

**CODE
OF
GOVERNANCE**



FNSS

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Rev.00

COMPANY CODE OF GOVERNANCE

This Code of Governance sets out policy principles, and the ethical standards for risk management that the Company must adhere to in all aspects of its business.

It will be the responsibility of the Senior Management Team of the Company, to develop and implement policies, procedures and other processes to ensure that the principles set out in this code in the carrying out of the Company's business.

1. CODE OF ETHICS

This Code sets out the Company's principles of ethical business conduct that must be followed, by everyone. This document, together with the related policies (the Policies) makes up the Code of Governance and is fundamental to the way that everyone works in the Company.

1.1 Who does the Code of Ethics apply to?

This Code applies to everyone in the Company. All employees (including representatives, advisors and members of board of directors) must behave ethically in dealing with other employees, customers, suppliers, contractors, stakeholders and competitors, wherever located.

1.2 Compliance with the Code of Ethics

All Company employees (including representative, advisors and members of board of directors) are required to comply with the standards set out within this Code of Governance and the related Policies.

1.3 Ethical Principles

Behaving ethically is an essential part of working for the Company. It is fundamental to how the Company does business and is important to the reputation and success of the company.

The five principles of ethical business conduct are:

Accountability : We are all personally answerable for our conduct and actions.

Honesty : There is no substitute for the truth.

Integrity : We say what we will do, we do what we say.

Openness :When questions are asked, we will be frank and straightforward in our answers.

Respect : We value each individual and treat them with dignity respect and thoughtfulness.

1.4 Responsibilities under the Code

Ethics and behaviour are individual responsibilities. High standards of behaviour are expected of all employees (including representatives, advisors and members of board of directors), regardless of position or location.

1.5 Responsibilities of Leaders, Managers and Supervisors

Those who manage or supervise other employees have additional responsibilities under this Code. Some of these responsibilities are:

- Making sure that the Code of Governance is provided, explained and understood by employees.
- Promoting the standards by setting a personal example
- Ensuring employees receive training and guidance on ethical issues on an annual basis.
- Monitoring compliance of the Code by employees they manage or supervise.
- Ensuring that third parties are aware of and comply with the Policies and Standards.
- Listen to concerns employees have about business conduct and support them in expressing those concerns.
- Take action when an employee faces retaliation for reporting any suspected breach of the Code of Ethics.

1.6 Who to talk to?

Employees can seek advice and support through their immediate manager, Human Resources, the Ethics Officer or Company Legal Counsel.

1.7 Reporting Violations & Reporting Procedures

All employees must observe the standards in this Code. All employees have an affirmative obligation to report, in good faith any suspected violations of this Policy to the General Manager of the Company or to the Company Ethics Officer.

All employees shall be able to anonymously report breaches of the Code of Governance to the Ethics Officer who shall conduct an appropriate review and investigation of the matter, involving the Company Legal Counsel and/or outside counsel and/or legal counsel for the Company's shareholders as necessary/appropriate.

The Company has anonymous reporting mechanism in place:

FNSS Ethics Officer :

Canan Doğanlar
Oğulbey Mahallesi Kumludere Caddesi No:11
06830 Gölbaşı Ankara
Tel: 312 497 43 00
Eposta: etik@fnss.com.tr

The existence of reported breaches and/or outcome of investigations shall be reported to the Board of Directors of the Company.

2. COMPANY POLICIES

These Policies form part of the Company's Code of Governance to be adhered to by each employee of the Company when carrying on Company business. They also constitute a framework for the development and implementation by the Company's Senior Management, of more detailed individual policies, procedures and/or processes governing each specific area listed below, for the effective and ethical carrying out of Company business by each employee.

The following standards of ethical business conduct and Policies are to be adhered to by every employee of the Company when carrying on Company business, in addition to other Policies that may be introduced from time to time, and relate specifically to:

- Human Resources & Employee Relations
- Relationships with Customers, Suppliers and Contractors
- Security & Protection of Company Assets
- Company Information
- Accuracy of Company Records
- Conflicts of Interest
- Proper Accounting
- Employee Occupational Health & Safety
- Product Quality and Safety
- Environmental Protection
- Compliance with Law and Regulations
- Anti-Corruption
- Facilitation Payments
- Gifts & Hospitality
- Advisors
- Lobbying & Political Support & Donations
- Teaming Partners & Other Business Arrangements
- Company Sponsorship / Donation
- Export / Import Control
- Compliance with Anti Boycott Laws
- Offset
- Organizational Conflicts of Interest

- Disaster Management
- Risk Management
- Joint Ventures
- Operational Assurance Statement

POLICIES

HUMAN RESOURCES POLICY & EMPLOYEE RELATIONS

FNSS values its diverse employees. Trust, respect and ethical business conduct are key to achieving and maintaining sound relationships among FNSS employees. FNSS recognizes the personal value and contribution of every employee.

FNSS commits that every employee will be evaluated and treated with dignity and respect. Consistent with applicable laws in Turkey, each employee will be judged on the basis of his or her performance and qualifications without regard to race, creed, gender, religion, national origin, age, disability or sexual orientation.

Employees, supervisors and third parties are forbidden to engage in any form of harassment. Sexual harassment is also a type of discrimination and it is unlawful. As a broader definition, sexual harassment covers undesired sexual approaches, gender-based privilege demand and any other verbal and physical conducts having sexual content. Breach of FNSS' ethical requirements may result in disciplinary action including dismissal.

FNSS respect employees' personal lives and personal spaces. Violation of employees' right of privacy in workplace or in any business environment is contrary to the law and the Code of Ethics. The aim is to ensure employees work in a place where physical, sexual and emotional right of privacy is preserved. FNSS respects to the right of privacy related to the use of computers, e-mails and internet; on the other hand, in the event of violation of Code of Ethics, electronic communication can be audited. Company computers should be used for business purposes; employees should not expect privacy related to the use of company computers, voice mails and e-mails.

Employees should refer violations of this Company policy in any of these areas to their supervisors, or may make anonymous reports through the Ethics Officer.

RELATIONSHIPS WITH CUSTOMERS, SUPPLIERS AND CONTRACTORS

As FNSS, our foremost goal is to be the most valuable supplier of our customer. FNSS aims to realize this goal by making great effort to provide the best products/services meeting that requirements together

with creating permanent collaboration and trust. Besides FNSS must not make concessions from being fair and reliable while performing transactions with its customers. In all cases, sales and purchases by FNSS should be based on price, product quality, service, and the consistency and dependability of the basic business relationships underlying each transaction and must comply with the Company's Anticorruption and Gifts and Hospitalities policies.

Employees should never make false or misleading remarks about other companies, their employees or products, including FNSS competitors.

SECURITY & PROTECTION OF COMPANY ASSETS

Protecting all FNSS assets, including physical property and intangible assets (such as data, software, trade secrets and confidential information) against loss, theft and misuse is every employee's responsibility. FNSS assets may be used only for proper Company purposes.

FNSS is committed to providing appropriate protection against prevailing security threats and complying with applicable laws and regulations for all of its personnel, customers, company proprietary, and information. The Company is committed to complying with all applicable national security requirements within regulations of Republic of Turkey and to protecting items subject to U.S. ITAR controls and licensing.

Every employee who has knowledge of the loss and misuse of assets is obliged to inform the security unit or his immediate supervisor. Every authorized personnel who is informed shall take immediate and diligent actions accordingly.

COMPANY INFORMATION

Employees must protect FNSS business information, and that belonging to third parties, as carefully as the Company's physical and other property. Unauthorised disclosure of this information could destroy its value to the Company and give unfair advantage to others.

To ensure confidentiality of Company information, employees must adhere to the following principles:

1. Employees must not disclose FNSS confidential information, either during or after employment, except when authorized by FNSS.
2. This prohibition applies to information obtained from FNSS customers, partners, suppliers and others who furnish information to the Company on a confidential basis. Employees must not use or disclose this confidential information, either during or after employment by the FNSS, except in cases under any written Non Disclosure Agreement and/or authorized by the Company in writing.

Employees should direct all questions and requests for information which will require corporate reply to the Company's General Manager and Assistant General Manager. Employees should not reveal information about FNSS or products through the media or through social media except circumstances where written permission of FNSS is granted.

ACCURACY OF COMPANY RECORDS

Employees must record and report information accurately and honestly. This includes but is not limited to accurate reporting of time worked business expenses incurred, research test results, revenues and costs, and other business-related activities.

It is very important that the company maintain accurate financial records of all business transactions. All Company records shall be subject to audit, and financial records, and shall be maintained in accordance with generally accepted accounting principles.

FNSS will not tolerate dishonest reporting, either internally (internal corporate records) or externally to government regulators. No entry will be made on the Company's books and records that intentionally hides or disguises the true nature of any transaction.

CONFLICTS OF INTEREST

All business decisions should be made in the best interests of FNSS

A "Conflict of Interest" is a situation where an employee's interests, relationships, activities or their influences may conflict with or otherwise compromise:

- Their obligations to the Company
- The interests of the Company
- The ability to make objective and responsible business decisions on behalf of the Company.

Conflicts between an employee's on or off-the-job activities and the Company's business interests can arise in many situations. They occur most often where an employee or a relative of an employee could obtain some personal benefit in a way that damages or disadvantages the Company or its shareholders. The Company respects the privacy of every employee in the conduct of his or her personal affairs. However, it is the policy of the Company that no employee shall engage in activities that may give rise to a Conflict of Interest.

An employee should avoid the following situations specially;

1. Execute the Company's business for personal or relatives' benefit or using or closing out the Company's assets without honesty.
2. Conducting personal business in working hours or using company assets.
3. Having an important financial interest with any real or legal person with a competing company (or known by employee as it plans in action to rival), FNSS' customer or a firm providing material or service to FNSS.
4. Without written permission through reporting to Human Resources Department or Ethics Officer, being a member of board of a competing company or a firm providing material or service to FNSS or FNSS' customer and consulting for the board of directors or management of such a person or organisation.
5. Giving information to Human Resources Department or Ethics Officer in the shortest possible time in case of himself or any family members has a relationship as specified in article 3 and 4, is the duty of the employee. According to this, in the case of a person not to recruit or to terminate the employee's contract of employment by giving legal rights under Labor Law it is at the discretion of the Company.
6. Any employee (or first-degree relatives); a) will not borrow money or accept any gift, privileged operation, favouritism from FNSS' customer, FNSS' competing company or providing supplies or services b) as far as the employee's knowledge, the employee will not gain benefit from FNSS' mergers, acquisitions, or is in process of negotiating or planning a joint venture with a firm c) will not use and disclose for his/her benefit the confidential information which are entrusted to him/her or acquired by him/her due to his/her work in FNSS.

Employee, should consult to Human Resources Department or Ethics Officer in case of any doubt regarding compliance with these rules.

PROPER ACCOUNTING

All Company records must accurately reflect and properly describe the transaction they record. At no time may an invoice or other purchase or sales document be falsified. All assets, liabilities, revenue and expenses of the FNSS shall be recorded in the regular books of the Company.

The Company shall establish, maintain, and utilize the accounting systems and procedures in accordance with the mandatory provisions of relevant laws in the Republic of Turkey. The books and

records of the Company shall be audited on an annual basis by internationally recognized accounting firms as shall be agreed by the Parent Corporations.

EMPLOYEE OCCUPATIONAL HEALTH AND SAFETY

FNSS considers maintaining safe and healthy working conditions and preventing accidents to be integral to the operation and administration of its business. Each employee has a responsibility to prevent accidents by maintaining a healthy work environment, by following safe work procedures and practices, and by using all prescribed personal protective equipment.

FNSS shall develop and maintain policies and procedures that promote health and safety awareness, inform health and safety objectives, provide for the maintenance of a safe working environment and working practices, the continued identification and elimination or control of hazards and compliance with health and safety laws, regulations and best practice.

PRODUCT QUALITY AND SAFETY

FNSS policy is to conduct business with a high regard for the health and safety of those using its products and services. Each employee plays a critical role in ensuring the quality and safety of FNSS products, from initial design or formulation, through manufacturing, maintenance and ongoing improvements. In addition, FNSS shall cooperate with government agencies, industry associations and recognized authorities involved with the quality and safety of its products. The Company shall have principles and procedures based upon legal requirements and relevant international standards, to apply throughout the product, process and service lifecycle.

ENVIRONMENTAL PROTECTION

FNSS is committed to protecting the environment and the health and safety of its employees. FNSS shall have written procedures and practices to ensure such protection through full compliance with all applicable laws.

COMPLIANCE WITH LAWS AND REGULATIONS

The use of FNSS funds or assets for any unlawful purpose is strictly prohibited. FNSS' policy is to comply with all applicable laws and regulations. When laws and regulations are ambiguous or difficult to interpret, management must seek advice from the Company Legal Counsel in order to ensure compliance.

ANTI-CORRUPTION & FOREIGN CORRUPT PRACTICES ACT (FCPA)

The Company has a zero tolerance policy regarding the payment or receipt of bribes and other corrupt transactions. It is the Company's policy to comply fully with the principles in the U.S. Foreign Corrupt Practices Act (FCPA), UK Bribery Act 2010 and any other anti-corruption laws applicable to the operations or business transactions of the Company including equivalent laws and regulations in Turkey such as UN Convention Against Corruption (signed 10.December.2003) and Turkish Criminal Code No:5237

Maintaining the reputation of FNSS for integrity and honesty in its business dealings is essential to the well-being and success of the Company. Even the suggestion of corruption may damage the reputation of the Company and its ability to do business and may lead to investigations and/or potential criminal prosecutions for the Company and its officers or employees.

Bribes to any person to obtain any business advantage or to direct business or any business advantage to any other person or company are prohibited, whether made directly or through an intermediary. No Company employee directly involved in the procurement from any supplier or subcontractor shall accept any gift or entertainment from a supplier or subcontractor which could be construed as a bribe or benefit.

FNSS' Anti-Corruption & FCPA Policy shall apply to all Company employees. Gifts may not be given for any improper purpose, including the obtaining of business from any government official.

All exceptions to the Company's policy in this area shall require the written approval of the Board of Directors of the Company.

FACILITATION PAYMENTS

"Facilitation Payments" are payments or gift given to a government official to cause him or her to perform a routine duty or function, or to expedite such performance, other than the payment of a lawful and official fee for such a duty or function.

It is the policy of FNSS that in accordance with the approach of adopting the highest ethical standards, all employees of FNSS shall be prohibited from making Facilitation Payments, irrespective of whether or not they are permitted by any local laws in any jurisdiction. If a Facilitation Payment is required to prevent the loss of life or injury, and there is no time to consult with FNSS Legal Counsel prior to making the Facilitation Payment, then an employee is permitted to make the payment, but must report it to FNSS Legal Counsel as soon as practicable. FNSS' Legal Counsel shall report any such payments to the Board of Directors.

FNSS' Facilitation Payments Policy shall apply to all FNSS employees.

All exceptions to the Company's policy in this area shall require the written approval of the Board of Directors of FNSS.

GIFTS & HOSPITALITY

FNSS' policy is to ensure ethical behaviour at all times in the conduct of the Company's business in light of the making or receiving of gifts or hospitality in the course of Company business and compliance with applicable laws at all times.

The Company's Gifts and Hospitality Policy shall apply to all employees in relation to the receiving and giving gifts and entertainment or hospitality including to and from government officials. The policy sets forth financial limits and approvals required for gifts and hospitality.

All exceptions to the Company's policy in this area shall require the written approval of the Board of Directors of the Company.

ADVISORS

"Advisors" are third parties who are hired to act on behalf of FNSS in marketing or selling its products and services. The term includes agents, consultants, marketing representatives, distributors and lobbyists, and anyone performing similar tasks.

It is the policy of the Company that all Advisor Agreements (domestic or international) shall be reviewed through appropriate due diligence and approved by FNSS in accordance with FNSS Advisor Policy prior to engagement of any Advisor. FNSS shall implement procedures to comply with the Advisor Policy requirements.

All exceptions to the Company's policy in this area shall require the written approval of the Board of Directors of FNSS.

TEAMING PARTNERS & OTHER BUSINESS ARRANGEMENTS

FNSS may from time to time seek to collaborate and team with third parties, in an exclusive or non-exclusive capacity, to pursue opportunities both within Turkey and internationally outside of Turkey. Such arrangements may be on the basis of teaming agreements (whether the Company is a prime or a sub-contractor), cooperation agreements, agreements such as memorandums of understanding that document the parties' intentions, long-term or strategic agreements and/or licensing arrangements, or similar agreements.

In order to comply with applicable laws and to ensure that no such arrangements pose a corruption, reputational, or undue financial or

business risk to FNSS, FNSS shall establish a program for the evaluation and approval of all teaming partners and third parties contemplated in the above arrangements before engagement by the Company and prior to entering into any arrangements with third parties.

LOBBYING & POLITICAL SUPPORT & DONATIONS

"Political support" is any support or assistance given to a political party, an affiliated organization of a political party, a representative of either of a candidate for public office to strengthen their position. A political donation is a payment (or provision of goods or services) made to any such entity or person for the purpose of political support.

"Lobbying activity" is legitimate activity that aims to advance the Company's competitive position through political or other stakeholder engagement that assist such decision makers in making fully-informed decisions on matters that affect the Company commercially.

Lobbying and political support undertaken by or on behalf of FNSS must be conducted with honesty and integrity, in an open and transparent manner whereby interests represented by FNSS are declared, and must be consistent both with FNSS ethical standards and with applicable laws and regulations. The Company is prohibited from making political donations including by operation of Turkish law, and consequently will not make Political donations in Turkey.

This policy should be read in conjunction with the Advisors Policy and the Gifts and Hospitality Policy.

This prohibition and approval requirements relate only to the use of corporate funds. In no way are they intended to discourage employees from making legal personal contributions to candidates or political parties of their choice.

All exceptions to the Company's policy in this area shall require the written approval of the Board of Directors of FNSS.

COMPANY SPONSORSHIP / GIVING

FNSS shall ensure that financial or non-financial in the form of goods or services given by the Company to another organization in the form of sponsorship or donations. Sponsorship/Giving is applied consistently and in line with the Company's business objectives, values, ethical principles and overall corporate responsibility, in accordance with applicable laws and regulations.

All FNSS giving shall be reviewed by Finance and Legal Department and approved by the General Manager of the Company in writing prior to the issuance of the gift. Gifts and hospitality provided by FNSS employees

in the course of general business shall be governed by the Gifts and Hospitality policy.

FNSS Giving Policy shall apply to all FNSS employees.

EXPORT / IMPORT CONTROL

The Company is committed to, and will comply with, all applicable laws and regulations when importing and/or exporting products, services and information, including but not limited to the U.S. International Traffic in Arms Regulations and the U.S. Export Administration Regulations when importing and/or re-exporting controlled technical data, goods as well as being fully compliant with the export and import laws of Turkey and the countries in which the Company operates.

FNSS, its senior management, and its Parent Companies are committed to complying with U.S. export laws and recognize that non-compliance can result in severe fines and penalties and debarment to the Company and adversely affect the company reputation.

FNSS' Export Control Policy and procedures shall apply to all FNSS employees. FNSS shall establish and implement internal processes/procedures to meet the requirements set forth in the Export Control Policy.

All exceptions to the Company's policy in this area shall require the written approval of the Board of Directors of FNSS.

COMPLIANCE WITH U.S. ANTI-BOYCOTT LAWS

FNSS will comply with applicable U.S. anti-boycott laws at all times in its business dealings. FNSS shall establish and implement internal processes/procedures to meet the requirements set forth in the Anti Boycott Policy.

All exceptions to the Company's policy in this area shall require the written approval of the Board of Directors of FNSS.

DISASTER MANAGEMENT

The Company shall establish a management process to identify potential threats to the Company and the impact that such threats would cause to the business operations if realized. The procedures developed shall cover:

- Emergency response planning for sites occupied by the Company;
- Incident management planning for sites occupied by the Company;
- Business recovery planning to minimize the impact of any triggering incident;
- Business continuity planning; and
- Appropriate training

Company management is responsible for updating the procedures as needed.

RISK MANAGEMENT

The Company shall have controls in place for the effective management of risk with the aim of removing likelihood and effect of risks before they occur and dealing effectively with problems if they do. Company management is responsible for the monitoring, identification, analysis, evaluation, mitigation and reporting of risk.

OFFSET

All offset related transactions undertaken by FNSS will be conducted in compliance with the law and with the highest ethical standards.

The underlying principles applicable to all of the Company's offset activities are that:

- They are undertaken in accordance with the Company's Code of Governance and Policies;
- They are consistent with the customer's offset policies and proportionate to the value of related contracts;
- Financial and non-financial risks are clearly evaluated and reduced.

FNSS shall undertake appropriate due diligence of all third party offset partners, and/or suppliers.

All exceptions to the Company's policy in this area shall require the written approval of the Board of Directors of FNSS.

ORGANIZATIONAL CONFLICTS OF INTEREST

In the event of an organizational conflict arising between the different projects of the Company and between Company's operations and Company's legal shareholders' operations, FNSS Ethics Officer shall be immediately notified. FNSS Ethics Officer shall notify the Company's General Manager and Executive Committee, so appropriate steps can be considered and implemented, including consideration of appropriate organizational firewalls, to avoid the organizational conflict, or appearance of the same and to act in compliance with applicable laws at all times.

JOINT VENTURES

The standards of business conduct and policy requirements determined in this Code of Governance shall be flowed by the Company's management into the Company's subsidiaries and branches. FNSS' management shall exercise their best endeavors exercised to flow this Code of Governance, and amendments made from time to time, into the Company's interests in joint venture companies, wherever located.

OPERATIONAL ASSURANCE STATEMENT (OAS)

The operational assurance process is a bi-annual process (June and December) undertaken by each Company functional director or head, which provides assurance that the Company's Code of Governance is being complied with.

The General Manager of FNSS, as the most senior employee responsible for the Company's operations, is ultimately responsible for completing the questionnaire on an annual basis based upon the Company's operations for the preceding twelve month period of operations.

COMPLIANCE & DISCIPLINE

The failure to comply with the standards of business conduct outlined in this Code of Governance or violation of any Company Policy will result in disciplinary action.

Disciplinary action will be taken against:

1. Violations of this Code of Governance;
2. Any supervisor or employee who retaliates, directly or indirectly, or encourages others to do so, against an employee (a) who reports a Code of Governance, Policy or law violation or (b) participates into an investigation into an alleged violation; and/or
3. Employees who knowingly falsely accuses another employee of a Code of Governance, Policy or law violation, or who revives any ethical issue under false pretenses.

THE COMPANY ETHICS OVERSIGHT COMMITTEE

FNSS Ethics Oversight Committee (the "EOC") is comprised (at a minimum) of two representatives from the FNSS' Board of Directors, one appointed by each shareholder in the Company.

The EOC shall report at least twice a year to the Company's Board of Directors and shall be responsible for reviewing the Company's overall ethics compliance and awareness programs, making recommendations

to the Board of Directors on annual ethics awareness training on this Code of Governance, changes to the ethics program and reviewing ethics issues that may have arisen from the prior meeting.

FNSS ETHICS OFFICER

The Company shall have an Ethics Officer who will be responsible for promoting ethical conduct and compliance with this Code of Governance within the Company and helping employees recognize, appreciate and resolve ethical dilemmas and issues, receive ethics related complaints and investigate ethics related complaints and/or alleged violations of this Code of Governance.

The Ethics Officer shall establish and monitor an email account that allows anonymous reporting of breach of Code of Ethics related complaints by employees, in compliance with Turkish law.

The Ethics Officer shall report into the FNSS Ethics Oversight Committee and have unfettered access to, the Company General Manager and also the Company Board of Directors.

For getting information on the Code of Governance, for making recommendations and reporting infringements of Code of Ethics:

FNSS Ethics Officer :

Canan Doğanlar
Oğulbey Mahallesi Kumludere Caddesi No:11
06830 Gölbaşı Ankara
Tel: 312 497 43 00
Eposta: etik@fnss.com.tr

EXHIBIT A

Code of Ethics Statement of Employee (annual)

I certify that:

- a. I have read the Company booklet entitled "Code of Governance" dated and have discussed any questions I had with my manager, the Ethics Officer or the Company Legal Counsel;
- b. I am in compliance and/or will comply with the Code of Governance
- c. I fully understand my responsibility to continue to comply with them and to discuss any future questions I may have before engaging in any activities that may violate them; and
- d. I am not aware of any apparent violation of the Code of Governance that have not already been reported by me or someone else.

I will report any apparent violation of the Code of Governance, including any Company Policies and understand that the Company will handle any such report as confidentially as possible and without retaliation.

I recognize that any violation of the Code or the Company Policies may make me subject to severe disciplinary sanction up to and including termination of employment.

Signature _____

Date _____

Print Name _____

Title _____

Department _____