

RULES OF ETHICS OF MAİS A.Ş.

Ethical rules include the principles of fundamental behavior of society. They include changes in the legal, social and economic conditions, as well as the common values of our shareholders OYAK and Renault.

The staff of the company when carrying out their functions must meet the "Ethical Principles" and "Common Values of OYAK and Renault". We recognize that working procedures, standards, laws and regulations may not guide our conduct and behavior. We have our ethical principles based on the values of society.

1 – Scope

The Rules of Ethics of MAİS A.Ş. complies with the policies, the values and the principles of our Company's shareholders. All employees, including members of the Board of Directors and of the Audit Committee and the managers must respect this code.

2 - Integrity and Reliability

MAİS A.Ş. aims to be a benchmark for reliability and integrity towards its shareholders, employees, suppliers, partners, competitors, the environment, society and humanity. Integrity and loyalty are essential principles in the private activities of our employees which may have an impact on the activities of our shareholders, and authorized by the management of the company. Our employees when reaching the goals of the company, behave in accordance with Turkish Republic laws, the rules of international law and ethical values.

3 - Confidentiality and Protection of Commercial Secrets

3.1. The information and documents available or provided by the company, Commercial secrets, financial information and other non-public social rights of employees and confidential information in the contracts signed with third parties are treated under the principle of Confidentiality and Protection of Commercial Secrets.

3.2. All care are taken to protect personal information of employees and partners of MAİS A.Ş.. In this context, employees' personal information and all emails traded on behalf of the company will be recorded by the IT department. MAİS A.Ş. does not enter into privacy and personal information of its employees. Information regarding personnel will be used only when necessary, within the powers defined by the authorized persons in accordance with the objectives of the company.

3.3. Obtain of interest in any way by leakage of market information and / or confidential documents of MAİS A.Ş. as part of "Insider Trading" is absolutely unacceptable.

3.4. All official statements will be announced by the units designated by the Company to investors, shareholders and the public as part of the principle of equality, completely, simultaneously and in an intelligible manner.

3.5. Any member of staff leaving the Company for any reason whatsoever shall undertake to maintain the confidentiality of documents and information to which he had access because of its function and to take all necessary measures to ensure that these documents and information are not used against the Company.

4 - Conflict of Interest

Employees of the Company should scrupulously avoid any action that could lead to a conflict of interest and safeguard the interests of the Company, avoid any action or behavior likely to serve their own interests or those of their relatives. We can not allow any conflict between the interests of the Company and personal interests, and the obtaining by the employees of non suitable interest because of their position, for themselves, for their families or for third parties.

5 - Our Responsibilities

5.1. Our legal responsibilities

5.1.1. MAİS A.Ş. is faithful to the high standards of ethics. MAİS A.Ş. performs all its activities in perfect harmony with the laws and national and international regulations.

5.1.2. In carrying out its activities and its all kind of legal obligations, it approaches all institutions and companies without waiting for an interest, and stands midway between neutral and non-governmental organizations and political parties.

5.1.3. It allows the Company to prepare its financial statements and reports in accordance with national and international accounting principles, within the framework of the law.

5.2. Our responsibilities towards society and the environment

5.2.1. To respond the demands in the field of Corporate Social Responsibility, supports any activity and organization that promotes responsibility against environment, helps the development of environment friendly technologies.

5.2.2. Investment strategies in line with our responsibilities towards society and the environment, aim to offer green products to the automotive market conform to international standards and conducts activities of research and development required, remaining faithful to the principles of sustainable development standards for human health, operational safety, environmental protection. It contributes to economic, cultural and sociological evolutions necessary for the development of our country.

5.2.3. Avoid unethical behavior as bribe, corruption, abuse of power and support international efforts to eradicate these crimes.

5.2.4. Avoid giving and receiving gifts, products and services that affect our decisions and activities intended to generate interest or privileges.

5.2.5. Encourage measures to reduce **CO2** emissions in the work and in the privacy of employees of our subsidiaries to increase their sensitivity for global warming.

5.3. Social responsibility

5.3.1. Sensitivity and compliance for protecting the environment and natural life in consumer rights and public health.

5.3.2. Develop projects to ensure accountability of the Company and cooperate with companies that work for this purpose.

5.3.3. Generate sustainable projects to support the development of employees and the city where they are.

5.4. Our responsibilities to our customers and to our dealers

5.4.1. MAİS A.Ş. is honest and fair towards its customers to ensure their satisfaction at highest level.

5.4.2. Remain sensitive to the problems of his clients, generating rapid and sustainable solutions and customer confidence to the highest level.

5.4.3. Offer only products and services that we can offer, and make the necessary efforts to meet its commitments.

5.5. Our responsibilities towards our shareholders

5.5.1. MAİS A.Ş. makes decisions based on economic criterias known to ensure rigorous management of its resources and assets, with the financial discipline and transparency.

5.5.2. MAİS A.Ş. who aims to maximize the Company value avoiding unnecessary and unmanageable risks and applying company policies focused on growth.

5.5.3. Aim to distribute the maximum dividend to shareholders every year.

5.5.4. No employee may make a written or oral statement on behalf of MAİS A.Ş., unless authorized entities.

5.6. Our responsibilities to employees

5.6.1. Avoid discrimination in human resources between races, ethnicities, nationalities, religions and sexes. Respect the principle of equal opportunities for persons in equal conditions. Compensation and promotion based on performance and productivity. Pursue policies transparent in all processes.

5.6.2. Appoint managers with the skills and qualities needed to perform the duties assigned.

5.6.3. Establish a safe working and hygienic environment for employees.

5.6.4. Pay employee wages and social rights defined in the job contract on time and completely according to the principles of internal regulation.

5.6.5. Train employees on the individual, professional and first aid topics, earthquake, fire and other natural disasters.

5.6.6. Signature "human resources are our most valuable asset" expresses the approach of MAİS A.Ş. in relation to its employees.

5.6.7. Recognize the rights under the collective agreement, refuse the oppression and discrimination in the workplace.

5.6.8. MAİS A.Ş., which has a policy to keep equal distance from its employees ensures a safe and comfortable environment, and make continuous improvements.

5.6.9. Uses and records objective data for decision of training, promotion and appointment.

5.6.10. Organize training for employees to improve their professional skills and personal abilities.

5.6.11. Spouses and descendants and ascendants to the third degree (inclusive) may not work in Online Registration System of the Company.

5.6.12. Employees must communicate and cooperate within the rules of trust, mutual respect and politeness.

5.6.13. Ensure that employees participate in decision making.

5.7. Our responsibilities towards the sector, competition and commercial partners

5.7.1. Adopt the rules of fair competition in the mutual respect with the competitors, on a legal and ethical basis and avoid violating the competition law.

5.7.2. Refuse to support initiatives that limit and restrict competition.

5.7.3. Commercial partners are treated in justice. The selection of suppliers is made according to objective criterias and the evaluated performances. The selection of suppliers is made on written documents. Ethical criterias are taken into account.

6 - Ethics and Behavior

6.1. All employees carry out their duties in a equal, transparent and accountable manner.

6.2. It is essential to respect the principles of mutual respect, trust and collaboration among employees.

6.3. Means and resources of the Company can not be used to support political activities. Political activities can not be conducted within the Company, no gift can be given and no support may be necessary to political campaigns.

6.4. Political, social and religious ideas can not be expressed or discussed on the workplace.

6.5. Employees can not work outside of the Company in principle. However, employees are encouraged to fulfill their social responsibility. For this purpose, with the approval of the Board of Directors, they are allowed to work in an association, foundation, professional organization.

6.6. All employees must fulfill their responsibilities to protect the prestigious image of the Company. In this context, all staff must behave in accordance with the laws and ethical principles.

6.7. Employees may not use confidential and non-public information for their own benefit and for that of others. They can not disclose directly or indirectly these informations outside the Company or to employees within the Company who are not to be informed.

6.8. Employees may not accept gifts on the activities of the Company directly or indirectly, to obtain interest and to borrow from individuals or companies in contact with the company.

6.9. The approval of the Director General and / or the Board of Directors is required to make statements to the press and media, broadcast chronicles in the press, and attending conferences as a speaker in accordance with the internal regulations.

6.10. Employees can not perform directly or indirectly merchant or craftsman activities ("commercial" or "craft"). They can not hold a position of board of directors or controller, or work as self-employed persons outside of MAÍS A.Ş. main subsidiaries.

6.11. The e-mail is an important means of internal and external communication. Emails are strictly confidential information that may be promulgated only in the scope of the regulatory process.

6.12. Any new hired within MAÍS A.Ş. consult our manual of ethics in the orientation program for addresses and people to contact if they see an action unethical. Employees sign a pledge to recognize that these rules are part of their employment contract.

6.13. Any falsification of official documents is unacceptable. The employees must provide correct and precise information only, it is mandatory not to give accidentally or deliberately any incomplete information or documents.

6.14. Bans any behavior, aggression, violation, harassment and threatening about productivity and the serenity of the work environment, refusing commercial, political and religious presentations.

6.15. Our employees are required to comply with all laws and regulations.

6.16. Our employees must protect the Company's assets and use them in a productive manner. All assets of the Company must be used for professional purposes only. Information is one of most critical assets. To protect this important information, all employees must follow the information security policies and procedures of MAİS A.Ş. published on the corporate intranet page.

7 – Control

7.1. The Company accounts are audited annually by an independent auditing firm following international accounting standards recognized.

7.2. Employees notify in writtenly and / or orally the General Director of the Company for any unethical act observed. These issues are reported to the management of the company periodically. * To assess by the ethics committee.

*** The Ethics Committee:** consists of the Director General, of the Human Resources, Quality and Industrial Relations Director. In the absence of these cadres, a manager is appointed by the General Director.

8 - Entry into force

8.1. This Regulation is prepared to be entered into force as January 1st, 2013.

8.2. Ethical rules are defined and updated by the Ethics Committee.

8.3. These rules are part of the Personnel Regulation.

8.4. This regulation is available on the intranet for our employees, and on the web site www.renault.com.tr for our stakeholders.

MOTORLU ARAÇLAR İMAL VE SATIŞ A.Ş.