



# NOVA FUNDAMENTAL PRINCIPLES AND CODE OF CONDUCT

We, as **NOVA**, our fundamental commitment to comply with the principles of business ethics and codes of conduct in all our activities, and to fulfill our part in the light of our basic principles to create a safe, healthy, clean and quality working environment and conditions with our employees, stakeholders and other interested parties.

## **A. OUR FUNDAMENTAL PRINCIPLES**

### **1. Honesty and Trust**

Honesty and mutual trust are the basis of all our relationships and business processes inside and outside the company. We act with integrity and honesty in our relations with our employees, customers and all stakeholders, and take care to keep our promises as a company and as an individual. Timely, complete and accurate record keeping, reporting and presentation are essential for our company to be a reliable organization. Therefore, false, incomplete and/or misleading record keeping, accounting, statements, documents, declarations and reports are strictly prohibited.

### **2. Privacy and Information Management**

We take care to protect the private information of our customers, employees and all interested parties, information about confidentiality agreements with our customers, intellectual property rights and any other commercial and technical secrets.

#### **2.1. Customer and Partner Data**

##### **2.1.1. Data processing for a contractual relationship**

Personal Data of the relevant prospects, customers and partners can be processed to establish, execute and terminate a contract. This includes advisory services for the partner under the contract if this is related to the contractual purpose. Before a contract – during the contract initiation phase – Personal Data can be processed to prepare bids or purchase orders or to fulfil other requests of the prospect that relate to contract conclusion. Prospects can be contacted during the contract preparation process using the information that they have provided including incorporating the relevant provisions complying with the relevant data protection laws. Any restrictions requested by the prospects must be complied with.

##### **2.1.2. Data processing for advertising purposes**

If the Data Subject contacts a Global Group company to request information (e.g. request to receive information material about a product, service etc.), data processing to meet this request is permitted.

Personal Data can be processed for advertising purposes or market and opinion research, provided that this is consistent with the purpose for which the Personal Data was initially collected. The Data Subject must be informed about the use of his/her/its Personal Data for advertising purposes. When communicating with the Data Subject, Consent shall be obtained from him/her to process the Data for advertising purposes. When giving Consent, the Data Subject should be given a choice among available forms of contact such as regular mail, e-mail and phone.



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If the Data Subject refuses the use of his/her/its Personal Data for advertising purposes, it can no longer be used for these purposes and must be blocked from use for these purposes. Any other restrictions from specific countries regarding the use of Personal Data for advertising purposes must be observed.

## **2.1.3. Consent to data processing**

Personal Data can be processed following Consent by the Data Subject. Before giving Consent, the Data Subject must be informed by this Data Protection Policy. The declaration of Consent must be obtained in writing or electronically for documentation. KP-48 Personal Data Processing Inventory specifies storage, destruction and security measures for processed personal data.

## **2.1.4. Data processing according to legal authorisation**

The processing of Personal Data is also permitted if national legislation requests, requires or allows this. The type and extent of data processing must be necessary for the legally authorised data processing activity and must comply with the relevant statutory provisions.

## **2.2. Employee Data**

### **2.2.1. Data processing for the employment relationship**

In employment relationships, Personal Data can be processed if needed to initiate, carry out and terminate the employment agreement. When initiating an employment relationship, the applicants' personal data can be processed. If the candidate is rejected, his/her/its Personal Data must be deleted in observance of the required retention period, unless the applicant has agreed to remain on file for a future selection process.

In the existing employment relationship, data processing must always relate to the purpose of the employment agreement if none of the following circumstances for authorised data processing apply.

If it should be necessary during the application procedure to collect information on an applicant from a third party, the requirements of the corresponding national laws have to be observed. In cases of doubt, Consent must be obtained from the Data Subject.

There must be legal authorisation to process Personal Data that is related to the employment relationship but was not originally part of performance of the employment agreement. This can include legal requirements, collective regulations with employee representatives, Consent of the employee, or the legitimate interest of the company.

### **2.2.2. Data processing pursuant to legal authorisation**

The processing of an employee's Personal Data is also permitted if national legislation requests, requires or authorises this. The type and extent of data processing must be necessary for the legally authorised data processing activity, and must comply with the relevant statutory provisions. If there is some legal flexibility, the interests of the employee that merit protection must be taken into consideration.

### **2.2.3. Collective agreements on data processing**

If a data processing activity exceeds the purposes of fulfilling a contract, it may be permissible if authorised through a collective agreement. Collective agreements are pay scale agreements or



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agreements between employers and employee representatives, within the scope allowed under the relevant employment law. The agreements must cover the specific purpose of the intended data processing activity, and must be drawn up within the parameters of national data protection legislation.

## **2.2.4. Consent to data processing**

Employee data can be processed upon Consent of the person concerned. Declarations of Consent must be submitted voluntarily. Involuntary Consent is void. The declaration of Consent must be obtained in writing or electronically for the purposes of documentation. In certain circumstances, Consent may be given verbally, in which case it must be properly documented. In the event of informed, voluntary provision of Personal Data by the relevant party, Consent can be assumed if national laws do not require express Consent. Before giving Consent, the Data Subject must be informed in accordance with this Data Protection Policy.

## **3. Objectiveness**

We provide equal opportunities to our employees and Stakeholders and do not discriminate under any conditions or circumstances based on race, color, gender, religion, opinion, philosophical belief, sect, age and physical disability.

## **4. Conflict of Interest**

As Nova, we aim to avoid situations that create a conflict of interest in all our activities. We do not accept gifts of any kind with or without economic value. All representatives of NOVA must conduct their private and other external activities and financial interests in a manner that does not conflict with the interests of NOVA. The personal interests of NOVA representatives must not influence their decisions or actions in the performance of their duties.

## **5. Whistleblowing**

Our Core Principles and Code of Conduct outline NOVA's principles and minimum standards for conducting business ethically and in compliance with the law.

You are encouraged to report violations or suspected violations of our Code of Conduct. We encourage you to contact your manager or your manager's manager to raise your concerns. If these options are not appropriate or acceptable, you may use the Complaint/Suggestion boxes to raise concerns about actual or potential violations of our Code of Conduct.

## **6. Protection Against Retaliation**

Threats, retaliation and/or discrimination against anyone who reports a violation in good faith are not permitted. Anyone who makes a good faith report or participates in an investigation will be protected against any form of retaliation and may not be fired, reassigned, suspended, transferred, subjected to other organizational measures that have an adverse impact on working conditions, threatened or harassed, or discriminated against because of a good faith report of wrongdoing.



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## 7. Eligibility

We comply with all laws, regulations and standards, and fulfill our responsibilities and obligations to all interested parties.

## 8. Fair Competition

We believe in fair, free and open competition. We do not accept unlawful practices with competitors, customers and suppliers, and any kind of monopolistic or unfair trade practices, bribery and corruption by our company.

We know that we must comply with ethical principles as a whole in order to protect the success and reputation of our company and we expect all our employees, suppliers, stakeholders and relevant parties to take care in this regard.

### 8.1. Fair Trade

While NOVA operates in a competitive market, our obligation is to maintain our own integrity, engage in transparent communication practices, and best represent the quality, characteristics, and presence of our company's products and services. We consistently maintain the highest standards of equality and integrity when conducting marketing, promotion and advertisement activities, and refrain from derogative, false or misleading statements about the products and services of our competitors.

Should we encounter non-public information that could provide our company with a competitive advantage, our obligation is to act in accordance with existing laws, as well as ethical principles, when considering such information. Utilizing such information may be technically legal, but if it is not in alignment with our ethical principles, we must refrain from acting on it. Such information should not be disclosed or acted upon, in any case, without prior written approval from a manager or supervisor.

When taking part in a tender to whom a public institution may be a party, we should immediately contact NOVA's Legal Department if we receive confidential information related to selection, preference or assessment, particularly if that information is different from what is publicly available.

### 8.2. Fair Competition

NOVA competes in international markets in accordance with moral values and laws. We do not engage in activities that limit free trade and competition. We comply with existing anti-trust and competition laws in the countries where we operate and compete under fair and transparent conditions

## 9. Sustainability

Social, economic and social corporate sustainability is essential for us while carrying out our activities. In all our activities, together with our stakeholders, we ensure the creation of business environments that benefit society, nature, the environment and all living things. Sustainability and continuous improvement are our priority.



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## 10. Participation of Stakeholders

We work in accordance with the law by prioritizing the optimization of the requirements, needs and expectations of our shareholders, employees, customers, suppliers and public institutions.

The opinions and suggestions, participation and open communication of our employees are essential. We know the value of the feedback we receive from our customers and suppliers. We review and improve our processes and provide feedback.

## B. NOVA CODE OF CONDUCT

### 1. Employment is freely chosen.

There must be no forced or compulsory labor in any form, including bonded, indentured, trafficked, or prison labor and overtime must be voluntary.

Any fees associated with the employment of workers must be paid by Nova. Our suppliers are also regularly monitored regarding payment.

### 2. There is Freedom of Association and Right to Collective Bargaining.

In parallel with the accepted ILO conventions; All kinds of freedom of association, collective bargaining rights and legal regulations specified in the Labor Law of the Republic of Turkey are adhered to and applied without exception.

The rights of employees to engage in or refrain from engaging in lawful activities related to establishing, joining or assisting a labor organization are respected, and employees are not discriminated against or penalized for exercising these rights.

Employee representatives are not treated in a discriminatory manner and are given the necessary permission to perform their representative duties in the workplace.

Individuals representing workers represent workers voluntarily and are elected in a free and transparent manner, without influence from any party.

### 3. Working Conditions are safe and hygienic.

NOVA takes the necessary precautions to prevent accidents and injuries that may occur as a result of, related to, or during work, through policies and procedures.

It provides a safe and hygienic working environment, bearing in mind the prevailing knowledge of the industry and of any specific hazards.

Workers receive regular and recorded health and safety training, and such training will be repeated for new or reassigned workers.

NOVA provides access to adequate medical assistance and facilities in the event of illness or injury at work.



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## **4. We comply with the Child/Youth/Pregnant Worker working rules in accordance with the law.**

Child labor is not hired or allowed to work under any circumstances.

If child labor is detected, children are removed from the workplace, enrolled in schools, and employment alternatives are considered for working-age members of the family.

It is ensured that the working conditions of pregnant and young employees are in full compliance with the labor law.

## **5. We carry out Working Hours / Overtime in accordance with the law.**

Working hours are regulated not to exceed 45 hours per week, as specified in the labor law.

Overtime must be used responsibly, taking into account the extent, frequency and hours worked by individual workers and the workforce as a whole.

Total hours worked including overtime does not exceed 60 hours in any 7 day period unless there are exceptional circumstances.

Workers are provided with at least 1 day off in every 7-day period.

There is no forced or compulsory labor in any form, including bonded, indentured, trafficked, or prison labor and overtime must be voluntary.

Weekly overtime hours are limited in accordance with current laws and regulations.

## **6. We do not discriminate.**

There is no discrimination of Workers including, but not limited to, hiring, occupation, compensation, access to training, promotion, termination or retirement based on but not limited to race, caste, color, national origin, religion, age, disability, gender, marital status, sexual orientation, union membership or political affiliation.

It provides equal opportunity and chance for the professional development of the employees without making any gender discrimination.

We oppose the use of sexist, homophobic, racist, speciesist, discriminatory language in all communication process. We promote open, fair, nonviolent forms of communication and adopt egalitarian communication policy.

We attach great importance to cooperating with equitable and diversified institutions in all relationships with our suppliers, dealers and stakeholders.



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## 7. Human rights

7.1. As NOVA, to support our Human Rights Policy, we develop necessary working methods in order to create a work atmosphere where human rights are respected and complicity in activities that might directly or indirectly violate human rights is prohibited. As **NOVA**, in all of our business processes, we are mindful of implementing compliance to the Universal Human Rights Declaration and legislations of countries where we operate.

7.2. For this purpose, as NOVA;

- We respect and implement the internationally recognized fundamental human rights defined in the UDHR and in Declaration on Fundamental Principles and Rights at Work by ILO, such as non-discrimination, elimination of child labour and forced labour, freedom of association, and rights to collective bargaining and agreements.
- We will sign the United Nations Global Compact and we adhere to all its principles within NOVA.
- We started the documentation process to obtain the SA8000 Social Responsibility Standard and audited simultaneously by our customers.
- We work in compliance with all legal requirements, and we respect the human rights and dignity of everyone.
- We treat our employees equally and offer them equal opportunities regardless of their religion, language, race, age, skin color, nationality, social background or gender and we do not allow discrimination.
- We conduct our human resource selection, recruitment, placement, training and compensation processes by considering our employees' qualifications, performance, talent and experiences.
- We are sensitive about offering equal and competitive compensation aligned with market conditions to our employees.
- We guarantee our employees a secure workplace that is far from any kind of mistreatment, discrimination, harassment, exploitation, abuse and violence.
- We develop a workplace setting in line with all applicable Occupational Health and Safety Legislation and we value raising awareness of our employees.
- We support our employees' freedom of association, meeting, assembly and collective bargaining agreements within legally recognized unions.
- We do not accept forced or compulsory labour.
- We do not allow child labour within **NOVA**. We maintain our activities in compliance with the forced labour and child labour articles of the International Labor Organization's Conventions and according to the strictest legislation in the countries we operate.
- We do not commit illegal discrimination, and we respect freedom of expression in the workplace.
- We set preventive rules for protecting the personal information of our employees.
- This Human Rights Policy covering all core labour areas of ILO and the human rights practices laid out in our Code of Ethics are communicated through the **NOVA's** internal communication channels and training programs. All our employees are involved in this communication process globally and participate in the trainings.
- We encourage our contracted suppliers to comply with the principles stated in this policy declaration.





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- We respect the rights of local communities that are affected by our activities. We take necessary measures to identify the negative impacts on human rights and to prevent, minimize and/or mitigate them.
- We contact the government authorities in our operation regions or countries; in case human rights are under risk.
- We respect the rights of the local communities in the regions or countries where we operate.
- We declare that we set target for 100% compliance with our Human Rights Policy.
- In the case that a violation or complaint arises relating to our Human Rights Policy, we will ensure that an internal inspection according to the Disciplinary Code and Compliance and Internal Audit Code is conducted and we will cooperate in internal audit activities.
- Failure to comply with this Human Rights Policy will be submitted to the Disciplinary Code and may result in disciplinary penalties or penal proceedings.

## **7.3. Women's rights**

We respect the principle of equal political, economic and social rights for women, and we work accordingly.

## **8. We do not use harsh or inhumane treatment.**

There must be no physical abuse or discipline, threats of physical abuse, sexual or other harassment, verbal abuse or other forms of intimidation including a hostile or offensive work environment.

The peace of the working environment and the happiness of the employees are taken as basis; The dignity and personality of employees are respected, corporate punishment is not imposed; No wage deduction is imposed to discipline the employee; Verbal, physical, psychological harassment, pressure, threats or coercion are not allowed.

We take an intolerant attitude towards all kinds of violence, pressure, bullying and harassment, and we develop business relationships, stakeholder relationships and safe environments free from violence, bullying, pressure and harassment.

The personalities of the employees are respected, and the principles of honesty, fair management and equality are adopted in relations with the employees.

All personal information about employees is protected securely and kept confidential.

## **9. Use of private or public security forces**

It is asserted that the role of security forces, public or private, is to protect workers, facilities, equipment and property in accordance with the rule of law and guaranteed human rights. We guarantee that we will not provide any direct or indirect assistance to any public or private security force violating the listed regulations.





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## **10. We respect society, the environment and different cultures.**

In all our work, it is essential to contribute to the development and growth of our company, as well as to the development of all our stakeholders, and to develop the sector and ensure sustainability with social responsibility awareness.

Together with our employees, suppliers and all our stakeholders, we aim to provide an accident-free and safe working environment that values people and the environment and we aim to make it sustainable.

To protect the environment, our priority is to prevent environmental pollution at its source, support recycling, and use energy and natural resources efficiently.

We respect the right to life of all living things on earth; we protect nature and animals.

We prioritize producing products for our stakeholders from environmentally friendly and recyclable materials, and we try to guide our customers in this direction.

We strive for the development of our society within the framework of the principle of corporate social responsibility and we support our employees to volunteer for appropriate social activities in which they will take part with social responsibility awareness.

We are sensitive to the traditions and cultures of Turkey and the countries in which we operate, and we act in accordance with all applicable legal regulations.

We attach importance to certification of our applications in order to comply with international standards.

## **11. We value recognition and appreciation.**

It is one of our main priorities to maintain an institutional climate that will reveal the potential of individuals and where everyone can freely express their opinions.

It is essential that the positive actions and success of our employees are accepted, recognized, thanked and appreciated.

Within the framework of the principle of continuous improvement, together with all our managers, we encourage suggestions that will improve business and application methods in a way that will increase quality and customer satisfaction, reduce work accidents, and reduce costs in activities related to quality, occupational health and safety and the environment.

A system that allows our employees to freely express and resolve their workplace complaints without fear of retaliation has been defined and its implementation is guaranteed by all managers.

Our employees know that they have the right to give feedback and express their complaints freely when they are hired, and this defined document is easily accessible by all employees and their representatives.

Timely feedback is provided for all incoming suggestions, complaints and notices, employees' concerns and suggestions are quickly addressed using an understandable and transparent process, and the actions taken are shared with all employees to improve the process and provide feedback.



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## 12. We do not tolerate bribery and corruption.

The offering, paying, soliciting or accepting bribes or kickbacks is strictly prohibited.

Our employees cannot accept or offer any gifts that would undermine their independence from the other party in their relationships with public employees, customers, suppliers and other business partners.

**Bribery:** The act of giving money, goods or other forms of recompense (Bribes) to a recipient in exchange for an alteration of their behavior (to the benefit/interest of the giver) that the recipient would otherwise not alter; the offering, giving, receiving, or soliciting of any item of value to influence the actions of an official or other person in charge of a public or legal duty.

**Bribes:** These can take various forms, including:

- Cash payments,
- Political or other donations,
- Commissions,
- Social benefits,
- Gifts, hospitality,
- Other benefits.

**Corruption:** The direct or indirect abuse of entrusted power for any kind of private gain. This includes Coercive Practices, Collusive Practices, Corrupt Practices and Fraudulent Practices (in relation to which more specific guidance is set out at Annex I).

By way of example, Corruption includes, but is not limited to;

- Forgery and/or tampering with any corporate documents or accounts,
- Forgery and/or tampering with any check, bank share or other financial document,
- Irregularities in the use of funds, shares, and/or other assets,
- Irregularities in the handling or reporting of money or financial transactions,
- Profiteering as a result of insider knowledge of company activities,
- Deliberate false declarations regarding any transactions, events or information covered in the financial statements,
- Performing deliberately complex procedures to misrepresent the company's financial performance,
- Deliberate misuse of accounting principles in terms of amount, classification, presentation and description,
- To avoid doubt, it should be noted that acts of Corruption also include Bribery.

Our employees take care to avoid situations that may lead to a conflict of interest or be perceived as such, and to create an environment in which gifts are not offered/accepted in such cases.



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## 12.1. Employees and Executives

- All Employees and executives agree to abide by the Anti-Bribery and Corruption Policy, and to act in alignment with Policy principles, Relevant Legislation, and all current anti-Corruption laws.
- Employees are responsible for ensuring adherence to and compliance with company policies, regulations and procedures, as well as operating in line with the current regulations.
- Should employees encounter conduct, action or practice that breaches the Policy, they are responsible for notifying relevant authorities through the communication points specified in the CONTACT POINTS section, or via the **Anti-Bribery and Corruption Notification E-mail Address**.
- Employees may not be forced to contravene this policy under any circumstance. Employees who refuse to pay or receive bribes may not be subject to retaliation or punishment.
- Executives ensure that their joint ventures and employees understand, apply and maintain the principles in this Policy.

## 12.2. Money Laundering

NOVA complies with global money laundering laws. Money laundering refers to the attempt by companies or individuals to conceal via legitimate enterprises revenues or monies derived from unlawful operations or conduct. States, international organizations and law enforcement institutions have been increasingly focused on such activities.

NOVA prohibits and refrains from actions that encourage, facilitate, and/or support money laundering. Employees are encouraged to report any instances of suspicious or unusual financial transactions, activity or operations to the NOVA's Legal Department immediately.

## 13. Violation of the Code of Ethics Policy

We hold the principles of Code of Ethics Policy in high regard, and consistently strive to abide by them in a conscientious manner. NOVA is entitled to start disciplinary actions that could result in the termination of service contracts/contracts of employment towards employees who violate international and/or local laws, company policies (human rights, anti-bribery and anti-corruption, information and others), regulations (Disciplinary, Employee Handbook, Occupational Health and Safety, Purchasing and others), guidelines and/or Code of Ethics.

Relevant individuals and NOVA could face legal or criminal proceedings if a violation is committed.

The Reporting E-mails under this Code of Ethics Policy is [compliance@nova-tr.com](mailto:compliance@nova-tr.com). Individuals may also use communication channels listed in the Contact Points section of this Policy.

**Vedat KARAHANOĞLU**

**General Manager**

**19.12.2024**