooperation. **Personal development:** Our employees should pay attention to their own professional and personal development. PRODE supports the development of its employees. **Safe working environment:** Our employees must pay due attention to occupational health and safety and comply with the company's safe working policies.

## INFORMATION PRIVACY AND SECURITY

The use of technologies is an important issue in terms of privacy and security of personal data. When our employees access the company's computer network, they must keep their passwords strong and secure and take precautions against unauthorized access. In addition, the confidentiality and security of any personal data shared with business partners, suppliers and other third parties must also be ensured. PRODE employees must share this data only with the people with whom they will cooperate and take the necessary security measures.

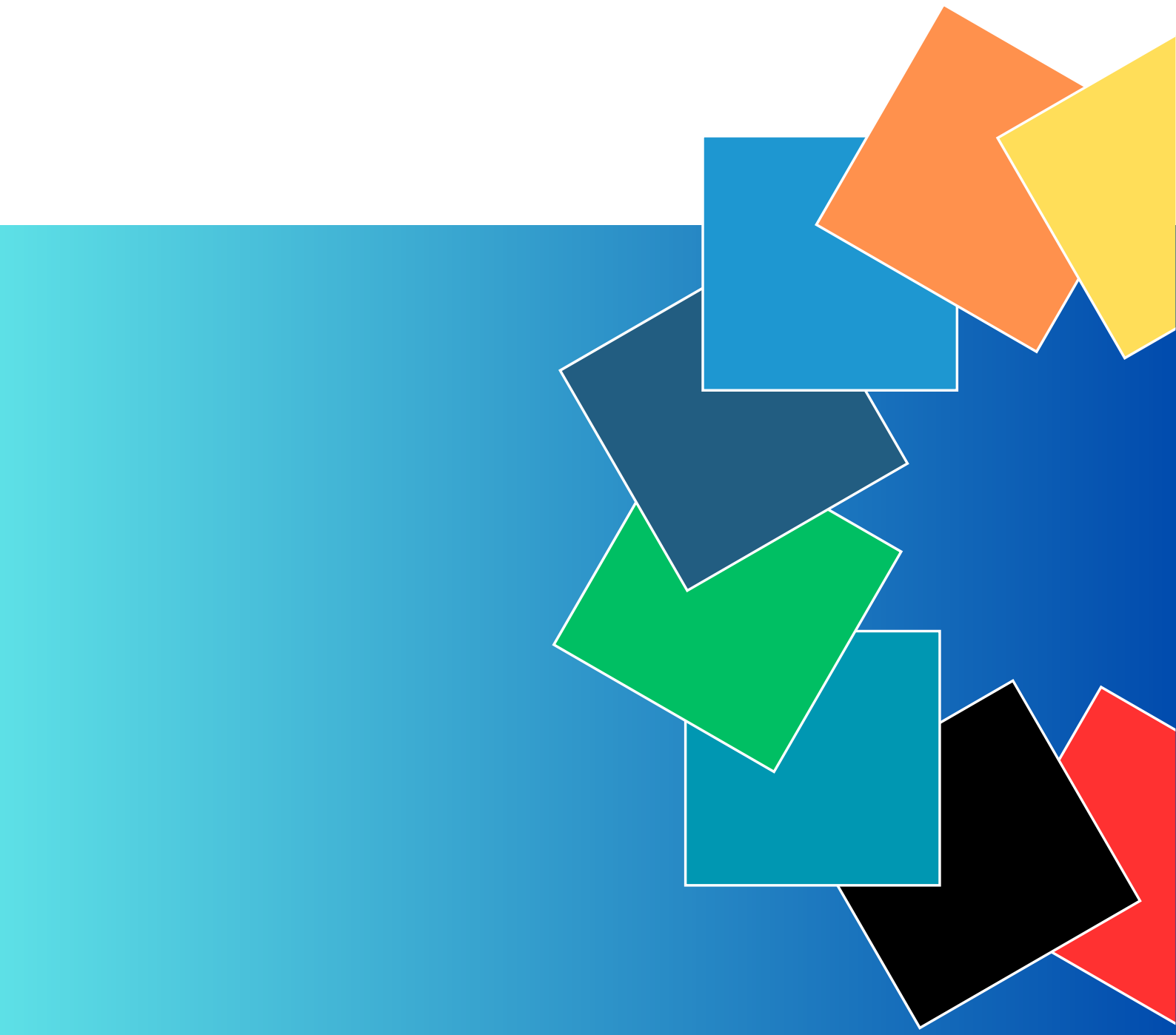
This will ensure that data is protected from threats such as unauthorized access, modification or deletion. In addition, our employees must act quickly in the event of any security breach or data leakage and report it to the relevant departments of the company.

## DEDICATED TO OUR EMPLOYEES

PRODE employees are required to take care of information security and confidentiality. These rules and guidelines aim to protect not only the information of our employees, but also that of our customers, suppliers and other business partners. Protecting user IDs and passwords is extremely important not only for our employees, but also for any user of digital services. It should be remembered that passwords should be strong and difficult to guess. In addition, passwords and user IDs should not be shared with anyone. Our employees must use the computer equipment, e-mail and internet services provided by our company appropriately for business purposes.

Confidential information should not be copied or passed on without authorization. The use of social media emphasizes the need to think carefully before sharing a photo or text about colleagues or the workplace. It should also be remembered that customer information must be protected in accordance with the principle of confidentiality. Finally, our Employees must not violate the following articles: store or publish pornographic, obscene or sexually exploitative material. They must not store or publish material that incites violence, hatred, terrorism or intolerance against others based on age, race, color, religion, sex, nationality, sexual orientation or disability or any other characteristic protected by applicable law.

# **HONESTY AND INTEGRITY IN BUSINESS PRACTICES**



## CORRUPTION BRIBERY

Bribery means offering, promising, providing or attempting to provide something of value to influence the way a person performs a public, commercial or legal duty. Many countries have laws to prevent bribery and corruption and international anti-bribery and anti-corruption laws apply to all countries. PRODE does not accept the offer or solicitation of payments, services, gifts, hospitality or any other thing of value to improperly influence public or private officials or others in the private sector in order to gain business or commercial advantage. Making improper payments through third parties is also not permitted. Third parties are customers, suppliers, consultants, subcontractors/contractors, franchisees, agents/brokers, accounting and law firms, visa application agencies, companies providing permits or audit certificates, venture partners, etc. This includes all third parties who perform or conduct business for or on behalf of the Company. Bribery includes not only cash payments, but also travel, school fees, charitable donations and other benefits. Our employees are obliged to comply with anti-bribery and anti-corruption laws. In case of any doubt regarding these issues, the Ethics and Compliance Manager should be contacted.

**FACILITATING PAYMENTS:** PRODE refers to small payments made to government officials to obtain routine government services to which we are legally entitled as facilitation payments. However, our employees may not make such payments. It is not acceptable to make or receive facilitation payments to prioritize or expedite any work within our operations.

## AND GIFTS AND HOSPITALITY

Gift: Anything that is offered to or accepted by a person or their relatives.

- Tickets and gift vouchers
- Loans
- Advantageous conditions for a service/product
- Transportation
- Use of vacation facilities
- Medical care costs
- Works of art
- Jewelry - Equipment
- Concessional discounts
- Awards
- Donations to charity
- Using another company's vehicles

Hospitality Accompanying a third party to an event.

- Business dinners
- Invitations - Leisure
- Cultural or sporting events and venues
- All types of travel
- Accommodation
- Dinner and drinks receptions

**Any gifts and entertainment for your personal benefit that do not comply with our ethical principles are perceived as improper payments. PRODE does not approve any inappropriate payment.**

## TO OUR EMPLOYEES (Gift)

These guidelines set out how gifts and hospitality should be managed in accordance with our ethical principles. Gifts and hospitality are a common practice used to cement relationships in a business environment, but must be managed appropriately to maintain our company's standards of business ethics. One of the key points of the guidelines is to question whether the gift or hospitality is illegal and violates PRODE, or other party policies. Such gifts or entertainment can damage our reputation and may even have legal consequences.

In addition, it is also an important principle not to give or accept gifts to suppliers or customers, except for promotional products with PRODE logo. This ensures that PRODE's relations with its business partners are managed within the framework of ethical rules. In case the gifts are other than logoed promotional products, they must also be reported to the Ethics and Compliance Manager. Finally, the circumstances in which gifts must be returned are specified. If a gift exceeds the established PRODE standards, it must be reported to the manager and returned, explaining that gifts are not accepted in accordance with our internal rules. However, if it is not possible to return it in a practical way, an anonymous donation can be made.

## TO OUR EMPLOYEES (Entertainment)

Persons offered hospitality or gifts must have a business relationship with PRODE. Hospitality or gifts cannot be offered for personal relationships. The budget used for the provision of hospitality or gifts is determined by PRODE and must not be exceeded. Hospitality activities must be reported and relevant documentation must be maintained. These documents may be requested during internal or external audits. Our employees may not arrange or book accommodation, flights or other travel for customers or suppliers. Such transactions can only be made by PRODE management.

During hospitality or the presentation of gifts, no offensive, disturbing or inappropriate remarks about PRODE or customers should be made. The purpose of hospitality activities is to improve business relations, increase customer satisfaction and enhance PRODE's reputation.

**Hospitality and gift presentations should be organized for these purposes.**

## FAIR COMPETITION

PRODE and all our employees are obliged to act in compliance with the law. Anti-competitive behavior is prohibited by law and compliance with these rules is mandatory. Conduct such as price fixing, bid rigging, market allocation and supply restriction agreements with competitors, sharing sensitive competitive information with competitors, imposing restrictions on customers and suppliers, abusing a position of market dominance and entering into certain merger and acquisition agreements are anti-competitive and prohibited. For this reason, PRODE reminds all its employees to be sensitive in this regard and to act in accordance with the law.

## DEDICATED TO OUR EMPLOYEES

These rules and prohibitions are intended to ensure that our employees act in accordance with fair competition rules and the law. Our employees should avoid behaviors such as entering into agreements with competitors, sharing sensitive information about prices, dividing markets, and boycotting suppliers and customers. In addition, the Legal Department should be consulted when necessary to act in accordance with the law and to avoid engaging in any unlawful behavior. In this way, our employees can continue to conduct business fairly in a competitive market and protect the company's reputation.

## WORKING WITH THIRD PARTIES

This section sets out PRODE's principles for working with third parties. PRODE applies a transparent process for the selection of third parties based on objective criteria and evidence.

Collaborating with third parties that comply with the Ethical Guidelines is our priority and the completion and approval of the supplier suitability assessment form is part of this process. Third parties are expected to comply with our ethical principles and are required to sign a Business Ethics Protocol before cooperation. Third parties, such as suppliers and agencies, are required to be provided with regular Ethics and Compliance Training by PRODE at least once a year. These principles have been established to ensure that third parties with whom PRODE cooperates act in accordance with ethical values.

## DEDICATED TO OUR EMPLOYEES

These clauses emphasize that PRODE must apply an impartial process for sourcing and selecting suppliers. In this process, corrupting conflicts of interest, inappropriate gifts and favoritism must be avoided. Only legitimate suppliers should be dealt with. In addition, new suppliers acting on behalf of PRODE must be assessed for suitability. A Business Ethics Protocol must be signed before signing a contract to do business with customers, and requests from customers must be checked for compliance with the Ethics Guide during daily operations. If an inappropriate situation is detected, it must be reported to the Ethics and Compliance Manager.

## ACCURATE RECORDING AND REPORTING

PRODE is committed to the honest, accurate and impartial recording and reporting of all information. Financial and non-financial information supports an accurate reflection of business transactions and events. Documents and electronic information are created, stored and destroyed in accordance with applicable laws and our terms and conditions. Altering records or making false statements is strictly unacceptable. Such fraud will not be tolerated in any way. Necessary investigations will always be initiated when such cases are detected.

## DEDICATED TO OUR EMPLOYEES

It is important to keep accurate and complete business records. It is absolutely unacceptable to prepare or certify a false or misleading record. Furthermore, you should not give such instructions to another person or take such actions at the direction of another person. If you see a discrepancy in any record, you must resolve it by making appropriate corrections. It is important that you do this together and transparently, informing the authorized persons.

## PREVENTING CONFLICTS OF INTEREST

PRODE believes that the company's interests, not personal interests, should be the basis for decisions related to business processes and shows sensitivity to act accordingly. Situations where conflict of interest may arise are as follows:

- Work, provide services, act as a manager or consultant outside of work. You have a financial interest in a
- competitor, customer or supplier of PRODE. Your close relatives have any business relationship with you or
- someone working under you or someone working in our business unit. Failure to declare relatives who are public officials. Your close relatives
- invest in a competitor, supplier or
- customer of PRODE.

## DEDICATED TO OUR EMPLOYEES

Our employees should take care to make business decisions based on PRODE's interests, not their personal interests. If they think that there may be any conflict of interest, they should share this situation with their managers or Ethics and Compliance Manager. In addition, if they are likely to work with close relatives, they must declare this. It is also important not to use PRODE's property or information for personal gain, and not to seek personal gain from any opportunity that arises in the course of doing work for our company. Finally, our employees can consult their common sense and ask themselves questions to determine whether they have a conflict of interest. These questions will help them consider the possible consequences that will affect their business decisions.

## CONDUCTING INTERNATIONAL RELATIONS

Our employees are obliged to comply with applicable export and import laws, sanctions and embargoes. These restrictions may limit transactions for certain countries or end uses. Our employees must ensure that the necessary documentation is completed before entering into a transaction or transportation. Failure to do so could damage the company's reputation and legal standing. Furthermore, violating these restrictions can result in serious sanctions and even penalties. Therefore, our employees must be vigilant in this regard and have regularly updated information on sanctions and embargoes.

**MONEY LAUNDERING** Money laundering is the process of disguising funds derived from criminal activity or illegal activities, such as terrorism, as coming from legitimate sources. This process attempts to cover the traces of criminal activities by legalizing illegal sources of money and to bring illegal money into legal systems. Money laundering can be carried out in a variety of ways, but it is usually done by disguising it among legal activities. PRODE does not allow money laundering activities and asks its employees to immediately report any suspicious situation to their superiors and take the necessary measures.

## DEDICATED TO OUR EMPLOYEES

It is extremely important that PRODE complies with legal regulations on money laundering. Illegal activities such as money laundering can lead to serious accusations and damage the company's reputation. Therefore, as employees, we must be sensitive to this issue and act in accordance with the legislation in our transactions. It is also the right step to report any suspicious situation to the Ethics and Compliance Manager. In this way, we can help protect PRODE's reputation and comply with the law.



# HONESTY AND INTEGRITY IN SOCIETY



## ENVIRONMENTAL CONSIDERATIONS

At PRODE, we believe that being an environmentally sensitive company is an important factor for the sustainability of the business in the future. Monitoring and reporting environmental compliance and performance using sustainable practices is important for both environmental protection and company compliance.

## HUMAN RIGHTS

It is of utmost importance that PRODE respects human rights and complies with the prohibitions it has established in this context. These restrictions include unacceptable practices in working conditions.

## COMMUNITY ENGAGEMENT

PRODE's commitments to community engagement are very important and can serve as an example for many companies working in this area. In line with these commitments, National Logistics works to carry out social responsibility projects in the communities where it operates, responding to and contributing to the needs of local people. In addition, PRODE aims to cooperate with all stakeholders in its supply chain and thus works for a sustainable future. In addition, PRODE ensures transparent communication by continuously monitoring and reporting the impact of its activities on communities.

## POLITICAL CONTRIBUTIONS

PRODE's neutral stance towards political contributions is part of the organization's ethical values and is defined as a special issue for employees. Our assets are never used to support political parties, candidates or campaigns. Political contributions must be transparent and accurately documented, and giving such donations in exchange for an improper benefit may be prohibited. Our policies and guidelines require that political donations are not made on behalf of PRODE unless expressly authorized.

# ProdeUSA

Warehouse Solutions

